ROCKET INTERNET

Prospectus
for the public offering

of

32,941,177 new ordinary bearer shares with no par value (*Stückaktien*) from a capital increase against contributions in cash expected to be resolved by the Management Board on October 6, 2014, to be approved by a committee of the Supervisory Board on the same day, utilizing the Authorized Capital 2014, as resolved by an extraordinary shareholders' meeting on August 22, 2014, under exclusion of the subscription rights of existing shareholders of the Issuer

and of

4,941,176 ordinary bearer shares with no par value (*Stückaktien*)
from the holdings of Global Founders GmbH in connection with a possible over-allotment

and at the same time for the

inclusion to trading on the non-regulated market (Entry Standard)
of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)
of up to 153,043,432 ordinary bearer shares (entire share capital)

– each such share with no par value and a notional value of €1.00
and full dividend rights as of January 1, 2014 –

of

Rocket Internet AG
Berlin

Price Range: €35.50 – €42.50

German Securities Identification Number (WKN): A12UKK
International Securities Identification Number (ISIN): DE000A12UKK6
Ticker Symbol: RKET

Prospectus dated September 23, 2014

Joint Global Coordinators and Joint Bookrunners

Berenberg **J.P. Morgan** **Morgan Stanley**

Joint Bookrunners

BofA Merrill Lynch **Citigroup** **UBS Investment Bank**

CONTENTS

SUMMARY OF THE PROSPECTUS

*Summaries are made up of disclosure requirements known as elements ("**Elements**"). These Elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In such cases, the summary includes a short description of the Element with the words "not applicable".*

A – INTRODUCTION AND WARNINGS

A.1	**Warnings.**	This summary should be read as an introduction to this prospectus. Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor. If any claims are asserted before a court of law based on the information contained in this prospectus, the investor appearing as plaintiff may have to bear the costs of translating the prospectus prior to the commencement of the court proceedings pursuant to the national legislation of the member states of the European Economic Area. Rocket Internet AG, Berlin, Germany (the "**Issuer**"), together with Joh. Berenberg, Gossler & Co. KG, Hamburg, Germany ("**Berenberg**"); J.P. Morgan Securities plc, London, United Kingdom ("**J.P. Morgan**"); Morgan Stanley Bank AG, Frankfurt am Main, Germany ("**Morgan Stanley**", and together with Berenberg and J.P. Morgan, the "**Joint Global Coordinators**"); Merrill Lynch International, London, United Kingdom (acting under the marketing name BofA Merrill Lynch) ("**BofA Merrill Lynch**"); Citigroup Global Markets Limited, London, United Kingdom ("**Citigroup**") and UBS Limited, London, United Kingdom ("**UBS**", and together with the Joint Global Coordinators, BofA Merrill Lynch and Citigroup, the "**Joint Bookrunners**" or the "**Underwriters**"), have assumed responsibility for the content of this summary and its German translation pursuant to Section 5 (2b) no. 4 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*). Those persons who are responsible for the summary, including the translation thereof, or for the issuing (*Erlass*), can be held liable but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this prospectus or it does not provide, when read together with the other parts of this prospectus, all necessary key information.
A.2	**Information regarding the subsequent use of the prospectus.**	Not applicable. Consent regarding the use of the prospectus for a subsequent resale or placement of the shares has not been granted.

B – ISSUER

B.1	**Legal and commercial name of the issuer.**	The Issuer's legal name is Rocket Internet AG. It primarily operates under the commercial name "**Rocket Internet**". The Issuer currently expects that the extraordinary shareholders' meeting to be held on September 30, 2014 will approve a resolution to change the Issuer's legal form to a European company (*Societas Europaea – SE*) governed by German and European law and its legal name to "Rocket Internet SE". The change in legal form and name is expected to be registered in late 2014.
B.2	**Domicile, legal form, legislation under which the issuer operates, country of incorporation.**	The Issuer[(1)] has its registered office at Johannisstraße 20, 10117 Berlin, Germany, and is registered with the commercial register of the local court (*Amtsgericht*) of Charlottenburg, Berlin, Germany (the "**Commercial Register**"), under the docket number HRB 159634 B. The Issuer is a German stock corporation incorporated in Germany and governed by German law.

(1) The Issuer together with the legal entities that are fully consolidated in the Issuer's consolidated financial statements, the "**Group**", and the Issuer together with our companies (our companies refers to the proven winners, emerging stars, concepts, regional Internet groups, intermediate holding companies and the companies in the categories strategic participations and other investments that were founded by us), "**we**", "**us**", "**our**" or "**Rocket Internet**".

B.3	**Current operations and principal business activities and principal markets in which the issuer competes.**	We identify and build proven Internet business models and transfer them to new, underserved or untapped markets, mainly outside the United States and China, where we seek to scale them into market leading online companies. We started in 2007 with 4 employees and 2 consumer brands, based on an initial investment of €0.5 million from European Founders Fund GmbH & Co. Beteiligungs KG Nr. 1 (later renamed Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1 ("**Global Founders Capital Fund**")). As of the date of this prospectus, on an aggregate basis, more than 20,000 employees work across our network of companies, which conducts business in 116 countries on 5 continents. Our most mature companies, which we refer to as proven winners, generated aggregate net revenues of €757 million (unaudited sum total of their net revenues based on the generally accepted accounting principles applicable for the relevant company, in each case taking the last fiscal year for which data was available) and aggregated net losses of €442 million (unaudited sum total of their net losses based on generally accepted accounting principles applicable for the relevant company, in each case taking the last fiscal year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests). The Issuer's aggregate direct and indirect stakes in all of our companies, including proven winners, our growing companies that have already achieved a significant size, which we refer to as emerging stars, our regional Internet groups and our strategic participations and other investments, have a combined value of €2.6 billion(1) based on the respective latest third party financing rounds (as described in more detail below in this element B.3). We build online business models that satisfy basic consumer needs mainly across three focus sectors. Our e-commerce companies include retail companies in the areas of fashion, general merchandise, home and living, office supplies and food and groceries. Our marketplace companies seek to displace traditional supply chains by creating venues where buyers and sellers can transact directly, and include real estate and car online classifieds, travel and transport, and food delivery companies. Our third sector, financial technology, includes companies that focus on bringing together borrowers and lenders in regions and segments that are underserved by traditional banks, particularly in the consumer and small and medium-sized enterprise segments, and on facilitating payments. As part of our global strategy, we have created regional Internet groups in Africa, Asia Pacific, Latin America and the Middle East in order to bundle local market and business model insights, facilitate regional commercial, strategic and investment partnerships, in particular with mobile telecommunication providers, enable local recruiting and sourcing and accelerate the regional rollout of our companies. Our local strategic partners, such as MTN, ooredoo and Millicom, are co-investors in our regional Internet groups and provide them and our companies with significant strategic support and opportunities to benefit from synergies. The Issuer has developed proprietary technology where it believes it provides the network of companies with a competitive advantage. In particular, the Issuer has created a core platform for each of our three focus sectors, which allows a plug and play setup, scales with the business and is easily adaptable to the specific needs of the individual companies. The Issuer has entered into framework agreements with major Internet and software players, such as Google, Facebook, Rackspace, Responsys and Salesforce, in order to complement the Issuer's technology platform and provide the network of companies with competitively priced, state-of-the-art technology, payment, online advertising and other services. The Issuer has created analytical tools for the analysis of key performance indicators which allows us to benchmark our companies, identify best-in-class performance among our companies and share the knowledge across our network of companies. The Issuer's platform has enabled us to build a large, global network of companies and has historically put us in a position us to launch more than 10 new companies every year through application of a standardized business model identification and development process. Every new company that the Issuer starts accelerates the virtuous circle of synergy creation among our companies. The larger the size of our network of companies, the more significant our opportunity is to benefit from synergies and network effects with respect to our suppliers, solution providers, customers and employees. A new company joining our network increases our overall purchasing volume and negotiation power, and contributes new data and knowledge, which is typically shared on a voluntary basis across our entire network. The addition of new companies also establishes new customer relations and additional opportunities for cross-marketing that benefit all of the companies in our network. (1) Unaudited. Calculated based on accounting and controlling records of the Issuer.

The Issuer typically owns a direct or indirect stake of 80% to 90% in our companies at the time of launch, with the remainder being set aside for management equity participation. In subsequent financing rounds, we bring in external equity financing, which is provided by our local strategic partners and other strategic and financial investors, including existing shareholders of the Issuer. These investments are either made directly into the company or indirectly into an intermediate holding company or regional Internet group. Historically, this has meant that the direct and indirect stakes of the Issuer in a company have decreased over time to less than 50% as the company grows and matures. Accordingly, the Issuer does not control most of our companies. The Issuer currently intends to maintain beneficial ownership stakes in most of our new companies of at least 50% going forward, which means that the Issuer's overall investment in our new companies will increase and that the Issuer will participate more significantly in their development.

Strategy

The Issuer strives to become the world's largest Internet platform outside the United States and China. The key elements of the Issuer's current strategy include:

- Master the Complexity of Our Markets and Localize Across Every Dimension.
- Cover a Large Share of the Consumer Wallet by Leveraging the Mobile Ecosystem to Benefit from the Smartphone Revolution.
- Grow our Existing Network of Companies.
- Retain Majority Ownership in New Companies; Selectively Increase Stakes in Emerging Stars.
- Pursue a Balanced Strategy of Continued High Growth in Combination with Improved Profitability Over Time for Our Proven Winners.

B.4a Most significant recent trends affecting the issuer and the industry in which it operates.

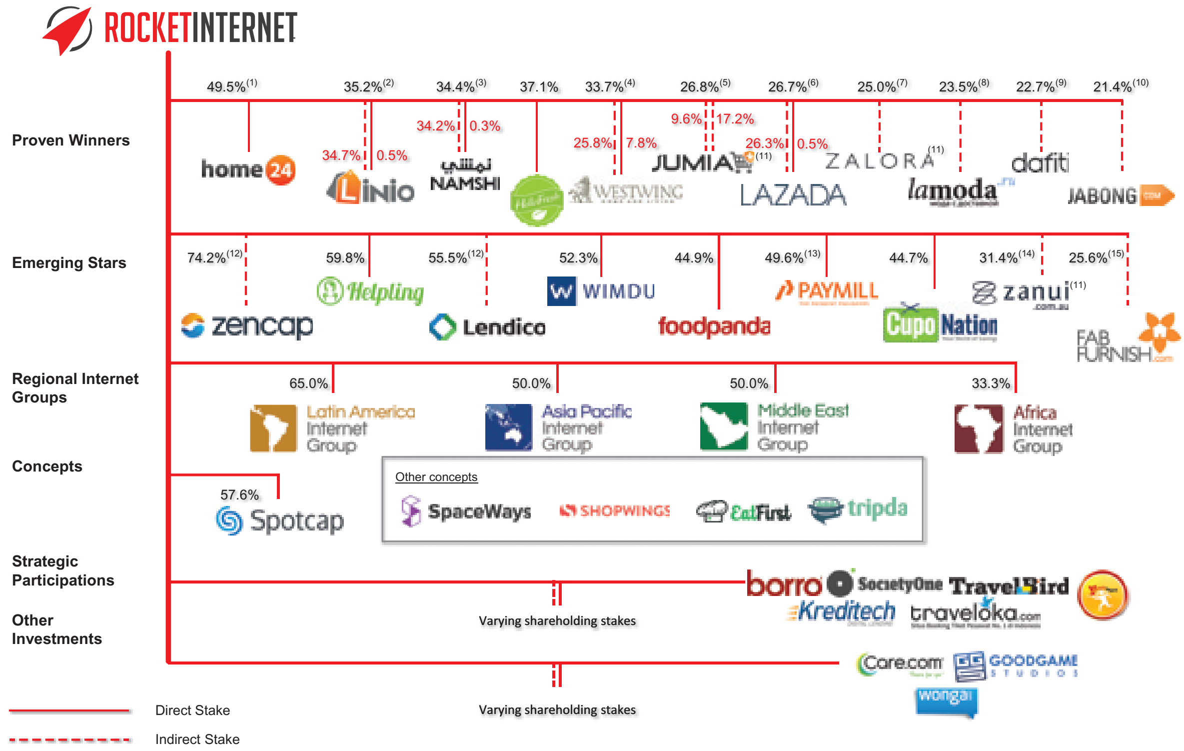
We believe that four megatrends will affect our markets.

- Smartphone penetration will become ubiquitous, significantly accelerating the prevalence of Internet enabled business models. By 2018, smartphone user growth is predicted to increase by 21% in our focus regions compared to by 10% in the United States and China (Source: WCIS, World Cellular Forecasts 2012-2018, accessed February 14, 2014). An increase in the number of smartphone users results in a higher number of persons with Internet access. We believe this means that the Internet will go much further and faster than was expected in the past.
- The population in many of our markets is younger than in the United States (Source: United Nations, World Population Prospects 2009), which we believe increases the potential for Internet based business models. For example, the proportion of the total population aged 65 and over is only 5% in India and 7% in Mexico and Brazil compared to 13% in the United States. We believe that a higher share of younger people corresponds to a higher share of smartphone users, who are digital natives.
- The middle class in many of our emerging market economies is expected to grow strongly (Source: Euromonitor International, "Countries and Consumers", based on current prices and year on year exchange rates, accessed July 2014). For example, the middle class in Indonesia is expected to grow from 1% to 16% of total population between 2006 and 2022 compared to the United States where the middle class is expected to grow from 31% to 33% of total population between 2006 and 2022. As these economies continue to develop, we anticipate that significant middle class growth will result in a substantial increase in discretionary consumer spending.
- The offline retail infrastructure in many of our target markets is underdeveloped (Source: Planet Retail, Global Data Analysis Database, accessed May 27, 2014). For example, while there are more than 90,000 people per retail outlet in Asia Pacific, there are less than 1,200 people per retail outlet in the United States. This means that we are provided with the opportunity to establish an online retail market before offline infrastructure develops, allowing customers to leapfrog the physical retail market development. The limited offline competition positions e-commerce businesses to grow faster and capture a larger share of wallet than e-commerce companies active in markets with significant offline competition, such as the United States.

We believe that our industry will expand into the sector of "mobile urban on-demand services". Companies in this sector make living in urban cities easier. This sector has only been enabled recently due to the penetration of smart phones with GPS and push notifications. These models work best in densely populated areas and the services are often time and location bound. They show elements of vertical integration towards logistics and with or without aggregation of the supply side.

B.5 **Description of the group and the issuer's position within the group.**

The Issuer is the parent company of the Group. The following chart sets forth a summary (in simplified form) of the Issuer's significant companies in its network of companies as of the date of this prospectus taking into account the relevant direct and indirect beneficial interests (*durchgerechneter Beteiligungsanteil*). The shareholdings presented also include shareholdings of affiliated companies pursuant to Sections 15 et seq. German Stock Corporation Act (*Aktiengesetz*) and associated companies pursuant to Section 271 para. 1 of the German Commercial Code (*Handelsgesetzbuch*). As of the date of this prospectus, our network of companies included 11 proven winners (11%), 9 emerging stars (9%), 5 concepts (5%), 4 regional Internet groups (4%), 8 companies in the category strategic participations (8%) and 9 companies in the category other investments (9%). In addition, stakes in 53 Internet companies were contributed to the Issuer in 2014. As of the date of this prospectus, 17 of these were included in the category strategic participations (17%) and 36 were included in the category other investments (36%).



(Source: Issuer information)

(1) As of the date of this prospectus, an affiliate of Holtzbrinck (as defined in Element B.6 footnote (7)) holds shares in Home24. It has been agreed between Holtzbrinck and the Issuer that its shares in Home24 will be transferred to the Issuer. The execution will, however, only be effected once the requisite shareholder approvals at Home24 will have been obtained.

(2) Linio is held through TIN Brillant Services GmbH ("**BigCommerce**") and directly (0.5%). The Issuer holds a direct stake of 51.6% in BigCommerce. BigCommerce in turn holds a stake of 67.3% in Linio.

(3) Namshi (Middle East eCommerce Holding) is held through Bigfoot I, BigCommerce, Rocket Middle East GmbH and directly (0.3%). The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 40.8% in Namshi. The Issuer holds a direct stake of 51.6% in BigCommerce. BigCommerce in turn holds a stake of 36.4% in Namshi. Through the Holtzbrinck (as defined in Element B.6 footnote (8)) transfer of shares in BigCommerce, which will be executed once a restructuring of BigCommerce/Namshi has been effected, the Issuer will hold an additional indirect stake of 1.8% in Namshi. The Issuer holds a direct stake of 100% in Rocket Middle East GmbH. Rocket Middle East GmbH in turn holds a stake of 1.7% in Namshi.

(4) Westwing is held through Westwing SPV and directly (7.8%). The Issuer holds a direct stake of 92.0% in Westwing SPV. Westwing SPV in turn holds a stake of 28.1% in Westwing.

(5) Jumia is held through Bigfoot II and Africa Internet Group. The Issuer holds a direct stake of 33.8% in Bigfoot II. Bigfoot II in turn holds a stake of 28.5% in Jumia. The Issuer holds a direct stake of 33.3% in Africa Internet Group. Africa Internet Group in turn holds a stake of 51.5% in Jumia.

(6) Lazada is held through BigCommerce and directly (0.5%). The Issuer holds a direct stake of 51.6% in BigCommerce. BigCommerce in turn holds a stake of 50.9% in Lazada.

(7) Zalora is held through Bigfoot II. The Issuer holds a direct stake of 33.8% in Bigfoot II. Bigfoot II in turn holds a stake of 74.0% in Zalora. On August 27, 2014, Bigfoot II provided additional cash to Zalora in return for additional shares in Zalora, resulting in an increase of the stake of the Issuer to 25.5%.
(8) Lamoda is held through Bigfoot I. The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds an indirect stake of 80.3% in Lamoda.
(9) Dafiti is held through Bigfoot I. The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 77.7% in Dafiti.
(10) Jabong is held through Bigfoot I. The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 73.2% in Jabong.
(11) The Issuer currently holds 2,069 shares in Bigfoot II (2.1% of Bigfoot II's share capital) that are subject to call options granted to business angels that have not yet been exercised.
(12) Zencap and Lendico through Global Fintech Holding S.à r.l. The Issuer holds a direct stake of 100% in Global Fintech Holding S.à r.l. Global Fintech Holding S.à r.l. in turn holds stakes of 74.2% in Zencap and 55.5% in Lendico.
(13) Ownership of 49.6%, but up to 1,692 shares currently held by the Issuer are subject to call options granted to certain founders by the Issuer that have not yet been exercised.
(14) Zanui is held through Bigfoot II. The Issuer holds a direct stake of 33.8% in Bigfoot II. Bigfoot II in turn holds a stake of 93.0% in Zanui.
(15) FabFurnish is held through Bigfoot I. The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 87.7% in FabFurnish.

Overall, as of December 31, 2013, the Issuer had 114 subsidiaries that were fully consolidated in its financial statements and 195 subsidiaries were not fully consolidated due to their minor importance. Further, as of December 31, 2013, the Issuer held stakes in about 130 dormant companies and 29 legal entities were accounted for at equity.

B.6 Persons who, directly or indirectly, have a (notifiable) interest in the issuer's capital and voting rights.

The following table sets forth the shareholders of the Issuer each having a, direct or indirect, interest in the Issuer's capital and voting rights as of the date of the prospectus:

Direct shareholder	Indirect shareholder	Beneficial (indirect) ownership (in %)
Global Founders GmbH[1]	Marc, Oliver and Alexander Samwer	52.32%[2]
Emesco AB[3]	Verdere S.à r.l.	18.08%
United Internet Ventures AG[4]	United Internet AG	10.42%
PLDT Online Investments PTE. LTD.[5]	Philippine Long Distance Telephone Company	8.40%
AI European Holdings S.à r.l.[6]	Len Blavatnik	8.26%
Holtzbrinck Ventures[7]	HV Holtzbrinck Ventures Holding GmbH	2.51%
Total		**100.00%**

(1) Global Founders GmbH (formerly: European Founders Fund GmbH) ("**GFG**") registered with the local court (*Amtsgericht*) of Munich under HRB 173912, having its registered office at Luisenstrasse 14, 80333 Munich, Germany.

(2) This figure includes aggregate shareholdings of 1.36% of the Issuer's share capital which are held by Marc, Oliver and Alexander Samwer through MOAS GmbH & Co. KG, MOAS Nr. 2 GmbH & Co. KG and MOAS Nr. 3 GmbH & Co. KG.

This figure does not include a shareholding of 0.53% of the Issuer's share capital which is held by GFG through Juwel 218. V V UG (haftungsbeschränkt) ("**Juwel**"). HV Holtzbrinck Ventures Fund IV LP and Holtzbrinck Ventures NM GmbH & Co. KG have a sub-participation in Juwel which allows them to request from Juwel the transfer of all shares held by Juwel in the Issuer after completion of the offering.

(3) Emesco AB ("**Emesco**"), registered with the Swedish Companies Registration Office (*SCRO*) under 556035-3749, having its registered office at Skeppsbron 18, 10313 Stockholm, Sweden. Emesco is a subsidiary of Investment AB Kinnevik. Verdere S.à r.l. is the largest shareholder of Investment AB Kinnevik in terms of voting rights.

(4) United Internet Ventures AG ("**United Internet**"), registered with the local court (*Amtsgericht*) of Montabaur under HRB 23538, having its registered office at Elgendorfer Strasse 57, 56410 Montabaur, Germany.

(5) PLDT Online Investments PTE. LTD., registered with the Accounting & Corporate Regulatory Authority of Singapore under registration number 201422660K, having its business address at 545 Orchard Road, #15-08/09, Far East Shopping Centre, Republic of Singapore (238882).

(6) AI European Holdings S.à r.l., registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés) under no. B 168122, having its registered office at 15-17, avenue Gaston Diderich, L-1420 Luxembourg, Luxembourg.

(7) "Holtzbrinck Ventures" encompasses HV Holtzbrinck Ventures Fund IV LP, Holtzbrinck Ventures NM GmbH & Co. KG and HV Holtzbrinck Ventures Fund V GmbH & Co. KG (together "**Holtzbrinck Ventures**" and together with its affiliates "**Holtzbrinck**"). Further, HV Holtzbrinck Ventures Fund IV LP and Holtzbrinck Ventures NM GmbH & Co. KG have the right to request from Juwel the transfer of all shares held in the Issuer after completion of the offering (see also footnote (2) above). The shares in the Issuer held by Juwel are included in Holtzbrinck's ownership.

	Different voting rights, if any, of the issuer's major shareholders.	Each share in the Issuer carries one vote at the Issuer's shareholders' meeting. The Issuer's existing shareholders do not have different voting rights.
	Direct or indirect control over the issuer and nature of such control.	The Issuer is directly controlled by GFG, which owns more than 30% of the voting rights in the Issuer. GFG's shareholders are Marc, Oliver and Alexander Samwer, each of which holds a 33.33% stake in GFG. The Issuer's existing shareholders have entered into a voting agreement (the "**Voting Agreement**") that entered into effect on August 15, 2014, pursuant to which they have agreed, among other things, to uniformly exercise their voting rights in the Issuer's shareholders' meetings with regard to the composition of the Supervisory Board. Furthermore, under the Voting Agreement each existing shareholder shall, if any other existing shareholder votes against an action or resolution at general meetings, by the management board or by the supervisory board, take reasonable action that such matter is not passed and instruct its nominated member to not vote in favor of such matter, provided that such matter (i) would change the rules of procedure of either the management board or the supervisory board or (ii) would negatively affect any existing shareholder unilaterally compared to any other shareholder in the Issuer, including any person (individually or jointly with any other person) controlling, controlled by or under common control with such party or such other shareholder. The Voting Agreement automatically terminates upon the earlier of (i) 48 months after the closing of this offering; (ii) the date on which either Emesco or GFG holds (directly and indirectly) less than 10% of the shares in the Issuer; (iii) the date on which the aggregate ownership in GFG of Oliver, Marc and Alexander Samwer is 50% or less; or (iv) the date on which the (direct or indirect) ownership of Investment AB Kinnevik in Emesco is 50% or less. Following completion of the offering and assuming full placement of the Offer Shares, issuance of all New Shares and full exercise of the Greenshoe Option (see "*E.3—Offer conditions—Stabilization Measures, Over Allotments and Greenshoe Option*"), GFG will continue to hold approximately 39.8%, and all existing shareholders together will continue to hold at least approximately 76.0%, of the Issuer's share capital. As a result, GFG will alone and, for the duration of the Voting Agreement, together with the other existing shareholders continue to hold a controlling interest in the Issuer.
B.7	**Selected key historical financial information.**	The financial information contained in the following tables is taken or derived from the audited consolidated financial statements of the Issuer as of and for the fiscal year ended December 31, 2013 and the unaudited condensed interim consolidated financial statements of the Group as of and for the six months ended June 30, 2014 and the Group's accounting or controlling records, or has been calculated on the basis of figures taken from the above-mentioned sources, unless otherwise indicated. These consolidated financial statements have been prepared in accordance with the German Generally Accepted Accounting Principles ("**German GAAP**"). The Issuer has not prepared any consolidated financial statements for any prior period. Additional information included in this prospectus has been taken from the audited unconsolidated financial statements of the Issuer for the fiscal years ended December 31, 2013, 2012 and 2011, which were prepared in accordance with German GAAP. Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin office, Germany ("**E&Y**"), has audited the consolidated financial statements for the fiscal year ended December 31, 2013, which do not contain comparative financial information for the fiscal year ended December 31, 2012 and issued an unqualified auditor's report thereon. PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungs-gesellschaft, Frankfurt am Main, Berlin office, Germany ("**PwC**"), has audited the unconsolidated financial statements for the fiscal years ended December 31, 2011, December 31, 2012 and December 31, 2013 and issued an unqualified auditor's report on each of these unconsolidated financial statements. The aforementioned German GAAP financial statements of the Issuer and the respective auditor's reports thereon are included in this prospectus. Where financial data in the following tables is labelled "audited", this means that it has been taken from the audited financial statements mentioned above. The label "unaudited" is used in the following tables to indicate financial data that has not been taken from the audited financial statements mentioned above but was taken either from the Group's unaudited condensed interim consolidated financial statements or

the Group's accounting or controlling records, or has been calculated on the basis of figures taken from the above-mentioned sources, unless otherwise indicated. All of the financial data presented in the text and tables below are shown in millions of euro (in € million), except as otherwise stated. Certain financial data in the text and in the tables (including percentages) in this prospectus have been rounded according to established commercial standards, whereby aggregate amounts (sum totals, sub-totals, differences or amounts put in relation) are calculated on the underlying unrounded amounts. As a result, the aggregate amounts (sum totals or sub-totals or differences or if numbers are put in relation) may not correspond in all cases to the corresponding rounded amounts contained in the following text and tables. Furthermore, in the following tables, these rounded figures may not add up exactly to the totals contained in the respective tables and charts. The percentage changes that are stated in the text and the tables have been commercially rounded to one decimal place unless stated otherwise. Financial information presented in parentheses denotes the presented number is a negative number. In respect of financial data set out in the main body of the prospectus (i.e., other than in the section entitled "*Financial Information*"), a dash ("–") signifies that the relevant figure is not available, while a zero ("0") signifies that the relevant figure is available but has been rounded to or equals zero.

Financial information included in this summary as of a date other than, or a period other than the years ended, December 31, 2011, December 31, 2012 or December 31, 2013 has been taken or derived from the condensed interim consolidated financial statements as of and for the six months ended June 30, 2014 of the Issuer or the accounting or controlling records of the Issuer or the companies and is unaudited. All the numbers relating to participation quotas in the summary (except stated otherwise) are calculated on a non-diluted basis.

Selected Financial Data

Consolidated Income Statement Data

	Year ended December 31,	Six months ended June 30,	
	2013	2013	2014
	(audited) (in € million)	(unaudited) (in € million)	
Sales revenues	72.5	33.0	47.0
Increase / (decrease) in the work in process inventory	(0.5)	1.3	0.7
Other operating income	65.9	0.9	18.2
	137.9	35.2	65.8
Cost of materials			
Cost of raw materials, consumables and supplies and of purchased merchandise	(27.7)	(12.1)	(16.7)
Cost of purchased services	(8.6)	(3.2)	(4.2)
Personnel expenses			
Wages and salaries	(44.5)	(16.0)	(23.5)
Social security and other pension costs	(7.0)	(3.2)	(4.5)
Amortization / depreciation of intangible assets and of property, plant and equipment	(1.1)	(0.5)	(0.8)
Other operating expenses	(61.8)	(18.2)	(40.3)
	(150.6)	(53.3)	(89.9)
Income from participations	0.0	0.0	0.1
Income from associated companies	199.9	41.0	13.2
Other interest and similar income	0.7	0.2	0.2
Write-downs of financial assets	(0.4)	0.0	(0.0)
Interest and similar expenses	(0.4)	(0.2)	(0.7)
	199.7	40.9	12.7
Result from ordinary activities	**187.0**	**22.8**	**(11.3)**
Income taxes	(12.3)	(0.2)	(1.5)
Other taxes	(0.5)	(0.3)	(0.4)
	(12.8)	(0.5)	(1.9)
Consolidated net income / net loss for the period	**174.2**	**22.3**	**(13.3)**
Profit / (loss) carried forward from previous period	(23.4)	(23.4)	84.4
Advance dividend pay-outs	(80.6)	–	(323.9)
Loss attributable to minority interests	14.2	5.5	13.9
Unappropriated retained earnings	**84.4**	**4.4**	**(238.8)**

Consolidated Balance Sheet Data

	As of December 31, 2013 (audited) (in € million)	As of June 30, 2014 (unaudited) (in € million)
ASSETS		
Fixed assets		
Intangible assets	1.2	1.3
Property, plant and equipment	2.4	3.0
Financial assets	390.5	380.7
thereof equity investments in associates	361.1	351.1
	394.2	385.1
Current assets		
Inventories	8.5	9.8
Receivables and other assets	36.5	70.1
thereof receivables from associates	22.6	47.1
	45.0(1)	79.9
Other securities	–	41.0
Cash in hand, bank balances and checks	437.4	80.5
	482.4	201.5
Prepaid expenses	0.5	0.7
Deferred tax assets	0.3	0.3
	877.4	**587.6**
EQUITY AND LIABILITIES		
Equity capital		
Subscribed capital	0.1	0.1
– treasury shares	(0.0)	(0.0)
	0.1	0.1
Capital reserves	462.2	501.2
Revenue reserves		
Other revenue reserves	208.9	208.6
Accumulated other comprehensive income	(0.7)	(2.1)
Unappropriated retained earnings	84.4	(238.8)
Minority interests	18.0	22.5
	773.0	**491.5**
Negative consolidation difference	0.1	0.0
Provisions		
Tax provisions	12.1	14.0
Other provisions	25.1	27.1
	37.2	41.1
Liabilities		
Liabilities to banks	0.0	0.0
Prepayments received on an account of orders	0.5	0.3
Trade payables	20.2	20.4
Liabilities to shareholders	14.5	0.0
Liabilities to affiliated companies	1.0	1.1
Liabilities to associates	22.4	24.0
Other liabilities(1)	8.2	9.1
	66.8	54.8
Deferred income	0.3	0.2
Deferred tax liabilities	0.0	0.0
	877.4	**587.6**

(1) Unaudited.

(2) Other liabilities include liabilities for taxes in the amount of €3.1 million as of June 30, 2014 and €4.1 million as of December 31, 2013 and liabilities for social security in the amount of €0.5 million as of June 30, 2014 and €0.2 million as of December 31, 2013.

Consolidated Cash Flow Statement Data

	Year ended December 31,	Six months ended June 30,	
	2013	2013	2014
	(audited) (in € million)	(unaudited) (in € million)	
Cash flow from operating activities	(38.9)	(18.4)	(55.5)
Cash flow from investing activities	172.5	(6.8)	(62.2)
Cash flow from financing activities	116.8	6.9	(229.7)
Change in cash and cash equivalents	250.4	(18.3)	(347.4)
Changes in cash and cash equivalents due to exchange rates, changes in the basis of consolidation and valuation	0.0	0.0	(9.5)
Cash and cash equivalents at the beginning of the period	187.0	187.0	437.4
Cash and cash equivalents at the end of the period	437.4	168.8	80.5

Unconsolidated Income Statement Data

The following financial data has been taken from the audited unconsolidated financial statements of Rocket Internet GmbH as of and for the financial years ended December 31, 2011, December 31, 2012 and December 31, 2013.

	Year ended December 31,		
	2011	2012	2013
	(audited) (in € million)		
Sales revenues	6.7	24.3	26.0
Increase/(decrease) in the work process inventory	0.1	2.4	(0.5)
Other operating income	14.7	176.8	187.5
Cost of materials			
Cost of raw materials and supplies and of purchased merchandise	(0.3)	(0.1)	(0.8)
Cost of purchase services	(0.1)	(10.3)	(7.2)
	(0.4)	(10.4)	(8.0)
Personnel expenses			
Wages and salaries	(3.6)	(14.1)	(22.9)
Social security and other pension costs	(0.7)	(1.9)	(2.1)
	(4.3)	(16.0)	(25.0)
Amortization/depreciation			
of intangible assets and of property, plant and equipment	(0.1)	(0.4)	(0.4)
of current assets in excess of what is usual in the corporation	–	–	(0.9)
	(0.1)	(0.4)	(1.3)
Other operating expenses	(2.9)	(11.3)	(17.4)
Income from participations	39.6	218.1	0.3
Other interest and similar income	0.4	0.2	0.4
Write-downs on financial assets	(2.7)	(3.1)	(3.1)
Interest and similar expenses	–	(0.0)	(0.0)
Profit/loss on ordinary activities	**51.2**	**380.6**	**158.9**
Income taxes	(0.5)	(2.5)	(11.7)
Net income for the year	**50.7**	**378.1**	**147.1**
Profit carried forward from previous year	–	91.2	–
Withdrawals from capital reserves	–	1.4	–
Distribution pay-outs	–	(470.8)	(80.6)
Unappropriated retained earnings	**50.7**	**–**	**66.6**

Additional Key Figures

According to available financial information, our proven winners, emerging stars, regional Internet groups, concepts, strategic participations and other investments (excluding results of participations that belonged to the Global Founders Capital Fund portfolio and were contributed in August 2014), were, each in the aggregate, loss making (based on the respective last financial year). However, with the exception of the proven winners, the Issuer is not in possession of information that would allow it to reliably quantify the aggregate loss of the companies in any other category. For our proven winners, the Issuer has reliable and meaningful financial information. Our proven winners generated aggregated net losses of €442 million (unaudited sum total of their net losses based on generally accepted accounting principles applicable for the relevant company, in each case taking the last financial year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests). For our emerging stars, the Issuer has reliable and meaningful financial information for CupoNation, Lendico, Paymill and Zencap.

The following table presents a summary of certain additional key figures of our proven winners and for CupoNation, Lendico, Paymill and Zencap for the periods presented. The data has been derived from accounting or controlling records of these companies. While we believe that our proven winners show promise, there is no guarantee that they will in fact become successful businesses.

	Year ended December 31,	
	2012	2013
	(unaudited)	
Proven winners		
Dafiti[(1)]		
Net revenues (in BRL million)	223.5	419.3
Net revenues growth (in %)	*n/a*	*88*
Gross profit margin[(2)] *(in %)*	*41*	*34*
EBITDA[(3)] (in BRL million)	(168.5)	(205.3)
Loss for the year[(4)] (in BRL million)	(1.0)	(2.3)
Loss for the year (in € million)	(0.4)	(0.8)
Lamoda[(5)]		
Net revenues[(6)] (in RUB million)	1,475.8	5,150.0
Net revenues growth (in %)	*n/a*	*249*
Gross profit margin[(7)] *(in %)*	*31*	*40*
EBITDA[(8)] (in RUB million)	(1,603.7)	(1,920.9)
Loss for the year (in RUB million)	(1,370.1)	(1,692.1)
Loss for the year (in € million)	(34.4)	(40.1)
Zalora[(9)]		
Net revenues (in € million)	n/a	68.9
Net revenues growth (in %)	*n/a*	*n/a*
Gross profit margin[(10)] *(in %)*	*n/a*	*38*
EBITDA[(11)] (in € million)	n/a	(68.3)
Loss for the year (in € million)	n/a	(71.1)
Jabong[(12)]		
Net revenues[(13)] (in INR million)	1,433.1	4,385.7
Net revenues growth (in %)	*n/a*	*206*
Gross profit margin[(14)] *(in %)*	*(26)*	*(10)*
EBITDA[(15)] (in INR million)	(2,875.7)	(2,491.5)
Net loss (in INR millions)	(3,186.5)	(2,934.4)
Loss for the year (in € million)	(46.5)	(37.9)
Namshi[(16)]		
Net revenues[(17)] (in AED million)	16.3	53.2
Net revenues growth (in %)	*n/a*	*226*
Gross profit margin[(18)] *(in %)*	*33*	*46*
EBITDA[(19)] (in AED million)	(58.6)	(49.3)
Loss for the year[(20)] (in AED million)	(24.2)	(50.5)
Loss for the year (in € million)	(5.1)	(10.4)
Lazada[(21)]		
Net revenues (in € million)	n/a	56.8
Net revenues growth (in %)	*n/a*	*n/a*
Gross profit margin[(22)] *(in %)*	*n/a*	*6*
EBITDA[(23)] (in € million)	n/a	(50.7)
Loss for the year (in € million)	n/a	(51.8)

	Year ended December 31,	
	2012	2013
	(unaudited)	
Proven winners		
Linio(24)		
Net revenues (in € million)	6.5	47.9
Net revenues growth (in %)	*n/a*	*633*
Gross profit margin(25) (in %)	*(6)*	*10*
EBITDA(26) (in € million)	(14.5)	(34.1)
Profit/(loss) for the year (in € million)	(14.5)	(35.9)
Jumia(27)		
Net revenues (in € million)	n/a	29.0
Net revenues growth (in %)	*n/a*	*n/a*
Gross profit margin(28) (in %)	*n/a*	*19*
EBITDA(29) (in € million)	n/a	(33.6)
Loss for the year (in € million)	n/a	(35.1)
Westwing(30)		
Net revenues (in € million)	45.8	111.4
Net revenues growth (in %)	*n/a*	*143*
Gross profit margin(31) (in %)	*26*	*40*
EBITDA(32) (in € million)	(61.9)	(39.5)
Loss for the year (in € million)	(64.0)	(41.5)
Home24(33)		
Net revenues (in € million)	62.1	92.8
Net revenues growth (in %)	*n/a*	*50*
Gross profit margin(34) (in %)	*30*	*39*
EBITDA(35) (in € million)	(80.7)	(37.9)
Loss for the year (in € million)	(81.6)	(41.8)
Hellofresh(36)		
Net revenues (in € million)	2.3	14.2
Net revenues growth (in %)	*n/a*	*510*
Gross profit margin (in %)	*n/a*	*n/a*
EBITDA(37) (in € million)	(6.0)	(5.2)
Loss for the year (in € million)	(6.0)	(5.4)
Emerging stars		
CupoNation (net loss for the period)(38) (in € million)	n/a	(3.0)
Lendico (net loss for the period)(39) (in € million)	n/a	(3.2)
Paymill (net loss for the period)(40) (in € million)	n/a	(4.7)
Zencap (net loss for the period)(41) (in € million)	n/a	(0.0)

(1) Dafiti's consolidated key financial indicators have been prepared on the basis of the International Financial Reporting Standards as issued by the International Accounting Standards Board ("**Full IFRS**").
(2) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: BRL 419.3 million; 2012: BRL 223.5 million) minus (ii) cost of goods sold (2013: BRL 276.3 million; 2012: BRL 132.9 million).
(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of BRL 208.1 million; 2012: loss of BRL 170.4 million) plus (ii) depreciation of property, plant and equipment (2013: BRL 2.3 million; 2012: BRL 1.5 million) plus (iii) amortization of intangible assets (2013: BRL 0.5 million; 2012: BRL 0.3 million). EBITDA includes share based payment expense that amounted to BRL 4.0 million in 2013 and BRL 14.6 million in 2012.
(4) Loss for the year included change in redemption value of puttable shares (2013: BRL 202.1 million, 2012: 172.4 million) and, therefore, loss for the year before change in redemption value of puttable shares was BRL 204.4 million in 2013 and BRL 173.4 million in 2012. The gain from the change of redemption amount results from the measurement of limited partnership interests that are classified as liabilities in accordance with IAS 32.
(5) Lamoda's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(6) Referred to as "revenue" in Lamoda's accounting or controlling records.
(7) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: RUB 5,150.0 million; 2012: RUB 1,475.8 million) minus (ii) cost of sales (2013: RUB 3,111.8 million; 2012: RUB 1,013.1 million).
(8) EBITDA is calculated as (i) operating profit or loss (2013: loss of RUB 1,982.7 million; 2012: loss of RUB 1,616.1 million) plus (ii) depreciation of property, plant and equipment (2013: RUB 47.0 million; 2012: RUB 10.9 million) plus (iii) amortisation of intangible assets (2013: RUB 14.7 million; 2012: RUB 1.5 million). EBITDA includes share based payment expenses of RUB 37.9 million in 2013 and RUB 21.5 million in 2012.
(9) Zalora's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(10) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €68.9 million) minus (ii) cost of goods sold (2013: €42.6 million).
(11) EBITDA is calculated as (i) operating profit or loss (2013: loss of €69.2 million) plus (ii) depreciation and impairment of property, plant and equipment (2013: €0.6 million) plus (iii) amortization of intangible assets (2013: €0.3 million). EBITDA includes share based payment expense that amounted to €6.9 million in 2013.
(12) Jabong consolidated key financial indicators for the twelve-month period ended March 31, 2013 and March 31, 2014 have been prepared on the basis of Full IFRS.
(13) Referred to as "revenue" in Jabong's accounting or controlling records.
(14) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (twelve-month period ended March 31, 2014: INR 4,385.7 million; twelve-month period ended March 31, 2013: INR 1,433.1 million) minus (ii) cost of sales (twelve-month period ended March 31, 2014: INR 4,832.8 million; twelve-month period ended March 31, 2013: INR 1,810.7 million).
(15) EBITDA is calculated as (i) loss from operations (twelve-month period ended March 31, 2014: loss of INR 2,573.7 million; twelve-month period ended March 31, 2013: loss of INR 2,953.5 million) plus (ii) depreciation and amortization (twelve-month period ended March 31, 2014: INR 82.2 million; twelve-month period ended March 31, 2013: INR 77.8 million). EBITDA includes share-based payment transaction expense that amounted to INR 65.7 million in the twelve-month period ended March 31, 2014 and INR 153.6 million in the twelve-month period ended March 31, 2013.

(16) Consolidated key financial indicators of MENA Style Fashion UG (haftungsbeschränkt) & Co. KG (prepared on the basis of Full IFRS). MENA Style Fashion UG (haftungsbeschränkt) & Co. KG is a 91.1%-owned subsidiary of Middle East eCommerce Holding GmbH (Namshi) and Middle East eCommerce Holding GmbH's only meaningful asset.
(17) Referred to as "sale of goods" in Namshi's accounting or controlling records.
(18) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: AED 53.2 million; 2012: AED 16.3 million) minus (ii) cost of goods sold (2013: AED 28.9 million; 2012: AED 10.9 million).
(19) EBITDA is calculated as (i) operating profit or loss (2013: loss of AED 50.1 million; 2012: loss of AED 59.0 million) plus (ii) depreciation of property and equipment (2013: AED 0.6 million; 2012: AED 0.2 million) plus (iii) amortization of intangible assets (2013: AED 0.2 million; 2012: AED 0.1 million). EBITDA includes expense arising from equity-settled share-based payment transactions that amounted to AED 12.2 million in 2013 and AED 9.0 million in 2012.
(20) Loss for the year included change of redemption amount of financial liability (2012: AED 34.9 million) and, therefore, loss before change of redemption amount was AED 59.2 million in 2012. The gain from the change of redemption amount results from the measurement of limited partnership interests that are classified as liabilities in accordance with IAS 32.
(21) Lazada's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(22) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €56.8 million) minus (ii) cost of goods sold (2013: €53.2 million).
(23) EBITDA is calculated as (i) operating profit or loss (2013: loss of €51.3 million) plus (ii) depreciation of property, plant and equipment (2013: €0.5 million) plus (iii) amortization of intangible assets (2013: €0.1 million). EBITDA includes share based payment expense that amounted to €6.5 million in 2013.
(24) Linio's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(25) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €47.9 million; 2012: €6.5 million) minus (ii) cost of goods sold (2013: €43.2 million; 2012: €6.9 million).
(26) EBITDA is calculated as (i) operating profit or loss (2013: loss of €34.5 million; 2012: loss of €14.6 million) plus (ii) depreciation of property, plant and equipment (2013: €0.4 million; 2012: €0.1 million) plus (iii) amortization of intangible assets (2013: €0.05 million; 2012: €0.01 million). EBITDA includes share based payment expense that amounted to €4.5 million in 2013 and €3.1 million in 2012.
(27) Jumia's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(28) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €29.0 million) minus (ii) cost of goods sold (2013: €23.6 million).
(29) EBITDA is calculated as (i) operating profit or loss (2013: loss of €34.1 million) plus (ii) depreciation and impairment of property, plant and equipment (2013: €0.4 million) plus (iii) amortization and impairment of intangible assets of (2013: €0.03 million). EBITDA includes share based payment expense that amounted to €3.1 million in 2013.
(30) Westwing's consolidated key financial indicators have been prepared on the basis of German GAAP.
(31) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €111.4 million; 2012: €45.8 million) minus (ii) cost of goods sold (2013: €66.6 million; 2012: €34.0 million).
(32) EBITDA is calculated as (i) operating profit or loss (2013: loss of €40.2 million; 2012: loss of €62.2 million) plus (ii) depreciation of fixed assets (2013: €0.7 million; 2012: €0.3 million). Operating profit or loss is calculated as (i) gross profit (2013: €44.8 million; 2012: €11.8 million) minus (ii) selling expenses (2013: €64.4 million; 2012: €50.9 million) minus (iii) general and administrative expenses (2013: €19.6 million; 2012: €22.4 million) plus (iv) other income (2013: €0.5 million; 2012: €0.2 million) minus (v) other operating expenses (2013: €1.5 million; 2012: €0.9 million).
(33) Home24's consolidated key financial indicators have been prepared on the basis of the International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the EU ("**EU-IFRS**").
(34) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €92.8 million; 2012: €62.1 million) minus (ii) cost of goods sold (2013: €56.6 million; 2012: €43.7 million).
(35) EBITDA is calculated as (i) operating profit or loss (2013: loss of €40.2 million; 2012: loss of €81.1 million) plus (ii) depreciation of property, plant and equipment (2013: €0.4 million; 2012: €0.4 million) plus (iii) amortization of intangible assets (2013: €1.9 million; 2012: €0.03 million). EBITDA includes share based payment expense that amounted to €6.4 million in 2013 and €5.6 million in 2012.
(36) Hellofresh's consolidated key financial indicators have been prepared on the basis of German GAAP.
(37) EBITDA is calculated as (i) result of ordinary business (2013: loss of €5.4 million; 2012: loss of €6.0 million) plus (ii) interest and similar expenses (€0.0 million; 2012: €0.0 million) minus (iii) interest and similar income (2013: €0.0 million; 2012: €0.0 million) plus (iv) amortization and depreciation of intangible assets and of property, plant and equipment (2013: €0.1 million, 2012: €0.0 million).
(38) Based on CupoNation GmbH's accounting and controlling records that were prepared in accordance with German GAAP.
(39) Net loss for the period from August 30, 2013 to December 31, 2013, based on ECommerce Holding II S.à r.l.'s accounting and controlling records that were prepared in accordance with German GAAP.
(40) Based on Paymill GmbH's accounting and controlling records that were prepared in accordance with German GAAP.
(41) Loss for the financial year for the period from September 27, 2013 to December 2013, based on Zencap Global S.à r.l.'s accounting and controlling records that were prepared in accordance with Luxembourg generally accepted accounting principles.

Last portfolio values

The following tables provide summarized information concerning the last portfolio values (LPV), which represents the latest third party valuation in a financing round (including a financing round of Lamoda solely subscribed by its majority shareholder Bigfoot I) or secondary transaction, of our 11 proven winners[1], 9 emerging stars[2] and 4 regional Internet groups that group a total of 30 companies (including 1 proven winner) or, with respect to some of the stakes in the categories "strategic participations" and "other investments", the value assigned to them in connection with their contribution to the Issuer. Strategic participations includes 8 companies that were founded by the Issuer and 17 participations that were contributed to the Issuer. Other investments includes 9 companies that were founded by the Issuer and 36 participations that were contributed to the Issuer. LPVs were calculated based on the amount invested or price paid by a third party, i.e., an investor other than the Issuer, divided by the stake acquired by such third party. This means that the valuations shown represent post-money, post-capital commitment valuations. The calculation of LPVs is not defined by German GAAP and other companies may compute LPVs using other methods or definitions than the Issuer. As the LPVs are not values determined in accordance with German GAAP, they differ from the value of the financial assets in the Issuer's consolidated financial statements due to the fact that the LPVs are based on values assigned to the relevant entity in a transaction with a third party, while the values of the financial assets in the Issuer's consolidated financial statements are based on historical cost or the Issuer's direct or indirect share in the equity capital of the relevant entity as determined in accordance with German GAAP. For example, the financial assets as of June 30, 2014, amounted to €380.7 million, including €351.1 million of equity investments in associates. The following tables also set forth the current direct and indirect stakes held by the Issuer in these companies and the corresponding values of these direct and indirect stakes. The data has been calculated based on accounting and controlling records of the Issuer. None of the proven winners or emerging stars showed a net profit in fiscal 2013.

	Date of last financing round (notarization date)[1]	LPV (€ million)	Current stake of the Issuer[2]	Stake-weighted LPV (€ million)
			(unaudited)	
Proven Winners[3]				
Dafiti	Sept. 2013	778	22.7%	177
Lamoda	July 2014	720	23.5%	169[4]
Zalora	Mar. 2014	524	25.0%[5]	131
Jabong	Dec. 2013	388	21.4%	83
Namshi	Feb. 2014	105	34.4%	36
Lazada	Feb. 2014	504	26.7%	135
Linio	Apr. 2014	259	35.2%	91
Jumia	Nov. 2013	212	26.8%	20[6]
Home24	July 2014	498	49.5%	247
Westwing	May 2014	353	33.7%	119
Hellofresh	Jun. 2014	131	37.1%	49
Total		**4,473**		**1,256[7]**

(1) Proven winners are our largest and most mature companies. They typically show a last financing round valuation of more than €100 million and have a track record of at least two years or more than €50 million in revenues. Eleven of our companies are included in this category.

(2) Our emerging stars companies are typically smaller than our proven winners. They have completed a financing round beyond the seed funding, generate revenue and have measurable key performance indicators that show significant growth. Nine of our companies are included in this category.

	Date of last financing round (notarization date)[1]	LPV (€ million)	Current stake of the Issuer[2]	Stake-weighted LPV (€ million)
			(unaudited)	
Emerging Stars[8]				
FabFurnish	n/a	n/a[9]	25.6%	n/a
Zanui	n/a	n/a[9]	31.4%	n/a
foodpanda	Aug. 2014	178	44.9%	80
Wimdu	May 2012	95	52.3%	49
CupoNation	July 2012	33	44.7%	15
Helpling	Aug. 2014	20	59.8%	12
Lendico	July 2014	120	55.5%	67
PAYMILL	Jan. 2014	34	49.6%[10]	17
Zencap	Jun. 2014	86	74.2%	64
Total		**565**		**303**

	Date of last financing round (notarization date)[1]	LPV (€ million)	Current stake of the Issuer[2]	Stake-weighted LPV (€ million)
			(unaudited)	
Regional Internet Groups[11]				
Africa Internet Group	Dec. 2013	504	33.3%	168
Asia Internet Group	Apr. 2014	360	50.0%	180
Latin America Internet Group	Dec. 2013	267	65.0%	173
Middle East Internet Group	Dec. 2013	120	50.0%	60
Total		**1,251**		**581**

	Date of last financing round (notarization date)	Current stake of the Issuer[2]	Stake-weighted LPV[12] (€ million)
		(unaudited)	
Strategic participations	n/a	n/a	181
Other investments	n/a	n/a	238
Total			**420**

(1) A financing round is a single investment or a series of investments made at the same price per share over a period of time.
(2) Direct and indirect stakes as of August 31, 2014.
(3) "Dafiti" refers to Dafiti Latam GmbH & Co. Beteiligungs KG together with the legal entities in which it holds a direct or indirect stake and that operate under the Dafiti brand; "Lamoda" refers to Lamoda GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Lamoda brand; "Zalora" refers to Zalora Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Zalora and The Iconic brands; "Jabong" refers to Jabong GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Jabong brand; "Namshi" refers to Middle East eCommerce Holding GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Namshi brand; "Lazada Group" refers to Lazada Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Lazada and Lamido brands; "Linio" refers to TIN Jade GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Linio brand; "Jumia" refers to Africa eCommerce Holding GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Jumia or Zando brands; "Home24" refers to Home24 GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Home24 and Mobly brands; "Westwing" refers to Westwing Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Westwing and Dalani brand; and "Hellofresh" refers to HelloFresh GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Hellofresh brand.
(4) Based on last financing round, in which only Bigfoot GmbH ("**Bigfoot I**") participated; based on the last financing round with external investors, which started in May 2013, the Issuer's stake would have been valued at €102 million.
(5) On August 27, 2014, Bigfoot II provided additional cash to Zalora in return for additional shares in Zalora, resulting in an increase of the stake of the Issuer in Zalora to 25.5%.
(6) Represents only the share-weighted LPV for Jumia held via BGN Brillant Services GmbH ("**Bigfoot II**"). The additional stake of the Issuer of 17.2% held via Africa Internet Group is not included.
(7) Only includes the stake-weighted LPV for Jumia held via Bigfoot II of €20 million.

(8) “FabFurnish” refers to VRB GmbH & Co. B-181 KG together with the legal entities in which it holds a direct or indirect stake and that operate under the FabFurnish brand; “Zanui” refers to VRB GmbH & Co. B-131 KG together with the legal entities in which it holds a direct or indirect stake and that operate under the Zanui brand; “foodpanda” refers to Emerging Markets Online Food Delivery Holding S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the foodpanda, hellofood and Delivery Club brands; “Wimdu” refers to Wimdu GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Wimdu brand; “CupoNation” refers to CupoNation Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the CupoNation brand; “Helpling” refers to Helpling Group Holding S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Helpling brand; “Lendico” refers to ECommerce Holding II S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Lendico brand; “PAYMILL” refers to Paymill Holding GmbH (formerly Brillant 1470. GmbH) together with the legal entities in which it holds a direct or indirect stake and that operate under the PAYMILL brand; and “Zencap” refers to Zencap Global S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Zencap brand.

(9) FabFurnish and Zanui have been funded through intermediate holdings (Bigfoot I and Bigfoot II respectively). There were no external financing rounds and hence no LPV.

(10) Ownership of 49.6%, but up to 1,692 shares currently held by the Issuer are subject to call options granted to certain founders by the Issuer that have not yet been exercised.

(11) “Africa Internet Group” refers to Africa Internet Holding GmbH and the legal entities in which it holds a direct or indirect stake; “Asia Internet Group” refers to Asia Internet Holding S.à r.l. and the legal entities in which it holds a direct or indirect stake; “Latin America Internet Group” refers to MKC Brillant Services GmbH and the legal entities in which it holds a direct or indirect stake; and “Middle East Internet Group” refers to Middle East Internet Holding S.à r.l. and the legal entities in which it holds a direct or indirect stake.

(12) The categories “strategic participations” and “other investments” contain both stakes in companies that were founded by us and stakes in legal entities that belonged to the Global Founders Capital Fund portfolio and were contributed in August 2014. The LPVs for these contributed stakes represent the value assigned to them in the contribution agreement.

Significant changes to the issuer’s financial condition and operating results during and subsequent to the period covered by the historical key financial information.

The following significant changes in the Issuer’s revenues for the period occurred in the six months ended June 30, 2014 and in the financial years 2013, 2012 and 2011:

Six months ended June 30, 2014 and 2013 (consolidated)

The Group’s sales revenues increased by 43% from €33.0 million in the six months ended June 30, 2013 to €47.0 million in the six months ended June 30, 2014. This increase was attributable to an increase of sales revenues from e-commerce businesses and to an increase in sales revenues from consulting services, nearly all of which were provided to companies in our network of companies.

Consolidated net loss / net income for the period deteriorated by €35.6 million from a net income of €22.3 million in the six months ended June 30, 2013 to a net loss of €13.3 million in the six months ended June 30, 2014. This deterioration was mainly driven by a decrease in income from associated companies and increases in other operating expenses and personnel expenses.

Fiscal year 2013 (consolidated)

The Group’s sales revenues in 2013 amounted to €72.5 million. Nearly two-thirds of these sales revenues were generated by the Group’s e-commerce activities mainly attributable to three of our smaller companies that we fully consolidate and our activities in Latin America. Other services accounted for 36% of the sales revenues in 2013. The contribution of marketplace activities to sales revenues was not significant in 2013.

Consolidated net income for the year amounted to €174.2 million, mainly due to the Zalando SE spin-off and the effects of financing rounds on income from associated companies.

Fiscal years 2013 and 2012 (unconsolidated)

On an unconsolidated basis, sales revenues increased 7%, from €24.3 million in 2012 to €26.0 million in 2013. This increase was primarily attributable to an increase in the range of services the Issuer provides to its network of companies, including the creation of a corporate center.

Net income for the year 2013 decreased by 61% from €378.1 million in 2012 to €147.1 million in 2013, primarily due to a decrease in income from participations and an increase in personnel expenses.

		Fiscal years 2012 and 2011 (unconsolidated) On an unconsolidated basis, sales revenues increased more than three times from €6.7 million in 2011 to €24.3 million in 2012. This increase was in line with general growth of the Issuer's business and the increase in services provided by the Issuer to its network of companies, including both the range of services and the amount of time spent by its employees and third parties on providing such services. Net income for the year increased strongly from €50.7 million in 2011 to €378.1 million in 2012 primarily due to increases in income from participations and other operating income, due to sales of shares in Groupon, Inc. and Zalando SE. ***Recent developments*** Our companies continued to increase their net revenues in the six months ended June 30, 2014. EBITDA development was not uniform, as some of our companies continued to invest in their growth and, accordingly, showed an increase in negative EBITDA on an absolute basis. The Issuer entered into investment agreements with Philippine Long Distance Telephone Company, which invested €333 million in cash in the Issuer, and with United Internet Ventures AG, which invested €333 million in cash and made a contribution in kind valued at €102 million. Finally, affiliates of Holtzbrinck, which hold a large number of investments in our companies and intermediate holding companies, contributed some of their investments in return for shares in the Issuer. In September 2014, we agreed with the other shareholders of the fashion companies held by Bigfoot I, Bigfoot II and BigCommerce to group these companies in a single emerging market focused global fashion group. This restructuring will affect Dafiti, Lamoda, Zalora, Jabong and Namshi and is expected to take effect in December 2014.
B.8	**Selected key pro forma financial information.**	Not applicable. No pro forma financial information has been prepared by the Issuer.
B.9	**Profit forecast and estimate.**	Not applicable. No profit forecast or estimate is being presented by the Issuer.
B.10	**Qualifications in the audit report on the historical financial information.**	Not applicable. The auditor's reports on the audited historical financial information included in this prospectus have been issued without qualification.
B.11	**Insufficiency of the issuer's working capital for its present requirements.**	Not applicable. The Issuer is of the opinion that the Group is in a position to meet the payment obligations that become due within at least the next twelve months.
C – SECURITIES		
C.1	**Type and class of the securities being admitted to trading.**	Ordinary bearer shares with no par value (*Stückaktien*), each with a notional value of €1.00 and full dividend rights from January 1, 2014.
	Security identification number.	International Securities Identification Number (ISIN): DE000A12UKK6 German Securities Code (*Wertpapierkennnummer, WKN*): A12UKK Common Code: 111314110 Ticker Symbol: RKET
C.2	**Currency.**	Euro.
C.3	**The number of shares issued and fully paid.**	As of the date of this prospectus, 120,102,255 ordinary bearer shares with no par value (*Stückaktien*). The share capital has been fully paid up. Upon registration of the IPO Capital Increase (as defined in E.3 below) with the Commercial Register, the Issuer's outstanding share capital will amount to up to €153,043,432.00 and be divided into up to 153,043,432 ordinary bearer shares with no-par value (*Stückaktien*). Assuming full exercise of the Greenshoe Option (as defined in E.3 below), the Issuer will issue further up to 4,941,176 ordinary bearer shares with no-par value (*Stückaktien*) from the Authorized Capital 2014. In such event, the Issuer's outstanding share capital will amount to up to €157,984,608.00 and be divided into up to 157,984,608 ordinary bearer shares with no-par value (*Stückaktien*). All shares will be fully paid up.

	Par value per share.	Each of the shares of the Issuer represents a notional share of €1.00 in the share capital.
C.4	**Description of the rights attached to the securities.**	Each share in the Issuer carries one vote at the Issuer's shareholders' meeting. There are no restrictions on voting rights. The shares carry full dividend rights as from January 1, 2014.
C.5	**Description of any restrictions on the free transferability of the securities.**	Not applicable. The Issuer's shares are freely transferable in accordance with the legal requirements for bearer shares. There are no prohibitions or restrictions on disposals with respect to the transferability of the Issuer's shares.
C.6	**Application for inclusion to trading on a regulated market and identity of regulated markets where the securities are to be traded.**	Not applicable. The approval for inclusion to trading for the Issuer's shares on the non-regulated market (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) is expected to be granted on October 8, 2014. Trading in the Issuer's shares is currently planned to commence on October 9, 2014. The Issuer currently intends to apply for admission of its shares to trading on the regulated market (*regulierter Markt*) with simultaneous admission to the Prime Standard sub-segment of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), or a comparable market segment of another national or international stock exchange, in the next 18 to 24 months, assuming that it meets the applicable listing requirements.
C.7	**Dividend policy.**	The Issuer currently intends to retain all available funds and future earnings, if any, to provide more equity capital to its companies to support their operations and to position them to grow. The Issuer currently does not intend to pay cash dividends in the foreseeable future. Any future determination to pay dividends will be made in accordance with applicable laws, and will depend upon, among other factors, the Issuer's results of operations, financial condition, contractual restrictions and capital requirements. The Issuer's future ability to pay dividends may be limited by the terms of any future debt or preferred securities.

D – RISKS

D.1	**Key risks specific to the issuer and its industry.**	An investment in the shares of the Issuer is subject to risks. Therefore, investors should read this entire document and carefully consider the following risks and the other information contained in this prospectus when deciding whether to invest in the Issuer's shares. The market price of the Issuer's shares could fall if any of these risks were to materialize, in which case investors could lose some or all of their investment. The following risks, alone or together with additional risks and uncertainties not currently known to the Issuer, or that the Issuer might currently deem immaterial, could materially adversely affect our business, net assets, financial condition and results of operations. The order in which the risks are presented is not an indication of the likelihood of the risks actually materializing, or the significance or degree of the risks or the scope of any potential harm to our business, net assets, financial condition, cash flows, results of operations or the value of the Issuer's direct and indirect interests in our companies. The risks mentioned herein may materialize individually or cumulatively. **Risks Related to the Issuer and Our Companies** • We disclose in this prospectus valuations derived from investments in the Issuer and our companies. These valuations may not reflect the past, present or future fair values of the Issuer or our companies, and potential investors in this offering should not place undue reliance on these valuations. • We have grown into a large organization with a significant number of companies active primarily in three focus sectors and 116 countries. There is no guarantee that we can maintain our historical growth rates or that we can continue to manage future growth, including as a result of increased competition. • Nearly all of our companies have limited operating histories, are significantly loss making, have a negative operating cash flow, require significant capital expenditure and may never be profitable or cash generating. • Our operations and growth may be impaired or cease if we do not succeed in raising additional equity or in borrowing money on favorable terms.

- A number of shareholders' agreements relating to our companies contain liquidation preferences, which may result in a disproportionate decrease in the value of the Issuer's direct and indirect stakes in our companies, and protection clauses for third party investors if a later financing round is effected at a lower valuation which may lead to a dilution of the Issuer's direct and indirect interests in our companies.
- Because the Issuer does not control most of our companies, they are operationally independent and may make business decisions that are not in the Issuer's or their best interests or that the Issuer does not agree with and which could impair the value of the Issuer's direct and indirect holdings.
- Our global expansion, in particular into a large number of emerging markets, exposes us to political, economic, legal and other risks and uncertainties.
- Our target markets may not be as attractive as we currently believe and may not develop as we anticipate.
- We may never become profitable in our target markets due to the substantial operating complexity we need to overcome, including the maintenance of significant logistics, delivery and payment infrastructure, particularly in our e-commerce sector.
- The Issuer was co-founded by Oliver Samwer, the Issuer's current CEO, and we continue to depend on his leadership. Conflicts of interest may arise between Oliver Samwer and us and there is no guarantee that Oliver Samwer will continue to devote his time and energy to us.
- Conflicts of interest may arise between us and our current or former companies or among them.
- Our future growth will depend on our ability to identify additional proven Internet business concepts on which to model our companies and to turn those concepts into successful enterprises.
- Following the offering, the Issuer currently intends to change its investment strategy by investing more of the Issuer's own funds in our companies and by maintaining a higher stake in our companies for a longer period of time, which will increase the Issuer's exposure if a company fails and may result in a significant deterioration of the Issuer's consolidated results of operation.
- Our companies may face intense competition and may fail if our competitors provide superior Internet-related offerings or if we do not adapt to changing market environments.
- Any harm to the brands or reputation of the Issuer or our companies may materially and adversely affect our relationships with businesses, consumers or investors.
- We may be the subject of anti-competitive behavior, harassing or other detrimental conduct by third parties including complaints to regulatory agencies, negative blog postings, and the public dissemination of malicious assessments of our business that could harm our reputation and cause us to lose market share, customers and revenues.
- We depend on talented, experienced and committed personnel to grow and operate our business and companies, and if we are unable to hire, retain, manage and motivate our personnel, or if our new personnel does not perform as anticipated, we may be unable to grow effectively.
- We may not be able to maintain our culture, which has been a key to our success.
- We depend on the framework agreements with leading global technology companies that provide advertising and technology services to us.
- Many of our companies depend on third parties for their merchandise supply and for the provision of logistics and other services, which they may fail to provide in a reliable or satisfactory manner.
- Our technology platform and our infrastructure are essential to us, and any failure to maintain the satisfactory performance of our technology platform and infrastructure may materially and adversely affect our business and reputation.

- Our business may be disrupted if we are unable to upgrade our technology platform to meet increased demand.
- Third-party attempts to breach our networks or data security, or the existence of any other security vulnerabilities, may damage our reputation and adversely affect our business.
- The Issuer may not be able to establish or maintain an efficient system of internal controls over financial reporting, and the Issuer's finance department may not be adequate to meet the needs of our growing business.
- The Issuer's financial results may be volatile, which could cause the Issuer's share price to fluctuate.
- Potential investors in this offering have to make an investment decision based on limited historical information that does not reflect the operating performance of our unconsolidated companies.
- The Issuer does not have reliable financial information for a number of companies in its network of companies and other participations.
- The Issuer anticipates changing its accounting methodology from German GAAP to IFRS, which could result in unfavorable accounting charges or effects and could adversely affect its reported operating results.
- If we are unable to accurately assess our operating performance through certain key performance indicators, our ability to determine and implement appropriate business strategies may be impaired.

Legal and Regulatory Risks

- Government regulation of the Internet and e-commerce is evolving, may change in a manner that is unfavorable and we may fail to comply with applicable regulations and unfavorable changes or our failure to comply with these regulations may substantially harm our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies.
- Conducting business in 116 countries requires us to comply with numerous, complex and sometimes conflicting legal and regulatory requirements.
- Our companies do business in certain countries where corruption is considered to be widespread, and we are exposed to the risk of extortion and violation of anti-corruption laws and regulations.
- Our e-commerce companies may become liable to their customers and lose customers if they have errors or defects in their products or services or disruptions in their service.
- Our marketplace companies may be subject to allegations and lawsuits concerning the content of their websites or claiming that items listed on their websites are pirated, counterfeit or illegal.
- Our financial technology companies are subject to numerous and stringent regulations in the jurisdictions where they operate.
- We may be subject to litigation proceedings that could disrupt and harm our business.
- We may not be able to adequately protect our intellectual property rights or may be accused of infringing the intellectual property rights of third parties.
- As we use a large number of very similar shareholders' agreements, if a court were to invalidate one or more of our standardized shareholders' agreements, the validity of a large number of our shareholders' agreements could be in jeopardy; additionally, we may not be in compliance with all the provisions of our various shareholders' agreements and other agreements.

Tax Risks

- As a fast growing and internationally expanding network of companies which has experienced a large number of significant exits, mergers and restructurings in quick succession, we face unsettled tax questions and it is more difficult for us to assess potential tax risks arising from unaudited fiscal years and we may therefore more likely be required to pay significant additional taxes following future tax audits and ongoing tax assessments than more established companies.

- If tax authorities deem the Issuer to fall within the scope of the short-term profit rule, its dividend income and capital gains received or realized since 2009 could become fully taxable.
- Certain of our cross-border business dealings may trigger unforeseen adverse tax consequences.
- The spin-off of Zalando and the subsequent redemption of shares in the Issuer by Rocket Beteiligungs GmbH may result in a significant additional tax burden.
- The organizational setup of our tax compliance may not have been at all stages of our development sufficient to meet the growing demands of a globally expanding organization.
- We may be required to pay additional taxes if our intra-group transfer prices do not meet prevailing market rates. Failure of our companies to fully comply with VAT requirements could trigger adverse tax consequences, including an obligation to refund input VAT.
- We are subject to the tax laws and regulations in Germany and numerous other countries. Our tax burden may increase as a consequence of future tax treatment of dividend payments, non-deductibility of interest payments, current or future tax assessments or court proceedings based on changes in domestic or foreign tax laws and double taxation treaties or changes in the application or interpretation thereof.
- Due to changes in the ownership structure of our companies, we may not be able to make use of current tax losses, tax loss carry-forwards and interest carry-forwards.

D.3 Key risks specific to the securities.

Risks Related to Shares and the Offering

The market price of the Issuer's shares could fall if any of these risks were to materialize, in which case investors could lose some or all of their investment.

- There is no existing market for the Issuer's shares and the development of an active trading market may be limited by the contemplated listing in the Entry Standard sub-segment.
- The market price and trading volume of the Issuer's shares may deviate significantly from the offer price and could fluctuate significantly.
- The Issuer will have broad discretion in how it uses the proceeds from the offering, and if the Issuer fails to use them effectively, the price of the Issuer's shares may decline.
- The Issuer currently does not intend, and may not be able to, pay dividends in the foreseeable future.
- As a result of the offering, the Issuer will face additional administrative requirements, including the obligation to issue half-year interim financial statements for the first time.
- Any future sales of the Issuer's shares by its existing shareholders or investors acquiring shares in the offering, including the so-called cornerstone investors, could depress the market price of the Issuer's shares, and our shareholders' interests may deviate from, or conflict with, the Issuer's interests.
- Future capitalization measures may lead to substantial dilution, i.e., a reduction in the value of the shares and the control rights of existing shareholders' interests in the Issuer. Future offerings of debt or equity securities may adversely affect the market price of the Issuer's shares.

E – OFFER

E.1 The total net proceeds.

The Issuer will receive the proceeds of the offering resulting from the sale of the New Shares (as defined below in E.3) and, if and to the extent the Greenshoe Option (as defined below in E.3) is exercised, from the exercise of the Greenshoe Option (as defined below in E.3), in each case after deduction of fees and commissions.

		Assuming a placement of all New Shares (as defined below in E.3) the Issuer estimates that gross proceeds would amount to approximately €1,169.4 million, €1,284.7 million and €1,400.0 million, respectively, at the low end, mid-point and high end of the price range set for the offering of the Offer Shares (the "**Price Range**"); net proceeds of approximately €1,123.5 million, €1,235.5 million and €1,347.5 million, respectively, at the low end, mid-point and high end of the Price Range. Assuming full exercise of the Greenshoe Option (as defined below in E.3) and a placement of all Offer Shares, the Issuer estimates that gross proceeds would amount to approximately €1,344.8 million, €1,477.4 million and €1,610.0 million, respectively, at the low end, mid-point and high end of the Price Range; net proceeds would amount to approximately €1,293.0 million, €1,421.7 million and €1,550.4 million, respectively, at the low end, mid-point and high end of the Price Range.
	Estimate of the total expenses of the offering and listing, including estimated expenses charged to the investor by the issuer.	The expenses related to the offering and the listing of the Issuer's entire share capital will be borne by the Issuer and are expected to total approximately €12.5 million (excluding underwriting and placement commissions payable to the Underwriters, which are described in the next paragraph). Assuming an offer price at the low end, mid-point and high end of the Price Range, placement of the maximum number of Offer Shares (as defined below in E.3), full exercise of the Greenshoe Option (as defined below in E.3) and payment in full of the discretionary fee of up to €20.2 million, €22.2 million and €24.2 million, at the low end, mid-point and high end of the Price Range, respectively, the commission payable to the Underwriters will amount to €39.3 million, €43.2 million and €47.1 million, respectively. Based on the assumptions described in the preceding paragraph, the total expenses of the offering and listing to be borne by the Issuer are expected to amount to €51.8 million, €55.7 million and €59.6 million, respectively, resulting in net proceeds from the offering of €1,293.0 million, €1,421.7 million and €1,550.4 million, respectively. Investors will not be charged expenses by the Issuer or the Underwriters.
E.2a	**Reasons for the offering.**	The Issuer intends to (i) sell the New Shares to finance the growth and development of its businesses and (ii) list the Issuer's shares on the non-regulated market segment (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) to achieve better access to the capital markets.
	Use of proceeds, estimated net amount of the proceeds.	The Issuer currently expects to receive total net proceeds of €1,293.0 million to €1,550.4 million from the offering (assuming placement of the maximum number of Offer Shares and full exercise of the Greenshoe Option). The Issuer currently intends to spend approximately €400 million to €500 million of the proceeds from the offering on investments in proven winners in order to increase its stakes in these companies. The Issuer currently intends to spend €250 million to €350 million on equity capital investments in selected emerging stars, including in particular foodpanda, Helpling and Lendico, in order to retain or attain a majority position over the long-term and to reduce their reliance on outside funding sources. Further, the Issuer currently intends to spend €600 million to €700 million on concepts and new companies in order to be in a position to expand the funding of new companies significantly beyond seed round to retain a majority ownership position also over the long-term. The Issuer will receive the proceeds of the offering resulting from the sale of the New Shares (as defined below in E.3) and, if and to the extent the Greenshoe Option (as defined below in E.3) is exercised, from the exercise of the Greenshoe Option (as defined below in E.3), in each case after deduction of fees and commissions. Assuming a placement of all New Shares (32,941,177 shares) (as defined below in E.3), the Issuer estimates that gross proceeds would amount to approximately €1,169.4 million, €1,284.7 million and €1,400.0 million, respectively, at the low end, mid-point and high end of the Price Range; net proceeds would amount to approximately €1,123.5 million, €1,235.5 million and €1,347.5 million, respectively, at the low end, mid-point and high end of the Price Range. Assuming full exercise of the Greenshoe Option (as defined below in E.3) and a placement of all Offer Shares, the Issuer estimates that gross proceeds would amount to approximately €1,344.8 million, €1,477.4 million and €1,610.0 million, respectively, at the low end, mid-point and high end of the Price Range; net proceeds would amount to approximately €1,293.0 million, €1,421.7 million and €1,550.4 million, respectively, at the low end, mid-point and high end of the Price Range.

		Offer conditions
E.3	**Description of the terms and conditions of the offer.**	The offering (including any potential over-allotment) relates to the sale of 37,882,353 Offer Shares (as defined below) with no par value (*Stückaktien*), each representing a notional value of €1.00 and with full dividend rights from January 1, 2014, consisting of: • 32,941,177 newly issued bearer shares with no par value (*Stückaktien*) from a capital increase (the "**IPO Capital Increase**") against contribution in cash expected to be resolved by the Issuer's management board on October 6, 2014, to be approved by a committee of the Issuer's supervisory board on the same day, utilizing the authorized capital resolved by an extraordinary shareholders' meeting on August 22, 2014 (the "**Authorized Capital 2014**") under exclusion of the subscription rights of existing shareholders of the Issuer (the "**New Shares**"); • 4,941,176 existing bearer shares with no par value (*Stückaktien*) from the holdings of GFG in connection with a possible over-allotment (the "**Over-Allotment Shares**" and, together with the New Shares, the "**Offer Shares**"). The offering consists of a public offering of the Offer Shares in the Federal Republic of Germany ("**Germany**") and the Grand Duchy of Luxembourg ("**Luxembourg**") and private placements of the Offer Shares in certain jurisdictions outside Germany and Luxembourg. In the United States, the Offer Shares will be offered for sale to persons who are qualified institutional buyers as defined in Rule 144A ("**Rule 144A**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and qualified purchasers as defined in the U.S. Investment Company Act of 1940, as amended (the "**Investment Company Act**"). Outside the United States, the Offer Shares will be offered to non-U.S. persons in reliance on the exemption from registration provided by Regulation S ("**Regulation S**") under the Securities Act. ***Offer period*** The offer period, during which investors may submit purchase orders for the Offer Shares, is expected to begin on September 24, 2014 and is expected to end on October 7, 2014, at 12:00 noon CEST (Central European Summer Time) for private investors (natural persons) and at 16:00 CEST (Central European Summer Time) for institutional investors (the "**Offer Period**"). Private investors (natural persons) may submit purchase orders for the public offering in Germany and Luxembourg during the Offer Period at the branch offices of the Underwriters. Purchase orders must be denominated in full euro amounts or euro cent figures of 25, 50, or 75 cents. Multiple purchase orders are permitted. ***Price range and offer price*** The Price Range within which purchase orders may be placed is €35.50 to €42.50 per Offer Share. ***Amendments to the term of the offering*** The Issuer, together with the Joint Global Coordinators, reserves the right to increase or decrease the total number of Offer Shares, to increase or decrease the upper limit and/or the lower limit of the Price Range and/or to extend or shorten the Offer Period. Changes in the number of Offer Shares, changes to the Price Range or the extension or shortening of the Offer Period will not invalidate any offers to purchase that have already been submitted. If such change requires the publication of a supplement to this prospectus, investors who submitted purchase orders before the supplement is published shall have the right, under the German Securities Prospectus Act, to withdraw these offers to purchase within two business days of the publication of the supplement. Instead of withdrawing the offers to purchase placed prior to the publication of the supplement, investors may change their orders or place new limited or unlimited offers to purchase within two business days of the publication of the supplement. To the extent that the terms of the offering are changed, such change will be published by means of electronic media (such as Reuters or Bloomberg) and, if required by the German Securities Prospectus Act or the General Terms and Conditions of Deutsche Börse AG for the regulated Unofficial Market (*Freiverkehr*) on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), as a publication of significant information via an electronic information system, on the Issuer's website and as a supplement to this prospectus. Investors who have submitted offers to purchase will not be notified individually. Under certain conditions, the Joint Global

Coordinators, acting on behalf of the Underwriters, may terminate the underwriting agreement relating to the offering entered into with the Issuer on September 23, 2014 (the "**Underwriting Agreement**"), even after commencement of trading (*Aufnahme des Handels*) of the Issuer's shares on the non-regulated market segment (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

Delivery and payment

The delivery of the Offer Shares against payment of the offer price is expected to take place on October 10, 2014. The Offer Shares will be made available to the shareholders as co-ownership interests in the global share certificate.

Cornerstone Investors

As part of the offering, Offer Shares in an aggregate investment amount of €582.5 million will be acquired by Scottish Mortgage Investment Trust Plc, J.P. Morgan Securities LLC, FAR Global Private Markets Ltd., Discovery Global Opportunity Master Fund, Ltd., Makshaff Trading Investments Company Limited and Credit Suisse AG (together the "**Cornerstone Investors**"), who have agreed, subject to certain termination rights and the condition precedent of the closing of the offering, to purchase Offer Shares at the offer price. Each Cornerstone Investor has been guaranteed full allocation of such number of Offer Shares for which it has provided a purchase commitment.

Stabilization measures, over-allotments and greenshoe option

In connection with the offering of the Offer Shares and the exercise of the Greenshoe Option, Berenberg or its affiliates, acting for the account of the Underwriters, will act as the stabilization manager and may, as stabilization manager acting in accordance with legal requirements (Section 20a (3) of the German Securities Trading Act (*Wertpapierhandelsgesetz*) in conjunction with Commission Regulation (EC) No. 2273/2003 of December 22, 2003), make over-allotments and take stabilization measures to support the market price of the Issuer's shares and thereby counteract any selling pressure.

The stabilization manager is under no obligation to take any stabilization measures. Therefore, no assurance can be provided that any stabilization measures will be taken. Where stabilization measures are taken, these may be terminated at any time without notice. Such measures may be taken as of the date of the commencement of trading of the Issuer's shares and must be terminated no later than the thirtieth calendar day after this date (the "**Stabilization Period**").

These measures may result in the market price of the Issuer's shares being higher than would otherwise have been the case. Moreover, the market price may temporarily be at an unsustainable level.

Under the possible stabilization measures, investors may, in addition to the Issuer shares being offered, be allocated up to 4,941,176 additional shares in the Issuer (Over-Allotment Shares) as part of the allocation of the shares to be placed ("**Over-Allotment**"). For the purpose of a possible Over-Allotment, the stabilization manager, for the account of the Underwriters, will be provided with up to 4,941,176 shares from the holdings of GFG in the form of a securities loan; this number of shares will not exceed 15% of the New Shares. In connection with the Over-Allotment, the Issuer will grant the Underwriters an option to acquire up to 4,941,176 additional Issuer's shares at the offer price less agreed commissions (the "**Greenshoe Option**"), which would be issued by the Issuer from the Authorized Capital 2014 for the sole purpose of enabling the stabilization manager to perform its redelivery obligation under the securities loan with GFG. This Greenshoe Option will terminate 30 calendar days after the first day of trading.

The stabilization manager is entitled to exercise the Greenshoe Option to the extent over-allotments of shares were initially made; the amount of shares is to be reduced by the number of shares held by the stabilization manager as of the date on which the Greenshoe Option is exercised and that were acquired by the stabilization manager in the context of stabilization measures.

Once the Stabilization Period has ended, an announcement will be made within one week in various media outlets distributed across the entire European Economic Area as to whether stabilization measures were taken, when price stabilization started and finished, and the price range within which stabilization was taken; the latter will be made known for each occasion on which price stabilization measures were taken. Exercise of the Greenshoe Option, the timing of its exercise and the number and type of shares concerned will also be announced promptly in the same manner.

E.4	**Interests material to the issue/offer including conflicting interests.**	In connection with the offering and the inclusion to trading of the Issuer's shares, the Underwriters have formed a contractual relationship with the Issuer. The Underwriters act for the Issuer on the offering and coordinate the structuring and execution of the offering. In addition, Berenberg has been appointed to act as designated sponsor for the Issuer's shares and Deutsche Bank Aktiengesellschaft has been appointed to act as paying agent and registrar. Upon successful implementation of the offering, the Underwriters will receive a commission. Either one of the Underwriters or their affiliates have, and may from time to time in the future continue to have, business relations with the Group and its existing shareholders (including lending and other financing activities) or may perform services for the Group and its existing shareholders in the ordinary course of business. In connection with the offering, the Underwriters and any of their affiliated companies will be able to acquire Offer Shares for their own accounts and hold, purchase or sell for their own accounts and can also offer or sell these Offer Shares outside of the offering. Accordingly, references in the Prospectus to Offer Shares being offered or placed should be read as including any offering or placement of Offer Shares to any of the Underwriters or any of their respective affiliates acting in such capacity. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Underwriters (or their affiliates) may from time to time acquire, hold or dispose of Offer Shares. None of the Underwriters intend to disclose the extent of any such investment or transaction other than in accordance with any legal or regulatory obligation to do so. As part of the offering, Offer Shares in an aggregate investment amount of €100 million will be acquired by J.P. Morgan Securities LLC, who has agreed, subject to certain termination rights and the condition precedent of the closing of the offering, to purchase Offer Shares at the offer price. While the Issuer's existing shareholders will not participate in the offering, they will benefit from the listing of the Issuer's shares, as they will hold more liquid securities.
E.5	**Name of the person or entity offering to sell the security.**	The shares are being offered for sale by the Underwriters (as defined under A.1 above).
	Lock-up agreement: the parties involved; and indication of the period of the lock-up.	In the Underwriting Agreement, the Issuer agreed with each Underwriter that, to the extent legally permissible, it will not, without the prior written consent of the Joint Global Coordinators (which shall not be unreasonably withheld or delayed) for a period of six months following the first day of trading of the Issuer's share (currently expected to take place on October 9, 2014): • announce or execute any capital increase from authorized capital, • propose a capital increase to its shareholders, or • announce, execute or propose to its shareholders any offering of financial instruments that carry conversion or option rights to shares in the Issuer or other transactions with a similar economic effect. The foregoing does not apply to the IPO Capital Increase and the capital increase in connection with an exercise of the Greenshoe Option. By way of separate lock-up agreements, the existing shareholders undertook not to, without the prior written consent of the Joint Global Coordinators (which shall not be unreasonably withheld), prior to the end of a period of twelve months following the first day of trading of the Issuer's shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (currently expected to take place on October 9, 2014) sell, distribute, pledge (without transferring legal title), transfer or otherwise dispose of any of their shares or securities in the Issuer. The same rule applies to transactions having the same economic effect as a sale. The foregoing lock-up restrictions do not restrict the (i) tender, sale and transfer of the Issuer's shares in a takeover bid for the Issuer, (ii) the off-exchange (*außerbörsliche*) transfer of the Issuer's shares by its existing shareholders to any of their affiliates, (iii) the distribution of the Issuer's shares by such shareholder to its shareholder(s), member(s) or partner(s) (as applicable) through dividend in kind,

		provided that the recipient of such transfer assumes, by written confirmation to the Joint Global Coordinators, the obligations of the Issuer's existing shareholder hereunder for the then remaining term of the lock-up agreement.
E.6	**Amount and percentage of immediate dilution resulting from the offering.**	The offering involves the issuance of new shares. The dilutive effect of the offering is illustrated in the table below demonstrating the amount by which the offer price at the low end, mid-point and high end of the Price Range exceeds the total equity attributable to shareholders per share after completion of the offering. After giving effect to the capital increases that took place between July 1, 2014 and September 22, 2014 and the issuance of the New Shares in the context of the offering, assuming an offer price of €39.00 at the mid-point of the Price Range and full exercise of the Greenshoe Option, the equity attributable to the Issuer's shareholders based on the total net proceeds from the offering would have been €2,939.1 million as of June 30, 2014, or €18.6 per Issuer's share. That would correspond to a direct dilution of €20.4 corresponding to 52.3%, per Issuer's share for the parties acquiring the Offer Shares, based on 157,984,608 outstanding Issuer's shares following the completion of the offering (assuming a placement of all New Shares and full exercise of the Greenshoe Option).

	Low End	Mid-Point	High End
Offer price per share (in €)	35.5	39.00	42.50
Total equity attributable to shareholders per share as of June 30, 2014 (pre-IPO net book value(1)) (in €)	12.63	12.63	12.63
Post-IPO equity per Share (post-IPO net book value(2)) (in €)	17.79	18.60	19.42
Amount by which the post-IPO net book value exceeds the pre-IPO net book value (in €)	5.15	5.97	6.78
Amount by which the offer price per share exceeds the post-IPO net book value (immediate dilution per share) (in €)	17.71	20.40	23.08

(1) Pre-IPO net book value refers to the sum of subscribed capital minus treasury shares plus capital reserves plus revenue reserves plus accumulated other comprehensive income plus unappropriated retained earnings as of June 30, 2014 plus the equity capital contributed in the capital increases that took place between July 1, 2014 and September 22, 2014 divided by the number of outstanding shares immediately prior to the offering.

(2) Post-IPO net book value refers to the sum of subscribed capital minus treasury shares plus capital reserves plus revenue reserves plus accumulated other comprehensive income plus unappropriated retained earnings as of June 30, 2014 plus the equity capital contributed in the capital increased that took place between July 1, 2014 and September 22, 2014 plus the net proceeds from the issuance of all New Shares at the low-point, mid-point and high-point of the price range plus the proceeds from the exercise of the Greenshoe Option in full divided by the number of outstanding shares (assuming a placement of all New Shares and full exercise of the Greenshoe Option).

E.7	**Estimated expenses charged to the investor by the issuer.**	Not applicable. Investors will not be charged expenses by the Issuer or the Underwriters.

GERMAN TRANSLATION OF THE SUMMARY OF THE PROSPECTUS
ZUSAMMENFASSUNG DES PROSPEKTS

*Zusammenfassungen bestehen aus geforderten Angaben, die als Elemente („**Elemente**") bezeichnet werden. Diese Elemente sind in den Abschnitten A – E (A.1 – E.7) fortlaufend nummeriert. Diese Zusammenfassung enthält alle Elemente, die für die vorliegende Art von Wertpapier und Emittent in eine Zusammenfassung aufzunehmen sind. Da einige Elemente nicht behandelt werden müssen, können in der Nummerierungsreihenfolge Lücken auftreten. Selbst wenn ein Element wegen der Art des Wertpapiers und des Emittenten in die Zusammenfassung aufgenommen werden muss, ist es möglich, dass in Bezug auf dieses Element keine relevanten Informationen gegeben werden können. In solchen Fällen enthält die Zusammenfassung eine kurze Beschreibung des Elements mit dem Hinweis „Entfällt".*

A – EINLEITUNG UND WARNHINWEISE

A.1	**Einleitung und Warnhinweise.**	Diese Zusammenfassung sollte als Einleitung zu diesem Prospekt verstanden werden. Bei jeder Anlageentscheidung sollte sich der Anleger auf die Prüfung des gesamten Prospekts stützen. Für den Fall, dass vor einem Gericht Ansprüche auf Grund der in diesem Prospekt enthaltenen Informationen geltend gemacht werden, könnte der als Kläger auftretende Anleger in Anwendung der einzelstaatlichen Rechtsvorschriften der Staaten des Europäischen Wirtschaftsraums die Kosten für die Übersetzung des Prospekts vor Prozessbeginn zu tragen haben. Rocket Internet AG, Berlin, Deutschland (die „**Emittentin**"), zusammen mit Joh. Berenberg, Gossler & Co. KG, Hamburg („**Berenberg**"); J.P. Morgan Securities plc, London, Vereinigtes Königreich („**J.P. Morgan**"); Morgan Stanley Bank AG, Frankfurt am Main („**Morgan Stanley**", und zusammen mit Berenberg und J.P. Morgan, die „**Joint Global Coordinators**") und zusammen mit Merrill Lynch International, London, Vereinigtes Königreich (handelnd unter der Geschäftsbezeichnung BofA Merrill Lynch) („**BofA Merrill Lynch**"), Citigroup Global Markets Limited, London, Vereinigtes Königreich („**Citigroup**") und UBS Limited, London, Vereinigtes Königreich („**UBS**", und zusammen mit den Joint Gloal Coordinators, BofA Merrill Lynch und Citigroup, die „**Joint Bookrunner**" oder die „**Konsortialbanken**"), haben nach § 5 Abs. 2b Nr. 4 Wertpapierprospektgesetz die Verantwortung für den Inhalt dieser Zusammenfassung und ihrer deutschen Übersetzung übernommen. Diejenigen Personen, die für die Zusammenfassung einschließlich ihrer Übersetzung die Verantwortung übernommen haben oder von denen der Erlass ausgeht, können nur haftbar gemacht werden, wenn die Zusammenfassung irreführend, unrichtig oder widersprüchlich ist, sofern sie zusammen mit anderen Teilen dieses Prospektes gelesen wird oder wenn die Zusammenfassung nicht alle erforderlichen Schlüsselinformationen vermittelt, sofern sie zusammen mit den anderen Teilen des Prospekts gelesen wird.
A.2	**Angabe über spätere Verwendung des Prospekts.**	Entfällt. Eine Zustimmung zur Verwendung des Prospekts für eine spätere Weiterveräußerung oder Platzierung der Aktien wurde nicht erteilt.

B – EMITTENT

B.1	**Juristische und kommerzielle Bezeichnung.**	Die juristische Bezeichnung der Emittentin lautet Rocket Internet AG. Sie betreibt ihre Geschäfte unter der Geschäftsbezeichnung „**Rocket Internet**". Die Emittentin erwartet gegenwärtig, dass in der außerordentlichen Hauptversammlung der Emittentin vom 30. September 2014 ein Rechtsformwechsel der Emittentin in eine Europäische Aktiengesellschaft (*Societas Europaea* oder SE), die deutschem und europäischem Recht unterliegt, und eine Umfirmierung in „Rocket Internet SE" beschlossen wird. Der Rechtsformwechsel und die Umfirmierung werden voraussichtlich gegen Ende 2014 eingetragen.
B.2	**Sitz und Rechtsform des Emittenten, geltendes Recht, Land der Gründung.**	Die Emittentin(1) hat ihren Sitz in der Johannisstraße 20, 10117 Berlin, Deutschland, und ist im Handelsregister des Amtsgerichts Charlottenburg, Berlin, Deutschland (das „**Handelsregister**") unter HRB 159634 B eingetragen. Die Emittentin ist eine deutsche Aktiengesellschaft, die in Deutschland gegründet wurde und deutschem Recht unterliegt.

(1) Die Emittentin zusammen mit den Rechtsträgern, die in dem Konzernabschluss der Emittentin vollkonsolidiert sind, der „**Konzern**" und die Emittentin gemeinsam mit unseren Unternehmen (unsere Unternehmen bezieht sich auf die *proven winners*, die *emerging stars*, Konzeptunternehmen, regionale Internetunternehmensgruppen, Zwischenholdingunternehmen und die Unternehmen in den Kategorien strategische Beteiligungen und sonstige Investitionen, die von uns gegründet wurden), „**wir**", „**uns**", „**unser**" oder „**Rocket Internet**".

B.3	**Derzeitige Geschäfts- und Haupttätigkeiten sowie die Hauptmärkte, auf denen der Emittent vertreten ist.**	Wir identifizieren und bauen bewährte Internetgeschäftsmodelle auf und übertragen diese in neue, unterversorgte oder unerschlossene Märkte, vorwiegend außerhalb der USA und Chinas, wo wir diese Geschäftsmodelle zu marktführenden Internetunternehmen ausbauen wollen. In 2007 begannen wir mit 4 Angestellten und 2 Verbrauchermarken, basierend auf einer von der European Founders Fund GmbH & Co. Beteiligungs KG Nr. 1 (später umfirmiert in Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1 („**Global Founders Capital Fund**")) getätigten Anfangsinvestition von € 0,5 Mio. Zum Datum des Prospekts arbeiten insgesamt über 20.000 Angestellte in unserem Netzwerk von Unternehmen, welches in 116 Ländern auf 5 Kontinenten Geschäfte tätigt. Unsere ausgereiftesten Unternehmen, die sogenannten „*proven winners*" (bewährte Gewinner), erwirtschafteten Gesamtumsatzerlöse von € 757 Mio. (ungeprüfter Gesamtbetrag ihrer Umsatzerlöse auf der Grundlage der für die jeweilige Gesellschaft anzuwendenden allgemein anerkannten Bewertungs- und Bilanzierungsgrundsätze, jeweils für das letzte Geschäftsjahr, für das Daten zur Verfügung standen) sowie Gesamtjahresfehlbeträge von € 442 Mio. (ungeprüfter Gesamtbetrag ihrer Jahresfehlbeträge auf der Grundlage der für die jeweilige Gesellschaft anzuwendenden allgemein anerkannten Bewertungs- und Bilanzierungsgrundsätze, jeweils für das letzte Geschäftsjahr, für das Daten zur Verfügung standen und unter Bereinigung von außerordentlichen Erträgen von Dafiti resultierend aus der Bewertung von Kommanditanteilen). Die gesamten von der Emittentin, unmittelbar und mittelbar gehaltenen Anteile an allen unseren Unternehmen einschließlich der *proven winners*, der wachsenden Unternehmen, die bereits eine bedeutende Größe erreicht haben und die wir als „*emerging stars*" (aufstrebende Sterne) bezeichnen, unserer regionalen Internetunternehmensgruppen und unserer anderen wesentlichen strategischen Beteiligungen und sonstiger Investitionen haben – basierend auf der jeweils letzten Finanzierungsrunde unter Beteiligung außenstehender Dritter (wie nachstehend unter diesem Element B. 3 näher erläutert) – einen Gesamtwert von € 2,6 Mrd[(1)]. Wir bauen Internetgeschäftsmodelle, die die Grundbedürfnisse von Konsumenten befriedigen, vorwiegend auf drei Kerngebieten auf. Zu unseren Unternehmen des E-Commerce gehören Einzelhandelsunternehmen in den Bereichen Mode, Konsumgüter, Haus und Wohnen sowie Bürobedarf und Lebensmittel. Unsere Marktplatzunternehmen streben danach, herkömmliche Lieferketten zu ersetzen, indem sie Wege eröffnen, mittels derer Käufer und Verkäufer direkt miteinander Geschäfte vornehmen können; dies schließt Immobilien- und Kfz-Internetkleinanzeigen, Reisen und Transport sowie Essenslieferdienste ein. Unser dritter Bereich, die Finanztechnologie, umfasst Unternehmen, die sich darauf fokussieren, den Zahlungsverkehr zu erleichtern sowie Kreditnehmer und -geber in von traditionellen Banken nur unzureichend versorgten Segmenten und Regionen zusammenzubringen, insbesondere im Verbrauchersegment sowie im Segment für kleine und mittelständische Unternehmen. Als Teil unserer globalen Strategie haben wir regionale Internetunternehmensgruppen in Afrika, Asien-Pazifik, Lateinamerika und im Nahen Osten geschaffen, um Kenntnisse lokaler Märkte mit Kenntnissen über Geschäftsmodelle zu verbinden, regionale Handels-, Strategie- und Investitionspartnerschaften, insbesondere mit mobilen Telekommunikationsanbietern, zu fördern, Personalbeschaffung und Warenbeschaffung auf lokaler Ebene zu ermöglichen und die regionale Markteinführung unserer Unternehmen zu beschleunigen. Unsere lokalen strategischen Partner, wie MTN, Ooredoo und Millicom, sind Co-Investoren in unseren regionalen Internetunternehmensgruppen und bieten diesen und unseren Unternehmen bedeutende strategische Unterstützung und die Möglichkeit, von Synergien zu profitieren. Die Emittentin hat dort eigene Technologien entwickelt, wo sie der Ansicht ist, dass diese den Unternehmen im Unternehmensnetzwerk einen Wettbewerbsvorteil ermöglichen. Insbesondere hat die Emittentin eine Basisplattform für jedes unserer drei Kerngebiete erstellt, die eine betriebsbereite („*plug & play*") Konfiguration vorsieht, sich den jeweiligen Geschäftserfordernissen anpasst und leicht auf die spezifischen Anforderungen der einzelnen Unternehmen abgestimmt werden kann. Die Emittentin ist Rahmenvereinbarungen mit großen Internet- und Softwareunternehmen wie Google, Facebook, Rackspace, Responsys und Salesforce eingegangen, um die Technologieplattform der Emittentin zu vervollständigen und (1) Ungeprüft. Basierend auf Rechnungswesen bzw. Controllingunterlagen der Emittentin berechnet.

dem Unternehmensnetzwerk modernste Technologien, Zahlungs-, Internetwerbe- und andere Dienstleistungen zu konkurrenzfähigen Preisen zur Verfügung zu stellen. Die Emittentin hat Instrumente für die Analyse von zentralen Leistungskennzahlen geschaffen, die es uns erlauben, die Leistung unserer Unternehmen zu vergleichen, die bestmöglichen Lösungsansätze innerhalb unserer Unternehmen zu identifizieren und das Wissen darüber in unserem Netzwerk von Unternehmen zu teilen.

Die Plattform der Emittentin erlaubt es uns, ein großes, globales Netzwerk von Unternehmen aufzubauen, und hat uns in der Vergangenheit in die Lage versetzt, durch Verwendung standardisierter Identifikations- und Entwicklungsprozesse über 10 neue Unternehmen pro Jahr zu gründen. Jedes von der Emittentin neu gegründete Unternehmen beschleunigt die positive Dynamik von Synergieeffekten unter unseren Unternehmen. Je größer unser Unternehmensnetzwerk wird, desto bedeutender werden unsere Möglichkeiten, von Synergien und Netzwerkeffekten zu profitieren, die unsere Lieferanten, Lösungsanbieter, Kunden und Mitarbeiter betreffen. Jedes neue Unternehmen in unserem Netzwerk steigert unser gesamtes Einkaufsvolumen und unsere Verhandlungsstärke und trägt zusätzliche Daten und Kenntnisse bei, die üblicherweise auf freiwilliger Basis mit dem gesamten Netzwerk geteilt werden. Die Hinzufügung neuer Unternehmen schafft auch neue Kundenbeziehungen und zusätzliche Möglichkeiten der Überkreuzvermarktung, die sämtlichen Unternehmen in unserem Netzwerk zugutekommen.

Üblicherweise besitzt die Emittentin zum Zeitpunkt der Gründung einen direkten oder indirekten Anteil von 80 % bis 90 % an unseren Unternehmen, wobei der verbleibende Teil für die Beteiligung der Geschäftsführung vorgesehen ist. In nachfolgenden Finanzierungsrunden bringen wir externe Eigenkapitalfinanzierung ein, die von unseren lokalen strategischen Partnern und sonstigen strategischen und Finanzinvestoren einschließlich der bestehenden Aktionäre der Emittentin, erbracht wird. Diese Investitionen werden entweder direkt in die Unternehmen oder indirekt in eine zwischengeschaltete Holding oder eine regionale Internetunternehmensgruppe erbracht. In der Vergangenheit bedeutete dies, dass die direkten und indirekten Beteiligungen der Emittentin an den Unternehmen im Zeitablauf mit zunehmender Größe und Reifegrad der Unternehmen auf unter 50 % gesunken sind. Daher kontrolliert die Emittentin die meisten unserer Unternehmen nicht. Die Emittentin beabsichtigt gegenwärtig, zukünftig, einen Anteil von mindestens 50 % des wirtschaftlichen Eigentums an den meisten neuen Unternehmen zu behalten. Das bedeutet, dass sich die Kapitaleinlagen der Emittentin in den Unternehmen erhöhen und die Emittentin noch bedeutsamer an deren Entwicklung teilhaben werden.

Strategie

Die Emittentin strebt danach, die größte Internetplattform der Welt außerhalb der USA und Chinas zu werden. Die wesentlichen Elemente der gegenwärtigen Strategie der Emittentin umfassen:

- Bewältigung der Vielschichtigkeit unserer Märkte und Lokalisierung in jeder Dimension.
- Abdeckung eines großen Teils der Konsumentenausgaben durch Ausnutzen unseres mobilen Ecosystems, um von der Smartphone-Revolution zu profitieren.
- Ausbau unseres bestehenden Netzwerks von Unternehmen.
- Behalten von Mehrheitsbeteiligungen an neuen Unternehmen, gezielte Erhöhung der Anteile an *emerging stars*.
- Verfolgung einer ausgewogenen Strategie anhaltend hohen Wachstums in Verbindung mit im Laufe der Zeit verbesserter Rentabilität für unsere *proven winners*.

B.4a Wichtigste jüngste Trends, die sich auf den Emittenten und die Branchen, in denen er tätig ist, auswirken.

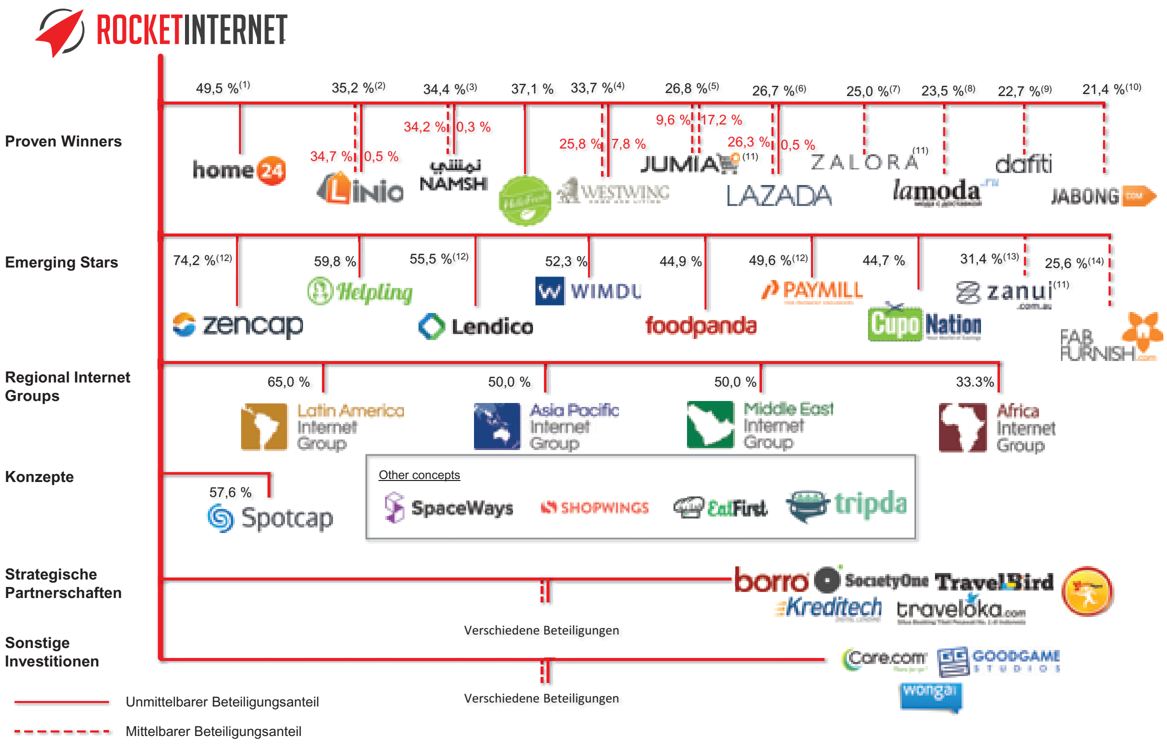
Wir glauben, dass hauptsächlich vier Megatrends unsere Märkte beeinflussen werden:

- Die Smartphone-Durchdringung wird allgegenwärtig werden und dadurch die Verbreitung von internetbasierten Geschäftsmodellen weiter erheblich beschleunigen. Der Anteil an Smartphone-Nutzern soll in unseren Fokusregionen bis 2018 um 21 % steigen, im Vergleich dazu wird in den USA und in China mit einem Anstieg von 10 % gerechnet (Quelle: WCIS, World Cellular Forecasts 2012-2018, am 14. Februar 2014 abgerufen). Der Anstieg von Smartphone-Nutzern wird dazu führen, dass mehr Menschen Zugang zum Internet haben werden. Unserer Meinung nach bedeutet dies, dass das Internet eine viel größere Reichweite und Geschwindigkeit erreichen wird, als in der Vergangenheit erwartet wurde.

- Die Bevölkerung in vielen unserer Märkte ist jünger als in den USA (Quelle: United Nations, World Population Prospects, 2009), was unserer Ansicht nach das Potential für internetbasierte Geschäftsmodelle steigern wird. Der Anteil an Menschen an der Gesamtbevölkerung, die 65 Jahre und älter sind, liegt beispielsweise in Indien bei nur 5 % und in Mexiko bei 7 %, wohingegen der Anteil in den USA bei 13 % liegt. Wir sind der Meinung, dass ein höherer Anteil an jüngeren Menschen mit einem höheren Anteil an Smartphone-Nutzern korrespondiert, die mit digitalen Technologien aufgewachsen sind.
- Weiterhin wird mit einem starken Wachstum der Mittelschicht in vielen unserer Schwellenländer gerechnet (Quelle: Euromonitor International, "Countries and Consumers", basierend auf den aktuellen Preisen und jährlichen Umtauschkursen, vom Juli 2014). Zum Beispiel wird erwartet, dass die Mittelschicht in Indonesien zwischen 2006 und 2022 von 1 % auf 16 % der Gesamtbevölkerung anwachsen wird. Im Vergleich dazu wird für den denselben Zeitraum in den USA ein Anstieg der Mittelschicht von 31 % auf 33 % erwartet. Auf die gleiche Weise wie sich diese Volkswirtschaften weiterentwickeln, erwarten wir, dass das Anwachsen der Mittelschicht zu einem erheblichen Anstieg von Ermessensausgaben der Konsumenten führen wird.
- Die Handelsstrukturen im Offline-Bereich sind in vielen unserer Zielmärkte unterentwickelt (Quelle: Planet Retail, Global Data Analysis Database, am 27. Mai 2014 abgerufen). Während beispielsweise im asiatisch-pazifischen Raum mehr als 90.000 Menschen auf eine Verkaufsstelle im Einzelhandel kommen, sind es in den USA lediglich 1.200 Menschen. Dadurch ergibt sich für uns die Chance einen Onlinehandelsmarkt zu schaffen, bevor sich Offline-Infrastrukturen entwickeln können, was es unseren Kunden ermöglichen wird, die Entwicklung physischer Handelsstrukturen zu überspringen. Der begrenzte Offline-Wettbewerb versetzt E-Commerce-Unternehmen in die Lage, schneller zu wachsen und einen größeren Anteil an Konsumentenausgaben abzuschöpfen als E-Commerce-Unternehmen, die in Märkten mit erheblichem Offline-Wettbewerb aktiv sind, wie beispielsweise in den USA.

Wir glauben, dass unsere Industrie in den Bereich „mobile und urbane on-demand-Dienstleistungen" expandieren wird. Unternehmen in diesem Sektor haben es sich zum Ziel gesetzt, das Leben in Städten zu erleichtern. Die Entstehung dieses Sektors wurde erst kürzlich dank der Durchdringung von Smartphones mit GPS und dank Push-Benachrichtigungen ermöglicht. Diese Geschäftsmodelle funktionieren am besten in dicht besiedelten Gebieten, da die Dienstleistungen oftmals zeit- und ortsgebunden sind. Sie weisen Elemente vertikaler logistischer Integration auf, gegebenenfalls durch Aggregation der Angebotsseite.

B.5	**Beschreibung des Konzerns und der Stellung des Emittenten innerhalb dieses Konzerns.**	Die Emittentin ist die Muttergesellschaft des Konzerns. In dem folgenden Schaubild ist eine Zusammenfassung (in vereinfachter Form) der wesentlichen Unternehmen im Unternehmensnetzwerk der Emittentin zum Datum dieses Prospekts, unter Berücksichtigung der unmittelbaren oder mittelbaren durchgerechneten Beteiligungsanteile, dargestellt. Die dargestellten Beteiligungen umfassen auch Anteile an verbundenen Unternehmen gemäß §§ 15 ff. Aktiengesetz und Beteiligungen gemäß § 271 Abs. 1 Handelsgesetzbuch. Zum Datum dieses Prospekts umfasste unser Unternehmensnetzwerk 11 *proven winners* (11 %), 9 *emerging stars* (9 %), 5 Konzepte (5 %), 4 regionale Internetunternehmensgruppen (4 %), 8 Unternehmen in der Kategorie strategische Beteiligungen (8 %) und 9 Unternehmen in der Kategorie sonstige Investitionen (9 %). Darüber hinaus wurden Anteile an 53 Internetgesellschaften in 2014 in die Emittentin eingebracht. Zum Datum dieses Prospekts entfielen 17 davon auf die Kategorie strategische Beteiligungen (17 %) und 36 auf die Kategorie sonstige Investitionen (36 %).



(Quelle: Informationen der Emittentin)

(1) Zum Datum dieses Prospekts hält ein mit Holtzbrinck (wie in Element B.6, Fußnote (7) definiert) verbundenes Unternehmen Anteile an Home24. Die Übertragung der Geschäftsanteile an Home24 von Holtzbrinck auf die Emittentin ist zwischen Holtzbrinck und der Emittentin vereinbart worden, aber die Durchführung wird erst erfolgen, wenn die erforderlichen Zustimmungen von Gesellschaftern von Home24 erfolgt sind.

(2) Linio wird über TIN Brillant GmbH („**BigCommerce**") und unmittelbar (0,5 %) gehalten. Die Emittentin ist an BigCommerce unmittelbar mit einem Anteil von 51,6 % beteiligt. BigCommerce ist wiederum an Linio mit einem Anteil von 67,3 % beteiligt.

(3) Namshi (Middle East eCommerce Holding) wird über Bigfoot I, BigCommerce, Rocket Middle East GmbH und unmittelbar (0,3 %) gehalten. Die Emittentin ist an Bigfoot I unmittelbar mit einem Anteil von 29,2 % beteiligt. Bigfoot I ist wiederum an Namshi mit einem Anteil von 40,8 % beteiligt. Die Emittentin ist an BigCommerce mit einem Anteil von 51,6 % beteiligt. BigCommerce ist wiederum an Namshi mit einem Anteil von 36,4 % beteiligt. Durch die Übertragung der Anteile an BigCommerce von Holtzbrinck (wie in Element B.6, Fußnote (8) definiert), die nach Durchführung der Restrukturierung von BigCommerce/Namshi erfolgen wird, wird die Emittentin einen zusätzlichen mittelbaren Anteil von 1,8 % an Namshi halten. Die Emittentin ist an der Rocket Middle East GmbH unmittelbar zu 100 % beteiligt. Die Rocket Middle East GmbH ist wiederum mit einem Anteil von 1,7 % an Namshi beteiligt.

(4) Westwing wird über Westwing SPV und unmittelbar (7,8 %) gehalten. Die Emittentin ist an Westwing SPV unmittelbar mit einem Anteil von 92,0 % beteiligt. Westwing SPV ist wiederum an Westwing mit einem Anteil von 28,1 % beteiligt.

(5) Jumia wird über Bigfoot II und Africa Internet Group gehalten. Die Emittentin ist an Bigfoot II unmittelbar mit einem Anteil von 33,8 % beteiligt. Bigfoot II ist wiederum an Jumia mit einem Anteil von 28,5 % beteiligt. Die Emittentin ist an Africa Internet Group unmittelbar mit einem Anteil von 33,3 % beteiligt. Africa Internet Group ist wiederum an Jumia mit einem Anteil von 51,5 % beteiligt.

(6) Lazada wird über BigCommerce und unmittelbar (0,5 %) gehalten. Die Emittentin ist an BigCommerce unmittelbar mit einem Anteil von 51,6 % beteiligt. BigCommerce ist wiederum an Lazada mit einem Anteil von 50,9 % beteiligt.

(7) Zalora wird über Bigfoot II gehalten. Die Emittentin ist an Bigfoot II unmittelbar mit einem Anteil von 33,8 % beteiligt. Bigfoot II ist wiederum mit einem Anteil von 74,0 % an Zalora beteiligt. Am 27. August 2014 brachte Bigfoot II liquide Mittel in Zalora gegen zusätzliche Anteile ein, sodass sich der Anteil der Emittentin auf 25,5% erhöhte.

(8) Lamoda wird über Bigfoot I gehalten. Die Emittentin ist an Bigfoot I unmittelbar mit einem Anteil von 29,2 % beteiligt. Bigfoot I ist wiederum an Lamoda mit einem mittelbaren Anteil von 80,3 % beteiligt.

(9) Dafiti wird über Bigfoot I gehalten. Die Emittentin ist an Bigfoot I unmittelbar mit einem Anteil von 29,2 % beteiligt. Bigfoot I ist wiederum an Dafiti mit einem Anteil von 77,7 % beteiligt.

(10) Jabong wird über Bigfoot I gehalten. Die Emittentin ist an Bigfoot I unmittelbar mit einem Anteil von 29,2 % beteiligt. Bigfoot I ist wiederum an Jabong mit einem Anteil von 73,2 % beteiligt.

(11) Die Emittentin hält derzeit 2.069 Geschäftsanteile von Bigfoot II (2.1% der Geschäftsanteile), die Gegenstand von Erwerbsoptionen sind, die Business Angels gewährt wurden, die diese bisher nicht ausgeübt haben.

(12) Zencap und Lendico werden durch Global Fintech Holding S.à r.l. gehalten. Die Emittentin ist an Global Fintech Holding S.à r.l. unmittelbar mit einem Anteil von 100 % beteiligt. Global Fintech Holding S.à r.l. ist wiederum an Zencap mit einem Anteil von 74,2 % und an Lendico mit einem Anteil von 55,5 % beteiligt.

(13) Die Emittentin hält derzeit 49,6 % der Geschäftsanteile. Davon sind jedoch bis zu 1.692 Geschäftsanteile mit Kaufoptionen belastet, die bestimmten Gründern von der Emittentin eingeräumt und von diesen bisher noch nicht ausgeübt wurden.

(14) Zanui wird über Bigfoot II gehalten. Die Emittentin ist an Bigfoot II unmittelbar mit einem Anteil von 33,8 % beteiligt. Bigfoot II ist wiederum an Zanui mit einem Anteil von 93,0 % beteiligt.

(15) FabFurnish wird über Bigfoot I gehalten. Die Emittentin ist an Bigfoot I unmittelbar mit einem Anteil von 29,2 % beteiligt. Bigfoot I ist wiederum an FabFurnish mit einem Anteil von 87,7 % beteiligt.

Insgesamt hatte die Emittentin zum 31. Dezember 2013 114 Tochtergesellschaften, die im Konzernabschluss vollkonsolidiert waren sowie 195 Tochtergesellschaften, die aufgrund ihrer geringen Bedeutung nicht vollkonsolidiert wurden. Darüber hinaus hielt die Emittentin zum 31. Dezember 2013 Anteile an etwa 130 Gesellschaften, die nicht aktiv waren. Zum 31. Dezember 2013 wurden 29 Gesellschaften nach der Equity Methode bilanziert.

B.6 **Personen, die eine (meldepflichtige) direkte oder indirekte Beteiligung am Eigenkapital des Emittenten oder einen Teil der Stimmrechte halten oder eine Beherrschung ausüben.**

Die folgende Tabelle zeigt die Aktionäre der Emittentin, die jeweils eine unmittelbare oder mittelbare Beteiligung am Eigenkapital der Emittentin und den Stimmrechten zum Datum dieses Prospekts halten:

Unmittelbare Aktionäre	Mittelbare Aktionäre	Wirtschaftliche (mittelbare) Beteiligung (in %)
Global Founders GmbH[(1)]	Marc, Oliver and Alexander Samwer	52,32 %[(2)]
Emesco AB[(3)]	Verdere S.à.r.l	18,08 %
United Internet Ventures AG[(4)]	United Internet AG	10,42 %
PLDT Online Investments PTE. LTD.[(5)]	Philippine Long Distance Telephone Company	8,40 %
AI European Holdings S.à r.l.[(6)]	Len Blavatnik	8,26 %
Holtzbrinck Ventures[(7)]	HV Holtzbrinck Ventures Holding GmbH	2,51 %
Gesamt		**100,00%**

(1) Global Founders GmbH (vormals: European Founders Fund GmbH) („**GFG**“) eingetragen beim Amtsgericht München unter der Nummer HRB 173912 mit Sitz in der Luisenstraße 14, 80333 München.

(2) Diese Angaben beinhalten die gemeinsamen Anteile an der Emittentin in Höhe von 1,36 %, die von Marc, Oliver und Alexander Samwer über die MOAS GmbH & Co. KG, die MOAS Nr. 2 GmbH & Co. KG und die MOAS Nr. 3 GmbH & Co. KG gehalten werden.
Diese Angaben enthalten nicht jenen Anteil an der Emittentin in Höhe von 0,53 %, der von der GFG durch die Juwel 218. V V UG (haftungsbeschränkt) („**Juwel**“) gehalten wird. HV Holtzbrinck Ventures Fund IV LP und Holtzbrinck Ventures NM GmbH & Co. KG halten eine Unterbeteiligung an Juwel, die es ihnen ermöglicht, von Juwel die Übertragung aller von Juwel an der Emittentin gehaltenen Aktien nach Abschluss des Angebots zu verlangen.

(3) Emesco AB („**Emesco**“), eingetragen beim schwedischen Gesellschaftsregister (SCRO) unter der Registernummer 556035-3749 mit Sitz in Skeppsbron 18, 10313 Stockholm, Schweden. Emesco ist eine Tochtergesellschaft von Investment AB Kinnevik. Verdere S.à r.l. ist der größte Halter von Stimmrechten betreffend Investment AB Kinnevik.

(4) United Internet Ventures AG („**United Internet**“) eingetragen beim Amtsgericht Montabaur unter der Nummer HRB 23538 mit Sitz in der Elgendorfer Straße 57, 56410 Montabaur.

(5) PLDT Online Investments PTE. LTD., eingetragen bei der Accounting & Corporate Regulatory Authority of Singapore unter der Registernummer 201422660K mit Sitz in 545 Orchard Road, #15-08/09, Far East Shopping Centre, Republik Singapur (238882).

(6) AI European Holdings S.à r.l., eingetragen beim Handels- und Gesellschaftsregister Luxemburg (*Registre de Commerce et des Sociétés*) unter der Nummer B 168122, mit Sitz in 15-17, avenue Gaston Diderich, L-1420 Luxemburg.

(7) “Holtzbrinck Ventures” umfasst die HV Holtzbrinck Ventures Fund IV LP, die Holtzbrinck Ventures NM GmbH & Co. KG und die HV Holtzbrinck Ventures Fund V GmbH & Co. KG (gemeinsam „**Holtzbrinck Ventures**“). Des Weiteren sind die HV Holtzbrinck Ventures Fund IV LP und die Holtzbrinck Ventures NM GmbH & Co. KG berechtigt, die Übertragung aller von der Juwel an der Emittentin gehaltenen Aktien nach Abschluss des Angebots zu verlangen (siehe oben Fußnote (2)). Die von Juwel gehaltenen Aktien an der Emittentin sind in der Beteiligung von Holtzbrinck enthalten.

Unterschiedliche Stimmrechte, falls vorhanden, der Hauptanteilseigner des Emittenten.

Jede Aktie der Emittentin berechtigt zu einer Stimme in der Hauptversammlung der Emittentin. Die bestehenden Aktionäre verfügen über keine unterschiedlichen Stimmrechte.

Unmittelbare oder mittelbare Beteiligungen an der Emittentin und Art der Beherrschung ist.

Die Emittentin wird unmittelbar von der GFG kontrolliert, welche mehr als 30 % der Stimmrechte der Emittentin hält. GFG’s Gesellschafter sind Marc, Oliver und Alexander Samwer; jeder von ihnen hält 33,33 % der Geschäftsanteile an der GFG.

Die bestehenden Aktionäre haben eine Stimmausübungsvereinbarung („**Stimmausübungsvereinbarung**“) getroffen, die am 15. August 2014 wirksam wurde, wonach die Parteien sich unter anderem verpflichtet haben, ihre Stimmrechte einheitlich in den Hauptversammlungen der Emittentin im Hinblick auf die Zusammensetzung des Aufsichtsrats auszuüben. Darüber hinaus verpflichtet sich jeder Hauptaktionär in der Stimmausübungsvereinbarung für den Fall, dass ein Hauptaktionär in einer Hauptversammlung gegen eine Maßnahme oder einen Beschluss des Vorstands oder Aufsichtsrats stimmt, angemessene Maßnahmen zu ergreifen, damit dieser Gegenstand nicht beschlossen wird sowie das von ihm bestimmte Aufsichtsratsmitglied zu instruieren, nicht für diesen Gegenstand zu stimmen, vorausgesetzt, dass dieser Gegenstand (i) die Geschäftsordnung des

		Vorstands oder Aufsichtsrats ändern würde oder (ii) einen Hauptaktionär im Vergleich zu irgendeinem anderen Aktionär der Emittentin einschließlich jeder Person (allein oder gemeinsam mit irgendeiner anderen Person), die diesen anderen Aktionär beherrscht oder die von diesem Aktionär allein oder gemeinsam mit anderen beherrscht wird, einseitig benachteiligen würde. Die Stimmausübungsvereinbarung erlischt automatisch zum früheren der folgenden Zeitpunkte: (i) 48 Monate nach Vollzug des Angebots; (ii) an dem Tag, an welchem entweder Emesco oder GFG (unmittelbar oder mittelbar) weniger als 10 % der Aktien der Emittentin halten; (iii) an dem Tag, an welchem die Geschäftsanteile von Marc, Oliver, und Alexander Samwer an GFG zusammen 50 % oder weniger betragen; oder (iv) an dem Tag, an welchem der (unmittelbare oder mittelbare) Gesellschaftsanteil der Investment AB Kinnevik an Emesco 50 % oder weniger beträgt. Nach Durchführung des Angebots und unter der Voraussetzung, dass alle Angebotsaktien platziert, alle Neuen Aktien ausgegeben werden und die Greenshoe-Option vollständig ausgeübt wird (siehe „*E.3—Beschreibung der Angebotskonditionen—Stabilisierung, Mehrzuteilung und Greenshoe-Option*“), wird GFG weiterhin ungefähr 39,8 %, und alle bestehenden Aktionäre zusammen weiterhin zumindest ungefähr 76,0 % des Grundkapitals der Emittentin halten. Infolgedessen wird GFG allein und für die Dauer der Stimmausübungsvereinbarung zusammen mit den anderen bestehenden Aktionäre weiterhin Aktien halten, die einen beherrschenden Einfluss begründen.
B.7	**Ausgewählte wesentliche historische Finanzinformationen.**	Die in den nachstehenden Tabellen enthaltenen Finanzinformationen sind – sofern nicht anders angegeben – dem geprüften Konzernabschluss der Emittentin für das zum 31. Dezember 2013 endende Geschäftsjahr und dem ungeprüften verkürzten Konzernzwischenabschluss der Emittentin für den zum 30. Juni 2014 endenden Sechsmonatszeitraum sowie den Unterlagen des Konzern-Rechnungswesens oder -Controllings entnommen, aus ihnen abgeleitet oder auf der Basis von Zahlen aus den oben genannten Quellen berechnet. Der Konzernabschluss wurde gemäß HGB erstellt. Die Emittentin hat keine Konzernabschlüsse für die vorhergehenden Jahre erstellt. Zusätzliche Informationen in diesem Prospekt wurden den geprüften Jahresabschlüssen der Emittentin für die zum 31. Dezember 2013, 31. Dezember 2012 und 31. Dezember 2011 endenden Geschäftsjahren entnommen, die gemäß HGB erstellt wurden. Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Niederlassung Berlin, Deutschland („**E&Y**“) hat den Konzernabschluss für das zum 31. Dezember 2013 endende Geschäftsjahr, der keine Vergleichsinformationen für das zum 31. Dezember 2012 endende Geschäftsjahr enthält, geprüft und mit einem uneingeschränkten Bestätigungsvermerk versehen. Die Jahresabschlüsse für die zum 31. Dezember 2011, 31. Dezember 2012 und 31. Dezember 2013 endenden Geschäftsjahre wurden durch die PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Niederlassung Berlin, Deutschland („**PwC**“) geprüft. Jeder der Einzelabschlüsse wurde mit einem uneingeschränkten Bestätigungsvermerk versehen. Die vorgenannten Jahresabschlüsse der Emittentin gemäß HGB sowie die jeweiligen diesbezüglichen Bestätigungsvermerke sind in diesem Prospekt aufgeführt. Sofern Finanzdaten in den nachstehenden Tabellen als „geprüft“ gekennzeichnet sind, bedeutet dies, dass sie den oben genannten geprüften Abschlüssen entnommen wurden. Die Kennzeichnung „ungeprüft“ wird in den nachstehenden Tabellen zur Kenntlichmachung von Finanzdaten verwendet, die nicht den oben genannten geprüften Abschlüssen entnommen wurden, aber – sofern nicht anders angegeben – entweder dem ungeprüften verkürzten Konzernzwischenabschluss oder den Unterlagen des Konzern-Rechnungswesens oder des Controllings entnommen wurden, oder – sofern nicht anders angegeben – auf der Basis von Zahlen aus den oben genannten Quellen berechnet sind. Sämtliche Finanzdaten, die im Text und den nachfolgenden Tabellen dargestellt sind, sind in Millionen Euro (€ Mio.) dargestellt, sofern nicht anders angegeben. Einige Finanzdaten im Text und in den Tabellen (einschließlich der Prozentsätze) in diesem Prospekt wurden gemäß anerkannten kaufmännischen Standards gerundet, wobei Gesamtbeträge (Gesamtsummen, Zwischenergebnisse, Differenzbeträge oder wenn Zahlen ins Verhältnis gesetzt wurden) auf den zugrundeliegenden ungerundeten Beträgen berechnet wurden. Folglich könnten die Gesamtbeträge (Gesamtsummen, Zwischenergebnisse oder Differenzbeträge oder wenn Zahlen ins Verhältnis gesetzt werden) nicht in allen Fällen den entsprechenden gerundeten Beträgen entsprechen, die in den zugrundeliegenden (ungerundeten) und im folgenden Text und den Tabellen aufgeführten Zahlen enthalten sind. Finanzangaben, die in Klammern angegeben werden, zeigen an, dass es sich dabei um negative Zahlen handelt. Weiterhin ergibt die Summe dieser gerundeten Zahlen in den folgenden Tabellen möglicherweise

nicht den exakten, in den jeweiligen Tabellen und Aufstellungen aufgeführten Gesamtbetrag wieder. Im Text und in den Tabellen enthaltene prozentuale Änderungen sind kaufmännisch auf eine Dezimalstelle gerundet, sofern nicht anders angegeben. In Bezug auf Finanzangaben im Hauptteil des Prospekts (d. h. außerhalb des Abschnitts „Finanzinformationen") bedeutet ein Strich („–"), dass die betreffende Finanzangabe nicht existiert, während eine Null („0") bedeutet, dass die betreffende Finanzangabe verfügbar ist, aber auf Null gerundet wurde oder gleich Null ist.

Finanzinformationen in dieser Zusammenfassung zu einem anderen Datum oder für eine andere Periode als den Jahren endend zum 31. Dezember 2011, 31. Dezember 2012 oder 31. Dezember 2013 wurden dem ungeprüften verkürzten Konzernzwischenabschluss der Emittentin für den zum 30. Juni 2014 endenden Sechsmonatszeitraum oder den Rechnungswesen- oder Controllingunterlagen der Emittentin oder der Unternehmen entnommen oder daraus abgeleitet und sind ungeprüft. Alle Zahlenangaben in dieser Zusammenfassung, die Beteiligungsquoten betreffen sind auf einer nicht verwässerten Basis berechnet (sofern nicht anders angegeben).

Ausgewählte Finanzdaten

Finanzdaten aus der Konzern-Gewinn- und Verlustrechnung

	Für das Geschäftsjahr zum 31. Dezember	Für den Sechsmonatszeitraum zum 30. Juni	
	2013	2013	2014
	(geprüft) (in € Mio.)	(ungeprüft) (in € Mio.)	
Umsatzerlöse	72,5	33,0	47,0
Verminderung / Erhöhung des Bestands an unfertigen Leistungen	(0,5)	1,3	0,7
Sonstige betriebliche Erträge	65,9	0,9	18,2
	137,9	35,2	65,8
Materialaufwand			
Aufwendungen für Roh-, Hilfs- und Betriebsstoffe und für bezogene Waren	(27,7)	(12,1)	(16,7)
Aufwendungen für bezogene Leistungen	(8,6)	(3,2)	(4,2)
Personalaufwand			
Löhne und Gehälter	(44,5)	(16,0)	(23,5)
Soziale Abgaben und Aufwendungen für Altersversorgung und für Unterstützung	(7,0)	(3,2)	(4,5)
Abschreibungen auf immaterielle Vermögensgegenstände des Anlagevermögens und Sachanlagen	(1,1)	(0,5)	(0,8)
Sonstige betriebliche Aufwendungen	(61,8)	(18,2)	(40,3)
	(150,6)	(53,3)	(89,9)
Erträge aus Beteiligungen	0,0	0,0	0,1
Erträge aus assoziierten Unternehmen	199,9	41,0	13,2
Sonstige Zinsen und ähnliche Erträge	0,7	0,2	0,2
Abschreibungen auf Finanzanlagen	(0,4)	0,0	(0,0)
Zinsen und ähnliche Aufwendungen	(0,4)	(0,2)	(0,7)
	199,7	40,9	12,7
Ergebnis der gewöhnlichen Geschäftstätigkeit	**187,0**	**22,8**	**(11,3)**
Steuern vom Einkommen und vom Ertrag	(12,3)	(0,2)	(1,5)
Sonstige Steuern	(0,5)	(0,3)	(0,4)
	(12,8)	(0,5)	(1,9)
Konzernperiodenüberschuss / Konzernperiodenfehlbetrag	**174,2**	**22,3**	**(13,3)**
Verlustvortrag / Gewinnvortrag aus dem Vorjahr	(23,4)	(23,4)	84,4
Vorabausschüttungen	(80,6)	–	(323,9)
Auf andere Gesellschafter entfallender Verlust	14,2	5,5	13,9
Konzernbilanzgewinn / Konzernbilanzverlust	**84,4**	**4,4**	**(238,8)**

Finanzdaten aus der Konzernbilanz

	Zum 31. Dezember 2013	Zum 30. Juni 2014
	(geprüft)	(ungeprüft)
	(in € Mio.)	(in € Mio.)
AKTIVA		
Anlagevermögen		
Immaterielle Vermögensgegenstände	1,2	1,3
Sachanlagen	2,4	3,0
Finanzanlagen	390,5	380,7
davon Beteiligungen an assoziierten Unternehmen	361,1	351,1
	394,2	385,1
Umlaufvermögen		
Vorräte	8,5	9,8
Forderungen und sonstige Vermögensgegenstände	36,5	70,1
davon Forderungen gegen assoziierte Unternehmen	22,6	47,1
	45,0(1)	79,9
Sonstige Wertpapiere	–	41,0
Kassenbestand, Guthaben bei Kreditinstituten und Schecks	437,4	80,5
	482,4	201,5
Rechnungsabgrenzungsposten	0,5	0,7
Aktive latente Steuern	0.3	0,3
	877,4	**587,6**
PASSIVA		
Eigenkapital		
Gezeichnetes Kapital	0,1	0,1
– Eigene Anteile	(0,0)	(0,0)
	0,1	0,1
Kapitalrücklage	462,2	501,2
Gewinnrücklagen		
Andere Rücklagen	208,9	208,6
Kumuliertes übriges Konzernergebnis	(0,7)	(2,1)
Konzernbilanzgewinn/Konzernbilanzverlust	84,4	(238,8)
Anteile anderer Gesellschafter	18,0	22,5
	773,0	**491,5**
Unterschiedsbetrag aus der Kapitalkonsolidierung	0,1	0,0
Rückstellungen		
Steuerrückstellungen	12,1	14,0
Sonstige Rückstellungen	25,1	27,1
	37,2	41,1
Verbindlichkeiten		
Verbindlichkeiten gegenüber Kreditinstituten	0,0	0,0
Erhaltene Anzahlungen auf Bestellungen	0,5	0,3
Verbindlichkeiten aus Lieferungen und Leistungen	20,2	20,4
Verbindlichkeiten gegenüber Gesellschaftern	14,5	0,0
Verbindlichkeiten gegenüber verbundenen Unternehmen	1,0	1,1
Verbindlichkeiten gegenüber assoziierten Unternehmen	22,4	24,0
Sonstige Verbindlichkeiten(2)	8,2	9,1
	66,8	54,8
Rechnungsabgrenzungsposten	0,3	0,2
Passive latente Steuern	0,0	0,0
	877,4	**587,6**

(1) Ungeprüft.

(2) Sonstige Verbindlichkeiten beinhalten Verbindlichkeiten aus Steuern in Höhe von € 3,1 Mio. zum 30. Juni 2014 und € 4.1 Mio. zum 31. Dezember 2013 sowie Verbindlichkeiten im Rahmen im Bereich der sozialen Sicherheit in Höhe von € 0,5 Mio. zum 30. Juni 2014 und € 0.2 Mio. zum 31. Dezember 2013.

Ausgewählte Finanzdaten aus der Konzernkapitalflussrechnung

	Für das Geschäftsjahr zum 31. Dezember	Für den Sechsmonatszeitraum zum 30. Juni	
	2013	2013	2014
	(geprüft)	(ungeprüft)	
	(in € Mio.)	(in € Mio.)	
Cashflow aus laufender Geschäftstätigkeit	(38,9)	(18,4)	(55,5)
Cashflow aus der Investitionstätigkeit	172,5	(6,8)	(62,2)
Cashflow aus der Finanzierungstätigkeit	116,8	6,9	(229,7)
Zahlungswirksame Veränderung des Finanzmittelfonds	250,4	(18,3)	(347,4)
Wechselkurs, konsolidierungskreis- und bewertungsbedingte Änderungen des Finanzmittelfonds	0.0	0.0	(9,5)
Finanzmittelfonds am Anfang der Periode	187,0	187,0	437,4
Finanzmittelfonds am Ende der Periode	437,4	168,8	80,5

Finanzdaten aus der nichtkonsolidierten Gewinn- und Verlustrechnung

Die folgenden Finanzdaten sind dem geprüften Einzelabschluss der Rocket Internet GmbH für die zum 31. Dezember 2011, 31. Dezember 2012 und 31. Dezember 2013 endenden Geschäftsjahre entnommen.

	Für das Geschäftsjahr zum 31. Dezember		
	2011	2012	2013
		(geprüft)	
		(in € Mio.)	
Umsatzerlöse	6,7	24,3	26,0
Erhöhung/Verminderung (-) des Bestands an unfertigen Leistungen	0,1	2,4	(0,5)
Sonstige betriebliche Erträge	14,7	176,8	187,5
Materialaufwand			
Aufwendungen für Roh-, Hilfs- und Betriebsstoffe und für bezogene Waren	(0,3)	(0,1)	(0,8)
Aufwendungen für bezogene Leistungen	(0,1)	(10,3)	(7,2)
	(0,4)	(10,4)	(8,0)
Personalaufwand			
Löhne und Gehälter	(3,6)	(14,1)	(22,9)
Soziale Abgaben und Aufwendungen für Altersversorgung und für Unterstützung	(0,7)	(1,9)	(2,1)
	(4,3)	(16,0)	(25,0)
Abschreibungen			
auf immaterielle Vermögensgegenstände des Anlagevermögens und Sachanlagen	(0,1)	(0,4)	(0,4)
auf Vermögensgegenstände des Umlaufvermögens, soweit diese die in der Kapitalgesellschaft üblichen Abschreibungen überschreiten	–	–	(0,9)
	(0,1)	(0,4)	(1,3)
Sonstige betriebliche Aufwendungen	(2,9)	(11,3)	(17,4)
Erträge aus Beteiligungen	39,6	218,1	0,3
Sonstige Zinsen und ähnliche Erträge	0,4	0,2	0,4
Abschreibung auf Finanzanlagen	(2,7)	(3,1)	(3,1)
Zinsen und ähnliche Aufwendungen	–	(0,0)	(0,0)
Ergebnis aus der gewöhnlichen Geschäftstätigkeit	**51,2**	**380,6**	**158,9**
Steuern vom Einkommen und Ertrag	(0,5)	(2,5)	(11,7)
Jahresüberschuss	**50,7**	**378,1**	**147,1**
Gewinnvortrag aus dem Vorjahr	–	91,2	–
Entnahmen aus der Kapitalrücklage	–	1,4	–
Ausschüttung	–	(470,8)	(80,6)
Bilanzgewinn	**50,7**	**–**	**66,6**

Zusätzliche Kennzahlen

Basierend auf verfügbaren Finanzinformation, wiesen unsere *proven winners*, *emerging stars*, regionalen Internetgruppen, Konzepte, strategischen Beteiligungen und sonstigen Investitionen (unter Ausschluss der Beteiligungen, die Teil des Global Founders Capital Fund Portfolios waren und im August 2014 eingebracht wurden) jeweils in Summe einen Verlust aus (basierend auf dem jeweils letzten Geschäftsjahr). Mit Ausnahme der *proven winners* verfügt die Emittentin jedoch nicht über Informationen, die es ihr erlauben würden, den Gesamtverlust der Unternehmen in einer der anderen Kategorien verlässlich zu ermitteln. Die *proven winners* erwirtschafteten Gesamtjahresfehlbeträge von € 442 Mio. (ungeprüfter Gesamtbetrag ihrer Jahresfehlbeträge auf der Grundlage der für die jeweilige Gesellschaft anzuwendenden allgemein anerkannten Bewertungs- und Bilanzierungsgrundsätze, jeweils für das letzte Geschäftsjahr, für das Daten zur Verfügung standen und unter Bereinigung von außerordentlichen Erträgen von Dafiti resultierend aus der Bewertung von Kommanditanteilen). Betreffend die *emerging stars* verfügt die Emittentin über belastbare und aussagekräftige Finanzinformationen für CupoNation, Lendico, Paymill und Zencap.

Die folgende Tabelle enthält eine Zusammenfassung von einigen zusätzlichen Kennzahlen unserer proven winners und für CupoNation, Landico, Paymill und Zencap für die dargestellten Berichtsperioden. Die Daten wurden aus dem Rechnungswesen- bzw. Controllingunterlagen der Unternehmen abgeleitet. Wenngleich wir davon ausgehen, dass unsere proven winners Potenzial zeigen, besteht keine Sicherheit, dass diese tatsächlich zu erfolgreichen Unternehmen werden.

	Für das Geschäftsjahr zum 31. Dezember	
	2012	**2013**
	(ungeprüft)	
proven winners		
Dafiti[(1)]		
Umsatzerlöse (in BRL Mio.)	223,5	419,3
Anstieg der Umsatzerlöse (in %)	*n/a*	*88*
Bruttogewinnmarge[(2)] (in %)	*41*	*34*
EBITDA[(3)] (in BRL Mio.)	(168,5)	(205,3)
Jahresfehlbetrag[(4)] (in BRL Mio.)	(1,0)	(2,3)
Jahresfehlbetrag (in € Mio.)	(0,4)	(0,8)
Lamoda[(5)]		
Umsatzerlöse[(6)] (in RUB Mio.)	1,475,8	5,150,0
Anstieg der Umsatzerlöse (in %)	*n/a*	*249*
Bruttogewinnmarge[(7)] (in %)	*31*	*40*
EBITDA[(8)] (in RUB Mio.)	(1.603,7)	(1.920,9)
Jahresfehlbetrag (in RUB Mio.)	(1.370,1)	(1.692,1)
Jahresfehlbetrag (in € Mio.)	(34,4)	(40,1)
Zalora[(9)]		
Umsatzerlöse (in € Mio.)	n/a	68,9
Anstieg der Umsatzerlöse (in %)	*n/a*	*n/a*
Bruttogewinnmarge[(10)] (in %)	*n/a*	*38*
EBITDA[(11)] (in € Mio.)	n/a	(68,3)
Jahresfehlbetrag (in € Mio.)	n/a	(71,1)
Jabong[(12)]		
Umsatzerlöse[(13)] (in INR Mio.)	1.433,1	4.385,7
Anstieg der Umsatzerlöse (in %)	*n/a*	*206*
Bruttogewinnmarge[(14)] (in %)	*(26)*	*(10)*
EBITDA[(15)] (in INR Mio.)	(2.875,7)	(2.491,5)
Jahresfehlbetrag (in INR Mio.)	(3.186,5)	(2.934,4)
Jahresfehlbetrag (in € Mio.)	(46,5)	(37,9)
Namshi[(16)]		
Umsatzerlöse[(17)] (in AED Mio.)	16,3	53,2
Anstieg der Umsatzerlöse (in %)	*n/a*	*226*
Bruttogewinnmarge[(18)] (in %)	*33*	*46*
EBITDA[(19)] (in AED Mio.)	(58,6)	(49,3)
Jahresfehlbetrag[(20)] (in AED Mio.)	(24,2)	(50,5)
Jahresfehlbetrag (in € Mio.)	(5,1)	(10,4)
Lazada[(21)]		
Umsatzerlöse (in € Mio.)	n/a	56,8
Anstieg der Umsatzerlöse (in %)	*n/a*	*n/a*
Bruttogewinnmarge[(22)] (in %)	*n/a*	*6*
EBITDA[(23)] (in € Mio.)	n/a	(50,7)
Jahresfehlbetrag (in € Mio.)	n/a	(51,8)
Linio[(24)]		
Umsatzerlöse (in € Mio.)	6,5	47,9
Anstieg der Umsatzerlöse (in %)	*n/a*	*633*
Bruttogewinnmarge[(25)] (in %)	*(6)*	*10*
EBITDA[(26)] (in € Mio.)	(14,5)	(34,1)
Jahresfehlbetrag (in € Mio.)	(14,5)	(35,9)

	Für das Geschäftsjahr zum 31. Dezember	
	2012	2013
	(ungeprüft)	
proven winners		
Jumia[(27)]		
Umsatzerlöse (in € Mio.)	n/a	29,0
Anstieg der Umsatzerlöse (in %)	*n/a*	*n/a*
Bruttogewinnmarge[(28)] (in %)	*n/a*	*19*
EBITDA[(29)] (in € Mio.)	n/a	(33,6)
Jahresfehlbetrag (in € Mio.)	n/a	(35,1)
Westwing[(30)]		
Umsatzerlöse (in € Mio.)	45,8	111,4
Anstieg der Umsatzerlöse (in %)	*n/a*	*143*
Bruttogewinnmarge[(31)] (in %)	*26*	*40*
EBITDA[(32)] (in € Mio.)	(61,9)	(39,5)
Jahresfehlbetrag (in € Mio.)	(64,0)	(41,5)
Home24[(33)]		
Umsatzerlöse (in € Mio.)	62,1	92,8
Anstieg der Umsatzerlöse (in %)	*n/a*	*50*
Bruttogewinnmarge[(34)] (in %)	*30*	*39*
EBITDA[(35)] (in € Mio.)	(80,7)	(37,9)
Jahresfehlbetrag (in € Mio.)	(81,6)	(41,8)
Hellofresh[(36)]		
Umsatzerlöse (in € Mio.)	2,3	14,2
Anstieg der Umsatzerlöse (in %)	*n/a*	*510*
Bruttogewinnmarge (in %)	*n/a*	*n/a*
EBITDA[(37)] (in € Mio.)	(6,0)	(5,2)
Jahresfehlbetrag (in € Mio.)	(6,0)	(5,4)
emerging stars		
CupoNation (Jahresfehlbetrag)[(38)] (in € Mio.)	n/a	(3,0)
Lendico (Jahresfehlbetrag)[(39)] (in € Mio.)	n/a	(3,2)
Paymill (Jahresfehlbetrag)[(40)] (in € Mio.)	n/a	(4,7)
Zencap (Jahresfehlbetrag)[(41)] (in € Mio.)	n/a	(0,0)

(1) Die wichtigsten konsolidierten Finanzkennzahlen von Dafiti wurden auf der Grundlage der internationalen Rechnungslegungsstandards erstellt, wie sie vom International Accounting Standards Board herausgegeben werden („**vollständige IFRS**").

(2) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: BRL 419,3 Mio.; 2012: BRL 223,5 Mio.) abzüglich (ii) Umsatzkosten (2013: BRL 276,3 Mio.; 2012: BRL 132,9 Mio.).

(3) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von BRL 208,1 Mio.; 2012: Verlust von BRL 170,4 Mio.) zuzüglich (ii) Abschreibungen auf Sachanlagen (2013: BRL 2,3 Mio.; 2012: BRL 1,5 Mio.) zuzüglich (iii) Abschreibungen auf immaterielle Vermögenswerte (2013: BRL 0,5 Mio.; 2012: BRL 0,3 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich auf BRL 4,0 Mio. in 2013 und BRL 14,6 Mio. in 2012 beliefen.

(4) Der Jahresfehlbetrag enthielt einen Gewinn aus der Veränderung des Rückkaufbetrags von Kommanditanteilen (2013: BRL 202,1 Mio., 2012: BRL 172,4 Mio.) und somit betrug der Jahresfehlbetrag vor Veränderung des Rückkaufbetrags von Kommanditanteilen in 2013 BRL 204,4 Mio. und in 2012 BRL 173,4 Mio. Der Gewinn aus der Veränderung des Rückkaufbetrags resultiert aus der Bewertung der Kommanditanteile, die als Verbindlichkeiten nach IAS 32 klassifiziert werden.

(5) Die wichtigsten konsolidierten Finanzkennzahlen von Lamoda wurden auf der Grundlage der vollständigen IFRS erstellt.

(6) Als „*revenue*" in den Rechnungswesen- bzw. Controllingunterlagen von Lamoda bezeichnet.

(7) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: RUB 5.150,0 Mio.; 2012: RUB 1.475,8 Mio.) abzüglich (ii) Umsatzkosten (2013: RUB 3.111,8 Mio.; 2012: RUB 1.013,1 Mio.).

(8) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von RUB 1.982,7 Mio.; 2012: Verlust von RUB 1.616,1 Mio.) zuzüglich (ii) Abschreibungen auf Sachanlagen (2013: RUB 47,0 Mio.; 2012: RUB 10,9 Mio.) zuzüglich (iii) Abschreibungen auf immaterielle Vermögenswerte (2013: RUB 14,7 Mio.; 2012: RUB 1,5 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich in 2013 auf RUB 37,9 Mio. und in 2012 RUB 21,5 Mio. beliefen.

(9) Die wichtigsten konsolidierten Finanzkennzahlen von Zalora wurden auf der Grundlage der vollständigen IFRS erstellt.

(10) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: € 68,9 Mio.) abzüglich (ii) Umsatzkosten (2013: € 42,6 Mio.).

(11) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von € 69,2 Mio.) zuzüglich (ii) Abschreibungen von Sachanlagen (2013: € 0,6 Mio.) zuzüglich (iii) Abschreibungen auf immaterielle Vermögenswerte (2013: € 0,3 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich auf € 6,9 Mio. in 2013 beliefen.

(12) Die wichtigsten konsolidierten Finanzkennzahlen von Jabong für die Zwölfmonatszeiträume, die am 31. März 2013 und am 31. März 2014 endeten, wurden auf der Grundlage der vollständigen IFRS erstellt.

(13) Als „*revenue*" in den Rechnungswesen- bzw. Controllingunterlagen von Jabong bezeichnet.

(14) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (Zwölfmonatszeitraum, der am 31. März 2014 endete: INR 4.385,7 Mio.; Zwölfmonatszeitraum, der am 31. März 2013 endete: INR 1.433,1 Mio.) abzüglich (ii) Umsatzkosten (Zwölfmonatszeitraum, der am 31. März 2014 endete: INR 4.382,8 Mio.; Zwölfmonatszeitraum, der am 31. März 2013 endete: INR 1.810,7 Mio.).

(15) Das EBITDA wird berechnet als (i) Verlust aus der betrieblichen Tätigkeit (Zwölfmonatszeitraum, der am 31. März 2014 endete: Verlust von INR 2.573,7 Mio.; Zwölfmonatszeitraum, der am 31. März 2013 endete: Verlust von INR 2.953,5 Mio.) zuzüglich (ii) Abschreibungen (Zwölfmonatszeitraum, der am 31. März 2014 endete: INR 82,2 Mio.; Zwölfmonatszeitraum, der am 31. März 2013 endete: INR 77,8 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich für den Zwölfmonatszeitraum, der am 31. März 2014 endete, auf INR 65,7 Mio. und für den Zwölfmonatszeitraum, der am 31. März 2013 endete, auf INR 153,6 Mio. beliefen.

(16) Wichtigste konsolidierte Finanzkennzahlen von MENA Style Fashion UG (haftungsbeschränkt) & Co. KG (erstellt auf Grundlage der vollständigen IFRS). MENA Style Fashion UG (haftungsbeschränkt) & Co. KG ist eine 91,1% Tochtergesellschaft der Middle East eCommerce Holding GmbH und der einzige bedeutsame Vermögenswert der Middle East eCommerce Holding GmbH.

(17) Als „*sale of goods*" in den Rechnungswesen- bzw. Controllingunterlagen von Namshi bezeichnet.

(18) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: AED 53,2 Mio.; 2012: AED 16,3 Mio.) abzüglich (ii) Umsatzkosten (2013: AED 28,9 Mio.; 2012: AED 10,9 Mio.).

(19) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von AED 50,1 Mio.; 2012: Verlust von AED 59,0 Mio.) zuzüglich (ii) Abschreibungen auf Sachanlagen (2013: AED 0,6 Mio.; 2012: AED 0,2 Mio.) zuzüglich (iii) Abschreibungen auf immaterielle Vermögenswerte (2013: AED 0,2 Mio.; 2012: AED 0,1 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung mit Ausgleich durch Eigenkapitalinstrumente, die sich in 2013 auf AED 12,2 Mio. und in 2012 auf AED 9,0 Mio. beliefen.

(20) Der Jahresfehlbetrag enthielt einen Gewinn aus der Veränderung des Rückkaufbetrags von Kommanditanteilen (2012: AED 34,9 Mio.) und somit betrug der Jahresfehlbetrag vor Veränderung des Rückkaufbetrags von Kommanditanteilen in 2012 AED 59,2 Mio. Der Gewinn aus der Veränderung des Rückkaufbetrags resultiert aus der Bewertung der Kommanditanteile, die als Verbindlichkeiten nach IAS 32 klassifiziert werden.

(21) Die wichtigsten konsolidierten Finanzkennzahlen von Lazada wurden auf der Grundlage der vollständigen IFRS erstellt.

(22) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: € 56,8 Mio.) abzüglich (ii) Umsatzkosten (2013: € 53,2 Mio.).

(23) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von € 51,3 Mio.) zuzüglich (ii) Abschreibungen auf Sachanlagen (2013: € 0,5 Mio.) zuzüglich (iii) Abschreibungen auf immaterielle Vermögenswerte (2013: € 0,1 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich in 2013 auf € 6,5 Mio. beliefen.

(24) Die wichtigsten konsolidierten Finanzkennzahlen von Linio wurden auf der Grundlage der vollständigen IFRS erstellt.

(25) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: € 47,9 Mio.; 2012: € 6,5 Mio.) abzüglich (ii) Umsatzkosten (2013: € 43,2 Mio.; 2012: € 6,9 Mio.).

(26) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von € 34,5 Mio.; 2012: Verlust von € 14,6 Mio.) zuzüglich (ii) Abschreibungen auf Sachanlagen (2013: € 0,4 Mio. und 2012: € 0,1 Mio.) zuzüglich (iii) Abschreibungen auf immaterielle Vermögenswerte (2013: € 0,05 Mio.; 2012: € 0,01 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich in 2013 auf € 4,5 Mio. und in 2012 auf € 3,1 Mio. beliefen.

(27) Die wichtigsten konsolidierten Finanzkennzahlen von Jumia wurden auf der Grundlage der vollständigen IFRS erstellt.

(28) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: € 29,0 Mio.) abzüglich (ii) Umsatzkosten (2013: € 23,6 Mio.).

(29) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von € 34,1 Mio.) zuzüglich (ii) Abschreibungen und Wertminderungen auf Sachanlagen (2013: € 0,4 Mio.) zuzüglich (iii) Abschreibungen und Wertminderungen auf immaterielle Vermögenswerte (2013: € 0,03 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich auf € 3,1 Mio. in 2013 beliefen.

(30) Die wichtigsten konsolidierten Finanzkennzahlen von Westwing wurden auf der Grundlage des HGB erstellt.

(31) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: € 111,4 Mio.; 2012: € 45,8 Mio.) abzüglich (ii) Herstellungskosten der zur Erzielung der Umsatzerlöse erbrachten Leistungen (2013: € 66,6 Mio.; 2012: € 34,0 Mio.).

(32) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von € 40,2 Mio.; 2012: Verlust von € 62,2 Mio.) zuzüglich (ii) Abschreibungen auf Gegenstände des Anlagevermögens (2013: € 0,7 Mio.; 2012: € 0,3 Mio.) Der Betriebsgewinn oder -verlust wird berechnet als (i) Bruttoergebnis vom Umsatz (2013: € 44,8 Mio.; 2012: € 11,8 Mio.) abzüglich (ii) Vertriebskosten (2013: € 64,4 Mio.; 2012: € 50,9 Mio.) abzüglich (iii) allgemeine Verwaltungskosten (2013: € 19,6 Mio.; 2012: € 22,4 Mio.) zuzüglich (iv) sonstige betriebliche Erträge (2013: € 0,5 Mio.; 2012: € 0,2 Mio.) abzüglich (v) sonstige betriebliche Aufwendungen (2013: € 1,5 Mio.; 2012: € 0,9 Mio.).

(33) Die wichtigsten konsolidierten Finanzkennzahlen von Home24 wurden auf der Grundlage der internationalen Rechnungslegungsstandards erstellt, wie sie vom International Accounting Standards Board herausgegeben und von der EU verabschiedet werden ("**EU-IFRS**").

(34) Die Bruttogewinnmarge ist das Verhältnis von Bruttogewinn zu Umsatzerlösen. Bruttogewinn wird berechnet als (i) Umsatzerlöse (2013: € 92,8 Mio.; 2012: € 62,1 Mio.) abzüglich (ii) Umsatzkosten (2013: € 56,6 Mio.; 2012: € 43,7 Mio.).

(35) Das EBITDA wird berechnet als (i) Betriebsergebnis (2013: Verlust von € 40,2 Mio.; 2012: Verlust von € 81,1 Mio.) zuzüglich (ii) Abschreibungen auf Sachanlagen (2013: € 0,4 Mio.; 2012: € 0,4 Mio.) zuzüglich (iii) Abschreibungen auf immaterielle Vermögenswerte (2013: € 1,9 Mio.; 2012: € 0,03 Mio.). Das EBITDA umfasst Aufwendungen aus anteilsbasierter Vergütung, die sich in 2013 auf € 6,4 Mio. und in 2012 auf € 5,6 Mio. beliefen.

(36) Die wichtigsten konsolidierten Finanzkennzahlen von Hellofresh wurden auf der Grundlage des HGB erstellt.

(37) Das EBITDA wird berechnet als (i) Ergebnis der gewöhnlichen Geschäftstätigkeit (2013: Verlust von € 5,4 Mio.; 2012: Verlust von € 6,0 Mio.) zuzüglich (ii) Zinsen und ähnliche Aufwendungen (2013: € 0,0 Mio.: 2012 € 0,0 Mio.) abzüglich (iii) sonstige Zinsen und ähnliche Erträge (2013: € 0,0 Mio.; 2012: € 0,0 Mio.) und (iv) Abschreibungen auf immaterielle Vermögensgegenstände des Anlagevermögens und Sachanlagen (2013: € 0,1 Mio.; 2012: € 0,0 Mio.).

(38) Basierend auf Rechnungswesen- und Controllingunterlagen von CupoNation GmbH, die auf Grundlage des HGB erstellt wurden.

(39) Jahresfehlbetrag für die Periode vom 30. August 2013 bis 31. Dezember 2013 basierend auf Rechnungswesen- und Controllingunterlagen von ECommerce Holding II S.à r.l., die auf Grundlage des HGB erstellt wurden.

(40) Basierend auf Rechnungswesen- und Controllingunterlagen von Paymill GmbH, die auf Grundlage des HGB erstellt wurden.

(41) Jahresfehlbetrag für die Periode vom 27. September 2013 bis 31. Dezember 2013 basierend auf Rechnungswesen- und Controllingunterlagen von Zencap Global S.à r.l., die auf Grundlage der luxemburgischen Grundsätze ordnungsgemäßer Rechnungslegung erstellt wurden.

Letzte Portfoliowerte

Die folgenden Tabellen enthalten zusammengefasste Angaben zu den letzten Portfoliowerten (LPV), die die letzte Bewertung unserer *11 proven winners*[(1)], *9 emerging stars*[(2)] und der 4 regionalen Internetunternehmensgruppen, die in Summe 30 Unternehmen umfassen (einschließlich 1 proven winner) durch einen Dritten im Rahmen einer Finanzierungsrunde (einschließlich einer Finanzierungsrunde von Lamoda, die nur von deren Hauptgesellschafterin Bigfoot I gezeichnet wurde) oder einer Transaktion auf dem Sekundärmarkt oder, in Bezug auf einige der Anteile in den Kategorien „Strategische Beteiligungen" und „Sonstige Investitionen", die Werte, die ihnen im Zusammenhang mit ihrer Einbringung in die Emittentin zugeordnet wurden. Strategische Beteiligungen umfasst 8 Unternehmen, die von der Emittentin gegründet wurden und 17 Beteiligungen, die in die Emittentin eingebracht wurden. Sonstige Investitionen umfasst 9 Unternehmen, die von der Emittentin gegründet wurden und 36 Beteiligungen, die in die Emittentin eingebracht wurden. Die LPVs sind auf der Basis der Investition oder der Kapitalverpflichtung eines Dritten oder des von einem Dritten gezahlten Kaufpreises, d. h. eines anderen Investors als der Emittentin, durch Division mit dem von diesem Dritten erworbenen Anteil berechnet. Das bedeutet, dass die gezeigten Bewertungen einschließlich der Investition bzw. der Kapitalverpflichtung ermittelt wurden. Die Berechnung von LPVs ist nicht vom HGB vorgegeben und andere Gesellschaften können bei der Berechnung von LPVs andere Methoden oder Definitionen verwenden als die Emittentin. Da die LPVs keine Angaben sind, die nach HGB ermittelt werden, weichen diese von den Werten der Finanzanlagen im Konzernabschluss der Emittentin ab. Dies liegt daran, dass die LPVs auf Werten basieren, die der jeweiligen Einheit in einer Transaktion mit einer außenstehenden Partei zugewiesen wurden, während die Werte der Finanzanlagen im Konzernabschluss der Emittentin auf Anschaffungskosten oder dem direkten oder indirekten Anteil der Emittentin an dem nach HGB ermittelten Eigenkapital der jeweiligen Einheit basieren. So betrugen etwa die Finanzanlagen zum 30. Juni 2014 € 380,7 Mio., worin Beteiligungen an assoziierten Unternehmen von € 351,1 Mio. enthalten. Des Weiteren zeigen die folgenden Tabellen die derzeitig von der Emittentin an diesen Unternehmen gehaltenen unmittelbaren und mittelbaren Beteiligungen und die entsprechenden Werte dieser unmittelbaren und mittelbaren Beteiligungen. Die Daten wurden basierend auf Rechnungswesen-bzw. Controllingunterlagen der Emittentin berechnet. Keiner der *proven winners* oder *emerging stars* wies im Geschäftsjahr 2013 ein positives Periodenergebnis auf.

	Datum der letzten Finanzierungsrunde (Datum der Beurkundung)[(1)]	**LPV (€ Mio.)**	**Gegenwärtiger Anteil der Emittentin[(2)]**	**Anteils-gewichteter LPV (€ Mio.)**
			(ungeprüft)	
***proven winners*[(3)]**				
Dafiti	Sept. 2013	778	22,7%	177
Lamoda	Juli 2014	720	23,5%	169[(4)]
Zalora	März 2014	524	25,0%[(5)]	131
Jabong	Dez. 2013	388	21,4%	83
Namshi	Feb. 2014	105	34,4%	36
Lazada	Feb. 2014	504	26,7%	135
Linio	Apr. 2014	259	35,2%	91
Jumia	Nov. 2013	212	26,8%	20[(6)]
Home24	Juli 2014	498	49,5%	247
Westwing	Mai 2014	353	33,7%	119
Hellofresh	Juni 2014	131	37,1%	49
Gesamt		**4.473**		**1.256[(7)]**

(1) Die *proven winners* sind unsere größten und am weitesten entwickelten Unternehmen. Sie haben eine Bewertung in der letzten Finanzierungsrunde von mehr als € 100 Mio. und gehen ihrem Geschäft seit zwei Jahren oder länger nach oder haben mehr als € 50 Mio. Umsatz. Elf unserer Unternehmen zählen zu dieser Kategorie.

(2) Unsere *emerging stars* sind üblicherweise kleiner als unsere *proven winners*. Diese haben die erste Finanzierungsrunde nach der Gründungsfinanzierung durchgeführt, sie erwirtschaften Umsatz und verfügen über messbare Leistungskennzahlen, die ein signifikantes Wachstum aufweisen. Neun unserer Unternehmen zählen zu dieser Kategorie.

	Datum der letzten Finanzierungsrunde (Datum der Beurkundung)[1]	LPV (€ Mio.)	Gegenwärtiger Anteil der Emittentin[2]	Anteils-gewichteter LPV (€ million)
			(ungeprüft)	
***emerging stars*[8]**				
FabFurnish	n/a	n/a[9]	25,6%	n/a
Zanui	n/a	n/a[9]	31,4%	n/a
foodpanda	Aug. 2014	178	44,9%	80
Wimdu	Mai 2012	95	52,3%	49
CupoNation	Juli 2012	33	44,7%	15
Helpling	Aug. 2014	20	59,8%	12
Lendico	Juli 2014	120	55,5%	67
PAYMILL	Jan. 2014	34	49,6%[10]	17
Zencap	Juni 2014	86	74,2%	64
Gesamt		**565**		**303**

	Datum der letzten Finanzierungsrunde (Datum der Beurkundung)[1]	LPV (€ Mio.)	Gegenwärtiger Anteil der Emittentin[2]	Anteils-gewichteter LPV (€ million)
			(ungeprüft)	
Regionale Internet-unternehmensgruppen[11]				
Africa Internet Group	Dez. 2013	504	33,3%	168
Asia Internet Group	Apr. 2014	360	50,0%	180
Latin America Internet Group	Dez. 2013	267	65,0%	173
Middle East Internet Group	Dez. 2013	120	50,0%	60
Gesamt		**1.251**		**581**

	Datum der letzten Finanzierungsrunde (Datum der Beurkundung)	Gegenwärtiger Anteil der Emittentin[2]	Anteils-gewichteter LPV[12] (€ Mio.)
		(ungeprüft)	
Strategische Beteiligungen	n/a	n/a	181
Sonstige Investitionen	n/a	n/a	238
Gesamt			**420**

(1) Eine Finanzierungsrunde ist eine einzelne Investition oder eine Serie von Investitionen, die über einen Zeitraum zum selben Aktienpreis erfolgt.

(2) Unmittelbarer und mittelbarer Anteil zum 31. August 2014.

(3) „Dafiti" bezieht sich auf Dafiti Latam GmbH & Co. Beteiligungs KG zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Dafiti tätig sind; „Lamoda" bezieht sich auf Lamoda GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Lamoda tätig sind; „Zalora" bezieht sich auf Zalora Group GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter den Marken Zalora und The Iconic tätig sind; „Jabong" bezieht sich auf Jabong GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Jabong tätig sind; „Namshi" bezieht sich auf Middle East eCommerce Holding GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Namshi tätig sind; „Lazada" bezieht sich auf Lazada Group GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter den Marken Lazada und Lamido tätig sind; „Linio" bezieht sich auf TIN Jade GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Linio tätig sind; „Jumia" bezieht sich auf Africa eCommerce Holding GmbH gemeinsam mit den Rechtsträgern, an denen sie einen unmittelbaren oder mittelbaren Anteil hält und die unter den Marken Jumia oder Zando tätig sind; „Home24" bezieht sich auf Home24 GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter den Marken Home24 und Mobly tätig sind; „Westwing" bezieht sich auf Westwing Group GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter den Marken Westwing und Dalani tätig sind; „Hellofresh" bezieht sich auf HelloFresh GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Hellofresh tätig sind.

(4) Auf der Basis der letzten Finanzierungsrunde, an der nur Bigfoot GmbH („**Bigfoot I**") teilgenommen hat; auf der Basis der letzten Finanzierungsrunde mit externen Investoren, die im Mai 2013 begann, wären die Anteile der Emittentin mit € 102 Mio. bewertet worden.

(5) Am 27. August 2014 brachte Bigfoot II liquide Mittel in Zalora gegen zusätzliche Anteile ein, sodass sich der Anteil der Emittentin an Zalora auf 25,5 % erhöhte.

(6) Gibt ausschließlich den anteilsgewichteten LPV für Jumia wieder, der über BGN Brillant Services GmbH („**Bigfoot II**") gehalten wird. Der zusätzliche Anteil der Emittentin von 17,2 %, der durch Africa Internet Group gehalten wird, wird nicht gezeigt.
(7) Enthält nur den anteilsgewichteten LPV für Jumia in Höhe von € 20 Mio., der durch Bigfoot II gehalten wird.
(8) „FabFurnish" bezieht sich auf VRB GmbH & Co. B-181 KG zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke FabFurnish tätig sind; „Zanui" bezieht sich auf VRB GmbH & Co. B-131 KG zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Zanui tätig sind; „foodpanda" bezieht sich auf Emerging Markets Online Food Delivery Holding S.à r.l. zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter den Marken foodpanda, hellofood und Delivery Club tätig sind; „Wimdu" bezieht sich auf Wimdu GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Wimdu tätig sind; „CupoNation" bezieht sich auf CupoNation Group GmbH zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke CupoNation tätig sind; „Helpling" bezieht sich auf Helpling Group Holding S.à r.l. zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Helpling tätig sind; „Lendico" bezieht sich auf ECommerce Holding II S.à r.l. zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Lendico tätig sind; „PAYMILL" bezieht sich auf Paymill Holding GmbH (ehemals Brillant 1470. GmbH) zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke PAYMILL tätig sind; „Zencap" bezieht sich auf Zencap Global S.à r.l. zusammen mit den Rechtsträgern, an denen sie eine unmittelbare oder mittelbare Beteiligung hält und die unter der Marke Zencap tätig sind.
(9) FabFurnish und Zanui werden durch Zwischenholdings finanziert (Bigfoot I beziehungsweise Bigfoot II). Es gab keine externen Finanzierungsrunden und deshalb kein LPV.
(10) Die Emittentin hält derzeit 49,6 % der Geschäftsanteile. Davon sind jedoch bis zu 1.692 Geschäftsanteile mit Kaufoptionen belastet, die bestimmten Gründern von der Emittentin eingeräumt und von diesen bisher noch nicht ausgeübt wurden.
(11) „Africa Internet Group" bezieht sich auf Africa Internet Holding GmbH und die Rechtsträger, an denen sie eine unmittelbare oder mittelbare Beteiligung hält; „Asia Internet Group" bezieht sich auf Asia Internet Holding S.à r.l. und die Rechtsträger, an denen sie eine unmittelbare oder mittelbare Beteiligung hält; "Latin America Internet Group" bezieht sich auf MKC Brillant Services GmbH und die Rechtsträger, an denen sie eine unmittelbare oder mittelbare Beteiligung hält; und "Middle East Internet Group" bezieht sich auf Middle East Internet Holding S.à r.l. und die Rechtsträger, an denen sie eine unmittelbare oder mittelbare Beteiligung hält.
(12) Die Kategorien "Strategische Beteiligungen" und "Sonstige Investitionen" enthalten sowohl Anteile an Gesellschaften, die von uns gegründet wurden, als auch Anteile, die zu dem Global Founders Capital Fund Portfolio gehörten und im August 2014 eingebracht wurden. Die LPVs für diese eingebrachten Anteile entsprechen den ihnen in dem Einbringungsvertrag zugeordneten Werten.

Wesentliche Änderungen der Finanzlage und des Betriebsergebnisses des Emittenten.

Die nachstehenden wesentlichen Änderungen der Erlösen der Emittentin sind in dem zum 30. Juni 2014 endenden Sechsmonatszeitraum und in den Geschäftsjahren 2013, 2012 und 2011 eingetreten.

Sechsmonatszeiträume zum 30. Juni 2014 und 2013 (konsolidiert)

Die Umsatzerlöse des Konzerns haben sich um 43 % von € 33,0 Mio. zum Ende des Sechsmonatszeitraums zum 30. Juni 2013 auf € 47,0 Mio. zum Ende des Sechsmonatszeitraums zum 30. Juni 2014 gesteigert. Der Anstieg ist auf einen Anstieg der Umsatzerlöse aus der E-commerce—Geschäftstätigkeit und auf einen Anstieg der Umsatzerlöse aus Beratungsdienstleistungen zurückzuführen, von denen annähernd alle gegenüber Unternehmen aus unserem Netzwerk erbracht wurden.

Der Konzernperiodenüberschuss / Konzernperiodenfehlbetrag verschlechterte sich um € 35,6 Mio. von einem Überschuss von € 22,3 Mio. am Ende des Sechsmonatszeitraums zum 30. Juni 2013 zu einem Fehlbetrag von € 13,3 Mio. am Ende des Sechsmonatszeitraums zum 30. Juni 2014. Diese Verschlechterung wurde überwiegend durch eine Verringerung der Erträge aus assoziierten Unternehmen und einen Anstieg von sonstigen betrieblichen Aufwendungen und Personalaufwand verursacht.

Geschäftsjahr 2013 (konsolidiert)

Die Umsatzerlöse des Konzerns betrugen in 2013 € 72,5 Mio. Annähernd zwei Drittel der Umsatzerlöse wurden durch die E-Commerce-Aktivitäten des Konzerns generiert, hauptsächlich durch drei unserer kleineren Unternehmen, die wir vollkonsolidieren und durch unsere Aktivitäten in Lateinamerika. Andere Dienstleistungen trugen 36 % der Umsatzerlöse in 2013 bei. Der Beitrag unserer Marktplatzaktivitäten an unseren Umsatzerlösen war in 2013 nicht wesentlich.

		Der Konzernjahresüberschuss für das Jahr 2013 betrug € 174,2 Mio., hauptsächlich aufgrund der Abspaltung der Zalando SE und der Auswirkungen von Finanzierungsrunden auf die Erträge von assoziierten Unternehmen. ***Geschäftsjahre 2013 und 2012 (nicht-konsolidiert)*** Auf nicht-konsolidierter Basis sind die Umsatzerlöse um 7 % gestiegen, von € 24,3 Mio. in 2012 auf € 26,0 Mio. in 2013. Dieser Anstieg ist in erster Linie auf eine Erweiterung des Dienstleistungsspektrums der Emittentin gegenüber den Unternehmen im Netzwerk, einschließlich der Errichtung eines Corporate Centers, zurückzuführen. Der Nettojahresüberschuss für das Jahr verringerte sich um 61 % von € 378,1 Mio. in 2012 auf € 147,1 Mio. in 2013, in erster Linie aufgrund einer Verringerung des Überschusses aus Beteiligungen und eines Anstiegs von Personalaufwendungen. ***Geschäftsjahre 2012 und 2011 (nicht-konsolidiert)*** Auf nicht-konsolidierter Basis sind die Umsatzerlöse um mehr als das Dreifache gestiegen, von € 6,7 Mio. in 2011 auf € 24,3 Mio. in 2012. Dieser Anstieg liegt auf einer Linie mit dem generellen Wachstum des Geschäfts der Emittentin und dem Anstieg der Dienstleistungen, welche die Emittentin den Unternehmen im Netzwerk bereitstellt, einschließlich des Dienstleistungsspektrums und der Zeit, die Mitarbeiter und Dritte bei der Bereitstellung der Dienstleistungen verbringen. Der Nettojahresüberschuss für das Jahr erhöhte sich stark von € 50,7 Mio. in 2011 auf € 378,1 Mio. in 2012, in erster Linie aufgrund eines Anstiegs des Überschusses aus Beteiligungen und anderem Betriebsüberschuss, der auf den Verkauf von Aktien in Groupon, Inc. und Zalando SE zurückzuführen ist. **Neueste Entwicklungen** Unsere Unternehmen haben die Steigerung ihrer Umsatzerlöse in dem zum 30. Juni 2014 endenden Sechsmonatszeitraum fortgesetzt. Die Entwicklung des EBITDA war nicht einheitlich, da manche unserer Unternehmen ihre Investitionen in ihr Wachstum fortgesetzt haben und dementsprechend einen Anstieg des negativen EBITDA in absoluten Zahlen aufwiesen. Die Emittentin ist Investitionsvereinbarungen mit der Philippine Long Distance Telephone Company, die € 333 Mio. als Barbetrag in die Emittentin eingebracht hat, sowie mit der United Internet Ventures AG, die € 333 Mio. als Barbetrag und eine mit € 102 Mio. bewertete Sacheinlage in die Emittentin eingebracht hat, eingegangen. Schließlich haben mit Holtzbrinck verbundene Unternehmen, die eine große Anzahl an Beteiligungen an unseren Unternehmen und Zwischenbeteiligungsgesellschaften halten, einige ihrer Beteiligungen als Gegenleistungen für Aktien der Emittentin eingebracht. Im September 2014 schlossen wir mit den anderen Aktionären der von Bigfoot I, Bigfoot II und BigCommerce gehaltenen Modeunternehmen eine Vereinbarung nach der diese Unternehmen in einer auf Schwellenländer fokussierten globalen Modegruppe zusammengefasst werden sollen. Es wird erwartet, dass diese Umgruppierung, die Dafiti, Lamoda, Zalora, Jabong und Namshi betrifft, im Dezember 2014 abgeschlossen wird.
B.8	**Ausgewählte wesentliche Pro-forma-Finanzinformationen.**	Entfällt. Die Emittentin hat keine Pro-forma-Finanzinformationen erstellt.
B.9	**Gewinnprognosen oder -schätzungen.**	Entfällt. Die Emittentin zeigt keine Gewinnprognose oder Gewinnschätzung auf.
B.10	**Beschränkungen im Bestätigungsvermerk zu den historischen Finanzinformationen.**	Entfällt. Die in diesem Prospekt enthaltenen geprüften historischen Finanzinformationen wurden jeweils mit uneingeschränkten Bestätigungsvermerken versehen.
B.11	**Ausreichen des Geschäftskapitals des Emittenten zur Erfüllung bestehender Anforderungen.**	Entfällt. Die Emittentin ist der Ansicht, dass der Konzern in der Lage ist, alle zumindest in den kommenden zwölf Monaten fällig werdenden Finanzverbindlichkeiten zu erfüllen.

C – WERTPAPIERE

C.1	**Art und Gattung der angebotenen und/oder zum Handel zuzulassenden Wertpapiere.**	Auf den Inhaber lautende Stammaktien ohne Nennbetrag (Stückaktien), jeweils mit einem anteiligen Betrag des Grundkapitals von € 1,00 mit voller Dividendenberechtigung ab dem 1. Januar 2014.
	Wertpapierkennung.	International Securities Identification Number (ISIN): DE000A12UKK6 Wertpapierkennnummer (WKN): A12UKK Common Code: 111314110 Ticker Symbol: RKET
C.2	**Währung der Wertpapieremission.**	Euro.
C.3	**Zahl der ausgegebenen und voll eingezahlten Aktien.**	Zum Datum dieses Prospekts 120.102.255 auf den Inhaber lautende Stammaktien ohne Nennbetrag (Stückaktien). Das Grundkapital der Emittentin ist vollständig eingezahlt. Mit der Eintragung der IPO-Kapitalerhöhung (wie in E.3 unten definiert) im Handelsregister wird sich das ausstehende Grundkapital der Emittentin auf bis zu € 153.043.432 belaufen und in bis zu 153.043.432 auf den Inhaber lautende Stammaktien ohne Nennbetrag (Stückaktien) eingeteilt sein. Unter der Annahme, dass die Greenshoe-Option (wie in E.3 unten definiert) vollumfänglich ausgeübt wird, wird die Emittentin weitere bis zu 4.941.176 auf den Inhaber lautende Stammaktien ohne Nennbetrag (Stückaktien) aus dem Genehmigten Kapital 2014 (wie in E.3 unten definiert) ausgeben. In diesem Fall wird sich das ausstehende Grundkapital der Emittentin auf bis zu € 157.984.608 belaufen und in bis zu 157.984.608 auf den Inhaber lautende Stammaktien ohne Nennbetrag (Stückaktien) eingeteilt sein. Alle Aktien werden vollständig eingezahlt sein.
	Nennwert pro Aktie.	Jede Aktie der Emittentin repräsentiert einen anteiligen Betrag des Grundkapitals von € 1,00.
C.4	**Beschreibung der mit den Wertpapieren verbundenen Rechte.**	Jede Aktie der Emittentin berechtigt zu einer Stimme in der Hauptversammlung der Emittentin. Es bestehen keine Stimmrechtsbeschränkungen. Die Aktien sind ab dem 1. Januar 2014 voll dividendenberechtigt.
C.5	**Beschreibung aller etwaigen Beschränkungen für die freie Übertragbarkeit der Wertpapiere.**	Entfällt. Die Aktien der Emittentin sind in Übereinstimmung mit den gesetzlichen Bestimmungen für auf den Inhaber lautende Stammaktien frei übertragbar. Es bestehen keine Verfügungsverbote oder -beschränkungen hinsichtlich der Übertragbarkeit der Aktien der Emittentin.
C.6	**Antrag auf Zulassung der Wertpapiere zum Handel an einem geregelten Markt, und Nennung aller geregelten Märkte, an denen die Wertpapiere gehandelt werden sollen.**	Entfällt. Die Zustimmung zur Einbeziehung der Aktien der Emittentin in den Handel im nicht regulierten Markt (Entry Standard) an der Frankfurter Wertpapierbörse wird für den 8. Oktober 2014 erwartet. Die Aufnahme des Handels der Aktien der Emittentin ist gegenwärtig für den 9. Oktober 2014 geplant. Die Emittentin plant derzeit, einen Antrag auf Zulassung ihrer Aktien zum Handel im regulierten Markt der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung zu dessen Teilbereich *Prime Standard* oder einem vergleichbaren Marktsegment einer anderen nationalen oder internationalen Wertpapierbörse in den nächsten 18 bis 24 Monaten zu stellen, vorausgesetzt die Gesellschaft erfüllt die geltenden Zulassungspflichten.
C.7	**Beschreibung der Dividendenpolitik.**	Die Emittentin beabsichtigt derzeit, alle verfügbaren Mittel und zukünftigen Erträge, sofern vorhanden, zurückzuhalten, um ihren Unternehmen mehr Eigenkapital zur Verfügung zu stellen, ihre Geschäftstätigkeit zu unterstützen und diese in die Lage zu versetzen, wachsen zu können. Die Emittentin plant gegenwärtig nicht, in absehbarer Zukunft Dividenden zu zahlen. Jede zukünftige Festsetzung von Dividendenzahlungen wird in Übereinstimmung mit dem anwendbaren Recht getroffen und wird unter anderem vom Ergebnis der Geschäftstätigkeit, der finanziellen Lage, vertraglichen Beschränkungen und dem Kapitalbedarf abhängen. Die zukünftige Fähigkeit der Emittentin, Dividenden zahlen zu können, kann durch die Bedingungen zukünftig ausgegebener Fremdkapitalinstrumente oder durch die Ausgabe von Wertpapieren mit Vorzug beschränkt sein.

D – RISIKEN

D.1 Zentrale Angaben zu den zentralen Risiken, die dem Emittenten oder seiner Branche eigen sind.

Der Erwerb von Aktien der Emittentin ist mit Risiken verbunden. Daher sollten Investoren bei der Entscheidung über eine Investition in Aktien der Emittentin das gesamte Dokument lesen und die nachfolgend beschriebenen Risiken und die sonstigen in diesem Prospekt enthaltenen Informationen sorgfältig prüfen. Der Marktpreis der Aktien der Emittentin könnte bei der Verwirklichung jedes einzelnen dieser Risiken fallen; in diesem Fall könnten die Anleger ihre Investition ganz oder teilweise verlieren. Die folgenden Risiken könnten, allein oder zusammen mit weiteren Risiken und Unwägbarkeiten, die der Emittentin derzeit nicht bekannt sind oder die sie derzeit als unwesentlich erachtet, die Geschäfts-, Vermögens-, Finanz- und Ertragslage erheblich negativ beeinträchtigen.

Die Reihenfolge, in der die Risikofaktoren beschrieben werden, stellt weder eine Aussage über die Eintrittswahrscheinlichkeit noch über die Bedeutung und Höhe der Risiken oder das Ausmaß der möglichen Beeinträchtigung unserer Geschäfts-, Vermögens-, Finanz-, Kapitalfluss- oder Ertragslage oder des Wertes der unmittelbaren oder mittelbaren Beteiligung der Emittentin an den Unternehmen dar. Die hier genannten Risiken können einzeln oder kumulativ eintreten.

Risiken im Zusammenhang mit der Emittentin und unseren Unternehmen

- Wir veröffentlichen in diesem Prospekt Bewertungen, die von den Investitionen in die Emittentin und unsere Unternehmen abgeleitet sind. Diese Bewertungen geben möglicherweise nicht die vergangenen, gegenwärtigen oder zukünftigen Zeitwerte der Emittentin oder der unserer Unternehmen wider und potenzielle Anleger dieser Emission sollten auf diese Bewertungen nicht unangemessen vertrauen.
- Wir sind zu einer großen Unternehmensorganisation mit einer erheblichen Anzahl von Unternehmen angewachsen, die in erster Linie in drei Kernbereichen in 116 Ländern aktiv ist. Es besteht keine Garantie, dass wir unsere bisherigen Wachstumsraten aufrechterhalten können oder dass wir weiterhin in der Lage sind, Wachstum zu schaffen, einschließlich aufgrund gestiegenen Wettbewerbs.
- Nahezu alle unsere Unternehmen weisen eine begrenzte Historie ihrer Geschäftstätigkeit auf, machen derzeit bedeutende Verluste und verfügen über einen negativen operativen Kapitalfluss, erfordern einen hohen Kapitaleinsatz und werden möglicherweise nie gewinnbringend oder zahlungsmittelgenerierend sein.
- Unsere Geschäftstätigkeit und unser Wachstum könnten beeinträchtigt oder beendet werden, wenn es uns nicht gelingt, zusätzliches Eigenkapital zu beschaffen oder Finanzierungsmittel zu günstigen Bedingungen aufzunehmen.
- Einige Gesellschafterverträge in Bezug auf unsere Unternehmen enthalten Vorzugsregelungen für Liquidationserlöse, die zu einer unverhältnismäßigen Verringerung des Wertes der unmittelbaren und mittelbaren Beteiligungen der Emittentin an unseren Unternehmen führen könnten, und Regelungen zum Schutz von Drittinvestoren, wenn eine spätere Finanzierungsrunde zu einer geringeren Bewertung durchgeführt wird, was zu einer Verwässerung der unmittelbaren und mittelbaren Beteiligungen der Emittentin an unseren Unternehmen führen könnte.
- Da die Emittentin die meisten unserer Unternehmen nicht beherrscht, sind diese in ihrer Geschäftstätigkeit unabhängig und können Geschäftsentscheidungen treffen, die weder im Interesse der Emittentin noch in ihrem eigenem Interesse liegen oder mit denen die Emittentin nicht einverstanden ist und die den Wert ihrer unmittelbaren oder mittelbaren Beteiligungen schmälern könnten.
- Aufgrund unserer weltweiten Expansion, insbesondere in eine große Anzahl von Schwellenländern, sind wir politischen, wirtschaftlichen, rechtlichen sowie sonstigen Risiken und Unsicherheiten ausgesetzt.
- Unsere Zielmärkte sind möglicherweise nicht so interessant wie wir derzeit annehmen und könnten sich entgegen unserer Vorstellungen entwickeln.
- Wir werden auf unseren Zielmärkten aufgrund der beachtlichen operativen Komplexität, einschließlich der Aufrechterhaltung der wichtigen Logistik-, Liefer- und Zahlungsinfrastruktur, insbesondere in unserem E-Commerce-Bereich, die wir bewältigen müssen, möglicherweise nie Gewinne erzielen können.

- Die Emittentin wurde von Oliver Samwer, dem derzeitigen Vorstandsvorsitzenden der Emittentin, mitgegründet und ist weiterhin auf seine Führung angewiesen. Interessenkonflikte zwischen Oliver Samwer und uns können entstehen, und es kann keine Garantie dafür übernommen werden, dass Oliver Samwer uns weiterhin seine Zeit und seinen Arbeitseinsatz widmet.
- Es kann zu Interessenkonflikten zwischen uns und unseren gegenwärtigen oder früheren Unternehmen oder auch zwischen unseren gegenwärtigen oder früheren Unternehmen kommen.
- Unser zukünftiges Wachstum wird von unserer Fähigkeit abhängen, zusätzliche bewährte Internetgeschäftskonzepte ausfindig zu machen, um auf deren Grundlage unsere Unternehmen zu gestalten und diese Konzepte in erfolgreiche Unternehmungen umzuwandeln.
- Im Anschluss an die Emission beabsichtigt die Emittentin derzeit, ihre Anlagestrategie dahingehend zu ändern, dass sie einen größeren Teil ihres Kapitals in unsere Unternehmen investiert und einen größeren Anteil an unseren Unternehmen über einen längeren Zeitraum hält, wodurch sich das Risiko der Emittentin erhöht, wenn eine Gesellschaft insolvent wird. Dies kann zu einer wesentlichen Verschlechterung des konsolidierten Ergebnisses der Geschäftstätigkeit der Emittentin führen.
- Unsere Unternehmen stehen möglicherweise unter starkem Wettbewerbsdruck und könnten scheitern, wenn unsere Konkurrenten überlegene, internetbasierte Angebote zur Verfügung stellen oder wenn wir uns nicht dem sich verändernden Marktumfeld anpassen.
- Jeder Schaden der Handelsmarken oder des Ansehens der Emittentin oder unserer Unternehmen könnte unsere Beziehungen zu Unternehmen, Verbrauchern und Anlegern wesentlich beeinträchtigen.
- Möglicherweise werden wir zum Ziel wettbewerbswidriger, schikanöser oder sonstiger schädigender Verhaltensweisen von Seiten Dritter, einschließlich Beschwerden bei Aufsichtsbehörden, nachteiligen Veröffentlichungen in Internet-Blogs sowie der öffentlichen Verbreitung bösartiger Bewertungen unserer Geschäftstätigkeit, wobei dies unser Ansehen schädigen könnte und dazu führen könnte, dass wir Marktanteile, Kunden und Umsätze verlieren.
- Um unsere Geschäftstätigkeit und unsere Unternehmen zu betreiben und auszubauen, sind wir auf talentierte, erfahrene und engagierte Mitarbeiter angewiesen, und wenn es uns nicht gelingt, Mitarbeiter einzustellen, zu halten, zu führen und zu motivieren oder wenn unser neues Personal nicht die erwarteten Leistungen erbringt, sind wir möglicherweise nicht in der Lage, erfolgreich zu wachsen.
- Wir sind möglicherweise nicht in der Lage unsere Unternehmenskultur aufrechtzuerhalten, die bisher ein Schlüssel zu unserem Erfolg gewesen ist.
- Wir sind auf Rahmenvereinbarungen mit weltweit führenden Technologieunternehmen angewiesen, die Werbe- und Technologiedienstleistungen für uns erbringen.
- Viele unserer Unternehmen sind hinsichtlich ihrer Warenversorgung und der Erbringung von Logistik- und anderen Dienstleistungen von Dritten abhängig, denen die Erbringung in verlässlicher oder zufriedenstellender Weise misslingen könnte.
- Unsere Technologieplattform und unsere Infrastruktur sind für uns unverzichtbar, und jede Störung bei der Aufrechterhaltung einer zufriedenstellenden Leistung unserer Technologieplattform und Infrastruktur könnte unsere Geschäftstätigkeit und unser Ansehen wesentlich beeinträchtigen.
- Unsere Geschäftstätigkeit könnte gestört werden, wenn wir nicht in der Lage sind, unsere Technologieplattform auszubauen, um der gestiegenen Nachfrage Rechnung zu tragen.
- Durch Versuche Dritter, unsere Netzwerk- oder Datensicherheitsmaßnahmen zu umgehen oder durch das Vorhandensein etwaiger sonstiger Sicherheitslücken könnten unser Ansehen geschädigt und unsere Geschäftstätigkeit beeinträchtigt werden.

- Der Emittentin wird es möglicherweise nicht gelingen, ein wirksames System unternehmensinterner Kontrollen hinsichtlich der Finanzberichterstattung einzuführen oder aufrechtzuerhalten und die Finanzabteilung der Emittentin könnte nicht ausreichen, um die Bedürfnisse unserer wachsenden Geschäftstätigkeit zu erfüllen.
- Die Geschäftsergebnisse der Emittentin sind möglicherweise unbeständig, was zu Schwankungen des Aktienkurses der Emittentin führen kann.
- Potenzielle Anleger dieses Angebots müssen ihre Anlageentscheidung auf Basis begrenzter vergangenheitsbezogener Informationen treffen, die das Geschäftsergebnis unserer nicht konsolidierten Unternehmen nicht widerspiegeln.
- Die Emittentin hat keine belastbaren Finanzzahlen für eine Anzahl von Unternehmen in ihrem Unternehmensnetzwerk und andere Beteiligungen.
- Die Emittentin geht davon aus, dass sie ihre Rechnungslegungsmethode von den deutschen Grundsätzen ordnungsgemäßer Rechnungslegung (HGB) auf internationale Rechnungslegungsvorschriften (IFRS) umstellen wird, wobei dies zu nachteiligen buchhalterischen Sonderbelastungen oder -Auswirkungen führen und ihre berichteten Geschäftsergebnisse beeinträchtigen kann.
- Sollten wir nicht in der Lage sein, unser Geschäftsergebnis genau und zuverlässig mittels bestimmter Leistungskennzahlen zu bewerten, kann unsere Fähigkeit, angemessene Geschäftsstrategien zu bestimmen und umzusetzen, beeinträchtigt sein.

Rechtliche und behördliche Risiken

- Staatliche Regulierung des Internets sowie des elektronischen Handels bildet sich derzeit immer weiter heraus. Sie könnte sich in einer für uns nachteiligen Weise ändern und es könnte uns misslingen, diese Vorschriften einzuhalten und nachteilige Änderungen oder unser Unvermögen, diese Regulierungsvorschriften einzuhalten, können unserer Geschäftstätigkeit, unserer finanziellen Situation, unseren Kapitalflüssen, unserem Betriebsergebnis und dem Wert der unmittelbaren und mittelbaren Beteiligungen der Emittentin an unseren Unternehmen erheblich schaden.
- Aufgrund einer Geschäftstätigkeit in 116 Ländern sind wir gehalten, zahlreiche komplexe und manchmal widersprüchliche gesetzliche und behördliche Vorgaben einzuhalten.
- Unsere Unternehmen üben ihre Geschäftstätigkeit in einigen Ländern aus, in denen Korruption als weitverbreitet gilt, wobei wir dem Risiko von Erpressungen und der Verletzung von Gesetzen zur Verhinderung der Korruption ausgesetzt sind.
- Unsere E-Commerce-Unternehmen könnten sich gegenüber ihren Kunden haftbar machen und Kunden verlieren, wenn ihre Produkte oder Dienstleistungen Fehler oder Mängel aufweisen oder in ihren angebotenen Diensten Störungen vorkommen.
- Unsere Marktplatzunternehmen werden möglicherweise Gegenstand von Behauptungen und Gerichtsverfahren hinsichtlich des Inhalts ihrer Internetseiten oder hinsichtlich Vorwürfen, dass die Eintragungen auf ihren Internetseiten raubkopiert, gefälscht oder rechtswidrig sind.
- Unsere Finanztechnologieunternehmen unterliegen zahlreichen und strengen Vorschriften in den Rechtsordnungen, in denen sie ihre Geschäfte betreiben.
- Wir werden möglicherweise Gegenstand von Gerichtsverfahren, die unsere Geschäftstätigkeit stören oder schädigen können.
- Es könnte uns nicht gelingen, unsere Rechte an geistigem Eigentum angemessen zu schützen oder uns könnte vorgeworfen werden, die Rechte an geistigem Eigentum Dritter verletzt zu haben.
- Da wir eine große Anzahl von sehr ähnlichen Gesellschafterverträgen verwenden, wäre – wenn ein Gericht einen oder mehrere unserer standardisierten Gesellschafterverträge für ungültig erklären würde – die Wirksamkeit sämtlicher unserer Gesellschafterverträge gefährdet; zudem halten wir möglicherweise nicht alle Regelungen aller unserer Gesellschaftsverträge und anderer Verträge ein.

Steuerrisiken

- Als ein schnell wachsendes und international expandierendes Unternehmensnetzwerk, das bisher eine ganze Reihe von bedeutsamen Exits, Fusionen und Umstrukturierungen in schneller Folge durchlebt hat, sehen wir uns mit ungeklärten Steuerfragen konfrontiert, und es ist für uns schwieriger als für etablierte Unternehmen, mögliche Steuerrisiken einzuschätzen, die von ungeprüften Geschäftsjahren herrühren. Daher könnte es in unserem Fall wahrscheinlicher sein, dass wir erhebliche zusätzliche Steuern im Anschluss an zukünftige Steuerprüfungen und laufende Steuerveranlagungen zu zahlen haben.
- Sollten die Steuerbehörden davon ausgehen, dass die Emittentin als Finanzunternehmen einzustufen und die Dividendenerträge und Veräußerungsgewinne als kurzfristige Eigenhandelsgewinne zu qualifizieren sind, wären die seit 2009 erhaltenen Dividendenerträge und Veräußerungsgewinne vollständig steuerpflichtig.
- Einige unserer grenzüberschreitenden Geschäftstransaktionen könnten nachteilige unvorhergesehene steuerliche Folgen auslösen.
- Die Abspaltung von Zalando und die anschließende Rücknahme der von der Rocket Beteiligungs GmbH an der Emittentin gehaltenen Aktien könnten eine erhebliche zusätzliche steuerliche Belastung zur Folge haben.
- Der organisatorische Aufbau unserer Abteilung zur Einhaltung der Steuervorschriften entsprach möglicherweise nicht in jedem Stadium unserer Entwicklung den wachsenden Anforderungen eines weltweit expandierenden Unternehmens.
- Wir könnten zur Zahlung zusätzlicher Steuern gezwungen sein, wenn unsere Verrechnungspreise innerhalb des Konzerns nicht den vorherrschenden Marktpreisen entsprechen. Sollten unsere Unternehmen nicht in der Lage sein, den umsatzsteuerlichen Anforderungen vollständig nachzukommen, könnte dies nachteilige steuerliche Auswirkungen zur Folge haben, einschließlich der Verpflichtung zur Rückzahlung von Vorsteuer.
- Wir unterliegen den Steuergesetzen und -vorschriften in Deutschland und zahlreichen weiteren Ländern. Unsere Steuerbelastung könnte sich als Folge einer zukünftigen steuerlichen Behandlung von Dividendenzahlungen, dem Ausschluss der Abzugsfähigkeit von Zinszahlungen, gegenwärtigen oder zukünftigen Steuerveranlagungen oder Gerichtsverfahren, die auf Änderungen inländischer oder ausländischer Steuergesetze und Doppelbesteuerungsabkommen oder Änderungen in deren Anwendung oder Auslegung zurückzuführen sind, erhöhen.
- Durch Veränderungen in der Eigentümerstruktur unserer Unternehmen sind wir möglicherweise nicht in der Lage laufende steuerliche Verluste, Verlustvorträge und Zinsvorträge zu nutzen.

D.3 Zentrale Angaben zu den Risiken, die den Wertpapieren eigen sind

Risiken in Verbindung mit den Aktien und dem Angebot

Der Marktpreis der Aktien der Emittentin könnte bei der Verwirklichung jedes einzelnen dieser Risiken fallen; in diesem Fall könnten die Anleger ihre Investition ganz oder teilweise verlieren.

- Es besteht kein Markt für die Aktien der Emittentin und die Entwicklung eines aktiven Handels könnte durch die vorgesehene Einbeziehung in das Untersegment Entry Standard eingeschränkt werden.
- Der Kurs und das Handelsvolumen der Aktien der Emittentin könnten wesentlich von dem Angebotskurs abweichen und wesentlich schwanken.
- Die Emittentin wird über einen weiten Ermessenspielraum hinsichtlich der Verwendung des Emissionserlöses verfügen. Sollte die Emittentin nicht in der Lage sein den Erlös wirkungsvoll zu verwenden, könnte der Aktienkurs der Emittentin sinken.
- Die Emittentin plant gegenwärtig nicht, und wird möglicherweise nicht in der Lage sein, in absehbarer Zukunft Dividenden zu zahlen.
- Als Ergebnis des Angebots wird die Emittentin zusätzliche Verwaltungsanforderungen einhalten müssen, einschließlich der Verpflichtung zur erstmaligen Veröffentlichung von Halbjahreszwischenabschlüssen.

- Etwaige zukünftige Verkäufe der Aktien der Emittentin durch unsere bestehenden Aktionäre, einschließlich der sogenannten Cornerstone Investoren, könnten den Kurs der Aktien der Emittentin senken, und die Interessen der bestehenden Aktionäre der Emittentin könnten von den Interessen der Emittentin abweichen oder diesen entgegenstehen.
- Zukünftige Kapitalmaßnahmen könnten zu einer wesentlichen Verwässerung, d. h. einer Wertminderung der Aktien und der Kontrollrechte der Anteile der bestehenden Aktionäre an der Emittentin führen. Zukünftige Emissionen von Schuldtiteln oder Dividendenpapieren könnten den Kurs der Aktien der Emittentin beeinträchtigen.

E – ANGEBOT

E.1	**Gesamtnettoerlöse.**	Der Emittentin fließen die Erlöse aus der Emission der Neuen Aktien (wie unter E.3 definiert) und, sofern die Greenshoe-Option (wie unter E.3 definiert) ausgeübt wird, aus dem Verkauf der Greenshoe-Option zu, jeweils abzüglich der Gebühren und Provisionen. Unter der Annahme, dass alle Neuen Aktien (wie unter E.3 definiert) platziert werden, erwartet die Emittentin am unteren Ende, in der Mitte und am oberen Ende der Preisspanne, die für das Angebot der Angebotsaktien festgesetzt wird („**Preisspanne**"), Bruttoerlöse von ungefähr € 1.169,4 Mio., € 1.284,7 Mio. und € 1.400,0 Mio.; die Nettoerlöse betragen ungefähr € 1.123,5 Mio., € 1.235,5 Mio. und € 1.347,5 Mio., jeweils am unteren Ende, in der Mitte und am oberen Ende der Preisspanne. Unter der Annahme, dass die Greenshoe-Option (wie unter E.3 definiert) vollständig ausgeübt wird und alle Angebotsaktien (wie unter E.3 definiert) platziert werden, erwartet die Emittentin am unteren Ende, in der Mitte und am oberen Ende der Preisspanne Bruttoerlöse von ungefähr € 1.344,8 Mio., € 1.477,4 Mio. und € 1.610,0 Mio.; die Nettoerlöse betragen ungefähr € 1.293,0 Mio., € 1.421,7 Mio. und € 1.550,4 Mio., jeweils am unteren Ende, in der Mitte und am oberen Ende der Preisspanne.
	Geschätzte Gesamtkosten der Emission/des Angebots, einschließlich der geschätzten Kosten, die dem Anleger vom Emittenten oder Anbieter in Rechnung gestellt werden.	Die durch das Angebot und die Börsennotierung des gesamten Grundkapitals der Emittentin entstehenden Kosten werden sich voraussichtlich auf insgesamt ungefähr € 12,5 Mio. (ausgenommen Konsortial- und Platzierungsprovisionen, die an die Konsortialbanken gezahlt werden wie in dem nächsten Absatz beschrieben,) belaufen und werden von der Emittentin getragen. Unter der Annahme eines Angebotspreis am unteren Ende, in der Mitte und am oberen Ende der Preisspanne der Platzierung der maximalen Anzahl von Angebotsaktien (wie unter E.3 definiert), der vollständigen Ausübung der Greenshoe-Option (wie unter E.3 definiert) und der vollständigen Zahlung der im Ermessen stehenden Gebühr von ungefähr € 20,2 Mio., € 22,2 Mio. bzw. € 24,2 Mio. am unteren Ende, in der Mitte und am oberen Ende der Preisspanne, liegt die den Konsortialbanken zustehende Provision bei € 39,3 Mio., € 43,2 Mio. bzw. € 47,1 Mio. Basierend auf den Annahmen in dem vorhergehenden Absatz belaufen sich die Gesamtkosten, die von der Emittentin für das Angebot und die Börsennotierung getragen werden, auf ungefähr € 51,8 Mio., € 55,7 Mio. bzw. € 59,6 Mio., woraus sich Nettoemissionserlöse von € 1.293,0 Mio., € 1.421,7 Mio. bzw. € 1.550,4 Mio. ergeben. Anlegern werden von der Emittentin oder den Konsortialbanken keine Kosten in Rechnung gestellt.
E.2a	**Gründe für das Angebot.**	Die Emittentin beabsichtigt, (i) mit dem Verkauf der Neuen Aktien das Wachstum und die Entwicklung ihrer Geschäfte zu finanzieren und (ii) durch die Einbeziehung der Aktien der Emittentin in das nichtregulierte Marktsegment der Frankfurter Wertpapierbörse (Entry Standard) einen besseren Zugang zum Kapitalmarkt zu erhalten.
	Zweckbestimmung der Erlöse, geschätzte Nettoerlöse.	Die Emittentin erwartet gegenwärtig einen Gesamtnettoerlös aus dem Angebot zwischen € 1.293,0 Mio. und € 1.550,4 Mio. (unter der Annahme, dass alle Angebotsaktien platziert werden und die Greenshoe-Option vollständig ausgeübt wird). Die Emittentin plant gegenwärtig, ungefähr € 400 Mio. bis € 500 Mio. von den Erlösen aus dem Angebot in *proven winners* zu investieren, um ihre Beteiligung an diesen zu erhöhen. Die Emittentin plant gegenwärtig, € 250 Mio. bis € 350 Mio. für Eigenkapitalinvestitionen in ausgesuchte *emerging stars*, einschließlich insbesondere foodpanda, Helpling und Lendico, zu investieren, um langfristiger eine

		Mehrheitsbeteiligung aufrechtzuhalten oder zu erreichen und deren Angewiesenheit auf externe Finanzierungsquellen zu reduzieren. Darüber hinaus plant die Emittentin gegenwärtig, € 600 Mio. bis € 700 Mio. in Konzepte und neue Gesellschaften zu investieren, um sich in die Position zu versetzen, die Finanzierung neuer Gesellschaften erheblich über die Grndungsfinanzierung ausweiten und eine langfristige Mehrheitsbeteiligung aufrechterhalten zu können. Die Emittentin wird die Erlöse aus dem Angebot erhalten, die aus dem Verkauf der Neuen Aktien (wie unter E.3 definiert) und, falls und in dem Umfang wie die Greenshoe-Option (wie unter E.3 definiert) ausgeübt wird, aus der Ausübung der Greenshoe-Option (wie unter E.3 definiert) erhalten, jeweils abzüglich der Gebühren und Provisionen. Unter der Annahme, dass alle Neuen Aktien (wie unter E.3 definiert) (32.941,177 Aktien) platziert werden, erwartet die Emittentin am unteren Ende, in der Mitte und am oberen Ende der Preisspanne Bruttoerlöse von ungefähr € 1.169,4 Mio., € 1.284,7 Mio. und € 1.400,0 Mio.; die Nettoerlöse betragen ungefähr € 1.123,5 Mio., € 1.235,5 Mio. und € 1.347,5 Mio., jeweils am unteren Ende, in der Mitte und am oberen Ende der Preisspanne. Unter der Annahme, dass die Greenshoe-Option (wie unter E.3 definiert) vollständig ausgeübt wird und alle Angebotsaktien (wie unter E.3 definiert) platziert werden, erwartet die Emittentin am unteren Ende, in der Mitte und am oberen Ende der Preisspanne Bruttoerlöse von ungefähr € 1.344,8 Mio., € 1.477,4 Mio. und € 1.610,0 Mio.; die Nettoerlöse betragen ungefähr € 1.293,0 Mio., € 1.421,7 Mio. und € 1.550,4 Mio., jeweils am unteren Ende, in der Mitte und am oberen Ende der Preisspanne. ***Angebotskonditionen***
E.3	**Beschreibung der Angebotskonditionen.**	Das Angebot (einschließlich eventueller Mehrzuteilungen) bezieht sich auf den Verkauf von 37.882.353 Angebotsaktien (wie untenstehend definiert) ohne Nennbetrag (Stückaktien) mit einem anteiligen Betrag am Grundkapital von jeweils €1,00 und mit voller Dividendenberechtigung ab dem 1. Januar 2014 und setzt sich zusammen aus: • 32.941.177 neu emittierten auf den Inhaber lautenden Stammaktien ohne Nennbetrag (*Stückaktien*) aus einer Kapitalerhöhung (die „**IPO-Kapitalerhöhung**") gegen Bareinlage unter Ausschluss der Bezugsrechte für die bestehenden Aktionäre, die von dem Vorstand der Emittentin unter Verwendung des durch Beschluss der außerordentlichen Hauptversammlung vom 22. August 2014 beschlossenen genehmigten Kapitals (das „**Genehmigte Kapital 2014**") voraussichtlich am 6. Oktober 2014 beschlossen und am selben Tag von einem Ausschuss des Aufsichtsrats der Gesellschaft genehmigt wird (die „**Neuen Aktien**") und • 4.941.176 bestehenden auf den Inhaber lautenden Stammaktien ohne Nennbetrag (*Stückaktien*) aus dem Bestand der GFG in Zusammenhang mit einer möglichen Mehrzuteilung (die „**Mehrzuteilungsaktien**" und zusammen mit den Neuen Aktien, die „**Angebotsaktien**"). Das Angebot besteht aus einem öffentlichen Angebot der Angebotsaktien in Deutschland und im Großherzogtum Luxemburg („**Luxemburg**") sowie Privatplatzierungen der Angebotsaktien in einigen anderen Jurisdiktionen außerhalb Deutschlands und des Großherzogtums Luxemburg. In den Vereinigten Staaten von Amerika werden die Angebotsaktien zum Verkauf an qualifizierte institutionelle Anleger gemäß Rule 144A („**Rule 144A**") nach dem U.S. Securities Act von 1933 in der derzeit gültigen Fassung („**Securities Act**") und an qualifizierte Käufer gemäß dem U.S. Investment Company Act von 1940 in der derzeit gültigen Fassung („**Investment Company Act**") angeboten. Außerhalb der Vereinigten Staaten von Amerika werden die Aktien an nicht-US Personen unter Berufung auf die Befreiung von den Registrierungserfordernissen gemäß der Regulation S („**Regulation S**") nach dem Securities Act angeboten. ***Angebotszeitraum*** Der Angebotszeitraum, innerhalb dessen Anleger ihre Kaufangebote für die Aktien abgeben können, beginnt voraussichtlich am 24. September 2014 und endet voraussichtlich am 7. Oktober 2014 um 12:00 Uhr MESZ (Mitteleuropäische Sommerzeit) für Privatanleger (natürliche Personen) und um 16:00 Uhr MESZ (Mitteleuropäische Sommerzeit) für institutionelle Anleger („**Angebotsfrist**"). Privatanleger (natürliche Personen) können ihre Kaufangebote für das öffentliche

Angebot in der Bundesrepublik Deutschland und dem Großherzogtum Luxemburg während des Angebotszeitraums in den Filialen der Konsortialbanken abgeben. Kaufangebote müssen in vollen Eurobeträgen oder Eurocentbeträgen von 25, 50 oder 75 Eurocent abgegeben werden. Mehrfachzeichnungen sind zulässig.

Preisspanne und Platzierungspreis

Die Preisspanne, innerhalb derer Kaufangebote abgegeben werden dürfen, liegt bei € 35,50 bis € 42,50 je Angebotsaktie.

Änderung der Angebotskonditionen

Die Emittentin, gemeinsam mit den Joint Global Coordinators behält sich vor die Gesamtanzahl der Angebotsaktien zu erhöhen oder abzusenken, das obere Limit und/oder untere Limit der Preisspanne zu erhöhen oder abzusenken und/oder den Angebotszeitraum zu verlängern oder zu verkürzen. Änderungen der Anzahl der Angebotsaktien, der Preisspanne oder eine Verlängerung beziehungsweise Verkürzung des Angebotszeitraums haben keinen Einfluss auf die Gültigkeit bereits abgegebener Kaufangebote. Für den Fall, dass solch eine Änderung zu einer Veröffentlichung eines Nachtrags zu diesem Prospekt führt, haben Anleger, die Kaufangebote vor der Veröffentlichung eines Nachtrages abgegeben haben, gemäß Wertpapierprospektgesetz das Recht, diese Angebote innerhalb von zwei Werktagen nach Veröffentlichung des Nachtrages zu widerrufen. Anstatt ihre Kaufangebote zu widerrufen, können Anleger diese Kaufangebote, die vor Veröffentlichung des Nachtrages abgegeben wurden, auch ändern oder neue beschränkte oder unbeschränkte Kaufangebote innerhalb von zwei Werktagen nach Veröffentlichung des Nachtrages abgeben. Sollten die Bedingungen dieses Angebots geändert werden, wird dies in elektronischen Medien (wie zum Beispiel Reuters oder Bloomberg) bekannt gegeben und, soweit vom Wertpapierprospektgesetz oder den Allgemeinen Geschäftsbedingungen der Deutsche Börse AG für den Freiverkehr an der Frankfurter Wertpapierbörse verlangt, als Veröffentlichung von wesentlichen Informationen über elektronisch betriebene Informationssysteme und auf der Webseite der Emittentin sowie als Nachtrag zu diesem Prospekt veröffentlicht. Eine individuelle Benachrichtigung der Anleger, die Kaufangebote abgegeben haben, erfolgt nicht. Unter bestimmten Umständen können die Joint Global Coordinators, im Namen der Konsortialbanken, vom Übernahmevertrag, welcher am 23. September 2014 mit der Emittentin abgeschlossen wurde (der „**Übernahmevertrag**“), zurücktreten und zwar auch noch nach der Aufnahme des Börsenhandels der Aktien der Emittentin im Freiverkehr der Frankfurter Wertpapierbörse.

Lieferung und Abrechnung

Die Angebotsaktien werden voraussichtlich am 10. Oktober 2014 gegen Zahlung des Angebotspreises geliefert. Die Angebotsaktien werden den Aktionären als Miteigentumsanteile an der Globalurkunde zur Verfügung gestellt

Cornerstone Investoren

Im Rahmen des Angebots werden Angebotsaktien in einem Gesamtinvestitionsbetrag von € 582,5 Mio. von Scottish Mortgage Investment Trust Plc, J.P. Morgan Securities LLC, Discovery Global Opportunity Master Fund, Ltd., FAR Global Private Markets Ltd., Makshaff Trading Investments Company Limited und Credit Suisse AG (gemeinsam die „**Cornerstone Investoren**“). Die Cornerstone Investoren haben sich vorbehaltlich bestimmter Kündigungsrechte und unter der Bedingung des Vollzugs des Angebots verpflichtet, Angebotsaktien zum Angebotspreis zu erwerben. Jedem Cornerstone Investor ist eine vollständige Zuteilung derjenigen Anzahl an Angebotsaktien zugesagt worden, für die er ein bindendes Kaufangebot abgegeben hat.

Stabilisierung, Mehrzuteilung und Greenshoe-Option

Im Zusammenhang mit dem Angebot der Angebotsaktien handelt Berenberg oder mit ihr verbundene Unternehmen, für Rechnung der Konsortialbanken, als Stabilisierungsmanager und kann in Übereinstimmung mit den rechtlichen Bestimmungen (§ 20a Abs. 3 Wertpapierhandelsgesetz in Verbindung mit der Verordnung (EG) Nr. 2273/2003 vom 22. Dezember 2003) Mehrzuteilungen vornehmen und Stabilisierungsmaßnahmen ergreifen, um den Marktpreis der Aktien der Emittentin zu stützen und um dadurch einem etwaigen Verkaufsdruck entgegenzuwirken.

Der Stabilisierungsmanager ist nicht zu Stabilisierungsmaßnahmen verpflichtet. Es kann daher nicht zugesichert werden, dass Stabilisierungsmaßnahmen ergriffen werden. Sollten Stabilisierungsmaßnahmen ergriffen werden, können diese jederzeit

		ohne Vorankündigung beendet werden. Solche Maßnahmen können ab dem Zeitpunkt der Aufnahme des Börsenhandels der Aktien der Emittentin vorgenommen werden und müssen spätestens am dreißigsten Kalendertag nach diesem Zeitpunkt beendet sein (der „**Stabilisierungszeitraum**“). Diese Maßnahmen können dazu führen, dass der Börsenkurs der Aktien der Emittentin höher ist, als es ohne solche Maßnahmen der Fall gewesen wäre. Des Weiteren kann sich vorübergehend ein Börsenkurs auf einem Niveau ergeben, das nicht von Dauer ist. Bei möglichen Stabilisierungsmaßnahmen können Anlegern zusätzlich zu den angebotenen Aktien der Emittentin bis zu 4.941.176 zusätzliche Aktien der Emittentin (Mehrzuteilungsaktien) als Teil der Zuteilung der zu platzierenden Aktien zugeteilt werden („**Mehrzuteilung**“). Zum Zwecke einer möglichen Mehrzuteilung werden dem Stabilisierungsmanager für Rechnung der Konsortialbanken bis zu 4.941.176 Aktien aus dem Aktienbesitz der GFG in Form eines Wertpapierdarlehens zur Verfügung gestellt. Dabei wird die Anzahl der Aktien 15 % der Neuen Aktien nicht übersteigen. Zudem wird die Emittentin den Konsortialbanken eine Option zum Erwerb von bis zu 4.941.176 zusätzlichen Aktien zum Angebotspreis abzüglich der vereinbarten Provisionen gewähren („**Greenshoe-Option**“), diese würden ausschließlich zur Erfüllung der Rücklieferungsverpflichtungen gemäß dem Wertpapierdarlehen zwischen dem Stabilisierungsmanager und der GFG von der Emittentin aus dem Genehmigten Kapital 2014 ausgegeben. Diese Option endet 30 Kalendertage nach dem ersten Handelstag. Der Stabilisierungsmanager ist berechtigt, die Greenshoe-Option in dem Maß der ursprünglichen Mehrzuteilung auszuüben. Dabei ist der Aktienbetrag um die Anzahl der Aktien zu vermindern, die von dem Stabilisierungsmanager am Tag der Ausübung der Greenshoe-Option gehalten wurden und die von diesem im Zusammenhang mit Stabilisierungsmaßnahmen erworben wurden. Bei Beendigung des Stabilisierungszeitraums wird innerhalb einer Woche in verschiedenen Presseerzeugnissen, die im gesamten Europäischen Wirtschaftsraum vertrieben werden, eine Mitteilung, ob es Stabilisierungsmaßnahmen gab, über Beginn und Ende der Stabilisierungsmaßnahmen sowie über die Preisspanne dieser Maßnahmen veröffentlicht. Letztere Information wird für jeden Termin mitgeteilt, zu dem Preisstabilisierungsmaßnahmen durchgeführt wurden. Die Ausübung der Greenshoe-Option, der zeitliche Ablauf der Ausübung und die Anzahl und Art der betroffenen Aktien werden unverzüglich in derselben Weise angekündigt werden.
E.4	**Beschreibung aller für die Emission/das Angebot wesentlichen, auch kollidierenden Interessen.**	Im Zusammenhang mit dem Angebot und der Einbeziehung in den Handel der Aktien der Emittentin befinden sich die Konsortialbanken in einer vertraglichen Beziehung mit der Emittentin. Die Konsortialbanken handeln im Auftrag der Emittentin bei dem Angebot und koordinieren dessen Strukturierung und Durchführung. Des Weiteren wurde Berenberg als designierter Börsenhändler für die Aktien der Emittentin und Deutsche Bank Aktiengesellschaft als Zahlstelle und Aktienbuchführer ernannt. Nach erfolgreichem Abschluss des Angebots erhalten die Konsortialbanken eine Provision. Die Konsortialbanken und die mit ihnen verbundenen Unternehmen unterhalten gegenwärtig und möglicherweise auch von Zeit zu Zeit in der Zukunft Geschäftsbeziehungen (einschließlich Kredit- und andere Finanzierungsaktivitäten) mit dem Konzern und den bestehenden Aktionären oder können im Rahmen der gewöhnlichen Geschäftstätigkeit Dienstleistungen für den Konzern und die bestehenden Aktionäre erbringen. Im Zusammenhang mit dem Angebot, können die Konsortialbanken und alle mit ihnen verbundenen Unternehmen auf eigene Rechnung Angebotsaktien erwerben und diese auf eigene Rechnung halten, kaufen oder verkaufen und diese Angebotsaktien auch außerhalb dieses Angebots anbieten oder verkaufen. Dementsprechend sollten Bezugnahmen in dem Prospekt auf das Angebot oder die Platzierung von Angebotsaktien als einschließlich eines Angebots oder einer Platzierung von Angebotsaktien an eine der Konsortialbanken oder deren entsprechende und in ihrer Eigenschaft als solche handelnde verbundene Unternehmen gelesen werden. Zudem können bestimmte Konsortialbanken und ihre verbundenen Unternehmen finanzielle Vereinbarungen (einschließlich Swaps) mit Investoren abschließen, im Zusammenhang mit denen die Konsortialbanken (oder ihre verbundenen Unternehmen) von Zeit zu Zeit Angebotsaktien erwerben, halten oder veräußern. Keine der Konsortialbanken plant, den Umfang irgendwelcher Investitionen oder Geschäfte dieser Art offenzulegen, soweit dies nicht aufgrund von gesetzlichen oder regulatorischen Vorschriften erforderlich ist.

		Als Teil des Angebots wird J.P. Morgan Securities LLC vorbehaltlich bestimmter Kündigungsgründe und des Eintritts der aufschiebenden Bedingung des Closing, Angebotsaktien in einen Gesamtvolumen von € 100 Million erwerben. Während die bestehenden Aktionäre der Emittentin nicht an dem Angebot teilnehmen werden, profitieren sie von der Börsennotierung der Aktien der Emittentin, da sie handelbare Wertpapiere halten werden.
E.5	**Name der Person/des Unternehmens, die/das das Wertpapier zum Verkauf anbietet.**	Die Aktien werden von den Konsortialbanken (wie oben unter A.1 definiert) zum Verkauf angeboten.
	Bei Lock-up-Vereinbarungen die beteiligten Parteien und die Lock-up-Frist.	In dem Aktienübernahmevertrag hat sich die Emittentin gegenüber jeder der Konsortialbanken verpflichtet, soweit dies gesetzlich zulässig ist, dass sie nicht ohne die vorherige schriftliche Zustimmung der Joint Global Coordinators (wobei die Erteilung dieser Zustimmung nicht ohne vernünftigen Grund verweigert oder verzögert werden darf), innerhalb eines Zeitraums von sechs Monaten nach dem ersten Handelstag der Aktien der Emittentin (derzeit für den 9. Oktober 2014 erwartet): • eine Kapitalerhöhung aus genehmigtem Kapital ankündigt oder durchführt, • ihren Aktionären eine Kapitalerhöhung vorschlägt, oder • die Ausgabe von Finanzinstrumenten mit Wandlungs- oder Optionsrechte in Bezug auf Aktien der Emittentin ankündigen, ausführen oder ihren Aktionären vorschlagen oder andere Geschäfte mit wirtschaftlich vergleichbarer Wirkung. Die vorangegangenen Ausführungen gelten nicht für die IPO-Kapitalerhöhung und die Kapitalerhöhung im Zusammenhang mit einer Ausübung der Greenshoe Option. Die bestehenden Aktionäre haben sich durch separate Lock-up Agreements verpflichtet, nicht ohne vorherige schriftliche Einverständniserklärung der Konsortialbanken (welche nicht ungerechtfertigt verweigert werden darf), vor Ablauf einer zwölf-Monatsfrist nach dem ersten Handelstag der Aktien der Emittentin an der Frankfurter Wertpapierbörse (welcher aktuell für den 9. Oktober 2014 geplant ist) ihre Aktien oder Wertpapiere der Emittentin zu verkaufen, zu verteilen, zu verpfänden (ohne Eigentumsübertragung), zu übertragen oder in sonstiger Weise zu veräußern. Es gelten dieselben Regeln für Geschäfte mit wirtschaftlich vergleichbarer Wirkung. Die vorstehend genannten Lock-up Einschränkungen gelten nicht für (i) den Kauf, Verkauf und die Übertragung von Aktien der Emittentin im Rahmen eines Übernahmeangebots für die Emittentin, (ii) die außerbörsliche Übertragung von Aktien der Emittentin durch die bestehenden Aktionäre auf ihre Tochtergesellschaften, (iii) die Verteilung von Aktien der Emittentin durch diese Aktionäre an ihre Aktionäre, Mitglieder oder Partner durch Sachdividenden, unter der Voraussetzung, dass der Empfänger dieser Übertragung, sich schriftlich dazu verpflichtet, die Einschränkungen, die für die bestehenden Aktionäre der Emittentin gelten für den noch ausstehenden Zeitraum des Lock-up Agreements einzuhalten.

E.6	**Betrag und Prozentsatz der aus dem Angebot resultierenden unmittelbaren Verwässerung.**	Das Angebot beinhaltet die Begebung neuer Aktien. Die verwässernde Wirkung des Angebots ist in der untenstehenden Tabelle dargestellt, welche den Betrag, um den der Angebotspreis am unteren Ende, in der Mitte und am oberen Ende der Preisspanne das gesamte auf die Anteilseigner entfallene Eigenkapital pro Aktie nach Abschluss des Angebots übersteigt, darstellt. Nach Durchführung der Kapitalerhöhungen, die zwischen dem 1. Juli 2014 und 22. September 2014 stattfanden und Ausgabe der Neuen Aktien im Rahmen des Angebots sowie unter Annahme eines Angebotspreises von € 39,00 in der Mitte der Preisspanne und vollständiger Ausübung der Greenshoe-Option, hätte das auf die Anteilseigner der Emittentin entfallende Eigenkapital basierend auf dem Nettoemissionserlös des Angebots zum 30. Juni 2014 € 2.939,1 Mio. bzw. € 18,6 pro Aktie der Emittentin betragen. Basierend auf 157.984.608 ausgegebenen Aktien der Emittentin nach Abschluss des Angebots (unter der Annahme, dass alle Neuen Aktien platziert werden und die Greenshoe-Option vollständig ausgeübt wird), würde dies einer direkten Verwässerung von € 20,4 bzw. 52,3 % pro Aktie der Emittentin für Personen, die an dem Angebot teilnehmen, entsprechen.

	unteres Ende	Mittelwert	oberes Ende
Preis pro Aktie (in €)	35,5	39,00	42,50
Auf die Anteilseigner entfallendes Eigenkapital pro Aktie zum 30. Juni 2014 (Nettobuchwert[1] vor IPO) (in €)	12,63	12,63	12,63
Post-IPO Eigenkapital pro Aktie (Nettobuchwert[2] nach IPO) (in €)	17,79	18,60	19,42
Betrag, um den der Nettobuchwert nach IPO den Nettobuchwert vor IPO übersteigt (in €)	5,15	5,97	6,78
Betrag, um den der Angebotspreis den Nettobuchwert nach IPO übersteigt (unmittelbare Verwässerung pro Aktie) (in €)	17,71	20,40	23,08

(1) Der Nettobuchwert vor IPO entspricht der Summe aus gezeichnetem Kapital minus eigene Anteile plus Kapitalrücklage plus Gewinnrücklagen plus kumuliertes übriges Konzernergebnis plus Konzernbilanzgewinn/Konzernbilanzverlust plus das Eigenkapital, das in den Kapitalerhöhungen, die zwischen dem 1. Juli 2014 und 22. September 2014, stattfanden, eingebracht wurde dividiert durch die Anzahl der ausgegebenen Aktien unmittelbar vor dem Angebot.

(2) Der Nettobuchwert nach IPO entspricht der Summe aus gezeichnetem Kapital minus eigene Anteile plus Kapitalrücklage plus Gewinnrücklagen plus kumuliertes übriges Konzernergebnis plus Konzernbilanzgewinn/Konzernbilanzverlust zum 30. Juni 2014 plus das Eigenkapital, das in den Kapitalerhöhungen, die zwischen dem 1. Juli 2014 und dem 22. September 2014 stattfanden, eingebracht wurde, plus die Nettoerlöse aus der Ausgabe der Neuen Aktien zum unteren Ende, Mittelwert bzw. oberen Ende der Preisspanne plus die Erlöse aus einer vollständigen Ausübung der Greenshoe Option dividiert durch die Anzahl der ausgegebenen Aktien nach Abschluss des Angebots (unter der Annahme, dass alle Neuen Aktien platziert werden und die Greenshoe-Option vollständig ausgeübt wird).

E.7	**Schätzung der Ausgaben, die dem Anleger vom Emittenten oder Anbieter in Rechnung gestellt werden.**	Entfällt. Anlegern werden von der Emittentin oder den Konsortialbanken keine Kosten in Rechnung gestellt.

RISK FACTORS

*An investment in the shares of Rocket Internet AG, Berlin, Germany (the "**Issuer**" and together with the legal entities that are fully consolidated in the Issuer's consolidated financial statements, the "**Group**"), is subject to risks. In addition to the other information contained in this prospectus, investors should carefully consider the following risks when deciding whether to invest in the Issuer's shares. The market price of the Issuer's shares could decline if any of these risks were to materialize, in which case investors could lose some or all of their investment. The following risks, alone or together with additional risks and uncertainties not currently known to us, or that we might currently deem immaterial, could materially adversely affect our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies.*

The order in which the risks are presented is not an indication of the likelihood of the risks actually materializing, or the significance or degree of the risks or the scope of any potential harm to our business, net assets, financial condition, cash flows, results of operations or the value of the Issuer's direct and indirect interests in our companies. The risks mentioned herein may materialize individually or cumulatively.

*In this prospectus, "**we**", "**us**", "**our**" or "**Rocket Internet**" refers to the Issuer, together with our companies (our companies refer to the proven winners, emerging stars, concepts, regional Internet groups, intermediate holding companies and the companies in the categories strategic participations and other investments that were founded by us). Financial information included in this section as of a date other than, or a period other than the years ended, December 31, 2011, December 31, 2012 or December 31, 2013 has been taken or derived from the condensed interim consolidated financial statements as of and for the six months ended June 30, 2014 or the accounting or controlling records of the Issuer or the companies and is unaudited.*

Risks Related to the Issuer and Our Companies

We disclose in this prospectus valuations derived from investments in the Issuer and our companies. These valuations may not reflect the past, present or future fair values of the Issuer or our companies, and potential investors in this offering should not place undue reliance on these valuations.

In a number of financing rounds to date, investors have provided equity capital to the Issuer and our companies. Investors that have provided equity capital directly to the Issuer include affiliates of Investment AB Kinnevik ("**Kinnevik**") and the Access Industries group of companies, which includes AI European Holdings S.à r.l., AI Linio Holdings LLC, AI Zencap Holdings LLC and AI Lendico Holdings LLC (together "**Access Industries**") as well as, most recently, Philippine Long Distance Telephone Company ("**PLDT**"), United Internet Ventures AG and HV Holtzbrinck Ventures Fund IV LP, Holtzbrinck Ventures NM GmbH & Co. KG and HV Holtzbrinck Ventures Fund V GmbH & Co. KG (together "**Holtzbrinck Ventures**" and together with its affiliates "**Holtzbrinck**"). A large number of other investors, including affiliates of MTN Group Limited ("**MTN**"), Ooredoo Q.S.C., TESCO OVERSEAS INVESTMENTS LIMITED ("**Tesco**"), Millicom International Cellular S.A. ("**Millicom**"), certain funds attributable to J.P. Morgan Investment Management Inc., Ontario Teachers' Pension Plan and Holtzbrinck have provided equity capital to our companies.

In order to determine the price for interests that were acquired by investors in the Issuer and our companies, we, the other shareholders in the relevant entity and the relevant investor determined a valuation for the relevant entity, and, in the cases of a contribution in kind rather than a cash contribution by the Investor, also on a valuation of such contribution in kind. These valuations were often based on limited operational and historical information about the relevant entity (or the asset, in the case of a contribution in kind), not confirmed by an independent third party expert such as an accounting firm or an investment bank, and reflect the specific circumstances under which the relevant investment in the company was made, including the specific terms of the investments, such as liquidation preferences, and the insights, assumptions and expectations of the relevant investors at that point in time. Some of these valuations are no longer recent and the circumstances under which they were made may have changed, including as a result of changes in foreign exchange rates, or because some of our companies may not have performed in accordance with the expectations of investors at the time of the relevant financing round.

In addition, certain of our financing rounds may not represent the fair value of our companies as they were completed with affiliates, or with investors that had already invested in the Issuer or our companies (such as Holtzbrinck), at less than arm's length. The valuations we have disclosed may therefore exceed the price that third parties would be willing to pay for the relevant investment in a future financing round, a potential exit or a potential initial public offering, even one that occurred shortly after the relevant valuation date. For example, Kinnevik reports fair values for our operating and holding companies that are typically lower than the valuations of the relevant entity in its last financing round. If the Issuer retains a stake in one of our companies after such company has been taken public, for example, because the company executed an initial public offering in order to allow other investors to sell their stakes, the value of the Issuer's stake will be influenced by changes in the market price for the shares of this company. Our co-investors in our regional Internet groups may have valued them more highly based on the expectation of synergies from their investments that would benefit their particular business. In addition, liquidation preferences granted to later investors in our companies may impact the value of the Issuer's interests in these companies. Certain of our intermediate holding companies have received valuations that were lower than the total valuations of the companies in which they held interests. Further, in connection with financing rounds of the Issuer or some of our companies or regional Internet groups, we may have agreed to lower valuation as we expect to reap benefits from a future cooperation with the investor, which may not be realized or not to the extent originally expected.

Consequently, the valuations of the Issuer and our companies may not reflect their past, present or future fair values, or any potentially achievable fair value in the future. Accordingly, potential investors in this offering should not place undue reliance on these valuations. Given the hundreds of individual transactions that have taken place over the last several years, there is no guarantee that the transaction parameters and resulting valuations were always correctly determined and recorded. Any investment in the Issuer's shares must be based upon an investor's own assessment of its circumstances and the circumstances surrounding the Issuer and our companies.

The materialization of any of the risks described above could have a material adverse effect on the Issuer's business, financial condition, cash flows, and results of operations and its share price and valuation.

We have grown into a large organization with a significant number of companies active primarily in three focus sectors and 116 countries. There is no guarantee that we can maintain our historical growth rates or that we can continue to manage future growth, including as a result of increased competition.

The growth of our business is based on our ability to identify proven Internet business models and transfer them to new, underserved or untapped markets, where we seek to build and scale them into market leading online companies. Since 2007, we have successfully developed new online companies in the e-commerce, marketplace and financial technology sectors, and have scaled these companies to underserved, high-growth emerging markets, such as India, Mexico and Brazil. Despite our success thus far, there is no guarantee that we can maintain our historical growth rates or continue to generate future growth. We may be unable to identify additional proven Internet business models, either at our current rate or at all, and we may be unable to continue or further develop our processes for building and scaling new companies in Internet business sectors. In addition, we may be unable to identify new markets for our companies or to grow or to become profitable in the markets in which we currently operate. While we have focused on developing each of our companies into a market leader, we anticipate that the success of our companies will inevitably attract competitors, which may include large Internet companies that do not currently operate in our target markets or sectors, such as Google's recently launched Shopping Express, Amazon, Naspers, Facebook or Group Casino's online companies. In addition, new entrants in some of these markets, such as Alibaba, which recently raised significant additional capital, could devote additional resources and increase their efforts. Our current and future competitors may have greater resources than us, may outperform us and may substantially limit our ability to continue to grow. In order to support our growth rates, we may in the future engage in acquisitions of existing companies. We may, however, be unable to successfully integrate any acquired companies and may not be able to achieve any expected benefits from such transactions. In addition, we may acquire liabilities in connection with any such transaction, which may not be covered by sufficient contractual indemnities.

In addition, our rapid growth over the past seven years has placed significant demands on our combined management, operational and financial infrastructure. We have experienced substantial growth in terms of headcount and operations, and may not be able to effectively manage our growth going forward, which could result in a deterioration of the quality of our products and services. Our expansion into international markets, including emerging markets, heightens these risks due to the challenges of launching, growing and supporting businesses in a diverse environment composed of multiple languages, cultures, customs, legal, judicial and regulatory systems and commercial infrastructures. There is no guarantee that we will be able to continue developing and implementing the management, operational and financial infrastructure that our business model requires.

As we have grown, our corporate structure has also become substantially more complex. The Issuer is organized as an operating company that holds interests in multiple levels of regional Internet groups, intermediate holding companies and local entities, and we have entered into a large number of agreements with investors at all levels of our corporate structure. Significant management time and effort is required to effectively manage the increased complexity of our corporate structure and contractual obligations, which may limit the ability of our management to focus on the strategic growth of our business and our companies.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Nearly all of our companies have limited operating histories, are significantly loss making, have a negative operating cash flow, require significant capital expenditure and may never be profitable or cash generating.

Nearly all of our companies have only limited operating histories and have incurred substantial costs for marketing their products and launching and expanding their operations. According to available financial information, our proven winners, emerging stars, regional Internet groups, concepts, strategic participations and other investments (excluding results of participations that belonged to the Global Founders Capital Fund portfolio and were contributed in August 2014), were, each in the aggregate, loss making (based on the respective last financial year). However, with the exception of the proven winners, we are not in possession of information that would allow us to reliably quantify the aggregate loss of the companies in any other category. Our proven winners generated aggregate net losses of €442 million (unaudited sum total of their net losses based on generally accepted accounting principles applicable for the relevant company, in each case taking the last financial year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests). The aggregate cash outflows from operating activities and cash outflows from investing activities of our proven winners amounted to €421 million (unaudited sum total of the cash flows from operating activities and cash flows from investing activities based on generally accepted accounting principles applicable for the relevant company, in each case taking the last financial year for which data was available). Nearly all of our companies cannot presently fund their cash flow needs from operations alone.

The executive officers of our companies often have limited management experience in their respective industries, and there is no guarantee that our companies have, or will be able to develop business plans that will allow them to become profitable or generate positive cash flow in the future. The operating expenses of our companies may increase in the foreseeable future as they continue to develop their products and services, increase their sales and marketing efforts and expand their operations.

The operating losses and negative cash flows incurred by our companies may have an ongoing negative impact on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies. In addition, we may be limited in our ability to exit an investment in a poorly performing company. Because nearly all of our larger and more mature companies are not fully consolidated, the Issuer's consolidated financial statements generally include the performance of our youngest and least mature companies, which may introduce substantial volatility into the Issuer's financial results. Operating losses at our consolidated companies and our companies accounted for at equity will also have a direct negative impact on the Issuer's consolidated income statement, which may substantially impact the Issuer's own profitability. Any future consolidation of our companies with operating losses will likewise negatively affect the Issuer's consolidated income statement and profitability.

Many of our most mature companies are not consolidated in the Issuer's results at all, which means that if they begin to perform poorly it will not be reflected in the Issuer's financial results. Any failure of one of these companies, which we refer to as proven winners elsewhere in this prospectus, would nevertheless adversely affect the Issuer's market capitalization, as investors have historically ascribed considerable value to these companies, and harm the Issuer's reputation, which may limit the Issuer's ability to finance other companies in our network, thereby potentially putting them at risk as well.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our operations and growth may be impaired or cease if we do not succeed in raising additional equity or in borrowing money on favorable terms.

The growth and expansion of our companies will likely require additional capital. Nearly all of our companies have a negative cash flow and require periodic injections of capital in order to continue to run their businesses. If our companies need capital but are not able to raise it, their growth may be limited and their market shares may be negatively impacted. They may also be forced to scale back their operations or even cease to exist as going concerns. There is no guarantee that our companies will be able to obtain additional financing on favorable terms or at all. We may also not have the same access to equity and debt capital as our competitors, in particular those based in the United States, and general economic disruptions and downturns may negatively affect the ability of our companies to raise capital when needed. In the past, we have received significant investment commitments from certain key investors on repeated occasions. There is no assurance that these investors will meet their outstanding commitments to us or that they will continue to make such commitments in the future. If our relationship with these investors should deteriorate, we may not be able to find other investors who are willing and able to make the same type of commitments or investments in us. We may also fail to accurately project the capital needs of our companies, and may not be able to provide them with sufficient capital to continue to run their businesses, even if we wished to do so. In the case of any such event, our interest in any such company may be diluted and the value of our stake in such company may decline or may become worthless.

In the medium to long term the Issuer could require additional capital, such as cash to finance its corporate overhead and to meet its existing funding plans. The Issuer may also experience increased administrative costs as a result of becoming a public company. The Issuer receives only limited amounts of cash from its companies because, as of the date of this prospectus, nearly all of our companies have a negative operating cash flow and do not provide any funds to the Issuer in the form of dividends. While the Issuer generally recoups a portion of its overhead and other expenses by charging our companies for certain services, there is no guarantee that it will be able to completely or partially recover the costs of its operations in the future, particularly in the case of companies which fail to secure adequate funding.

If the Issuer needs capital and is unable to raise it, the Issuer may be required to take additional steps, such as borrowing money on unfavorable terms or divesting assets prematurely, in order to raise capital, which may trigger certain change-of-control provisions that allow investors in the relevant entity to either purchase the Issuer's stake, or require the Issuer to purchase theirs, at a discount to fair value. Additional provisions, such as those granting other investors a right to first purchase or a tag-along right, could delay, impair or prevent the disposal of the Issuer's interests in our companies or could curtail our operating flexibility.

Any deterioration in the performance, prospects or perceived value of the Issuer or its companies may have a material adverse effect on the Issuer's share price and valuation and may trigger additional capital requirements and asset impairments. Further, any liquidity concerns encountered by the Issuer may require it to curtail or abandon its growth strategy and limit its ability to provide financial support to existing companies. As a result, some of our companies may be forced to limit or cease operations, which, in turn, may negatively affect our reputation and finances and the reputation and finances of the other companies in our network. Ultimately, an ongoing shortage of capital may cause the Issuer to cease as a going concern.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

A number of shareholders' agreements relating to our companies contain liquidation preferences, which may result in a disproportionate decrease in the value of the Issuer's direct and indirect stakes in our companies, and protection clauses for third party investors if a later financing round is effected at a lower valuation which may lead to a dilution of the Issuer's direct and indirect interests in our companies.

Nearly all of the shareholders' agreements relating to our companies contain liquidation preference structures that would, in certain situations including a change of control or liquidation of the relevant company, allow investors who invested in later financing rounds to receive proceeds up to the value of their initial investment, or sometimes even more, before proceeds are distributed to investors in earlier financing rounds. In any such situation, there is no guarantee that the Issuer or the relevant holding company, as founder and frequent early investor in our companies, would receive any proceeds after the liquidation preferences of other investors had been satisfied. In fact, the Issuer is typically one of the most junior-ranking investors in our companies, and thus highly likely to be affected by any liquidation preferences. In addition, if the valuations of our companies decline, the Issuer's interests in our companies are likely to be disproportionately impacted relative to later investors who have a higher priority in the distribution of proceeds (whether due to liquidation preferences or other structural subordination) because such reductions in valuation are more likely to impact the proceeds paid to junior investors such as the Issuer.

Certain of our shareholders' agreements relating to our companies also provide investors with so-called down-round protections rights. These rights entitle the investor to receive compensation shares if a future financing round values the company lower than the valuation during the round in which the investor originally invested. Because this compensation is paid in the form of shares in the relevant company, the interest of investors that do not receive compensation shares, which typically include the Issuer, will be diluted if these rights are triggered.

Further, a number of our shareholders' agreements contain so-called drag-along rights, which give the major shareholders of the relevant company the right to require the other shareholders to sell their shares in the same transaction and at the same conditions. The price to be paid pursuant to these conditions may be lower than the corresponding valuation based on the last financing round or secondary transaction disclosed in this prospectus. While we may be able to block a drag-along transaction in some cases, we do not hold a sufficiently large stake to block a drag-along in a number of our companies, which means that the Issuer or our intermediate holding companies may not be in a position to block a sale at a valuation below the valuation of the relevant entity based on the last financing round or secondary transaction.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Because the Issuer does not control most of our companies, they are operationally independent and may make business decisions that are not in the Issuer's or their best interests or that the Issuer does not agree with and which could impair the value of the Issuer's direct and indirect holdings.

The Issuer has no control and only limited influence over most of our companies. As of June 30, 2014, none of our proven winners were fully consolidated in the Group's financial results, reflecting the limited influence the Issuer has over these companies. Other companies are only accounted for at equity, which is predicated on the Issuer having a level of influence that does not rise to the level of control.

Although our companies have historically looked to us for, and followed our, advice on financial and operating matters, there is no assurance that the companies the Issuer does not control, including those over which the Issuer may have significant influence, will continue to heed or solicit our advice, including advice on significant financial or other business decisions that may have a material adverse effect on our or their interests or may be inconsistent with our or their business strategy. Management or other direct or indirect stakeholders in the companies that the Issuer does not control may have economic or business interests or objectives that differ from those of our Group or may disagree with our advice regarding financial or operating matters.

There is no guarantee that the companies the Issuer does not directly or indirectly control will not act in a manner that is directly or indirectly harmful to our or their best interests, and disputes regarding the plans, strategies or business models of the companies the Issuer does not control may consume management's time and effort and reduce its ability to successfully execute the business strategy of the Issuer. The companies the Issuer does not control have also historically purchased a certain level of services from us which has allowed us to offset a substantial portion of the overhead costs of providing these services and recover the variable costs. We cannot guarantee that the companies the Issuer does not control will continue to make use of our services which may increase our cost in providing them or limit our ability to continue or expand our current services.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our global expansion, in particular into a large number of emerging markets, exposes us to political, economic, legal and other risks and uncertainties.

We conduct business in over 100 countries on five continents. As a result of our expansion, we are active in a large number of diverse markets, which exposes us to a variety of local economic, political and social conditions, including potential hyperinflationary conditions, civil unrest, regulations restricting or limiting foreign ownership and political instability. Our operations are carried out in a large number of foreign currencies, which exposes us to risk in connection with fluctuations or devaluations of currencies as well as foreign exchange controls that impact our ability to convert currencies. We do not currently hedge these risks. Our companies are also exposed to risks related to domestic and foreign customs, tariffs, quotas, import or export licensing requirements and other trade barriers. Our companies have to analyze and operate in opaque or unfamiliar legal systems, which may contain conflicting regulatory requirements and are often subject to arbitrary enforcement by authorities, and may face complex taxation issues. For more information, see "*—Legal and Regulatory Risks—Conducting business in 116 countries requires us to comply with numerous, complex and sometimes conflicting legal and regulatory requirements*". In addition, financial and economic sanctions may be imposed or tightened by other countries or international organizations on the countries in which we operate, for instance on the Russian Federation ("**Russia**"), where Lamoda and some of our other companies conduct business. The governments of the countries in which we operate may also nationalize our companies. If one of our companies were to become profitable, we may be faced with limitations on the remittance of dividends and other cross-border payments or on the recovery of amounts withheld due to withholding taxes. As we continue to grow, these complications may grow worse, and there is no guarantee that we can manage them effectively or at all.

We also face specific risks as a foreign company doing business in our target markets, which often have regulations in place designed to restrict or limit the ability of foreign companies to conduct business. We may find it more difficult to acquire the licenses and other approvals that we need to operate in our target markets. We may also not be accustomed to how business is conducted in our target markets, and may misinterpret or misunderstand local rules, regulations or customs. In some cases, we may be treated unfairly or differently than other businesses and may face arbitrary or harmful actions, such as revocations of licenses or other difficulties, with little or no means of recourse.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our target markets may not be as attractive as we currently believe and may not develop as we anticipate.

We currently intend to continue our search for new business concepts in the United States and Western Europe, among others, which we will seek to transfer to underserved, high-growth emerging markets. We target these regions because we believe their growth in terms of gross domestic product ("**GDP**"), population and Internet penetration, combined with the absence of a sophisticated offline retail infrastructure, presents a significant market opportunity to leapfrog the development of traditional brick-and-mortar retail industries. There is no guarantee, however, that our target markets will prove to be as attractive as we currently believe them to be.

While we have had success thus far with online e-commerce and marketplace companies, our initial success does not mean that these business models will become or continue to be profitable or successful in the long term or in different geographic markets. The success of our companies relies heavily on the forecasted growth of our regions, both in terms of population and GDP. Growth trends may be less predictable, and overall GDP and consumer spending levels substantially lower, in many of our target markets than in European markets. Consumers in emerging markets are also more exposed to external forces that impact consumer spending, such as general economic conditions, unemployment, consumer debt, reductions in net worth, residential real estate and mortgage markets, taxation, energy prices, inflation, interest rates, consumer confidence and other macroeconomic factors. Because our companies tend to target sectors that are typically considered forms of discretionary spending, such as fashion and restaurant food, we may be particularly at risk of negative economic performance during recessionary or other periods in which consumer spending or disposable income decreases, and, due to the relative fragility of emerging markets, may be disproportionately exposed to these risks as compared to our competitors who target more developed markets.

Our business and companies also rely on the continued growth of the Internet as a platform for online consumer transactions, particularly in the emerging markets where we seek to scale our companies. In particular, we believe that mobile applications will continue to develop as one of the primary ways in which customers complete online transactions in our target markets, and have developed our companies and technology platform to support this approach. There is no guarantee, however, that Internet penetration rates, and in particular mobile Internet penetration rates, will continue to grow as we anticipate. Internet penetration rates in our target markets may stagnate or decline, and customers may not readily adapt to the use of the Internet for consumer transactions, particularly in regions where physical retail or face-to-face transactions remain the predominant form of commerce. Even if consumers desire to make use of the Internet for e-commerce and other transactions, the difficulties of developing Internet and mobile infrastructure in emerging markets may limit their ability to do so.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We may never become profitable in our target markets due to the substantial operating complexity we need to overcome, including the maintenance of significant logistics, delivery and payment infrastructure, particularly in our e-commerce sector.

While we seek to become a market leader in our target markets, there is no guarantee that we will achieve this position or that this position will be profitable in the long or short term. We typically operate in emerging markets with high barriers to entry due to the substantial operational complexity of these markets. While we anticipate that these high barriers to entry will allow us to defend our position as market leader and benefit from higher profit margins, the difficulty of operating in our target markets may ultimately prove more costly and less profitable than operating in the more established markets, such as the United States and China, that we have chosen to forego. Nearly all of our companies have negative cash flow and require periodic injections of capital in order to continue their operations, and there is no guarantee that successful execution in our target markets will allow us or our companies to become profitable.

In order to overcome the operational challenges posed by the markets in which they operate, and in particular for e-commerce, our respective companies have had to develop significant logistics, delivery and payment infrastructure, which includes the operation of fully owned warehouses, the establishment of our own delivery and last-mile delivery fleets, the design of an independent technology platform and the availability of unconventional payment options, such as "try at the door" delivery services and cash-on-delivery payment, all of which place a higher risk on our companies than traditional Internet businesses. The maintenance, modernization and expansion of these systems may require substantial additional investments in order to keep pace with the growth of our companies, and the cost of these investments, assuming we can meet them, may rapidly outpace the benefits they bring to us. Further, having developed the infrastructure required to operate successfully in these markets, other companies may find it easier to develop businesses that compete with ours in our target markets.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

The Issuer was co-founded by Oliver Samwer, the Issuer's current CEO, and we continue to depend on his leadership. Conflicts of interest may arise between Oliver Samwer and us and there is no guarantee that Oliver Samwer will continue to devote his time and energy to us.

We are a founder-led business. Under the leadership and guidance of Oliver Samwer, the Issuer's co-founder and current CEO, we have grown into an international organization conducting business in 116 countries on five continents. Our future success is highly dependent on his continued contributions and overall vision for our business. There is no guarantee, however, that Oliver Samwer will be able and willing to continue devoting his time, energy and management skills to our day-to-day operations. Under the terms of his service agreement with the Issuer, Oliver Samwer is bound by non-compete and non-solicitation obligations. However, the Issuer may be unable to successfully enforce these provisions and we may suffer harm from their violation even if the Issuer is able to do so. If we were to lose the services of Oliver Samwer, there is no assurance that we will be able to adequately replace his contribution.

In addition to his role as CEO, Oliver Samwer is a shareholder of and serves as a director of the Global Founders GmbH ("**GFG**"), the Issuer's largest existing shareholder. GFG's other shareholders, Marc and Alexander Samwer, and the Issuer's other existing shareholders are not bound by any form of general non-compete agreement, although a small number of the investment agreements on the regional Internet group, intermediate holding company and local entity level contain limited non-compete provisions. This means that GFG, its affiliates and any other investment vehicles used by Oliver Samwer, as well as GFG's other shareholders, are generally free to pursue opportunities outside Rocket Internet, including opportunities that compete directly or indirectly with us.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Conflicts of interest may arise between us and our current or former companies or among them.

In addition to potential conflicts with Oliver Samwer, conflicts of interest could arise between us and our current or former companies, many of which were created based on similar business concepts which are engaged in fashion and shoe online retail in Latin America and Southeast Asia, respectively, as well as Home24 and Westwing, which are both engaged in the home & living sector and operate in several of the same countries in Europe and Latin America. In addition, conflicts of interest could arise between two companies that operate in different, but partially overlapping sectors in the same geographic region, such as Dafiti and Linio in Latin America or Lazada and Zalora in Southeast Asia. Competition among our current and former companies could negatively impact the revenues and margins of our companies, and such competition may intensify in the future, in particular as our companies grow their product assortments and expand to new geographical markets.

In late 2013, we sold and transferred nearly our entire stake in Zalando GmbH (now: Zalando SE, "**Zalando**"), an e-commerce company currently engaged in fashion retail in Western Europe, to our then existing shareholders, including GFG and affiliates of Kinnevik and Access Industries. For more information, see "*—Tax Risks—The Spin-Off of Zalando may result in a significant additional tax burden*". As a result, Zalando is no longer part of the Group. We have started other companies in online fashion and shoe retail, all of which are based on business models that are very similar to Zalando but currently target markets outside of Western Europe. While there is currently no direct competition between Zalando and any of our present companies, nothing would prevent Zalando, which is significantly larger than our current e-commerce fashion retail companies, from expanding its operations into markets served or targeted by our other companies. If this happens, there is no assurance that Oliver Samwer or the Issuer's existing shareholders, including GFG and affiliates of Kinnevik and Access Industries, or other persons that directly or indirectly hold stakes in both Zalando and us, will place our interests over those of Zalando.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our future growth will depend on our ability to identify additional proven Internet business concepts on which to model our companies and to turn those concepts into successful enterprises.

Our business strategy is to identify proven Internet business concepts in one market, which we then seek to transpose to new, underserved or untapped geographic markets. Accordingly, we need to identify suitable Internet business concepts, understand them and the risks they entail and quickly establish local entities to execute the chosen business concept in such geographic markets.

We may not be able to identify enough suitable business concepts in the future. Without new business concepts, we will be unable to launch new companies. Even if we identify suitable business concepts, we may not fully understand them or their associated risks, and the business plans and market estimates underlying our decision to launch a new company may prove to be inaccurate. We may also not be able to distinguish between business concepts with potential for long-term success and those with only limited potential. We may realize, only after having identified a particular business concept and investing significant resources in its transposition to other markets, that such business concept is not likely to generate the profits or growth that we expected. Many of our companies are still young, immature enterprises that are in the process of developing, and there is no guarantee that the failure rate of our companies will not increase in the future.

Furthermore, we may not be able to identify and implement business concepts before our competitors. We often have only a small window of opportunity in which we can gain the consumer acceptance necessary to become a market leader in a particular target market, and we may not be able to develop our chosen business concepts in new markets before our potential competitors do so. We also may need to overcome restrictions on making investments or acquiring new businesses in our target market jurisdictions. In the past, our ability to launch new models and to take advantage of market opportunities has been facilitated by our lean and informal decision making processes. As the size of our business grows, our ability to implement new business models and grow quickly may decline as a result of our increasing maturity and the constraints on decision making that come with increased public scrutiny, oversight by a supervisory board, the need to answer to new stakeholders, the introduction of more sophisticated risk management procedures and an increased focus on legal and regulatory compliance.

In addition, once we have launched a company in a target market, there is no guarantee that it will succeed in mastering the local consumer habits required to develop a business that addresses local circumstances and needs. We may also face difficulties in recruiting sufficiently qualified management and employees in order to effectively grow our business and may face cultural, social or linguistic barriers when attempting to expand our operations.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Following the offering, the Issuer currently intends to change its investment strategy by investing more of the Issuer's own funds in our companies and by maintaining a higher stake in our companies for a longer period of time, which will increase the Issuer's exposure if a company fails and may result in a significant deterioration of our consolidated results of operation.

Up to this point, the Issuer's investment strategy with respect to our companies has typically involved an initial equity investment of €0.5 million to €2 million in our new companies followed by the introduction of third-party equity capital after launch. Because the Issuer has not typically participated in these financing rounds, the Issuer's direct and indirect stake in our companies has typically fallen below 50% relatively quickly, and accordingly the Issuer does not control, and do not exercise significant influence over, most of our companies as of the date of this prospectus. With the proceeds of this offering, the Issuer currently intends to provide higher levels of funding to our companies over a longer period of time, and only bring in third-party equity at later stages. As a result, the Issuer may not be able to take advantage of synergies with new strategic, commercial and/or local partners that might have otherwise held significant stakes in our companies, or may only be able to do so to a limited extent. The Issuer may also not be able to rely on third-party investment as a means of valuing or validating our young companies.

By providing more equity capital to our companies, the Issuer currently intends to hold a majority interest in them for a longer period of time. As a result, the Issuer aims to control more of our companies, resulting in their inclusion in the Issuer's consolidated financial statements, which may result in a significant deterioration of the Issuer's consolidated results of operation. In addition, the failure of any one of these consolidated companies would have a greater effect on our business, financial condition, the value of the Issuer's direct and indirect interest in our companies, cash flows and results of operations. The historical information which we have disclosed in this prospectus reflects our operations under the Issuer's current investment strategy and may not be relevant for the Issuer's changed investment strategy going forward. In addition, the Issuer's investment strategy may change again in the future and may do so in ways that we cannot currently anticipate.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our companies may face intense competition and may fail if our competitors provide superior Internet-related offerings or if we do not adapt to changing market environments.

While we generally seek to enter markets in which we believe limited competition exists, our target markets and, in particular the emerging markets in which we operate, are rapidly evolving and may become increasingly competitive. For example, Alibaba announced plans to broaden its geographic footprint and recently started operations in some of our target markets. Barriers to entry into the e-commerce and Internet market are relatively low, and competitors can frequently offer products and services at a relatively low cost. Competition in the markets we serve may intensify in the future, particularly as innovations in Internet technologies further reduce the existing barriers to entry. The success of our companies often hinges on our ability to occupy a market leading position rapidly, which we may not achieve if we do not provide a superior customer experience in the face of potential competitors, including our ability to provide outstanding customer service, to implement a rapid and reliable delivery infrastructure, to offer localized, attractive products and services at competitive prices, to provide and accept convenient methods of payment and to source products that respond to customer demands.

Our current and potential competitors range from large, established companies to emerging start-ups and include Internet companies as well as traditional brick-and-mortar companies offering similar products and services offline. Established companies, on the one hand, may have greater resources, more comprehensive and complementary product and service offerings, longer operating histories and more established relationships with customers. These companies can use their experience and resources to compete with our companies in a variety of ways, including by making acquisitions, investing aggressively in advertising campaigns, and offering more attractive commercial terms to customers, service providers and other strategic partners. Start-ups, on the other hand, may be able to develop Internet products or services that are superior to, or have greater market acceptance than, the products and services offered by our companies or may be faster in bringing their products and services to the market. In addition, other start-ups, in particular those located in the United States, may have an easier time accessing significant equity and debt capital than our companies.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Any harm to the brands or reputation of the Issuer or our companies may materially and adversely affect our relationships with businesses, consumers or investors.

The recognition and reputation of the brands of the Issuer and our companies among customers, suppliers, third-party sellers and investors are important for the growth and success of our business and are critical to maintaining our competitiveness in our target markets. Public perception that one of our companies or its third-party service providers do not provide satisfactory customer service, even if factually incorrect or based on isolated incidents, could damage that company's reputation, diminish the value of its brand, undermine the trust and credibility it has established and have a negative impact on its ability to attract new, or retain existing, customers and enter into new markets or sectors, and could similarly affect the Issuer and any of our other companies.

Many factors, some of which are beyond our control, are important to maintaining and enhancing our brands. These factors include our ability to:

- provide a compelling online shopping experience to customers across our target markets;

- maintain and improve the popularity, attractiveness, diversity, quality and value of the products and services offered by our companies;

- maintain and improve the efficiency, reliability and quality of our fulfillment services;

- maintain and improve customers' satisfaction with our after-sales services;

- increase brand awareness through marketing and brand promotion activities generally and in our target markets; and

- preserve our reputation and goodwill in the event of any negative publicity regarding customer service, Internet security, payment and escrow services, product quality, price or authenticity, or other issues affecting the Issuer, our companies or other businesses in the same industry.

In addition, the Issuer, its CEO and our companies have from time to time been faced with negative coverage by the press and social media in the past, including the posting of internal e-mails on the Internet. Negative publicity about us, even if untrue or inaccurate, may harm our reputation, limit our ability to execute our strategic plan and to raise additional funds and may discourage key persons from continuing to devote their attention and energy to us. In addition, such publicity may negatively impact our ability to enter into, or continue, our commercial and strategic partnerships and framework agreements.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We may be the subject of anti-competitive behavior, harassing or other detrimental conduct by third parties including complaints to regulatory agencies, negative blog postings, and the public dissemination of malicious assessments of our business that could harm our reputation and cause us to lose market share, customers and revenues.

As a result of the growth of our companies to date and the heightened scrutiny in connection with this initial public offering, we may be the target of anti-competitive behavior, harassing, or other detrimental conduct by third parties. Such conduct may include complaints, anonymous or otherwise, to regulatory agencies. We may be subject to government or regulatory investigation as a result of such third-party conduct and may be required to expend significant time and incur substantial costs to address such third-party conduct, and there is no assurance that we will be able to conclusively refute each of the allegations within a reasonable period of time, or at all.

Additionally, allegations, directly or indirectly against us, may be posted in Internet chat-rooms or on blogs or websites by anyone, whether or not related to us, on an anonymous basis. Consumers value readily available information concerning Internet companies and their offerings and often act on such information without further investigation or authentication and without regard to its accuracy. The availability of information on social media platforms and devices is virtually immediate, as is its impact. Social media platforms and devices immediately publish the content their subscribers and participants post, often without filters or checks on the accuracy of the content posted. Information posted may be inaccurate and adverse to us, and it may harm our financial performance, prospects or business. The harm may be immediate and spread rapidly without affording us an opportunity for redress or correction. Our reputation may be negatively affected as a result of the public dissemination of anonymous allegations or malicious statements about our business.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We depend on talented, experienced and committed personnel to grow and operate our business and companies, and if we are unable to hire, retain, manage and motivate our personnel, or if our new personnel does not perform as anticipated, we may be unable to grow effectively.

Our future growth and success will depend upon our ability to identify, hire, develop, motivate and retain talented personnel with outstanding skills. There is no guarantee that we will be able to retain the services of any of our employees or other members of our senior management in the future. In the past, we have experienced some turnover of our senior management and other key personnel. In addition, from time to time, there may be changes in our senior management teams that may be disruptive to our business or the businesses of our companies. If we and our senior management teams fail to work together effectively, our business and results of operations could be harmed.

Our growth strategy also depends on our ability to expand our organization by attracting and hiring high-quality personnel. Identifying, attracting, recruiting, training, integrating, managing and motivating talented individuals requires significant time, expense and attention. Competition for talent is intense, particularly in technology driven industries such as ours, and our competitors may be able to offer our potential or current personnel better pay, experience, benefits or opportunities. Failure to effectively recruit and retain talent could limit our ability to increase sales, expand operations and achieve other strategic objectives.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We may not be able to maintain our culture, which has been a key to our success.

Since we were founded in 2007, we have evolved into a global network of companies conducting business in 116 countries on five continents. The size of our network of companies, and their different stages of development, have provided our companies with an unprecedented opportunity to benefit from synergies and network effects. In particular, we have a strong culture of knowledge sharing that has taken place on a regional, functional and business concept level. We also pride ourselves on our speed of execution, our openness to change and our lack of bureaucracy, qualities which we believe are extremely important to our business model and our ability to quickly identify and implement new business concepts, and also attract the type of talented employee we seek to retain.

We face a number of challenges that may affect our ability to sustain our culture, and in particular our culture of cross-learning and openness, including:

- the increasing size and geographic diversity of our network;
- failure or inability to identify and promote people in leadership positions in our organization who share our culture, values and mission;
- failure or inability to execute a management succession plan to replace our current generation of management leaders;
- competitive pressures to move in directions that may divert us from our mission, vision and values;
- the continued challenges of an ever-changing business environment;
- the growth of our companies, which may lead them to develop their own cultures and values which conflict with ours;
- the pressure from the public markets to focus on short-term results instead of long-term value creation;
- efforts to modify our corporate procedures to comply with governance and reporting requirements for publicly listed entities;
- the increasing need to develop expertise in new areas of business that affect us; and
- the integration of new companies, business concepts and personnel.

The inability to maintain our culture, or the failure of our culture to deliver the long-term results we expect to achieve, whether due to the factors above or otherwise, could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We depend on the framework agreements with leading global technology companies that provide advertising and technology services to us.

The Issuer has have entered into framework agreements with leading global technology companies, including Google, Facebook, Rackspace, Responsys and Salesforce, to complement our technology platform and provide our companies with competitively priced, state-of-the-art technology, payment, advertising and other services. Maintaining strong relationships with these partners is important to the growth of our business and our companies. In particular, the Issuer and our companies depend significantly on the Issuer's ability to procure the services offered by these suppliers on favorable terms, such as discounts over listed prices, extended payment terms, improved service levels through a single point of contact for all our companies, dedicated key account management and favorable termination provisions. Many of these service providers are industry leaders, and if the Issuer's relationships with any of these providers were to deteriorate, or any of the Issuer's framework agreements were to terminate, we may not be able to find an alternative provider offering the equivalent quality and scope of services.

The framework agreements entered into by the Issuer typically expire after a term of one year, with the possibility of automatic renewal for additional one-year terms and can often be terminated by either party on notice as short as one to three months. As a result, these framework agreements do not ensure the availability of services or the continuation of particular payment terms or pricing practices in the long or medium term. In addition, these framework agreements typically do not restrict our partners from providing services to other companies, including our competitors. There is no guarantee that our current partners will continue to provide services to the Issuer and our companies on commercially acceptable terms, or at all, after the term of the current agreement expires, or that they will not terminate our existing services on short notice.

Even if we maintain good relations with our partners, their ability to provide services to the Issuer and our companies at competitive prices may be adversely affected by economic conditions, labor actions, regulatory or legal decisions, natural disasters or other causes outside of our control. In the event that we are not able to obtain these services at favorable prices, the revenues, cost of revenues and growth prospects of our companies may be materially and adversely affected. In addition, some of these framework agreements currently provide for beneficial payment terms. If our partners cease to provide us with favorable payment terms, our requirements for working capital may increase and our operations and growth prospects may be materially and adversely affected.

Any adverse development in our relationships with suppliers could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Many of our companies depend on third parties for their merchandise supply and for the provision of logistics and other services, which they may fail to provide in a reliable or satisfactory manner.

The availability of popular merchandise and products, timely and reliable delivery and flexible payment options are important factors for our companies in our e-commerce sector. Our companies rely, to varying degrees, on third-party vendors and service providers to meet their customers' expectations. If the supply of merchandise from our vendors worsens for any reason, our companies may be unable to obtain the products that consumers want to purchase. Our vendors can typically discontinue selling merchandise to our companies at any time for reasons that may or may not be within our control. The inability of our companies to secure adequate and timely supplies of merchandise would harm their inventory levels and net revenues and may have a material and adverse effect on their financial performance and reputations.

Lamoda, Lazada, Zalora, Jumia and many of our other companies have developed proprietary logistics and delivery systems to overcome the challenges of undeveloped transportation infrastructure in the markets where they operate. Nonetheless, many of our companies depend in part on cooperation with a number of local and international third-party logistics and delivery companies to deliver products to us and our products to buyers. Interruptions to or failures in these third-parties' logistics and delivery services could prevent the timely or proper delivery of products to buyers at shipping rates that they are willing to bear, which would harm the reputation of the relevant companies and their online stores. These interruptions may be due to events that are beyond our control or the control of these logistics and delivery companies, such as inclement weather, natural disasters, transportation disruptions or labor unrest. These logistics and delivery services could also be affected or interrupted by industry consolidation, insolvency or government shut-downs. The risk of such an interruption occurring is especially heightened in emerging markets, where many of our e-commerce companies operate.

In addition, the companies in our e-commerce, marketplace and financial technology sectors depend on our commercial and strategic partnerships with a number of third-parties, such as telecommunication providers PLDT, MTN and Millicom and retailers Tesco and Rewe. To the extent these parties are unable to provide satisfactory services to our companies or our customers on commercially acceptable terms or at all, or if we fail to retain existing or attract new commercial and strategic partners, our ability to retain or attract vendors and buyers may be severely limited.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our technology platform and our infrastructure are essential to us, and any failure to maintain the satisfactory performance of our technology platform and infrastructure may materially and adversely affect our business and reputation.

Our technology platform is based on three proprietary core platforms: e-commerce, marketplace and financial technology. These platforms provide the essential elements of our technology platform and can be easily adapted to the specific needs of our companies. Because each core platform is designed to address the complete business cycle needs of our companies, our companies depend on the efficient and uninterrupted operation of our computer and communications hardware systems, network infrastructure, software applications, internal technology systems and data networks for their development, marketing, customer support, sales, logistics, accounting and finance functions. A disruption or failure of these systems could be caused at any time by human errors, a natural disaster, telecommunications failure, power outage, cyber-attack, war, terrorist attack or other catastrophic event. Any of these events could result in system interruptions, delays, breaches of data security, loss of critical data, the inability to timely and/or satisfactorily fulfill customer orders or provide services to customers, and reputational harm. In addition, because our companies rely on the same technology platform, any disruption or failure of our systems is likely to impact a number of our companies at the same time. Any system interruptions that cause our websites to be unavailable to web browsers or mobile users may negatively impact our revenues and may reduce the attractiveness of our websites to direct and mobile users, to vendors and to third-party content providers, including advertisers. As a result, our reputation could be materially and adversely affected. Direct users or third-party content providers may become unwilling to use our companies' websites.

The Issuer licenses software to its companies, in particular software regarding the operation of the companies' platforms. Regarding such licenses, it cannot be excluded that the Issuer may despite contractual limitations become liable to damage claims from the licensee, for example due to malfunctions of the software or disruption of business. Furthermore, such risks may also apply to any maintenance and other IT services provided by the Issuer to its companies.

Catastrophic events could severely affect our ability to conduct normal business operations. There is no guarantee that our companies have disaster recovery plans in place or that these plans will address all of the issues we may encounter in the event of a disaster or other unanticipated issue, and our companies' business interruption insurance, if they have such insurance, may not adequately compensate us for losses that we may occur from any of the foregoing events.

We use third-party telecommunications providers for Internet and other telecommunication services. Similarly, we engage third-party facility providers for our hosting facilities and related infrastructure. Service to our companies' customers could be interrupted by a hosting provider's decision to close a facility or terminate operations, or by other unanticipated problems. Any of those third-party providers may fail to perform their obligations adequately, and any third-party systems may fail to operate properly or become disabled for varying periods of time, causing business interruption, system damage and/or reputational harm.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our business may be disrupted if we are unable to upgrade our technology platform to meet increased demand.

As of May 2014, our websites were live in numerous countries. We have made significant investments in our software, which we license to our companies against payment of a one-off fee. Our companies adapt the software to their local needs and often make improvements that we seek to integrate in our master. As traffic on our websites continues to increase, we must expand and upgrade our platform to meet increased demand. To date, the Issuer and our companies have invested significant effort in the development and expansion of our technology platform, and we are continuously developing our technology platform to meet our needs and those of our companies. However, we may be unable to accurately project capacity limits on our platform and the rate of increase in use of our websites. Accordingly, we may not make timely investments in our platforms or may spend too much and may not be able to recoup the investments in the future. In addition, we may not be able to expand and upgrade our systems and network hardware and software capabilities to accommodate increased or different use of our websites. For example, Dafiti, one of the companies in our network of companies, recently faced unexpected challenges in connection with a software change. As a result, the downtime of Dafiti's website increased significantly, Dafiti built up a significant order backlog and was faced with high consumer complaint levels and negative publicity. Other companies in our network of companies intend to make similar software changes in the near to mid term. If we are unable to appropriately upgrade our systems and network hardware and software, the operations and processes of our companies may be disrupted, which could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Third-party attempts to breach our networks or data security, or the existence of any other security vulnerabilities, may damage our reputation and adversely affect our business.

Our customers rely on the security of our computer networks and infrastructure for achieving reliable service and the protection of customer data. As part of our business services, our companies receive, store, and transmit sensitive personal data and confidential payment information of customers and advertisers. This information could become subject to computer break-ins, theft or other improper activity by outside parties that could jeopardize the security of information handled by our companies or cause interruptions in the operations of our business. Our networks and data security may also be breached due to employee error, malfeasance or otherwise. Additionally, outside parties may attempt to fraudulently induce employees, customers or advertisers to disclose sensitive information in order to gain access to our data and accounts or those of our customers or advertisers. It cannot be excluded that the Issuer may become liable to damage claims or any claims in relation thereto.

Actual or perceived security vulnerabilities could cause us to incur significant additional costs to alleviate problems caused by any such vulnerabilities. These costs could reduce the operating margins of our companies and expose us to litigation, loss of customers, reputational damage and other business harm. While we work with our companies to implement security best practices, we cannot guarantee that our companies will implement adequate security measures. In addition, security vulnerabilities or problems at one of our competitors may quickly spread to others, even to those that have implemented what they believed to be sufficient safeguards.

Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any such breach or unauthorized access could result in significant legal and financial exposure, a loss of confidence in the security of our products and services, and damage to our reputation, including to the reputation of our companies not directly affected by the security breach and in particular to the reputation of our financial technology companies. The risk that these types of events could seriously harm our companies is likely to increase as we expand the number of products and services we offer, increase the size of our user base and operate in more countries.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

The Issuer may not be able to establish or maintain an efficient system of internal controls over financial reporting, and the Issuer's finance department may not be adequate to meet the needs of our growing business.

According to German corporate law, the management of a corporation (*Aktiengesellschaft*) is responsible for establishing immediately and maintaining adequate internal controls over financial reporting. Limited liability companies (*GmbH*) are not subject to any similar requirement. As the Issuer was transformed into a corporation (*Aktiengesellschaft*) only in 2014, it is still in the process of refining its system of internal controls.

As we scale our companies from newly founded businesses into market leading companies, we subject our companies to tight financial controls. However, the geographic footprint of the Issuer and its consolidated and unconsolidated companies, with over 20,000 total employees and conducting business in 116 countries, adds to the complexity of establishing and maintaining a system of internal controls and adds to the risk of a system failure, an undetected improper use or expenditure of funds or other resources by a company, a failure to properly report a transaction or the financial results of a subsidiary, or a failure to acquire proper documentation or necessary shareholder approval. We may also be unable to implement adequate internal controls at our companies, particularly those that the Issuer does not directly or indirectly control or does not exercise significant influence over. Any failure to establish or maintain an effective system of internal controls over financial reporting could limit our ability to report our financial results accurately and in a timely manner or to detect and prevent fraud.

We rely heavily on the Issuer's finance department with respect to our funding process. As a globally expanding organization, there is a risk that the size, the scope and the focus of the Issuer's finance department may not have been sufficient in the past to meet the growing demands of our organization, and may not be sufficient going forward.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

The Issuer's financial results may be volatile, which could cause the Issuer's share price to fluctuate.

We expect that the Issuer's annual and interim results will fluctuate significantly due to many factors, including sales of equity securities of our companies, which could cause the Issuer to recognize gains or losses under applicable accounting rules; changes in the methods of accounting and in particular consolidation for the interests in our companies, which may result from changes in the Issuer's direct or indirect ownership percentages of our companies; fluctuations in exchange rates, particularly considering that we do not hedge such fluctuations; and changes in income related to the acquisition or divestiture of interests in our companies, whose results may also be subject to significant fluctuations; impairments of goodwill and other assets; and seasonal fluctuations and other external forces, such as weather conditions. Accordingly, we believe that period-to-period comparisons of the Issuer's results do not provide the most accurate portrayal of our performance. Any fluctuations in the Issuer's interim or annual financial results could have a material adverse impact on the Issuer's share price and may lead to significant losses for potential investors in this offering.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Potential investors in this offering have to make an investment decision based on limited historical information that does not reflect the operating performance of our unconsolidated companies.

The Issuer currently prepares its financial statements on the basis of German Generally Accepted Accounting Principles ("**German GAAP**"), which differ from International Financial Reporting Standards as issued by the International Accounting Standards Board and adopted by the European Union ("**IFRS**") in many ways. For example, the scope of consolidated entities may deviate between German GAAP and IFRS. As under IFRS voting rights are not the only determining factor for control, the scope of consolidation may be extended once Rocket Internet assumes IFRS reporting standards. Further, the Issuer accounts for investments in associates using the equity method under German GAAP. The equity pick up for the respective associate was based on available financial statements, in most cases the respective annual (standalone) financial statements, but in some cases consolidated financial statements. Under IFRS, where the associated company is a group that has own subsidiaries, joint ventures and associates of its own, the net assets and profits and losses recognized in the associates consolidated financial statements should be taken into account, which means that we may be required to draw up additional consolidated financial statements, which will result in additional work and may negatively impact our financial situation and may lead to a significant deterioration of our consolidated results of operation. Other examples of areas where German GAAP and IFRS differ are the amortization of goodwill and the treatment of share-based compensation.

The Issuer was not required to prepare consolidated financial statements for 2011 or 2012 and, under German GAAP, the Issuer was not required to include comparative consolidated financial information for 2012 in its audited consolidated financial statements for 2013. Accordingly, there is less historical financial information for Rocket Internet than would typically be available in connection with an initial public offering.

The Issuer's audited consolidated financial statements do not fully reflect the financial performance of our companies. Because the Issuer does not control most of our largest and most mature companies, which we refer to as proven winners, and certain of our growing companies which have already achieved significant size, which we refer to as emerging stars, the Issuer does not fully consolidate these companies in its consolidated financial statements, but account for them at cost or equity. This means that their revenues and costs are not included in the Issuer's consolidated income statement. To the extent the Issuer has significant influence over a company, it is consolidated at equity, which means that the Issuer accounts for it at equity. This means that the Issuer's share of any net operating gain or loss of such company impacts the line item "Income/loss from associated companies" in its consolidated income statement. Finally, over a number of companies, the Issuer does not even have significant influence, which means that they are accounted for at cost and their results are generally not included in the Issuer's consolidated income statement. Due to the absence of control over our unconsolidated companies and our companies accounted for at equity, neither the Issuer nor our potential investors in this offering will have unrestricted access to the financial statements of these companies and other information relating to them.

As a result, potential investors in this offering will have to base their investment decision on limited audited financial information that does not reflect the operating performance of our unconsolidated companies. An investment in the Issuer may not be a suitable investment for all investors.

The Issuer does not have reliable financial information for a number of companies in its network of companies and other participations.

According to available financial information, our proven winners, emerging stars, regional Internet groups, concepts, strategic participations and other investments (excluding results of participations that belonged to the Global Founders Capital Fund portfolio and were contributed in August 2014), were, each in the aggregate, loss making (based on the respective last financial year). However, with the exception of the proven winners, we are not in possession of information that would allow us to reliably quantify the aggregate loss of the companies in any other category. For our proven winners, the Issuer has reliable and meaningful financial information and has disclosed the losses and certain other financial indicators in this prospectus. In the aggregate, our proven winners generated net losses of €442 million (unaudited sum total of their net losses based on generally accepted accounting principles applicable for the relevant company, in each case taking the last financial year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests). For our emerging stars, the Issuer has reliable and meaningful financial information only for CupoNation, Lendico, Paymill and Zencap. For the other emerging stars and the regional Internet groups, concepts, strategic participations and other investments, the Issuer does not have reliable and meaningful financial information. As a result, potential investors will have to base their investment decision on limited financial information. An investment in the Issuer may not be a suitable investment for all investors.

The Issuer anticipates changing its accounting methodology from German GAAP to IFRS, which could result in unfavorable accounting charges or effects and could adversely affect its reported operating results.

The Issuer currently plans to change its accounting methodology from German GAAP to IFRS, a process that may distract its management team from implementing our investment and overall business strategies. As a result of this transition, its financial results may look different from, and be difficult to compare with, its previous financial results. There is no guarantee that the fair values of our companies as determined under IFRS would be the same or similar to the valuations of our companies as disclosed in this prospectus. In addition, its overall financial performance may appear worse under IFRS than German GAAP, which may have a negative impact on the value of the Issuer and our companies. Implementation of IFRS may take longer and cost more than we anticipate.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

If we are unable to accurately assess our operating performance through certain key performance indicators, our ability to determine and implement appropriate business strategies may be impaired.

We assess our operating performance using a set of key performance indicators, which include the number of total customers, unique visitors, active users, mobile users, total orders and gross merchandise volume. Capturing accurate data is subject to various limitations, also given the limited operating history of most of our companies, and there is no assurance that our data collection technologies and tools are always accurate. For example, we may need to collect certain data from mobile carriers or other third parties, which limits our ability to verify the reliability of such data. Such data can also not be audited by an independent auditor. We also may not be able to collect data from third parties at all. Furthermore, because financial reporting frameworks lack standardized definitions for key performance indicators, the key performance indicators of our companies may not be comparable to those of our competitors or even to those of our other companies. There is no guarantee that the information we have collected thus far is accurate or reliable. As a result, the key performance indicators that we use may not reflect our actual operating or financial performance and are not reliable indicators of our current or future revenues or profitability. Potential investors in this offering should therefore not rely on these indicators as a basis for their investment in the Issuer's shares.

The management of our companies' businesses and the development of their growth strategies depend on accurate measurement of the numbers of and trends in our unique visitors, mobile users and other key performance indicators derived from these metrics. If our measurements of these key metrics are incomplete or inaccurate, our business and strategic decisions may be suboptimal or wrong. Furthermore, if a significant understatement or overstatement of our active user, subscriber or other key performance indicators were to occur, the market might perceive us to have inadequate systems and lose confidence in the accuracy and reliability of the information we report.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Legal and Regulatory Risks

Government regulation of the Internet and e-commerce is evolving, may change in a manner that is unfavorable and we may fail to comply with applicable regulations and unfavorable changes or our failure to comply with these regulations may substantially harm our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies.

Government regulations and legal uncertainties may place financial burdens on the businesses of the companies in our e-commerce, marketplace and financial technology sectors. As the Internet continues to revolutionize commercial relationships on a global scale, and as the use of the Internet and mobile devices in everyday life becomes more prevalent, new laws and regulations relating to the Internet may be adopted. These laws and regulations may cover issues such as the collection and use of data from website visitors and related privacy issues, pricing, content, copyrights, trademarks, online gambling, distribution and quality of goods and services. The adoption or modification of laws or regulations relating to the Internet could adversely affect the business of our companies by increasing their costs and administrative burdens. In addition, privacy-related regulation of the Internet could interfere with the strategies of our companies that collect and use personal information as part of their marketing efforts or businesses.

Laws and regulations directly applicable to communications or commerce over the Internet are becoming more prevalent. For instance, the European Union has enacted a data protection and privacy directive requiring all Member States to implement laws relating to the processing and transmission of personal data. We must comply with these regulations in the European Union, as well as with other regulations in other countries where our companies may do business. In addition, the growth and development of the e-commerce market may prompt calls for more stringent consumer protection laws, both in the European Union and abroad. In addition, we cannot rule out that any personal data is misused by us or third parties.

Further, even the current legal framework requires us to comply with a number of laws, rules and regulations. While we are currently not aware of any material breach by us of these laws, rules and regulations, we cannot rule out that we may not have been in full compliance with these provisions in the past.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows and results of operations, and directly or indirectly on the Issuer's business, financial condition, cash flows, results of operations and the value of its direct and indirect interests in our companies.

Conducting business in 116 countries requires us to comply with numerous, complex and sometimes conflicting legal and regulatory requirements.

The Issuer is one of the leading Internet platforms outside the United States and China, with activities in Europe, Latin America, Russia, Asia Pacific (excluding China) and Africa and the Middle East. As a result, we are subject to laws and regulations in each of the over 100 jurisdictions where our companies operate. As we expand our international operations to target customers in all countries other than the United States and China, the number of laws and regulatory regimes which we are subject to will increase. Laws applicable to our international business include local employment, privacy, data security, telecommunications, online content, intellectual property protection, corporate, tax, finance, money laundering, online payment, anti-corruption and international sanctions. These various laws and regulations are often evolving and sometimes conflict. While we are not aware of any material breach by us of applicable laws and regulations, we cannot rule out that we may not have been in full compliance with these laws and regulations in the past.

Many of our markets are challenging in their complexity, and our companies must develop solutions to address each challenge, including the problem of opaque legal systems. At any time, authorities in the countries where we operate may require new and additional licenses, permits and approvals from us and potentially some of our users. There is no assurance that any required licenses, permits and approvals can be obtained in a timely or cost-effective manner. In addition, authorities may revoke existing licenses and we may not be made aware or able to appeal any such revocations in a timely manner or at all.

Our companies operate mainly in three focus sectors, e-commerce, marketplace and financial technology, each of which is subject to a different set of laws and regulations particular to that sector. Compliance with the complex national, regional and international laws and regulations that apply to each segment of our operations increases our cost of doing business, interferes with our ability to operate competitively in one or more countries and may require changes in business practices that result in reduced revenue. For example, due to restrictions on foreign investment, Jabong, FabFurnish, OfficeYes and Printvenue our e-commerce companies in India, are in fact wholesale companies that do not sell to consumers in India. They work together with independent third parties in India, which enter into contracts with, and deliver products to, Indian consumers. As the application of foreign direct investment laws and regulations, license rules and similar rules and regulations is often unclear, they are subject to multiple interpretations, particularly by different courts, regulators and other players in the legal community, which may differ from the interpretations we chose. Furthermore, the applicable legal framework may change to our detriment, including in response to lobbying efforts by competitors. In addition, in particular the rendering of logistics services is subject to intense regulation. There is no assurance that the competent authorities will interpret the applicable laws and regulations, including the German Capital Investment Act and the European Directive on alternative investment funds, in the same way as we and our partners do and will not object to our and our partner's operations, which could lead to the imposition of fines and could require us and our partners to abandon our activities.

As these laws continue to evolve and our companies expand into jurisdictions where we are not already present, compliance will become more complex and expensive, and the risk of noncompliance will increase. The risk of noncompliance may also arise from the rapid, highly standardized process in which we identify and enter a target market and from the pressures to build a company and scale up to a market leadership position before our competitors do so. In order to allow for swift execution, we sometimes have to make executive decisions in which taking a risk may have to be weighed against the advantages of moving forward quickly. While we seek to clear any remaining risks as quickly as possible, we may not have enough time to analyze each legal risk in detail.

Safeguards to discourage violations of applicable laws by our management and employees may prove less effective than anticipated. It cannot be ruled out that employees of the Issuer or of our companies will violate, or have violated, legal or regulatory provisions. Also, it cannot be ruled out that employees, agents or authorized persons of the Issuer or our companies, in connection with the negotiations of agreements, licenses, permits, regulatory approvals or inspections, have accepted, granted or promised advantages or will accept, grant or promise such advantages or have engaged, currently engage or will engage in unfair business practices. The rapid growth of our companies and the limited experience of our management team and the management teams of our companies may further impair our ability to detect such violations.

Compliance violations may harm our reputation and result in legal actions, severe criminal and civil sanctions, or administrative fines and penalties against the Issuer or our companies, or members of their governing bodies and their employees. They may also result in damage claims by third parties or other adverse legal consequences, including class action lawsuits and enforcement actions by national and international regulators resulting in the limitation or prohibition of our conduct of business. There is no guarantee that we can successfully manage or avoid any of the legal risks to which we are exposed, and noncompliance with the legal and regulatory frameworks that govern our operations, whether intentional or not, may have substantial consequences for our companies, including causing them to cease their operations entirely.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our companies do business in certain countries where corruption is considered to be widespread, and we are exposed to the risk of extortion and violation of anti-corruption laws and regulations.

Anti-corruption laws and regulations in force in many countries generally prohibit companies from making direct or indirect payments to civil servants, public officials or members of governments for the purpose of entering into or maintaining business relationships. Our companies conduct business in, or may expand their business to, certain countries where corruption and extortion are considered to be widespread, and our companies may require approvals from, or completing certain formalities with, public officials. As a result, we are exposed to the risk that employees, agents or authorized persons of the Issuer or our companies could make payments or grant hidden benefits in violation of anti-corruption laws and regulations, especially in response to demands or attempts at extortion. In addition, we have not yet developed substantial internal controls or prevention and training programs designed to promote best practices and discourage such violations, and our current internal controls, prevention and training programs may prove to be insufficient. Employees, agents or authorized persons of the Issuer or our companies may have been or could be engaged in activities for which we or our relevant officers could be held liable.

In addition, some anti-corruption laws and regulations may require that proper books and records be maintained, and that controls, procedures and internal regulations be implemented in order to ensure that the operations of a given entity do not involve corruption, illegal payments or extortion. The great diversity and complexity of these local laws and regulations and the expansive nature of the business conducted by our companies in various countries and markets create a risk that, in some instances, we may be deemed liable for violations of local laws and regulations, in particular, in connection with a failure to comply with those laws and regulations relating to books and records, or reporting, among others.

Any violation or breach of these anti-corruption laws and regulations could affect the overall reputation of the Issuer or our companies and, depending on the case, expose us to administrative or judicial proceedings, which could result in criminal and civil judgments, including a possible prohibition on maintaining business relationships with suppliers or customers in certain countries.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Our e-commerce companies may become liable to their customers and lose customers if they have errors or defects in their products or services or disruptions in their service.

Companies in our e-commerce sector sell retail products to customers online and deliver these products to the desired destination, a business model which entails an inherent risk of product liability. The broad assortment of goods offered by our e-commerce companies, which includes fashion items, general merchandise, home and living retail products, groceries, and stationary supplies, exposes us to potential liability in a wide variety of product liability claims. There is no guarantee that our e-commerce companies will be able to maintain or acquire adequate product liability insurance in the future to cover the risks of their business. In addition to the direct financial impact of claims made against our companies' products, such claims may damage our reputation or the reputation of our e-commerce companies, which in turn could impact their ability to retain a loyal user base and negatively impact their revenue and profitability. As a result, any product liability claim could have a material adverse effect on a company's business, financial condition, cash flows and results of operations, and indirectly on the Issuer's business, financial condition, cash flows, results of operations and the value of its interests in our companies.

Our marketplace companies may be subject to allegations and lawsuits concerning the content of their websites or claiming that items listed on their websites are pirated, counterfeit or illegal.

Our marketplace companies operate a platform where third-party sellers can offer their products and be in direct contact with customers. It is possible that customers or regulatory authorities will allege that items offered or sold through our marketplace companies by third-party sellers infringe third-party copyrights, trademarks and patents or other intellectual property rights. Our companies may therefore be subject to allegations of civil or criminal liability for unlawful activities carried out by third parties through their online marketplaces. Furthermore, third-party sellers whose content is removed or items are delisted by the relevant company, regardless of the company's compliance with the applicable laws, rules and regulations, may dispute their actions and commence action against the company for damages based on breach of contract or other causes of action or make public complaints or allegations. The public perception that counterfeit or pirated items are commonplace on any of our online marketplaces or any costs incurred as a result of liability or asserted liability relating to the sale of unlawful goods or other infringement could harm our reputation and brand.

All of our companies operate largely by making content available to users through the Internet. This creates the potential for claims to be made against us based on, for example, defamation, negligence, personal injury, invasion of privacy or other legal theories. Providers of Internet products and services have been sued in the past, sometimes successfully, based on the content available through their websites. Much of the content provided by our companies on their websites is drawn from information compiled by outside sources, and this information may contain errors. If the website content of any of our companies is improperly used, or if any of them supply incorrect information or publish allegedly infringing material, they could be subject to liability. Moreover, any of our companies that incur this type of liability may not have insurance or sufficient coverage to cover such claims. If any of our companies incur substantial costs because of this type of liability, their expenses will increase and their profits, if any, will decrease, which may also limit their growth.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows and results of operations, and directly or indirectly on the Issuer's business, financial condition, cash flows, results of operations and the value of its direct and indirect interests in our companies.

Our financial technology companies are subject to numerous and stringent regulations in the jurisdictions where they operate.

We recently broadened our portfolio by starting companies in financial technology, i.e., platforms enabling the intermediation of payments and finance between parties. Lendico (launched in 2013), Zencap (launched in 2014), Spotcap (launched in 2014) and our other financial technology companies operate in a highly regulated industry. In most countries, consumer credit regulatory agencies regulate and enforce laws relating to consumer lenders and sales finance companies, to which our financial technology companies are typically subject. The legal and regulatory framework under which many of our financial technology companies, and in particular our peer-to-peer companies, operate is often based on our interpretation of existing laws or regulations. Because the application of these laws and regulations is often unclear, they are subject to multiple interpretations, particularly by different courts and regulators, which may differ from the interpretations we chose. It cannot be excluded that the Issuer may become liable to damage claims or any claims in relation thereto. Furthermore, new proposals for legislation may continue to be introduced that could substantially increase regulation of the financial technology industry or impose restrictions on our operations and our ability to implement our business strategy.

Any violation of these laws and regulations by our financial technology companies could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We may be subject to litigation proceedings that could disrupt and harm our business.

We may be subject to legal claims involving shareholder, consumer, competition and other matters. Litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages or, in cases for which injunctive relief is sought, an injunction prohibiting one or more of our companies from performing a critical activity, such as selling its products or services. If we were to receive an unfavorable ruling in a litigation matter, our businesses, financial condition, the value of our interests in our companies, cash flows and results of operations could be materially harmed. Even if legal claims brought against us are without merit, defending lawsuits could be time-consuming and expensive and could divert management's attention from other business concerns.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We may not be able to adequately protect our intellectual property rights or may be accused of infringing the intellectual property rights of third parties.

Our companies execute business concepts that are often new to the geographic markets in which they operate. In support of this innovation, we typically develop proprietary techniques, trademarks, processes and software, which may constitute an important part of our assets and competitive strengths and those of the respective company. The complexity of international copyright, trademark, patent and trade secret law, coupled with the limited resources of these young companies and the demand for quick delivery of products and services to market, create risks that efforts to protect such rights will prove inadequate. It is also possible that third parties may develop similar intellectual property independently. Further, the nature of Internet business results in considerable detail about us being exposed to our competitors in order for our websites to attract customers. We may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our trademarks and other proprietary rights. The failure to adequately protect our intellectual property could lead to a loss of customers to competitors and a corresponding loss in revenue and may render certain of our companies unprofitable or unable to effectively compete in the market.

At the same time, our business model involves transposing proven business concepts into new, untapped markets, with the risk that third parties may assert claims against us based on their patents and other intellectual property rights related to those business concepts. We may have to pay substantial damages if we infringe third party patents or other intellectual property rights. Our companies may have to obtain a license to sell their products if it is determined that their products infringe on another person's intellectual property, and they may be forced to change their goals, operations or strategies based as infringement or potential infringement of third party intellectual property. We might be prohibited from selling our products before we obtain a license, which, if available at all, may require us to pay substantial royalties. Some of our companies already license content from third parties, and it is possible that they could become subject to infringement actions based upon the content licensed from those third parties, if, for instance, the licensing terms of open source software used by our companies were to change. Representations as to the ownership of such licensed content may not adequately protect our companies. Even if infringement claims against us are without merit, defending these types of lawsuits takes significant time, is expensive and may divert management attention from other business concerns. In addition, it cannot be excluded that the Issuer may become liable to damage claims or any claims in relation thereto.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

As we use a large number of very similar shareholders' agreements, if a court were to invalidate one or more of our standardized shareholders' agreements, the validity of a large number of our shareholders' agreements could be in jeopardy; additionally, we may not be in compliance with all the provisions of our various shareholders' agreements and other agreements.

We typically enter into shareholders' agreements or investment agreements in connection with financing rounds, and these agreements typically have terms and conditions that are substantially similar to each other. While we believe the terms of our agreements are enforceable and would be held up if challenged before a court, there is no guarantee that a judge would not invalidate or void all or a portion of our shareholders' agreements. If one or more of our agreements were to be invalidated or voided for any reason, the validity of all our other agreements with similar terms may also be challenged, and may subsequently be found to be unenforceable.

In addition, we may not currently be, and may not be in the future, in compliance with all of the provisions under our various shareholders' agreements. For example, we may have taken a decision that would require the approval of the other shareholders, such as a decision on a major investment, without having consulted with and having obtained the prior approval of the other shareholders.

Further, we are an organization that has been growing rapidly and has entered into a large number of contractual arrangements with a significant number of different counterparties. While we currently have no indication of an ongoing material breach by us of an agreement to which we are a party, we have violated certain terms of agreements to which we are a party in the past and cannot rule out that we will violate agreements in the future.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Tax Risks

As a fast growing and internationally expanding network of companies which has experienced a large number of significant exits, mergers and restructurings in quick succession, we face unsettled tax questions and it is more difficult for us to assess potential tax risks arising from unaudited fiscal years and we may therefore more likely be required to pay significant additional taxes following future tax audits and ongoing tax assessments than more established companies.

As a fast growing and internationally expanding company, we face unsettled tax questions and it is more difficult for us to assess potential tax risks arising from unaudited fiscal years than it is for more established companies. For instance, following the Issuer's most recently tax audited fiscal year 2009, we have experienced a large number of significant exits, mergers and restructurings in quick succession, changes in the shareholding structure of our network of companies and other reorganization measures. The taxation of many of these transactions depends, among other things, on the accurate assessment of the fair market value of shares in privately-held legal entities or the absence or existence of certain tax-relevant intentions. There is no assurance that the tax authorities will agree with the valuations on which we have based our reporting of these transactions or the tax positions that we have taken. In addition, tax authorities may take the view that built-in gains (*stille Reserven*) may have been inadvertently realized resulting in an increase in our taxable income. Similar risks exist with respect to our companies, regional groups and local entities, both in the country of their incorporation as well as in the countries in which they operate.

After the initial public offering, the market price of our shares will be an indicator of our fair market value. Therefore, tax authorities may try to derive historic valuations of our companies and shareholdings from the market valuation of the Issuer. We cannot rule out that, with the benefit of hindsight, tax authorities may claim that certain transactions intended to be implemented at fair market value or at arm's length do not meet these requirements.

Given that the Issuer's fiscal years from 2010 onwards as well as most of our companies' and holding companies' have not yet been audited by the relevant tax authorities, we cannot rule out being required to pay significant additional taxes following tax audits, which we expect to be conducted in the near future. Besides this, as some of our companies have historically been late in filing their tax declarations, no tax assessments have been received for some of our companies in recent years. Any tax assessments that deviate from our expectations could lead to an increase in the Issuer's and our companies' tax obligations and, additionally, could give rise to interest payable on the additional amount of taxes as well as late filing charges.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

If tax authorities deem the Issuer to fall within the scope of the short-term profit rule, its dividend income and capital gains received or realized since 2009 could become fully taxable.

The Issuer is operating in the fast-changing and rapidly transforming Internet industry, which requires us to constantly adapt our long-term strategy with regard to certain companies to new market trends and business innovations. From time to time, this business environment has forced us to review our strategy regarding certain companies, and to divest of or merge significant holdings after a short holding period. In other cases, new ventures have proven to be instant successes and outgrew our platform within months after their formation, thus requiring us to sell these participations far earlier than anticipated. We may be scrutinized by the competent tax authorities with a view to assess whether our exits, mergers, reorganizations or other transaction fall within the scope of the short-term profit rule under German tax law.

Subject to certain exceptions, *inter alia* for portfolio dividends, dividend income and capital gains from the sale of shares in incorporated companies are effectively 95% exempt from German corporate income tax, trade tax and solidarity surcharge. If, however, the tax authorities deem the Issuer to be a financial enterprise within the meaning of the German Banking Act (*Gesetz über das Kreditwesen*), which according to the Federal Fiscal Court (*Bundesfinanzhof*) includes industrial holding companies that follow a strategy of holding and developing subsidiaries, the Issuer may lose its tax exemption for dividend income and capital gains from each of its shareholdings if the tax authorities determine that the Issuer acquired the respective shareholding with the intent to make a short-term profit for its own account. To this end, tax authorities may claim that it may be inferred from the factual circumstances of certain transactions in which newly-founded or acquired participations have been divested within a short period of time, that these shareholdings were acquired with the intent to make a short-term profit or that the overall business strategy of the Issuer is to make such short-term profits. Similar considerations may arise with regard to mergers and other share-for-share transactions in which we have contributed shares at book value (i.e., in a tax-neutral way) into Group entities. In this case, taxes on capital gains arising out of such transaction on the side of the contributing party may be triggered with retroactive effect if the contributed participation is resold within a claw-back period of seven years.

While we believe that despite our constant transformation and certain instantaneous business successes there is ample evidence that our business model of being an operative Internet company has nothing in common with those businesses originally targeted by the short-term profit rule, we cannot rule out that the Issuer will be deemed to be a financial enterprise subject to this rule. In this event, all or parts of the Issuer's dividend income and capital gains received or realized since 2009, which we consider to be effectively 95% tax exempt, would become fully taxable, which would give rise to interest payable on the additional amount of taxes. If the German tax authorities were to deem the capital gains on the sale of shares and the dividend income received as short-term profits, the Issuer could be required to pay additional taxes in a double- or up to three-digit million Euro amount in the aggregate for the fiscal years 2010 through 2013. A similar risk could arise if tax authorities were to re-characterize income that we treated as dividend income or capital gains into another category of income (e.g., service income) triggering a higher tax rate.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Certain of our cross-border business dealings may trigger unforeseen adverse tax consequences.

We are an internationally operating enterprise continuously engaged in cross-border business dealings which may trigger unforeseen adverse tax consequences in Germany and abroad.

For instance, in 2013, we changed the legal form from one of our German limited partnerships (*GmbH & Co. KG*) which holds shares in an Indian company into a German company with limited liability (*Gesellschaft mit beschränkter Haftung*). While such change of legal form at book-value is considered to be tax neutral in most jurisdictions, such transaction may have triggered adverse tax effects in India.

Furthermore, we may be unaware of or infringe tariffs, quotas, customs and export control regulations, trading bans or similar restrictions, and thereby be exposed to the risk of fines and sanctions.

Besides this, a number of our holding companies have been incorporated in foreign jurisdictions. In order to establish or maintain a tax domicile in these jurisdictions, certain substance requirements, such as maintaining the principal place of management in the respective jurisdiction, must be satisfied. However, given the mobility of our management teams, the fact that many of the management decisions within the Group are taken by electronic means rather than in physical meetings and the presence of our Berlin headquartered staff in the day-to-day business of our companies, we cannot rule out that foreign or German tax authorities could deem our holding companies' factual nexus to the respective jurisdiction insufficient to establish or maintain a tax domicile in the relevant jurisdiction or deem our holding company to have switched their tax domiciles back and forth between jurisdictions. Such assessment could result in exit taxation, double taxation, additional tax payments and other adverse tax consequences. Further, the failure to comply with substance requirements stipulated by the relevant tax laws could give rise to contractual claims from commercial investors who invested in the respective holding companies based on the understanding of a certain pre-defined tax domicile thereof.

In connection with the implementation of employee participation schemes, particularly at the level of our companies, additional tax obligations may arise for us. This may be the case if the relevant tax authorities consider the employee participations as taxable benefits. Since these employee participation programs have been set up in foreign countries without the assistance of local tax counsel, no assurance can be given that these programs will be treated as income tax-neutral incentive schemes under the relevant local law. Even in jurisdictions where we treat employee participations as taxable benefits, the determination of the value of the taxable benefit in the form of shares in the newly established company may be uncertain. Therefore, we cannot rule out that we may be faced with potential additional tax liabilities.

When implementing new business ideas, certain intellectual property rights, e.g., trademarks and logos, have been registered for the account of regional holding companies, while our subsequently formed local entities invested in the brands and used these intellectual property rights free of charge. No final determination on the tax treatment of intellectual property has been made so far and we are therefore faced with legal uncertainty regarding, among other things, the tax domiciliation (*steuerliche Belegenheit*) of these rights.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

The spin-off of Zalando and the subsequent redemption of shares in the Issuer held by Rocket Beteiligungs GmbH may result in a significant additional tax burden.

On July 8, 2013, the Issuer made a constructive contribution (*verdeckte Einlage*) of its 34,440 shares in Zalando to a wholly-owned subsidiary of the Issuer, which was later renamed Rocket Beteiligungs GmbH ("**Rocket Beteiligung**"). Immediately upon receipt of the shares in Zalando on July 8, 2013, Rocket Beteiligung sold and transferred these shares in Zalando to GFG and Emesco AB ("**Emesco**") in accordance with their proportional shareholdings in the Issuer. Simultaneously, GFG and Emesco sold and transferred initially 43,050 shares in the Issuer to Rocket Beteiligung. This consideration was subsequently reduced to 38,597 shares in the Issuer due to a purchase price adjustment mechanism. The mutual purchase price claims arising out of both transactions were set off against each other (the entire foregoing transaction is hereinafter referred to as the "**Zalando Spin-Off**"). On August 19, 2014, Rocket Beteiligung was merged into the Issuer, which thereby acquired 38,597 treasury shares that were subsequently cancelled (the "**Share Redemption**").

Both, the Zalando Spin-Off and the Share Redemption touch on many unresolved tax issues on which guidance on point by the tax courts and tax authorities is missing and in some instances there is even case law of the Federal Fiscal Court (*Bundesfinanzhof*) that may be interpreted as contrary to some of our positions. Furthermore, the validity of the transaction structure hinges among other things on the accurate assessment of the fair market value of the Issuer and of Zalando at the time of the transaction. No assurance can be given as to whether the tax authorities will follow our interpretation of the relevant tax laws and our assessment of the respective company values of the entities involved or whether they may seek to re-characterize these transactions as, e.g., a tax avoidance scheme or a so-called 'constructive dividend' (*verdeckte Gewinnausschüttung*).

If the relevant tax authorities deny the tax-neutrality of the Zalando Spin-Off and the Share Redemption, the former could trigger significant taxes (see also "*—If tax authorities deem the Issuer to fall within the scope of the short-term profit rule, its dividend income and capital gains received or realized since 2009 could become fully taxable*"). Given the complexity and the scope of this transaction, it may entail further unforeseen adverse tax consequences.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

The organizational setup of our tax compliance may not have been at all stages of our development sufficient to meet the growing demands of a globally expanding organization.

Our success hinges on, among other things, our ability to rapidly transform ideas into business models and to rollout newly formed businesses across numerous jurisdictions around the world at a faster pace than our competitors. We have focused on the accelerated development of our business activities rather than on optimizing the tax structure of our companies. It is therefore conceivable that as a consequence of our fast and entrepreneurial culture, actions were taken that could trigger adverse tax consequences for us.

The size, the scope and the focus of our tax compliance efforts may not have been sufficient in the past to meet the growing demands of a globally expanding organization. Given our Group's structure, our tax department has to regularly deal with tax issues that go beyond the day-to-day management of our domestic tax compliance, primarily on an ad-hoc basis, which may have led to decisions that could have adverse tax consequences for us. When using external tax advisors, there is no guarantee that these external tax advisors had all information and documentation necessary to provide their advice based on a reliable and comprehensive set of facts.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We may be required to pay additional taxes if our intra-group transfer prices do not meet prevailing market rates. Failure of our companies to fully comply with VAT requirements could trigger adverse tax consequences, including an obligation to refund input VAT.

Our business model depends on the interplay between the Issuer and our companies, particularly the flow of ideas, know-how, intellectual property and financing experience within our organization. This high degree of interconnectivity results in transfers of services, shares, intellectual property, products and other goods from and between the Issuer, its subsidiaries and affiliates in the meaning of sections 15 et seqq. Stock Corporation Act (*Aktiengesetz*) and other entities the Issuer holds a stake in (hereinafter referred to as "**Intra-Group Transfer**").

Past and current Intra-Group Transfer prices, particularly those for services rendered by the Issuer, including the provision of personnel, financing costs charged to affiliates and the rendering of advisory and other services as well as the licensing of technology platforms to the Group entities could be deemed to not be at arm's length. Similar risks exist with regard to the transfer of Internet domains and IP at book value by the Issuer or regional groups to the local entities in the early stage of the start-up phase.

Additionally, in light of the fact that these intra-Group services are usually not offered to third parties and the uncertainties surrounding the valuation of Internet domains and IP, it may become difficult for us to mitigate Intra-Group Transfer price risks by documenting the prices, particularly paid in comparable transactions by or with independent third parties. Besides this, the preparation of a customary transfer price documentation may be delayed due to the need to hire an external auditor team which has the resources to prepare such transfer price documentation for us.

Further, given the unique and highly specialized nature of the services the Issuer renders to its network of companies many of our service level agreements underlying Intra-Group-Transfers and other transactions were drafted in a general, sometimes imprecise manner and may therefore be deemed not to cover the services actually rendered. Besides this, the statutory purpose as well as the actual business activities of certain Group entities do not go beyond the holding and administration of participations. Such business focus may not qualify as an entrepreneurial activity and could therefore trigger input VAT adjustments (*Vorsteuerkorrektur*).

Besides this, the business models of many of our companies are complex and the documentation obligations under applicable VAT and VAT-related laws in Germany and other jurisdictions are considerable. Therefore, it cannot be ruled out that certain of our companies may not fully comply, or, as the case may be, may have not fully complied with applicable VAT regulations throughout all phases of their development.

If Intra-Group Transfer prices do not meet the arm's length test or if tax authorities treat certain transactions with regard to VAT aspects differently to how we would expect they will be treated and differently from what the Issuer and its subsidiaries applied for in their respective VAT returns, additional tax payments including gift taxes, could be assessed, input VAT adjustments (*Vorsteuerkorrektur*) could be required, double taxation could become due and penalties as well as a reduction of current tax losses or tax loss carry-forwards, among others, could arise and increase our tax burden.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

We are subject to the tax laws and regulations in Germany and numerous other countries. Our tax burden may increase as a consequence of future tax treatment of dividend payments, non-deductibility of interest payments, current or future tax assessments or court proceedings based on changes in domestic or foreign tax laws and double taxation treaties or changes in the application or interpretation thereof.

We are subject to the tax laws and regulations of Germany and numerous other countries. Our tax burden depends on various aspects of tax laws and regulations including double taxation treaties concluded, in particular, between Germany and the countries in which we are operating, as well as their respective application and interpretation. Amendments to tax laws and double taxation treaties, for example, an increase of statutory tax rates or the limitation of double tax relief may have a retroactive effect, and their application or interpretation by tax authorities or courts is subject to change. Furthermore, tax authorities occasionally limit court decisions to their specific facts by way of non-application decrees. This may also increase our tax burden.

As a holding company, the Issuer's ability to distribute dividends depends largely on dividend payments made by its subsidiaries. Among other things, these intra-group distributions are subject to withholding tax (*Kapitalertragsteuer*) on multiple intra-group levels. No assurance can be given that the taxation of intra-group distributions may not negatively affect the Issuer's ability to pay dividends in the future.

Thin-capitalization rules in various jurisdictions restrict the tax deductibility of interest expenses and the possibility of companies to carry forward non-deducted interest expenses to future assessment periods. As the interpretation of these rules is not entirely clear in many jurisdictions, it cannot be ruled out that the competent tax authorities will take a different view regarding the tax deductibility of interest expenses than our Group entities.

Group entities are or may become party to tax proceedings. The outcome of such tax proceedings may not be predictable and may be detrimental to the Group.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Due to changes in the ownership structure of our companies, we may not be able to make use of current tax losses, tax loss carry-forwards and interest carry-forwards.

While the Issuer has not accrued any material tax losses, tax loss carry-forwards or interest carry-forwards as of December 31, 2013, our companies have accrued significant tax losses, tax loss carry-forwards and interest carry-forwards in various jurisdictions. With regard only to Germany, the Issuer estimates that, as of December 31, 2013, our companies have accrued corporate income tax loss carry-forwards originated and generally usable in Germany in the amount of approximately €6.9 million, as well as current accumulated trade tax losses amounting to approximately €13.5 million.

Given the number of significant mergers, exits, spin-offs and other reorganizational measures, particularly at the level of our companies, regional groups and local entities, there can be no assurance that current tax losses, tax loss carry-forwards or interest carry-forwards originated and generally usable in Germany or in foreign jurisdictions may have been partially or completely lost. When implementing reorganizational measures, our main objective is the swift execution of our business strategy including the procurement of sufficient funding for our companies rather than the preservation of tax assets.

If all or a portion of these current tax losses, tax loss carry-forwards and interest carry-forwards of the Issuer, its subsidiaries and affiliates in the meaning of sections 15 et seqq. Stock Corporation Act (*Aktiengesetz*) and other entities the Issuer holds a stake in are lost, they could not be used to reduce our tax liabilities in any period in which a taxable profit is generated. This might result in a higher future tax burden. In addition, tax loss carry-forwards may have a significant impact on the value attributed by an investor to a company, a regional group or a local entity in connection with a financing round. If the relevant entity were no longer able to use its tax loss carry-forwards, this could have a material negative impact on the valuation of this entity.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Risks Related to Shares and the Offering

The market price of the Issuer's shares could fall if any of these risks were to materialize, in which case investors could lose some or all of their investment.

There is no existing market for the Issuer's shares and the development of an active trading market may be limited by the contemplated listing in the Entry Standard sub-segment.

There has not been a public market for the Issuer's shares prior to this offering. The Issuer intends to list its shares on the Open Market (*Freiverkehr*) (Entry Standard) of the Frankfurt Stock Exchange. Neither the Open Market nor its sub-segment, the Entry Standard, is a regulated market within the meaning of the Markets in Financial Instruments Directive (Directive 2004/39/EC). The Entry Standard sub-segment is designed primarily for emerging or smaller companies, and imposes fewer obligations designed to protect investors of its listed companies than EU-regulated markets. For example, the Issuer will not be required to prepare quarterly financial statements, make ad-hoc announcements or conduct analysts meetings and prepare and continuously update a financial calendar.

Because of its focus on emerging or smaller companies, investments in shares traded on the Open Market and its sub-segment, the Entry Standard, traditionally carry a higher degree of risk than investments in shares quoted on EU-regulated markets. In addition, the shares to be sold in the offering represent only 23.98% of the Issuer's share capital. Further, all of the Issuer's existing shareholders are subject to lock-up agreements. Accordingly, the market in the Issuer's shares may be relatively illiquid or subject to fluctuation, and it may therefore be more difficult for potential investors in this offering to sell any of the shares that they buy. We cannot predict the extent to which investor interest will lead to an active trading market or how liquid that market might become. Furthermore, there is no assurance that the Issuer will be able to up-list its shares to an EU-regulated market in the future.

The market price and trading volume of the Issuer's shares may deviate significantly from the offer price and could fluctuate significantly.

As the initial public offering price for the Issuer's shares will be determined by negotiations between the Issuer and the underwriters, and based on demand for the shares during the offer period, it may not be indicative of, and may deviate significantly from, prices that will prevail in the Open Market following this offering. Following the offering, the trading volume and price of the Issuer's shares may fluctuate significantly. If the share price declines significantly, potential investors in this offering may be unable to resell the Issuer's shares at or above their purchase price. Securities markets in general and shares of Internet and technology companies in particular have been volatile in the past. Some of the factors that could negatively affect the Issuer's share price or result in fluctuations in the price or trading volume of the shares include, for example, changes in our actual or projected results of operations or those of our competitors, changes in earnings projections or the failure to meet investors' and analysts' earnings expectations, investors' evaluations of the success and effects of the strategies described in this prospectus, as well as the evaluation of the related risks, changes in general economic conditions, changes in shareholders and other factors. Additionally, general fluctuations in share prices, particularly of shares of related companies or of companies in the same sector, could lead to pricing pressures on the Issuer's shares, even where there may not necessarily be a direct reason for this in our business or earnings outlook. For instance, Kinnevik, one of the Issuer's current shareholders, is a public company whose shares are listed on the Stockholm Stock Exchange, and any fluctuation in Kinnevik's share price could be attributed to reasons related to us and have an impact on the Issuer's share price.

The Issuer will have broad discretion in how it uses the proceeds from the offering, and if the Issuer fails to use them effectively, the price of the Issuer's shares may decline.

The Issuer's management will have broad discretion in its use of the net proceeds of the offering. The Issuer currently intends to use the net proceeds from the offering to fund the start-up of new companies and to provide additional financing to existing companies. However, these plans may change and the Issuer's management could fail to use these proceeds to improve or maintain our operating results and financial condition or enhance the value of the Issuer's shares. Any failure to use the net proceeds from this offering effectively may result in financial losses that could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

The Issuer currently does not intend, and may not be able to, pay dividends in the foreseeable future.

Under German corporate law, a company may only pay dividends if it shows unappropriated retained earnings in its unconsolidated German Commercial Code (*Handelsgesetzbuch*, "**HGB**") financial statements. The Issuer currently intends to retain all available funds and future earnings, if any, to provide more equity capital to our companies to support their operations and to position them to grow. The Issuer currently does not intend to pay cash dividends in the foreseeable future. Even if the Issuer changed its policy and wanted to distribute dividends, it may not be able to generate such unappropriated retained earnings and, accordingly, may not be able to pay out dividends. In particular, as the Issuer is an operating holding company, the Issuer's results will largely depend upon liquidity events, such as dividend distributions from or the IPO of, or sale of its interests in, our companies. The extent of any such cash flows to the Issuer in turn depends on the business, financial condition, results of operation and cash flows of our companies. Absent a liquidity event, the Issuer may not report unappropriated retained earnings in its unconsolidated HGB financial statements and/or may not have sufficient liquidity in order to pay dividends to its shareholders. Even if a liquidity event should occur, the Issuer currently intends to reinvest any proceeds in order to exploit our market opportunity. In line with its communicated policy, the Issuer does not expect to pay dividends in the near to medium term.

As a result of the offering, the Issuer will face additional administrative requirements, including the obligation to issue half-year interim financial statements for the first time.

Following the offering, the Issuer will for the first time be subject to the legal requirements of German companies listed on a public stock exchange. These requirements include interim financial reporting concerning the Issuer's half-year results and other public disclosures of information. The Issuer's accounting, controlling, legal or other corporate administrative functions may not be capable of responding to these additional requirements without difficulties and inefficiencies that may cause the Issuer to incur significant additional expenditures and/or expose it to legal, regulatory or civil costs or penalties. In addition, nearly all of our companies that are fully consolidated or accounted for at equity have a very limited history. This means that they are currently in the process of establishing their internal accounting and reporting functions. The establishment of these functions is complicated by the fact that nearly all of our companies that are fully consolidated or accounted for at equity operate in foreign countries. If they are not in a position to deliver financial information in the format that the Issuer requires, the Issuer may not be able to draw up our own financial statements in time or to have any required audit completed in time.

Furthermore, the preparation, convening and conduct of general shareholders' meetings and the Issuer's regular communications with shareholders and potential investors will entail substantially greater expenses. The Issuer's management team, part of which has limited experience managing a public company, will need to devote time to these additional requirements that it could otherwise devote to other aspects of managing the Issuer's operations, and these additional requirements could also substantially increase time commitments and costs for the Issuer's accounting, controlling and legal departments and other administrative functions.

Any inability to manage the additional demands placed on the Issuer in the process of becoming or being a company with publicly traded shares, as well as any costs resulting therefrom, could have a material adverse effect on our business, financial condition, cash flows, results of operations and the value of the Issuer's direct and indirect interests in our companies, and directly or indirectly on the Issuer's business, financial condition, cash flows and results of operations.

Any future sales of the Issuer's shares by its existing shareholders or investors acquiring shares in the offering, including the so-called cornerstone investors, could depress the market price of the Issuer's shares, and our shareholders' interests may deviate from, or conflict with, the Issuer's interests.

Upon completion of the offering, GFG, the Issuer's largest shareholder holding 52.3% of the issued shares prior to the offering, will hold approximately 39.8% of the issued shares (assuming the placement of 32,558,140 new shares and exercise of the Greenshoe Option in full). Due to its relatively large shareholding, GFG, owned by the Issuer's co-founder and CEO, Oliver Samwer, and his two brothers, will be in a position to exert substantial influence at the Issuer's general shareholders' meeting and, consequently, on matters decided by the Issuer's general shareholders' meeting, including the appointment of supervisory board members, the distribution of dividends, and any proposed capital increases. GFG's future stake in the Issuer would endow it with the ability to block certain corporate measures that require the approval of the Issuer's general shareholders' meeting. In addition, the interests of GFG may substantially deviate from, or conflict with, the Issuer's interests or the interests of the Issuer's other shareholders. There is no assurance that GFG will exercise its influence over the Issuer in a way that serves the interests of the Issuer's other shareholders.

Moreover, there may be a significant adverse effect on the market price of the Issuer's shares if any of the Issuer's large shareholders, in particular, GFG, Kinnevik, Access Industries, PLDT and United Internet, or investors acquiring shares in the offering, including the cornerstone investors, were to sell substantial amounts of the Issuer's shares on the public exchange or if market participants were to become convinced that such sales might occur. In addition, the value of the Issuer's shares may fluctuate, and could significantly decline, based on the valuations achieved in initial public offerings or other sales of interests in companies in which the Issuer holds an interest. In the case of a change of control of GFG, certain investors would have the right under our current shareholders' agreements to require us to purchase their interests in the relevant company.

Future capitalization measures may lead to substantial dilution, i.e., a reduction in the value of the shares and the control rights of existing shareholders' interests in the Issuer. Future offerings of debt or equity securities may adversely affect the market price of the Issuer's shares.

We may require additional capital in the future to finance our business operations and growth. The raising of additional equity through the issuance of new shares, the potential exercise of conversion or option rights by holders of convertible bonds or bonds with warrants or the fulfillment of conversion obligations relating to such bonds, which may be issued in the future, and the exercise of stock option rights which may be granted to the Management Board members and certain other employees, may dilute shareholder interests. The Issuer's articles of association currently provide for the issuance of up to 60,051,127 additional shares as authorized capital (which will be reduced by up to 37,882,353 shares to be issued in connection with the offering), and up to 58,587,727 additional shares as conditional capital. We may issue all of these shares without any action or approval by the shareholders, and under certain limited conditions, for example in the event of a capital increase against contributions in kind, without reserving any pre-emptive subscription rights for the shareholders. Because the Issuer's decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of future offerings. Thus, holders of shares bear the risk that future offerings might reduce the market price of the shares and dilute their shareholdings in the Issuer.

GENERAL INFORMATION

Financial information included in this prospectus as of a date other than, or a period other than the years ended, December 31, 2011, December 31, 2012 or December 31, 2013 has been taken or derived from the condensed interim consolidated financial statements as of and for the six months ended June 30, 2014 or the accounting or controlling records of the Issuer or the companies and is unaudited. All the numbers relating to participation quotas in the summary (except stated otherwise) are calculated on a non-diluted basis.

Certain Defined Terms

In this prospectus, unless the context otherwise requires,

- "we", "us", "our" or "Rocket Internet" refers to the Issuer, together with our companies (our companies refer to the proven winners, emerging stars, concepts, regional Internet groups, intermediate holding companies and the companies in the categories strategic participations and other investments that were founded by us)
- "companies" refers to the proven winners, emerging stars, concepts, regional Internet groups and intermediate holding companies
- "Access Industries" refers to the Access Industries group of companies, which includes AI European Holdings S.à r.l., AI Linio Holdings LLC, AI Zencap Holdings LLC and AI Lendico Holdings LLC
- "Africa Internet Group" refers to Africa Internet Holding GmbH and the legal entities in which it holds a direct or indirect stake
- "Asia Internet Group" refers to Asia Internet Holding S.à r.l. and the legal entities in which it holds a direct or indirect stake
- "BaFin" refers to the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*)
- "Berenberg" refers to Joh. Berenberg, Gossler & Co. KG, Hamburg, Germany
- "BigCommerce" refers to TIN Brillant Services GmbH and the legal entities in which it holds a direct or indirect stake
- "Bigfoot I" refers to Bigfoot GmbH and the legal entities in which it holds a direct or indirect stake
- "Bigfoot II" refers to BGN Brillant Services GmbH and the legal entities in which it holds a direct or indirect stake
- "BofA Merrill Lynch" refers to Merrill Lynch International, London, United Kingdom (acting under the marketing name BofA Merrill Lynch)
- "concepts" refers to our smaller and/or younger companies that have yet to receive external funding or have only recently received their first funding round. This category includes, among other, the following companies: EatFirst, Spaceways, Shopwings, Spotcap and Tripda.
- "CupoNation" refers to CupoNation Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the CupoNation brand
- "Dafiti" refers to Dafiti Latam GmbH & Co. Beteiligungs KG together with the legal entities in which it holds a direct or indirect stake and that operate under the Dafiti brand
- "E&Y" refers to Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin office, Germany
- "EatFirst" refers to Digital Services XXX S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the EatFirst brand
- "EBIT" refers to earnings before interest and taxes
- "EBITDA" refers to earnings before interest, taxes, depreciation and amortization
- "emerging stars" refers to the following companies: Wimdu, foodpanda, Helpling, Lendico, Zencap, PAYMILL, CupoNation, FabFurnish and Zanui
- "Emesco" refers to Emesco AB

- “EU-IFRS” refers to the International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the EU
- “FabFurnish” refers to VRB GmbH & Co. B-181 KG together with the legal entities in which it holds a direct or indirect stake and that operate under the FabFurnish brand
- “Facebook” refers to Facebook, Inc., Facebook Ireland Limited, and Facebook Brazil collectively
- “foodpanda” refers to Emerging Markets Online Food Delivery Holding S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the foodpanda, hellofood and Delivery Club brands
- “Full IFRS” refers to the International Financial Reporting Standards as issued by the International Accounting Standards Board
- “German GAAP” refers to the German Generally Accepted Accounting Principles
- “GFG” refers to the Global Founders GmbH (formerly: European Founders Fund GmbH)
- “Global Founders Capital Fund” refers to Global Founders Capital Fund GmbH & Co. Beteiligungs KG Nr. 1
- “Google” refers to Google Ireland Limited
- “Group” refers to the Issuer and the legal entities that are fully consolidated in the Issuer’s consolidated financial statements
- “Hellofresh” refers to HelloFresh GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Hellofresh brand
- “Helpling” refers to Helpling Group Holding S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Helpling brand
- “Home24” refers to Home24 GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Home24 and Mobly brands
- “Holtzbrinck” refers to Holtzbrinck Ventures and its affiliates
- “Holtzbrinck Ventures” refers to the following companies: HV Holtzbrinck Ventures Fund IV LP, Holtzbrinck Ventures NM GmbH & Co. KG and HV Holtzbrinck Ventures Fund V GmbH & Co. KG
- “intermediate holding companies” refers to the following companies: Bigfoot I, Bigfoot II and BigCommerce
- “Issuer” refers to Rocket Internet AG, Berlin, Germany
- “J.P. Morgan” refers to J.P. Morgan Securities plc, London, United Kingdom
- “Jabong” refers to Jabong GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Jabong brand
- “Joint Bookrunners” refers to the Joint Global Coordinators together with BofA Merrill Lynch, Citigroup and UBS
- “Joint Global Coordinators” refers to Morgan Stanley, Berenberg and J.P. Morgan
- “Jumia” refers to Africa eCommerce Holding GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Jumia or Zando brands
- “Kinnevik” refers to Investment AB Kinnevik and its affiliates
- “Lamoda” refers to Lamoda GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Lamoda brand
- “Latin America Internet Group” or “LIG” refer to MKC Brillant Services GmbH and the legal entities in which it holds a direct or indirect stake
- “Lazada Group” refers to Lazada Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Lazada and Lamido brands
- “Lendico” refers to ECommerce Holding II S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Lendico brand

- “Linio” refers to TIN Jade GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Linio brand
- “MEEH” refers to Middle East eCommerce Holding GmbH and the legal entities in which it holds a direct or indirect stake
- “Middle East Internet Group” or “MEIG” refer to Middle East Internet Holding S.à r.l. and the legal entities in which it holds a direct or indirect stake
- “Millicom” refers to Millicom International Cellular S.A. and its affiliates
- “Morgan Stanley” refers to Morgan Stanley Bank AG, Frankfurt am Main, Germany
- “MTN” refers to Mobile Telephone Networks Holdings (Pty) Limited and its affiliates
- “Namshi” refers to Middle East eCommerce Holding GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Namshi brand
- “ooredoo” refers to Ooredoo Q.S.C.
- “PAYMILL” refers to Paymill Holding GmbH (formerly Brillant 1470. GmbH) together with the legal entities in which it holds a direct or indirect stake and that operate under the PAYMILL brand
- “PLDT” refers to Philippine Long Distance Telephone Company
- “proven winners” refers to the following companies: Dafiti, Lamoda, Zalora, Jabong, Namshi, Lazada, Linio, Jumia, Home24, Westwing and Hellofresh
- “PwC” refers to PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany
- “regional Internet groups” refers to the following groups: Africa Internet Group, Asia Internet Group, Middle East Internet Group and Latin America Internet Group
- “Rocket Beteiligung” refers to Rocket Beteiligungs GmbH
- “Shopwings” refers to Digital Services Holding XXI S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Shopwings brand
- “Spaceways” refers to Digital Services XVII S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Spaceways brand
- “Spotcap” refers to Spotcap Global S.à r.l. (formerly Argentum Global S.à r.l.) together with the legal entities in which it holds a direct or indirect stake and that operate under the Spotcap brand
- “Tripda” refers to Digital Services Holding XXIV S.à r.l.
- “Underwriters” refers to the Joint Bookrunners and the Joint Global Coordinators together
- “United Internet” refers to United Internet Ventures AG
- “U.S. GAAP” refers to the generally accepted accounting principles in the United States
- “Westwing” refers to Westwing Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Westwing and Dalani brands
- “Wimdu” refers to Wimdu GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Wimdu brand
- “Zalando” refers to Zalando SE (formerly Zalando GmbH and Zalando AG)
- “Zalora” refers to Zalora Group GmbH together with the legal entities in which it holds a direct or indirect stake and that operate under the Zalora and The Iconic brands
- “Zanui” refers to VRB GmbH & Co. B-131 KG together with the legal entities in which it holds a direct or indirect stake and that operate under the Zanui brand
- “Zencap” refers to Zencap Global S.à r.l. together with the legal entities in which it holds a direct or indirect stake and that operate under the Zencap brand

Other defined terms used throughout the prospectus are indicated in the text.

Responsibility Statement

Rocket Internet AG, with its registered office at Johannisstraße 20, 10117 Berlin, Germany, and registered with the commercial register of the local court (*Amtsgericht*) of Charlottenburg, Berlin, Germany (the "**Commercial Register**"), and docket number HRB 159634 B, together with Joh. Berenberg, Gossler & Co. KG, Hamburg, Germany; J.P. Morgan Securities plc, London, United Kingdom; Morgan Stanley Bank AG, Frankfurt am Main, Germany; Merrill Lynch International, London, United Kingdom (acting under the marketing name BofA Merrill Lynch); Citigroup Global Markets Limited, London, United Kingdom and UBS Limited, London, United Kingdom, have assumed responsibility for the contents of this prospectus pursuant to Section 5(4) of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), and declare that the information contained in this prospectus is, to the best of their knowledge, correct and contains no material omissions.

If any claims are asserted before a court of law based on the information contained in this prospectus, the investor appearing as plaintiff may have to bear the costs of translating the prospectus prior to the commencement of the court proceedings pursuant to the national legislation of the member states of the European Economic Area.

The information in this prospectus will not be updated subsequent to the date hereof except for any significant new event or significant error or inaccuracy relating to the information contained in this prospectus that may affect an assessment of the securities and occurs or comes to light following the approval of the prospectus, but before the completion of the public offering or inclusion of the securities to trading, whichever is later. These updates must be disclosed in a prospectus supplement in accordance with Section 16(1) sentence 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).

Purpose of this Prospectus

For the purpose of the public offering of securities, this prospectus relates to 37,882,353 of the Issuer's ordinary bearer shares, each representing a notional value of €1.00 and with full dividend rights from January 1, 2014, consisting of:

- 32,941,177 newly issued bearer shares with no par value (*Stückaktien*) from a capital increase against contribution in cash expected to be resolved by the Issuer's management board on October 6, 2014, to be approved by a committee of the Issuer's supervisory board on the same day, utilizing the authorized capital resolved by an extraordinary shareholders' meeting on August 22, 2014 ("**Authorized Capital 2014**") under exclusion of the subscription rights of existing shareholders of the Issuer (the "**New Shares**"); and
- 4,941,176 existing bearer shares with no par value (*Stückaktien*) from the holdings of GFG in connection with a possible over-allotment (the "**Over-Allotment Shares**" and, together with the New Shares, the "**Offer Shares**").

For the purpose of inclusion to trading on the non-regulated market (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), this prospectus relates to up to 32,941,177 of the Issuer's New Shares and 120,102,255 of the Issuer's existing bearer shares (being the Issuer's entire share capital following the registration of the aforementioned capital increase) with no par value, each with a notional value of €1.00 and with full dividend rights from January 1, 2014.

Forward-looking Statements

This prospectus contains forward-looking statements. A forward-looking statement is any statement that does not relate to historical facts or events or to facts or events as of the date of this prospectus. This applies, in particular, to statements in this prospectus containing information on our future earnings capacity, plans and expectations regarding our business growth and profitability, and the general economic conditions to which we are exposed. Statements made using words such as "predicts", "forecasts", "intends", "plans", or "expects" may be an indication of forward-looking statements.

The forward-looking statements in this prospectus are subject to risks and uncertainties, as they relate to future events, and are based on estimates and assessments made to the best of the Issuer's present knowledge. These forward-looking statements are based on assumptions, uncertainties and other factors, the occurrence or non-occurrence of which could cause the Issuer's actual results, including the financial condition and profitability of the Group, to differ materially from or fail to meet the expectations expressed or implied in the forward-looking statements. These expressions can be found in several sections in this prospectus, particularly in the sections entitled "*Risk Factors*"; "*Management's Discussion and Analysis of Financial Condition and Results of Operations*"; "*Markets and Competition*"; "*Business*" and "*Recent Developments and Outlook*"; and wherever information is contained in the prospectus regarding our intentions, beliefs, or current expectations relating to our future financial condition and results of operations, plans, liquidity, business outlook, growth, strategy and profitability, as well as the economic and regulatory environment to which we are subject.

In light of these uncertainties and assumptions, it is also possible that the future events mentioned in this prospectus might not occur. In addition, the forward-looking estimates and forecasts reproduced in this prospectus from third-party reports could prove to be inaccurate (for more information on the third-party sources used in this prospectus, see "*—Sources of Market Data*"). Actual results, performance or events may differ materially from those in such statements due to, among other reasons:

- Changes in general economic conditions in the markets in which we operate, including changes in the gross domestic product ("**GDP**"), unemployment rate, the level of consumer prices, wage levels, etc.;
- Changes in the markets in which we operate, including changes in Internet penetration rates and smartphone penetration rates;
- Changes in the competitive environment;
- Changes in the investment market;
- Changes affecting interest rate levels;
- Changes affecting currency exchange rates;
- Changes in laws and regulations;
- Changes in taxes, including changes in tax rates.

Moreover, it should be noted that neither the Issuer nor any of the Underwriters assume any obligation, except as required by law, to update any forward-looking statement or to conform any such statement to actual events or developments. Nevertheless, the Issuer has the obligation to disclose any significant new event or significant error or inaccuracy relating to the information contained in this prospectus that may affect an assessment of the securities and occurs or comes to light following the approval of the prospectus, but before the completion of the public offering or the inclusion of the securities to trading, whichever is later. These updates must be disclosed in a prospectus supplement in accordance with Section 16(1) sentence 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).

See "*Risk Factors*" for a further description of some of the factors that could influence the Issuer's forward-looking statements.

Sources of Market Data

To the extent not otherwise indicated, the information contained in this prospectus on the market environment, market developments, growth rates, market trends and competition in the markets in which the Group operates are based on the Issuer's and the Underwriters' assessments. These assessments, in turn, are based in part on internal observations of the market and on various market studies.

The following sources were used in the preparation of this prospectus:

- BD RCI, brand awareness study, March/April 2014 ("**BD RCI, Brand Awareness Study**");
- Betsy Nolan, "Dear World Bank: focus on these six countries to get the most 'banked' for your buck", *Global Envision*, November 4, 2013 ("**Global Envision Report**");
- Business Monitor International, market research and data analysis, June 2014 ("**BMI, Market Data**");
- Daniel Inman, "Southeast Asia's Growing Appeal: Stock Investors Lured by Expanding Economies, Middle Class in the Philippines and Thailand", *The Wall Street Journal*, December 3, 2012 ("**WSJ Report**");
- Data Popular, publicly available information released in December 2012 ("**Data Popular**");
- Euromonitor International, "Retailing and Internet Retailing by Country", based on current prices and year on year exchange rates (unless otherwise stated), accessed June 2014 ("**Euromonitor, Retailing and Internet Retailing by Country**");
- Euromonitor International, "Apparel and Footwear", based on current prices and fixed 2013 exchange rates, accessed July 2014, ("**Euromonitor, Apparel and Footwear**");

- Euromonitor International, “Consumer Finance”, accessed July 2014, based on current prices, (“**Euromonitor, Consumer Finance**”);
- Euromonitor International, “Home and Garden” , accessed July 2014, based on current prices and fixed 2013 exchange rates, (“**Euromonitor, Home and Garden**”);
- Euromonitor International, “Countries and Consumers”, based on current prices and year on year exchange rates, accessed July 2014, (“**Euromonitor, Countries and Consumers**”);
- Euromonitor International, “Food and Drink”, based on current prices and fixed 2013 exchange rates, accessed July 2014, (“**Euromonitor, Food and Drink Internet Retailing**”);
- eMarketer, market research dated January 2014 (“**eMarketer, Market Data**”);
- Ana Paula Hinz, “Dafiti é o e-commerce com mais influência no Facebook”, *Exame*, December 31, 2012 (“**EXAME Report**”);
- Ian Black, “Saudi digital generation takes on Twitter, YouTube … and authorities”, *The Guardian*, December 17, 2013 (“**The Guardian Report**”);
- IMF, World Economic Outlook Database, April 2014 Edition, accessed June 30, 2014 (“**IMF, WEO Database**”);
- International Data Corporation, Worldwide New Media Market Model, accessed May 27, 2014 (“**IDC Database**”);
- International Telecommunication Union, 2014 ICT Statistics, Time Series by Country, Percentage of individuals using the Internet (“**ITU Data**”);
- Internet Live Stats, accessed June 19, 2014 (“**Internet Live Stats**”);
- NetQuest, market research, accessed monthly from January 2013 to March 2014 (“**NetQuest, Market Research**”);
- Planet Retail, Global Data Analysis Database, accessed May 27, 2014 (“**Planet Retail Database**”);
- Simone Pathe, “U.S. ‘underbanked’ population increasingly using mobile banking”, *PBS Newshour*, March 27, 2014 (“**PBS Report**”);
- Socialbakers.com, “Top 10 Biggest Facebook Cities”, June 14, 2012 (“**Socialbakers.com, Blog**”);
- United Nations Economic and Social Commission for Asia and the Pacific, Asia Pacific Forum on Sustainable Development, May 2014 (“**UN ESCAP Asia Pacific Forum on Sustainable Development**”);
- United Nations, World Population Prospects 2009 (“**United Nations, World Population Prospects**”); and
- World Cellular Information Service, World Cellular Forecasts 2012-2018, accessed February 14, 2014 (“**WCIS Cellular Forecasts**”).

It should be noted in particular that reference has been made in this prospectus to information concerning markets and market trends. Such information was obtained from the above-mentioned market studies and other sources. The Issuer has accurately reproduced such information and, as far as it is aware and able to ascertain from information published by such third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading. Nevertheless, prospective investors are advised to consider this data with caution. For example, market studies are often based on information or assumptions that may not be accurate or appropriate, and their methodology is inherently predictive and speculative.

Irrespective of the assumption of responsibility for the content of this prospectus by the Issuer and the Underwriters (see “—*Responsibility Statement*”), neither the Issuer nor the Underwriters have independently verified the figures, market data or other information on which third parties have based their studies. Accordingly, the Issuer and the Underwriters make no representation or warranty as to the accuracy of any such information from third-party studies included in this prospectus. Prospective investors should note that the Issuer’s own estimates and statements of opinion and belief are not always based on studies of third parties.

Documents Available for Inspection

For the period during which this prospectus is valid, the following documents will be available for inspection during regular business hours at the Issuer’s offices at Johannisstraße 20, 10117 Berlin, Germany (tel. +49 (0) 30 300 13 18-00):

- the Issuer’s articles of association (the “**Articles of Association**”);

- the Issuer's unaudited condensed interim consolidated financial statements prepared in accordance with German GAAP as of and for the six months ended June 30, 2014;
- the Issuer's (prior to changes in its legal form and name: Rocket Internet GmbH) audited consolidated financial statements prepared in accordance with German GAAP for the fiscal year ended December 31, 2013;
- the Issuer's audited unconsolidated financial statements prepared in accordance with German GAAP for the fiscal years ended December 31, 2013, December 31, 2012 and December 31, 2011; and
- the Issuer's additional unconsolidated information consisting of a statement of changes in equity and a cash flow statement for the fiscal years ended December 31, 2012 and December 31, 2011.

The above documents are also available on the Issuer's website at www.rocket-internet.de. The annual financial statements referred to above are also published in the German Federal Gazette (*Bundesanzeiger*).

The Issuer's future consolidated annual and interim financial statements will be available from the Issuer on its website and from the paying agent designated in this prospectus (see "*General Information on the Issuer and the Group—Notifications, Paying Agent*").

Currency Presentation and Presentation of Figures

In this prospectus, "**euro**", "**EUR**" and "**€**" refer to the single European currency adopted by certain participating member states of the European Union (the "**EU**"), including the Federal Republic of Germany ("**Germany**") as of January 1, 1999; "**AED**" refers to the lawful currency of the United Arab Emirates, "**AUD**" refers to the lawful currency of the Commonwealth of Australia ("**Australia**"); "**BRL**" refers to the lawful currency of Brazil; "**INR**" refers to the legal currency of the Republic of India ("**India**"); "**RUB**" refer to the lawful currency of the Russian Federation ("**Russia**") and "**U.S. dollars**", "**U.S. dollar**" and "**US$**" refer to the lawful currency of the United States.

Where financial data in the prospectus is labelled "audited", this means that it has been taken from the audited financial statements mentioned above. The label "unaudited" is used in the prospectus to indicate financial data that has not been taken from the audited financial statements mentioned above, but was taken either from the Group's unaudited condensed interim consolidated financial statements or the Group's accounting or controlling records, or has been calculated on the bases of figures taken from the above-mentioned sources, unless otherwise indicated. All of the financial data presented in the prospectus are shown in millions of euro (in € million), except as otherwise stated. Certain financial data in the text and in the tables (including percentages) in this prospectus have been rounded according to established commercial standards, whereby aggregate amounts (sum totals, sub-totals, differences or amounts put in relation) are calculated on the underlying unrounded amounts. As a result, the aggregate amounts (sum totals or sub-totals or differences or if numbers are put in relation) may not correspond in all cases to the corresponding rounded amounts contained in the following text and tables. Furthermore, in the following tables, these rounded figures may not add up exactly to the totals contained in the respective tables and charts. The percentage changes that are stated in the text and the tables have been commercially rounded to one decimal place unless stated otherwise. Financial information presented in parentheses denotes the presented number is a negative number. With respect to financial data set out in the main body of the prospectus (i.e., other than in the section entitled "*Financial Information*"), a dash ("–") signifies that the relevant figure is not available, while a zero ("0") signifies that the relevant figure is available but is or has been rounded to zero.

Available Information

At any time when our Group is not subject to Section 13 or 15(d) of the United States Securities Exchange Act of 1934, as amended, nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, it will furnish, upon request, to any holder or beneficial owner of the Issuer's shares, or any prospective investor designated by any such holder or beneficial owner, information satisfying the requirements of subsection (d)(4)(i) of Rule 144A under the Securities Act to permit compliance with Rule 144A in connection with resales of the Issuer's shares for so long as any of the Issuer's shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act.

Enforcement of Civil Liabilities

The Issuer is a German stock corporation (AG) governed by German law and all or a substantial portion of its assets are located primarily outside the United States. In addition, the majority of the members of the management board (*Vorstand*) (the "**Management Board**") and the supervisory board (*Aufsichtsrat*) (the "**Supervisory Board**") are non-residents of the United States and most of their assets are located outside the

United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Issuer or such persons or to enforce against them or the Issuer judgments of courts of the United States, whether or not predicated upon the civil liability provisions of the federal securities laws of the United States or other laws of the United States or any state thereof. The United States and Germany do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for payment of money rendered by a federal or state court in the United States based on civil liability, whether or not predicated solely upon U.S. federal securities laws, may not be enforceable, either in whole or in part, in Germany. However, if the party in whose favor such final judgment is rendered brings a new suit in a competent court in Germany, such party may submit to the German court the final judgment rendered in the United States. Under such circumstances, a judgment by a federal or state court of the United States against the Issuer or such persons will be regarded by a German court only as evidence of the outcome of the dispute to which such judgment relates, and a German court may choose to re-hear the dispute. In addition, awards of punitive damages in actions brought in the United States or elsewhere may be unenforceable in Germany.

Presentation of Financial Information

Application of the German Generally Accepted Accounting Principles (German GAAP)

The Issuer prepared its consolidated financial statements as of and for the fiscal year ended December 31, 2013 in accordance with the German GAAP. These consolidated financial statements were audited by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin office, Germany, a member of the Chamber of Public Accountants (*Wirtschaftsprüferkammer*), Berlin, as stated in their audit opinion (*Bestätigungsvermerk*) thereon. The Issuer's unconsolidated financial statements as of and for the fiscal year ended December 31, 2013, December 31, 2012 and December 31, 2011 were prepared in accordance with the German GAAP. Such unconsolidated financial statements were audited by PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany, as stated in their audit opinions (*Bestätigungsvermerke*) thereon. PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany, is a member of the Chamber of Public Accountants (*Wirtschaftsprüferkammer*), Berlin. The Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014 have been prepared in accordance with the German GAAP.

German GAAP differs in certain material respects from IFRS and generally accepted accounting principles in the United States ("**U.S. GAAP**"). Therefore, the results of operations and financial condition derived from the financial statements that are included in this prospectus may differ substantially from the results of operations and financial condition derived from financial statements prepared in accordance with IFRS or U.S. GAAP. We have not prepared a reconciliation of our financial information to IFRS or U.S. GAAP or a summary of significant accounting differences in the accounting and valuation methods of German GAAP, IFRS and U.S. GAAP nor have we otherwise reviewed the impact the application of IFRS or U.S. GAAP would have on our financial reporting. Accordingly, in making an investment decision, investors must rely on their own examination of our financial information.

Exchange Rate Information

The functional currency of the majority of the Group's foreign operations is the Euro. The Issuer's functional currency and the Group's presentation currency is the Euro and the Issuer prepares its financial statements in Euro.

The table below shows the average Euro foreign exchange reference rates expressed in U.S. dollars per Euro, as announced by the European Central Bank for the five years ended December 31, 2013. The averages set forth in the table below have been computed using the Euro foreign exchange reference rate on the last business day of each month during the periods indicated.

Year ended December 31,	Period End	Average	High	Low
2009	1.4406	1.3955	1.5120	1.2555
2010	1.3362	1.3207	1.4563	1.1942
2011	1.2939	1.4000	1.4882	1.2889
2012	1.3194	1.2932	1.3454	1.2089
2013	1.3791	1.3308	1.3791	1.2805

The following table shows the Euro foreign exchange reference rates for U.S. dollars per Euro for the previous six months:

Month	High	Low
March 2014	1.3942	1.3732
April 2014	1.3872	1.3700
May 2014	1.3953	1.3607
June 2014	1.3658	1.3528
July 2014	1.3688	1.3379
August 2014	1.3422	1.3177
September 2014 (through September 19, 2014)	1.3151	1.2852

The table below shows the average Euro foreign exchange reference rates expressed in Euro per AED, as announced by Bloomberg for the five years ended December 31, 2013. The averages set forth in the table below have been computed using the Euro foreign exchange end of day rates over the periods indicated.

Year ended December 31,	Period End	Average	High	Low
2009	0.1901	0.1957	0.2173	0.1799
2010	0.2034	0.2056	0.2283	0.1876
2011	0.2101	0.1957	0.2109	0.1836
2012	0.2063	0.2119	0.2257	0.2023
2013	0.1975	0.2051	0.2132	0.1972

The following table shows the Euro foreign exchange reference rates for Euro per AED for the previous six months:

Month	High	Low
March 2014	0.1982	0.1955
April 2014	0.1987	0.1959
May 2014	0.2003	0.1955
June 2014	0.2012	0.1989
July 2014	0.2035	0.1988
August 2014	0.2071	0.2027
September 2014 (through September 19, 2014)	0.2122	0.2069

The table below shows the average Euro foreign exchange reference rates expressed in Euro per AUD, as announced by Bloomberg for the five years ended December 31, 2013. The averages set forth in the table below have been computed using the Euro foreign exchange end of day rates over the periods indicated.

Year ended December 31,	Period End	Average	High	Low
2009	0.6267	0.5669	0.6267	0.4931
2010	0.7652	0.6943	0.7708	0.6270
2011	0.7914	0.7420	0.7914	0.6998
2012	0.7868	0.8058	0.8608	0.7721
2013	0.6475	0.7293	0.8174	0.6454

The following table shows the Euro foreign exchange reference rates for Euro per AUD for the previous six months:

Month	High	Low
March 2014	0.6735	0.6461
April 2014	0.6809	0.6680
May 2014	0.6843	0.6676
June 2014	0.6962	0.6788
July 2014	0.7019	0.6879
August 2014	0.7105	0.6913
September 2014 (through September 19, 2014)	0.7247	0.6926

The table below shows the average Euro foreign exchange reference rates expressed in Euro per BRL, as announced by Bloomberg for the five years ended December 31, 2013. The averages set forth in the table below have been computed using the Euro foreign exchange end of day rates over the periods indicated.

Year ended December 31,	Period End	Average	High	Low
2009	0.4003	0.3626	0.4004	0.3071
2010	0.4506	0.4295	0.4605	0.3819
2011	0.4141	0.4301	0.4586	0.3962
2012	0.3699	0.3996	0.4448	0.3613
2013	0.3071	0.3489	0.3950	0.3069

The following table shows the Euro foreign exchange reference rates for Euro per BRL for the previous six months:

Month	High	Low
March 2014	0.3215	0.3041
April 2014	0.3294	0.3197
May 2014	0.3311	0.3220
June 2014	0.3331	0.3220
July 2014	0.3358	0.3292
August 2014	0.3402	0.3244
September 2014 (through September 19, 2014)	0.3461	0.3265

The table below shows the average Euro foreign exchange reference rates expressed in Euro per INR, as announced by Bloomberg for the five years ended December 31, 2013. The averages set forth in the table below have been computed using the Euro foreign exchange end of day rates over the periods indicated.

Year ended December 31,	Period End	Average	High	Low
2009	0.0150	0.0149	0.0160	0.0140
2010	0.0167	0.0165	0.0178	0.0150
2011	0.0145	0.0154	0.0171	0.0141
2012	0.0138	0.0146	0.0156	0.0138
2013	0.0117	0.0129	0.0144	0.0111

The following table shows the Euro foreign exchange reference rates for Euro per INR for the previous six months:

Month	High	Low
March 2014	0.0121	0.0117
April 2014	0.0122	0.0118
May 2014	0.0126	0.0120
June 2014	0.0125	0.0122
July 2014	0.0124	0.0122
August 2014	0.0126	0.0122
September 2014 (through September 19, 2014)	0.0129	0.0125

The table below shows the average Euro foreign exchange reference rates expressed in Euro per RUB, as announced by Bloomberg for the five years ended December 31, 2013. The averages set forth in the table below have been computed using the Euro foreign exchange end of day rates over the periods indicated.

Year ended December 31,	Period End	Average	High	Low
2009	0.0232	0.0227	0.0254	0.0214
2010	0.0245	0.0249	0.0267	0.0230
2011	0.0240	0.0245	0.0254	0.0230
2012	0.0248	0.0251	0.0260	0.0239
2013	0.0221	0.0237	0.0253	0.0220

The following table shows the Euro foreign exchange reference rates for Euro per RUB for the previous six months:

Month	High	Low
March 2014	0.0206	0.0196
April 2014	0.0207	0.0200
May 2014	0.0215	0.0201
June 2014	0.0218	0.0209
July 2014	0.0216	0.0209
August 2014	0.0210	0.0205
September 2014 (through September 19, 2014)	0.0210	0.0199

THE OFFERING

Subject Matter of the Offering

The offering (including any potential over-allotment) relates to the sale of 37,882,353 Offer Shares with no par value (*Stückaktien*), each representing a notional value of €1.00 and with full dividend rights from January 1, 2014, consisting of:

- 32,941,177 newly issued bearer shares with no par value (*Stückaktien*) from a capital increase (the "**IPO Capital Increase**") against contribution in cash expected to be resolved by the Issuer's management board on October 6, 2014, to be approved by a committee of the Issuer's supervisory board on the same day, utilizing the Authorized Capital 2014 under exclusion of the subscription rights of existing shareholders of the Issuer (the "**New Shares**"); and
- 4,941,176 ordinary bearer shares with no-par value (*Stückakten*) from the holdings of GFG to cover a potential over-allotment (the "**Over-Allotment Shares**" and, together with the New Shares, the "**Offer Shares**").

The offering consists of a public offering of the Offer Shares in Germany and the Grand Duchy of Luxembourg ("**Luxembourg**") and private placements of the Offer Shares in certain jurisdictions outside Germany and Luxembourg. In the United States, the Offer Shares will be offered for sale to persons who are qualified institutional buyers as defined in Rule 144A ("**Rule 144A**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and qualified purchasers as defined in the U.S. Investment Company Act of 1940, as amended (the "**Investment Company Act**"). Outside the United States, the Offer Shares will be offered to non-U.S. persons in reliance on the exemption from registration provided by Regulation S ("**Regulation S**") under the Securities Act. As part of the offering, Offer Shares in an aggregate investment amount of €582.5 million will be acquired by Scottish Mortgage Investment Trust Plc ("**SMIT**"), J.P. Morgan Securities LLC ("**JPM**"), FAR Global Private Markets Ltd. ("**FAR**"), Discovery Global Opportunity Master Fund, Ltd. ("**Discovery**"), Makshaff Trading Investments Company Limited ("**Makshaff**") and Credit Suisse AG ("**Credit Suisse**", together with SMIT, JPM, FAR, Discovery and Makshaff, the "**Cornerstone Investors**"), who have agreed, subject to certain termination rights and the condition precedent of the closing of the offering, to purchase Offer Shares at the offer price. Each Cornerstone Investor has been guaranteed full allocation of such number of Offer Shares for which it has provided a purchase commitment.

The capital increase out of the Authorized Capital 2014 (see "*Description of Share Capital of Rocket Internet AG and Applicable Regulations—Authorized Capital*") to create the New Shares, which is expected to be resolved by the Management Board with the approval of a committee of the Supervisory Board of the Issuer on or around October 6, 2014 and is expected to be registered with the Commercial Register on October 8, 2014, would result in a capital increase of the Issuer's share capital of up to €32,941,177.00. Upon registration of the capital increase with the Commercial Register, the New Shares are issued. Assuming this capital increase is resolved by the Management Board with the approval of a committee of the Supervisory Board of the Issuer and registered with the Commercial Register in the maximum amount, the share capital of the Issuer will amount to €153,043,432.00. Assuming further a complete exercise of the Greenshoe Option, the Issuer will issue additional 4,941,176 ordinary bearer shares with no-par value from the Authorized Capital 2014. In such event, the Issuer's share capital will amount to a total of €157,984,608.00. The share capital of the Issuer represented by the Offer Shares that are the subject of the offering including potential over-allotments will total €37,882,353.00 million. Thus, approximately 24.0% of the Issuer's shares (after effectuation of the issuance of all New Shares and of all shares under the Greenshoe Option) will be offered. Without the Over-Allotment Shares, approximately 21.5% of the Issuer's shares (after effectuation of the issuance of all New Shares) will be offered.

Immediately prior to the offering, all of the Issuer's share capital was held by GFG, Emesco, United Internet Ventures AG, Philippine Long Distance Telephone Company, AI European Holdings S.à r.l. and Holtzbrinck Ventures. For more information, see "*Information on the Existing Shareholders*". Following completion of the offering and assuming full placement of the Offer Shares, issuance of all New Shares and full exercise of the Greenshoe Option (see "*—Stabilization Measures, Over Allotments and Greenshoe Option*"), the existing shareholders will hold approximately 76.0% of the Issuer's share capital. The Issuer will receive the proceeds of the offering resulting from the sale of the New Shares and, if and to the extent the Greenshoe Option is exercised, from the exercise of the Greenshoe Option, in each case after deduction of fees and commissions.

The Underwriters are acting in the following capacities: Berenberg, Morgan Stanley and J.P. Morgan are acting as Joint Global Coordinators, BofA Merrill Lynch, Citigroup and UBS together with Berenberg, Morgan Stanley and J.P. Morgan are acting as Joint Bookrunners.

Price Range, Offer Period, Offer Price and Allotment

The price range within which purchase orders may be placed is €35.50 to €42.50 per Offer Share (the "**Price Range**").

The offer period, during which investors may submit purchase orders for the shares, is expected to begin on September 24, 2014 and is expected to end on October 7, 2014, at 12:00 noon CEST (Central European Summer Time) for private investors (natural persons) and at 16:00 CEST (Central European Summer Time) for institutional investors (the "**Offer Period**"). Private investors (natural persons) may submit purchase orders for the public offering in Germany and Luxembourg during the Offer Period at the branch offices of the Underwriters. Purchase orders must be denominated in full euro amounts or euro cent figures of 25, 50, or 75 cents. Multiple purchase orders are permitted.

The Issuer, together with the Joint Global Coordinators, reserves the right to increase or decrease the total number of Offer Shares, to increase or decrease the upper limit and/or the lower limit of the Price Range and/or to extend or shorten the Offer Period. The Offer Period will at least last 6 days. Changes in the number of Offer Shares, changes to the Price Range or the extension or shortening of the Offer Period will not invalidate any offers to purchase that have already been submitted. If such change requires the publication of a supplement to this prospectus, investors who submitted purchase orders before the supplement is published shall have the right, under the German Securities Prospectus Act, to withdraw these offers to purchase within two business days of the publication of the supplement. Instead of withdrawing the offers to purchase placed prior to the publication of the supplement, investors may change their orders or place new limited or unlimited offers to purchase within two business days of the publication of the supplement. To the extent that the terms of the offering are changed, such change will be published by means of electronic media (such as Reuters or Bloomberg) and, if required by the German Securities Prospectus Act or the General Terms and Conditions of Deutsche Börse AG for the regulated Unofficial Market (*Freiverkehr*) on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), as a publication of significant information via an electronic information system, on the Issuer's website and as a supplement to this prospectus. Investors who have submitted offers to purchase will not be notified individually. Under certain conditions, the Joint Global Coordinators, acting on behalf of the Underwriters, may terminate the underwriting agreement relating to the offering entered into with the Issuer on September 23, 2014 (the "**Underwriting Agreement**"), even after commencement of trading (*Aufnahme des Handels*) of the Issuer's shares on the non-regulated market (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), see also "*Underwriting—Termination/Indemnification*".

After the expiration of the Offer Period, the offer price and the final number of the Offer Shares placed in the offering will be set jointly by the Issuer and the Joint Bookrunners. The price will be set on the basis of the purchase orders submitted by investors during the Offer Period that have been collated in the order book prepared during the bookbuilding process. Price setting is expected to take place on or about October 7, 2014. These orders will be evaluated according to the prices offered and the investment horizons of the respective investors. This method of setting the number of shares that will be placed at the offer price is, in principle, aimed at maximizing proceeds. Consideration will also be given to whether the offer price and the number of shares to be placed allow for the reasonable expectation that the share price will demonstrate steady performance in the secondary market given the demand for the Issuer's shares noted in the order book. Attention will be paid not only to the prices offered by investors and the number of investors wanting shares at a particular price, but also to the composition of the group of shareholders in the Issuer that would result at a given price, and expected investor behavior. For further information regarding allotment criteria, see "*—Allotment Criteria*". The Issuer will not specifically charge any expenses and taxes related to the offering to investors.

After the offer price has been set, the Offer Shares will be allotted to investors on the basis of the offers to purchase then available. The offer price and the final number of Offer Shares and the final number of New Shares, placed in the offering (that is, the result of the offering) are expected to be published on or about October 7, 2014 by means of a press release on an electronic information system and on the Issuer's website. Investors who have placed orders to purchase Offer Shares with one of the Underwriters can obtain information from that Underwriter about the offer price and the number of Offer Shares allotted to them on the business day following the setting of the offer price. As commencement of trading (*Aufnahme des Handels*) of the Issuer's shares on the non-regulated market segment (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) is expected to take place on the business day following the setting of the offer price, investors may not have obtained information about the number of Offer Shares allotted to them at the time of commencement of trading. Book-entry delivery of the allotted Offer Shares against payment of the offer price is expected to take place two business days after commencement of stock exchange trading. Should the placement volume prove insufficient to satisfy all orders placed at the offer price, the Underwriters reserve the right to reject orders, or to accept them only in part.

Cornerstone Investors

The Issuer entered into private placement agreements with SMIT, JPM, FAR, Discovery, Makshaff and Credit Suisse (the "**Cornerstone Investor Agreements**"). The key terms of the agreement with the Cornerstone Investor Agreements are summarized under "—*Cornerstone Investor Agreement*s" below.

The Cornerstone Investors have in aggregate committed to invest a total amount of €582.5 million under and as part of the offering. Based on an offer price at the mid-point of the Price Range, the total number of Offer Shares purchased by the Cornerstone Investors would be approximately 14,935,897 Offer Shares, which represent approximately 39.4% of the Offer Shares, assuming that all Over-Allotment Shares are fully allocated.

The placements of Offer Shares with the Cornerstone Investors will be made under and as part of the offering at the offer price per Offer Share. The Cornerstone Investors are guaranteed full allocation of their Offer Shares. Subject to certain exceptions, including any disposal that is required by law or regulation, the Cornerstone Investors have agreed to a lock-up period of twelve months with respect to the disposal of their Offer Shares.

Description of Cornerstone Investors

A brief description of the Cornerstone Investors is given below, which has been provided by the Cornerstone Investors.

Scottish Mortgage Investment Trust Plc is an investment trust managed by Baillie Gifford & Co, incorporated under the laws of Scotland and registered as an investment company pursuant to the Companies Act of the United Kingdom. Its shares have been admitted to the Official List of the UK Listing Authority and to trading on the main market for listed securities of the London Stock Exchange, and none of its shareholders currently holds more than 10% of the share capital of SMIT.

J.P. Morgan Securities LLC is a limited liability company incorporated under the law of Delaware, United States of America, and a registered broker-dealer and investment adviser with the United States Securities and Exchange Commission (SEC) and futures commission merchant with the United States Commodities Futures Trading Commission (CFTC). J.P. Morgan Securities LLC is a wholly-owned subsidiary of JPMorgan Chase & Co., which is a leading global financial services firm and one of the largest banking institutions in the United States, with operations worldwide.

FAR Global Private Markets Ltd. is a limited liability company incorporated under the laws of the British Virgin Islands and an investment company. Its ultimate controlling shareholder is Mr. Fahad Abdullah A. Alrajhi, who is resident and an entrepreneur in the Kingdom of Saudi Arabia.

Discovery Global Opportunity Master Fund, Ltd., is an investment fund managed by Discovery Capital Management, LLC and is incorporated under the laws of the Cayman Islands. None of its shareholders currently holds more than 5% of the share capital of the fund.

Makshaff Trading Investments Company Limited is a limited liability company incorporated under the laws of Saudi Arabia and active in investments and project management. Its ultimate controlling shareholder is HRH Prince Khaled bin Sultan bin Abdulaziz Al Saud, who is resident in the Kingdom of Saudi Arabia.

Credit Suisse AG is a Swiss bank incorporated under the laws of Switzerland and a leading global bank, providing financial advice to corporate, institutional and government clients, to wealthy individuals worldwide, as well as affluent and retail clients in Switzerland.

Cornerstone Investor Agreements

The obligations of each Cornerstone Investor to purchase and acquire the respective Offer Shares, the Company's obligations to issue the respective Offer Shares, and the Underwriters' obligations to deliver (acting through a settlement agent) the respective Offer Shares, are all subject to the condition precedent that the closing of the offering occurs. The settlement of the Cornerstone Investors' Offer Shares shall occur simultaneously with the closing of the offering.

Each Cornerstone Investor Agreement may be terminated under certain circumstances, e.g., by the relevant Cornerstone Investor within twelve hours after a release has been published by the Issuer that includes information that requires the subsequent publication of a supplement to the prospectus if such information would be reasonably expected to constitute a material adverse development in the condition, financial or otherwise, shareholders' equity, results of operations, business or prospects of the Issuer and its consolidated subsidiaries, taken as a whole, that makes it inadvisable for the Cornerstone Investor to continue with its investment decision.

Under the Cornerstone Investor Agreements the Cornerstone Investors have agreed to purchase such number of Offer Shares that may be acquired with their respective investment amount at the offer price as reflected in the table below.

Name of Cornerstone Investor	Number of Offer Shares (rounded to the nearest whole number and assuming that the offer price is at the mid-point of the price range)	Investment amount committed by the Cornerstone Investors
		(in € million)
Scottish Mortgage Investment Trust Plc	8,974,359	350.00
J.P. Morgan Securities LLC	2,564,103	100.00
FAR Global Private Markets Ltd.	1,282,051	50.00
Discovery Global Opportunity Master Fund, Ltd.	961,538	37.50
Makshaff Trading Investments Company Limited	641,026	25.00
Credit Suisse AG	512,821	20.00
Total	**14,935,897**	**582.50**

Expected Timetable for the Offering

The following is the expected timetable of the offering, which may be extended or shortened:

September 23, 2014	Approval of this prospectus by the BaFin and publication of the approved prospectus on the Issuer's website. Notification of the approved prospectus to the Luxembourg Commission for the Supervision of the Financial Sector (*Commission de Surveillance du Secteur Financier*).
September 24, 2014	Commencement of the Offer Period. Application for inclusion to trading filed with the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).
October 7, 2014	Close of the Offer Period for private investors (natural persons) at 12:00 noon CEST (Central European Summer Time) and for institutional investors at 16:00 CEST (Central European Summer Time).
October 7, 2014	Determination of the offer price and allotment; publication of the offer price in the form of a press announcement on an electronic information system and on the Issuer's website.
October 8, 2014	Registration of the consummation of the IPO Capital Increase with the Commercial Register and creation of the New Shares to be delivered on the date of settlement (October 10, 2014).
October 8, 2014	Approval of inclusion to trading issued by the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).
October 9, 2014	First day of trading.
October 10, 2014	Book-entry delivery of the Offer Shares against payment of the offer price (closing).

Intended Change of Legal Form

We currently expect that the extraordinary shareholders' meeting to be held on September 30, 2014 will approve a resolution to change the Issuer's legal form to a European company (*Societas Europaea – SE*) governed by German and European law and its legal name to "Rocket Internet SE". The change in legal form and name is expected to be registered in late 2014.

Information on the Shares

Voting Rights

Each share in the Issuer carries one vote at the Issuer's shareholders' meeting. The Issuer's existing shareholders do not have different voting rights.

Dividend and Liquidation Rights

The Offer Shares carry full dividend rights from January 1, 2014. In the event of the Issuer's liquidation, any proceeds will be distributed to the holders of the Issuer's shares in proportion to their interest in the Issuer's share capital. There will be no preferential rights upon liquidation.

Form and Certification of the Shares

All of the Issuer's shares are bearer shares with no par value. The Issuer's current share capital in the amount of €120,102,255.00 is represented by one global share certificate with one global dividend coupon, which will be deposited with Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany.

Section 5 para. 2 of the Articles of Association excludes the shareholders' right to receive individual share certificates to the extent permitted by law and unless mandated by the rules of a stock exchange to which the shares are admitted. The Issuer's Management Board, in consultation with the Issuer's Supervisory Board, determines pursuant to Section 5 para. 3 of the Articles of Association the form of the share certificates. The Offer Shares provide holders thereof with the same rights as all of the other shares of the Issuer and do not provide any additional rights or advantages.

Delivery and Settlement

The delivery of the Offer Shares against payment of the offer price is expected to take place on October 10, 2014. The Offer Shares will be made available to the shareholders as co-ownership interests in the global share certificate.

At the shareholder's option, the Offer Shares purchased in the offering will be credited either to a securities deposit account maintained by a German bank with Clearstream Banking Aktiengesellschaft or to a securities account of a participant in Euroclear Bank S.A./N.V., 1, Boulevard Roi Albert II, 1120 Brussels, Belgium, as the operator of the Euroclear system, or to Clearstream Banking S.A., 42 Avenue JF Kennedy, 1855 Luxembourg, Luxembourg for the account of such shareholder.

ISIN/WKN/Common Code/Ticker Symbol

International Securities Identification Number (ISIN)	DE000A12UKK6
German Securities Code (*Wertpapierkennnummer*, WKN)	A12UKK
Common Code	111314110
Ticker Symbol	RKET

Transferability of the Shares

The Issuer's shares are freely transferable in accordance with the legal requirements for bearer shares. Except for the restrictions set forth in "*—Lock-up Agreement, Limitations on Disposal*" and "*Underwriting—Selling Restrictions*", there are no prohibitions on disposals or restrictions with respect to the transferability of the Issuer's shares.

Existing Shareholders

Immediately prior to the offering, GFG holds 52.3%, Emesco holds 18.1%, United Internet holds 10.4%, PLDT Online Investments PTE. LTD. holds 8.4%, AI European Holdings S.à. r.l. holds 8.3% and Holtzbrinck Ventures holds 2.5% of the Issuer's outstanding share capital. For a discussion of the ownership structure of the existing shareholders, see "*Information on the Existing Shareholders—Shareholder Structure (Before and After the Offering)*".

Allotment Criteria

The allotment of Offer Shares to private investors and institutional investors will be decided by the Issuer. In the case of institutional investors, allotments will be made on the basis of the quality of the individual investor, individual orders and other relevant allotment criteria, such as the expected investment horizon of the respective investor. In particular, the Issuer will also give consideration to allocate the Offer Shares in a manner that will likely allow for an orderly and liquid trading of the Offer Shares after completion of the offering. The allocation to private investors will be compatible with the "Principles for the Allotment of Share Issues to Private Investors" published by the Commission of Stock Exchange Experts (*Börsensachverständigenkommission*).

Stabilization Measures, Over-Allotments and Greenshoe Option

In connection with the offering of the Offer Shares and the exercise of the Greenshoe Option, Berenberg or its affiliates, acting for the account of the Underwriters, will act as the stabilization manager and may, as stabilization manager acting in accordance with legal requirements (Section 20a (3) of the German Securities Trading Act (*Wertpapierhandelsgesetz*) in conjunction with Commission Regulation (EC) No. 2273/2003 of December 22, 2003), make over-allotments and take stabilization measures to support the market price of the Issuer's shares and thereby counteract any selling pressure.

The stabilization manager is under no obligation to take any stabilization measures. Therefore, no assurance can be provided that any stabilization measures will be taken. Where stabilization measures are taken, these may be terminated at any time without notice. Such measures may be taken as of the date of the commencement of trading of the Issuer's shares and must be terminated no later than the thirtieth calendar day after this date (the "**Stabilization Period**").

These measures may result in the market price of the Issuer's shares being higher than would otherwise have been the case. Moreover, the market price may temporarily be at an unsustainable level.

Under the possible stabilization measures, investors may, in addition to the Issuer shares being offered, be allocated up to 4,941,176 additional shares in the Issuer ("**Over-Allotment Shares**") as part of the allocation of the shares to be placed ("**Over-Allotment**"). For the purpose of a possible Over-Allotment, the stabilization manager, for the account of the Underwriters, will be provided with up to 4,941,176 shares from the holdings of GFG in the form of a securities loan; this number of shares will not exceed 15% of the New Shares. In connection with the Over-Allotment, the Issuer will grant the Underwriters an option to acquire up to 4,941,176 additional Issuer's shares at the offer price less agreed commissions (the "**Greenshoe Option**"), which would be issued by the Issuer from the Authorized Capital 2014 for the sole purpose of enabling the stabilization manager to perform its redelivery obligation under the securities loan with GFG. This option will terminate 30 calendar days after the first day of trading.

The stabilization manager is entitled to exercise the Greenshoe Option to the extent over-allotments of shares were initially made; the amount of shares is to be reduced by the number of shares held by the stabilization manager as of the date on which the Greenshoe Option is exercised and that were acquired by the stabilization manager in the context of stabilization measures.

Once the Stabilization Period has ended, an announcement will be made within one week in various media outlets distributed across the entire European Economic Area as to whether stabilization measures were taken, when price stabilization started and finished, and the Price Range within which stabilization was taken; the latter will be made known for each occasion on which price stabilization measures were taken. Exercise of the Greenshoe Option, the timing of its exercise and the number and type of shares concerned will also be announced promptly in the same manner.

Lock-up Agreement, Limitations on Disposal

In the Underwriting Agreement, the Issuer agreed with each Underwriter that, to the extent legally permissible, it will not, without the prior written consent of the Joint Global Coordinators (which shall not be unreasonably withheld or delayed) for a period of six months following the first day of trading of the Issuer's share (currently expected to take place on October 9, 2014):

- announce or execute any capital increase from authorized capital,
- propose a capital increase to its shareholders, or
- announce, execute or propose to its shareholders any offering of financial instruments that carry conversion or option rights to shares in the Issuer or other transactions with a similar economic effect.

The foregoing does not apply to the IPO Capital Increase and the capital increase in connection with an exercise of the Greenshoe Option.

By way of separate lock-up agreements, the existing shareholders undertook not to, without the prior written consent of the Joint Global Coordinators (which shall not be unreasonably withheld), prior to the end of a period of twelve months following the first day of trading of the Issuer's shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (currently expected to take place on October 9, 2014), sell, distribute, pledge (without transferring legal title), transfer or otherwise dispose of any of their shares or securities in the Issuer. The same rule applies to transactions having the same economic effect as a sale.

The foregoing lock-up restrictions do not restrict the (i) tender, sale and transfer of the Issuer's shares in a takeover bid for the Issuer, (ii) the off-exchange (*außerbörsliche*) transfer of the Issuer's shares by its existing shareholders to any of their affiliates, (iii) the distribution of the Issuer's shares by such shareholder to its shareholder(s), member(s) or partner(s) (as applicable) through dividend in kind, provided that the recipient of such transfer assumes, by written confirmation to the Joint Global Coordinators, the obligations of the Issuer's existing shareholder hereunder for the then remaining term of the lock-up agreement.

Inclusion on the Frankfurt Stock Exchange and Commencement of Trading

The Issuer expects to apply for inclusion of its shares to trading on the non-regulated market segment (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) on or about September 24, 2014. The approval for inclusion to trading is expected to be announced October 8, 2014. Trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) is currently expected to commence on October 9, 2014. The Issuer currently intends to apply for admission of its shares to trading on the regulated market (*regulierter Markt*) with simultaneous admission to the Prime Standard sub-segment of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), or a comparable market segment of another national or international stock exchange, in the next 18 to 24 months, assuming that it meets the applicable listing requirements.

Designated Sponsor

Berenberg has agreed to assume the function of a designated sponsor of the Issuer's shares traded on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) for a period of at least two years. Pursuant to the designated sponsor agreement expected to be concluded among the designated sponsor and the Issuer, the designated sponsor will, among other things, place limited buy and sell orders for the Issuer's shares in the electronic trading system of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) during regular trading hours. This is intended to achieve greater liquidity in the market for the shares.

Interests of Parties Participating in the Offering

In connection with the offering and the inclusion to trading of the Issuer's shares, the Underwriters have formed a contractual relationship with the Issuer.

The Underwriters act for the Issuer on the offering and coordinate the structuring and execution of the offering. In addition, Berenberg has been appointed to act as designated sponsor for the Issuer's shares and Deutsche Bank Aktiengesellschaft to act as paying agent and registrar. Upon successful implementation of the offering, the Underwriters will receive a commission.

Either one of the Underwriters or their affiliates have, and may from time to time in the future continue to have, business relations with Rocket Internet, the Group and its existing shareholders (including lending and other financing activities) or may perform services for the Group and its existing shareholders in the ordinary course of business.

In connection with the offering, the Underwriters and any of their affiliated companies will be able to acquire Offer Shares for their own accounts and hold, purchase or sell for their own accounts and can also offer or sell these Offer Shares outside of the offering. Accordingly, references in the Prospectus to Offer Shares being offered or placed should be read as including any offering or placement of Offer Shares to any of the Underwriters or any of their respective affiliates acting in such capacity. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Underwriters (or their affiliates) may from time to time acquire, hold or dispose of Offer Shares. None of the Underwriters intend to disclose the extent of any such investment or transaction other than in accordance with any legal or regulatory obligation to do so.

An affiliate of J.P. Morgan, one of our Joint Global Coordinators, will, subject to certain termination rights and the condition precedent of the closing of the offering, acquire Offer Shares in an aggregate amount of €100 million as a cornerstone investor (see section *"—Cornerstone Investors—Description of Cornerstone Investors*").

While the Issuer's existing shareholders will not participate in the offering, they will benefit from the listing of the Issuer's shares, as they will hold more liquid securities.

PROCEEDS OF THE OFFERING AND COSTS OF THE OFFERING AND LISTING

The Issuer will receive the proceeds of the offering resulting from the sale of the New Shares and, if and to the extent the Greenshoe Option is exercised, from the exercise of the Greenshoe Option, in each case after deduction of fees and commissions.

Assuming (i) placement of all Offer Shares (37,882,353 shares) and (ii) full exercise of the Greenshoe Option, the Issuer estimates that gross proceeds would amount to approximately €1,344.8 million, €1,477.4 million and €1,610.0 million, respectively, and net proceeds of approximately €1,293.0 million, €1,421.7 million and €1,550.4 million, respectively, at the low end, mid-point and high end of the Price Range set for the offering of the Offer Shares.

Assuming (i) an offer price at the low end, mid-point and high end of the Price Range, (ii) placement of the maximum number of Offer Shares, (iii) full exercise of the Greenshoe Option, and (iv) payment in full of the discretionary fee of up to €20.2 million, €22.2 million and €24.2 million, at the low end, mid-point and high end of the Price Range, respectively; the commission payable to the Underwriters will amount to €39.3 million, €43.2 million and €47.1 million, respectively.

Based on the assumptions described in the preceding paragraph, the total expenses of the offering and listing to be borne by the Issuer are expected to amount to €51.8 million, €55.7 million and €59.6 million, respectively.

Investors will not be charged expenses by the Issuer or the Underwriters.

REASONS FOR THE OFFERING AND LISTING

The Issuer currently intends to (i) sell the New Shares to finance the growth and development of its companies and (ii) list the Issuer's shares on the non-regulated market segment (Entry Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) to achieve better access to the capital markets.

The Issuer will receive the proceeds of the offering resulting from the sale of the New Shares and, if and to the extent the Greenshoe Option is exercised, from the exercise of the Greenshoe Shares, in each case after deduction of fees and commissions.

Assuming a placement of all New Shares (32,941,177 shares), the Issuer estimates that gross proceeds would amount to approximately €1,169.4 million, €1,284.7 million and €1,400.0 million, respectively, at the low end, mid-point and high end of the Price Range; net proceeds would amount to approximately €1,123.5 million, €1,235.5 million and €1,347.5 million, respectively, at the low end, mid-point and high end of the Price Range.

Assuming full exercise of the Greenshoe Option and a placement of all Offer Shares, the Issuer estimates that gross proceeds would amount to approximately €1,344.8 million, €1,477.4 million and €1,610.0 million, respectively, at the low end, mid-point and high end of the Price Range; net proceeds would amount to approximately €1,293.0 million, €1,421.7 million and €1,550.4 million, respectively, at the low end, mid-point and high end of the Price Range.

The Issuer currently expects to receive total net proceeds of €1,293.0 million to €1,550.4 million from the offering (assuming placement of the maximum number of Offer Shares and full exercise of the Greenshoe Option). The Issuer currently intends to spend approximately €400 million to €500 million of the proceeds from the offering on investments in proven winners in order to increase its stakes in these companies. The Issuer currently intends to spend €250 million to €350 million on equity capital investments in selected emerging stars, including in particular foodpanda, Helpling and Lendico, in order to retain or attain a majority position over the long-term and to reduce their reliance on outside funding sources. Further, the Issuer currently intends to spend €600 million to €700 million on concepts and new companies in order to be in a position to expand the funding of new companies significantly beyond seed round to retain a majority ownership position also over the long-term.

The Issuer currently intends to use its total funds consisting of existing cash of €726 million and the net proceeds from the offering of €1,293.0 million to €1,550.4 million from the offering (assuming placement of the maximum number of Offer Shares and full exercise of the Greenshoe Option) for investments in proven winners, emerging stars, concepts and new companies and to broaden its presence in the financial technology sector. The Issuer currently intends to spend about 40% to 50% of the proceeds on concepts and new companies. It currently intends to spend about 15% to 25% of its total funds on investments in proven winners. Further, the Issuer currently intends to spend 15% to 25% of its total funds on investments in selected emerging stars and about 15% to broaden its presence in the financial technology sector by launching new companies and accelerating existing investments.

DIVIDEND POLICY; RESULTS AND DIVIDENDS PER SHARE; USE OF PROFITS

General Provisions Relating to Profit Allocation and Dividend Payments

The shareholders' share of the Issuer's profits is determined based on their respective interests in the Issuer's share capital. In a German stock corporation (*Aktiengesellschaft*) under German law as well as in a European company (SE) after the Issuer's intended transformation, the distribution of dividends for a given fiscal year, and the amount and payment date thereof, are resolved by the general shareholders' meeting of the subsequent fiscal year either upon a joint proposal by the Management Board and the Supervisory Board or upon the Management Board's or the Supervisory Board's proposal. The general shareholders' meeting for a German stock corporation must be held within the first eight months of each fiscal year (six months for a European company (SE)).

Dividends may only be distributed from the distributable profit (*Bilanzgewinn*) of the Issuer. The distributable profit is calculated based on the Issuer's unconsolidated annual financial statements prepared in accordance with the accounting principles of German GAAP. Accounting principles set forth in German GAAP differ from International Financial Reporting Standards as adopted by the EU in material respects.

When determining the distributable profit, net income or loss for the fiscal year (*Jahresüberschuss/ -fehlbetrag*) must be adjusted for profit/loss carry forwards (*Gewinn-/Verlustvorträge*) from the prior fiscal year and releases of or allocations to reserves. Certain reserves are required to be set up by law, and amounts mandatorily allocated to these reserves in the given fiscal year must be deducted when calculating the distributable profit. The Management Board must prepare financial statements (balance sheet, income statement and notes to the financial statements) and a management report for the previous fiscal year by the statutory deadline and present these to the Supervisory Board and the auditors immediately after preparation. At the same time, the Management Board must present to the Supervisory Board a proposal for the allocation of the Issuer's distributable profit pursuant to Section 170 of the German Stock Corporation Act (*Aktiengesetz*) and – after the transformation into an European company (SE) – together with Article 61 of the Council Regulation (EC) 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("**SE-Regulation**"). According to Section 171 of the German Stock Corporation Act (*Aktiengesetz*), the Supervisory Board must review the financial statements, the Management Board's management report and the proposal for the allocation of the distributable profit and report to the general shareholders' meeting in writing on the results.

The general shareholders' meeting's resolution on the allocation of the distributable profit requires a simple majority of votes to be passed. Pursuant to Section 21 para. 4 of the Articles of Association, the general shareholders' meeting may also resolve that the dividends be distributed partially or entirely in kind, for example as a distribution of treasury shares if held by the Issuer at that time. At the same time, the Management Board must present to the Supervisory Board a proposal for the allocation of the Issuer's distributable profit pursuant to Section 170 of the German Stock Corporation Act (*Aktiengesetz*). According to Section 171 of the German Stock Corporation Act (*Aktiengesetz*), the Supervisory Board must review the financial statements, the Management Board's management report and the proposal for the allocation of the distributable profit and report to the general shareholders' meeting in writing on the results. Dividends resolved by the general shareholders' meeting are due and payable immediately after the relevant general shareholders' meeting, unless provided otherwise in the dividend resolution, in compliance with the rules of the respective clearing system. Any dividends not claimed within the past three years become time-barred. Once the statute of limitations applies, the dividend payment claim passes to the Issuer. Since all of the Issuer's dividend entitlements are evidenced by one global dividend coupon deposited with Clearstream Banking Aktiengesellschaft, Clearstream Banking Aktiengesellschaft transfers the dividends to the shareholders' custodian banks for crediting to their accounts. German custodian banks are under the same obligation to distribute the funds to their customers. Shareholders using a custodian bank located outside Germany must inquire at their respective bank regarding the terms and conditions applicable in their case. Notifications of any distribution of dividends resolved upon are published in the German Federal Gazette (*Bundesanzeiger*) immediately after the general shareholders' meeting. To the extent dividends can be distributed by the Issuer in accordance with German GAAP and corresponding decisions are taken, there are no restrictions on shareholder rights to receive dividends. Generally, withholding tax (*Kapitalertragsteuer*) is withheld from dividends paid. For more information on the taxation of dividends, see "*Taxation in Germany—Taxation of Shareholders*" and "*Taxation in Luxembourg—Luxembourg Taxation of Shares of a Non-Resident Company—Withholding Taxes*".

Dividend Policy and Earnings per Share

The Issuer currently intends to retain all available funds and future earnings, if any, to provide more equity capital to its companies to support their operations and to position them to grow. The Issuer currently does not intend to pay cash dividends in the foreseeable future. Any future determination to pay dividends will be made in accordance with applicable laws, and will depend upon, among other factors, the Issuer's results of operations, financial condition, contractual restrictions and capital requirements. The Issuer's future ability to pay dividends may be limited by the terms of any future debt or preferred securities.

The following table shows the total and per share net income for fiscal year 2013 attributable to the Issuer's shareholders, as shown in (i) the Issuer's audited unconsolidated financial statements prepared in accordance with German GAAP for such year and (ii) the Issuer's audited consolidated financial statements prepared in accordance with German GAAP for such year. The per share figures are calculated assuming that 120,102,255 bearer shares – the number of the bearer shares issued and outstanding as of the date of the prospectus but prior to the issuance of the New Shares – were issued and outstanding during the entire fiscal year 2013.

	Per share	**Total**
	(unaudited) (in €)	**(audited) (in € million)**
Net income as shown in the Issuer's audited unconsolidated annual financial statements prepared in accordance with German GAAP	1.23	147.1
Consolidated profit for the period attributable to the shareholders of the Issuer as shown in the Issuer's audited consolidated financial statements prepared in accordance with German GAAP[(1)]	1.57	188.4

(1) Corresponds to consolidated net income for the year in 2013 plus loss attributable to minority interests in 2013.

The following table shows the total distributions of profits or reserves made to shareholders of the Issuer in fiscal years 2011, 2012 and 2013, which have been taken from the audited unconsolidated financial statements of the Issuer as of and for the fiscal years ended December 31, 2011, December 31, 2012 and December 31, 2013, and in the six months ended June 30, 2014, which have been taken from the unaudited condensed interim consolidated financial statements of the Group as of and for the six months ended June 30, 2014.

	Year ended December 31,			**Six months ended June 30,**
	2011	**2012**	**2013**	**2014**
		(audited) (in € million)		**(unaudited) (in € million)**
Distribution pay-outs	–	(470.8)[(1)]	(80.6)[(2)]	(323.9)[(3)]

(1) Includes a cash component of €414.2 million and a distribution in kind relating to shares in Groupon, Inc. For further information on the distribution in kind, see "*—Groupon, Inc. Dividend in Kind*" below. The cash component served the primary purposes of passing on profits from the sale of shares in Groupon, Inc. and profits from the sale of shares in Zalando.

(2) Includes a cash component only. The cash component served the primary purposes of passing on profits from the sale of shares in Zalando.

(3) Includes a cash component of €286.8 million and a distribution in kind relating to shares in Bigfoot I and Bigfoot II. For more information, see "*—Bigfoot I and Bigfoot II Dividend in Kind*" below.

Groupon, Inc. Dividend in Kind

On October 15, 2012, the then existing shareholders of the Issuer resolved on granting all shareholders of the Issuer a dividend in kind relating to shares in Groupon, Inc. Accordingly, the Issuer transferred 10,400,357 shares in Groupon, Inc. to GFG and 3,466,786 shares in Groupon, Inc. to Emesco. The value of these shares in Groupon, Inc. is included in the distribution pay-outs for the year ended December 31, 2012 shown in the table under "*—Dividend Policy and Earnings per Share*" above.

Bigfoot I and Bigfoot II Dividend in Kind

On May 30, 2014, the then existing shareholders of the Issuer resolved on granting certain shareholders of the Issuer a dividend in kind and, consequently, the Issuer transferred by way of a separate share transfer agreement 4,145 and 1,892 shares in Bigfoot I to Emesco and AI European Holdings S.à r.l., respectively, as well as 4,559 and 2,082 shares in Bigfoot II to Emesco and AI European Holdings S.à r.l., respectively, as a dividend in kind. In addition, a cash dividend of €286.8 million was paid to GFG. The cash payment and the value of the shares distributed are included in the distribution pay-outs for the six months ended June 30, 2014 in the table under "*—Dividend Policy and Earnings per Share*" above.

CAPITALIZATION AND INDEBTEDNESS; STATEMENT ON WORKING CAPITAL

The following tables set forth the Group's actual capitalization and indebtedness of the Issuer (i) as of June 30, 2014, as well as adjustments for (ii) the effects of the capital increases that took place between July 1, 2014 and September 22, 2014, (iii) the effects of the capital increase from own resources by €119,912,520.00 from €189,735.00 to €120,102,255.00, (iv) the effects of the offering and the currently intended use of proceeds and (v) the Group's total capitalization and indebtedness to reflect the adjustments described in (ii) to (iv), as if the capital increases that took place between July 1, 2014 and September 14, 2014 (see ii), the capital increases from own resources (see iii) and the offering (see iv) each had taken place at June 30, 2014, without regard to tax effects. The effects of the capital increase from own resources and the effects of the offering and the currently intended use of proceeds are presented in separate columns in order to disclose the effects of the proceeds raised in the offering. Investors should read these tables in conjunction with "*Selected Consolidated Financial Information and Issuer Information*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", and the unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014, including the notes thereto, which are included in this prospectus, beginning on page F-1. For more information on the capital increases shown under (ii) in the table below, please see "*Corporate Structure, Financing Rounds and Cash Management—Issuer Financing*" and "*Description of Share Capital of Rocket Internet AG and Applicable Regulations—Development of the Share Capital since the Issuer's Foundation*".

Capitalization

	Actual as of June 30, 2014 (i)	Effects of capital increases(1) (ii)	Effects of capital increase from own resources(2) (iii)	Effects of the offering and currently intended use of proceeds(3) (iv)		Total(4) (v)
				(excluding exercise of the Greenshoe Option)	(assuming full exercise of the Greenshoe Option)	
	Prior to implementation of the offering			Upon completion of the offering (assuming an offer price at the mid-point of the Price Range)		
	(unaudited) (in € million)					
Total current debt(5)	54.4	–	–	–	–	54.4
guaranteed(6)	–	–	–	–	–	–
secured(7)	–	–	–	–	–	–
unguaranteed/unsecured	54.4	–	–	–	–	54.4
Total non-current debt (excluding current portion of long-term debt)(8)	0.5	–	–	–	–	0.5
guaranteed(6)	–	–	–	–	–	–
secured(7)	–	–	–	–	–	–
unguaranteed/unsecured	0.5	–	–	–	–	0.5
Shareholders' equity(9)	468.9	1,048.5	0.0	1,235.5	1,421.7	2,939.1
Share capital(10)	0.1	0.1	119.9	32.9	37.9	158.0
Legal reserve(11)	501.2	1,048.4	(119.9)	1,251.8	1,439.5	2,869.2
Other reserves(12)	(32.3)	–	–	(49.2)	(55.7)	(88.0)
Total	**523.8**	**1,048.5**	**0.0**	**1,235.5**	**1,421.7**	**2,994.0**

(1) Reflects the capital increases resolved by the shareholders' meeting of the Issuer held on August 22, 2014. Following the redemption of 38,597 treasury shares the Issuer's subscribed capital was increased from its own resources by €33,152.00 from €110,346.00 to €143,498.00 and subsequently increased against contributions in cash in three resolutions by €15,944.00 to €159,442.00, by €25,527.00 to €184,969.00 and lastly by €4,766.00 to €189,735.00. The subscribed capital increases are fully paid and were registered with the Commercial Register on September 1, 2014. In conjunction with the abovementioned subscribed capital increases the investors PLDT and United Internet undertook to make additional cash payments totaling €666.7 million into the Issuer's capital reserves. In addition, in conjunction with the aforesaid subscribed capital increases resolved on August 22, 2014, the investors United Internet, GFG and Holtzbrinck undertook vis-à-vis the other shareholders, but not vis-à-vis the Issuer (except with respect to certain participations contributed by Holtzbrinck), to make additional non-cash contributions consisting of participations in several companies into the Issuer's capital reserves. According to the terms of the underlying investment agreements the fair value of the contributed participations aggregates to approximately €381.8 million. It is assumed hereby that the contribution of those participations in several companies into the Issuer's capital reserves is recognized at the above-stated fair value of approximately €381.8 million.

(2) By resolution of the extraordinary shareholders' meeting of the Issuer held on August 22, 2014, the Issuer's subscribed capital was increased from its own resources by €119,912,520.00 from €189,735.00 to €120,102,255.00. The subscribed capital increase was registered with the Commercial Register on September 1, 2014.
(3) It is assumed that all New Shares were fully placed at the mid-point of the Price Range resulting in gross proceeds of €1,284.7 million and net proceeds of €1,235.5 million; it is further assumed that the proceeds generated are used as described under "*Reasons for the Offering and Listing and Use of Proceeds*".
(4) The column "Total" presents the Group's capitalization as of June 30, 2014, adjusted for the effects of the capital increase from own resources presented in column (ii) and the offering and the currently intended use of proceeds presented in column (iii) assuming full exercise of the Greenshoe Option.
(5) Sum of liabilities with a residual term of up to one year, each shown in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.
(6) As of June 30, 2014, the Issuer did not have any guaranteed liabilities.
(7) As of June 30, 2014, the Issuer did not have any secured liabilities.
(8) Liabilities of €54.8 million less the sum of liabilities with a residual term of up to 1 year of €54.3 million, each as shown in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.
(9) Equity capital of €491.5 million excluding minority interests of €22.5 million, each as shown in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.
(10) Shown as subscribed capital in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.
(11) Shown as capital reserves in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.
(12) Comprises revenue reserves of €208.6 million, accumulated other comprehensive income of negative €2.1 million and unappropriated retained earnings of negative €238.8 million, each shown in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.

Indebtedness

	Actual as of June 30, 2014 (i)	Effects of capital increases[(1)] (ii)	Effects of capital increase from own resources[(2)] (iii)	Effects of the offering and currently intended use of proceeds[(3)] (iv)		Total[(4)] (v)
				(excluding exercise of the Greenshoe Option)	(assuming full exercise of the Greenshoe Option)	
	Prior to implementation of the offering			Upon completion of the offering (assuming an offer price at the mid-point of the Price Range)		
	(unaudited) (in € million)					
A. Cash[(5)]	80.5	666.7	–	1,235.5	1,421.7	2,168.9
B. Cash equivalents	–	–	–	–	–	–
C. Trading securities[(6)]	41.0	–	–	–	–	41.0
D. Liquidity (A)+(B)+(C)	**121.5**	**666.7**	**–**	**1,235.5**	**1,421.7**	**2,209.9**
E. Current financial receivable[(7)]	**69.6**	–	–	–	–	**69.6**
F. Current bank debt[(8)]	0.0	–	–	–	–	0.0
G. Current portion of non current debt	–	–	–	–	–	–
H. Other current financial debt[(9)]	54.3	–	–	–	–	54.3
I. Current financial debt (F)+(G)+(H)	**54.4**	–	–	–	–	**54.4**
J. Net current financial indebtedness (I)-(E)-(D)	**(136.8)**	**(666.7)**	**–**	**(1,235.5)**	**(1,421.7)**	**(2,225.2)**
K. Non current bank loans	–	–	–	–	–	–
L. Bonds issued	–	–	–	–	–	–
M. Other non current loans[(10)]	**0.5**	–	–	–	–	0.5
N. Non current financial indebtedness (K)+(L)+(M)	**0.5**	–	–	–	–	**0.5**
O. Net financial indebtedness (J)+(N)	**(136.3)**	**(666.7)**	**–**	**(1,235.5)**	**(1,421.7)**	**(2,224.7)**

(1) Reflects the capital increases resolved by the shareholders' meeting of the Issuer held on August 22, 2014. Following the redemption of 38,597 treasury shares the Issuer's subscribed capital was increased from its own resources by €33,152.00 from €110,346.00 to €143,498.00 and subsequently increased against contributions in cash in three resolutions by €15,944.00 to €159,442.00, by €25,527.00 to €184,969.00 and lastly by €4,766.00 to €189,735.00. The subscribed capital increases are fully paid and were registered with the Commercial Register on September 1, 2014. In conjunction with the abovementioned subscribed capital increases the investors PLDT and United Internet undertook to make additional cash payments totaling €666.7 million into the Issuer's capital reserves. In addition, in conjunction with the aforesaid subscribed capital increases resolved on August 22, 2014, the investors United Internet, GFG and Holtzbrinck undertook vis-à-vis the other shareholders, but not vis-à-vis the Issuer (except with respect to certain participations contributed by Holtzbrinck), to make additional non-cash contributions consisting of participations in several companies into the Issuer's capital reserves. According to the terms of the underlying investment agreements the fair value of the contributed participations

aggregates to approximately €381.8 million. It is assumed hereby that the contribution of those participations in several companies into the Issuer's capital reserves is recognized at the above-stated fair value of approximately €381.8 million.

(2) By resolution of the extraordinary shareholders' meeting of the Issuer held on August 22, 2014, the Issuer's subscribed capital was increased from its own resources by €119,912,520.00 from €189,735.00 to €120,102,255.00. The subscribed capital increase was registered with the Commercial Register on September 1, 2014.

(3) It is assumed that all New Shares were fully placed at the mid-point of the Price Range resulting in gross proceeds of €1,284.7 million and net proceeds of €1,235.5 million; it is further assumed that the proceeds generated are used as described under "*Reasons for the Offering and Listing and Use of Proceeds*".

(4) The column "Total" presents the Group's capitalization as of June 30, 2014, adjusted for the effects of the capital increase from own resources presented in column (ii) and the effects of the offering and the currently intended use of proceeds presented in column (iii) assuming full exercise of the Greenshoe Option.

(5) Shown as cash in hand, bank balances and checks in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.

(6) Shown as other securities in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.

(7) Receivables and other assets of €70.1 million less receivables and other assets with a residual term of more than one year of €0.5 million, each shown in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.

(8) Shown as liabilities to banks with a residual term of up to one year in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.

(9) Sum of liabilities (except for liabilities to banks) with a residual term of up to one year, each shown in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.

(10) Other liabilities of €9.1 million less other liabilities with a residual term of up to one year of €8.6 million, each shown in the Issuer's unaudited condensed interim consolidated financial statements as of and for the six months ended June 30, 2014.

Indirect Liabilities, Contingent Liabilities

The Group's other financial obligations, which are also referred to as "indirect liabilities", amounted to €4.9 million as of June 30, 2014. These comprise mainly obligations from operating leases. The Group did not have any material contingent liabilities as of June 30, 2014.

Statement on Working Capital

The Issuer is of the opinion that the Group has sufficient working capital to meet the payment obligations that become due within the twelve-month period following the date of this prospectus.

DILUTION

The dilutive effect of the offering is illustrated in the table below demonstrating the amount by which the offer price at the low end, mid-point and high end of the Price Range exceeds the total equity attributable to shareholders per share after completion of the offering. After giving effect to the capital increases that took place between July 1, 2014 and September 22, 2014 and the issuance of the New Shares in the context of the offering, assuming an offer price of €39.00 at the mid-point of the Price Range and full exercise of the Greenshoe Option, the equity attributable to the Issuer's shareholders based on the total net proceeds from the offering would have been €2,939.1 million as of June 30, 2014, or €18.6 per Issuer's share. That would correspond to a direct dilution of €20.4, corresponding to 52.3%, per Issuer's share for the parties acquiring the Offer Shares, based on 157,984,608 outstanding Issuer's shares following the completion of the offering (assuming a placement of all New Shares and full exercise of the Greenshoe Option).

	Low End	Mid-Point	High End
Offer price per share (in €)	35.50	39.00	42.50
Total equity attributable to shareholders per share as of June 30, 2014 (pre-IPO net book value[1]) (in €)	12.63	12.63	12.63
Post-IPO equity per Share (post-IPO net book value[2]) (in €)	17.79	18.60	19.42
Amount by which the post-IPO net book value exceeds the pre-IPO net book value (in €)	5.15	5.97	6.78
Amount by which the offer price per share exceeds the post-IPO net book value (immediate dilution per share) (in €)	17.71	20.40	23.08

(1) Pre-IPO net book value refers to the sum of subscribed capital minus treasury shares plus capital reserves plus revenue reserves plus accumulated other comprehensive income plus unappropriated retained earnings as of June 30, 2014 plus the equity capital contributed in the capital increases that took place between July 1, 2014 and September 22, 2014 divided by the number of outstanding shares immediately prior to the offering.

(2) Post-IPO net book value refers to the sum of subscribed capital minus treasury shares plus capital reserves plus revenue reserves plus accumulated other comprehensive income plus unappropriated retained earnings as of June 30, 2014 plus the equity capital contributed in the capital increased that took place between July 1, 2014 and September 22, 2014 plus the net proceeds from the issuance of all New Shares at the low-point, mid-point and high-point of the price range plus the proceeds from the exercise of the Greenshoe Option in full divided by the number of outstanding shares (assuming a placement of all New Shares and full exercise of the Greenshoe Option).

SELECTED CONSOLIDATED FINANCIAL INFORMATION AND ISSUER INFORMATION

The financial information contained in the following tables is taken or derived from the audited consolidated financial statements of the Issuer as of and for the fiscal year ended December 31, 2013 and the unaudited condensed interim consolidated financial statements of the Group as of and for the six months ended June 30, 2014 and the Group's accounting or controlling records, or has been calculated on the basis of figures taken from the above-mentioned sources, unless otherwise indicated. These consolidated financial statements have been prepared in accordance with German GAAP. The Issuer has not prepared any consolidated financial statements for any prior period. Additional information included in this prospectus has been taken from the audited unconsolidated financial statements of the Issuer for the fiscal years ended December 31, 2013, 2012 and 2011, which were prepared in accordance with German GAAP.

E&Y has audited the consolidated financial statements for the fiscal year ended December 31, 2013, which do not contain comparative financial information for the fiscal year ended December 31, 2012 and issued an unqualified auditor's report thereon. PwC has audited the unconsolidated financial statements for the fiscal years ended December 31, 2011, December 31, 2012 and December 31, 2013 and issued an unqualified auditor's report on each of these unconsolidated financial statements. The aforementioned German GAAP financial statements of the Issuer and the auditor's reports thereon are included in this prospectus.

Where financial data in the following tables is labelled "audited", this means that it has been taken from the audited financial statements mentioned above. The label "unaudited" is used in the following tables to indicate financial data that has not been taken from the audited financial statements mentioned above but was taken either from the Group's unaudited condensed interim consolidated financial statements or the Group's accounting or controlling records, or has been calculated on the basis of figures taken from the above-mentioned sources, unless otherwise indicated. All of the financial data presented in the text and tables below are shown in millions of euro (in € million), except as otherwise stated. Certain financial data in the text and in the tables (including percentages) in this prospectus have been rounded according to established commercial standards, whereby aggregate amounts (sum totals, sub-totals, differences or amounts put in relation) are calculated on the underlying unrounded amounts. As a result, the aggregate amounts (sum totals or sub-totals or differences or if numbers are put in relation) may not correspond in all cases to the corresponding rounded amounts contained in the following text and tables. Furthermore, in the following tables, these rounded figures may not add up exactly to the totals contained in the respective tables and charts. The percentage changes that are stated in the text and the tables have been commercially rounded to one decimal place unless stated otherwise. Financial information presented in parentheses denotes the presented number is a negative number. In respect of financial data set out in the main body of the prospectus (i.e. other than in the section entitled "Financial Information"), a dash ("–") signifies that the relevant figure is not available, while a zero ("0") signifies that the relevant figure is available but has been rounded to or equals zero.

The following selected financial information should be read together with the section "Management's Discussion and Analysis of Financial Condition and Results of Operations", the consolidated financial statements, the unconsolidated financial statements as well as the related notes contained in this prospectus and additional financial information contained elsewhere in this prospectus.

Consolidated Income Statement

	Year ended December 31, 2013	Six months ended June 30, 2013	Six months ended June 30, 2014
	(audited) (in € million)	(unaudited) (in € million)	
Sales revenues	72.5	33.0	47.0
Increase / (decrease) in the work in process inventory	(0.5)	1.3	0.7
Other operating income	65.9	0.9	18.2
	137.9	35.2	65.8
Cost of materials			
Cost of raw materials, consumables and supplies and of purchased merchandise	(27.7)	(12.1)	(16.7)
Cost of purchased services	(8.6)	(3.2)	(4.2)
Personnel expenses			
Wages and salaries	(44.5)	(16.0)	(23.5)
Social security and other pension costs	(7.0)	(3.2)	(4.5)
Amortization / depreciation of intangible assets and of property, plant and equipment	(1.1)	(0.5)	(0.8)
Other operating expenses	(61.8)	(18.2)	(40.3)
	(150.6)	(53.3)	(89.9)
Income from participations	0.0	0.0	0.1
Income from associated companies	199.9	41.0	13.2
Other interest and similar income	0.7	0.2	0.2
Write-downs of financial assets	(0.4)	0.0	(0.0)
Interest and similar expenses	(0.4)	(0.2)	(0.7)
	199.7	40.9	12.7
Result from ordinary activities	**187.0**	**22.8**	**(11.3)**
Income taxes	(12.3)	(0.2)	(1.5)
Other taxes	(0.5)	(0.3)	(0.4)
	(12.8)	(0.5)	(1.9)
Consolidated net income / net loss for the period	**174.2**	**22.3**	**(13.3)**
Profit / (loss) carried forward from previous period	(23.4)	(23.4)	84.4
Advance dividend pay-outs	(80.6)	–	(323.9)
Loss attributable to minority interests	14.2	5.5	13.9
Unappropriated retained earnings	**84.4**	**4.4**	**(238.8)**

Consolidated Balance Sheet Data

	As of December 31, 2013 (audited) (in € million)	As of June 30, 2014 (unaudited) (in € million)
ASSETS		
Fixed assets		
Intangible assets	1.2	1.3
Property, plant and equipment	2.4	3.0
Financial assets	390.5	380.7
thereof equity investments in associates	361.1	351.1
	394.2	385.1
Current assets		
Inventories	8.5	9.8
Receivables and other assets	36.5	70.1
thereof receivables from associates	22.6	47.1
	45.0(1)	79.9
Other securities	–	41.0
Cash in hand, bank balances and checks	437.4	80.5
	482.4	201.5
Prepaid expenses	0.5	0.7
Deferred tax assets	0.3	0.3
	877.4	**587.6**
EQUITY AND LIABILITIES		
Equity capital		
Subscribed capital	0.1	0.1
– treasury shares	(0.0)	(0.0)
	0.1	0.1
Capital reserves	462.2	501.2
Revenue reserves		
Other revenue reserves	208.9	208.6
Accumulated other comprehensive income	(0.7)	(2.1)
Unappropriated retained earnings	84.4	(238.8)
Minority interests	18.0	22.5
	773.0	**491.5**
Negative consolidation difference	0.1	0.0
Provisions		
Tax provisions	12.1	14.0
Other provisions	25.1	27.1
	37.2	41.1
Liabilities		
Liabilities to banks	0.0	0.0
Prepayments received on an account of orders	0.5	0.3
Trade payables	20.2	20.4
Liabilities to shareholders	14.5	0.0
Liabilities to affiliated companies	1.0	1.1
Liabilities to associates	22.4	24.0
Other liabilities(2)	8.2	9.1
	66.8	54.8
Deferred income	0.3	0.2
Deferred tax liabilities	0.0	0.0
	877.4	**587.6**

(1) Unaudited.

(2) Other liabilities include liabilities for taxes in the amount of €3.1 million as of June 30, 2014 and €4.1 million as of December 31, 2013 and liabilities for social security in the amount of €0.5 million as of June 30, 2014 and €0.2 million as of December 31, 2013.

Consolidated Cash Flow Statement Data

	Year ended December 31,	Six months ended June 30,	
	2013	2013	2014
	(audited)	(unaudited)	
	(in € million)	(in € million)	
Cash flow from operating activities	(38.9)	(18.4)	(55.5)
Cash flow from investing activities	172.5	(6.8)	(62.2)
Cash flow from financing activities	116.8	6.9	(229.7)
Change in cash and cash equivalents	250.4	(18.3)	(347.4)
Changes in cash and cash equivalents due to exchange rates, changes in the basis of consolidation and valuation	0.0	0.0	(9.5)
Cash and cash equivalents at the beginning of the period	187.0	187.0	437.4
Cash and cash equivalents at the end of period	437.4	168.8	80.5

Unconsolidated Income Statement

The following financial data has been taken from the audited unconsolidated financial statements of Rocket Internet GmbH as of and for the financial years ended December 31, 2011, December 31, 2012 and December 31, 2013.

	Year ended December 31,		
	2011	2012	2013
		(audited) (in € million)	
Sales revenues	6.7	24.3	26.0
Increase/(decrease) in the work process inventory	0.1	2.4	(0.5)
Other operating income	14.7	176.8	187.5
Cost of materials			
Cost of raw materials and supplies and of purchased merchandise	(0.3)	(0.1)	(0.8)
Cost of purchase services	(0.1)	(10.3)	(7.2)
	(0.4)	(10.4)	(8.0)
Personnel expenses			
Wages and salaries	(3.6)	(14.1)	(22.9)
Social security and other pension costs	(0.7)	(1.9)	(2.1)
	(4.3)	(16.0)	(25.0)
Amortization/depreciation			
of intangible assets and of property, plant and equipment	(0.1)	(0.4)	(0.4)
of current assets in excess of what is usual in the corporation	–	–	(0.9)
	(0.1)	(0.4)	(1.3)
Other operating expenses	(2.9)	(11.3)	(17.4)
Income from participations	39.6	218.1	0.3
Other interest and similar income	0.4	0.2	0.4
Write-downs on financial assets	(2.7)	(3.1)	(3.1)
Interest and similar expenses	–	(0.0)	(0.0)
Profit/loss on ordinary activities	**51.2**	**380.6**	**158.9**
Income taxes	(0.5)	(2.5)	(11.7)
Net income for the year	**50.7**	**378.1**	**147.1**
Profit carried forward from previous year	–	91.2	–
Withdrawals from capital reserves	–	1.4	–
Distribution pay-outs	–	(470.8)	(80.6)
Unappropriated retained earnings	**50.7**	**–**	**66.6**

Additional Key Figures

According to available financial information, our proven winners, emerging stars, regional Internet groups, concepts, strategic participations and other investments (excluding results of participations that belonged to the Global Founders Capital Fund portfolio and were contributed in August 2014), were, each in the aggregate, loss making (based on the respective last financial year). However, with the exception of the proven winners, the Issuer is not in possession of information that would allow it to reliably quantify the aggregate loss of the companies in any other category. For our proven winners, the Issuer has reliable and meaningful financial information. Our proven winners generated aggregated net losses of €442 million (unaudited sum total of their net losses based on generally accepted accounting principles applicable for the relevant company, in each case taking the last financial year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests). For our emerging stars, the Issuer has reliable and meaningful financial information for CupoNation, Lendico, Paymill and Zencap.

The following table presents a summary of certain additional key figures of our proven winners and for CupoNation, Lendico, Paymill and Zencap for the periods presented. The data has been derived from accounting or controlling records of these companies. While we believe that our proven winners show promise, there is no guarantee that they will in fact become successful businesses.

	Year ended December 31,	
	2012	2013
	(unaudited)	
Proven Winners		
Dafiti[1]		
Net revenues (in BRL million)	223.5	419.3
Net revenues growth (in %)	*n/a*	*88*
Gross profit margin[2] (in %)	*41*	*34*
EBITDA[3] (in BRL million)	(168.5)	(205.3)
Loss for the year[4] (in BRL million)	(1.0)	(2.3)
Loss for the year (in € million)	(0.4)	(0.8)
Lamoda[5]		
Net revenues[6] (in RUB million)	1,475.8	5,150.0
Net revenues growth (in %)	*n/a*	*249*
Gross profit margin[7] (in %)	*31*	*40*
EBITDA[8] (in RUB million)	(1,603.7)	(1,920.9)
Loss for the year (in RUB million)	(1,370.1)	(1,692.1)
Loss for the year (in € million)	(34.4)	(40.1)
Zalora[9]		
Net revenues (in € million)	n/a	68.9
Net revenues growth (in %)	*n/a*	*n/a*
Gross profit margin[10] (in %)	*n/a*	*38*
EBITDA[11] (in € million)	n/a	(68.3)
Loss for the year (in € million)	n/a	(71.1)
Jabong[12]		
Net revenues[13] (in INR million)	1,433.1	4,385.7
Net revenues growth (in %)	*n/a*	*206*
Gross profit margin[14] (in %)	*(26)*	*(10)*
EBITDA[15] (in INR million)	(2,875.7)	(2,491.5)
Net loss (in INR million)	(3,186.5)	(2,934.4)
Loss for the year (in € million)	(46.5)	(37.9)
Namshi[16]		
Net revenues[17] (in AED million)	16.3	53.2
Net revenues growth (in %)	*n/a*	*226*
Gross profit margin[18] (in %)	*33*	*46*
EBITDA[19] (in AED million)	(58.6)	(49.3)
Loss for the year[20] (in AED milliion)	(24.2)	(50.5)
Loss for the year (in € million)	(5.1)	(10.4)
Lazada[21]		
Net revenues (in € million)	n/a	56.8
Net revenues growth (in %)	*n/a*	*n/a*
Gross profit margin[22] (in %)	*n/a*	*6*
EBITDA[23] (in € million)	n/a	(50.7)
Loss for the year (in € million)	n/a	(51.8)
Linio[24]		
Net revenues (in € million)	6.5	47.9
Net revenues growth (in %)	*n/a*	*633*
Gross profit margin[25] (in %)	*(6)*	*10*
EBITDA[26] (in € million)	(14.5)	(34.1)
Profit/(loss) for the year (in € million)	(14.5)	(35.9)

	Year ended December 31,	
	2012	2013
	(unaudited)	
Proven Winners		
Jumia(27)		
Net revenues (in € million)	n/a	29.0
Net revenues growth (in %)	*n/a*	*n/a*
Gross profit margin(28) (in %)	*n/a*	*19*
EBITDA(29) (in € million)	n/a	(33.6)
Loss for the year (in € million)	n/a	(35.1)
Westwing(30)		
Net revenues (in € million)	45.8	111.4
Net revenues growth (in %)	*n/a*	*143*
Gross profit margin(31) (in %)	*26*	*40*
EBITDA(32) (in € million)	(61.9)	(39.5)
Loss for the year (in € million)	(64.0)	(41.5)
Home24(33)		
Net revenues (in € million)	62.1	92.8
Net revenues growth (in %)	*n/a*	*50*
Gross profit margin(34) (in %)	*30*	*39*
EBITDA(35) (in € million)	(80.7)	(37.9)
Loss for the year (in € million)	(81.6)	(41.8)
Hellofresh(36)		
Net revenues (in € million)	2.3	14.2
Net revenues growth (in %)	*n/a*	*510*
Gross profit margin (in %)	*n/a*	*n/a*
EBITDA(37) (in € million)	(6.0)	(5.2)
Loss for the year (in € million)	(6.0)	(5.4)
Emerging stars		
CupoNation (net loss for the period)(38) (in € million)	n/a	(3.0)
Lendico (net loss for the period)(39) (in € million)	n/a	(3.2)
Paymill (net loss for the period)(40) (in € million)	n/a	(4.7)
Zencap (net loss for the period)(41) (in € million)	n/a	(0.0)

(1) Dafiti's consolidated key financial indicators have been prepared on the basis of Full IFRS.

(2) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: BRL 419.3 million; 2012: BRL 223.5 million) minus (ii) cost of goods sold (2013: BRL 276.3 million; 2012: BRL 132.9 million).

(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of BRL 208.1 million; 2012: loss of BRL 170.4 million) plus (ii) depreciation of property, plant and equipment (2013: BRL 2.3 million; 2012: BRL 1.5 million) plus (iii) amortization of intangible assets (2013: BRL 0.5 million; 2012: BRL 0.3 million). EBITDA includes share based payment expense that amounted to BRL 4.0 million in 2013 and BRL 14.6 million in 2012.

(4) Loss for the year included change in redemption value of puttable shares (2013: BRL 202.1 million, 2012: 172.4 million) and, therefore, loss for the year before change in redemption value of puttable shares was BRL 204.4 million in 2013 and BRL 173.4 million in 2012. The gain from the change of redemption amount results from the measurement of limited partnership interests that are classified as liabilities in accordance with IAS 32.

(5) Lamoda's consolidated key financial indicators have been prepared on the basis of Full IFRS.

(6) Referred to as "revenue" in Lamoda's accounting or controlling records.

(7) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: RUB 5,150.0 million; 2012: RUB 1,475.8 million) minus (ii) cost of sales (2013: RUB 3,111.8 million; 2012: RUB 1,013.1 million).

(8) EBITDA is calculated as (i) operating profit or loss (2013: loss of RUB 1,982.7 million; 2012: loss of RUB 1,616.1 million) plus (ii) depreciation of property, plant and equipment (2013: RUB 47.0 million; 2012: RUB 10.9 million) plus (iii) amortisation of intangible assets (2013: RUB 14.7 million; 2012: RUB 1.5 million). EBITDA includes share based payment expenses of RUB 37.9 million in 2013 and RUB 21.5 million in 2012.

(9) Zalora's consolidated key financial indicators have been prepared on the basis of Full IFRS.

(10) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €68.9 million) minus (ii) cost of goods sold (2013: €42.6 million).

(11) EBITDA is calculated as (i) operating profit or loss (2013: loss of €69.2 million) plus (ii) depreciation and impairment of property, plant and equipment (2013: €0.6 million) plus (iii) amortization of intangible assets (2013: €0.3 million). EBITDA includes share based payment expense that amounted to €6.9 million in 2013.

(12) Jabong consolidated key financial indicators for the twelve-month period ended March 31, 2013 and March 31, 2014 have been prepared on the basis of Full IFRS.

(13) Referred to as "revenue" in Jabong's accounting or controlling records.

(14) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (twelve-month period ended March 31, 2014: INR 4,385.7 million; twelve-month period ended March 31, 2013: INR 1,433.1 million) minus (ii) cost of sales (twelve-month period ended March 31, 2014: INR 4,832.8 million; twelve-month period ended March 31, 2013: INR 1,810.7 million).

(15) EBITDA is calculated as (i) loss from operations (twelve-month period ended March 31, 2014: loss of INR 2,573.7 million; twelve-month period ended March 31, 2013: loss of INR 2,953.5 million) plus (ii) depreciation and amortization (twelve-month period ended March 31, 2014: INR 82.2 million; twelve-month period ended March 31, 2013: INR 77.8 million). EBITDA includes share-based payment transaction expense that amounted to INR 65.7 million in the twelve-month period ended March 31, 2014 and INR 153.6 million in the twelve-month period ended March 31, 2013.

(16) Consolidated key financial indicators of MENA Style Fashion UG (haftungsbeschränkt) & Co. KG (prepared on the basis of Full IFRS). MENA Style Fashion UG (haftungsbeschränkt) & Co. KG is a 91.1%-owned subsidiary of Middle East eCommerce Holding GmbH and Middle East eCommerce Holding GmbH's only meaningful asset.
(17) Referred to as "sale of goods" in Namshi's accounting or controlling records.

(18) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: AED 53.2 million; 2012: AED 16.3 million) minus (ii) cost of goods sold (2013: AED 28.9 million; 2012: AED 10.9 million).
(19) EBITDA is calculated as (i) operating profit or loss (2013: loss of AED 50.1 million; 2012: loss of AED 59.0 million) plus (ii) depreciation of property and equipment (2013: AED 0.6 million; 2012: AED 0.2 million) plus (iii) amortization of intangible assets (2013: AED 0.2 million; 2012: AED 0.1 million). EBITDA includes expense arising from equity-settled share-based payment transactions that amounted to AED 12.2 million in 2013 and AED 9.0 million in 2012.
(20) Loss for the year included change of redemption amount of financial liability (2012: AED 34.9 million) and, therefore, loss before change of redemption amount was AED 59.2 million in 2012. The gain from the change of redemption amount results from the measurement of limited partnership interests that are classified as liabilities in accordance with IAS 32.
(21) Lazada's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(22) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €56.8 million) minus (ii) cost of goods sold (2013: €53.2 million).
(23) EBITDA is calculated as (i) operating profit or loss (2013: loss of €51.3 million) plus (ii) depreciation of property, plant and equipment (2013: €0.5 million) plus (iii) amortization of intangible assets (2013: €0.1 million). EBITDA includes share based payment expense that amounted to €6.5 million in 2013.
(24) Linio's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(25) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €47.9 million; 2012: €6.5 million) minus (ii) cost of goods sold (2013: €43.2 million; 2012: €6.9 million).
(26) EBITDA is calculated as (i) operating profit or loss (2013: loss of €34.5 million; 2012: loss of €14.6 million) plus (ii) depreciation of property, plant and equipment (2013: €0.4 million; 2012: €0.1 million) plus (iii) amortization of intangible assets (2013: €0.05 million; 2012: €0.01 million). EBITDA includes share based payment expense that amounted to €4.5 million in 2013 and €3.1 million in 2012.
(27) Jumia's consolidated key financial indicators have been prepared on the basis of Full IFRS.
(28) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €29.0 million) minus (ii) cost of goods sold (2013: €23.6 million).
(29) EBITDA is calculated as (i) operating profit or loss (2013: loss of €34.1 million) plus (ii) depreciation and impairment of property, plant and equipment (2013: €0.4 million) plus (iii) amortization and impairment of intangible assets of (2013: €0.03 million). EBITDA includes share based payment expense that amounted to €3.1 million in 2013.
(30) Westwing's consolidated key financial indicators have been prepared on the basis of German GAAP.
(31) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €111.4 million; 2012: €45.8 million) minus (ii) cost of goods sold (2013: €66.6 million; 2012: €34.0 million).
(32) EBITDA is calculated as (i) operating profit or loss (2013: loss of €40.2 million; 2012: loss of €62.2 million) plus (ii) depreciation of fixed assets (2013: €0.7 million; 2012: €0.3 million). Operating profit or loss is calculated as (i) gross profit (2013: €44.8 million; 2012: €11.8 million) minus (ii) selling expenses (2013: €64.4 million; 2012: €50.9 million) minus (iii) general and administrative expenses (2013: €19.6 million; 2012: €22.4 million) plus (iv) other income (2013: €0.5 million; 2012: €0.2 million) minus (v) other operating expenses (2013: €1.5 million; 2012: €0.9 million).
(33) Home24's consolidated key financial indicators have been prepared on the basis of the EU-IFRS.
(34) Gross profit margin is the ratio of gross profit to net revenues. Gross profit is calculated as (i) net revenues (2013: €92.8 million; 2012: €62.1 million) minus (ii) cost of goods sold (2013: €56.6 million; 2012: €43.7 million).
(35) EBITDA is calculated as (i) operating profit or loss (2013: loss of €40.2 million; 2012: loss of €81.1 million) plus (ii) depreciation of property, plant and equipment (2013: €0.4 million; 2012: €0.4 million) plus (iii) amortization of intangible assets (2013: €1.9 million; 2012: €0.03 million). EBITDA includes share based payment expense that amounted to €6.4 million in 2013 and €5.6 million in 2012.
(36) Hellofresh's consolidated key financial indicators have been prepared on the basis of German GAAP.
(37) EBITDA is calculated as (i) result of ordinary business (2013: loss of €5.4 million; 2012: loss of €6.0 million) plus (ii) interest and similar expenses (€0.0 million; 2012: €0.0 million) minus (iii) interest and similar income (2013: €0.0 million; 2012: €0.0 million) plus (iv) amortization and depreciation of intangible assets and of property, plant and equipment (2013: €0.1 million, 2012: €0.0 million).
(38) Based on CupoNation GmbH's accounting and controlling records that were prepared in accordance with German GAAP.
(39) Net loss for the period from August 30, 2013 to December 31, 2013, based on ECommerce Holding II S.à r.l.'s accounting and controlling records that were prepared in accordance with German GAAP.
(40) Based on Paymill GmbH's accounting and controlling records that were prepared in accordance with German GAAP.
(41) Loss for the financial year for the period from September 27, 2013 to December 2013, based on Zencap Global S.à r.l.'s accounting and controlling records that were prepared in accordance with Luxembourg generally accepted accounting principles.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The financial information contained in the following discussion is taken or derived from the audited consolidated financial statements of the Issuer as of and for the fiscal year ended December 31, 2013 and the unaudited condensed interim consolidated financial statements of the Group as of and for the six months ended June 30, 2014 and the Group's accounting or controlling records, or has been calculated on the basis of figures taken from the above-mentioned sources, unless otherwise indicated. These consolidated financial statements have been prepared in accordance with German GAAP. The Issuer has not prepared any consolidated financial statements for any prior period. Additional information included in this discussion has been taken from the audited unconsolidated financial statements of the Issuer for the fiscal years ended December 31, 2013, 2012 and 2011, which were prepared in accordance with German GAAP.

E&Y has audited the consolidated financial statements for the fiscal year ended December 31, 2013, which do not contain comparative financial information for the fiscal year ended December 31, 2012 and issued an unqualified auditor's report thereon. PwC has audited the unconsolidated financial statements for the fiscal years ended December 31, December 31, 2012 and December 31, 2013 and issued an unqualified auditor's report on each of these unconsolidated financial statements. The aforementioned German GAAP financial statements of the Issuer and the auditor's reports thereon are included in this prospectus.

Where financial data in the following tables is labelled "audited", this means that it has been taken from the audited financial statements mentioned above. The label "unaudited" is used in the following tables to indicate financial data that has not been taken from the audited financial statements mentioned above but was taken either from the Group's unaudited condensed interim consolidated financial statements or the Group's accounting or controlling records, or has been calculated on the basis of figures taken from the above-mentioned sources, unless otherwise indicated. All of the financial data presented in the text and tables below are shown in millions of euro (in € million), except as otherwise stated. Certain financial data in the text and in the tables (including percentages) in this prospectus have been rounded according to established commercial standards, whereby aggregate amounts (sum totals, sub-totals, differences or amounts put in relation) are calculated on the underlying unrounded amounts. As a result, the aggregate amounts (sum totals or sub-totals or differences or if numbers are put in relation) may not correspond in all cases to the corresponding rounded amounts contained in the following text and tables. Furthermore, in the following tables, these rounded figures may not add up exactly to the totals contained in the respective tables and charts. The percentage changes that are stated in the text and the tables have been commercially rounded to one decimal place unless stated otherwise. Financial information presented in parentheses denotes the presented number is a negative number. In respect of financial data set out in the main body of the prospectus (i.e. other than in the section entitled "Financial Information"), a dash ("–") signifies that the relevant figure is not available, while a zero ("0") signifies that the relevant figure is available but has been rounded to or equals zero.

The following discussion should be read together with the consolidated financial statements, the unconsolidated financial statements as well as the related notes contained in this prospectus and additional financial information contained elsewhere in this prospectus.

Overview

We identify and build proven Internet business models and transfer them to new, underserved or untapped markets, mainly outside the United States and China, where we seek to scale them into market leading online companies. We started in 2007 with 4 employees and 2 consumer brands, based on an initial investment of €0.5 million from European Founders Fund GmbH & Co. Beteiligungs KG Nr. 1 (later renamed Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1). As of the date of this prospectus, on an aggregate basis, more than 20,000 employees work across our network of companies, which conducts business in 116 countries on 5 continents. Our most mature companies, which we refer to as proven winners, generated aggregate net revenues of €757 million (unaudited sum total of their reported net revenues based on the applicable GAAP for the relevant company, in each case taking the last fiscal year for which data was available) and aggregated net losses of €442 million (unaudited sum total of their net losses based on applicable GAAP for the relevant company, in each case taking the last financial year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests). The Issuer's aggregate direct and indirect stakes in all of our companies, including proven winners, our growing companies that have already achieved a significant size, which we refer to as emerging stars, our regional Internet groups and our strategic participations and other investments, have a combined value of €2.6 billion(1) based on the respective latest third party financing rounds, as described more fully elsewhere in this prospectus.

(1) Unaudited. Calculated based on accounting and controlling records of the Issuer.

Our business model involves routine launches of new companies. We typically own a direct or indirect stake of 80% to 90% in our companies at the time of launch, with the remainder being set aside for management equity participation. In subsequent consecutive financing rounds, we bring in external equity financing, which is provided by our local strategic partners and other strategic and financial investors, including existing shareholders of the Issuer. These investments are either made directly into the company or indirectly into an intermediate holding company or regional Internet group. For more information on financing rounds, see "*Corporate Structure, Financing Rounds and Cash Management*". Historically, this has meant that the direct and indirect stake of the Issuer in a company have decreased over time to less than 50% as the companies became larger and more mature. Accordingly, the Issuer does not directly or indirectly control most of our companies. The Issuer currently intends to maintain beneficial ownership stakes in most of our new companies of at least 50% going forward. This means that its investments in our companies will increase and that it will participate more significantly in their development.

Our companies operate mainly in three focus sectors. Our e-commerce companies include retail companies in the areas of fashion, general merchandise, home and living, office supplies and food and groceries. Our marketplace companies seek to displace traditional supply chains by creating venues where buyers and sellers can transact directly, and include real estate and car online classifieds, travel and transport, and food delivery companies. Our third sector, financial technology, includes companies that focus on bringing together borrowers and lenders in regions and segments that are underserved by traditional banks, particularly in the consumer and small and medium-sized enterprise segments, and on facilitating payments. For more information, see "*Business—Our Companies*".

Our parent holding company, Rocket Internet AG, holds interests in a number of operating subsidiaries, regional Internet groups, intermediate holding companies and other companies. We distinguish between our four regional Internet groups that are organized by geographic regions, including Africa, Asia Pacific, Latin America and the Middle East, and intermediate holding companies. Depending on the level of control the Issuer exercises over our companies, we classify them as fully consolidated subsidiaries, unconsolidated associates accounted for at equity and companies accounted for at cost. For more information, see "*—Key Factors Influencing Our Net Assets, Financial Condition, and Results of Operations—Consolidated Financial Statements—Effect of Consolidation Treatment on our Results of Operations*".

The Issuer prepares unconsolidated financial statements that reflect its performance on a standalone basis. Starting with the financial statements as of and for the year ended December 31, 2013, the Issuer has prepared consolidated financial statements that show the net assets, financial position and results of operations of the Group as a whole, which comprises the Issuer and its fully consolidated subsidiaries. In addition, certain of our regional Internet groups and intermediate holding companies and/or their companies prepare consolidated accounts. The manner in which the consolidated results of these holding companies are reflected in the Group's consolidated financial statements depends on the consolidation method used to account for the relevant holding company.

The Group's consolidated income statement reflects the results of operations of our fully consolidated subsidiaries and the proportional share of net income or net loss and other changes in the Issuer's share of the net assets of our associates accounted for using the equity method, while revenues of the companies that the Issuer does not directly or indirectly control and over which it does not have significant influence are generally not reflected in the Group's income statement. Similarly, the Group's balance sheet reflects the assets and liabilities of our fully consolidated subsidiaries and the relevant value of each of our associates accounted for using the equity method, while the assets and liabilities of companies that the Issuer does not directly or indirectly control and over which it does not have significant influence are not reflected on the Group's balance sheet. The Group's consolidated financial statements as of and for the year ended December 31, 2013 show sales revenues of €73 million, a result from ordinary activities of €187 million and total assets of €877 million in 2013.

The direct or indirect ownership stakes of the Issuer in the proven winners, emerging stars, intermediate holding companies, regional Internet groups and concepts shown in all parts of this prospectus outside of the sections "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" and "*Financial Information*" may differ from those used for accounting purposes and shown in the sections "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" and "*Financial Information*" mainly due to cut-off differences and differences between notarized transactions used as basis for inclusion in LPV calculations and transaction closing which is the prerequisite for accounting purposes. Also, under German GAAP, shares held by trust entities that are owned by the Issuer but held for future distribution to former or current managers, such as the Issuer's remaining stake in Zalando, are considered as owned by the Issuer to the extent that those shares have not yet been allocated to a specific manager. In addition, under German GAAP, treasury shares are excluded from the total share count used to compute ownership stakes, i.e., increasing the ownership stakes shown. This last point has, however, no impact on the value of the ownership stake.

Key Factors Influencing Our Net Assets, Financial Condition, and Results of Operations

Consolidated Financial Statements

Effect of Consolidation Treatment on our Results of Operations

The extent to which financial information relating to our companies is included in the consolidated financial statements of the Issuer depends on the method by which we account for such companies and whether the Issuer holds a direct or an indirect stake in the company. For more information on the structure of our network, see "*Corporate Structure, Financing Rounds and Cash Management*". There are three methods: full consolidation method, equity method and cost method.

As of December 31, 2013, the Issuer had 114 subsidiaries that were fully consolidated in its financial statements and 195 subsidiaries were not fully consolidated due to their minor importance. Further, as of December 31, 2013, the Issuer held stakes in about 130 dormant companies and 29 legal entities were accounted for at equity (June 30, 2014: 35 legal entities).

The applicable method is generally determined based on the Issuer's influence over the company, most importantly by the Issuer's voting interest in the company.

Full Consolidation Method

Subsidiaries that the Issuer controls are accounted for under the full consolidation method. Whether or not the Issuer controls a subsidiary depends on an evaluation of a number of factors, including, among others, representation on its board of directors and the voting and other rights of other investors (minority shareholders) including their participation in significant decisions made in the ordinary course of business (e.g., approval of the annual operating budget), as well as the Issuer's ownership level of the outstanding voting rights of the relevant subsidiary. While we generally consolidate subsidiaries in which the Issuer directly or indirectly holds 50% or more of the outstanding voting rights, certain of these companies are accounted for under the equity method in accordance with Sec. 296 (1) Sentence 1 of the German Commercial Code (HGB) instead of being fully consolidated in the Issuer's financial statements.

The Group's consolidated subsidiaries tend to be our youngest and least mature companies, and often have not generated significant net revenues (for more information, see "*—Factors Affecting our Results of Operations—Launch and Development Cycles of Our Companies*"). Under the full consolidation method, all line items from the consolidated subsidiary's financial statements, including net income, assets and liabilities and cash flows, are included in the Group's consolidated financial statements. The line item "Profit/loss attributable to minority interests" adjusts the Group's consolidated net income to reflect only the share of the earnings or losses of a consolidated subsidiary attributable to the shareholders of the parent of the Group.

The subsidiaries accounted for under the full consolidation method of accounting as of December 31, 2013 and June 30, 2014 included, among others:

	Ownership (Direct and/or Indirect)	
	As of December 31, 2013	As of June 30, 2014
	(unaudited)	
Helpling[(1)]	n/a[(2)]	70.9%
Global Fin Tech[(3)]	n/a[(2)]	100%
Kanui[(4)]	54.6%	44.0%
Tricae[(5)]	56.7%	46.3%
Bonnyprints[(6)]	63.5%	77.1%

(1) Helpling Group Holding S.à r.l.

(2) Operations were launched in the first half of 2014, and they were not included in the Issuer's consolidated financial statements as of December 31, 2013.

(3) Global Fin Tech Holding S.à r.l.

(4) Indirect equity investment through MKC Brillant Services GmbH, Jade 1159. GmbH and VRB GmbH & Co. B-195 KG.

(5) Indirect equity investment through MKC Brillant Services GmbH, Jade 1218. GmbH and VRB GmbH & Co. B-196 KG.

(6) Bonnyprints GmbH.

The results of certain of our regional Internet groups are fully consolidated (for more information, see "*—Accounting for Regional Internet Groups and Intermediate Holding Companies*").

Equity Method

Companies that the Issuer does not directly or indirectly control but over which it has significant influence are referred to as associated companies or associates. We generally account for our associated companies under the equity method. Whether or not the Issuer exercises significant influence with respect to an associated company depends on an evaluation of several factors including, among others, representation on its board of directors and ownership level, which is generally 20% to 50% of the voting rights of the relevant associated company, including voting rights attributable to the Issuer's holdings in common, preferred and other convertible instruments.

Under the equity method of accounting, neither the associated company's revenue nor any other individual line item of the associated company's consolidated income statement is included in the corresponding line items of the Group's consolidated income statement. Changes in the Group's share in the equity of the associated company are, however, reflected in the line item "Income/loss from associated companies" in the Group's consolidated income statement. These changes may be due to earnings or losses of the associated company or due to other changes in the associated company's equity capital, for example, as a result of financing rounds. On the Group's balance sheet, the Group's investments in associated companies accounted for at equity are reported as "Equity investments in associates". These investments are initially recorded at cost and are subsequently adjusted to reflect the Group's share of equity of the associated companies.

Our associated companies accounted for under the equity method as of December 31, 2013 and June 30, 2014 included, among others:

	Ownership (Direct and/or Indirect)	
	As of December 31, 2013	**As of June 30, 2014**
	(unaudited)	
Bigfoot I[(1)]	33.3%	25.2%
Bigfoot II[(1)]	41.4%	34.1%[(2)]
BigCommerce[(1)]	53.5%	51.6%
PAYMILL[(3)]	63.8%	49.6%
CupoNation[(4)]	50.6%	50.6%
Home24[(5)]	46.8%	46.8%
Hellofresh[(6)]	36.0%	29.1%
Westwing[(7)]	33.4%	30.3%
Wimdu[(8)]	52.5%	52.5%

(1) For more information, see "—*Accounting for Regional Internet Groups and Intermediate Holding Companies*" below.

(2) The difference to the 33.8% shown in other parts of this prospectus relate to 26 unallocated trust shares held by Bambino 53. VV UG (haftungsbeschränkt), which have for accounting purposes been allocated to the Issuer, and the elimination of 757 treasury shares.

(3) Paymill Holding GmbH.

(4) CupoNation Group GmbH.

(5) Home24 GmbH.

(6) HelloFresh GmbH.

(7) Westwing Group GmbH.

(8) Wimdu GmbH.

Cost Method

Companies not accounted for under either the full consolidation or the equity method of accounting are accounted for at cost. These companies in our structure tend to be either immaterial unconsolidated companies or participations in which the Issuer directly or indirectly owns less than 20% interest of the outstanding voting rights. Under the cost method, the Issuer's share of the earnings or losses of these companies is not represented in the Issuer's consolidated financial statements and therefore affect the Group's consolidated results of operations only if a dividend distribution is received from a company accounted for at cost, the fair value of such company falls below the historical cost recorded on the balance sheet (or recovers to historical cost after a prior write-down) or an investment is sold.

Among others, the following legal entities were accounted for under the cost method of accounting as of December 31, 2013 and June 30, 2014:

	Ownership (Direct and/or Indirect)	
	As of December 31, 2013	**As of June 30, 2014**
	(unaudited)	
Zalando[(1)]	0.9%	0.9%
Care.com[(2)]	3.3%	3.3%
Wonga[(3)]	1.0%	1.0%

(1) Zalando SE (formerly Zalando AG). Prior to the Zalando Spin-Off (as defined below), Zalando was part of our network of companies. The Issuer holds the shares in Zalando primarily to satisfy its obligations resulting from options granted to former employees. As of the date of this prospectus, these shares have been lent to Morgan Stanley & Co. International plc to cover potential over-allotments in the initial public offering of Zalando.

(2) Care.com, Inc.

(3) Wonga Group Limited.

Accounting for Regional Internet Groups and Intermediate Holding Companies

The Issuer holds stakes in companies indirectly through regional Internet groups and intermediate holding companies. Our network includes four regional Internet groups in Africa, Asia Pacific, Latin America and the Middle East, as well as a number of intermediate holding companies held directly by the Issuer, including Bigfoot I, Bigfoot II and BigCommerce. Most of our regional Internet groups and intermediate holding companies are accounted for using the equity method, while our regional Internet groups in Africa, Asia Pacific, Latin America and Middle East are fully consolidated starting in 2013. The Middle East Internet Group was deconsolidated in the first half of 2014. Bigfoot I and, starting in fiscal year 2014, most of our regional Internet groups, prepare consolidated financial statements at their respective levels. Operating results of their direct subsidiaries are generally reflected in such consolidated financial statements, if the subsidiaries are fully consolidated. Bigfoot II and BigCommerce report on an unconsolidated basis only. Certain of the subsidiaries of our regional Internet groups and intermediate holding companies act as direct and indirect holding companies for other entities in our network of companies. The same consolidation principles as described above apply in accounting for their direct and indirect subsidiaries. For more information on our regional Internet groups and intermediate holding companies, see "*Business—Our Companies—Regional Internet Groups*" and "*Business—Our Companies—Intermediate Holding Companies*".

Bigfoot I holds stakes in Dafiti, Lamoda, Jabong, Namshi and FabFurnish. Bigfoot I fully consolidated Dafiti (in 2012 and 2013) and FabFurnish (from 2013 onwards). Lamoda and Jabong were fully consolidated by Bigfoot I until September 2013 and November 2013, respectively. Since then, these companies have been accounted for at equity in Bigfoot I's consolidated financial statements. Namshi (MEEH), which holds the interest in MENA Style Fashion KG (haftungsbeschränkt) & Co. KG (holding company of Namshi's operating entity), is held by Bigfoot I and accounted for at equity. MEEH does not prepare consolidated financial statements and, accordingly, neither fully consolidates MENA Style Fashion KG (haftungsbeschränkt) & Co. KG nor reflects the share it holds in MENA Style Fashion KG (haftungsbeschränkt) & Co. KG at equity. Its interest in MENA Style Fashion KG (haftungsbeschränkt) & Co. KG is included in MEEH's unconsolidated financial statements at cost. Financing rounds on the level of fully consolidated subsidiaries do not have an impact on Bigfoot I's results, whereas financing rounds at the level of companies accounted for at equity do impact Bigfoot I's results.

As Bigfoot II and BigCommerce do not prepare consolidated financial statements, their subsidiaries and participations are accounted for at cost. Accordingly, the operating results of their companies, which include Zalora, Linio, Lazada and Namshi, do not have an impact on their respective unconsolidated financial statements or, in turn, on the Issuer's consolidated financial statements, unless a dividend distribution is made, the fair value of the company falls below the historical cost recorded on the balance sheet of the intermediate holding company or an investment is disposed of by the intermediate holding company.

Our regional Internet groups and intermediate holding companies as of December 31, 2013 and June 30, 2014 included, among others:

	Ownership (Direct and/or Indirect)	
	As of December 31, 2013	As of June 30, 2014
	(unaudited)	
Regional Internet Groups:		
Africa(1)	80.0%	80.0%
Asia Pacific(2)	100.0%	100.0%
Latin America(3)	80.0%	65.0%
Middle East(4)	100.0%	50.0%
Intermediate Holding Companies:		
Bigfoot I(5)	33.3%	25.2%
Bigfoot II(6)	41.4%	34.1%(7)
BigCommerce(8)	53.5%	51.6%

(1) Africa Internet Holding GmbH. The stake decreased to 33.3% due to a capital increase in July 2014.
(2) Asia Internet Holding S.à r.l.
(3) MKC Brillant Services GmbH
(4) Middle East Internet Holding S.à r.l.; deconsolidated in first half of 2014.
(5) Bigfoot GmbH.
(6) BGN Brillant Services GmbH.
(7) The difference to the 33.8% shown in other parts of this prospectus relate to 26 unallocated trust shares held by Bambino 53. VV UG (haftungsbeschränkt), which have for accounting purposes been allocated to the Issuer, and the elimination of 757 treasury shares.
(8) TIN Brillant Services GmbH.

Unconsolidated Financial Statements

The Issuer's unconsolidated financial statements present the results of operations of the Issuer on a standalone basis. Due to the structure of the Group, the Issuer mainly serves as a holding company that owns interests in operating and holding companies with only limited operations carried out at the level of the Issuer itself. Therefore, the Issuer's results of operations on a standalone basis are not indicative of our results of operations or the consolidated results of operations of the Group. In addition, all transactions between the Issuer and its fully consolidated subsidiaries, which are eliminated in the Group's consolidated financial statements, are shown in the Issuer's standalone financial statements in full. The main asset on the Issuer's unconsolidated balance sheet is "Financial assets", which reflects the Issuer's direct holdings in its companies.

Factors Affecting our Results of Operations

Launch and Development Cycles of Our Companies

One of the key elements of our business is the founding of, and investing in, new businesses, their launch and their growth. We typically finance launches of new companies with our own funds and initiate financing rounds for our companies, typically with third-party equity contributions, at a later stage in their development cycles. Our total investments in equity capital of a new company have generally been in the range of €0.5 million to €2.0 million. Our new businesses typically do not generate revenues for the first three to four months of their operations. In the past three years, we launched 57 new businesses that have become operationally active.

The Issuer typically directly or indirectly controls our new companies at the time of their launch and would, as a result, fully consolidate these companies in the Group's consolidated financial statements. As the companies grow, the Issuer's interest is typically diluted as a result of financing rounds, at which all funding is provided by external investors or by external investors and by us, provided that our financing share is below our *pro rata* ownership share, and our accounting treatment of them may change. Accordingly, our largest companies are typically not fully consolidated. The Group's consolidated results of operations include the results of operations of our youngest, least mature and typically smallest companies. As a result, the Group's consolidated results of operations may not be representative of the Group's total financial performance and may experience significant fluctuations due to the performance of these companies, which is typically less predictable than the performance of our larger, more mature companies. For additional information regarding indirectly held companies, see "*—Consolidated Financial Statements—Effect of Consolidation Treatment on our Results of Operations—Accounting for Regional Internet Groups and Intermediate Holding Companies*".

Financing Rounds

The Issuer and our companies, after having been originally incubated and sometimes seed funded by us, have typically relied on equity capital financing rounds in order to fund their ongoing operations. These investments are mostly made into a company, but also indirectly into an intermediate holding company or regional Internet company. In total, the Issuer invested about €0.1 billion in its current network of companies and we have raised more than €2.8 billion in equity capital or capital commitments for our current network of companies from a large number of investors. These investments compare to a total value of the companies in our current network of companies of €6.7 billion(1). For uncertainties around this valuation, see "*Risk Factors—Risks Related to the Issuer and our Companies—We disclose in this prospectus valuations derived from investments in the Issuer and our companies. These valuations may not reflect the past, present or future fair values of the Issuer or our companies, and potential investors in this offering should not place undue reliance on these valuations*". In addition, the Issuer itself has attracted significant equity financing from our long-term partners Kinnevik and Access Industries, and most recently, PLDT and United Internet. During the financing rounds at the level of our companies, the Issuer's direct and indirect ownership interests in our companies are often diluted, which may result in a change in the accounting method for the company in the Group's consolidated financial statements. For more information, see "*—Consolidated Financial Statements—Effect of Consolidation Treatment on our Results of Operations*" and "*—Factors Affecting the Comparability of Financial Information—Effect of Consolidation on the Presentation of Financial Statements*".

Investments made directly in the Issuer's equity capital have no effect on the Group's consolidated net income. The effect of financing rounds below the level of the Issuer on the Group's consolidated net income depends on the method used to account for the relevant company. Investments in subsidiaries accounted for using the full consolidation method impact the Group's balance sheet, but do not have an effect on the Group's consolidated net income. For associated companies accounted for using the equity method, if the effect of dilution on the Issuer's interest is less than the overall increase in equity in the relevant company, the Group's consolidated net income will show a gain in the line item "Income from associated companies" in the Group's consolidated income statement, reflecting the increase in the Group's share of the equity of the associated company. For example, in 2013 the entire volume of financing rounds in Bigfoot I, Bigfoot II and BigCommerce amounted to €220.5 million, €107.1 million and €91.8 million, respectively. The volume of these financing rounds multiplied by the Issuer's stakes in Bigfoot I, Bigfoot II and BigCommerce corresponds to €51.5 million, €29.6 million and €37.1 million, respectively, being included in income/loss from associated companies in the Group consolidated financial statements, reflecting the relevant proportions attributable to the Group and dilution effects. Results of operations of companies accounted for using the cost method (i.e., unconsolidated companies) are not reflected in the Group's consolidated financial statements because the Group's interests in these companies are valued at historical cost on its consolidated balance sheet.

In the Issuer's unconsolidated financial statements, investments made in the Issuer's equity capital are fully reflected, while investments made by third parties in any of our other companies are not reflected in the Issuer's unconsolidated financial statements because the Issuer's interests in unconsolidated companies are valued at historical cost on its unconsolidated balance sheet.

Dividend Payments by Our Companies and Intermediate Holding Companies

Although nearly all of our companies are still loss making and do not pay dividends on a regular basis, our companies and intermediate holding companies have occasionally made significant dividend distributions. For example, in 2012, two of our legal entities made upstream dividend distributions in a total amount of €218.1 million. These distributions primarily concerned proceeds from the sale of shares in Groupon, which the Issuer had acquired in 2010 in exchange for its interest in Citydeal. Citydeal was founded in 2009 by the Issuer.

In the Group's consolidated financial statements, upstream dividend payments received from fully consolidated subsidiaries or from associated companies accounted for at equity have no effect on net income, while dividend payments by companies accounted for at cost are recorded in the line item "Income/loss from participations" in the Group's consolidated income statement.

In the Issuer's unconsolidated financial statements, these distributions resulted in a sharp increase in the line item "Income from participations" for fiscal year 2012. "Income from participations" on an unconsolidated basis amounted to €39.6 million in 2011, €218.1 million in 2012 and €0.3 million in 2013.

Disposals of Interests in Our Companies

Historically, we opportunistically sold positions in our companies once they had reached an appropriate stage in their development cycle. The size and number of these sales transactions varied significantly from one

(1) Unaudited. Calculated on accounting and controlling records of the Issuer.

reporting period to another depending on general market conditions and the level of interest of potential strategic and financial investors. The largest disposals of interests in our companies in the last three years included sales of shares in Zalando, Groupon and the Zalando Spin-Off (as defined below) in the second half of 2013.

On July 8, 2013, the Issuer made a constructive contribution (*verdeckte Einlage*) of its 34,440 shares in Zalando to a wholly-owned subsidiary of the Issuer, Rocket Beteiligung. Immediately upon receipt of the shares in Zalando on July 8, 2013, Rocket Beteiligung sold and transferred these shares in Zalando to GFG and Emesco in accordance with their proportional shareholdings in the Issuer. Simultaneously, GFG and Emesco sold and transferred initially 43,050 shares in the Issuer to Rocket Beteiligung. This consideration was subsequently reduced to 38,597 shares in the Issuer due to a purchase price adjustment mechanism. The mutual purchase price claims arising out of both transactions were set off against each other (the entire foregoing transaction is hereinafter referred to as the "**Zalando Spin-Off**"). On August 19, 2014, Rocket Beteiligung was merged into the Issuer, which thereby acquired 38,597 treasury shares that were subsequently cancelled.

In the Group's consolidated financial statements, the effect of disposals of interests in our companies on the Group's consolidated net income depends on the method used to account for the relevant company, which determines together with the magnitude of the disposal whether the relevant company will be deconsolidated or excluded from the list of entities accounted for using the equity or the cost method, as the case may be. The Group reports sales proceeds from disposals of its interests in fully consolidated subsidiaries as "Other operating income" in its consolidated income statement and of its interest in associated companies accounted for on the basis of the equity method as "Income from associated companies" in its consolidated income statements. For example, the sale of shares in Zalando resulted in "Other operating income" of €63.8 million in 2013, nearly all of the Group's "Other operating income" in that year.

In the Issuer's unconsolidated financial statements, sales of Zalando shares in 2012 and 2013, as well as the Zalando Spin-Off in 2013 resulted in a significant increase in "Other operating income" in 2012 and 2013 as compared to 2011. "Other operating income" on an unconsolidated basis amounted to €14.7 million in 2011, €176.8 million in 2012 and €187.5 million in 2013.

Tax Treatment

The consolidated and unconsolidated net income is influenced by our tax treatment in Germany. The Issuer's respective taxable income is generally subject to corporate income tax (plus the solidarity surcharge) with a total tax rate of 15.825%, and trade tax at a rate currently amounting to up to 17%.

Dividends the Issuer receives from domestic and foreign affiliates, however, are for the most part 95% exempted from corporate income tax and trade tax. Therefore, the Issuer's "Income from associated companies" is taxed at a lower rate than its other corporate income.

Purchase of Services by Companies

On an unconsolidated basis, the Issuer's "Sales revenues" on its unconsolidated income statement consist almost entirely of revenues the Issuer receives for providing IT, marketing and certain other services, as well as central services, to our companies. The Issuer generally targets billing our companies at a price that compensates for its cost of providing these services, and it generally does not generate profit through such activities (for more information, see "*—Key Income Statement Items—Sales Revenues*"). Because the Issuer does not generally generate a profit from providing these services, nearly all of its "Sales revenues" on its unconsolidated income statement are offset by the costs of providing these services.

Factors Affecting the Comparability of Financial Information

Effect of Consolidation on Presentation of Consolidated Financial Statements

The presentation of the Issuer's consolidated financial statements may differ from period to period primarily due to whether or not the full consolidation method, equity method or cost method was applied to our companies. Changes in the accounting method are often due to fluctuations in ownership interest resulting from financing rounds or other liquidity events (for more information, see "*—Factors Affecting our Results of Operations—Financing Rounds*"). See also "*Risk Factors—Risks Related to the Issuer and Our Companies—Potential investors in this offering have to make an investment decision based on limited historical information that does not reflect the operating performance of our unconsolidated companies*".

Key Income Statement Items

Sales Revenues

On a consolidated basis, "Sales revenues" consist of revenues that the Issuer and its fully consolidated subsidiaries generate by engaging in transactions with third parties and associates. The Group generates three major categories of sales revenues: (i) revenues generated by e-commerce, (ii) revenues from marketplaces and (iii) revenues generated by rendering other services.

On an unconsolidated basis, "Sales revenues" consists of revenues the Issuer receives for providing IT, marketing and certain other services, as well as central services to its subsidiaries and associates. Most of these services are provided by the Issuer's own employees, while a smaller portion is rendered by independent contractors or purchased from other third-party providers and resold to our companies. Sales revenues also include license fees that are paid to the Issuer by its subsidiaries for use of its platform technology. The Issuer generally targets billing our companies at a price that compensates its cost of providing these services and generally does not generate profit through such activities.

Increase/Decrease in the Work in Process Inventory

"Increase/decrease in the work in process inventory" consists of the difference in the value of partially finished goods and services between the beginning and the end of the relevant reporting period. This line item is reported due to our use of the total cost method format for our income statements, which means that costs included in the income statement relate to the entire production of goods and services in the relevant period, regardless of whether the work has been completed and the goods and services have been sold or not.

Other Operating Income

On a consolidated basis, "Other operating income" primarily includes gains from disposals of the Issuer's direct and indirect interests in companies accounted for at cost and other financial assets, income from written-off receivables and reversal of provisions. A smaller portion of "Other operating income" also reflects currency translation effects, which are generally immaterial, as most of the Group's revenues and expenses are denominated in Euro.

On an unconsolidated basis, the Issuer's "Other operating income" includes all disposals of the Issuer's interests in our companies in the relevant reporting period.

Cost of Materials

On a consolidated basis, "Cost of materials" mainly includes cost of purchased merchandise, as well as cost of related purchased services (e.g., outbound shipping, payment and logistics services). On an unconsolidated basis, cost of raw materials and supplies mainly includes purchases of hardware and software developed by third parties. Cost of purchased services represents costs of services provided to us by independent contractors and other third parties, as opposed to our own employees. These services are partially consumed by us and partially resold to our subsidiaries and associates.

Personnel Expenses

"Personnel expenses" include wages and salaries, including share-based compensation components of our employees, as well as social security and other pension costs. Social security and other pension costs represent retirement benefits and other statutory pension and social security payments. "Personnel expenses" are typically one of the two most significant cost items on our income statements.

Amortization and Depreciation

On a consolidated basis, "Amortization and depreciation" includes regular amortization and depreciation. Depreciation mainly relates to write-downs of hardware, office and IT equipment. Amortization of intangible assets refers to concessions, intellectual property rights and similar rights and assets, as well as licenses in such rights and assets.

In addition to regular amortization and depreciation, "Amortization and depreciation" reported on an unconsolidated basis also includes amortization and depreciation of current assets in excess of what is usual in the corporation, which represents amortization and depreciation of certain assets that are accumulated over the lifetime of a particular project and is recognized in full at the time of its completion.

Other Operating Expenses

"Other operating expenses" include effects from call option obligations, derecognition and value adjustments of receivables, losses from the disposal of fixed assets and further off-period expenses, as well as rental, office and IT expenses. A smaller portion of "Other operating expenses" also reflects currency translation effects. These effects on net income are generally immaterial, as most of the Group's revenues and expenses are denominated in Euro.

Income from Participations and Income from Associated Companies

On a consolidated basis, the Group reports dividends received from our companies accounted for at cost as "Income from participations", while dividend distributions received from associated companies accounted for using the equity method reduce the carrying amount of the balance sheet line item "Equity investments in associates". "Income from associated companies" includes income recognized as a result of changes in equity of our associates accounted for using the equity method, reflecting both new financing rounds and net income/loss of the relevant company (for more information see "*—Factors Affecting our Results of Operations—Financing Rounds*"). "Income from associated companies" also includes gains or losses from disposals of the Issuer's direct and indirect interests in associated companies, as well as impairment losses (write-downs) relating to associates.

On an unconsolidated basis, the Issuer reports all dividend payments and other distributions on its interests in affiliated companies, participations and securities held as fixed assets as "Income from participations".

Interest and Similar Income and Expenses

"Other interest and similar income" is mainly interest paid on loans granted by members of the Group to our unconsolidated companies. Group entities generally extend credit to companies fully controlled by the Group at an interest rate of approximately 0.5% per annum, while most loans granted by the Issuer and its consolidated subsidiaries to other affiliated companies bear interest in the range of 4.5% to 5.0% per annum. "Other interest and similar income" also includes interest on bank balances.

Our business is primarily equity-financed and therefore the amounts of "Interest and similar expenses" incurred in each of the periods under discussion are immaterial. "Interest and similar expenses" reported in our income statements are mainly interest paid on bank overdrafts and loans granted by our companies to the Issuer or other members of the Group.

Write-downs on Financial Assets

Financial assets recorded on our balance sheet are mainly the Issuer's direct and indirect interests in affiliated companies that are not designated for trading. Financial assets are written down when impairments of these assets have occurred and such impairments are of a permanent nature, generally due to the discontinuation of a particular business. On a consolidated basis, the Group reports impairment losses (write-downs) relating to associates as "Income from associated companies".

Income and Other Taxes

The Issuer receives income from our companies primarily in the form of dividend payments, other distributions and sales proceeds. Ninety-five percent of this income is generally exempted from corporate income and trade tax (for more information, see "*—Factors Affecting our Results of Operations—Tax Treatment*"). Our "Sales revenue" and "Other operating income" are subject to corporate income and trade tax.

On a consolidated basis, in addition to income taxes, the Group also reports "Other taxes" that mainly relate to the Brazilian taxes for imported goods and services.

Results of Operations (consolidated)

The following table provides an overview of the Group's consolidated results of operations for the six-month periods ended June 30, 2014 and 2013 and for the year ended December 31, 2013. The Group has not prepared consolidated financial statements for any other prior year period. See also "*Risk Factors—Risks Related to the Issuer and Our Companies—Potential investors in this offering have to make an investment decision based on limited historical information that does not reflect the operating performance of our unconsolidated companies*":

	Year ended December 31,	Six months ended June 30,	
	2013	2013	2014
	(audited) (in € million)	(unaudited) (in € million)	
Sales revenues	72.5	33.0	47.0
Increase / (decrease) in the work in process inventory	(0.5)	1.3	0.7
Other operating income	65.9	0.9	18.2
	137.9	35.2	65.8
Cost of materials			
Cost of raw materials, consumables and supplies and of purchased merchandise	(27.7)	(12.1)	(16.7)
Cost of purchased services	(8.6)	(3.2)	(4.2)
Personnel expenses			
Wages and salaries	(44.5)	(16.0)	(23.5)
Social security and other pension costs	(7.0)	(3.2)	(4.5)
Amortization / depreciation of intangible assets and of property, plant and equipment	(1.1)	(0.5)	(0.8)
Other operating expenses	(61.8)	(18.2)	(40.3)
	(150.6)	(53.3)	(89.9)
Income from participations	0.0	0.0	0.1
Income from associated companies	199.9	41.0	13.2
Other interest and similar income	0.7	0.2	0.2
Write-downs of financial assets	(0.4)	0.0	(0.0)
Interest and similar expenses	(0.4)	(0.2)	(0.7)
	199.7	40.9	12.7
Result from ordinary activities	**187.0**	**22.8**	**(11.3)**
Income taxes	(12.3)	(0.2)	(1.5)
Other taxes	(0.5)	(0.3)	(0.4)
	(12.8)	(0.5)	(1.9)
Consolidated net income / net loss for the period	**174.2**	**22.3**	**(13.3)**
Profit / (loss) carried forward from previous period	(23.4)	(23.4)	84.4
Advance dividend pay-outs	(80.6)	–	(323.9)
Loss attributable to minority interests	14.2	5.5	13.9
Unappropriated retained earnings	**84.4**	**4.4**	**(238.8)**

Sales Revenues

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Sales revenues increased by 43% from €33.0 million in the six months ended June 30, 2013 to €47.0 million in the six months ended June 30, 2014. This increase was attributable to an increase of sales revenues from e-commerce businesses and to an increase in sales revenues from consulting services, nearly all of which related to companies in our network of companies.

Year Ended December 31, 2013 (consolidated)

Group's sales revenues in 2013 amounted to €72.5 million. Nearly two-thirds of these sales revenues were generated by the Group's e-commerce activities mainly attributable to our companies Kanui, Tricae and Bonnyprints and our activities in Latin America. Other services accounted for 36% of the sales revenues in 2013. The contribution of marketplace activities to sales revenues was not significant in 2013.

Other Operating Income

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Other operating income increased from €0.9 million in the six months ended June 30, 2013 to €18.2 million in the six months ended June 30, 2014. In the six months ended June 30, 2014, other operating income was mainly attributable to the deconsolidation of subsidiaries (€15.7 million), gains on disposal of fixed assets (€0.8 million), reversal of provisions (€0.8 million) and rental income from sublease of the office space to associates (€0.8 million). In the six months ended June 30, 2013, other operating income was mainly attributable to the sublease of office space to associates.

Year Ended December 31, 2013 (consolidated)

Other operating income amounted to €65.9 million, whereof €63.8 million were attributable to the sale of shares in Zalando in the second half of 2013. The effects of the Zalando Spin-Off are recorded in "Income from associated companies".

Cost of Materials

The following table shows a breakdown of the Group's cost of materials on a consolidated basis for the periods indicated:

	Year ended December 31,	Six months ended June 30,	
	2013	2013	2014
	(audited) (in € million)	(unaudited) (in € million)	
Cost of raw materials, consumables and supplies and of purchased merchandise	(27.7)	(12.1)	(16.7)
Cost of purchased services	(8.6)	(3.2)	(4.2)
Cost of materials	**(36.3)**	**(15.4)**	**(20.9)**

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

As a result of the increase in sales volumes, the cost of materials increased by 36% from €15.4 million in the six months ended June 30, 2013 to €20.9 million in the six months ended June 30, 2014. Cost of materials mainly included cost of raw materials, consumables and supplies and of purchased merchandise of €16.7 million in the six months ended June 30, 2014, an increase of 38% when compared to the six months ended June 30, 2013, in which the cost of raw materials, consumables and supplies and of purchased merchandise was €12.1 million. Costs of purchased services for shipping, freight/logistics and payment services costs increased by 30% from €3.2 million in the six months ended June 30, 2013 to €4.2 million in the six months ended June 30, 2014.

Year Ended December 31, 2013 (consolidated)

Cost of materials amounted to €36.3 million in 2013, of which €27.7 million were attributable to cost of raw materials, consumables and supplies of purchased merchandise and €8.6 million to cost of purchased services, primarily outbound shipping, payment and logistic expenses.

Personnel expenses

The following table shows a breakdown of the Group's personnel expenses on a consolidated basis for the periods indicated:

	Year ended December 31,	Six months ended June 30,	
	2013	2013	2014
	(audited) (in € million)	(unaudited) (in € million)	
Wages and salaries	(44.5)	(16.0)	(23.5)
Social security and other pension costs	(7.0)	(3.2)	(4.5)
Personnel expenses	**(51.4)**	**(19.3)**	**(27.9)**

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Personnel expenses increased by 45% from €19.3 million in the six months ended June 30, 2013 to €27.9 million in the six months ended June 30, 2014. Personnel expenses represented a major expense item for the Group in both periods and included the current remuneration as well as expenses arising from share-based remuneration (subscription rights to employees). On average, the headcount in the fully consolidated companies increased stronger than personnel expenses by 67% from an average of 1,137 employees for the six months ended June 30, 2013 to an average of 1,902 employees for the six months ended June 30, 2014.

Year Ended December 31, 2013 (consolidated)

Personnel expenses amounted to €51.4 million in 2013 and related predominantly to wages and salaries. Rocket Internet AG and its fully consolidated subsidiaries had on average 1,282 employees in 2013, out of which 985 were located outside of Germany. Out of €7.0 million recorded as social security and other pension costs, €1.1 million was attributable to retirement benefits in 2013.

Other Operating Expenses

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Other operating expenses included primarily advertising and marketing costs (six months ended June 30, 2014: €14.1 million; six months ended June 30, 2013: €6.1 million), rental, office and IT costs (six months ended June 30, 2014: €6.3 million; six months ended June 30, 2013: €4.6 million) external services/ freelancers (six months ended June 30, 2014: €7.2 million; six months ended June 30, 2013: €2.0 million) and legal and consultancy fees (six months ended June 30, 2014: €6.4 million; six months ended June 30, 2013: €1.1 million). The increase in advertising and marketing costs results from the Group's efforts to grow market shares and to increase brand awareness. Online marketing activities were particularly aimed at the generation of traffic and included traditional search engine marketing, search engine optimization and affiliate and display marketing.

Year Ended December 31, 2013 (consolidated)

Other operating expenses amounted to €61.8 million in 2013 and included primarily marketing expenses of €17.1 million, rental, office and IT expenses of €11.0 million and expenses of €11.4 million in connection with call option obligations in respect of several of our companies, including shares of Zalando that the Issuer has retained. In addition, other operating expenses in 2013 included currency translation effects of €0.2 million.

Income from Associated Companies

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Income from associated companies decreased by 68% from €41.0 million in the six months ended June 30, 2013 to €13.2 million in the six months ended June 30, 2014. As financing rounds have a significant impact on income from associated companies, income from associated companies is driven by one-off effects related to such financing rounds. Accordingly, the companies that primarily drive income from associated companies typically change from one period to the other. Income from associated companies in the six months ended June 30, 2014 included income attributable to Middle East Internet Group of €19.4 million and to Azmalo S.à r.l. of €6.2 million, which were only partially offset by losses attributable to Africa eCommerce Holding GmbH of €24.3 million. In the six months ended June 30, 2013, income from associated companies mainly related to income attributable to BigCommerce of €37.0 million and to Bigfoot II of €31.7 million, which were only partially offset by losses attributable to Zalando of €28.1 million.

Year Ended December 31, 2013 (consolidated)

In 2013, income from associated companies amounted to €199.9 million, whereof €87.5 million was attributable to the Zalando Spin-Off. Bigfoot I contributed €42.1 million to income from associated companies mainly due to the effects of financing rounds at the level of Bigfoot I, Lamoda and Jabong, which were only partially offset by net losses incurred by Lamoda and Jabong. BigCommerce and Bigfoot II contributed €37.1 million and €30.7 million, respectively, to income from associated companies in 2013.

Taxes

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Income taxes increased from €0.2 million in the six months ended June 30, 2013 to €1.5 million in the six months ended June 30, 2014.

Year Ended December 31, 2013 (consolidated)

In 2013, income taxes amounted to €12.3 million and were mainly attributable to the Group's regular operational activities in the period under discussion and included €0.3 million which were recorded to reflect changes in deferred tax.

Consolidated Net Income for the Period

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Consolidated net loss / net income for the period deteriorated by €35.6 million from a net income of €22.3 million in the six months ended June 30, 2013 to a net loss of €13.3 million in the six months ended June 30, 2014. This deterioration was mainly driven by a decrease in income from associated companies and increases in other operating expenses and personnel expenses.

Year Ended December 31, 2013 (consolidated)

Consolidated net income for the year amounted to €174.2 million, mainly due to the Zalando Spin-Off and effects of financing rounds on income from associated companies.

Results of Operations (unconsolidated)

The following table provides an overview of the Issuer's results of operations on an unconsolidated basis for the years ended December 31, 2011, 2012 and 2013:

	Year ended December 31,		
	2011	**2012**	**2013**
		(audited)	
		(in € million)	
Sales revenues	6.7	24.3	26.0
Increase/(decrease) in the work in process inventory	0.1	2.4	(0.5)
Other operating income	14.7	176.8	187.5
Cost of materials			
Cost of raw materials and supplies and of purchased merchandise	(0.3)	(0.1)	(0.8)
Cost of purchased services	(0.1)	(10.3)	(7.2)
	(0.4)	(10.4)	(8.0)
Personnel expenses			
Wages and salaries	(3.6)	(14.1)	(22.9)
Social security and other pension costs	(0.7)	(1.9)	(2.1)
	(4.3)	(16.0)	(25.0)
Amortization/depreciation			
of intangible assets and of property, plant and equipment	(0.1)	(0.4)	(0.4)
of current assets in excess of what is usual in the corporation	–	–	(0.9)
	(0.1)	(0.4)	(1.3)
Other operating expenses	(2.9)	(11.3)	(17.4)
Income from participations	39.6	218.1	0.3
Other interest and similar income	0.4	0.2	0.4
Write-downs on financial assets	(2.7)	(3.1)	(3.1)
Interest and similar expenses	–	(0.0)	(0.0)
Profit/loss on ordinary activities	**51.2**	**380.6**	**158.9**
Taxes on income	(0.5)	(2.5)	(11.7)
Net income for the year	**50.7**	**378.1**	**147.1**
Profit carried forward from previous year	–	91.2	–
Withdrawals from capital reserves	–	1.4	–
Distribution pay-outs	–	(470.8)	(80.6)
Unappropriated retained earnings	**50.7**	**–**	**66.6**

Sales Revenues

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Sales revenues increased by 7%, from €24.3 million in 2012 to €26.0 million in 2013. This increase was primarily attributable to an increase in the range of services the Issuer provides to its subsidiaries and network of companies, including the creation of a corporate center.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Sales revenues increased more than three times from €6.7 million in 2011 to €24.3 million in 2012. This increase was in line with general growth of the Issuer's business and the increase in services provided by the Issuer to its subsidiaries and network of companies, including both the range of services and the amount of time spent by its employees and third parties on providing such services.

Other Operating Income

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Other operating income increased by 6%, from €176.8 million in 2012 to €187.5 million in 2013 and related in both years primarily to the Zalando Spin-Off and further sales of shares in Zalando.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Other operating income increased more than ten times from €14.7 million in 2011 to €176.8 million in 2012, due to a sharp increase in disposal activities in the later period. The Issuer's disposals in fiscal year 2011 included the sale of shares in Visual Meta GmbH, while the major disposal in 2012 was the sale of a part of shares in Zalando.

Cost of Materials

The following table shows a breakdown of the Issuer's cost of materials on an unconsolidated basis for the years indicated:

	Year ended December 31,		
	2011	**2012**	**2013**
		(audited) **(in € million)**	
Cost of raw materials and supplies and of purchased merchandise	(0.3)	(0.1)	(0.8)
Cost of purchased services	(0.1)	(10.3)	(7.2)
Cost of materials	**(0.4)**	**(10.4)**	**(8.0)**

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Cost of materials decreased by 23%, from €10.4 million in 2012 to €8.0 million in 2013, due to a decrease in cost of purchased services that was partially offset by an increase in cost of raw materials and supplies and of purchased merchandise.

Cost of purchased services decreased by 30%, from €10.3 million in 2012 to €7.2 million in 2013, mainly due to the in-sourcing of certain functions that were previously purchased from independent contractors and other third-party providers.

Cost of raw materials and supplies and of purchased merchandise increased eight times, from €0.1 million in 2012 to €0.8 million in 2013, primarily reflecting server and software costs, e.g., payments for IBM-Unica licenses of €0.6 million in 2013 and Amazon costs.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Cost of materials increased more than twentyfold, from €0.4 million in 2011 to €10.4 million in 2012, due to a sharp increase in cost of purchased services that was partially offset by a decrease in cost of raw materials and supplies and of purchased merchandise.

Cost of purchased services increased from €0.1 million in 2011 to €10.3 million in 2012, mainly as a result of the increased amount of services purchased from independent contractors for resales to subsidiaries of the Issuer.

Cost of raw materials and supplies and of purchased merchandise decreased threefold, from €0.3 million in 2011 to €0.1 million in 2012.

Personnel Expenses

The following table shows a breakdown of the Issuer's personnel expenses on an unconsolidated basis for the years indicated:

	Year ended December 31,		
	2011	2012	2013
		(audited) (in € million)	
Wages and salaries	(3.6)	(14.1)	(22.9)
Social security and other pension costs	(0.7)	(1.9)	(2.1)
Personnel expenses	**(4.3)**	**(16.0)**	**(25.0)**

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Personnel expenses, which consist of wages and salaries and social security and other pension costs, increased by 56%, from €16.0 million in 2012 to €25.0 million in 2013, primarily due to a 62% increase in wages and salaries from €14.1 million in 2012 to €22.9 million in 2013. This increase was mainly attributable to a strong increase in costs associated with stock options, which increased from €3.1 million to €11.3 million over the same period. Without the costs from stock options, the personnel expenses increased only by 6%, reflecting the development of the personnel structure towards an increasing share of higher-paid specialists. The average number of employees remained relatively stable and amounted to 238 in 2012 and 233 in 2013.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Personnel expenses more than tripled, from €4.3 million in 2011 to €16.0 million in 2012, driven by a sharp increase in headcount attributable to general growth of our business. This increase drove up both wages and salaries, which almost quadrupled, from €3.6 million in 2011 to €14.1 million in 2012, and social security and other pension costs, which more than doubled, from €0.7 million to €1.9 million, over the same period.

Amortization and Depreciation

The following table shows a breakdown of the Issuer's amortization and depreciation on an unconsolidated basis for the years indicated:

	Year ended December 31,		
	2011	2012	2013
		(audited) (in € million)	
Amortization/depreciation of intangible assets and of property, plant and equipment	(0.1)	(0.4)	(0.4)
Amortization/depreciation of current assets in excess of what is usual in the corporation	–	–	(0.9)
Amortization/Depreciation	**(0.1)**	**(0.4)**	**(1.3)**

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Amortization and depreciation increased more than threefold, from €0.4 million in 2012 to €1.3 million in 2013, primarily due to amortization and depreciation of current assets in excess of what is usual in the corporation recognized in the later period.

In 2013, amortization and depreciation of current assets in excess of what is usual in the corporation amounted to €0.9 million and was attributable to write-offs of receivables from delivered services.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Amortization and depreciation increased fourfold, from €0.1 million in 2011 to €0.4 million in 2012. This increase was fully attributable to amortization and depreciation of intangible assets and of property, plant and equipment, and was in line with the build-up of non-financial assets on the Issuer's balance sheet. The Issuer's property, plant and equipment increased more than four times, from €0.2 million as of December 31, 2011 to €0.9 million as of December 31, 2012, while its intangible assets more than doubled over the same period.

Other Operating Expenses

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Other operating expenses increased by 54%, from €11.3 million in 2012 to €17.4 million in 2013, primarily due to compensation costs for stock options held by freelancers and employees of companies in our network of companies and fees paid in connection with the sale of the Issuer's interest in Zalando in the second half of 2013.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Other operating expenses increased almost fourfold, from €2.9 million in 2011 to €11.3 million in 2012, due to a general increase in business activities, especially in the amount of services received from freelancers, and an increase in disposal activities in the later period.

Income from Participations

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Income from participations decreased significantly, from €218.1 million in 2012 to €0.3 million in 2013. In 2012, income from participations was positively affected by upstream dividend distributions made by our intermediate holding companies, which primarily related to proceeds from the sale of our interests in Groupon.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Income from participations increased more than fivefold, from €39.6 million in 2011 to €218.1 million in 2012, mainly as a result of upstream dividend distributions made by our intermediate holding companies in 2012, which primarily related to proceeds from the sale of our interests in Groupon. In 2011, income from participations also included upstream dividends attributable to Groupon.

Other Interest and Similar Income and Expenses

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Other interest and similar income and expenses doubled from €0.2 million in 2012 to €0.4 million in 2013. This increase was mainly attributable to generally higher cash balances held with banks in the later period and consequently higher interest received thereon.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Other interest and similar income and expenses decreased by 50%, from €0.4 million in 2011 to €0.2 million in 2012. This decrease was mainly attributable to a decreased in loans granted to associated companies in 2012 compared to the previous year.

Write-downs on Financial Assets

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Write-downs on financial assets remained stable and amounted to €3.1 million in 2012 and to €3.1 million in 2013. In both periods, write-downs of financial assets represented revaluations of investments. For example, in 2012, they included revaluations of Toptarif GmbH, Jade 1238. GmbH or Jade 1223. GmbH, while in 2013, revaluations of Beauty Trend Holding GmbH or Payleven Holding GmbH.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Write-downs on financial assets increased by 15%, from €2.7 million in 2011 to €3.1 million in 2012. In 2011, write-downs of financial assets included revaluations of Jade 1158. GmbH, while in 2012, they included revaluations of Toptarif GmbH, Jade 1238. GmbH or Jade 1223. GmbH.

Taxes on Income

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Taxes on income increased more than four times, from €2.5 million in 2012 to €11.7 million in 2013, despite a 58% decrease in profit on ordinary activities. The increase in taxes on income was mainly the result of a tax accrual on the contribution of Zalando shares into Rocket Beteiligungs GmbH. This transaction was taxable at market value, although shown at book value in the trade balance.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Taxes on income increased five times, from €0.5 million in 2011 to €2.5 million in 2012. This increase was primarily driven by a sharp increase in profit on ordinary operations, which increased from €51.2 million in 2011 to €380.6 million in 2012.

Net Income for the Year

Comparison of the Years Ended December 31, 2012 and December 31, 2013 (unconsolidated)

Net income for the year decreased by 61% from €378.1 million in 2012 to €147.1 million in 2013, primarily due to a decrease in income from participations and an increase in personnel expenses.

Comparison of the Years Ended December 31, 2011 and December 31, 2012 (unconsolidated)

Net income for the year increased strongly from €50.7 million in 2011 to €378.1 million in 2012 primarily due to increases in income from participations and other operating income, due to sales of shares in Groupon and Zalando.

Liquidity and Capital Resources (consolidated)

The Group's operating activities required liquidity in 2013, as the Group had a negative cash flow from operating activities. Cash was provided to the Group from investing and financing activities. Disposals of fixed financial assets added €194.8 million to the Group's cash in 2013. Disposals of stakes in companies are reflected in the Group's cash flow from investing activities. The other main sources of liquidity are equity capital financing rounds. At the level of the Issuer, equity financing rounds are a significant source of liquidity. In 2013, an equity financing round with Access Industries provided the Issuer with €93.2 million in cash (included in proceeds from the issuance of shares to the equity holders of the parent in the consolidated financial statements). The cash inflows from equity financing rounds at the level of the Issuer are reflected in the cash flow from financing activities. For more information on the liquidity status of our network, see "*Corporate Structure, Financing Rounds and Management—Cash Requirements and Cash Management*".

Consolidated Cash Flow Statement Data

	Year ended December 31,	Six months ended June 30,	
	2013	2013	2014
	(audited) (in € million)	(unaudited) (in € million)	
Cash flow from operating activities	(38.9)	(18.4)	(55.5)
Cash flow from investing activities	172.5	(6.8)	(62.2)
Cash flow from financing activities	116.8	6.9	(229.7)
Change in cash and cash equivalents	250.4	(18.3)	(347.4)
Changes in cash and cash equivalents due to exchange rates, changes in the basis of consolidation and valuation	0.0	0.0	(9.5)
Cash and cash equivalents at the beginning of the period	187.0	187.0	437.4
Cash and cash equivalents at the end of period	437.4	168.8	80.5

Comparison of the Six Months Ended June 30, 2013 and June 30, 2014 (consolidated)

Cash flow from Operating Activities

Cash flow from operating activities deteriorated from a cash outflow of €18.4 million in the six months ended June 30, 2013 to a cash outflow of €55.5 million in the six months ended June 30, 2014 due to the losses incurred by consolidated subsidiaries.

Cash flow from Investing Activities

Cash flow from investing activities deteriorated from a cash outflow of €6.8 million in the six months ended June 30, 2013 to a cash outflow of €62.2 million in the six months ended June 30, 2014 mainly due to an increase of net cash paid in connection with short-term management of cash investments from €3.1 million in the six months ended June 30, 2013 to €50.9 million in the six months ended June 30, 2014. These payments related to the investments in money market funds as well as to payments in conjunction with short-term loans to associates and to non-consolidated subsidiaries. Payments for investments in non-current financial assets and the acquisition of consolidated companies increased from €3.3 million in the six months ended June 30, 2013 to €10.9 million in the six months ended June 30, 2014. Furthermore, investments in tangible and intangible assets increased from €0.7 million in the six months ended June 30, 2013 to €1.8 million in the six months ended June 30, 2014. These instruments related, in particular, to the expansion of operating and business equipment and software.

Cash flow from Financing Activities

Cash flow from financing activities deteriorated from a cash inflow of €6.9 million in the six months ended June 30, 2013 to a cash outflow of €229.7 million in the six months ended June 30, 2014. Cash inflows from the equity capital increases performed by minority shareholders increased from €1.2 million in the six months ended June 30, 2013 to €55.9 million in the six months ended June 30, 2014. This increase in cash inflows was more than offset by cash outflows to the shareholders of the Issuer related to advance dividends in the amount of €286.8 million in the six months ended June 30, 2014. For more information, see "*Dividend Policy; Results and Dividends per Share; Use of Profits—Bigfoot I and Bigfoot II Dividend in Kind*".

Discussion of the Year Ended December 31, 2013 (consolidated)

Cash flow from Operating Activities

In 2013, cash outflow from operating activities amounted to €38.9 million, despite a cash inflow from the change in net working capital of €16.4 million. The cash outflow from operating activities was generally attributable to industry typical start-up losses of our consolidated subsidiaries.

Cash flow from Investing Activities

In 2013, cash inflow from investing activities amounted to €172.5 million and included €194.8 million of cash received from disposals of fixed financial assets, mainly relating to sales of shares in Zalando. Cash flow from investing activities also included an outflow of €11.1 million representing investments in fixed financial assets, in particular €7.7 million for Africa eCommerce Holding and €1.5 million for Westwing, and an outflow of €20.6 million classified as short-term financial management of cash investments representing payments in connection with short-term loans to associates and unconsolidated associates.

Cash flow from Financing Activities

In 2013, cash inflow from financing activities amounted to €116.8 million, and primarily reflected €159.9 million of proceeds from the issuance of shares to the equity holders of the Issuer, €16.7 million from proceeds from minority interests, and an outflow of €80.6 million of advance dividend payments to the equity holders of the Issuer.

Changes in Cash and Cash Equivalents due to Exchange Rates, Changes in the Basis of Consolidation and Valuation

Those changes in cash and cash equivalents primarily relate to deconsolidation of subsidiaries during the six months ended June 30, 2014.

Net Working Capital

We define net working capital as (i) current assets and prepaid expenses (excluding all short-term loans to associates, non-consolidated subsidiaries and other parties classified as short-term financial management of cash investments in the consolidated cash flow statement) minus (ii) current liabilities and deferred income (excluding all short-term loans from associates, non-consolidated subsidiaries and other parties classified as short-term financial management of cash investments in the consolidated cash flow statement).

The following table shows a breakdown of the Group's net working capital on a consolidated basis as of the dates indicated:

	As of January 1,	As of December 31,	As of June 30,
	2013		2014
	(audited) (in € million)		(unaudited) (in € million)
Inventories	5.7	8.5	9.8
Trade receivables	1.1	2.7	2.4
Receivables from associated companies, non-consolidated subsidiaries and other receivables(1)	17.7	10.1	34.0
Prepaid expenses	0.6	0.5	0.7
Prepayments received on account of orders	(0.1)	(0.5)	(0.3)
Trade payables	(9.8)	(20.2)	(20.4)
Payables towards associated companies, non-consolidated subsidiaries and other payables(2)	(6.6)	(8.7)	(9.9)
Deferred income	(0.1)	(0.3)	(0.2)
Net working capital(3)	**8.5**	**(7.9)**	**16.1**

(1) Unaudited. Includes trade receivables from affiliated companies of €2.3 million (June 30, 2014), €1.3 million (December 31, 2013) and €1.4 million (January 1, 2013), trade receivables from associates €24.9 million (June 30, 2014), €3.6 million (December 31, 2013) and €14.6 million (January 1, 2013) and other assets of €6.8 million (June 30, 2014), €5.3 million (December 31, 2013) and €1.8 million (January 1, 2013).

(2) Unaudited. Includes trade payables to associates of €2.4 million (June 30, 2014), €1.4 million (December 31, 2013) and €0.6 million (January 1, 2013), trade payables to affiliated companies outside the scope of consolidation of €0.7 million (June 30, 2014), €0.6 million (December 31, 2013) and €0.2 million (January 1, 2013) and other liabilities excluding loans of €6.8 million (June 30, 2014), €6.7 million (December 31, 2013) and €5.8 million (January 1, 2013). Other liabilities excluding loans have been taken from the Issuer's accounting records.

(3) Unaudited.

Comparison of December 31, 2013 and June 30, 2014 (consolidated)

Net working capital increased by €24.0 million, from negative €7.9 million as of December 31, 2013 to positive €16.1 million as of June 30, 2014, mainly driven by an increase in receivables from associated companies, non-consolidated subsidiaries and other receivables and a decrease in payables towards associated companies, non-consolidated subsidiaries and other payables.

Comparison of January 1, 2013 and December 31, 2013 (consolidated)

Net working capital decreased by €16.4 million, from positive €8.5 million as of January 1, 2013 to negative €7.9 million as of December 31, 2013, mainly driven by the reduction of receivables towards associates, as well as increased trade payables, which was partially offset by higher inventories and higher trade receivables.

Liquidity and Capital Resources (unconsolidated)

The following table presents an overview of the development of the Company's cash flows in 2011 and 2012, based on the Issuer's cash flow statements for the financial years 2011 and 2012.

	Year ended December 31, 2011	Year ended December 31, 2012
	(audited) (in € million)	
Cash flow from operating activities	1.7	237.5
Cash flow from investing activities	(54.4)	157.0
Cash flow from financing activities	40.9	(301.3)
Change in cash and cash equivalents	(11.7)	93.1
Cash and cash equivalents at the beginning of the period	19.8	8.0
Cash and cash equivalents at the end of period	8.0	101.1

A comparison of the unconsolidated cash flows in 2012 with the consolidated cash flows in 2013 is not meaningful and accordingly not presented in this prospectus. The Issuer prepared consolidated financial statements for the first time for the year ended December 31, 2013. For the year ended December 31, 2012 and prior periods, the Issuer was exempt from the duty to prepare consolidated financial statements due to size related exemptions pursuant to Section 293 HGB.

Cash Flow from Operating Activities

Cash flow from operating activities increased from €1.7 million in 2011 to €237.5 million in 2012. This increase was due to a significant increase in net income. Cash flow from operating activities profited in 2012 from net working capital management, as inventories, trade receivables and other assets decreased while trade payables and other liabilities increased. In 2011, cash flow from operating activities was held back by net working capital development, as inventories, trade receivables and other assets increased.

Cash Flow from Investing Activities

Cash flow from investing activities improved from a cash outflow of €54.4 million in 2011 to a cash inflow of €157.0 million in 2012. This development was primarily due to a significant increase in cash received from disposal of fixed financial assets. In addition, cash paid for investments in fixed financial assets decreased and cash received in connection with short-term financial management of cash investments increased. These developments were only partially offset by an increase in cash paid in connection with short-term financial management of cash investments.

Cash Flow from Financing Activities

Cash flow from financing activities deteriorated from a cash inflow of €40.9 million in 2011 to a cash outflow of €301.3 million in 2012. This change was primarily due to cash paid to shareholders, which served the primary purpose of passing on profits from the sale of shares in Groupon, Inc. and Zalando, and repayments of loans in 2012, which were only partially offset by higher cash received from equity contributions and cash received from loans.

Investments

On its consolidated balance sheet, the Group classifies shareholdings in each of its unconsolidated companies as one of the four categories depending on the level of control it exercises over the relevant company. When the Group exercises full control over the subsidiary which is an immaterial member of the Group, the relevant holding is recorded at cost as "Shares in affiliated companies". When the Group has significant influence over the business of a standalone company but does not control it, generally when the Group has between 20% and 50% of the total voting power of the entity, respective holdings are recorded as "Equity investments in associates". In all other cases, the Group reports its shareholdings as "Securities held as fixed assets" or as "Other participations", depending on whether or not the relevant participation is structured and documented as a security. We do not mark our investments to market on a regular basis.

The following table presents an overview of the development of the Group's financial investments in the periods from January 1, 2013 through June 30, 2014 on a consolidated basis. The data for the period from January 1, 2013 through December 31, 2013 has been taken from the Issuer's consolidated financial statements for the fiscal year ended December 31, 2013. The data for the period from January 1, 2014 through June 30, 2014 has been taken from the Issuer's unaudited condensed interim consolidated financial statements for the six months ended June 30, 2014.

	Shares in affiliated companies	Equity investments in associates	Securities held as fixed assets	Other participations and other loans	Total
		(audited) (in € million)			(audited) (in € million)
Net book value as of January 1, 2013	**2.0**	**416.9**	**6.7**	**5.0**	**430.6**
Additions (at acquisition cost)	0.6	165.2	0.1	0.3	166.2
Disposals (at acquisition cost)	(0.0)	(193.4)	(0.0)	(3.9)	(197.3)
Reclassifications (at acquisition cost)	0.0	(19.0)	1.5	17.5	0.0
Accumulated amortization, depreciation and write-downs	(0.4)	(8.6)	0.0	0.0	(9.0)
Net book value as of December 31, 2013	**2.2**	**361.1**	**8.3**	**18.9**	**390.5**
		(unaudited) (in € million)			(unaudited) (in € million)
Additions (at acquisition cost)	1.8	55.3	0.7	0.0	57.8
Disposals (at acquisition cost)	(1.9)	(65.7)	0.0	0.0	(67.6)
Reclassifications (at acquisition cost)	(0.3)	0.3	(0.0)	(0.0)	0.0
Accumulated amortization, depreciation and write-downs	0.0	0.0	0.0	0.0	0.0
Net book value as of June 30, 2014	**1.7**	**351.1**	**9.1**	**18.9**	**380.7**

Historical Investments (consolidated)

Additions (at acquisition cost) to equity investments in associates predominantly includes the changes in the Group's share in the equity capital of the associated company reflected in income/loss from associated companies in the consolidated income statement, which also includes the acquisition costs of the acquired shares in associates.

In 2013, the Group invested €11.1 million in equity capital of associates and immaterial amounts in shares in affiliated companies and securities held as fixed assets. Significant investments in associates were investments in Africa eCommerce Holding GmbH, Berlin, Germany, amounting to €7.7 million, Westwing Group GmbH, Berlin, Germany, amounting to €1.5 million and Payleven Holding GmbH, Berlin, Germany, amounting to €0.5 million. Non-cash investments included the exchange of shares in the associated company, Billpay GmbH, Berlin, Germany, against shares in Wonga Group Limited amounting to €1.5 million. These investments were financed from equity capital of the Issuer.

In addition, in 2013 the Group invested €2.4 million in fixed assets that are not financial assets (sum of cash paid for investments in property, plant and equipment plus cash paid for investments in intangible assets), each as shown in the consolidated financial statements. Capital consolidation of the newly acquired shares in Easy Taxi Serviços S.A., Brazil, led to goodwill in the amount of €0.9 million. The subsidiary Hellofood Intermediacao de Negocios Ltda., Brazil, acquired a customer base in the amount of €0.1 million. Furthermore there were investments in other equipment, operating and business equipment amounting to €0.9 million; thereof the €0.4 million was made by Kanui Comercio Varejista Ltda., Brazil. These investments were financed from equity capital of the Issuer.

In the six months ended June 30, 2014, the Group made investments in fixed financial assets amounting to €10.9 million, thereof €9.3 million for capital increase at the associated company Emerging Markets Online Food Delivery Holding S.à r.l., Luxembourg. In addition, during the six months ended June 30, 2014, the Group invested €1.5 million in property, plant and equipment, thereof €1.1 million in office, operating and business equipment. In the six months ended June 30, 2014, the Group purchased software and other licenses amounting to €0.2 million. These investments were financed from equity capital of the Issuer.

Historical Investments (Unconsolidated)

In 2011, on an unconsolidated basis, the Issuer invested €58.4 million in shares in affiliated companies, thereof €20.0 million in Zalando SE, €18.0 million in Wimdu GmbH and €7.4 million in Bigfoot I. Furthermore, the Issuer invested €5.2 million in participations and €0.2 million in other equipment, operating and business equipment. These investments were financed from equity capital of the Issuer.

In 2012, on an unconsolidated basis, the Issuer invested €14.4 million in shares in affiliated companies, thereof €4.1 million in BigCommerce, €3.3 million in Bigfoot I, €2.8 million in Home24 GmbH and €2.6 million in Bigfoot II. Furthermore, the Issuer invested €6.7 million in shares of Care.com, Inc., Waltham, MA, USA, €1.0 million in other equipment, operating and business equipment, €0.1 million in participations and €0.1 million in long term intangible assets. These investments were financed from equity capital of the Issuer.

In 2013, on an unconsolidated basis, the Issuer invested €9.1 million in shares in affiliated companies, thereof €7.3 million in Rocket Beteiligungs GmbH and €0.8 million in ECommerce Holding I S.à r.l. Furthermore the Issuer invested €1.9 million in participations, thereof €1.5 million in Westwing Group GmbH, €1.6 million in securities held as fixed assets and €0.2 million in other equipment, operating and business equipment. These investments were financed from equity capital of the Issuer.

In the six months ended June 30, 2014, on an unconsolidated basis, the Issuer invested €11.9 million in fixed financial assets, including a €9.3 million into Emerging Markets Onlinefood Delivery Holding S.à. r.l. Furthermore, the Issuer invested €0.5 million in other equipment, operating and business equipment. These investments were financed from equity capital of the Issuer.

Investments that are in Progress

Since July 1, 2014, there have not been and there are no principal investments that are in progress. Accordingly, the Issuer does not require funding for investments that are in progress.

Principal Future Investments

As of the date of this prospectus, there are no principal future investments on which the Issuer's management board has already made a firm commitment. Accordingly, the Issuer currently does not require funding for such investments.

Bank and Loan Liabilities (consolidated)

Our business is primarily equity-financed resulting in a financing structure that is dominated by equity capital. The Group utilizes only *de minimis* amounts of bank debt, which is recorded as "Liabilities to banks" on its balance sheet, and represents overdraft amounts drawn on its bank accounts. Accordingly, the Issuer and the Group do not use any significant hedging instruments to cover interest rate risks in connection with bank debt. In the medium to long term, the Issuer could require additional capital, such as cash to finance its corporate overhead and to meet its existing funding plans.

To cover time gaps between rounds of equity financing and in certain other cases, the Issuer extends loans to its subsidiaries and makes borrowings from affiliated companies. The Group's outstanding debt to its shareholders, associates and non-consolidated subsidiaries constitutes the bulk of its financial liabilities calculated on a consolidated basis.

The following table presents a maturity profile of the Group's bank and loan liabilities as of December 31, 2013 on a consolidated basis:

	As of December 31, 2013				
	Up to 1 year	1 to 5 years	More than 5 years	Secured by collateral	Total
			(audited) (in € million)		
Liabilities to banks	0.0	0.0	0.0	0.0	**0.0**
Liabilities to shareholders	14.5	0.0	0.0	0.0	**14.5**
Liabilities to affiliated companies(1)	0.3	0.0	0.0	0.0	**0.3**
Liabilities to associated companies(1)	21.0	0.0	0.0	0.0	**21.0**
Other liabilities(1)	0.7	0.0	0.7	0.0	**1.4**
Total	**36.5**	**0.0**	**0.7**	**0.0**	**37.2**

(1) Represent obligations under loan agreements.

Other Financial and Non-financial Liabilities (consolidated)

The Group's other financial (except bank and loans) and non-financial liabilities mainly consist of trade accounts payable and other liabilities. Other liabilities are mainly tax liabilities.

The following table presents a maturity profile of the Group's non-financial liabilities as of December 31, 2013 on a consolidated basis:

	As of December 31, 2013				
	Up to 1 year	1 to 5 years	More than 5 years	Secured by collateral	Total
			(in € million) (audited)		
Prepayments received on account of orders	0.5	0.0	0.0	0.0	**0.5**
Trade payables	20.3	0.0	0.0	0.0	**20.3**
Liabilities to affiliated companies(1)	0.6	0.0	0.0	0.0	**0.6**
Liabilities to associated companies(1)	1.4	0.0	0.0	0.0	**1.4**
Other liabilities	6.7	0.0	0.0	0.0	**6.7**
Total	**29.6**	**0.0**	**0.0**	**0.0**	**29.6**

(1) Represent payment obligations for services provided to the Group.

Other Financial Commitments and Off-Balance Sheet Transactions (consolidated)

The following table shows a breakdown of the Group's other financial commitments and off-balance sheet transactions on a consolidated basis as of the dates indicated:

	As of December 31, 2013	As of June 30, 2014
	(audited) (in € million)	(unaudited) (in € million)
Rental and lease agreements	5.6	4.8
Purchase commitments	0.1	0.1
Other	0.1	0.0
Total	**5.8**	**4.9**

Equity (consolidated)

The following table shows a breakdown of the Group's equity on a consolidated basis as of the dates indicated:

	As of January 1, 2013	As of December 31, 2013	As of June 30, 2014
	(audited) (in € million)		(unaudited) (in € million)
Subscribed capital	0.1	0.1	0.1
Capital reserves	289.0	462.2	501.2
Revenue reserves	328.5	208.9	208.6
Accumulated other comprehensive income	(0.3)	(0.7)	(2.1)
Unappropriated retained earnings	(23.4)	84.4	(238.8)
Minority interests	28.6	18.0	22.5
Total equity	**622.5**	**773.0**	**491.5**

Comparison of December 31, 2013 and June 30, 2014 (consolidated)

Consolidated equity decreased by €281.5 million from €773.0 million as of December 31, 2013 to €491.5 million as of June 30, 2014. Non-cash contributions made by the parent company's shareholders in the amount of €14.5 million and capital paid in by minority shareholders in the amount of €55.9 million were more than offset by a decrease in equity capital following the cash distributions to shareholders in the amount of €286.8 million, non-cash distributions of €37.1 million, changes in the basis of consolidation of €12.6 million and consolidated net loss for the period of €13.3 million. Broken down by line items, this resulted in stable subscribed capital of €0.1 million both as of December 31, 2013 and June 30, 2014, an increase in capital reserves from €462.2 million as of December 31, 2013 to €501.2 million as of June 30, 2014, a slight decrease in revenue reserves from €208.9 million as of December 31, 2013 to €208.6 million as of June 30, 2014, a decrease in accumulated other comprehensive income from negative €0.7 million as of December 31, 2013 to negative €2.1 million as of June 30, 2014, a decrease in unappropriated retained earnings from €84.4 million as of December 31, 2013 to negative €238.8 million as of June 30, 2014 and an increase in minority interests from €18.0 million as of December 31, 2013 to €22.5 million as of June 30, 2014.

Comparison of January 1, 2013 and December 31, 2013 (consolidated)

Total equity increased by 24%, from €622.5 million as of January 1, 2013 to €773.0 million as of December 31, 2013, mainly driven by consolidated net income for the year of €174.2 million, as well as "proceeds from the issuance of shares to the equity holders of the parent" amounting to €159.9 million and proceeds from the minority interests amounting to €16.7 million. These increases were partially offset by effects of the purchase of treasury shares of €119.6 million and dividends paid to equity holders of the Issuer of €80.6 million. Broken down by line items, this resulted in stable subscribed capital of €0.1 million both as of January 1, 2013 and December 31, 2013, an increase in capital reserves from €289.0 million as of January 1, 2013 to €462.2 million as of December 31, 2013, a decrease in revenue reserves from €328.5 million as of January 1, 2013 to €208.9 million as of December 31, 2013, a decrease in accumulated other comprehensive income from negative €0.3 million as of January 1, 2013 to negative €0.7 million as of December 31, 2013, an increase in unappropriated retained earnings from negative €23.4 million as of January 1, 2013 to €84.4 million as of December 31, 2013 and a decrease in minority interests from €28.6 million as of January 1, 2013 to €18.0 million as of December 31, 2013.

Balance Sheet (unconsolidated)

The following table sets forth selected information from the Issuer's unconsolidated balance sheet as of December 31, 2011, December 31, 2012 and December 31, 2013.

	As of December 31,		
	2011	2012	2013
		(audited) (in € million)	
ASSETS			
Fixed assets			
Intangible assets	0.0	0.1	0.1
Property, plant and equipment	0.2	0.9	0.7
Financial assets	87.5	98.0	90.6
	87.8	**99.1**	**91.4**
Current assets			
Inventories	0.2	2.6	1.2
Receivables and other assets	98.5	22.0	11.4
Cash in hand, bank balances	8.0	101.1	385.4
	106.7	**125.7**	**398.0**
Prepaid expenses	**0.0**	**0.1**	**0.1**
	194.5	**224.9**	**489.5**
EQUITY AND LIABILITIES			
Equity capital			
Subscribed capital	0.0	0.1	0.1
Capital reserves	58.8	210.7	370.5
Profit/loss carried forward	40.5	–	–
Unappropriated retained earnings	50.7	–	66.6
	150.1	**210.8**	**437.2**
Provisions	**2.4**	**7.2**	**31.9**
Liabilities	**42.0**	**6.9**	**20.4**
Deferred income	**–**	**0.0**	**0.0**
	194.5	**224.9**	**489.5**

Assets

Total assets increased by 16% from €194.5 million as of December 31, 2011 to €224.9 million as of December 31, 2012 and by an additional 118% to €489.5 million as of December 31, 2013. This increase was largely due to an increase of cash in hand, banks balances, which was only partially offset by a significant decrease in receivables from affiliated companies.

Equity Capital

Equity capital increased by 40% from €150.1 million as of December 31, 2011 to €210.8 million as of December 31, 2012 and by an additional 107% to €437.2 million as of December 31, 2013. These increases were primarily due to payments into capital reserves as a result of investments into the Issuer by AI European Holdings S.à r.l. For more information, see "*Corporate Structure, Financing Rounds and Cash Management—Issuer Financing*". Broken down by line items, subscribed capital remained relatively stable. It increased from €0.0 million as of December 31, 2011 to €0.1 million as of December 31, 2012. As of December 31, 2013, it also amounted to €0.1 million. Capital reserves increased from €58.8 million as of December 31, 2011 to €210.7 million as of December 31, 2012 and €370.5 million as of December 31, 2013. Profit/loss carried forward amounted to €40.5 million as of December 31, 2011. There was no profit/loss carried forward as of December 31, 2012 or December 31, 2013. Unappropriated retained earnings amounted to €50.7 million as of December 31, 2011. There were no unappropriated retained earnings as of December 31, 2012. As of December 31, 2013, unappropriated retained earnings amounted to €66.6 million.

Liabilities

Liabilities decreased by 84% from €42.0 million as of December 31, 2011 to €6.9 million as of December 31, 2012 due to a significant reduction in liabilities to affiliated companies. From December 31, 2012 to December 31, 2013, liabilities nearly tripled to €20.4 million as of December 31, 2013 due to an increase in other liabilities.

Quantitative and Qualitative Description of Market and Other Risks

Credit Risk

We define credit or default risk as the risk that our business partners will be unable to meet their contractual payment obligations, thereby resulting in a loss for the Group. Credit risk encompasses the direct risk of default and the risk of a deterioration of creditworthiness, as well as concentration risks.

The credit risks exist for all classes of financial instruments, and in particular for cash and cash equivalents, receivables from associates and trade receivables. The Group's receivables are unsecured. The maximum risk positions of financial assets, which are generally subject to credit risk, are equal to their carrying amounts.

As of June 30, 2014, on a consolidated basis, the Group had cash and cash equivalents of €80.5 million (December 31, 2013: €437.4 million). Regarding cash in hands, bank balances and checks, the Group generally only enters into agreements with banks with an excellent credit rating. Counterparty creditworthiness is continuously monitored and assessed by the Group.

The credit risk related to receivables from associates, which amounted to €47.1 million as of June 30, 2014 (December 31, 2013: €22.6 million), are managed by the Group's investment controlling department. Trade receivables, which amounted to €2.4 million as of June 30, 2014 (December 31, 2013: €2.7 million), are mainly generated in the course of e-commerce business activities of the Group. Credit risk is managed and controlled by verifying the customer creditworthiness as part of the online ordering process. If a deterioration in payment behavior or other causes potentially triggering impairment of receivables are recognized, the accounts receivable management either urges the customer to pay, or takes actions to reclaim the sold goods. Customer creditworthiness is monitored on an ongoing basis. The concentration of credit risk is limited as a result of the Group's broad, heterogeneous customer base.

Identified credit risks are covered by appropriate valuation allowances. The Group's "Other operating expenses" include expenses for derecognition and impairment of receivables, which amounted to €0.4 million in the six-month period ended June 30, 2014 (year ended December 31, 2013: €3.6 million).

Liquidity Risk

We define liquidity risk as the risk that we will be unable to meet our payment obligations at a contractually agreed date. To ensure sufficient liquidity, we monitor and plan our liquidity requirements on a continuous basis. We maintain sufficient cash and cash equivalents to ensure that we can meet our obligations for a defined period at all times.

The capital requirements of the Group include investment in new and existing companies, as well as the ongoing capital requirements for the operating activities of the Group. We monitor the risk of liquidity shortages (liquidity risk) by means of cash budgets and reforecasts. In this regard, the maturities of financial investments and financial assets (receivables and other financial assets, for example) as well as projected cash flows from operations are considered. Besides existing cash and cash equivalents and proceeds from the sale of financial assets or investments, the future cash inflows from business operations represent an additional source of liquidity.

Risks from Changes in Foreign Currency Exchange Rates

A foreign exchange risk exists due to operations outside the Eurozone, resulting in fluctuations in exchange rates having a potential impact on the consolidated financial statements. The individual transactions in foreign currencies are not hedged because they are generally short term. The transactions are not hedged through financial techniques, instead, when possible and appropriate, they are hedged through the setup of the real economic conditions of the respective business (natural hedges).

The Group's "Other operating expenses" include expenses from currency translation effects of €0.3 million in the six-month period ended June 30, 2014 (year ended December 31, 2013: €0.2 million). Effects of exchange rate fluctuations on the translation of net asset positions in the reporting currency are recorded in "Accumulated other comprehensive income" within equity in the Group consolidated financial statements.

Critical Accounting Policies

The preparation of the Group's consolidated financial statements in accordance with German GAAP requires our management to make judgments, estimates and assumptions that affect the reported amounts of income or revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of each reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Significant accounting policies are those that require the most complex or subjective judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The critical accounting policies are those related to accounting for the Group's subsidiaries, associates and other participations, as well as to the scope of consolidation.

Classification of equity investments in the consolidated financial statements

On its consolidated balance sheet, the Group classifies shareholdings in each of its companies as one of the four categories depending on the level of control it exercises over the relevant company.

Material subsidiaries

When the Group exercises full control over the business of a material company such subsidiary is fully consolidated.

Non-material subsidiaries

Non-material fully controlled companies are reported as "Shares in affiliated companies".

Associates

When the Group has significant influence over the business of a standalone entity but does not control it, generally when the Group has between 20% and 50% of the total voting power of the entity, respective holdings are recorded as "Equity investments in associates".

Other equity investments

In all other cases, the Group reports its shareholdings as "Securities held as fixed assets" or as "Other participations", depending on whether or not the relevant participation is structured and documented as a security.

Application of consolidation method in the consolidated financial statements

Subsidiaries that the Group controls are accounted for under the full consolidation method. While the Group generally consolidates companies in which it directly or indirectly holds 50% or more of the outstanding voting rights, certain of these companies are accounted for under the equity method in accordance with Sec. 296 (1) Sentence 1 of the German Commercial Code (HGB).

Whether or not the Group controls a subsidiary depends on an evaluation of a number of factors, including, among others, representation on its board of directors and the voting and other rights of other investors (minority shareholders), including their participation in significant decisions made in the ordinary course of business (e.g., approval of the annual operating budget), as well as the Group's ownership level of the outstanding voting rights of the subsidiary.

Application of the equity method in the consolidated financial statements

Companies that are not controlled by the Group but that are under its significant influence are generally accounted for under the equity method. To determine the level of control imposed by the Group, a number of measures are applicable. Generally, if the share interest in the voting securities of the associated company is between 20% and 50%, the Group does not have control over such company, resulting in the accounting for it under the equity method.

On initial recognition, equity investments in associates are measured at acquisition cost. On subsequent measurement, the equity investments in associates are recognized at the lower of the Group's share in the equity capital of the associated company and fair value, if permanent impairment is assumed.

Changes in the Group's share in the equity capital of the associated company are reflected in the line item "Income/loss from associated companies" in the consolidated income statement. These changes may be due to earnings or losses of the company or due to other changes in the associated company's equity capital, for example, as a result of financing rounds. "Income/loss from associated companies" also includes gains or losses from disposals of the Issuer's direct or indirect interests in associated companies, as well as impairment losses (write-downs) relating to associates.

Measurement of long-term equity investments in the unconsolidated financial statements

On initial recognition shares in affiliated companies, participations and securities held by the Issuer as fixed assets are measured at acquisition cost and subsequently stated at the lower of acquisition costs and fair value. Financial assets are written down when impairments of these assets have occurred and such impairments are of a permanent nature, generally due to the discontinuation of a particular business.

Impairment recognized in the income statement line item "Write-downs on financial assets" on an unconsolidated basis amounted to €3.1 million in 2013, €3.1 million in 2012 and €2.7 million in 2011.

BUSINESS

Overview

We identify and build proven Internet business models and transfer them to new, underserved or untapped markets, mainly outside the United States and China, where we seek to scale them into market leading online companies. We started in 2007 with 4 employees and 2 consumer brands, based on an initial investment of €0.5 million from European Founders Fund GmbH & Co. Beteiligungs KG Nr. 1 (later renamed Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1). As of the date of this prospectus, on an aggregate basis, more than 20,000 employees work across our network of companies, which conducts business in 116 countries on 5 continents. Our most mature companies, which we refer to as proven winners, generated aggregate net revenues of €757 million (unaudited sum total of their reported net revenues based on the applicable GAAP for the relevant company, in each case taking the last fiscal year for which data was available) and aggregated net losses of €442 million (unaudited sum total of their net losses based on generally accepted accounting principles applicable for the relevant company, in each case taking the last financial year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests). The Issuer's aggregate direct and indirect stakes in all of our companies, including proven winners, our growing companies that have already achieved a significant size, which we refer to as emerging stars, our regional Internet groups and our strategic participations and other investments, have a combined value of €2.6 billion[1] based on the respective latest third party financing rounds (including a financing round of Lamoda, solely subscribed by its majority owner Bigfoot I), secondary transactions or with respect to some of the stakes in the category others, the value assigned to them in connection with their contribution to the Issuer.

We build online business models that satisfy basic consumer needs mainly across three focus sectors. Our e-commerce companies include retail companies in the areas of fashion, general merchandise, home and living, office supplies and food and groceries. Our marketplace companies seek to displace traditional supply chains by creating venues where buyers and sellers can transact directly, and include real estate and car online classifieds, travel and transport, and food delivery companies. Our third sector, financial technology, includes companies that focus on bringing together borrowers and lenders in regions and segments that are underserved by traditional banks, particularly in the consumer and small and medium-sized enterprise segments, and on facilitating payments.

As part of our global strategy, we have created regional Internet groups in Africa, Asia Pacific, Latin America and the Middle East in order to bundle local market and business model insights, facilitate regional commercial, strategic and investment partnerships, in particular with mobile telecommunication providers, enable local recruiting and sourcing and accelerate the regional rollout of our companies. Our local strategic partners, such as MTN, ooredoo and Millicom, are co-investors in our regional Internet groups and provide them and our companies with significant strategic support and opportunities to benefit from synergies.

The Issuer has developed proprietary technology where it believes it provides the network of companies with a competitive advantage. In particular, the Issuer has created a core platform for each of our three focus sectors, which allows a plug and play setup, scales with the business and is easily adaptable to the specific needs of the individual companies. The Issuer has entered into framework agreements with major Internet and software players, such as Google, Facebook, Rackspace, Responsys and Salesforce, in order to complement the Issuer's technology platform and provide the network of companies with competitively priced, state-of-the-art technology, payment, online advertising and other services. The Issuer has created analytical tools for the analysis of key performance indicators which allows us to benchmark our companies, identify best-in-class performance among our companies and share the knowledge across our network of companies.

The Issuer's platform has enabled us to build a large, global network of companies and has historically put us in a position to launch more than 10 new companies every year through application of a standardized business model identification and development process. Every new company that the Issuer starts accelerates the virtuous circle of synergy creation among our companies. The larger the size of our network of companies, the more significant our opportunity is to benefit from synergies and network effects with respect to our suppliers, solution providers, customers and employees. A new company joining our network increases our overall purchasing volume and negotiation power, and contributes new data and knowledge, which is typically shared on a voluntary basis across our entire network. The addition of new companies also establishes new customer relations and additional opportunities for cross-marketing that benefit all of the companies in our network.

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[1] Unaudited. Calculated based on accounting and controlling records of the Issuer.

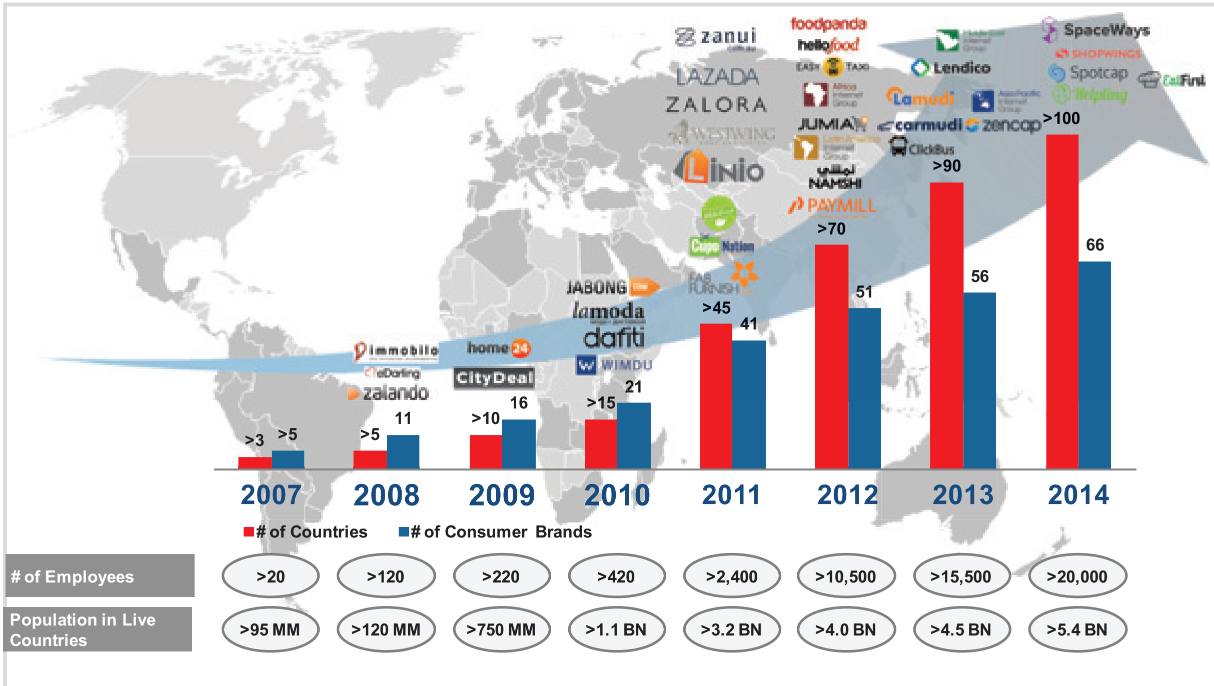
The Issuer typically owns a direct or indirect stake of 80% to 90% in our companies at the time of launch, with the remainder being set aside for management equity participation. In subsequent financing rounds, we bring in external equity financing, which is provided by our local strategic partners and other strategic and financial investors, including existing shareholders of the Issuer. These investments are either made directly into the company or indirectly into an intermediate holding company or regional Internet group. Historically, this has meant that the direct and indirect stakes of the Issuer in a company have decreased over time to less than 50% as the company grows and matures. Accordingly, the Issuer does not directly or indirectly control most of our companies. The Issuer currently intends to maintain beneficial ownership stakes in most of our new companies of at least 50% going forward, which means that its overall investment in our new companies will increase and that it will participate more significantly in their development.

The revenues of the companies that the Issuer does not directly or indirectly control are not reflected in the Issuer's consolidated income statement and its balance sheet only reflects their historical value. The Issuer's consolidated financial statement as of and for the year ended December 31, 2013 show sales revenues of €73 million, a result from ordinary activities of €187 million and total assets of €877 million in 2013. For more information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Result of Operations (consolidated)*".

Origins

The Issuer's co-founder and CEO, Oliver Samwer, has a proven track record as an Internet entrepreneur. In 1999, Oliver Samwer, together with his two brothers, Marc and Alexander Samwer, and three other founders, co-founded Alando, which became the leading Internet auction marketplace in Germany. Within 129 days from the start of operations, Alando was sold to eBay in an all-share deal valued at over US$43 million at the time of the transaction.

The Issuer was founded in 2007 as a subsidiary of European Founders Fund GmbH & Co. Beteiligungs KG Nr. 1 (later renamed Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1), which sold the Issuer to the European Founder Fund GmbH (now Global Founders GmbH (GFG)) in 2009. Since then, we have evolved into a global network of companies that operates under 66 consumer brands and conducts business in 116 countries. The following graphic shows our rapid growth in terms of numbers of countries, number of consumer brands, number of employees (including those of our companies) and the total population in the markets in which we operate.



Source: Issuer information.

(1) Total number of employees across our network of companies.

One important driver of our growth has been the launch of various e-commerce companies. Our first major e-commerce company was Zalando, which engages in online fashion retail and quickly became Europe's market leader. In a series of transactions, we spun off nearly our entire stake in Zalando in 2013. Accordingly, Zalando is no longer part of our network of companies. For more information, see "*Certain Relationships and Related-Party Transactions—Zalando Spin-Off*".

Between 2010 and 2012, we launched the next wave of e-commerce companies with a focus on emerging market economies. This wave included Dafiti in Latin America and Lazada in Southeast Asia.

In 2009, we founded our first major marketplace company, CityDeal. CityDeal was a deal-of-the-day website that offered discounted vouchers for products and services. In May 2010, the Issuer sold its stake in CityDeal to Groupon, Inc. in an all-share deal valued at US$222 million at the time of the transaction. In the same year, we founded Wimdu, a global marketplace for short-term rentals and private accommodation. Our marketplace companies further include foodpanda, which launched in 2013, and Helpling, which launched in 2014.

Recently, we expanded our financial technology sector by starting a number of new companies, including Lendico, which launched in 2013, and Zencap, which launched in 2014. For more information on the companies in our network of companies, see "*—Our Companies*" below.

In order to finance the growth of our companies, we have raised equity capital on the level of our companies and holding companies in numerous financing rounds. In total, we have raised about €2.8 billion(1) in equity capital or capital commitments for the companies currently in our network from a large number of investors, including Internet sector specialists such as DST, Holtzbrinck Ventures, NEA, Phenomen Ventures and Summit Partners; financial investors such as Fidelity Investments, IFC, certain funds attributable to J.P. Morgan Investment Management Inc., Ontario Teachers' Pension Plan, Putnam Investments and Verlinvest; high net worth individuals and family offices; and strategic investors such as MTN, ooredoo, Millicom, Tesco, Rewe, and Tengelmann. The total value of our companies in our current network of companies amounted to €6.7 billion(1) based on the respective latest financing rounds or secondary transactions. Stakes in these companies valued at €4.5 billion(1) are held by third party investors, such as the ones named in the second preceding sentence, and stakes in these companies valued at €2.2 billion(1) are held, directly or indirectly, by the Issuer. For uncertainties around this valuation, see "*Risk Factors—Risks Related to the Issuer and our Companies—We disclose in this prospectus valuations derived from investments in the Issuer and our companies. These valuations may not reflect the past, present or future fair values of the Issuer or our companies, and potential investors in this offering should not place undue reliance on these valuations*".

Our long-term partners Kinnevik and Access Industries, who have also made significant equity investments in our network of companies, have contributed significant amounts of equity capital to the Issuer. These financing rounds were agreed based on significant premiums to the latest valuation of our companies at the time of signing of the investment agreement for the relevant financing round. In August 2014, additional strategic partners became shareholders of the Issuer. These include PLDT, a leading telecommunication services provider in the Philippines with a market capitalization of approximately €12.0 billion. Through its subsidiary, Smart eMoney, PLDT is a world-leading pioneer in financial technology, including mobile banking, electronic remittance and mobile wallet services. We believe that PLDT and we have many complementary strengths that will help us to significantly accelerate our presence and growth in the financial technology sector. In August 2014, PLDT invested €333 million in cash in return for a 10.0% stake of the Issuer at the time the investment was agreed. The purchase price reflects our expectation that PLDT will contribute know-how and will position us to benefit from significant synergies. The Issuer currently plans to spend the money invested to drive the development of online and mobile payment solutions in emerging markets. After PLDT, United Internet, a leading European Internet specialist, invested a total of €435 million for an 10.7% stake in the Issuer based on the Issuer's capital including the full PLDT investment. United Internet's investment consisted of €333 million in cash and a contribution in kind valued at €102 million pursuant to the contribution agreement among United Internet, the Issuer and the Issuer's existing shareholders at the time of signing of the contribution agreement. The full value of the contribution in kind was not subject to an audit by an independent auditor. We believe that United Internet's investment will further strengthen the long-standing relationship between United Internet and us. Finally, affiliates of Holtzbrinck, which hold a large number of investments in our companies and intermediate holding companies, contributed stakes in BigFoot I and BigCommerce as well as stakes in Home24, Westwing and HelloFresh (the "**Holtzbrinck Contribution-in-Kind**"). In return for this contribution, which was valued in aggregate at €127 million, the affiliates of Holtzbrinck received in the aggregate a 2.5% stake in the Issuer based on the Issuer's capital including the full PLDT and United Internet investments. All contributed stakes were valued on the basis of the last external funding round of the respective companies, with no independent investment bank involved. The share-for-share transaction builds on a long-standing and successful partnership between Holtzbrinck and us and allows the Issuer to progress its strategic objective of owning larger stakes in our companies.

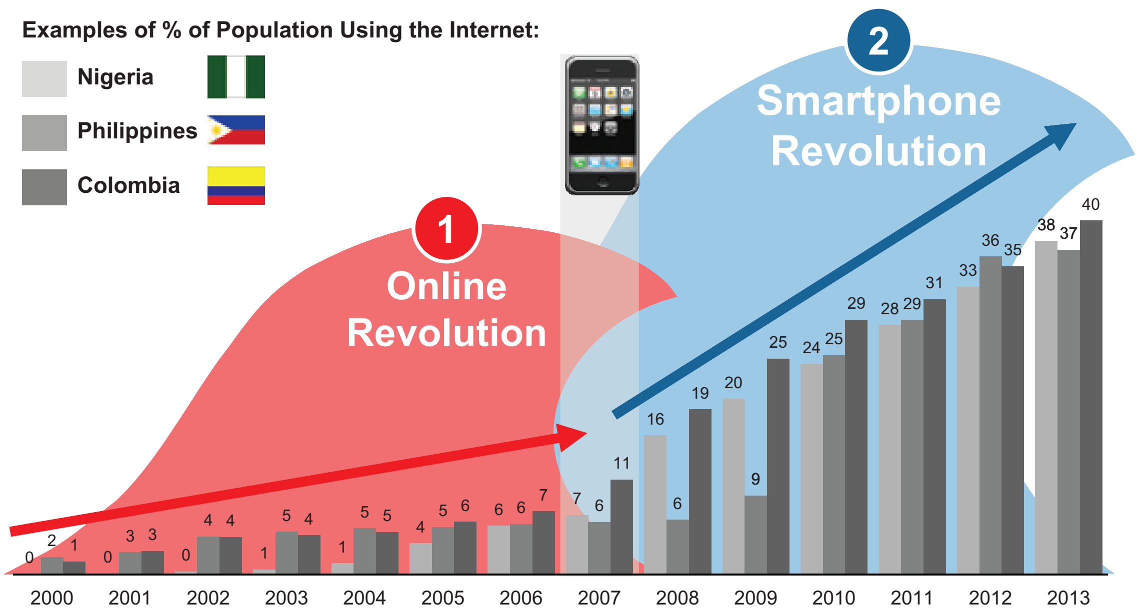
(1) Unaudited. Calculated based on accounting and controlling records of the Issuer.

Our Market Opportunity

The Issuer has built its platform around three core beliefs:

- Internet will go much further and faster than anyone had thought before.
- Once industries have been created, the innovation is in the operations.
- As industries mature, the value is in the platform.

We believe that there were two Internet revolutions, the first through a significant increase of online penetration from 1994 to 2006 and the second thereafter driven by the increase in smartphone penetration, which we believe will significantly accelerate the prevalence of Internet enabled business models that target consumers and small and medium sized enterprises, such as our business models, on a global scale. We believe that more and more commerce will be effected online and increasingly substitute for offline transactions, in particular in emerging markets where offline retail is underdeveloped or certain segments of offline retail do not exist at all. We also believe that our regions will show significant growth, both in terms of population and GDP as well as in terms of Internet penetration. The following graphic illustrates the development of Internet and smartphone penetration for three of the countries in which we operate: Nigeria, the Philippines and Colombia.



Source: ITU Data.

In 2013, 76% of the world's total population of 7.2 billion people lived outside the United States and China (Source: IMF, WEO Database). This share is forecast to increase over the next 10 years, as the population outside the United States and China is expected to grow by 14% between 2013 and 2024, while the population in the United States and China is forecast to increase by 5% over the same period (Source: IMF, WEO Database). This increase in population is expected to be accompanied by a surge in purchasing power, largely due to rising middle classes in emerging markets. For example, the share of people in Brazil with an annual income between US$30,000 and US$70,000 is expected to increase from 1% in 2006 to 12% in 2022, corresponding to a compounded annual growth rate of 16% (Source: Euromonitor, Countries and Consumers, 2014). Russia, India, Indonesia and many others are expected to follow a similar path (Source: Euromonitor, Countries and Consumers, 2014).

Consumers need to have stationary or mobile access to the Internet in order to be in a position to engage in online commerce. In 2013, 69% of the total 2.7 billion global Internet users were located outside the United States and China, with the share expected to increase (Source: IDC Database). The number of Internet users outside the United States and China is expected to grow by 34% between 2013 and 2018, 1.2 times the expected growth in the United States and China over the same period (Source: IDC Database). Our markets account for an even higher share of mobile users. In 2013, 74% of the total 4.5 billion global mobile users were located outside the United States and China (Source: WCIS, Cellular Forecasts). Again, the forecast growth in our regions of 20% between 2013 and 2018 is expected to be 1.2 times the growth in the United States and China over the same period (Source: WCIS, Cellular Forecasts). Finally, the smartphone penetration rate in our markets is forecast to increase by 21% from 2013 to 2018, while the growth in the United States and China is expected to amount to 10% over the same period (Source: WCIS, Cellular Forecasts).

A large number of our markets are challenging in their complexity, which we seek to turn to our advantage. The complexity of the markets in which we are present increases the barriers to entry significantly. Our companies have to adapt to different customs and customer habits and develop solutions to address local needs and circumstances, such as a lack of appropriate infrastructure and reliable logistics providers, less developed cashless payment systems and opaque legal systems. Therefore, we have had to develop our own infrastructure with e.g. last mile delivery and proprietary assets across all steps of our value chain, such as assortment and warehousing. We believe that the more complex a market, the lower the number of active players in the market and, accordingly, the higher the market share of each active player, resulting in the potential for higher margins than in less complex markets and therefore resulting in superior economics.

The offline retail infrastructure in a number of our markets is less developed than that in the United States or in Western Europe. This provides our companies operating in Latin America, Africa and parts of Asia Pacific with a unique opportunity to leapfrog the development of brick-and-mortar retail stores and to gain a high market share before large offline retail brands develop. The following graphic shows a comparison of persons per offline retail outlet.

Source: Planet Retail Database, IMF, WEO Database.

Overall, we believe that our regions represent a very active market with a large number of potential customers and that we have developed an impressive footprint.

- We have one or more companies that are active in each of Facebook's top 10 user cities, none of which is located in the United States (Source: Socialbakers.com, Blog, 2012).
- We are present in 26 out of the top 30 most populous countries (Source: IMF, WEO Database, 2013).
- We are present in 27 out of the top 30 fastest growing economies (Source: IMF, WEO Database, 2013).
- We are present in 26 out of the top 30 countries by GDP (on a purchase power parity basis) (Source: IMF, WEO Database, 2013). We are present in 27 out of the top 30 countries by number of Internet users (Source: IDC Database, 2013; BMI Market Data, 2013).
- We are present in 26 out of the top 30 countries by mobile users (Source: WCIS, Cellular Forecasts, 2013).

Market Trends in Our Regions

Europe

In Europe (excluding Russia), we address the 20 largest economies (Source: IMF, WEO Database, 2013). In 2013, the GDP of the countries addressed by Rocket Internet in this region amounted to US$19,303 billion (Source: IMF, WEO Database). In 2013, this region, with approximately 601 million inhabitants, was the fourth largest in terms of population (following Asia Pacific (excluding China), China and Africa & the Middle East) (Source: IMF, WEO Database). Between 2013 and 2018, the population of this region is expected to grow by 0.3% (Source: IMF, WEO Database). With 445 million Internet users, this region has the third highest number of Internet users worldwide and the second highest Internet penetration rate (74%) worldwide (Source: IDC Database, 2013). Europe ranks third only to China and Asia Pacific in terms of its number of smartphone users (281 million) and has the highest smartphone user penetration rate (48%) worldwide (Source: WCIS Cellular Forecasts, 2013). Internet retail has grown to US$189 billion in Europe in 2013 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014 (Western Europe and Eastern Europe, excluding Russia)). The e-commerce penetration rate in Europe is the third highest in the world (5.2%) (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014 (Western Europe and Eastern Europe, excluding Russia, compared to USA, China, Asia Pacific (excluding China), Latin America, Russia and CIS, Middle East and Africa)), and Europe's business-to-consumer e-commerce market has a size of US$341 billion (Source: eMarketer, Market Data, 2013). Europe's total retail market had a size of US$3,658 billion in 2013 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014 (Western Europe and Eastern Europe, excluding Russia)).

Latin America

In Latin America, we address 14 of the 20 largest economies (Source: IMF, WEO Database, 2013). As such, the GDP of the countries we address in this region amounted to US$5,528 billion in 2013 (Source: IMF, WEO Database). In 2013, this region, with approximately 586 million inhabitants, was the fifth largest in terms of population (following Asia Pacific (excluding China), China, Africa & the Middle East and Europe (excluding Russia)) (Source: IMF, WEO Database). Between 2013 and 2018, the population of this region is expected to grow by 1.1% (Source: IMF, WEO Database). With 268 million Internet users, this region has the third lowest number of Internet users worldwide, but the fourth highest Internet penetration rate (46%) worldwide (Source: IDC Database, 2013). Latin America ranks second to last, followed only by Russia & CIS, in terms of its number of smartphone users (152 million) and has the third lowest smartphone user penetration rate (26%) worldwide (Source: WCIS Cellular Forecasts, 2013). As a result of the low Internet and smartphone penetration rates, Latin America's e-commerce market is currently one of the three smallest worldwide (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, compared to USA, China, Europe (excluding Russia), Asia Pacific (excluding China), Russia and CIS, Middle East and Africa). Internet retail amounts to US$23 billion in Latin America, and the region's e-commerce penetration rate is currently the second smallest in the world (2.1%) (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, compared to USA, China, Europe (excluding Russia), Asia Pacific (excluding China), Russia and CIS, Middle East and Africa), which we believe indicates significant growth potential. We believe that the relatively low e-commerce penetration rate provides significant growth potential for Internet-based business. Latin America's business-to-consumer e-commerce market has a size of US$48 billion (Source: eMarketer, Market Data, 2013). Latin America's total retail market had a size of US$1,091 billion in 2013 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014).

Russia & CIS

By addressing Russia & CIS, we are addressing one of the largest economies worldwide (Source: IMF, WEO Database, 2013). In 2013, the GDP of the countries we address in this region amounted to US$2,614 billion (Source: IMF, WEO Database). In 2013, this region, with approximately 285 million inhabitants, was our smallest region in terms of population (Source: IMF, WEO Database). Between 2013 and 2018, the population of this region is expected to increase by 0.4% (Source: IMF, WEO Database). With 138 million Internet users, this region has the lowest number of Internet users worldwide, but the third highest Internet penetration rate (48%) worldwide (Source: IDC Database, 2013). Russia & CIS also ranks last in terms of its number of smartphone users (58 million), but has the fourth highest smartphone user penetration rate (28%) worldwide (Source: WCIS Cellular Forecasts, 2013). The region's e-commerce market is the second smallest worldwide (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, compared to USA, China, Europe (excluding Russia), Asia Pacific (excluding China), Latin America, Middle East and Africa). Internet retail has grown to US$17 billion in Russia & CIS (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014). The e-commerce penetration rate in Russia & CIS is currently the third smallest in the world (2.5%) (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, compared to USA, China, Europe (excluding Russia), Asia Pacific (excluding China), Latin America, Middle East and Africa), which we believe indicates significant growth potential. The region's business-to-consumer e-commerce market has a size of US$18 billion (Source: eMarketer, Market Data, 2013). Russia and CIS's total retail market had a size of US$681 billion in 2013 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014).

Asia Pacific

In the Asia Pacific region (excluding China), we address 17 of the 20 largest economies in terms of GDP (Source: IMF, WEO Database, 2013). In 2013, the GDP of the countries we address in this region amounted to US$11,602 billion (Source: IMF, WEO Database). In 2013, this region, with approximately 2,470 million inhabitants, was the largest in terms of population (Source: IMF, WEO Database). Between 2013 and 2018, the population of this region is expected to grow an additional 1.3% (Source: IMF, WEO Database). With 562 million Internet users, this region has the second highest number of Internet users worldwide (following China), but the lowest Internet penetration rate (23%) worldwide (Source: IDC Database, 2013). Asia Pacific ranks second only to China in terms of its number of smartphone users (376 million), but has the second lowest smartphone user penetration rate (18%) worldwide (Source: WCIS, Cellular Forecasts, 2013). Despite low Internet and smartphone penetration rates, Asia-Pacific's e-commerce market (excluding China) is well developed. Internet retail has grown to US$88 billion (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, compared to USA, China, Europe (excluding Russia), Latin America, Russia and CIS, Middle East and Africa). The e-commerce penetration rate in Asia Pacific is the fourth highest in the world (3.4%) (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, compared to USA, China, Europe (excluding Russia), Latin America, Russia and CIS, Middle East and Africa), and Asia Pacific's business-to-consumer e-commerce market, with a size of US$115 billion, is even more developed (Source: eMarketer, Market Data, 2013). Asia Pacific's total retail market had a size of US$4,313 billion in 2013 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014).

Africa & the Middle East

In Africa & the Middle East, we address 17 of the 20 largest economies (Source: IMF, WEO Database, 2013). In 2013, the GDP of the countries we address in this region amounted to US$4,134 billion (Source: IMF, WEO Database). In 2013, this region, with approximately 1,306 million inhabitants, was the third largest in terms of population (following Asia Pacific and China) (Source: IMF, WEO Database). Between 2013 and 2018, the population of this region is expected to grow by 2.4% (Source: IMF, WEO Database). With 319 million Internet users, this region has the fourth highest number of Internet users worldwide but the second lowest Internet penetration rate (23%) worldwide (Source: IDC Database, 2013). Similarly, Africa & the Middle East ranks fourth highest in terms of its number of smartphone users (188 million) but has the lowest smartphone user penetration rate (14%) worldwide (Source: WCIS, Cellular Forecasts, 2013). As a result of the low Internet and smartphone penetration rates, Africa & Middle East's e-commerce market is the smallest (US$3 billion) worldwide and least penetrated (0.4%) worldwide (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, compared to USA, China, Europe (excluding Russia), Asia Pacific (excluding China), Latin America, Russia and CIS), and Africa & the Middle East's business-to-consumer e-commerce market had a size of US$27 billion (Source: eMarketer, Market data, 2013). Africa & Middle East's total retail market had a size of US$894 billion in 2013 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014).

Summary of Key Trends

Overall, we believe that our markets have significant upside potential and will be formed and shaped by four megatrends. We believe that these four megatrends will be tailwinds for our network of companies across our focus sectors and geographies, in particular when compared with the United States and China:

- Smartphone penetration will become ubiquitous, significantly accelerating the prevalence of Internet enabled business models. By 2018, smartphone user growth is predicted to increase by 21% in our focus regions compared to 10% in the United States and China (Source: WCIS, Cellular Forecasts). An increase in the number of smartphone users results in a higher number of persons with Internet access. We believe this means that the Internet will go much further and faster than was expected in the past.
- The population in many of our markets is younger than in the United States (Source: United Nations, World Population Prospects, 2009), which we believe increases the potential for Internet based business models. For example, the proportion of the total population aged 65 and over is only 5% in India and 7% in Mexico and Brazil compared to 13% in the United States. We believe that a higher share of younger people corresponds to a higher share of smartphone users who are digital natives.
- The middle class in many of our emerging market economies is expected to grow strongly (Source: Euromonitor, Countries and Consumers, 2014). For example, the middle class in Indonesia is expected to grow from 1% to 16% of total population between 2006 and 2022

compared to the United States where the middle class is expected to grow from 31% to 33% of the total population between 2006 and 2022. As these economies continue to develop, we anticipate that significant middle class growth will result in a substantial increase in discretionary consumer spending.

- The offline retail infrastructure in many of our target markets is underdeveloped (Source: Planet Retail Database, 2014). For example, while there are more than 90,000 people per retail outlet in Asia Pacific (excluding China, Japan, South Korea), there are less than 1,200 people per retail outlet in the United States. This means that we are provided with the opportunity to establish an online retail market before offline infrastructure develops, allowing customers to leapfrog the physical retail market development. The limited offline competition positions e-commerce businesses to grow faster and capture a larger share of wallet than e-commerce companies active in markets with significant offline competition, such as the United States.

We believe that the expected increase in Internet penetration, our presence in high growth markets, increasing spending power and limited competition provide us with the opportunity to become the proxy for Internet outside the United States and China.

Our Business Model

The Issuer has developed an operating platform for building and scaling online companies that address basic consumer needs through Internet-based business models. By taking proven models to new markets, we target a market with 5.4 billion potential customers in all countries other than the United States and China.

Our companies are active in a large number of sectors, targeting to cover virtually 100% of a consumer's online retail and services wallet via a multitude of different business models.

We have built our companies by using a four step process that aims to create sustainable value. Throughout this process, the Issuer provides our companies with funding support and support through operational involvement.

Identify. The first step of our business development process is to identify proven Internet business models and potential target markets. We do not passively wait for founders to approach us with ideas for potential companies. Instead, we actively search for proven business models that have attracted significant funding from well-known investors, exhibit strong operational traction, have been successful in other regions and have limited customer adoption risk. We then identify associated target markets for these business models, looking for fast-growing markets with no or limited competition, where we believe we can achieve leading positions quickly. After a potential business model and target markets have been identified, we evaluate the model based on its suitability for each region and decide whether development of a company executing the model should be launched. Our launch process moves quickly without unnecessary bureaucratic decision making, allowing us to make a launch decision in as little as one day if necessary.

Build. Once the decision has been made to launch a new business model, our company building follows a highly standardized process, which allows us to take advantage of network effects and synergies across our platform and network of companies, including learning curve effects. Our company building process is based on the best practices that we have developed in the course of building and launching our current network of companies and the commonalities that we have identified across the 20 business models on which we have built companies to date. Our development process is driven by a standardized division between centralized and localized processes in which we seek to keep our local presence lean and focused on physical implementation, while our centralized functions provide the software and focus on the support of the new company. Our typical standardized timeframe for the launch of a new company is 100 days from the decision to launch a new business model. It is our goal that our new companies operate independently within 200 days.

Rollout and Scale. Once a new company has been launched, we focus on rolling out the business model to emerging markets globally. We try to grow as quickly as possible with the goal of becoming a market leader in the markets in which the company operates. We believe that our regional strength and the functional expertise of the Issuer's platform allows us to execute and expand faster than our peers. The Issuer's platform and our geographic footprint allow us in particular to orchestrate a rollout to many countries in parallel, while independent start-ups typically engage in sequential rollouts.

Within each market, we focus on scaling and growing our companies to market leading positions. Our growth culture is focused on the key principle of "measure and optimize". We leverage very granular functional reporting and benchmarking of our companies to identify the leaders in specific functions, such as customer acquisition and customer relationship management. We share rankings to foster internal competition. Starting from their launch, our companies are heavily involved in an ongoing process of reporting and optimization, which is driven by the feedback of our centralized and localized groups. We also engage in a process of ongoing market leadership review as we continue to scale our new companies, and have a well-defined and rigorous process for shutting down companies that have not met expectations. We believe that we have consistently scaled our companies more quickly than our peers, including conventional venture capital-backed start-ups, and that our highly standardized business development process will continue to provide us with learning curve advantages and synergies across our business development network.

Value Creation. We have historically created significant value for our shareholders. The Issuer's platform and our focus on proven models and underserved markets position us to reduce customer adoption risk and competition risk, which allows us to focus mainly on mitigating execution risk. As we act as founders of our companies, we are able to benefit from founder economics, which we define as securing relatively large stakes in these companies on the basis of limited initial equity capital investments. These limited investment amounts allow us to build and maintain a diversified network of companies. In addition, in the past we have been able to abandon new companies that do not fulfill our expectations quickly without incurring significant losses.

The Issuer has invested in total approximately €0.1 billion in equity capital into our current network of companies, and out of this we have created a total aggregated value of €2.2 billion(1) for the Issuer, which represents the sum of the Issuer's direct and indirect stakes in our companies and regional Internet groups (based on the last financing rounds, including a financing round of Lamoda (solely subscribed by its majority owner Bigfoot I), or secondary transactions, excluding the Global Founders Capital portfolio), after eliminating double-counting, through the date of this prospectus. We believe that we have been able to create this value due to the unique nature of the Issuer's platform, which can be summarized as follows:

- We take proven models into new markets to fulfill basic consumer needs online and mobile, globally and mainly outside the United States and China
- We are able to identify suitable business models and launch more than 10 new companies per year on average.
- We limit the business concept risk by taking proven "basic consumer need business concepts" to underpenetrated markets.
- Our companies target a significant share of the consumer wallet.
- We have accumulated significant operational expertise that is embodied in our infrastructure, processes and technology.
- To master the complexity of our markets, we have built a unique Rocket Internet ecosystem.
- We have a large network that allows our companies to benefit from synergies from being part of the Rocket Internet ecosystem.
- Our ability to bring new companies fast to the market positions us to be one of the first movers and to benefit from leadership positions, economies of scale and higher margins.
- A strong set of regional strategic and commercial partners provides us with local know-how, access to distribution channels and capital.
- We have a relatively low failure rate for companies that we have launched, with only 18 unsuccessful companies out of the 103 companies that we have started since 2007, corresponding to 6% of the amounts invested by the Issuer. For purposes of these calculations, a company is considered a "failure" if the last financing round valuation and/or exit proceeds are more than €50,000 lower than the Issuer's investment. While pure financial investments have been included, intermediate holding companies and companies that were never operationally active have been excluded. Some of the 103 companies that have been started were subsequently merged or contributed to other companies.
- The Issuer's platform provides investors with access to founder economics, i.e., the Issuer's initial stake in a new company is high, while its investment is low.

Overall, we believe that our business model provides a unique combination of comparably low risk, high capital efficiency and scalability.

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(1) Unaudited. Calculated based on accounting and controlling records of the Issuer.

Competitive Strengths

We believe that the following competitive strengths have driven our rapid growth and value creation in the past and will continue to distinguish us in the future:

Leading Operating Platform for Identifying, Building and Scaling Proven Internet Business Models. We believe that the Issuer's unique operating platform positions us for rapid organic growth, and we have repeatedly proven our ability to rapidly grow new businesses into market leading companies. By identifying commonalities across different business concepts, the Issuer has systemized a platform approach to identifying, building and scaling new companies. Typically, it takes us only around 100 days from the point at which we identify a promising business model to the launch of a website and operating infrastructure and generation of the company's first revenues. It typically takes us 200 days from launch to enable the company to run its day-to-day operations independently. We have built a large, global network of companies conducting business in 116 countries. The Issuer's platform allows us to launch more than 10 new companies every year. Because of our operational experience and local know-how, we can launch companies in parallel across many markets, often including emerging economies that present significant operational complexity but also substantial opportunities for rapid growth. We have developed an impressive track record of repeated success in such markets.

Unique Geographic Footprint Positions us to Move Faster and Adapt Better. We have a unique geographic footprint, with more than 20,000 employees on 5 continents across our network of companies, which positions us to quickly rollout new business models on a global scale and adapt our offerings locally in order to master the challenges of complex emerging markets. The Issuer provides our companies with significant technological, operational and strategic support and guidance, allowing them to execute better and faster than independent start-ups. As a result, we are typically able to capture the first mover advantage in the markets which we choose to enter, and we have established market leading positions in a number of highly attractive Internet markets worldwide. The complexity of the markets in which we operate and the positive network effects of every additional company that we launch in our current markets increase barriers to entry and strengthen our competitive situation relative to potential competitors. We believe that the complexity of the markets in which we operate, as well as our lower marginal costs in launching new companies, will allow us to maintain our market-leading positions in our target markets and obtain higher profit margins than our competitors in more developed markets.

Proprietary Technology Platform and Offline Infrastructure Providing Our Network of Companies with a Unique Advantage in Time to Market. We have made significant investments into the development of our own proprietary technology to the extent we believe it provides a competitive advantage. In particular, we have created a core technology platform for each of our three focus sectors, e-commerce (Alice), marketplace (Nico) and financial technology (Yoda), which allows for a plug-and-play setup and launch of new businesses. Our technology platform scales with the needs of our businesses and is easily adaptable to the specific needs of individual companies and markets. As a result, our companies launch and operate with significant cost and speed advantages relative to their competitors. Improvements to our technology platform are typically fed back to us by our network of companies on a voluntary basis, which allows us to crowd source our innovation process and incorporate key innovations into our central technology platform. We have also created highly granular analytical tools to monitor overall business performance and key performance indicators which allow us to benchmark our companies, identify best-in-class performance and share the resulting knowledge across our network of companies. In order to support our technology platform, our companies have also developed significant offline infrastructure to master the operational complexity of some of the markets in which they operate. For example, our companies operate warehouses in more than 30 countries and provide directly or through partners customized last mile delivery services already in more than 10 of them.

Leveraging the Power of Network Effects Throughout Our Network of Companies. We have a culture of knowledge-sharing and cross-learning at all stages of development across our companies and the various regions, functions and verticals, such as online fashion retail, in our network. Our culture of knowledge-sharing allows us to unlock a virtuous cycle of synergy creation: the more companies we build, the greater the synergies among them, the more competitive we become and the faster we can add new companies to our network. Our companies also benefit from substantial commercial networking effects due to the size of the Issuer's platform, which allows them to more cheaply source products and services and more easily acquire new customers through coordinated initiatives such as cross- and co-marketing.

Strong Strategic and Commercial Partners. Our strategic and commercial partners, such as mobile telecommunication providers PLDT, MTN, ooredoo and Millicom, retailers Tesco and Rewe and internet service provider United Internet, are invested in our success. These partners provide our companies with financing, strategic and targeted operational support. Our mutually beneficial interactions with these partners create additional value as we expand and generate strong network effects. For example, we expect that our long-term strategic partnership with PLDT will help us to significantly accelerate and grow our presence in the financial technology sector. PLDT and we have many complementary strengths, which we expect to leverage in the development of online and mobile payment solutions in emerging markets. Another example is our partnership with MTN, which allows us to reach a large number of people through pre-installed apps on smartphones sold by MTN. In addition, the Issuer has entered into framework agreements with leading global technology companies, such as Criteo, Google, Facebook, Rackspace, Responsys and Salesforce, to complement our technology platform and provide our network of companies with competitively priced, state-of-the-art technology, online advertising and other services on the basis of framework agreements. Due to the purchasing volume of our network of companies, the Issuer has obtained favorable commercial terms from these providers, such as discounts on list prices, extended payment terms, improved service levels through a single point of contact for all of our companies, dedicated key account management and favorable termination provisions. The same terms typically apply to all of our companies, regardless of their maturity or regional footprint, which allows all of our companies worldwide to benefit from the same speed and quality when they work with these global technology companies.

Proven Access to Funding from Our Investment Partners. We have strong partnerships with a large group of investors. In total, we have raised more than €2.8 billion in equity capital or capital commitments in numerous financing rounds from a large number of investors on the level of our companies and holding companies in order to finance the growth and operations of our companies. The investors in our network of companies include Internet sector specialists such as DST, Holtzbrinck Ventures, NEA, Phenomen Ventures and Summit Partners; financial investors such as Fidelity Investments, IFC, certain funds attributable to J.P. Morgan Investment Management Inc., Ontario Teachers' Pension Plan, Putnam Investments and Verlinvest; strategic investors such as PLDT, MTN, ooredoo, Millicom, Tesco, Rewe and Tengelmann; and high net worth individuals and family offices. In addition, the Issuer has received significant equity capital funding from its long-term partners, Kinnevik and Access Industries, who have also made significant investments in our network of companies, and United Internet.

Experienced and Committed Leadership Team with Highly Relevant Knowledge and Skills and Strongly Aligned Incentives. We are led by a high-caliber management team. The Issuer's CEO and co-founder, Oliver Samwer, has more than 15 years of successful Internet entrepreneurial experience across many business models. Our global organization consists of a functional leadership team that focuses on building successful Internet businesses, which provides us with a key advantage relative to venture backed start-ups. In addition, we have regional leadership teams for Latin America, Africa, the Middle East, Asia Pacific and India that provide local know-how and operational support for our new companies and separate leadership teams for each business in order to accelerate the rollout of business models in those regions. We carefully select managers for our companies and the Issuer with outstanding analytical skills from dynamic backgrounds, such as management consulting (e.g., McKinsey, Boston Consulting Group), investment banking (e.g., Goldman Sachs), private equity, leading Internet and technology companies (e.g., Amazon, ebay, Google, Microsoft) and media and consumer goods companies, as well as from leading business schools (e.g., Harvard, Stanford). Our management participates directly in our development through various equity incentive plans.

Significant Track Record of Value Generation. We have a proven track record of building successful Internet businesses. By leveraging the Issuer's platform and the network effects across our companies, and by acting as founders, we believe that we are able to achieve significantly better economics across our network of companies than those companies founded by venture capital firms. The Issuer secures a high ownership stake in our new companies on the basis of limited initial investments and subsequently brings in additional outside equity capital at far higher valuations. The Issuer has invested in total approximately €0.1 billion in equity capital into our current network of companies, while creating a total aggregate value of €2.2 billion[(1)] for the Issuer (based on the respective latest financing rounds or secondary transactions, excluding the Global Founders Capital portfolio). While a large portion of our value creation has not yet been realized, the Issuer's shareholders have already participated in the value we have created, for example through the Zalando Spin-Off in 2013, the sale of Citydeal to Groupon, Inc. or the sale of Ladenzeile to Axel Springer. For more information on the Zalando Spin-Off, see "*Certain Relationships and Related-Party Transactions—Zalando Spin-Off*". We also have a proven track record of successful exits from our companies through sales to strategic buyers in cash or share deals.

Strategy

The Issuer strives to become the world's largest Internet platform outside the United States and China. The key elements of the Issuer's current strategy include:

Master the Complexity of Our Markets and Localize Across Every Dimension. We embrace complexity. Our target markets are very complex due to the lack of infrastructure, differing requirements for

(1) Unaudited. Calculated based on accounting and controlling records of the Issuer.

logistics, suppliers and sourcing arrangements, specific requirements concerning payment methods, challenging legal and tax systems and demanding customer acquisition processes. Together these factors create high barriers to entry for these markets. However, if we overcome this complexity, we believe that there is a reward in terms of superior economics, higher market share due to less competition and higher bargaining power. Therefore, we intend to continuously evolve from an Internet company into a business with a larger span of the value chain by adding logistics and infrastructure capabilities. We have accumulated significant operations and logistics know-how and have developed proprietary assets across many of the steps of our value chain. For example, Jabong has developed a proprietary assortment of products (private label), proprietary warehousing and proprietary technology. We seek to further leverage this know-how and the solutions developed by companies in our network in order to continue to cover an increasing share of the value chain across our network of companies.

Cover a Large Share of the Consumer Wallet by Leveraging the Mobile Ecosystem to Benefit from the Smartphone Revolution. Our companies are active in a large number of sectors, covering a significant portion of a consumer's online retail and services wallet via a multitude of different business models. With our mobile apps, we seek to own the mobile homescreen in emerging markets. To achieve this, we continue to leverage our strong strategic partnerships with some of the largest mobile telecom operators in our focus regions. These partnerships provide us with access to a mobile subscriber base, SMS marketing capabilities, significant physical distribution networks and billing relationships. Most importantly, these operators provide us with pre-installs of our mobile apps on their smartphones. We currently plan to continue our active dialogue with the editorial teams of Apple's and Google's large mobile app stores and aim to have our apps featured regularly. We also aim to be first movers that leverage key mobile consumer trends, such as the growing popularity of messaging applications.

Grow our Existing Network of Companies. We currently intend to expand the size and scope of our network through six targeted growth initiatives designed to support our objective of owning the largest possible share of consumer spending in our markets.

- Grow Our Existing Companies. We will continue to develop and market the value proposition that the companies in our network offer to their customers. In order to grow our companies, we plan to continue to enhance the user experience and to promote brand awareness, including through targeted marketing initiatives. The increased brand awareness will position our companies to direct more traffic to their websites, which will help them to increase monetization. Higher customer numbers will allow our companies to broaden their offerings, including through the attraction of more sellers with respect to our marketplace companies.
- Expand Country Coverage. While our companies conduct business in 116 countries in the aggregate, the regional coverage of our individual companies is often more limited. We currently intend to increase the geographical reach of our individual companies by leveraging the presence of our network of companies throughout our target markets and the expertise and strategic support of our local partners.
- Build New Business Models within our Current Sectors. We are currently primarily active in three focus sectors: e-commerce, marketplace and financial technology. We constantly look for additional proven business models that satisfy basic consumer needs online. We currently plan to broaden our presence in these three focus sectors by launching more than 10 new companies each year. In addition, we currently intend to broaden the offerings of our companies targeting smartphone and tablet users.
- Increase our Sector Coverage. We are also constantly looking into the development of new sectors that would allow us to convert offline offerings of consumer products and services into online business models or allow customers to leapfrog the development of corresponding offline offerings, particularly in emerging markets. A fourth focus sector we have already identified is the sector of "mobile urban on-demand services". All companies in this sector make living in urban cities easier. The growth of businesses in this sector has only become possible recently due to the significantly increased penetration of smartphones with GPS and push notifications. These models work best in densely populated areas and the services are often time and location bound. They show elements of vertical integration towards logistics and with or without aggregation of the supply side. Our newly launched concept company "Spaceways", a next-generation self-storage company that collects, stores and redelivers customers' items, is the first company in this new sector. We expect more companies to be launched in this segment in the second half of 2014 and throughout the next years.
- Benefit from Strong and Increasing Network Effects Across Our Platform and Our Network of Companies. We have built a large and geographically diverse network of companies. Our companies conduct business in 116 countries on 5 continents. We aim to launch more than 10 new

companies per year. The size of our network of companies and their different stages of development provide our companies with an unprecedented opportunity to benefit from synergies and network effects across four dimensions: sourcing, knowledge sharing and crowdsourcing, customer acquisition, and talent attraction. In addition, we believe that our growth strategy positions us to benefit from significant additional economies of scale and network effects. The larger our network, the more our companies benefit from these network effects. They may partner in cross-company loyalty programs, share data for cross-company customer behavior analytics, utilize our proprietary payment infrastructure, profit from our display advertising network and leverage the global purchasing power of our network in negotiations with suppliers.

- Build New Companies Based on Network Effects. As our network grows, we will be able to build companies based on the network effects among our companies. We may, for example, decide to build advertising, payment, big data and analytics companies that initially serve our own companies and then also third parties.

Retain Majority Ownership in New Companies, Increase Stakes in Emerging Stars. The Issuer typically owns directly or indirectly 80% to 90% of our companies at the time of launch, with the remainder set aside for management equity participation. In subsequent financing rounds, we bring in external equity financing, which is provided by our local strategic partners and strategic and financial investors, including existing shareholders of the Issuer. These investments are either made directly into the company or indirectly into an intermediate holding company or regional group holding company. Historically, this has meant that the direct and indirect stakes of the Issuer in a company has decreased over time to less than 50%. Accordingly, the Issuer does not directly or indirectly control most of our companies. Going forward, the Issuer seeks to retain a larger share of the absolute value creation, and therefore the Issuer currently intends to maintain beneficial ownership stakes in most of our new companies of at least 50% and control more of our companies, resulting in their inclusion in the Issuer's consolidated financial statements. With the proceeds from this offering, the Issuer plans to extend the period over which it provides funding to our new companies and consequently increase the absolute amounts it invests in each of our companies using its own funds. Accordingly, we expect that we will bring in third-party equity capital only at a later stage and that the Issuer will therefore participate more significantly in the development and value creation of our new companies. Further, the Issuer currently intends to provide additional equity capital to some of our emerging stars or to purchase additional stakes in secondary transactions.

Pursue a Balanced Strategy of Continued High Growth in Combination with Improved Profitability Over Time for Our Proven Winners. We generally aim for our companies to reach break-even on EBIT level within 6 to 9 years after launch of the company. We believe that the typical e-commerce sector gross profit margin for businesses in the fashion, home & living and food subscription markets amounts to 40-55%, based on an analysis of publicly available information of a selection of peer companies. The typical sector EBIT margin for these businesses amounts to 7-12%. Our companies in these business areas typically target the higher end of the sector margins, with our food company Hellofresh aiming at a higher gross profit margin and EBIT margin than the sector range due to the subscription business model. For general merchandise businesses, we believe that the typical sector gross profit margin amounts to 25-30%, while the typical sector EBIT margin amounts to 4-6%, based on an analysis of publicly available information of a selection of peer companies. Our general merchandise companies aim to blend the general merchandise model with the marketplace model, which is typically characterized by higher margins than traditional e-commerce general merchandise, thus positioning our general merchandise companies to outperform their pure e-commerce general merchandise peers.

The Issuer's Platform

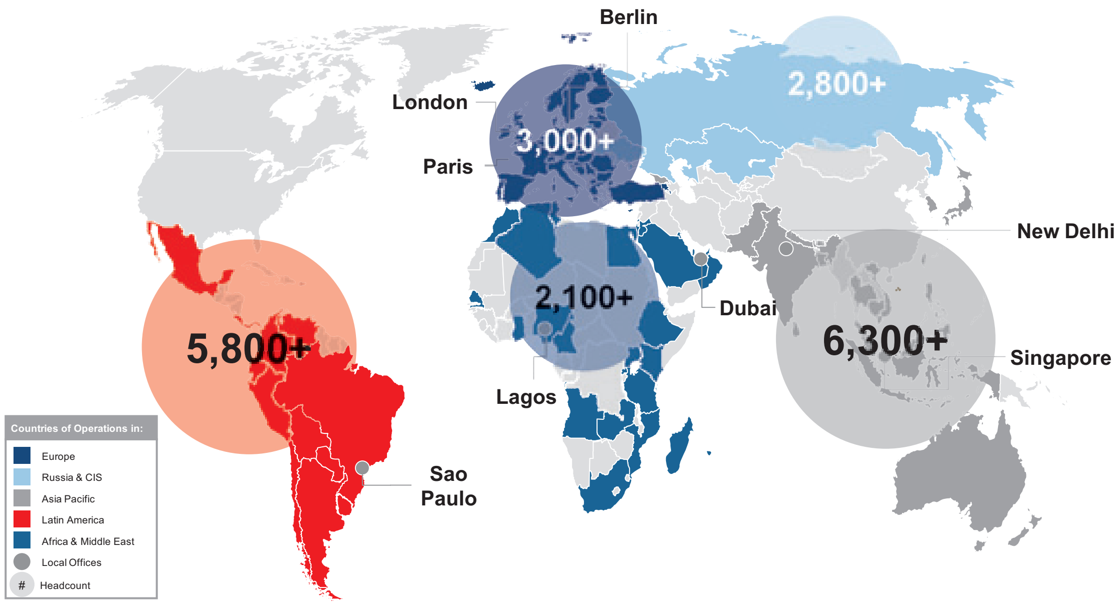
The Issuer has built a large and geographically diverse platform. Our websites allowed us to conduct business in 116 countries as of July 1, 2014, and our companies had a total of more than 47 million fans on Facebook. More than 339 million keywords are covered by our search engine advertising, helping us to direct traffic to our websites. Our websites have recorded more than 5.3 billion visits since January 2011. Twenty-eight percent of these visits originated from mobile devices.

We believe that the Issuer has developed the first platform to systematize the process of identifying, building and scaling Internet companies around the world. The Issuer seeks to identify commonalities within different business models and leverage these via a platform approach to optimize the building and scaling process. The Issuer's platform rests on four pillars:

- infrastructure;
- processes;
- technology; and
- network.

Infrastructure

The first pillar of the Issuer's platform is our infrastructure. Our infrastructure positions us to achieve economies of scale and scope for our companies, to realize synergies that improve the performance of our companies and to increase barriers to entry for potential competitors. We believe that there is no other Internet company with as many people on the ground in our target regions as us. The following chart shows the significant size and geographic reach of our employees active in our network of companies.



Source: Issuer information.

We believe that our more than 20,000 people on the ground in 5 regions across our network of companies provide us with strong competitive advantages and create significant barriers to entry for potential competitors in our target markets. The presence of our companies and people in our target markets lead to lower marginal costs for building additional companies due to a local learning curve and positive network effects. Our local professionals provide us with the ability to scale our companies more quickly and to identify opportunities faster than our competitors. In the process of doing so, we have accumulated significant Internet know-how and substantial local operations and logistics know-how, particularly in the fields of marketing, warehousing, content production, sales, last mile delivery, payment and customer care. This knowledge, when coupled with our speed of execution, allows for better results, helps us create competitive advantages and, as a result, significant barriers to entry through our ability to rapidly start and grow our companies in markets worldwide.

Early entry in many of our target markets has allowed us to benefit from first mover advantages and network effects. Our size and geographical footprint allows us to have on-site teams from the start of our operations, providing us with a better understanding of the unique opportunities and challenges of our local markets. In addition, partnerships with regional and global leaders have given our companies a unique competitive edge by allowing us to leverage their existing capabilities and establishing a local ecosystem that can be utilized by all our companies.

Our central and local infrastructure is based on four pillars:

- our functional experts;
- our regional leaders;
- our entrepreneurs; and
- our strategic partners.

Our functional experts provide our organization with central technology, marketing, product, customer relationship management, business intelligence and business development support. In addition, they provide operations, finance, public relations, human resources, legal and security services. Regional leaders coordinate our activities in our five target regions, and entrepreneurs co-found and head our companies. These teams are operationally most involved in the company building phase, i.e., in the first 200 days from idea generation to defining and implementing the system landscape, recruiting, training and onboarding permanent teams and handing over the operational day-to-day management to the permanent team of each new company. Thereafter, their responsibility shifts to functional key performance indicators controlling, best practice management and knowledge sharing. Specific share or stock option grants in the companies that are supported by our functional teams are designed to support their long-term incentivization.

Regional leadership teams coordinate our activities in six target regions (Latin America, Africa, India, Middle East, Africa and Asia Pacific) and support the companies through the local ecosystem. We have set up regional Internet groups in Africa, Asia Pacific, the Middle East and Latin America in order to bundle local market and business model insights, facilitate regional strategic and commercial partnerships, enable local recruiting and sourcing and accelerate the regional rollout of our business concepts. Long-term incentives for our regional leaders are provided through shares or stock options in the companies in their regions.

Each company is run by an independent leadership team, which we refer to as entrepreneurs, co-founders or managing directors. They are recruited locally or globally and typically have entrepreneurial general management profiles with excellent analytical backgrounds. Their role is to head our companies from concept stage through proven winner stage. In most cases these co-founders have been recruited by us for each new company. Long-term incentives for our entrepreneurs are provided through shares or stock options in the companies they manage.

As a fourth and last pillar of our global infrastructure, we also profit from strategic partners, such as telecommunications and internet providers (United Internet, PLDT, MTN, ooredoo, Millicom), retailers of consumer goods (Tesco, Rewe, Tengelmann, Kering) and financial investors (Kinnevik, Access Industries and Holtzbrinck). These partners have made significant investments in our companies and regional Internet groups. Accordingly, they are strongly incentivized to support our regional or vertical rollouts. They provide us with extensive operational and strategic support. For example, our partnerships with telecommunications providers position us to benefit from billing relationships, their physical distribution network, their mobile subscriber base, SMS marketing capabilities, local customer relationship infrastructure and pre-installations of our mobile applications on handsets distributed by the telecom operators. In turn, these telecommunications providers benefit from our participation, as the companies in which they invest get access to our proprietary platform, our network of companies, our last mile delivery infrastructure and benefits from our execution experience. Further, these telecommunications providers are able to provide their customers a broader content range. On top of this we manage a large network of operational partners and suppliers in order to reduce complexity for our companies and on the other hand negotiate better terms and service levels on behalf of our network of companies.

Processes

Our business development process focuses on launching proven Internet business concepts into new, underserved or untapped markets in order to address basic consumer needs online. Unlike traditional business development processes in which customer adoption risk is high due to the development of new concepts in existing markets, the goal of our business development process is to launch existing concepts into new markets, which minimizes customer adoption risk and allows us to focus nearly entirely on managing the execution risk of launching the existing concept.

To accomplish this goal, our business development process proceeds in four core steps: identifying existing Internet business concepts and potential target markets, building companies to implement them, rolling those companies out globally and then scaling them into market-leading businesses.

Identify

The first step of our business development process is to identify proven Internet business concepts and potential target markets. In order to identify suitable business concepts, we consider three questions:

- One, is the business concept proven? We look for business concepts that have significant or fast growing net revenue and transaction run rates.
- Two, is there a window of opportunity? We look for business concepts that are suited to our target regions (Europe, Latin America, Africa, the Middle East, Asia Pacific and Russia), fit the consumer habits in these markets and do not already have proven peers or well-established local competitors in those regions.
- Three, can we leverage our strengths? We look for business concepts that play to the strengths of our platform and experience: a clear revenue model from day one, with systemic supply and demand side growth potential and sufficient supply and demand side fragmentation; the potential

for a country-by-country rollout based on a strong local footprint; independence from intellectual property or license requirements; the opportunity to scale demand through paid advertising; a strong business-to-consumer focus.

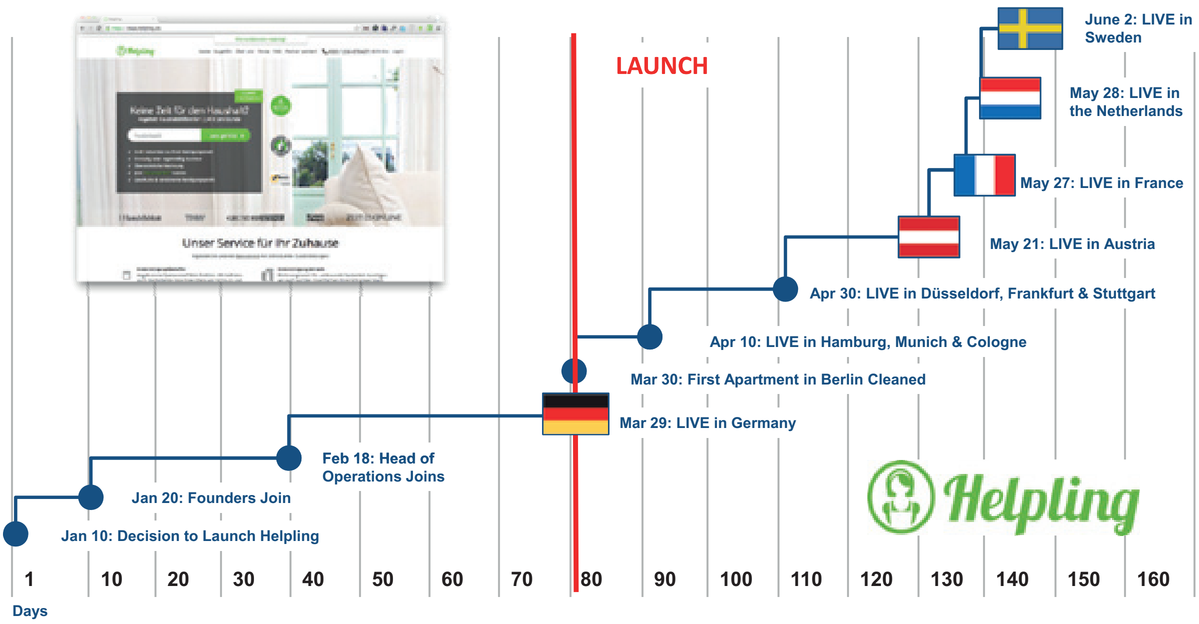
Once a business model has passed through our initial analysis, we then verify potential business model candidates with a structured business case analysis based around forecast profit and loss, unit economics and required investments and resources. Then, we seek to identify target regions, countries and cities, carefully selecting countries and sometimes cities with limited competition. Business models that pass this analysis are then subject to a final review by our launch committee during which the business model is evaluated and voted upon by central management members and leaders from the regions.

Build

Once the decision has been made to launch a new business concept, our company building follows a highly standardized process, which allows us to take advantage of our experience and learning curve and to benefit from operational leverage and synergies across our platform and network of businesses.

Our company building process is based on standardized practices that we have developed in the course of building and launching a large number of different companies. We have bifurcated the division of labor of our company building process into two parts. The first, the centralized process, involves our product and user experience, engineering, customer acquisition, customer relation management ("**CRM**"), business intelligence, legal and finance teams, which are focused on website and application design and development of marketing channels, CRM tools and data warehouses, as well as legal entities, brands and accounting associated with the new company. The second part, the localized process, involves our local operations, sales and customer care teams, which are focused on our local operations management systems, sales and business development processes and local call center and support. The entire building process follows a standardized sequence of activities aiming to keep the process within our standardized timeframe. Throughout this process, our central and local human resources teams engage in continuous recruiting of central and local founders and managers who will manage the new company.

As a result of our company building process, we are positioned to launch a new company within 100 days, and our goal is for our new companies to operate independently within 200 days. For example, our company Helpling was launched in Germany in less than 80 days, and was live in four additional countries, Austria, France, the Netherlands, Sweden, in less than 150 days after kickoff of the building process. The following graphic shows the timeline for Helpling's launch.



Source: Issuer information.

Rollout

Once a new company has been launched, we focus on rolling out the business concept to emerging markets globally. We seek to first prove a business concept in a mature market and then transfer that proven concept to underserved, high-growth emerging markets, such as India, Russia, Indonesia, Nigeria and Brazil, in parallel in order to grow as quickly as possible and to become a market leader in these markets.

The regional strength and functional expertise of the Issuer's platform allows us to quickly and successfully rollout our companies globally. Unlike standalone startups, which often grow globally in sequential fashion, i.e., expanding only in one country at a time, the Issuer's operational platform positions our companies to enter a number of new markets in parallel. For example, our company Zalora spread across eight countries in 188 days, starting with Australia and then moving to Malaysia, Singapore, Thailand, Indonesia, Vietnam, the Philippines and finally Hong Kong, and our recently launched company foodpanda is already present in 40 markets across our seven target regions, while our Kaymu consumer-to-consumer marketplace has been rolled out to more than 20 markets. We believe that we have consistently expanded our companies more quickly than our peers and that our highly standardized business building process will continue to provide us with learning curve advantages and synergies across our network of companies.

Scale

As the rollout of a new business concept continues, we also focus on scaling that model within its target markets to market leading positions. Our growth culture is data, metrics and learning driven. From launch on, our companies are focused on reporting and optimization, which is driven by the input of our centralized and localized groups. We collect a large amount of data from our companies, making our companies very transparent for us. We share benchmarkings with our companies in order to generate healthy internal competition.

Several factors help drive the success of our reporting and optimization process. First, all of our companies start from day one with comprehensive analytics based on key management indicators across all of their business functions, and this information is automatically made available to all the companies in our network. Because our companies are established with a strong focus on key management indicator reporting and benchmarking, we are able to rapidly implement data driven performance optimizations, such as adapting customer acquisition cost ("**CAC**") to the expected customer lifetime value ("**CLV**") and reducing website load time in order to increase customer conversion rates.

We focus on minimizing CACs and maximizing CLV. We use the key management indicators generated by our automated reporting to gauge important trends such as the development of our customer retention, the marginal profits of our transactions, the value of our customer relationships, the cost to acquire a customer and our position vis-à-vis competitors in the market.

For all of our companies, we seek to minimize CAC through search engine optimization, automated optimization and standardization of online marketing, rapid entry into new marketing channels (e.g., messaging apps), and ecosystem partnerships. For example, we have developed a robust process designed to increase the chances that our apps are featured in online app stores, and have also secured preinstalls on millions of smartphones shipped around the world, with several million preinstalls planned until the end of 2014. We have also partnered with messaging apps which can serve as powerful customer acquisition channels in our markets.

We use a similar process to increase CLV and customer repurchase rates, and focus our processes on key factors, including CRM automation, net promoter score ("**NPS**") tracking and overall operational improvements, onsite personalization and systematic inventory management. As a result of our efforts, our proven winners are among the market leaders in their target markets.

In addition, we also follow a rigorous process to shutdown unsuccessful companies when necessary. This process is based on ongoing market leadership review as we continue to scale our new companies. In monthly company reviews we evaluate all companies that have been launched in the last six to twelve months on the basis of three questions. One, is the company, or is it possible for the company to be, number one in its target market? Two, is the distance between the company and its closest competitor in the target market increasing over time? Three, are the unit economics of the company improving over time?

We also manage our investment risks for our companies by subjecting them to tight financial controls. Each local operating entity submits monthly funding requests in which they explain and justify the intended use of the requested funds for the following month. The company then evaluates the funding request, compares the local operating entity's actual performance in the past month with its planned performance, typically consults with the Issuer and determines whether the funding request is in line with future needs. Based on the difference between planned and actual performance, the requested funding is then approved or adjusted.

Scalable and repeatable processes are at the heart of our platform. By systematizing and optimizing our business development process, we believe that we have created the leading platform for identifying proven business concepts and potential target markets, building the companies to implement those concepts and then rolling out and scaling those companies globally. Together with our infrastructure, technology and network, these processes form the foundation for our consistent operational financial performance track record.

Technology

Our technology strategy is focused on six key concepts:

- We build proprietary technology where it provides us with a competitive advantage.
- We give our companies 100% ownership of the technology.
- Our architecture is highly modular and device independent.
- We use commodity platforms and tools when available.
- We unlock the power of crowdsourcing and of research and development.
- We focus on the 5S: speed, stability, security, scalability and standardization.

Our technology platform is based on three proprietary core platforms, e-commerce, marketplace and financial technology, or fintech. These platforms provide the essential elements of our technology platform and can be easily adapted to the specific needs of our companies.

We strive to provide our companies with a robust, scalable platform that can address their complete business cycle needs. We provide our companies with plug-and-play solutions so they can focus from day one on their business.

Our e-commerce platform, named Alice, is used by most of our e-commerce companies, in total more than 40 websites and applications including Jabong, Jumia and Zalora. We have developed our e-commerce platform through a holistic approach that aims to integrate the three components that are relevant for an e-commerce company, namely development of an Internet company, development of a logistics company through order and warehouse management models and finally development of an infrastructure company that covers the entire e-commerce value chain including last mile logistics.

Our marketplace platform, named Nico, is used by more than 70 of our websites and applications, including Carmudi, Kaymu and Lamudi. Our marketplace platform involves an omni-channel approach, allowing users to serve marketplace offerings in a variety of different environments, and also provides an application programming interface ("**API**") for mobile apps.

Our third core platform is our fintech platform, named Yoda, which is used to power most of our financial technology companies. Seven different websites take advantage of our fintech platform, and our credit scoring API allows for integrated connections with international credit scoring providers.

In total, a significant amount of time has been put into the development of our technology platform, which we believe provides us with a strong competitive advantage. In our development process, we typically focus on building mobile technology, such as native apps and mobile websites, together with desktop versions. In order to be in a position to measure our performance, we seek to segment important key performance indicators into mobile and non-mobile websites. In our improvement process, we often think about new features and improvements to the mobile experience first and then seek to integrate the changes into our desktop technology.

Our open source approach allows the companies to make improvements and adaptations to the technology. Our platform is designed so that any improvements made by individual companies can be easily incorporated into the core platform if the company decides to share them with us. This positions us to spread the benefits of these developments rapidly across our network of companies, and allows us to decentralize parts of our research and development efforts.

We have also developed a series of proprietary modules that our companies can integrate with our core platforms in order to extend their functionality. These additional proprietary modules include data warehouses, CRM automation, warehouse management, payment integration, marketing optimization and fleet management. We have also developed backend processes to help manage catalogs, orders, customer service and content.

Our core platforms are designed to allow the integration of modules and technology of our external solutions providers, such as Amazon web services, Salesforce and Akamai. Due to the size of our network of companies, we are able to negotiate framework agreements with our external solutions providers in order to provide our companies, independent of their development stage, preferential access to third party technology at favorable rates. These framework agreements fix the pricing, termination and payment terms and service levels for a large number of our companies globally that have agreements with these partners. In addition, the framework agreements often grant preferred access to customer executives, allowing in particular young companies to enjoy much more direct access than what would be typical for young companies of their age and size. As of the date of this prospectus, we have framework agreements with Google (advertising solutions), Facebook (advertising solutions), Responsys (direct marketing solutions), Sociomantic (advertising solutions), Criteo (advertising solutions) and many other partners. The framework agreements position the companies in our network to use the same provider, which reduces complexity in our network, simplifies the company building process and facilitates knowledge sharing across our network.

In the development of our technology, we focus on speed, stability, security, scalability and standardization. Speed means that we optimize our technology for very fast user response times under high traffic. Stability means that we seek to limit downtime per month. Security means that we implement central security policies and best practices from the start. Scalability means that we design our technology with a view to scaling it to millions of users (vertical scalability) in 100 or more countries at low average cost (horizontal scalability). Standardization means that our companies follow a standard set of proven design and operation principles. Our standard team setup for the first 200 days consists of a product manager and a tech lead, which are responsible for overseeing a systems engineer, three to six developers and a quality assurance engineer. Our development teams use proven toolsets, including the Kanban development system and automated tests and releases. Our centralized development team also provides ongoing technical services to our companies at a rate that is designed to reflect our costs. The Issuer generally recoups its overhead related to technology and other expenses by charging our companies for these services.

Our technology platform enables us to launch more than 19 new country websites per month. In addition, we believe that our proven technology platform provides us with a strong advantage in positioning us to rapidly scale and grow our companies globally.

Rocket Network of Companies

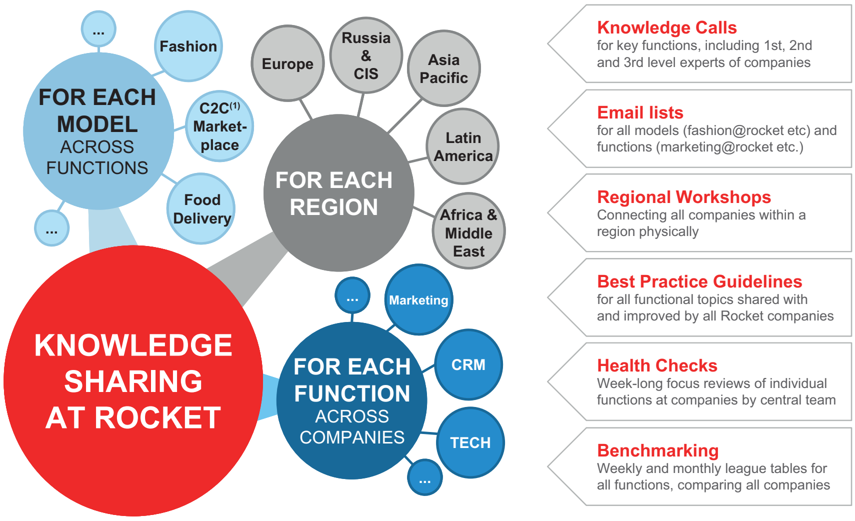
We have built a large and geographically diverse network of companies. Our companies conduct business in 116 countries on 5 continents. The following graphic shows our significant geographic footprint and a selection of the companies in our current network of companies.

Source: Issuer information.

In addition to our largest and most mature companies, which we refer to as proven winners, and our growing companies that have already achieved a significant size, which we refer to as emerging stars, we target to launch more than 10 new business models per year. For more information on proven winners and emerging stars, see "*—Our Companies*". The size of our network of companies and their different stages of development provide our companies with an unprecedented opportunity to benefit from synergies and network effects.

Sourcing. The more companies we have in our network and the larger they are, the greater our overall purchasing volume and negotiating power. For example, the Issuer has negotiated global framework agreements with our key technology and advertising partners. These framework agreements fix the pricing, termination and payment terms and service levels for our companies that have entered into agreements with these partners. In addition, these framework agreements often grant preferred access to customer account managers, allowing in particular our younger companies to get more direct access to our partners than what would be typical for companies of their size and age. The same is true for our private label collaboration among our fashion companies.

Knowledge Sharing. We have a strong culture of knowledge sharing. Overall, we are a knowledge-based organization that spreads knowledge centrally and locally in a systematic way on a daily, weekly and monthly basis. Institutionalized knowledge sharing takes place at various levels, as depicted in the following chart.



Source: Issuer information.

(1) C2C stands for "consumer-to-consumer".

We share knowledge within our network of companies along four dimensions:

- Vertical knowledge sharing;
- Functional knowledge sharing;
- Regional knowledge sharing; and
- Global knowledge sharing.

Knowledge sharing starts within the same business model. Our significant global footprint positions us to share lessons learned among those companies of ours that operate based on the same business model, often on a daily basis. This knowledge transfer is effected on the basis of detailed cross-country data and peer comparisons.

Knowledge sharing also takes place across companies on a functional level, such as among various marketing, technology and CRM groups. To this end, we maintain best practice guidelines, which we regularly revise based on input from our companies. Dedicated e-mail lists also allow for the rapid exchange of ideas and new developments.

Knowledge is also shared among all our companies that are active in a specific region, such as Latin America. We often organize regional workshops in which representatives of our companies can connect physically and exchange insights and best practices regarding their local markets.

Globally, knowledge is shared directly between our companies and via the Issuer on a daily, weekly and monthly basis across business models, companies, and regions. Often management teams reach out directly to other companies' management teams based on the peer comparisons they regularly receive from our headquarters. In addition, we foster knowledge sharing across our companies and the 116 countries in which we conduct business through global workshops and global conference calls on specific topics.

With respect to our technology, improvements made locally by one of our companies to our technology are often fed back and integrated into our centralized platform, leading to a constant user-driven improvement of our technology.

Cross Marketing. The scope of our network allows our companies to benefit from significant cross marketing opportunities. For example, we frequently cross market the offerings of our companies in the same region by linking their websites to each other and encouraging customers to take advantage of their different services. In addition, our companies leverage offline cross marketing opportunities, such as the placing of printed advertising materials in shipments ordered from another company in the same geographic area. Our companies can also profit from common marketing e-mails.

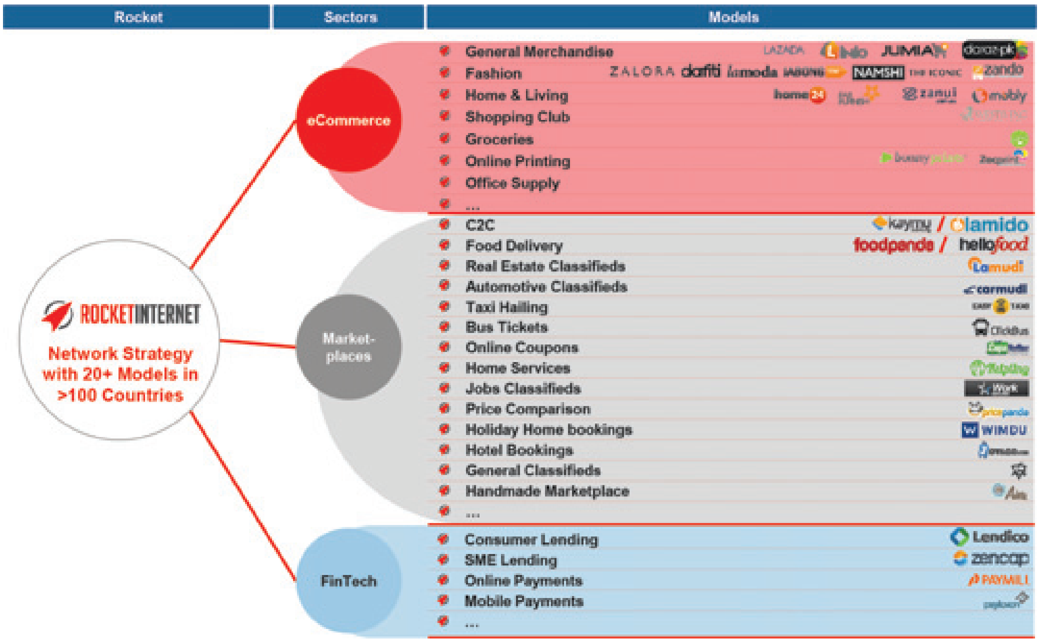
Talent Attraction. The larger our network grows, the more opportunities we see to attract top talent. This development is driven by our global reach and brands, our entrepreneurial decision making process, our strong reputation, a variety of challenges inside our organization, attractive advancement options and our team spirit. Our size and scale position us to attract talent that a standalone start-up would typically not be able to attract. We also have a significant internal labor market, providing our employees with various options to utilize their skills and knowledge over the course of their career.

Further Areas. Our network positions our companies to cooperate in a large number of other areas, such as warehousing, last mile logistics and joint software development.

Overall, we believe that we have evolved into a network of companies that is positioned to own the mobile homescreen in emerging markets.

Sectors and Verticals

Our companies are primarily active in three focus sectors, e-commerce, marketplace, or fintech. In each of these three focus sectors, we have companies based on different business concepts (which are also referred to as verticals). The following chart provides an overview of our sectors and verticals.



Source: Issuer information.

We also group our companies based on the value of their last financing round and the maturity of their business concept, i.e., proven winners, emerging stars, concepts, strategic participations and other investments.

Proven winners are our largest and most mature companies. They typically show a last financing round valuation of more than €100 million and have a track record of at least two years or more than €50 million in revenues. Eleven of our e-commerce companies are included in this category, including Dafiti, Lamoda and Zalora.

Our emerging stars companies are typically smaller than our proven winners. They have completed a financing round beyond the seed funding, generate revenue and have measurable key performance indicators that show significant growth. Nine of our companies are grouped in this category, including foodpanda and Helpling. Four of these nine companies are based on marketplace business concepts.

Concepts are companies that are currently in the process of being launched or in the seed financing stage. Businesses in this segment include Spaceways and EatFirst.

While the Issuer holds a number of its stakes directly, a significant portion of the Issuer's stakes is held indirectly via regional Internet groups and intermediate holding companies. Leading mobile telecommunications operators in Africa, Asia, Latin America and the Middle East with a strong presence in the relevant region are co-investors in our regional Internet groups and are important commercial and strategic partners for our regional Internet groups.

The following sections provide an overview of our three focus sectors.

E-Commerce

Our e-commerce companies sell mostly physical retail products to customers online and deliver these products to the desired destination, thus typically requiring the company to procure, stock and ship the products sold. Our e-commerce companies engage in fashion retail (e.g., Dafiti, Lamoda, Zalora), general merchandise retail (e.g., Lazada, Linio, Jumia) or home and living (e.g., Home24, Westwing). Some companies deliver groceries as subscription or sell office supplies, and we also have companies that are active in online printing. We are in the process of broadening the offerings of our e-commerce companies by increasing the listing of offerings from third parties on their websites.

We believe that the e-commerce sector will grow significantly over the next years. E-commerce sales in our regions are forecast to increase from US$219 billion in 2010 to US$603 billion in 2018, corresponding to a cumulative annual growth rate of 13.5% (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014). The growth is expected to be based on an increasing e-commerce penetration rate, which shows the share of e-commerce in the overall market. The e-commerce penetration rate is forecast to increase significantly in our regions from 2.6% in 2010 to 5.1% in 2018 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014), positioning our companies to capture a larger share of wallet.

Marketplace

Our marketplace companies act as intermediaries where a fragmented supply side of sellers offer their services or products to users or list services or products from selected suppliers. Marketplace companies neither stock the products nor provide the services themselves that are listed on their website. Accordingly, they do not run an inventory risk, and they benefit from comparatively low capital requirements. We believe that we are experiencing a strong shift in customer behavior from offline to online in our regions in a large number of market segments. We believe further that our network positions our marketplace companies to build up a large and high quality base of sellers or service providers, which is one of the major challenges posed by marketplace business models. Our infrastructure processes, technology and network position our companies to grow faster than their competitors, which is highly important as market leading companies often benefit from substantial economic advantages, and to progress towards profitability quicker than their peers.

Our marketplace companies operate based on a large number of business concepts, including automotive classifieds (Carmudi), bus tickets (Clickbus), consumer-to-consumer offerings (Kaymu), food delivery (foodpanda), home services (Helpling) and taxi hailing (Easytaxi).

Financial Technology

Financial technology companies enable the intermediation of payment and finance between parties – be it business-to-business, business-to-consumer or consumer-to-consumer – through Internet and/or mobile devices. For example, our company Lendico is a peer-to-peer provider of personal loans that connects private borrowers and investors as an alternative to traditional banking.

We believe that both mature as well as emerging markets offer significant opportunities in this segment. Banking and payments infrastructure in the emerging markets is largely underdeveloped and expensive and incumbents are not focused on enhancing customer experience and are not capitalizing on opportunities created by the digital revolution. While only 10% of the population of the United States does not have a bank account (Source: PBS Report, 2014), the corresponding ratios are 90% for Pakistan (total population: 183 million), 80% for Indonesia (total population: 248 million), 70% for Nigeria (total population: 169 million) and 65% for India (total population: 1.24 billion) (Sources: Global Envision Report, 2013; IMF, WEO Database, 2013). Moreover, the penetration of non-cash payments is much lower in these markets (Source: Euromonitor, Consumer Finance, 2014). In more mature markets we see attractive disruptive business models for payment processing as well as for credit intermediation. We capture this segment via companies like the aforementioned Lendico, PAYMILL (an online payment provider for small and medium sized online merchants) or Zencap (a peer-to-peer lending business for small and medium sized enterprises).

Our Companies

Overview

We group our companies into six categories based on their size and maturity. We refer to our largest and most mature companies as our "proven winners". We refer to a selection of our younger companies with less revenue as our "emerging stars". For more information, see "*—Sectors and Verticals*". Our concept companies are at the earliest stage of development; they have not yet generated significant revenues and most of them have not yet completed a third party funding round. In addition, we founded four regional Internet groups that function as platforms in Asia, Africa, Latin America and the Middle East. Our fifth category, strategic participations, groups stakes in companies and other legal entities that we currently intend to keep in the medium term. Our sixth category, other investments, is comprised of stakes in companies and other legal entities, which we see as pure financial investments. The categories strategic participations and other investments include stakes in legal entities that were part of the Global Founders Capital Fund portfolio and do not form part of our network of companies. We hold our interests in our companies directly or indirectly through one of the regional Internet groups mentioned above or one of our three intermediate holding companies. While we believe that all of our companies show promise, there is no guarantee that they will in fact become successful businesses.

For our proven winners, the Issuer has reliable and meaningful financial information. Our proven winners generated aggregated net losses of €442 million (unaudited sum total of their net losses based on generally accepted accounting principles applicable for the relevant company, in each case taking the last financial year for which data was available and excluding extraordinary gains of Dafiti resulting from the measurement of limited partnership interests).

The Issuer's consolidated financial statements as of and for the year ended December 31, 2013 included each of the holding companies of our regional Internet groups and their significant subsidiaries. However, the holding companies of our regional Internet groups were not required to prepare consolidated financial statements nor to consolidate their subsidiaries for purposes of preparing the Issuer's consolidated financial statements. The Issuer does not have reliable and meaningful consolidated financial information for the regional Internet groups as a whole.

For our emerging stars, the Issuer has reliable financial information for Lendico, which prepares consolidated financial statements. In addition, the Issuer believes that the unconsolidated statements of CupoNation, Paymill and Zencap provide a sufficiently meaningful approximation for the losses of these emerging stars. For most of the other emerging stars, the Issuer does not have reliable and meaningful financial information, as the Issuer does not have consolidated financial statements that provide a sufficiently reliable and/or meaningful indication of the losses of these emerging stars. These emerging stars include foodpanda, FabFurnish, Zanui and Wimdu. In addition, the Issuer does not have financial information for Helpling for 2013, as Helpling only started its operations in 2014.

For companies and participations in the categories concepts, strategic participations and other investments, the Issuer does not have reliable and meaningful financial information either. Concepts are very young companies that are preparing to start operations or have started their operations very recently. Accordingly, no reliable and meaningful financial information is available for these companies. The categories strategic participations and other investments include for the most part participations that belonged to the Global Founders Capital Fund portfolio and were contributed in August 2014 as well as some companies that were founded by the Issuer. For the participations that were contributed in August 2014, the Issuer was not involved in the launch of these businesses and has only very limited access to their financial information. With respect to the companies that were launched by the Issuer, these companies were not required to prepare audited unconsolidated or consolidated financial statements in their last fiscal year.

The following chart provides an overview of our proven winners and emerging stars, the business model they are based on, the region in which they operate, or direct and indirect ownership percentage as of August 31, 2014 and the consolidation status as of June 30, 2014.

Proven Winners				
Rocket Venture	Business Model	Country/ Region Exposure	Rocket Internet's direct or indirect ownership percentage	Consolidation Status
dafiti	E-commerce (Fashion)	Brazil/ LatAm	22.7%	At equity(1)
lamoda	E-commerce (Fashion)	Russia/CIS	23.5%	At equity(2)
ZALORA	E-commerce (Fashion)	SEA, Australia	25.0%(3)	n/a(4)
JABONG	E-commerce (Fashion)	India	21.4%	At equity(2)
نمشي NAMSHI	E-commerce (Fashion)	Middle East	34.4%	n/a(5)
LAZADA	E-commerce (General)	SEA	26.7%	n/a(6)
Linio	E-commerce (General)	LatAm	35.2%	n/a(6)
JUMIA	E-commerce (General)	Africa	26.8%	At equity(7)
WESTWING	E-commerce (Home & Living flash sales)	Germany, Brazil	33.7%	At equity
home24	E-commerce (Home & Living)	Europe/ LatAm	49.5%	At equity
HelloFresh	Subscription	Germany, UK, US, Australia, Africa	37.1%	At equity

Emerging Stars				
Rocket Venture	Business Model	Country/ Region Exposure	Rocket Internet's direct or indirect ownership percentage	Consolidation Status
FAB FURNISH.com	E-commerce	India	25.6%	At equity(1)
zanui.com.au	E-commerce	Asia-Pacific	31.4%	n/a(4)
foodpanda	Marketplace	Europe, Asia	44.9%	At equity(8)
WIMDU	Marketplace	Europe, America, Asia Pacific, South Africa	52.3%	At equity(9)
CupoNation	Marketplace	Europe, India, Brazil	44.7%	At equity
Helpling	Marketplace	Europe, Asia	59.8%	Fully consolidated(10)
Lendico	Financial Services/ Marketplace	Europe, South Africa	55.5%	At equity(11)
PAYMILL	Financial Services	Europe, Asia	49.6%	At equity
zencap	Financial Services/ Marketplace	Germany	74.2%	Fully consolidated

(1) Fully consolidated in Bigfoot I's financial statements. Bigfoot I is consolidated at equity in the Group's consolidated financial statements.

(2) Consolidated at equity in Bigfoot I's financial statements. Bigfoot I is consolidated at equity in the Group's consolidated financial statements.

(3) On August 27, 2014, Bigfoot II provided additional cash to Zalora in return for additional shares in Zalora, resulting in an increase of the stake of the issuer in Zalora to 25.5%.

(4) Held via Bigfoot II, which does not prepare consolidated financial statements.

(5) Held via MEEH, which is held by Bigfoot I and BigCommerce. MEEH does not prepare consolidated financial statements.

(6) Held via BigCommerce, which does not prepare consolidated financial statements.

(7) Consolidated at equity via Africa Internet Group's subsidiary Africa eCommerce Holding GmbH, which prepares special purpose consolidated financial statements. Jumia is also partially held via Bigfoot II, which does not prepare consolidated financial statements.

(8) Consolidated at equity on the basis of Emerging Markets Online Food Delivery Holding S.à r.l.'s standalone financial statements. Emerging Markets Online Food Delivery Holding S.à r.l. does not prepare consolidated financial statements.

(9) Consolidated at equity on the basis of Wimdu GmbH's standalone financial statements. Wimdu GmbH does not prepare consolidated financial statements.

(10) Helpling was not consolidated as of December 31, 2013, but fully consolidated as of June 30, 2014 as it commenced operations in the first quarter of 2014.

(11) Fully consolidated as of December 31, 2013. Due to financing rounds and further dilution in the first half of 2014, Lendico is consolidated at equity as of June 30, 2014.

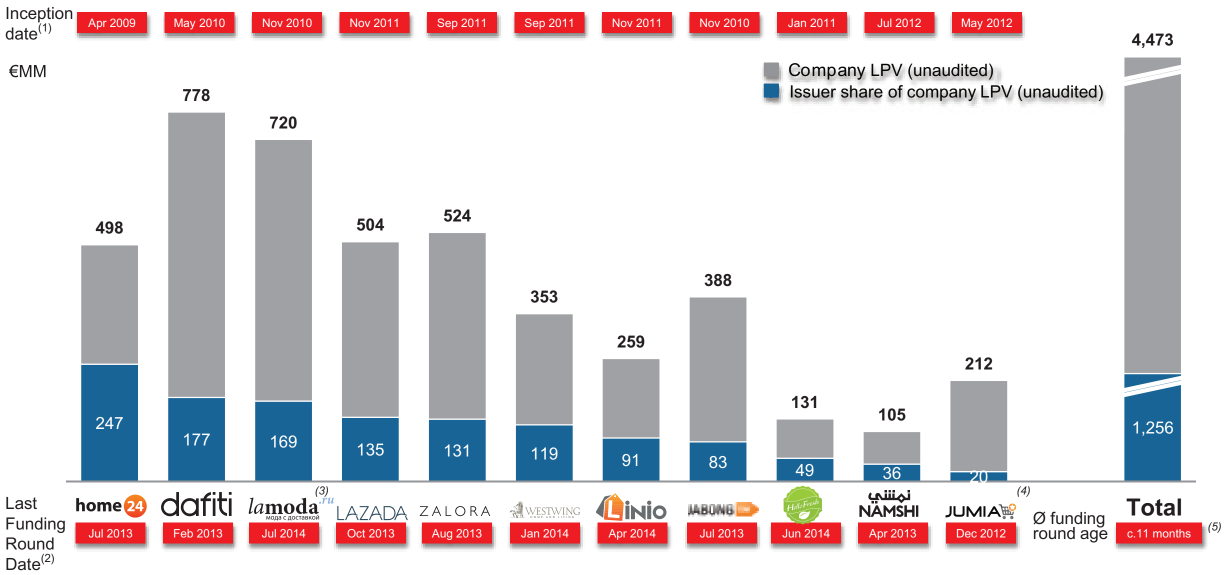
In the following sections, we describe our proven winners and emerging stars in more detail and provide key financial and non-financial performance indicators. The key financial and non-financial performance indicators have been computed individually for each company and are based on their data and systems. Accordingly, the definitions of the key financial indicators used by the individual companies may vary, which can impact the comparability between the key financial indicators used by our companies. While we seek to use comparable definitions of similarly labelled non-financial performance indicators for companies that operate in the same sector, the definitions need to take into account the individual characteristics of each sector. As a result, they may vary from one sector to the other and, accordingly, similarly labelled key operating figures for companies that operate in different sectors may have been defined differently and may not be comparable.

We aim to achieve break even on EBIT level within six to nine years from launch, with a focus on achieving this target close to the shorter end of the range. Some of our companies have been growing very quickly. Once they reach leading positions in their markets, we aim to continue to grow quicker than the markets. Nonetheless, the growth rates will typically decrease significantly, with the decrease getting flatter over time. We also provide an overview of our concept, our other companies, our regional Internet groups and our intermediate holding companies.

Some of our business models have both independent operations and operations in a regional Internet group. While they operate under the same umbrella brand and share services and information technology, they are legally distinct entities and have different shareholders. The valuation and key performance indicator information for entities that operate under the same umbrella brand include only contributions from operations that are not carried out in a regional Internet group.

Proven Winners

Our proven winners include five emerging market fashion e-commerce companies, three emerging market general merchandise e-commerce companies, two home & living companies (one being a shopping club) and one groceries-based subscription company. Our proven winners accounted directly or indirectly for about 74% of the Group's total assets (excluding cash in hand, bank balances and checks) as of December 31, 2013. Based on a good faith estimate of the Issuer, our proven winners accounted for the majority of the sum total of the losses of all companies in the network of companies (based on their respective last financial year). Based on the latest financing rounds, which took place between December 2012 and July 2014, our proven winners were valued at €4.5 billion(*), corresponding to a valuation of the Issuer's direct or indirect stakes in these companies of €1.3 billion(*). The following table provides an overview of the last portfolio values ("**LPV**") of our proven winners and our stakes. The LPVs shown in the following table are unaudited numbers that were calculated based on accounting and controlling records of the Issuer. The LPVs are based on the investment or capital commitment made by a third party (Lamoda's last financing round being an exception), i.e., an investor other than the Issuer, in the latest financing round divided by the stake acquired by such third party in the financing round or a secondary transaction. This means that the valuations shown represent post-money, post-capital commitment valuations. Our quotas are based on the data as of August 31, 2014. The valuations reflect the specific circumstances under which the relevant investments were made, including the specific terms of the investments, such as liquidation preferences, and the insights, assumptions and expectations of the relevant investors at that point in time. The calculation of LPVs is not defined by German GAAP and other companies may compute LPVs using other methods or definitions than the Issuer. Our share in Jumia's value only reflects our 9.6% stake held via Bigfoot II. See also "*Risk Factors—Risks Related to the Issuer and Our Companies—We disclose in this prospectus valuations derived from investments in the Issuer and our companies. These valuations may not reflect the past, present or future fair values of the Issuer or our companies, and potential investors in this offering should not place undue reliance on these valuations*".



(1) Date reflects first commercial registry entry (operational launch date may differ slightly).
(2) Date reflects capital-weighted average between first and last closing (notarization date) of respective funding round where last funding round comprises all investments made at the current price per share.
(3) Lamoda LPV based on latest investment by Bigfoot I.
(4) Issuer share of LPV for Jumia represents stake held through Bigfoot II only, additional stake (17.2%) in Jumia held through Africa Internet Group not shown.
(5) As of August 31, 2014.

(*) Unaudited. Calculated based on accounting and controlling records of the Issuer.

Below we present an overview of our proven winners. In 2013, all of our proven winners had a negative EBITDA and a negative EBIT. As indicated above, we aim to achieve break even on EBIT level within six to nine years from launch. In the long term, we aim to achieve a gross profit margin and EBIT margin at the higher end of the range of peer e-commerce companies, which we believe to be in the range from 40% to 55% for gross profit margins and from 7% to 12% for EBIT margins. We believe that the typical margins for general merchandise peers are a bit lower, ranging from 25% to 30% for gross profit margins and from 4% to 6% for EBIT margins. Our proven winners typically aim to achieve the higher end of the range margins.

Fashion e-commerce companies

Our emerging market fashion e-commerce companies are retail online stores that typically offer a variety of men's, women's and children's clothing, shoes and accessories, as well as a certain selection of home décor and beauty items. Each company targets a particular geographic area. The regional focus of these companies allows them to tailor their brands, product offering, delivery options, marketing mix and payment methods to match local demand and reflect customer preferences in the relevant market. In a number of markets this means that our companies set up their own warehouse and delivery infrastructure.

Currently, the core business of our fashion e-commerce companies is online retail sales of third-party products, including international and local fashion brands.

As part of their growth strategy, our fashion e-commerce companies also develop their own private labels that cover both their own developments and white label purchases from third parties and generally target affordable segments of the market. Private labels enable fashion retailers to fill gaps in their offering in a particular geographic region, covering assortment, size and price range opportunities, and to react more quickly to market and customer demands, including fast replenishment of bestsellers. Due to the large scale of operations of our fashion companies, they are generally able to ensure efficient pricing on bulk purchases of materials and bulk shipments that, combined with efficient manufacturing processes, lead to higher margins on private label products and greater price flexibility. In certain regions, private labels are also used to promote customer loyalty, as local customers are more willing to purchase "home-grown" brands. In addition, private labels provide strategic benefits of a broader product offering, including the number of items and styles, differentiating against competitors, as well as the ability to leverage brand awareness and foster fashion authority.

Our fashion e-commerce companies generate additional revenues by providing delivery services and by charging a premium on expedite processing of orders delivered by third parties, including same-day and next-day shipment options available to customers in certain regions. In emerging markets with weak delivery infrastructures, being able to provide one's own high quality delivery services becomes an essential part of a positive online shopping experience and increases general customer satisfaction. In addition, our companies offer free delivery on all purchases or purchases over a certain amount in many markets, which helps them enhance customer loyalty.

dafiti

Launched in 2011, Dafiti is a leading online retailer for clothing, shoes and accessories across five major countries in Latin America, including Brazil, Argentina, Chile, Colombia and Mexico, with BRL 419.3 million of net revenues and approximately 2,100 employees at the end of fiscal 2013, as well as the largest online portfolio of products in the region, with more than 75,000 products across over 1,000 national and international brands in Brazil alone. In Brazil, Dafiti is one of the most well-known online e-commerce companies with almost 90% of the Brazilian population recognizing the Dafiti brand (Source: NetQuest, Market Research, March 2014) and one of the most influential e-commerce company on Facebook with 6.1 million followers (Sources: Data Popular, 2012; EXAME Report, 2012). Dafiti offers an evolving variety of men's, women's and children's clothing, shoes and accessories, as well as home decor products sourced from a vast variety of third-party vendors, ranging from popular high-street brands to designer labels, as well as exclusive private label brands launched by Dafiti that have already established themselves as top-sellers in key categories. Dafiti's customers in Brazil, Argentina, Chile, Colombia and Mexico can browse and shop using its desktop and mobile websites, as well as through Dafiti's proprietary universal iOS and Android applications created to support mobile sales. Since the time of their launch, these apps have been downloaded more than 900,000 times, which supported the increase in the share of customer visits generated via mobile devices from 4.2% in the first quarter of 2013 to 15.8% in the second quarter of 2014 and helped Dafiti become the mobile leader in its market by its own estimate.

To support its online sales, Dafiti established a strong logistics network in Latin America and its own customer care services. Traditionally, this market represents a challenging environment for transportation due to long delivery distances, the absence of major international carriers, regional nature of local transporters, as well as a limited range and inconsistent quality of services provided by national carriers and postal systems. Dafiti's own storage, distribution and delivery capabilities, including its own warehouses and transporters, combined with efficient cooperation and frequent assessments of performance levels of a number of partnering carriers enabling Dafiti to swap between transporters when necessary and combine carriers with different levels of services to increase delivery alternatives for customers, allow Dafiti to complete customer orders in a timely manner, reduce shipping costs and offer a range of expedite delivery and return options, as well as provide customers with an additional benefit of accepting payments on delivery, if such delivery is carried out by Dafiti's own personnel. Dafiti also established and maintains a leading customer care service in the industry that is aimed at increasing customer satisfaction. Since its launch in 2011, Dafiti has experienced strong new customer growth and an increasing number of repeat purchasing by existing customers. For issues in connection with a recent software change, see "*Risk Factors—Risks Related to the Issuer and Our Companies—Our business may be disrupted if we are unable to upgrade our technology platform to meet increased demand*".

Dafiti believes that customer loyalty is one of the most important indicators of the quality of its service and sustainable long-term growth.

- Along with an increase in net revenues, the share of net revenues generated by Dafiti's existing customers has also risen, from 38% in the first quarter of fiscal 2012 to 70% in the first quarter of fiscal of 2014 (Sources: company information; NetQuest, Market Research).
- Dafiti's NPS, a customer loyalty metric measuring whether customers would recommend a company to their family and friends, has also been on the rise from 76% in the first quarter of 2013 to 90% in the first quarter of 2014 (Sources: NetQuest, Market Research).
- Dafiti strives to build on customer loyalty by introducing various ways to retain existing customers, such as by providing high quality content through its own fashion magazine "DafitiMag". It is one of the biggest pure fashion magazines in Brazil with a circulation to more than 1 million readers every year. DafitiMag is not only a printed platform but also a digital medium. Every day its team publishes on Dafiti's website articles on the latest trends in fashion, beauty and lifestyle based on interviews with the best professionals in the market.
- Dafiti also offers an exclusive shopping platform, Dafiti VIP, to its most loyal and high-spending customers.

Dafiti's overall market encompasses a population of over 420 million people across the five major economies in Latin America (Source: IMF, WEO Database, 2013). Dafiti's largest market is Brazil, with a growing population of 198 million as of 2013 (Source: IMF, WEO Database). Dafiti also operates country-specific websites and mobile applications in Argentina (population: 41 million), Chile (population: 18 million), Colombia (population: 47 million) and Mexico (population: 118 million) (Source: IMF, WEO Database, 2013). The overall fashion retail market (consists of apparel and footwear) in Latin America is expected to amount to US$172 billion in 2014 and is expected to grow more than 50% to US$263 billion by 2018 (Source: Euromonitor, Apparel and Footwear, 2014). Fashion e-commerce in the Latin American region constitutes a relatively new trend, with a relatively low expected penetration level of 1.7% compared to 11.3% in the United States in 2014 (Source: Euromonitor, Apparel and Footwear, 2014).

In line with its overall goal to acquire new customers and retain existing ones to drive net revenues growth, Dafiti is focusing on enabling partial automation of the logistics network in Brazil to offer faster delivery time for its customers, which is expected to further decrease fulfillment time and related costs significantly. Dafiti also strives to enhance its logistics infrastructure in each of the countries where it operates by setting up its own additional warehouses, expanding its chain of partnering carriers, including private and national transport companies, and frequently assessing performance levels of these carriers in order to reduce net shipping costs and delivery times. In addition to strengthening its position in existing markets and in view of the growth of the fashion e-commerce market in the region, Dafiti is currently analyzing opportunities for geographical expansion in other Latin American countries.

The following table provides an overview of Dafiti's consolidated key financial indicators, which have been derived from accounting or controlling records of Dafiti and have been prepared on the basis of Full IFRS:

	Year ended December 31,	
	2012	**2013**
	(unaudited) **(in BRL million)**	
Net revenues(1)	223.5	419.3
Year-on-year growth	*n/a*	*88%*
Gross profit(2)	90.6	143.0
Gross profit margin(3)	*41%*	*34%*
EBITDA(4)	(168.5)	(205.3)
EBITDA margin(5)	*(75%)*	*(49%)*
Loss for the year(6)	(1.0)	(2.3)
Capital expenditures(7)	10.6	22.8
Capital expenditure ratio(8)	*5%*	*5%*

(1) Net revenues in 2013 correspond to €146.3 million (converted at the average EUR/BRL exchange rate for 2013 of 0.3489).

(2) Gross profit is calculated as (i) net revenues (2013: BRL 419.3 million; 2012: BRL 223.5 million) minus (ii) cost of goods sold (2013: BRL 276.3 million; 2012: BRL 132.9 million).

(3) Gross profit margin is the ratio of gross profit to net revenues.

(4) EBITDA is calculated as (i) operating profit or loss (2013: loss of BRL 208.1 million; 2012: loss of BRL 170.4 million) plus (ii) depreciation of property, plant and equipment (2013: BRL 2.3 million; 2012: BRL 1.5 million) plus (iii) amortization of intangible assets (2013: BRL 0.5 million; 2012: BRL 0.3 million). EBITDA includes share based payment expense that amounted to BRL 4.0 million in 2013 and BRL 14.6 million in 2012.

(5) EBITDA margin is the ratio of EBITDA to net revenues.

(6) Loss for the year corresponds to €0.4 million in 2012 and €0.8 million in 2013. Loss for the year included change in redemption value of puttable shares (2013: BRL 202.1 million, 2012: 172.4 million) and, therefore, loss for the year before change in redemption value of puttable shares was BRL 204.4 million in 2013 and BRL 173.4 million in 2012. The gain from the change of redemption amount results from the measurement of limited partnership interests that are classified as liabilities in accordance with IAS 32.

(7) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: BRL 16.2 million; 2012: BRL 9.7 million) plus (ii) acquisition of intangible assets (2013: BRL 6.6 million; 2012: BRL 0.9 million).

(8) The capital expenditure ratio corresponds to the ratio of capital expenditures to net revenues.

	As of December 31,	
	2012	**2013**
	(unaudited) **(in BRL million)**	
Net working capital(1)	41.8	(9.9)
Cash and cash equivalents	46.3	193.8

(1) Net working capital is calculated as (i) inventories (December 31, 2013: BRL 74.5 million; December 31, 2012: BRL 97.3 million) plus (ii) trade and other receivables (December 31, 2013: BRL 29.1 million; December 31, 2012: BRL 11.7 million) minus (iii) trade and other payables (December 31, 2013: BRL 113.5 million; December 31, 2012: BRL 67.2 million).

Dafiti's net revenues increased by 88%, from BRL 223.5 million in 2012 to BRL 419.3 million in 2013, driven by three major factors (i) growth in the number of new customers buying at Dafiti every month, (ii) high levels of customer engagement as shown by an increase in the number of orders per customer and (iii) an increase in the average basket size at check-out.

Gross profit margin decreased by seven percentage points, from 41% in 2012 to 34% in 2013, due to higher discount levels resulting from the implementation of new inventory management methodologies that led to a significant increase in inventory turnover (inventories decreased by 23%, while net revenues increased 88% over the period under discussion) and an improvement of net working capital.

EBITDA margin improved by 26 percentage points, from negative 75% in 2012 to negative 49% in 2013, due to active management of cost key performance indicators in the area of logistics, customer service, content production and payment processing, together with the optimization of marketing spending and the dilution of the fixed cost base.

Net working capital changed from BRL 41.8 million as of December 31, 2012 to BRL negative 9.9 million as of December 31, 2013 as a result of (i) strong bargaining power with suppliers, most of which have Dafiti as their biggest account, (ii) active management of accounts receivables and (iii) major improvements in inventory management with reductions of 23% in inventories coupled with increases in net revenues of 88%, resulting in a significant increase in inventory turnover.

Dafiti's cash and cash equivalents also improved from BRL 46.3 million as of December 31, 2012 to BRL 193.8 million as of December 31, 2013 due to significant investor commitments.

Based on preliminary management information data, Dafiti's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, broadly in line with the increase in gross merchandise volume. EBITDA loss remained broadly stable in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved.

The following non-financial key performance indicators are used to evaluate and steer Dafiti's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total customers[(1)]	1,140	2,356	1,762	2,967
Number of active customers[(2)]	1,039	1,632	1,411	1,792
Number of total unique visitors[(3)] (in million)	167	208	112	102
Number of total orders[(4)]	1,867	3,304	1,517	1,907
Gross merchandise volume[(5)] (in BRL million)	246	457	208	272

(1) Number of customers that have made at least one order as defined in "total orders".

(2) Number of customers having made at least one order as defined in "total orders" within the last 12 months before end of period.

(3) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

(4) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period.

(5) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies), including value of vouchers.

lamoda.ru
мода с доставкой

Launched in 2011 in Russia, Lamoda has become one of the leading full price online retailers for clothing, shoes and accessories in the CIS, with RUB 5,150.0 million of net revenues in fiscal 2013. In March 2012, Lamoda launched Lamoda.kz in Kazakhstan, and since then has become the largest online fashion retailer in this market. In early 2014, Lamoda expanded into Ukraine. Through its desktop and mobile websites, as well as iOS and Android applications, Lamoda provides its customers with access to more than 86,000 stock keeping units ("**SKUs**"). Lamoda offers an evolving variety of men's, women's and children's clothing, shoes and accessories sourced from famous designers and promising young brands, as well as its own complementary, fast growing private label portfolio. Currently Lamoda is in the third season with four private labels presented online, a mix of own developments and white label buying sourced in the Far East, Eastern Europe and Turkey. The Lamoda brand is among the most recognized fashion retail brands in the CIS with 84% of the Russian population recognizing Lamoda (Source: BD RCI, Brand Awareness Study, March/April 2014). Since its launch in 2011, Lamoda has experienced strong new customer growth and an increasing number of repeat purchases by existing customers. These factors, combined with cost savings measures and improved inventory planning, have been the keys to the economic success of Lamoda's business.

Shipping is one of the main challenges retail e-commerce vendors face in Russia due to the size of the country, along with unreliable, relatively expensive services provided by the national postal systems and the limitation of geographic regions served by larger international carriers to major cities and/or the European part of the country, both with limited focus on customer experience. Existing carrier services face a demanding customer base expecting timely delivery and certain additional delivery options, such as next day and cash on delivery. Lamoda successfully overcame this challenge and established its own distribution and delivery capabilities that reach approximately 40% of the Russian population representing approximately 70% of the purchasing power. Lamoda believes that, in addition to its offer of merchandise, it distinguishes itself by the quality of service it is able to provide as a result of controlling all aspects of its logistics infrastructure and its competitive pricing. Through its own delivery service, Lamoda Express, Lamoda offers extensive free delivery options, including next-day delivery in nearly 80 major cities. Lamoda's sales representatives, which are remunerated on an incentive-based model, provide a high level of service while exhibiting a high degree of professionalism and a uniform appearance, which helps Lamoda provide a constant quality of service and customer satisfaction and to reduce return rates. In addition, the insourcing of delivery services allows Lamoda to accept payments on delivery and provide "try at the door" services that are in high demand by CIS customers.

Lamoda's market encompasses a population of over 285 million people across the CIS region (Source: IMF, WEO Database, 2013). Lamoda's largest market is Russia with a population of approximately 143 million (Source: IMF, WEO Database, 2013). Lamoda also serves Kazakhstan (population: 17 million) and Ukraine (population: 45 million) (Source: IMF, WEO Database, 2013). While the retail infrastructure outside of a small number of major cities is in a significantly less developed stage than in Western European countries, each of these countries has an established base of active Internet users, comprising over 56% of the population in Russia and 57% in Kazakhstan (Sources: IMF, WEO Database, 2013; IDC Database, 2013; Internet Live Stats, 2014). In addition to the existing customer base, the CIS market has significant growth potential over the coming years. The overall fashion retail market (consists of apparel and footwear) in Russia and Ukraine is expected to amount to US$98 billion in 2014 and is expected to grow approximately 40% to US$137 billion by 2018 (Source: Euromonitor, Apparel and Footwear, 2014). The online fashion penetration rate in these two countries is expected to be at a relatively low level of 6.3% of the overall fashion retail compared to 11.3% in the United States in 2014 (Source: Euromonitor, Apparel and Footwear, 2014). As the industry continues to grow, Lamoda strives to expand its business. For instance, since the Spring/Summer season of 2012, Lamoda has increased the number of products it offers tenfold from 39,000 to 86,000 as of the Spring/Summer season of 2014.

In addition to financing rounds, the development of revenue is another growth factor for the company, which increases operating leverage and Lamoda's ability to offer a broader selection, more affordable prices and a higher level of customer service, including the development of its own brands and collections. Superior customer experience drives greater customer growth, increased loyalty and repeat purchasing, which in turn attracts more vendors. Lamoda is considering a further expansion of its delivery services to cover 30 additional cities and an introduction of shipping control tools for its customers, as well as more convenient order handling at the door. In addition, Lamoda contemplates further geographic expansion into new CIS markets.

The following table provides an overview of Lamoda's consolidated key financial indicators, which have been derived from accounting or controlling records of Lamoda and have been prepared on the basis of Full IFRS:

	Year ended December 31,	
	2012	**2013**
	(unaudited) **(in RUB million)**	
Net revenues(1)	1,475.8	5,150.0
Year-on-year growth	*n/a*	*249%*
Gross profit(2)	462.7	2,038.2
Gross profit margin(3)	*31%*	*40%*
EBITDA(4)	(1,603.7)	(1,920.9)
EBITDA margin(5)	*(109%)*	*(37%)*
Loss for the year(6)	(1,370.1)	(1,692.1)
Capital expenditures(7)	92.8	254.9
Capital expenditure ratio(8)	*6%*	*5%*

(1) Referred to as "revenue" in Lamoda's accounting or controlling records. Net revenues in 2013 correspond to €122.1 million (converted at the average EUR/RUB exchange rate for 2013 of 0.0237).

(2) Gross profit is calculated as (i) revenue (2013: RUB 5,150.0 million; 2012: RUB 1,475.8 million) minus (ii) cost of sales (2013: RUB 3,111.8 million; 2012: RUB 1,013.1 million).

(3) Gross profit margin is the ratio of gross profit to net revenues.

(4) EBITDA is calculated as (i) operating profit or loss (2013: loss of RUB 1,982.7 million; 2012: loss of RUB 1,616.1 million) plus (ii) depreciation of property, plant and equipment (2013: RUB 47.0 million; 2012: RUB 10.9 million) plus (iii) amortisation of intangible assets (2013: RUB 14.7 million; 2012: RUB 1.5 million). EBITDA includes share based payment expenses of RUB 37.9 million in 2013 and RUB 21.5 million in 2012.

(5) EBITDA margin is the ratio of EBITDA to net revenues.

(6) Loss for the year corresponds to €34.4 million in 2012 and €40.1 million in 2013.

(7) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: RUB 195.6 million; 2012: RUB 80.7 million) plus (ii) acquisition of intangible assets (2013: RUB 59.3 million; 2012: RUB 12.1 million).

(8) The capital expenditure ratio is the ratio of capital expenditure to net revenues.

	As of December 31,	
	2012	**2013**
	(unaudited) **(in RUB million)**	
Net working capital(1)	(206.2)	(343.7)
Cash and cash equivalents	49.0	2,607.9

(1) Net working capital is calculated as (i) inventories (December 31, 2013: RUB 1,084.3 million; December 31, 2012: RUB 597.9 million) plus (ii) trade receivables (December 31, 2013: RUB 105.6 million; December 31, 2012: RUB 74.3 million) minus (iii) trade and other payables (December 31, 2013: RUB 1,533.6 million; December 31, 2012: RUB 878.4 million).

Lamoda's net revenues increased by 249%, from RUB 1,475.8 million in 2012 to RUB 5,150.0 million in 2013, driven largely by an increase in both customer base and orders but also by increased order size. Increased order size was, in turn, caused by improvements in inventory management and merchandising and improved customer experience.

Gross profit margin increased by nine percentage points, from 31% in 2012 to 40% in 2013, driven by improved stock management, gains in sourcing and reduced price investments.

EBITDA margin improved by 71 percentage points, from negative 109% in 2012 to negative 37% in 2013, as a result of improved operating efficiency across all cost lines (for example, marketing expenses decreased from 60% of net revenues in 2012 to 25% of net revenues in 2013).

Lamoda made continuing investments in its proprietary IT infrastructure and logistics backbone throughout 2013 in order to ensure scalability and consistency of the Lamoda customer experience, resulting in an increase in capital expenditure.

Based on preliminary management information data, Lamoda's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, broadly in line with the increase in gross merchandise volume. Due to the expansion in business, EBITDA loss increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved considerably.

The following non-financial key performance indicators are used to evaluate and steer Lamoda's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	**2013**	**2013**	**2014**
	(unaudited) (in thousands, unless indicated otherwise)		**(unaudited) (in thousands, unless indicated otherwise)**	
Number of total customers[(1)]	488	1,427	864	2,002
Number of active customers[(2)]	419	1,088	705	1,396
Number of total unique visitors[(3)] (in million)	44	68	35	45
Number of total orders[(4)]	756	2,287	828	1,677
Gross merchandise volume[(5)] (in RUB million)	3,232	11,773	3,879	8,672

(1) Number of customers that have made at least one order as defined in "total orders".

(2) Number of customers having made at least one order as defined in "total orders" within the last 12 months before end of period.

(3) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

(4) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period.

(5) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies).

ZALORA

The Zalora online stores were launched in Hong Kong, Indonesia, Malaysia, Philippines, Thailand, Vietnam and Singapore in early 2012. Together with The Iconic online store, which was launched in Australia and New Zealand in late 2011, the Zalora stores are part of the Zalora Group its associated legal entities) since 2012. Zalora Group believes it is Asia Pacific's leading group of online fashion retailers, offering clothing, shoes, accessories and beauty products across Southeast Asia under the Zalora brand, and to customers in Australia and New Zealand under The Iconic brand. Zalora Group's net revenues amounted to €68.9 million in fiscal 2013. Zalora Group has a loyal customer base with a high share of orders placed by returning customers. Zalora Group's websites and mobile applications offer a highly attractive mix of compelling third-party brands and differentiating private labels. The country-specific websites, as well as the iOS and Android applications branded "Zalora" are available to its customers in Indonesia, Malaysia/Brunei, Singapore, Thailand, the Philippines, Hong Kong and Vietnam, and the customers located in Australia and New Zealand can access the online store on The Iconic website and mobile applications. Based on a pan-regional approach with localized service and products, Zalora Group strives to expand its customer reach by focusing on mobile devices as one of its key channels. Today over 30% of Zalora's users and over 50% of the Iconic's users access Zalora Group's online stores using a mobile device. Zalora Group's iOS and Android applications have been downloaded more than 1 million times.

Currently, Zalora Group is among the few online fashion retailers in Asia Pacific, offering a variety of products consisting of 180,000 SKUs (sum of unique combinations of styles and colors offered on any of Zalora Group's online stores), including Muslimwear offered to customers in Malaysia and Indonesia, from over 3,000 third-party and private label brands.

- Since launching the Zalora stores in 2012, Zalora Group has been filling the gap that exists in many of the emerging markets of Asia Pacific, where affordable high-street fashion has not been readily available to offline shoppers. Through an assortment of local and global brands and proprietary private labels, Zalora Group is redefining how fashion is accessed in the emerging markets where it operates, by filling the price-range and product gap between traditional street markets and comparatively high-end department stores.
- Zalora Group established and operates a local distribution network with seven warehouses and its own last-mile delivery fleet that enables it to offer cost effective next-day deliveries in most capital cities and its average delivery time amounted to 2.4 days in the first quarter of 2014, despite serving a very wide spread territory that includes Indonesia and the Philippines. In Sydney and Melbourne, The Iconic offers a 3-hour delivery option which now represents approximately 12% of its revenues. Zalora directly manages last mile delivery for more than 30% of all orders in Southeast Asia, and a launch of same-day delivery in selected capital cities of this region is envisaged.
- Zalora offers to its customers additional payment options, such as payment on delivery which comprises up to 90% of payments in certain emerging markets.

Due to its assortment offering, platforms quality and quality of service, including fast delivery and easy and free returns, Zalora Group has experienced strong new customer growth and an increasing number of repeat purchases from existing customers, which have both been essential to its growth. To further promote customer loyalty and general brand awareness, Zalora Group facilitates customer communication, including the offering of a fashion blog, and has approximately 5.3 million followers on Facebook.

Zalora Group addresses a market with a population of approximately 570 million across the Asia Pacific region in 2013 (Source: IMF, WEO Database). Zalora's largest market is Indonesia with a population of approximately 248 million (Source: IMF, WEO Database, 2013). Zalora Group also serves the emerging markets of Malaysia/Brunei, Thailand, the Philippines and Vietnam, which together constitute a population of approximately 285 million, as well as Hong Kong (population: 7 million) and Singapore (population: 5 million) (Source: IMF, WEO Database, 2013). Zalora Group's The Iconic store serves Australia (population: 23 million) and New Zealand (population: 4 million) (Source: IMF, WEO Database, 2013). The number of people with Internet access in the Asia Pacific region is already significant and growing at a fast speed, with the share of mobile Internet access constantly on the rise. The overall fashion retail market in Zalora Group's markets (consists of apparel and footwear) is expected to amount to US$82 billion in 2014 and is expected to grow approximately 28% to US$105 billion by 2018 (Source: Euromonitor, Apparel and Footwear, 2014). The online fashion penetration rate in Zalora Group's markets is expected to be at a relatively low level of 3.8% of the overall fashion retail compared to 11.3% in the United States in 2014 (Source: Euromonitor, Apparel and Footwear, 2014).

Private label products alongside the best global and local brands constitute a key growth driver for its business. Zalora Group's private label brands include Zalia, EZRA, 24:01, Something Borrowed and Kei&Kori, offering distinct styles that reflect the latest trends at affordable prices. The share of private label sales in the total Zalora Group net revenues has reached 32% in the second quarter of 2014, validating Zalora Group's strategy to place private label at the core of its product assortment. Zalora Group believes that its brands and private labels will continue to attract new customers and retain existing ones by quickly adopting the latest fashion trends and offering high-quality products at affordable prices. In the near future, Zalora Group intends to focus on branding and positioning its brands and online stores in existing markets to further increase the customer base and optimize customer loyalty. Furthermore, to improve customer experience, providing a cutting-edge customer service through 24/7 chat, exchanges at the door and introduction of seamless return and refund process are Zalora Group's strategic initiative going forward.

The following table provides an overview of Zalora Group's consolidated key financial indicators, which have been derived from accounting or controlling records of Zalora and have been prepared on the basis of Full IFRS:

	Year ended December 31,
	2013
	(unaudited) (in € million)
Net revenues	68.9
Year-on-year growth	*n/a*
Gross profit[(1)]	26.3
Gross profit margin[(2)]	*38%*
EBITDA[(3)]	(68.3)
EBITDA margin[(4)]	*(99%)*
Loss for the year	(71.1)
Capital expenditures[(5)]	1.4
Capital expenditure ratio[(6)]	*2%*

(1) Gross profit is calculated as (i) net revenues (2013: €68.9 million) minus (ii) cost of goods sold (2013: €42.6 million).

(2) Gross profit margin is the ratio of gross profit to net revenues.

(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of €69.2 million) plus (ii) depreciation of property, plant and equipment (2013: €0.6 million) plus (iii) amortization of intangible assets (2013: €0.3 million). EBITDA includes share based payment expense that amounted to €6.9 million in 2013.

(4) EBITDA margin is the ratio of EBITDA to net revenues.

(5) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: €0.8 million) plus (ii) acquisition of intangible assets (2013: €0.7 million).

(6) The capital expenditure ratio is the ratio of capital expenditure to net revenues.

	As of December 31,
	2013
	(unaudited) (in € million)
Net working capital[(1)]	1.0
Cash and cash equivalents	90.9

(1) Net working capital is calculated as (i) inventories (December 31, 2013: €10.6 million) plus (ii) trade and other receivables (December 31, 2013: €2.1 million) plus (iii) prepaid expenses (December 31, 2013: €1.5 million) minus (iv) trade and other liabilities (December 31, 2013: €13.3 million).

The year 2013 was Zalora Group's first full year of operations. Zalora continued its growth and reached net revenues of €68.9 million, accompanied by a positive trend in gross profit margin which was led by the launch of private labels that now represent 32% of the business.

Low net working capital and capital expenditures allowed for efficient cash management, and cash and cash equivalents of €90.9 million (as of December 31, 2013) helped lay the groundwork for future growth.

Based on preliminary management information data, Zalora Group's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, broadly in line with the increase in gross merchandise volume. EBITDA loss also improved in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, with EBITDA margin improving significantly.

The following non-financial key performance indicators are used to evaluate and steer Zalora Group's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total customers[(1)]	451	1,331	885	1,889
Number of active customers[(2)]	450	1,023	815	1,246
Number of total unique visitors[(3)] (in million)	57	98	52	45
Number of total orders [(4)]	802	2,025	929	1,493
Gross merchandise volume[(5)] (in € million)	40	84	39	56

(1) Number of customers that have made at least one transaction as defined in "total transactions".

(2) Number of customers having made at least one transaction as defined in "total transactions" within the last 12 months before end of period.
(3) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").
(4) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period (e-commerce excluding marketplace).
(5) The total value of "total transactions" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies), including value of vouchers and coupons.

JABONG.COM

Jabong.com is an Indian online fashion and lifestyle e-commerce portal, offering a variety of men's, women's and children's clothing, shoes and accessories as well as home fashion. In compliance with the regulatory framework for foreign investment in India, Jabong's own operations are limited to business-to-business transactions and Jabong works together with an independent third party, which enters into contracts with, and delivers products to, Indian customers under the Jabong brand. Due to the structural differences of the Indian market, Jabong's target margins are significantly lower than those of peer companies described above under "—*Proven Winners*". Since its launch, Jabong.com has become the leading online fashion portal in India with INR 4,385.7 million in net revenues in fiscal 2013. Jabong also operates an international store on Jabongworld.com, offering ethnic Indian wear to international customers. Currently users can browse and shop by accessing the store website on desktops and mobile devices, as well as via its iOS and Android applications launched in the second quarter of 2014. Offering more than 139,000 SKUs and 1,600 brands across nine lifestyle categories on its online store, Jabong.com aims to provide fashion that appeals to the young Indian population, with a focus on reaching customers located throughout the country. It is one of the best recognized online fashion brands in India. The brand has a loyal customer base, with the majority of purchase orders placed by returning customers and 2.6 million followers on Facebook.

Jabong offers a wide range of trendy attire and home decor sourced from well-known local and international brands, as well as ten of its own private labels, which are available for sale and delivery to customers by the independent third party (JaVas) that is active under the brand name Jabong in the Indian market and offers deliveries to more than 12,000 postal code areas in India. In a country where the infrastructure environment may be characterized as highly complex and challenging, approximately 93% of shipped orders under the Jabong brand were successfully fulfilled in the second quarter of fiscal 2014. In the second quarter of fiscal 2014, approximately 72% of total deliveries under the Jabong brand were made using JaVas, while the rest of the orders were serviced by state carriers. Approximately 70% of all Jabong.com's orders in locations that offer same-day delivery are delivered within one day. Jabong has also established its own production infrastructure, allowing it to create photos and website content for approximately 1,200 SKUs per day.

The market for Jabong's fashion encompasses an immense population of over one billion people across India (Source: IMF, WEO Database, 2013). India, whose number of people with Internet access is expected to grow from 177 million in 2013 to 278 million by 2018, is anticipated to catch up with the United States, which is expected to have 283 million people with Internet access, the second largest Internet population after China (Source: IDC Database). The overall fashion retail market (consists of apparel and footwear) in India is expected to amount to US$55 million in 2014 and is expected to grow by approximately 60% to US$88 billion by 2018 (Source: Euromonitor, Apparel and Footwear, 2014). The online fashion penetration rate in India is expected to be at a relatively low level of 0.8% of the overall fashion retail market compared to 11.3% in the United States in 2014 (Source: Euromonitor, Apparel and Footwear, 2014). Jabong.com, as one of the forefront market leaders in e-commerce in India, aims to benefit from these market trends by expanding its geographical reach within India and focusing on young consumers through various media, such as blogs, magazine and social media platforms, look books, Bollywood collaboration and fashion events.

In seeking to develop its sources of revenue, Jabong.com strives to extend its reach by making the latest fashion trends available to India's urban population living in the so-called "tier 2" and "tier 3" cities, where offline retail stores have generally not satisfied the market demand so far.

- More than a half of high-street offline retail stores in India are located in the "tier 1" cities, comprising the major cities of Bangalore, Chennai, Delhi, Hyderabad, Kolkata and Mumbai, whereas the majority of the population lives outside these cities (Source: Issuer's research based on location of stores listed on selected retailers websites, as of July 18, 2014).
- Jabong has tapped the demand in India's tier 2 and tier 3 cities, generating approximately 62% of its net revenues from these areas in the second quarter of fiscal 2014.
- Jabong also strives to extend its product offering by introducing new international brands and celebrity designed lines to the Indian market, as well as by further developing its private labels, which already account for every fifth item shipped.

- Jabong sees additional growth opportunities in promoting its mobile offering. The share of Jabong's mobile transactions increased from 4.4% in the first quarter of 2013 to 27.0% in the second quarter of 2014, while its monthly average visits using mobile devices increased from 1.8 million to 13.5 million over the same period. Jabong expects the mobile share of its business to show faster growth going forward and believes that the upcoming launch of its mobile applications will further support its net revenues.

The following table provides an overview of Jabong's consolidated key financial indicators, which have been derived from accounting or controlling records of Jabong and have been prepared on the basis of Full IFRS:

	Year ended March 31,(1)	
	2013	2014
	(unaudited) (in INR million)	
Net revenues(2)	1,433.1	4,385.7
Year-on-year growth	*n/a*	*206%*
Gross profit(3)	(377.5)	(447.1)
Gross profit margin(4)	*(26%)*	*(10%)*
EBITDA(5)	(2,875.7)	(2,491.5)
EBITDA margin(6)	*(201%)*	*(57%)*
Net loss(7)	(3,186.5)	(2,934.4)
Capital expenditures(8)	208.1	266.3
Capital expenditure ratio(9)	*15%*	*6%*

(1) Jabong's fiscal year ends on March 31.

(2) Referred to as "revenue" in Jabong's accounting or controlling records. Net revenues in the twelve-month period ended March 31, 2014 correspond to €56.6 million (converted at 2014 average exchange rate of EUR/INR = 0.0129).

(3) Referred to as "gross loss" in Jabong's accounting or controlling records. Gross profit is calculated as (i) net revenues (twelve-month period ended March 31, 2014: INR 4,385.7 million; twelve-month period ended March 31, 2013: INR 1,433.1 million) minus (ii) cost of sales (twelve-month period ended March 31, 2014: INR 4,832.8 million; twelve-month period ended March 31, 2013: INR 1,810.7 million).

(4) Gross profit margin is the ratio of gross profit to net revenues.

(5) EBITDA is calculated as (i) loss from operations (twelve-month period ended March 31, 2014: loss of INR 2,573.7 million; twelve-month period ended March 31, 2013: loss of INR 2,953.5 million) plus (ii) depreciation and amortization (twelve-month period ended March 31, 2014: INR 82.2 million; twelve-month period ended March 31, 2013: INR 77.8 million). EBITDA includes share-based payment transaction expense that amounted to INR 65.7 million in the twelve-month period ended March 31, 2014 and INR 153.6 million in the twelve-month period ended March 31, 2013.

(6) EBITDA margin is the ratio of EBITDA to net revenues.

(7) Loss for the year corresponds to €46.5 million in 2012 and €37.9 million in 2013.

(8) Capital expenditures are calculated as purchase of long lived assets that amounted to INR 266.3 million in twelve-month period ended March 31, 2014 and INR 208.1 million in twelve-month period ended March 31, 2013.

(9) The capital expenditure ratio corresponds to the ratio of capital expenditure to net revenues.

	As of March 31,(1)	
	2013	2014
	(unaudited) (in INR million)	
Net working capital(2)	(33.0)	504.8
Cash and cash equivalents	432.7	7,775.1

(1) Jabong's fiscal year ends on March 31.

(2) Net working capital is calculated as (i) inventories (March 31, 2014: INR 1,365.9 million; March 31, 2013: INR 437.2 million) plus (ii) trade and other receivables (March 31, 2014: INR 532.5 million; March 31, 2013: INR 282.1 million) plus (iii) prepayments and other assets (March 31, 2014: INR 43.9 million; March 31, 2013: INR 110.8 million) minus (iv) trade and other payables (March 31, 2014: INR 1,437.5 million; March 31, 2013: INR 863.2 million).

Jabong's net revenues more than tripled, from INR 1,433.1 million in the year ended March 31, 2013 to INR 4,385.7 million in the year ended March 31, 2014, led by an increase in product assortment, launch of international brands, exclusive tie-ups and brand building activities.

Gross profit declined from negative INR 377.5 million in the year ended March 31, 2013 to negative INR 447.1 million in the year ended March 31, 2014, but increased in percentage terms from negative 26% of net revenues to negative 10%, as a result of numerous factors, including an increase in scale, more efficient pricing by partners and an increase in the share of private label sales.

Capital expenditures decreased by nine percentage points, from 15% of net revenues in the year ended March 31, 2013 to 6% in the year ended March 31, 2014, although increasing in absolute value from INR 208.1 million to INR 266.3 million over the same period, due to expenditures required to scale up and build required infrastructure.

Net working capital increased from negative INR 33.0 million as of March 31, 2013 to INR 504.8 million as of March 31, 2014 due to an increase in scale and number of orders.

Cash and cash equivalents increased from INR 432.7 million as of March 31, 2013 to INR 7,775.1 million as of March 31, 2014.

Based on preliminary management information data, Jabong's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, but slightly less than the corresponding increase in gross merchandise volume. Due to an expansion of business EBITDA loss increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved significantly.

The following non-financial key performance indicators are used to evaluate and steer Jabong's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total unique visitors[(1)] (in million)	70	180	73	155
Number of total orders[(2)]	1,143	3,372	1,181	3,197
Gross merchandise volume[(3)] (in INR million)	1,495	5,114	1,726	5,095

(1) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

(2) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period (e-commerce excluding marketplace).

(3) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies), including value of vouchers and coupons.

نمشي
NAMSHI

Namshi is a 91.1% subsidiary and the only substantial asset held by Middle East eCommerce Holding GmbH. Since its inception in 2012, Namshi has been focusing on fashion-conscious customers in the Gulf Cooperation Council countries of the Middle East: Saudi Arabia, United Arab Emirates, Kuwait, Qatar, Bahrain and Oman. As the largest in-season fashion e-commerce player in the region, Namshi has over 180,000 customers to date, generating net revenues of AED 53.2 million in fiscal 2013. Namshi offers an assortment of clothing, shoes and accessories for men, women and children from local and international designers, and has exclusive contracts with certain major international brands, as well as its own private labels and provides a fast and reliable delivery service. Namshi has approximately 600,000 followers on Facebook and 400,000 subscribers to its newsletters.

Namshi is the leading full-price online fashion retailer in the Middle East, with its own warehouse and its own last-mile delivery capabilities in the United Arab Emirates. Namshi seized the opportunity to build a successful online fashion store in the region, where the offline fashion retail industry has been underserving the local demand due to the underdeveloped retail infrastructure (e.g., lack of street addresses and qualified third-party logistics and delivery service providers), the fragmented nature of the markets and cultural challenges. By operating its own warehouse and last-mile delivery infrastructure, Namshi has made same-day delivery and end-to-end customer experience service available to its customers in the United Arab Emirates and has overcome the operational challenges that retailers often face in the region. Namshi's customers can browse and choose from an extensive range of the trendiest local and international brands, as well as a growing private label portfolio, on their desktop and mobile devices from the comfort of their home. Focused on providing an excellent shopping experience to its customers across the Gulf Cooperation Council countries, Namshi endeavors to offer optimized access through all platforms. It has re-launched its mobile website and introduced a mobile application for the iOS platform, which together account for the majority of user sessions today. The iOS application alone accounted for over 10% of all placed orders only a week after its launch.

The six countries in which Namshi is active comprise a population of over 50 million people (Source: IMF, WEO Database, 2013). The Gulf Cooperation Council region has a combined GDP of over US$1.6 trillion, with an annual growth of approximately 4% (Source: IMF, WEO Database, 2013). Namshi believes that there is major development potential for the online fashion industry in this region, where online participation rates are high, with Saudi Arabia taking the first place in Twitter penetration and one of the highest penetration rates on Facebook and YouTube worldwide (Source: The Guardian Report, 2013). It is expected that the e-commerce market in the Middle East will grow over the coming years. The overall fashion retail market (consists of apparel and footwear) in Saudi Arabia and the United Arab Emirates is expected to amount to US$30 billion in 2014 and is expected to grow by approximately 38% to US$41 billion by 2018 (Source: Euromonitor, Apparel and Footwear, 2014). The online fashion penetration rate in these two countries is expected to be at a relatively low level of 0.4% of the overall fashion retail market compared to 11.3% in the United States in 2014 (Source: Euromonitor, Apparel and Footwear, 2014).

Namshi primarily focuses on igniting growth while maintaining its profitability objectives. It plans to upgrade the look and feel of its website to communicate an even more fashionable brand to its current and potential customers. By launching an Android application and utilizing new offline marketing channels, such as through television advertisements, Namshi aims to increase its brand recognition and the number of new customers on its online stores in the future. It also explores opportunities for a geographic expansion by creating a delivery infrastructure for shipments into Jordan and Lebanon. In addition, Namshi plans to broaden its assortment targeting to raise the number of offered items, as well as to further develop its private labels by hiring in-house production and design talents from top fashion producers, further driving differentiation and growth in profitability. In the meantime, Namshi is taking measures to reduce costs by improving inventory management, expanding its warehouse capacity and lowering delivery expenses through negotiations with third-party vendors and service providers, as well as by analyzing customer behavior and data to better predict customer preference and levels of return.

The following table provides an overview of the consolidated key financial indicators of MENA Style Fashion UG (haftungsbeschränkt) & Co. KG (holding company of Namshi's operating entity), which have been derived from accounting or controlling records of MENA Style Fashion UG (haftungsbeschränkt) & Co. KG and have been prepared on the basis of Full IFRS:

	Year ended December 31,	
	2012	**2013**
	(unaudited) (in AED million)	
Net revenues(1)	16.3	53.2
Year-on-year growth	*n/a*	*226%*
Gross profit(2)	5.4	24.3
Gross profit margin(3)	*33%*	*46%*
EBITDA(4)	(58.6)	(49.3)
EBITDA margin(5)	*(359%)*	*(93%)*
Loss for the year(6)	(24.2)	(50.5)
Capital expenditures(7)	0.9	2.7
Capital expenditure ratio(8)	*6%*	*5%*

(1) Referred to as "sale of goods" in Namshi's accounting or controlling records. Net revenues in 2013 correspond to €10.9 million (converted at 2013 average exchange rate of EUR/AED = 0.2051).

(2) Gross profit is calculated as (i) net revenues (2013: AED 53.2 million; 2012: AED 16.3 million) minus (ii) cost of goods sold (2013: AED 28.9 million; 2012: AED 10.9 million).

(3) Gross profit margin is the ratio of gross profit to net revenues.

(4) EBITDA is calculated as (i) operating profit or loss (2013: loss of AED 50.1 million; 2012: loss of AED 59.0 million) plus (ii) depreciation of property and equipment (2013: AED 0.6 million; 2012: AED 0.2 million) plus (iii) amortization of intangible assets (2013: AED 0.2 million; 2012: AED 0.1 million). EBITDA includes expense arising from equity-settled share-based payment transactions that amounted to AED 12.2 million in 2013 and AED 9.0 million in 2012.

(5) EBITDA margin is the ratio of EBITDA to net revenues.

(6) Loss for the year corresponds to €5.1 million in 2012 and €10.4 million in 2013. Loss for the year included change of redemption amount of financial liability (2012: AED 34.9 million) and, therefore, loss before change of redemption amount was AED 59.2 million in 2012. The gain from the change of redemption amount results from the measurement of limited partnership interests that are classified as liabilities in accordance with IAS 32.

(7) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: AED 2.2 million; 2012: AED 0.9 million) plus (ii) acquisition of intangible assets (2013: AED 0.5 million; 2012: AED 0.04 million).

(8) The capital expenditure ratio is the ratio of capital expenditures to net revenues.

	As of December 31,	
	2012	**2013**
	(unaudited) (in AED million)	
Net working capital(1)	4.6	(0.2)
Cash and cash equivalents	4.5	17.9

(1) Net working capital is calculated as (i) inventories (December 31, 2013: AED 6.9 million; December 31, 2012: AED 9.9 million) plus (ii) trade and other receivables (December 31, 2013: AED 7.7 million; December 31, 2012: AED 3.1 million) minus (iii) trade and other payables (December 31, 2013: AED 14.7 million; December 31, 2012: AED 8.4 million).

Namshi's net revenues more than tripled, from AED 16.3 million in 2012 to AED 53.2 million in 2013, with gross profit improving from AED 5.4 million in 2012 to AED 24.3 million in 2013 due to growth of private label merchandise and better management of inventory, which led to reduced discounting levels.

EBITDA margin improved from negative 359% in 2012 to negative 93% in 2013 due to scale effects and significant improvement in marketing efficiency.

Net working capital decreased from AED 4.6 million as of December 31, 2012 to negative AED 0.2 million as of December 31, 2013 due to more efficient inventory management and supplier credit terms.

Cash and cash equivalents increased from AED 4.5 million as of December 31, 2012 to AED 17.9 million as of December 31, 2013.

Based on preliminary management information data, Namshi's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, broadly in line with the increase in gross merchandise volume. EBITDA also improved in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, with EBITDA margin improving significantly.

The following non-financial key performance indicators are used to evaluate and steer Namshi's operations:

	Year ended December 31,		**Six months ended June 30,**	
	2012	**2013**	**2013**	**2014**
	(unaudited) (in thousands, unless indicated otherwise)		**(unaudited) (in thousands, unless indicated otherwise)**	
Number of total customers[(1)]	36	108	67	184
Number of active customers[(2)]	36	76	57	128
Number of total unique visitors[(3)] (in million)	9	8	4	5
Number of total orders[(4)]	64	152	59	170
Gross merchandise volume[(5)] (in AED million)	23	63	24	72

(1) Number of customers that have made at least one order as defined in "total orders".

(2) Number of customers having made at least one order as defined in "total orders" within the last 12 months before end of period.

(3) Number of total unique identifiers visiting the website in the period (including from mobile & tablets and through mobile apps) (Google analytics definition of "users").

(4) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period.

(5) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies), including value of vouchers.

General merchandise e-commerce companies

Our general merchandise companies offer a wide range of consumer goods in several categories including electronics, home & living, fashion, sports, kids & babies, health & beauty and media. Each company targets a particular high-growth region of the world.

The regional focus of these companies allows them to tailor their brands, product offering, delivery options, marketing mix and payment methods to match local needs and reflect customer preferences. This approach often demands that proprietary solutions are developed in order to ensure high service quality and generate a sustainable competitive advantage, which often includes operating an own warehouse, in-housing entire call centers, deploying dedicated last-mile delivery fleets, creating new payment methods, training local talent in new disciplines, developing new systems and so forth.

The general merchandise companies operate a multifaceted business model that may include (i) inventory-based business-to-consumer e-commerce, (ii) a third-party seller marketplace platform, (iii) a consumer-to-consumer marketplace, (iv) fulfillment services and (v) proprietary payment solutions. An increased focus on marketplace solutions is observed across the entire general merchandise portfolio, leading to a fast-paced increase in product assortment and price competitiveness while preserving the companies' economics and mitigating inventory risk.

All companies provide their services both via advanced desktop platforms and, increasingly, through native mobile applications for all major operating systems.

LAZADA

Launched in February 2012, Lazada Group has become a leading e-commerce department store for assorted merchandise in Southeast Asia, specifically Indonesia, Malaysia, the Philippines, Singapore, Thailand and Vietnam. Its operations also extend to Hong Kong/Shenzhen, which functions as a sourcing hub. Through Lazada, its main online shopping destination retail platform, Lazada Group offers a marketplace solution enabling third-party retailers to sell their products in addition to selling products owned by Lazada Group's retail operations. Through Lamido, Lazada Group's consumer-to-consumer marketplace solution, transactions are facilitated between third party sellers and buyers. Lazada Group has improved its visibility on social networks, as evidenced by the increase in Facebook fans from 0.3 million in September 2012 to 7.5 million in June 2014. In fiscal 2013, Lazada Group reported €56.8 million of net revenues.

Lazada Group addresses a population of approximately 540 million consumers across six fast growing economies in Southeast Asia (Source: IMF, WEO Database, 2013). This population is very young, tech-savvy and growing rapidly: 60% of the world's youth population is located in the Asia Pacific region (Source: UN ESCAP, Asia Pacific Forum on Sustainable Development, 2014). In terms of economic growth, the region is also very promising. By 2018, the GDP of each country where Lazada Group operates is forecast to grow at rates between 5.6% and 12.4% (Source: IMF, WEO Database, not including Singapore). Consumers are benefiting from this strong economic growth, and the number of people with a disposable income above US$3,000 is expected to exceed 145 million by 2015 (Source: WSJ Report, 2012).

Lazada Group's multi-tiered operating model can be divided into five segments, each offering a separate stream of revenue.

- Lazada's business-to-consumer segment enables Lazada to control its supply chain and directly build reputation and trust with its customers.
- Lazada operates an online marketplace platform, expanding the assortment of products on Lazada's websites while reducing inventory risk.
- Through its consumer-to-consumer segment (Lamido), Lazada Group is able to bring smaller sellers online.
- Through the fulfillment segment (Lazadaexpress), Lazada Group provides merchants e-commerce logistics services, further driving operational efficiency.
- Lazada Group is developing its own payment systems (helloPay), which will offer customers trustworthy and reliable payment options while reducing costs for sellers.

A key driver of growth for Lazada is its market-leading mobile platform. Mobile visitors are directed to a dedicated mobile site for an optimized user experience, and customers with Android, iOS or Windows Phone can download Lazada apps designed specifically for their operating system. With approximately 2.0 million downloads as of August 2014, the Lazada app for Android is ranked among the top four shopping applications in Google Play across all of Lazada's markets (Source: Google Play App Store). Recently launched in January 2014, the Lazada app for iOS already has around 1.1 million downloads as of August 2014 and was featured as a "Best New App" by Apple (Source: Apple App Store). Additionally, Lazada has partnered with key mobile players in Southeast Asia, including LINE, WeChat and KakaoTalk. Lazada's visits from mobile devices, tablets and Lazada's app increased from about 12% in the first quarter of 2013 to about 49% in the second quarter of 2014.

Lazada Group distinguishes itself in terms of its assortment with over 390,000 curated SKUs across 15 categories (as of second quarter 2014), its onsite experience and its fulfillment logistics.

In order to offer a broad assortment to its customers, Lazada leverages the online marketplace model, which comprised approximately 45% of net merchandise value as of June 2014. In addition to its roughly 2,900 retail suppliers, Lazada has about 3,000 active marketplace merchants who currently drive assortment growth and facilitate multi-source price competition (both numbers are as of the second quarter of 2014 and exclude Lamido). Lazada's marketplace merchants contribute approximately 258,000 products to Lazada's online assortment on top of Lazada's roughly 134,000 retail products (both numbers are as of the second quarter of 2014 and exclude Lamido).

Furthermore, Lazada Group focuses on making the onsite experience effortless and engaging. In addition to offering a platform agnostic website, Lazada Group affords returning visitors a personalized experience including product recommendations based on data such as the visitor's browsing history. Lazada Group is also focused on improving the relevance of search results and refining filter navigation.

Despite the logistical challenges posed by the geography and cultural diversity of Southeast Asia, Lazada Group's fulfillment infrastructure has an unparalleled reach across the region. By finding logistical partners, Lazada Group has developed a unique and complex supply chain that targets customers in rural areas that were previously deemed hard to reach. As a result, more than 50% of its customers are located outside of tier one metropolitan areas. To overcome the high variability of supplier sophistication in the region, Lazada Group provides training for its merchants, offers merchants simple and intuitive online platforms, and has a diversified supply system. Despite the multitude of languages spoken by its customers, Lazada Group strives to offer superior customer service through multiple call centers that follow standardized processes and are centrally controlled.

The following table provides an overview of Lazada Group's consolidated key financial indicators, which have been derived from accounting or controlling records of Lazada Group and have been prepared on the basis of Full IFRS:

	Year ended December 31, 2013
	(unaudited)
	(in € million)
Net revenues	56.8
Year-on-year growth	*n/a*
Gross profit[(1)]	3.7
Gross profit margin[(2)]	*6%*
EBITDA[(3)]	(50.7)
EBITDA margin[(4)]	*(89%)*
Loss for the year	(51.8)
Capital expenditures[(5)]	1.0
Capital expenditure ratio[(6)]	*2%*

(1) Gross profit is calculated as (i) net revenues (2013: €56.8 million) minus (ii) cost of goods sold (2013: €53.2 million).

(2) Gross profit margin is the ratio of gross profit to net revenues.

(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of €51.3 million) plus (ii) depreciation of property, plant and equipment (2013: €0.5 million) plus (iii) amortization of intangible assets (2013: €0.1 million). EBITDA includes share based payment expense that amounted to €6.5 million in 2013.

(4) EBITDA margin is the ratio of EBITDA to net revenues.

(5) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: €0.6 million) plus (ii) acquisition of intangible assets (2013: €0.4 million).

(6) The capital expenditure ratio corresponds to the ratio of capital expenditure to net revenues.

	As of December 31, 2013
	(unaudited)
	(in € million)
Net working capital[(1)]	(5.3)
Cash and cash equivalents	182.6

(1) Net working capital is calculated as (i) inventories (December 31, 2013: €5.7 million) plus (ii) trade and other receivables (December 31, 2013: €2.1 million) plus (iii) prepaid expenses (December 31, 2013: €0.3 million) minus (iv) trade and other payables (December 31, 2013: €13.4 million).

Lazada Group experienced growing net revenues throughout the year, resulting in net revenues of €56.8 million for 2013. Cash generating working capital supported Lazada Group's capital efficiency. A change in working capital from operations provided approximately €3 million in cash in 2013. Lazada Group's cash and cash equivalents at the end of 2013 was €182.6 million.

Based on preliminary management information data, Lazada Group's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, although by roughly half relative to the corresponding increase in gross merchandise volume due to the shift from a pure e-commerce model towards the attractive marketplace model. Due to the expansion of business, EBITDA loss increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved considerably.

The following non-financial key performance indicators are used to evaluate and steer Lazada Group's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total customers(1)	132	871	411	1,757
Number of total transactions(2)	192	1,289	446	1,841
Number of total orders(3)	192	1,244	444	1,365
Number of active customers(4)	132	774	402	1,410
Number of total unique visitors(5) (in million)	43	103	54	70
Gross merchandise volume(6) (in € million)	9	65	24	73

(1) Number of customers that have made at least one transaction as defined in "total transactions".
(2) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period (e-commerce and marketplace).
(3) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period (e-commerce excluding marketplace).
(4) Number of customers having made at least one transaction as defined in "total transactions" within the last 12 months before end of period.
(5) Number of total unique identifiers visiting the website in the period (including from mobile & tablets and through mobile apps) (Google analytics definition of "users").
(6) The total value of "total transactions" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies).

Launched in May 2012, Linio believes it has become the most visited multi-category e-commerce company addressing major Spanish-speaking Latin American countries, namely Colombia, Mexico, Peru, Venezuela and, since July/August 2014, also Chile and Panama. Linio reported €48 million of net revenues in fiscal 2013, a growth rate of 633% over 2012.

Linio is positioned in a highly attractive region. Latin America is expected to present strong growth, with GDP projected to increase by 4.5% per annum in the coming five years (Source: IMF, WEO Database) and non-food retail sales expected to grow 6.7% per annum, from US$462 billion in 2014 to US$600 billion in 2018 (Source: IMF, Goldman Sachs Research). The region is also home to an increasingly tech-savvy population, with Mexico, for instance, having the fifth largest Facebook market worldwide (Source: Socialbaker). E-commerce makes up 2.1% (Source: IMF, Goldman Sachs Research) of the non-food-retail sales but is expected to progress rapidly as it has in other newly advanced economies. China, for example, is already expected to achieve a non-food e-commerce penetration rate (excludes vending and grocery retailers) of around 10.9% (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, based on fixed 2013 exchange rates).

Linio's current target markets encompass a population of approximately 248 million (Source: IMF, WEO Database, 2013), and with the company's planned expansion to an additional five Spanish-speaking Latin American countries, this addressable market is expected to further increase by approximately 100 million people (Source: IMF, WEO Database, 2013) and US$197 billion of non-food retail sales (Source: IMF, Goldman Sachs Research). The company's unique value proposition is focused on offering a large product assortment at market-leading prices, with a wide range of payment methods, a very reliable delivery service (reaching over 95% of the population) and a very convenient shopping experience in the market.

To achieve such a goal, Linio is developing a multi-tiered operating model that can be divided into four segments, each offering a separate stream of revenue.

- Linio's original inventory-based, business-to-consumer segment enables the company to control its supply chain and make targeted assortment investments to boost sales and build customer loyalty.
- Linio now also operates an online marketplace platform where third-party sellers can offer their products, thereby expanding product assortment and mitigating inventory risk.
- Through its nascent fulfillment services, Linio expects to be able to provide merchants with e-commerce logistics solutions, further driving operational efficiency and increasing service quality to end customers.
- A proprietary payment solution will be developed in order to offer customers a trustworthy and reliable payment option while reducing transaction costs.

One of the main drivers of Linio's recent growth, the online marketplace model allows reputable retailers to sell original/new products to Linio customers via a modern intermediating platform, in exchange for a commission over the revenue generated. The platform handles the entire payment process and monitors fulfillment so as to ensure a seamless purchase experience. For additional charges, Linio can also customize dedicated shop-in-shops for selected vendors and brands, as well as operate their marketing and logistics fronts. Finally, the marketplace model also allows for competing offers for similar products, thereby rendering attractive prices for end customers without jeopardizing the company's economics.

The marketplace model has allowed for significant growth of Linio's assortment. In July 2014, Linio's customers had access to more than 450 thousand active SKUs across 60 sub-categories (as of July 2014), including electronics, home & living, fashion, sports, kids & babies, health & beauty and media. Linio has more than 2 thousand active marketplace merchants (as of July 2014) who currently drive assortment growth and facilitate price competition. Linio marketplace merchants contribute more than 150 thousand active SKUs to Linio's online assortment.

Accessibility through mobile devices is key to reaching potential customers in the regions where mobile penetration outpaces internet desktop penetration. About 24% (as of July 2014) of all Linio traffic already comes from mobile devices, compared to less than 5% in the second quarter of 2012, and accelerated growth is expected as Linio has recently launched proprietary native iOS and Android apps.

Finally, as a genuinely customer-centric organization, Linio places the needs and convenience of its shoppers in first place when designing its strategic and tactical approach. Linio was the first major e-commerce platform in the region to offer cash-on-delivery as a payment method (which is quite important in a region with such low credit card penetration), and it now offers delivery options that are faster than those of all its competitors. As a core part of the business, customer service is handled by an internal team operating out of four fully-owned call center facilities. In order to control the end-to-end fulfillment chain, Linio utilizes a proprietary inventory management system and operates four warehouses in metropolitan areas. By partnering with major logistics carriers and using dedicated last-mile delivery fleets in selected locations, Linio has been able to address second, third and fourth tier areas that were not previously served by incumbents. As a result, the company has rapidly achieved a highly engaged customer base, as evidenced by the approximately 2.0 million subscribers to its daily newsletter and its 2.7 million fans on Facebook.

The following table provides an overview of Linio's consolidated key financial indicators, which have been derived from accounting or controlling records of Linio and have been prepared on the basis of Full IFRS:

	Year ended December 31,	
	2012	**2013**
	(unaudited)	
	(in € million)	
Net revenues	6.5	47.9
Year-on-year growth	*n/a*	*633%*
Gross profit(1)	(0.4)	4.7
Gross profit margin(2)	*(6%)*	*10%*
EBITDA(3)	(14.5)	(34.1)
EBITDA margin(4)	*(221%)*	*(71%)*
Profit / (loss) for the year	(14.5)	(35.9)
Capital expenditures(5)	0.5	1.5
Capital expenditure ratio(6)	*8%*	*3%*

(1) Gross profit is calculated as (i) net revenues (2013: €47.9 million; 2012: €6.5 million) minus (ii) cost of goods sold (2013: €43.2 million; 2012: €6.9 million).

(2) Gross profit margin is the ratio of gross profit to net revenues.

(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of €34.5 million; 2012: loss of €14.6 million) plus (ii) depreciation of property, plant and equipment (2013: €0.4 million; 2012: €0.1 million) plus (iii) amortization of intangible assets (2013: €0.05 million; 2012: €0.01 million). EBITDA includes share based payment expense that amounted to €4.5 million in 2013 and €3.1 million in 2012.

(4) EBITDA margin is the ratio of EBITDA to net revenues.

(5) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: €1.4 million; 2012: €0.4 million) plus (ii) acquisition of intangible assets (2013: €0.1 million; 2012: €0.1 million).

(6) The capital expenditure ratio corresponds to the ratio of capital expenditure to net revenues.

	As of December 31,	
	2012	2013
	(unaudited) (in € million)	
Net working capital[(1)]	(16.3)	(4.0)
Cash and cash equivalents	4.2	21.1

(1) Net working capital is calculated as (i) inventories (December 31, 2013: €5.0 million; December 31, 2012: €2.5 million) plus (ii) trade and other receivables (December 31, 2013: €1.6 million; December 31, 2012: €0.4 million) minus (iii) trade and other payables (December 31, 2013: €10.7 million; December 31, 2012: €19.2 million).

As shown above, Linio's net revenues increased strongly from €6.5 million in 2012 to €47.9 million in 2013 driven by an increase in both customer base and orders. Gross profit margin increased by 16 percentage points as a result of Linio's increasing scale and better negotiating power with suppliers. EBITDA margin improved by 150 percentage points, from negative 221% in 2012 to negative 71% in 2013, as a result of improved operating efficiency across all cost lines, such as more efficient marketing spend. At the same time, Linio's employee base more than doubled from 514 persons as of December 2012 to 1,246 persons as of December 2013. During fiscal year 2013, Linio controlled its capital expenditures, reflected in the steady decrease over net revenues. By the end of fiscal year 2013, Linio had cash and cash equivalents of €21.1 million.

Based on preliminary management information data, Linio's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, although significantly less than the corresponding increase in gross merchandise volume due to the shift from a pure e-commerce model towards a marketplace model. Due to the expansion of business, EBITDA loss increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved.

The following non-financial key performance indicators are used to evaluate and steer Linio's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total customers[(1)]	38	343	145	561
Number of total transactions[(2)]	54	569	176	476
Number of total orders[(3)]	54	558	176	397
Number of active customers[(4)]	38	318	144	465
Number of total unique visitors[(5)] (in million)	12	31	16	20
Gross merchandise volume[(6)] (in € million)	7	52	19	33

(1) Number of customers that have made at least one transaction as defined in "total transactions".

(2) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period (e-commerce and marketplace).

(3) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period.

(4) Number of customers having made at least one transaction as defined in "total transactions" within the last 12 months before end of period.

(5) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

(6) The total value of "total transactions" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies).

Launched in 2012, Jumia has become a frontrunner in bringing e-commerce to Nigeria, Cameroon, Egypt, Ghana, Ivory Coast, Kenya, Morocco and Uganda. Today, Jumia is the largest online shopping mall in Africa and expects to strengthen its market leadership with the launch of operations in various additional countries across the continent by the end of 2014. Operations in South Africa are run by Jumia's sister company, Zando. In 2013, Jumia was named the best new retail launch of the year by the World Retail Congress and became the first African company to receive the World Retail Award (Source: Ian McGarrigle, chairman of the World Retail Congress). Through its desktop and mobile websites and mobile applications, Jumia currently gives its customers access to over 56,000 SKUs offered by more than 3,800 brands in 11 different categories (as of January 2014). It primarily focuses on fashion and electronics, with fashion comprising circa 30% of total net merchandise value as of May 2014. Jumia's operating model is based both on business-to-consumer e-commerce and online marketplace, which allows retailers to sell their products to customers online via Jumia's platform. In fiscal 2013, Jumia reported €29.0 million of net revenues.

Jumia and Zando's geographic markets (Nigeria, Cameroon, Egypt, Ghana, Ivory Coast, Kenya, Morocco, South Africa and Uganda) have a total population of approximately 492 million and a GDP of approximately US$1.2 trillion. By 2018, the population is forecast to grow by one to three percent, and the GDP of each country is expected to grow at rates between 4 and 13 percent (Source: IMF, WEO Database).

Currently, the African market is largely dominated by mobile use with an Internet penetration rate that is expected to grow. Although the broadband penetration rate in Africa is currently at 5.1% (Source: BMI, Market Data, 2014), approximately 13.6% of the population has a smartphone in 2014 (Source: WCIS Cellular Forecasts). Smartphone use is forecasted to grow in the coming years, and by 2018, 33.3% of the population is expected to have a smartphone (Source: WCIS Cellular Forecasts). Internet penetration rates are also forecasted to increase in the markets where Jumia and Zando are active. In South Africa, for example, the Internet penetration rate is expected to grow from 44.2% in 2013 to 52.4% in 2018 (Sources: IMF, WEO Database; IDC Database). In Uganda, the Internet penetration is forecast to grow by 19.8% from 22.7% in 2013 to 42.4% in 2018 (Sources: IMF, WEO Database; BMI, Market Date). As a result, e-commerce sales are expected to grow in the coming years.

Jumia has adapted to address the operational challenges in the region and is seen as the destination for quality, which enables brands to quickly have access to the fast growing middle class in Africa. Jumia's operations are characterized by a balance of in-house and outsourced processes, with its own delivery fleets, warehouses, production and call centers working closely together with selected partners. Jumia operates more than 120,000 square feet of warehousing space in Lagos, Cairo, Casablanca, Nairobi and Abidjan, which help to increase fulfillment speed and accuracy and improve the customer experience. In Nigeria, Jumia's nine hubs and its own delivery fleet gives it a target population reach exceeding 75%. Through its largely non-owned inventory model involving a high share of consignment and cross-docking, Jumia minimizes inventory risk without sacrificing the breadth of goods offered on its websites. Further, Jumia uses the cash on delivery payment method to address a market in which approximately 80% of the population does not have a bank account (Sources: Global Envision Report, 2013; IMF, WEO Database, 2013) and to overcome fears of Internet fraud.

The accessibility of Jumia's websites on mobile devices is a key to reaching potential customers in its target markets. Through the Jumia App for Android, customers can receive notifications of special offers and daily deals, browse by category, brand, price, color and more, view detailed product descriptions with images and customer ratings, manage their account and shopping bag, and select cash on delivery or secure mobile payment options. In the first quarter of 2014, 28% of total visits to Jumia's websites came from mobile devices, up from 14% a year before.

In order to drive future growth, Jumia aims to leverage synergies from its existing partnerships with MTN and Millicom, two major telecommunications companies in Africa with over 170 million subscribers in 22 countries (Source: MTN and Millicom data as of December 31, 2013). Through these partnerships, Jumia aims to increase traffic from mobile users through cross promotions, shared marketing campaigns, mobile apps, the sharing of business data, cross-selling and cross-fertilization, as well as the joint use and construction of certain infrastructure (e.g., the creation of Internet stations). In collaboration with MTN and Millicom, Jumia plans to develop and grow a mobile payment platform. Further, these partnerships will foster an exchange of knowledge and best practices across key functions such as human resources, marketing and information technology and therefore facilitate development and growth of business.

To build the largest shopping mall in the African continent, Jumia plans to continue to develop its marketplace model, thereby improving its assortment of goods while further reducing inventory risk. In addition, Jumia aims to enhance the mix between fashion and electronics while continuing to improve its margins. Lastly, Jumia aspires to acquire more customers and to expand to more untapped markets in Africa.

The following table provides an overview of Jumia's consolidated key financial indicators, which have been derived from accounting or controlling records of Jumia and have been prepared on the basis of Full IFRS:

	Year ended December 31, 2013
	(unaudited) (in € million)
Net revenues	29.0
Year-on-year growth	*n/a*
Gross profit[(1)]	5.4
Gross profit margin[(2)]	*19%*
EBITDA[(3)]	(33.6)
EBITDA margin[(4)]	*(116%)*
Loss for the year	(35.1)
Capital expenditures[(5)]	1.2
Capital expenditure ratio[(6)]	*4%*

(1) Gross profit is calculated as (i) net revenues (2013: €29.0 million) minus (ii) cost of goods sold (2013: €23.6 million).

(2) Gross profit margin is the ratio of gross profit to net revenues.

(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of €34.1 million) plus (ii) depreciation and impairment of property, plant and equipment (2013: €0.4 million) plus (iii) amortization and impairment of intangible assets of (2013: €0.03 million). EBITDA includes share based payment expense that amounted to €3.1 million in 2013.

(4) EBITDA margin is the ratio of EBITDA to net revenues.

(5) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: €1.1 million) plus (ii) acquisition of intangible assets (2013: €0.1 million).

(6) The capital expenditure ratio corresponds to the ratio of capital expenditure to net revenues.

	As of December 31, 2013
	(unaudited) (in € million)
Net working capital[(1)]	(2.0)
Cash and cash equivalents	11.2

(1) Net working capital is calculated as (i) inventories (December 31, 2013:€3.9 million) plus (ii) trade and other receivables (December 31, 2013: €4.7 million) minus (iii) trade and other payables (December 31, 2013: €10.6 million).

Net revenues in 2013 were driven by significant order intakes in Jumia's markets. The negative EBITDA was due to overhead and marketing expenses in order to increase net revenues. Jumia's capital expenditure amounted to 4% of net revenues in 2013. Jumia's net working capital was negative in 2013 on account of their non-owned inventory strategy, particularly their high usage of cross-docking and consignment.

Based on preliminary management information data, Jumia's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, broadly in line with the corresponding increase in gross merchandise volume. EBITDA loss remained broadly stable in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved significantly.

The following non-financial key performance indicators are used to evaluate and steer Jumia's operations (Jumia and Zando). The key performance indicators presented below do not include Uganda:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total customers[(1)]	50	228	123	361
Number of total transactions[(2)]	88	460	172	429
Number of active customers[(3)]	50	195	119	274
Number of total unique visitors[(4)] (in million)	8	25	14	15
Gross merchandise volume[(5)] (in € million)	6	33	13	27

(1) Number of customers that have made at least one transaction as defined in "total transactions".

(2) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period (e-commerce and marketplace).

(3) Number of customers having made at least one transaction as defined in "total transactions" within the last 12 months before end of period.
(4) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").
(5) The total value of "total transactions" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies).

Home & Living Companies

Westwing is an online retailer for a frequently changing, curated selection of home and living products in 12 countries, including Germany, Italy, Brazil, Russia, France, Spain, Poland, the Netherlands, Austria, Switzerland and – most recently – Kazakhstan and Belgium, with €111.4 million of net revenues in 2013 and more than 70% of its revenues outside of Germany. Through its desktop and mobile websites and mobile applications, Westwing inspires its mostly female customers to shop a hand-picked selection of deco products and textiles for home and living as well as small and large (on-demand) furniture pieces sourced from a vast variety of suppliers and from its own private labels.

Westwing distinguishes itself by its global and local sourcing of its inspiring curation of products and the resulting high engagement and loyalty of its customers. Westwing sources the merchandise locally in a highly fragmented market from over 3,000 suppliers relying on 7 logistics centers with more than 50,000 square meters. By selling its merchandise internationally, Westwing is able to provide its customers with high value as a result of its daily curated selection of brands and products in an inspiring and content-rich editorial environment as well as a favorable competitive situation in a fragmented supplier environment. Westwing's daily and inspiring curation of selected brands and products leads to excellent customer loyalty, evidenced by Westwing's over 70% share of monthly orders from repeat customers. In addition, the high engagement on Westwing's website with on average more than 4 visits per month per unique logged-in member, as well as the average monthly engagement on the site of over 20 minute per unique logged-in member with 2.9 million unique logged-in members in June 2014, further demonstrate the high loyalty of Westwing's business model.

Strong local presence in its international markets with more than 1,100 employees and highly complex multinational logistics helps Westwing to provide a constant quality of service and customer satisfaction and to reduce return rates. Westwing pursues a "zero-inventory" model with a sell-first approach. Accordingly, Westwing does not need to keep significant inventory. Westwing relies on a largely in-house developed and maintained software architecture which is highly scalable and which includes full support for mobile platforms. The server hardware is mostly owned by Westwing. Since its founding in 2011, Westwing has experienced strong new customer growth and an increasing number of repeat purchases by existing customers, which have been the keys to the economic success of Westwing's business.

Westwing's market encompasses a population of over 690 million people across 12 countries on 3 continents (Source: IMF, WEO Database, 2013). The overall size of the Western European home and living market alone amounts to around US$204 billion in 2014 and is expected to grow by approximately 8% to around US$221 billion in 2018 (Source: Euromonitor, Home and Garden, 2014 (consists of home furnishings and homewares)). Westwing believes that home and living as a category has started to move online just recently and therefore e-commerce penetration is expected to massively grow. In addition, home and living as a category has advantages over other e-commerce categories, e.g. no fit problems. Westwing believes that it is ideally positioned to continue gaining market share. A recent TV advertising campaign for its Italian business led to a clear step-up in aided brand awareness. Westwing believes based on this successful TV advertising campaign that TV is a significant opportunity to further accelerate Westwing's growth. Westwing has seen a fast-growing active customer base.

Westwing believes that it enjoys a strong competitive position. It is uniquely differentiated from its competitors as a destination for curated, inspirational and at the same time affordable home and living products. In addition, Westwing differentiates by offering consumers a huge variety of exciting and inspiring products from over 3,000 suppliers which leads to a high degree of customer loyalty.

We invested in Westwing in September/October 2011 only shortly after the company had been founded by the current CEO, the style director and three other co-founders in April 2011 and financed by business angels and Holtzbrinck Ventures in June 2011.

The following table provides an overview of Westwing's key financial indicators, which have been derived from accounting or controlling records of Westwing and have been prepared in accordance with German GAAP:

	Year ended December 31,	
	2012	**2013**
	(unaudited)	
	(in € million)	
Net revenues	45.8	111.4
Year-on-year growth	*n/a*	*143%*
Gross profit(1)	11.8	44.8
Gross profit margin(2)	*26%*	*40%*
EBITDA(3)	(61.9)	(39.5)
EBITDA margin(4)	*(135%)*	*(35%)*
Loss for the year	(64.0)	(41.5)
Capital expenditures(5)	1.5	1.2
Capital expenditure ratio(6)	*3%*	*1%*

(1) Gross profit is calculated as (i) net revenues (2013: €111.4 million; 2012: €45.8 million) minus (ii) cost of goods sold (2013: €66.6 million; 2012: €34.0 million).

(2) Gross profit margin is the ratio of gross profit to net revenues.

(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of €40.2 million; 2012: loss of €62.2 million) plus (ii) depreciation of property, plant and equipment and amortization of intangible assets (2013: €0.7 million; 2012: €0.3 million). Operating profit or loss is calculated as (i) gross profit (2013: €44.8 million; 2012: €11.8 million) minus (ii) selling expenses (2013: €64.4 million; 2012: €50.9 million) minus (iii) general and administrative expenses (2013: €19.6 million; 2012: €22.4 million) plus (iv) other income (2013: €0.5 million; 2012: €0.2 million) minus (v) other operating expenses (2013: €1.5 million; 2012: €0.9 million).

(4) EBITDA margin is the ratio of EBITDA to net revenues.

(5) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: €1.1 million; 2012: €1.4 million) plus (ii) acquisition of intangible assets (2013: €0.2 million; 2012: €0.1 million).

(6) The capital expenditure ratio corresponds to the ratio of capital expenditure to net revenues.

	As of December 31,	
	2012	**2013**
	(unaudited)	
	(in € million)	
Net working capital(1)	(6.6)	(14.3)
Cash in hand, bank balances and checks	8.8	29.8

(1) Net working capital is calculated as (i) inventories (December 31, 2013: €5.7 million; December 31, 2012: €2.8 million) plus (ii) trade and other receivables (December 31, 2013: €3.6 million; December 31, 2012: €1.9 million) minus (iii) trade and other payables (December 31, 2013: €21.0 million; December 31, 2012: €9.2 million) minus (iv) advance payments received (December 31, 2013: €2.6 million; December 31, 2012: €2.2 million).

Westwing's net revenues increased by 143% from €45.8 million in 2012 to €111.4 million in 2013 due to an increase in the number of active customers and loyalty from existing customers across its markets.

Gross profit margins improved from 26% in 2012 to 40% in 2013 based on more favorable supply conditions and higher volumes and has been further increased in 2014.

Westwing's EBITDA improved from negative €61.9 million in 2012 to negative €39.5 million in 2013 due to the benefits from investments into global teams and technology and the impact of customer acquisition initiatives.

Westwing showed in both periods negative net working capital. Its cash in hand, bank balances and checks were further strengthened by an additional funding of €33 million in 2014.

Based on preliminary management information data, Westwing's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, broadly in line with the corresponding increase in gross merchandise volume. Due to the expansion in business, EBITDA loss increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved.

The following non-financial key performance indicators are used to evaluate and steer Westwing's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total customers(1)	228	583	410	835
Number of active customers(2)	226	447	360	582
Number of total unique logged-in members(3)	4,465	7,725	5,355	7,642
Number of total orders(4)	524	1,164	530	922
Gross merchandise volume(5) (in € million)	47	118	56	85

(1) Number of customers that have made at least one order as defined in "total orders".

(2) Number of customers having made at least one order as defined in "total orders" within the last 12 months before end of period.

(3) Total number of members who have logged in at least once during period (including new members). This key performance indicator excludes Brazil before January 2013. Login tracking was not available in Brazil before 2013 because the version of the technology platform database used by Brazil did not support login tracking until the end of 2012. Therefore, there is no such data available before 2013.

(4) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected & returned), i.e., total numbers of orders shipped in the period.

(5) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies).

home24

Launched in 2012, Home24 has become a leading full-shop online retailer for home and living products in currently seven countries including Germany, Brazil (under the "Mobly" brand), Belgium, France, the Netherlands, Switzerland and Austria, with €92.8 million of net revenues in fiscal 2013 and more than 40% of its net revenues outside of its home market Germany. Home24 provides its customers with access to a significant assortment in home and living e-commerce comprising over 100,000 products as of September 1, 2014 which makes Home24 by its own estimate the largest pure-play home and living e-commerce business. Home24 products are offered at very attractive prices and lead times and are delivered to customers free of charge. Home24's assortment is focused on large furniture but also includes a broad variety of small furniture, garden and leisure articles, accessories and lighting products sourced from a fragmented supplier base with a significant high-margin private label potential. As of July 2014, the customer base reached 1,000,000 customers, and is rapidly expanding. Home24 is able to show profitable customer cohorts on first purchase, a result of strong unit economics, high basket size, relatively low returns and an efficient marketing mix. The rapidly growing customer base is seen as a significant asset of the company, providing profitable loyalty effects over the customer lifetime. More than 30% of Home24's European traffic is generated on its proprietary mobile and tablet sites.

Home24 believes that it distinguishes itself not only by its wide assortment, but also by the degree of product availability and the quality of its fulfillment and customer service as a result of Home24 controlling all relevant aspects of its inventory infrastructure and its global and hard-to-replicate sourcing setup. Home24 believes that its fulfillment and customer service are best in class. Through its differentiated inventory and logistics model, combining four different fulfillment channels (warehouse, cross docking, dropship and partner program) via all relevant logistics players, Home24 seeks to minimize inventory risks while at the same time growing the business through its negative cash cycle without investments into working capital.

While Home24's supplier base is significantly fragmented, it has established long-term relationships with over 400 suppliers. Home24 has significant sourcing expertise in Asia Pacific and Central Eastern Europe and has implemented real-time electronic data interchange with many important suppliers. Since its launch in 2012, Home24 has experienced strong customer growth and a continuous improvement in customer satisfaction, which have been instrumental for the economic success of its business. Home24 faces relatively low return rates and an increasing share of returning customers.

The addressable market in Western Europe may reach a volume of US$221 billion by 2018 (Source: Euromonitor, Home and Garden, 2014 (consists of home furnishings and homewares)). Home24 believes that the trend towards online in home and living has just started and, accordingly, expects an acceleration of online market growth across the entire category. In addition, home and living has advantages over other categories, such as no fitting problems, higher basket sizes, limited seasonality and only limited competition. Fuelled by a growing base of active Internet and smartphone users, Home24 expects the Western European market alone to be a huge opportunity. In addition, e-commerce growth is gaining significant traction also in geographies outside Western Europe, e.g. Latin America. Home24 dominates the online space with 47% of the brand search volume (the data refer to Home24 Germany) compared to 22% of avandeo, 13% of Fab and 12% of Fashion for Home (Source: Google data, brand search volumes, fourth quarter of 2013). It also stands out with best-in-class customer satisfaction ratings of 4.5 out of 5 points for Home24 Germany as of July 31, 2014 (Source: Trusted Shops customer reviews).

As the industry continues to grow, Home24 strives to expand its business. Home24 plans to increase its attractiveness for new customers by complementary assortments, seamless fulfillment and efficient online marketing campaigning. It will further fuel profitable expansion by developing its private label business and by reinforcing brand building. The expansion will be technically underpinned by a shift from third-party to own operations and will focus on best-in-class customer experience. Home24 is able to support all core processes through in-house developed IT systems ranging from the shop development to logistic processes.

The following table provides an overview of Home24's consolidated key financial indicators, which have been derived from accounting or controlling records of Home24 and have been prepared on the basis of EU-IFRS:

	Year ended December 31,	
	2012	2013
	(unaudited) (in € million)	
Net revenues	62.1	92.8
Year-on-year growth	*n/a*	*50%*
Gross profit(1)	18.4	36.2
Gross profit margin(2)	*30%*	*39%*
EBITDA(3)	(80.7)	(37.9)
EBITDA margin(4)	*(130%)*	*(41%)*
Loss for the year	(81.6)	(41.8)
Capital expenditures(5)	4.1	2.8
Capital expenditure ratio(6)	*7%*	*3%*

(1) Gross profit is calculated as (i) net revenues (2013: €92.8 million; 2012: €62.1 million) minus (ii) cost of goods sold (2013: €56.6 million; 2012: €43.7 million).
(2) Gross profit margin is the ratio of gross profit to net revenues.
(3) EBITDA is calculated as (i) operating profit or loss (2013: loss of €40.2 million; 2012: loss of €81.1 million) plus (ii) depreciation of property, plant and equipment (2013: €0.4 million; 2012: €0.4 million) plus (iii) amortization of intangible assets (2013: €1.9 million; 2012: €0.03 million). EBITDA includes share based compensation expense that amounted to €6.4 million in 2013 and €5.6 million in 2012.
(4) EBITDA margin is the ratio of EBITDA to net revenues.
(5) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: €0.4 million; 2012: €1.2 million) plus (ii) acquisition of intangible assets (2013: €2.4 million; 2012: €2.9 million).
(6) The capital expenditure ratio corresponds to the ratio of capital expenditure to net revenues.

	As of December 31,	
	2012	2013
	(unaudited) (in € million)	
Net working capital(1)	0.5	(4.3)
Cash and cash equivalents	21.2	34.0

(1) Net working capital is calculated as (i) inventories (December 31, 2013: €7.0 million; December 31, 2012: €8.3 million) plus (ii) trade and other financial receivables (December 31, 2013: €4.2 million; December 31, 2012: €4.0 million) minus (iii) trade and other payables (December 31, 2013: €15.5 million; December 31, 2012: €11.7 million).

Home24's net revenues showed a strong year-on-year growth, increasing by 50% from €62.1 million in 2012 to €92.8 million in 2013.

Gross profit margins improved from 30% in 2012 to 39% in 2013 based on more favorable purchasing conditions and the development of its own private label brands. Home24's other variable cost items, including cost of goods sold, fulfillment, marketing and other operational expenditure showed a comparably favorable development.

Home24's EBITDA showed a significant improvement in profitability, improving from negative €80.7 million in 2012 to negative €37.9 million in 2013.

Home24's net working capital decreased from €0.5 million as of December 31, 2012 to negative €4.3 million as of December 31, 2013 by turning the cash cycle and generating more cash with additional revenues.

Based on preliminary management information data, Home24's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, broadly in line with the corresponding increase in gross merchandise volume. EBITDA improved in the six months ended June 30, 2014, compared to the six months ended June 30, 2013, while EBITDA margin improved significantly.

The following non-financial consolidated key performance indicators are used to evaluate and steer Home24's operations:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total customers[(1)]	287	694	492	962
Number of active customers[(2)]	287	435	373	515
Number of total orders[(3)]	379	537	268	367
Gross merchandise volume[(4)] (in € million)	66	98	48	69

(1) Number of customers that have made at least one order as defined in "total orders".

(2) Number of customers having made at least one order as defined in "total orders" within the last 12 months before end of period.

(3) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period.

(4) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies).

Food e-commerce company

Founded in 2011, Hellofresh delivers fresh ingredients accompanied by healthy recipes to food enthusiasts across five countries, generating €14.2 million of net revenues in fiscal year 2013. Hellofresh's concept is to deliver convenience to modern households' doorsteps: weekly boxes of high-quality ingredients pre-measured to match corresponding recipes, which make "do-it-yourself fine dining" possible without cumbersome trips to the grocery store. Hellofresh currently offers "recipe-kit" boxes with fresh and local ingredients to its subscribers in Germany, Austria, the United Kingdom, the Netherlands, Australia and the United States.

Hellofresh works on the basis of a "soft subscription" model, according to which subscribers are provided with weekly recipe-kit boxes of three to five meals each and the possibility to opt out until a few days before the delivery date. This period allows Hellofresh to confirm orders with its suppliers and to operate on a just-in-time business model that ensures that food is not wasted. Menus are created by local nutritionists several weeks in advance, tailored to match each market's seasonality and market prices. Hellofresh sources all ingredients from independent local suppliers, following a fine-tuning process after the menu is created to allow for just-in-time ordering to attain zero inventory and very low fulfillment costs per order. In addition to its quick and healthy recipes, Hellofresh's ongoing quality check of ingredients and one-day guaranteed delivery with insulated packaging or via refrigerated vehicles for extra freshness have created a valuable subscriber base built on strong customer loyalty. The goal of Hellofresh is that the weekly deliveries become part of its customers' lifestyle. Hellofresh's target customers are families and couples. The average customer is typically between 30 and 50 years of age. Hellofresh believes that it has a very loyal customer base, which is demonstrated by a high NPS and a low return/refund rate.

Hellofresh is tapping into one of the most traditional industries with a non-traditional approach: food constitutes the second largest household expenditure globally (with rent being the largest), whereas online grocery shopping is still a novel concept in even the most developed economies. According to Euromonitor, the food and drink e-commerce market in Western Europe is expected to grow by 47% from 2014 to 2018. The markets in the United States and Australia are expected to grow by 75% and 91%, respectively, over the same period (Source: Euromonitor, Food and Drink Internet Retailing, 2014). While Hellofresh's market segment is largely untapped in its markets outside the United States, it competes directly with two players, Blue Apron and Plated, in the United States. Hellofresh also faces competition from online supermarkets, other box providers that offer a different product set and from providers of readymade meals. Starting in 2015, Hellofresh intends to expand its geographic reach by expanding into a limited number of new countries. It also plans to expand its product offerings through broadening the range of its box types on offer and the potential rollout of other food-adjacent verticals.

The following table provides an overview of Hellofresh's key financial indicators, which have been taken from accounting and controlling records of Hellofresh and have been prepared on the basis of German GAAP:

	Year ended December 31, 2012	Year ended December 31, 2013
	(unaudited) (in € million)	
Net revenues	2.3	14.2
Year-on-year growth	*n/a*	*510%*
EBITDA[1]	(6.0)	(5.2)
EBITDA margin[2]	*(260%)*	*(37%)*
Loss for the year	(6.0)	(5.4)
Capital expenditure[3]	n/a	0.1
Capital expenditure ratio[4]	*n/a*	*0%*

(1) EBITDA is calculated as (i) result of ordinary business (2013: loss of €5.4 million; 2012: loss of €6.0 million) plus (ii) interest and similar expenses (€0.0 million; 2012: €0.0 million) minus (iii) interest and similar income (2013: €0.0 million; 2012: €0.0 million) plus (iv) amortization and depreciation of intangible assets and of property, plant and equipment (2013: €0.1 million, 2012: €0.0 million).

(2) EBITDA margin is the ratio of EBITDA to net revenues (2013: €14.2 million, 2012: €2.3 million).

(3) Capital expenditures are calculated as (i) purchase of property, plant and equipment (2013: €0.0 million) plus (ii) acquisition of intangible assets (2013: €0.0 million).

(4) The capital expenditure ratio corresponds to the ratio of capital expenditure to net revenues.

	As of December 31, 2012	As of December 31, 2013
	(unaudited) (in € million)	
Net working capital[1]	(0.2)	(0.8)
Cash in hand, bank balances and checks	1.1	3.8

(1) Net working capital is calculated as (i) inventories (2013: €0.5 million; 2012: €0.1 million) plus (ii) trade receivables (2013: €0.4 million; 2012: €0.1 million) minus (iii) trade payables (2013: €1.5 million; 2012: €0.4 million) minus (iv) advance payments received (2013: €0.1 million; 2012: €0.0 million).

Hellofresh's net revenues increased from €2.3 million in 2012 to €14.2 million in 2013 due to strong organic growth in its existing markets. Hellofresh achieved about half of its net revenues in continental Europe, about a quarter in the United Kingdom, with Australia and the United States accounting for the rest. Hellofresh's EBITDA margin improved significantly from negative 260% in 2012 to negative 37% in 2013 due to increased marketing efficiency and its scalable organizational setup. Between the two periods presented, Hellofresh's net working capital decreased.

Based on preliminary management information data, HelloFresh's net revenues increased in the six months ended June 30, 2014, compared to the six months ended June 30, 2013. This increase was roughly in line with the corresponding increase in the number of servings delivered. Compared to the same period, EBITDA loss remained broadly stable in the six months ended June 30, 2014, while EBITDA margin improved significantly.

The following non-financial key performance indicators are used to evaluate and steer Hellofresh's operations:

	Year ended December 31, 2012	Year ended December 31, 2013	Six months ended June 30, 2013	Six months ended June 30, 2014
	(unaudited) (in thousands, unless indicated otherwise)		(unaudited) (in thousands, unless indicated otherwise)	
Number of total unique visitors[1]	336	1,950	783	2,479
Active subscribers (ordered in last 3 months)[2]	7	33	19	81
Number of servings delivered[3]	375	2,372	842	3,945

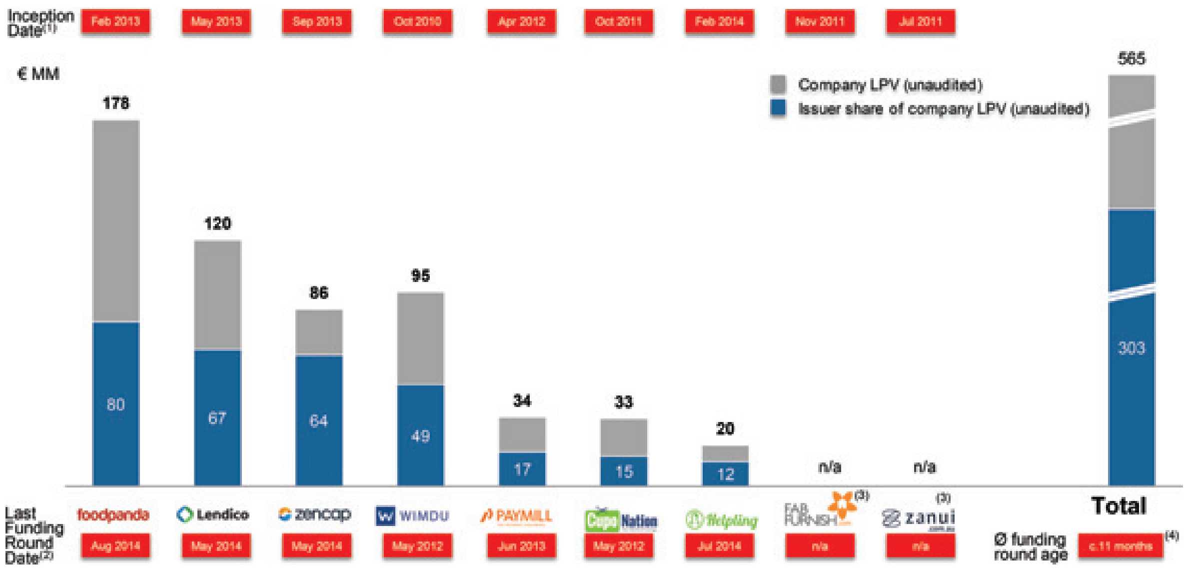
(1) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

(2) Number of people subscribed to services and having ordered at least once during the last three months.

(3) Number of all servings/meals sold and shipped to customers in period.

Emerging Stars

Our emerging stars include two emerging market retail e-commerce companies, four marketplace companies and three financial technology companies. Based on the latest financing rounds, which took place between May 2012 and August 2014, our emerging stars were valued at €565 million, corresponding to a valuation of the Issuer's direct or indirect stakes in these companies of €303 million. The following table provides an overview of the LPVs of our emerging stars and our stakes in these emerging stars. The LPVs shown in the following table are unaudited numbers that were calculated based on accounting and controlling records of the Issuer. The LPVs are based on the investment or capital commitment made by a third party, i.e., an investor other than the Issuer, in the latest financing round divided by the stake acquired by such third party in the financing round or a secondary transaction. This means that the valuations shown represent post-money, post-capital commitment valuations. Our quotas are based on the latest available data, as of August 31, 2014. The valuations reflect the specific circumstances under which the relevant investor made its investment, including the specific terms of the investments, such as liquidation preferences, and the insights, assumptions and expectations of the relevant investors at that point in time. The calculation of LPVs is not defined by German GAAP and other companies may compute LPVs using other methods or definitions than the Issuer. See also "*Risk Factors—Risks Related to the Issuer and Our Companies—We disclose in this prospectus valuations derived from investments in the Issuer and our companies. These valuations may not reflect the past, present or future fair values of the Issuer or our companies, and potential investors in this offering should not place undue reliance on these valuations*". None of the emerging stars showed a net profit in fiscal 2013.



(1) Date reflects first commercial registry entry (operational launch date may differ).
(2) Date reflects the notarization date of the last financing round.
(3) FabFurnish and Zanui, both as defined below, have been funded through intermediate holdings (Bigfoot I and Bigfoot II, respectively). There were no external financing rounds and hence no LPV.
(4) As of August 31, 2014.

The following sections contain financial as well as non-financial indicators for our emerging stars. While we seek to use comparable definitions of similarly labelled non-financial performance indicators for companies that operate in the same sector, the definitions need to take into account the individual characteristics of each sector. As a result, they may vary from one sector to the other and, accordingly, similarly labelled key operating figures for companies that operate in different sectors may have been defined differently and may not be comparable.

E-commerce companies

FAB FURNISH.com

FabFurnish engages in the online home and furniture business in India. Incubated in 2012, FabFurnish has leapfrogged online competitors to become the leading furniture e-commerce player in India. In compliance with the regulatory framework for foreign investment in India, FabFurnish's own operations are limited to business-to-business transactions, and FabFurnish works together with an independent third party, which enters into contracts with, and delivers products to, Indian customers under the FabFurnish brand.

Focused on the mass market, affordable pricing segment, FabFurnish provides its customers with access to a very sizeable and growing online assortment comprising over 60,000 products and 500 brands across more than 50 categories (as of July 2014). Through its mobile and tablet friendly websites, FabFurnish provides its customers with superior online visual merchandising, including 360 degree views and product videos. FabFurnish's unique payment options include pre-pay, part-pay and cash on delivery. FabFurnish has established an efficient operational backbone with a strong third-party delivery and after-sales network serving over 3,500 towns and cities across India.

FabFurnish boasts strong unit economics with diversified revenues and high gross margins, facilitating the recovery of CACs in the first year of purchase. In addition, FabFurnish has a deep, product-specific sourcing network and supply chain infrastructure spanning more than five countries.

The following table shows FabFurnish's gross merchandise volume (in INR million), number of orders and number of unique visitors for the years ended December 31, 2012 and 2013 and for the six months ended June 30, 2013 and 2014:

	Year ended December 31,		**Six months ended June 30,**	
	2012	**2013**	**2013**	**2014**
	(unaudited) (in thousands, unless indicated otherwise)		**(unaudited) (in thousands, unless indicated otherwise)**	
Gross merchandise volume[(1)] (in INR million)	72	369	128	362
Number of orders[(2)]	37	187	64	190
Number of unique visitors[(3)]	3,750	10,005	4,781	8,100

(1) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies); only reflects orders directly placed on website.

(2) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period; only reflects orders directly placed on website.

(3) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

zanui .com.au

Zanui is one of Australia's leading online shopping destinations for furniture and homewares, offering over 24,000 products across all categories.

Zanui has a fast desktop site that is rich in content and complemented by a state-of-the-art mobile site offering customers a superior shopping experience. Its robust and scalable technology platform allows for fast and efficient order processing. This market leading platform features an order management extranet for suppliers, a warehouse management system and country-wide logistics control, all of which allows for faster dispatch times. Zanui's top brands and inspirational product range are sourced through strong relationships with local and international suppliers. Zanui also offers its own collection of Zanui-branded products sourced from leading international manufacturers.

The following table shows Zanui's gross merchandise volume (in AUD million), number of orders and number of unique visitors for the years ended December 31, 2012 and 2013 and for the six months ended June 30, 2013 and 2014:

	Year ended December 31,		**Six months ended June 30,**	
	2012	**2013**	**2013**	**2014**
	(unaudited) (in thousands, unless indicated otherwise)		**(unaudited) (in thousands, unless indicated otherwise)**	
Gross merchandise volume[(1)] (in AUD million)	3	4	1	3
Total number of orders[(2)]	25	29	10	22
Total number of unique visitors[(3)]	1,432	1,537	670	980

(1) The total value of "total orders" sold in period, excluding taxes and shipping costs (taxes and shipping costs excluded for comparison reasons between countries and companies), including value of vouchers and coupons.

(2) Total number of valid (i.e., not failed or declined) orders starting the fulfillment process less cancelled orders (before rejected and returned orders), i.e., total number of orders shipped in the period.

(3) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

Marketplace companies

foodpanda

Launched in 2012, foodpanda operates an online marketplace for food delivery and take-away in 26 countries across Central and Eastern Europe, the Middle East (under the brand name hellofood), Russia & CIS, India and Asia Pacific, with a combined population of over 2.5 billion people and strong indicators for untapped market potential. foodpanda focuses on obtaining a strong position in rapidly growing emerging markets.

foodpanda has a proven business concept modeled after successful companies in the United States and Western Europe. Through their mobile, tablet or desktop browsers, foodpanda customers can order food from over 13,300 partner restaurants around the world. foodpanda's largely scalable and proven marketplace model is based on transactional commission payments from its partner restaurants. Its automated state-of-the-art order transmission technology allows for efficient order processing and is integrated with international point-of-sales systems. foodpanda users often become loyal, repeat customers, both on the restaurant side, due to incremental revenue generation for partner restaurants, and on the end-consumer side, as a result of the convenience, choice, customer service, and mobile focus offered by foodpanda's online platform.

In June 2014, foodpanda acquired Delivery Club, a Russian online food delivery marketplace. Delivery Club was founded in 2009 and offers its services in 19 Russian cities.

The following table shows foodpanda's gross transaction volume (in € million), number of orders, number of listed restaurants, commission and number of unique visitors for the years ended December 31, 2012 and 2013 and for the six months ended June 30, 2013 and 2014:

	Year ended December 31,		Six months ended June 30,		
	2012	2013	2013	2014 (excluding Delivery Club)	2014 (including Delivery Club)[6]
	(unaudited)		(unaudited)		(unaudited)
Gross transaction volume[1] (in € million)	0.7	5.8	1.7	8.8	27.1
Total number of orders[2] (in thousands)	54	423	123	639	1,340
Number of listed restaurants[3] (in thousands)	1.2	6.9	3.2	12.0	13.3
Commission[4] (in million)	0.1	0.7	0.2	1.0	n/a
Number of unique visitors[5] (in million)	1.4	6.7	2.6	5.6	12.6

(1) The total value of "total orders" sold in period, including commission, delivery and service fees, excluding taxes.
(2) Total number of orders booked and delivered.
(3) Total number of restaurants available to customers at end of period (excluding restaurants foodpanda has discontinued business with).
(4) Total commission taken for orders as defined in "total orders".
(5) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").
(6) Represents pro-forma figures (Delivery Club transaction closed in June 2014).

WIMDU

Wimdu operates a global online marketplace for short term rentals and private accommodation that aims to unite travelers with hosts in Africa, Asia Pacific, China, Europe, India, Japan, Latin America, the Middle East, North America, Russia and South Korea.

Launched in Berlin in 2011, Wimdu has experienced strong organic growth resulting in an inventory of over 250,000 listings. Its strong, established relationships with hosts provide a unique supply of accommodations for customers. To ensure long-term customer satisfaction, Wimdu strictly monitors its hosts for quality control. Additionally, Wimdu's technology platform features a ranking algorithm optimized for conversion and customer satisfaction. Furthermore, Wimdu's marketing gross profit margin has been positive for the last 21 months, reflecting the quality of its marketing strategy.

The following table shows Wimdu's gross transaction volume (in € million), number of customer nights, number of bookings and number of room nights for the years ended December 31, 2012 and 2013 and for the six months ended June 30, 2013 and 2014:

	Year ended December 31,		Six months ended June 30,	
	2012	**2013**	**2013**	**2014**
	(unaudited) (in thousands, unless indicated otherwise)		**(unaudited) (in thousands, unless indicated otherwise)**	
Gross transaction volume[1] (in € million)	53	70	40	48
Number of customer nights[2]	2,376	3,602	1,972	2,655
Number of bookings[3]	131	176	96	116
Number of room nights[4]	832	1,190	653	835

(1) Total value of bookings made in period including taxes and commission.

(2) Room nights times number of customers for each booking.

(3) Total number of valid (i.e., not failed or declined) bookings made in period.

(4) Total number of valid bookings times number of rooms and nights for each booking

CupoNation

CupoNation is one of the leading savings platforms for coupons and discounts connecting savvy shoppers with top brands. CupoNation is building a global couponing brand and is currently active in 15 countries across Europe, CIS, India, Brazil and Australia.

Since its launch, CupoNation has demonstrated excellence in online marketing and traffic generation. It has achieved strong performance in search engine rankings for the most important keywords. Its partnerships with top online news portals, such as Welt.de, in almost all markets has helped generate additional traffic.

On the vendor side, CupoNation has excellent relationships with brands and retailers. Its dedicated key account managers for major brands and retailers contribute to the width and depth of coupon offerings. CupoNation earns a commission for every transaction that it successfully facilitates on behalf of its retailers.

Based on accounting and controlling records of CupoNation that were prepared in accordance with German GAAP, CupoNation GmbH showed a net loss for the period of €3.0 million (unaudited, unconsolidated) for the year ended December 31, 2013.

The following table shows CupoNation's gross transaction volume (in € million), number of transactions, number of active retailers, take rate/commission and number of unique visitors for the six months ended June 30, 2013, December 31, 2013 and June 30, 2014:

	Six months ended June 30,	Six months ended December 31,	Six months ended June 30,
	2013	**2013**	**2014**
		(unaudited)	
Gross transaction volume[1] (in € million)	1	6	24
Number of transactions[2] (in thousands)	33	214	502
Number of active retailers[3]	676	2,036	13,007
Take rate/commission[4] (in € thousands)	104	440	1,329
Number of unique visitors[5] (in thousands)	905	2,227	6,708

(1) Total value of transactions as defined in "total transactions" including taxes (basis for commission calculation).

(2) Total number of transactions requested through CupoNation and its affiliate networks (i.e., including pending, validated/paid and refused transactions - e-commerce and lead generation).

(3) Number of retailers (one per company and country) that have offered transactions for CupoNation within the period (only partly monetized to date).

(4) Total amount of commission assignable to all transactions as defined in "total transactions".

(5) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

Helpling

Helpling operates a global online marketplace where private households as well as small and medium sized companies can book professional cleaning services for a fixed fee. Bookable services include dusting, vacuuming, laundry, window cleaning and more.

Currently live in 67 cities across five countries (Germany, France, the Netherlands, Austria and Sweden), Helpling already has more than 9,000 hours booked and more than 160,000 unique visitors as of June 30, 2014. Helpling is strongly committed to providing a safe and trustworthy experience for its customers. In addition to the background check that is conducted on each service provider, Helpling offers an authentic forum on its website for customer review.

Helpling is initially targeting 12 markets in Europe, with plans to launch a second wave of expansion to Brazil and beyond. Helpling hopes to take advantage of an additional growth opportunity by expanding into additional household services, such as home repair, lockout services, removal services and animal care.

The following table shows Helpling's gross transaction volume (in € thousand), number of hours booked and number of unique visitors for the month ended March 31, 2014, April 30, 2014, May 31, 2014 and June 30, 2014:

	For the month ended			
	March 31, 2014	**April 30, 2014**	**May 31, 2014**	**June 30, 2014**
	(unaudited)			
Gross transaction volume[1] (in € thousand)	n/a	10	53	120
Number of hours booked[2]	n/a	750	4,092	9,127
Number of unique visitors[3] (in thousand)	2	47	122	168

(1) Total value of hours booked and paid in period.

(2) Total number of hours booked and paid in the period.

(3) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

Financial technology companies

Lendico

Lendico is an online lending platform that facilitates peer-to-peer loans at attractive terms, disintermediating and replacing traditional banks. It is currently live in Austria, Germany, Poland, South Africa and Spain, with plans to launch in other countries in Europe in 2014 and beyond to build the world's premier global online lending marketplace. Worldwide, global consumer credits present an approximately US$12 trillion opportunity (Source: Euromonitor, Consumer Finance, 2014). Lendico is the only online lending platform for prime borrowers that takes an international approach and that operates marketplaces in more than a single country.

Similar to its successful U.S.-based peers, Lendico's business concept is scalable, is purely transaction-based and has multiple revenue streams. First, the borrower applies online through Lendico for a loan of up to €25,000. If approved, the borrower is charged an upfront origination fee and an interest rate determined by the borrower's credit risk and the loan duration. On the opposite side of the transaction, investors can sign in to Lendico and review key borrower data, which includes income and credit score information but not the borrower's name or other identifying information. Investors can choose to fund pieces of their peer's loans in increments of €25. Monthly interest and principal payments made by the borrower are directly transferred to the bank account of the investor.

Lendico's role in this process is to conduct a credit assessment of loan applicants, which is performed by Lendico's experienced underwriters through Lendico's proprietary, highly efficient and thorough credit appraisal system. Lendico's risk-adjusted pricing engine automatically calculates interest rate quotes that are competitive and set according to a transparent and fair pricing scheme. Once investors are found to fully fund a borrower's loan application, Lendico issues the loan (either directly or through a partner bank, depending on the jurisdiction) and sells the loan slices to investors. In exchange for the services provided by its platform, Lendico receives an origination fee from the borrower as well as an ongoing service fee on the investor's cash flows. As it uses advanced technology for pricing and underwriting and avoids having to maintain a branch infrastructure or comply with reserve requirements, the cost structure of online marketplace lenders like Lendico is about 60% lower than the cost structure of traditional banks, providing strong margin potential (Source: McKinsey; Lending Club; Liberum).

Based on accounting and controlling records of Lendico that were prepared in accordance with German GAAP, ECommerce Holding II S.à r.l. showed a net loss for the period of €3.2 million (unaudited, consolidated) for the period from August 30, 2013 to December 31, 2013.

The following table shows Lendico's number of loans issued, loan volume of newly issued loans (in € million), loan applications received and number of unique visitors for the months ended January 31, 2014 and June 30, 2014:

	For the month ended	
	January 31, 2014	June 30, 2014
	(unaudited)	
Number of loans issued(1)	23	65
Loan volume of newly issued loans(2) (in € thousand)	112	376
Number of loan applications received(3)	2,343	5,675
Number of unique visitors(4) (in thousand)	46	143

(1) Number of loans (newly) issued in period.
(2) Loan volume (newly) issued in period.
(3) Number of loans requested (loan applications sent to Lendico by potential borrowers; with and without full documentation; accepted and rejected).
(4) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

PAYMILL
THE PAYMENT ENGINEERS

PAYMILL operates an online payment solution service for small to mid-sized merchants. It was launched in Germany in mid-2012 and is currently active all over Europe, with plans to launch operations in the Asia-Pacific region in 2015. Through PAYMILL, online merchants can accept payments in up to 100 currencies while presenting one face to their customers across all countries. Payment methods supported by PAYMILL include all common card schemes and some local payment methods.

PAYMILL provides a developer-friendly, transparent and safe way for merchants to accept payments online. Its user-friendly programming interface increases merchants' conversion rates through fast and individual page integration without the need to redirect customers to another webpage. To improve transparency, PAYMILL has established a simple, transaction-based pricing scheme with no monthly fees or hidden costs. PAYMILL complies with industry security standards like PCI-DSS, including comprehensive risk and anti-fraud measures, and is certified by German TÜV Saarland and is an Authorized Partner of Trusted Shops.

Based on accounting and controlling records of Paymill that were prepared in accordance with German GAAP, Paymill GmbH showed a net loss for the period of €4.7 million (unaudited, unconsolidated) for the year ended December 31, 2013.

The following table shows PAYMILL's gross transaction volume (in € million), number of transactions and number of active merchants for the years ended December 31, 2012 and 2013 and for the six months ended June 30, 2013 and 2014:

	Year ended December 31,		Six months ended June 30,	
	2012	2013	2013	2014
	(unaudited)		(unaudited)	
Gross transaction volume(1) (in € million)	1	20	6	22
Total number of transactions(2) (in thousands)	62	345	111	292
Total number of active retailers(3)	81	1,165	469	1,581

(1) Total value of transactions (as defined in "total transactions") including taxes.
(2) Total number of valid transactions in period (i.e., after chargebacks, fully refunded or failed).
(3) Total number of webshops that have had at least one valid transaction (as defined in "total transactions") within the period.

zencap

Zencap operates an online marketplace for peer-to-peer lending for small and mid-sized enterprises. Zencap was launched in March 2014 in Germany and in June 2014 in Spain.

Zencap offers small and mid-sized enterprises across all sectors the opportunity to apply for loans in amounts ranging from €10,000 to €150,000. Online investors are offered a variety of loans in five risk/return categories and are given detailed information and in-depth financial data on each company. Loan quality is ensured through strict risk management and clearly defined minimum criteria. Zencap benefits from multiple streams of revenue by charging borrowers an origination fee and lenders a service fee.

Although peer-to-peer lending platforms have become highly successful in the United States and the United Kingdom, the industry is still in its infancy in Zencap's target markets. According to the latest data from the European Central Bank, financing is a key challenge for about a third of all small and mid-sized enterprises in Europe. Meanwhile, banks are struggling to fill this gap due to high cost structures and little cross-selling opportunities. In contrast, Zencap's business concept, featuring a low cost base and an absence of regulatory capital requirements, allows Zencap to provide flexible and fast loans at highly attractive terms for borrowers and lenders.

Based on accounting and controlling records of Zencap that were prepared in accordance with Luxembourg generally accepted accounting principles, Zencap Global S.à r.l. showed a loss for the financial year of €11,743 (unaudited, unconsolidated) for the period from September 27, 2013 to December 31, 2013.

The following table shows Zencap's loan volume of newly issued loans (in € thousand), number of loans issued, loan applications received and number of unique visitors for the month ended March 31, 2014 and June 30, 2014:

	For the month ended	
	March 31, 2014	**June 30, 2014**
	(unaudited)	
Loan volume of newly issued loans(1) (in € thousand)	n/a	198
Number of loans issued(2)	n/a	3
Number of loan applications received(3)	5	34
Number of unique visitors(4)	3,447	17,723

(1) Loan volume (newly) issued in period.
(2) Number of loans (newly) issued in period.
(3) Number of loans requested (loan applications sent to Zencap by potential borrowers; with and without full documentation; accepted and rejected).
(4) Number of total unique identifiers visiting the website in the period (including from mobile & tablets) (Google analytics definition of "users").

Concepts

The Issuer holds direct and indirect stakes in a number of smaller and/or younger companies. Some of these companies are still in the concept stage. Most of them have yet to receive external funding. Our concept companies include:

EatFirst is a next generation online healthy meal ordering and delivery service that launched on August 28, 2014 in the United Kingdom and is expected to increase its geographic footprint in the near term. EatFirst's experienced chefs create dishes using quality ingredients, most of which are locally sourced.

Launched in July 2014, Spaceways provides a convenient, simple, on-demand storage solution to households as well as to small and medium sized enterprises. It offers free pickup of items, and customers pay only a monthly storage fee and a charge for on-demand delivery of their Spaceways bins.

Shopwings is a grocery shopping platform that allows customers to order groceries online with same-day delivery through personal shoppers selected by Shopwings. It is expected to launch in the fourth quarter of 2014.

Spotcap is a global online lending platform that provides small and medium sized enterprises with short-term cash advances. Its easy online application process makes loan decisions instantly, allowing customers to receive funding within a very short timeframe. Spotcap launched in the second half of 2014 and received initial external funding in the aggregate amount of €12 million and funding from a wholly-owned subsidiary of the Issuer of €1 million in July and August 2014, leading to a valuation including this funding of €33 million.

Tripda is an online platform aiming to facilitate carpooling in Brazil for medium- and long-haul journeys. The platform allows passengers to save some of the money they would have to spend on train or airplane tickets and drivers to use the full capacity of their cars and to split the costs of traveling with other people. Tripda automatically suggests a fair price for the ride (including fuel, tolls, etc.) and drivers are able to adjust this suggested price within a fixed bracket.

Regional Internet Groups

We have set up regional Internet groups with leading mobile telecommunications operators in Africa, Asia, Latin America and the Middle East. These companies function as holding and support companies for businesses in the respective regions. They partner with telecommunications companies with a strong presence in the relevant region. Our regional Internet groups have the following key functions as part of our platform model:

- local/regional market insights allowing for business model adaptations according to local/regional particularities;
- local/regional commercial and strategic partnerships;
- local/regional sourcing (i.e., local team/pool of talent); and
- local/regional rollout of business models.

In addition, the regional Internet groups have been used to raise funds from investors, in particular telecommunication operators, who were seeking broad exposure to the application level of mobile Internet via e-commerce, marketplace and financial technology companies in the relevant geographic market.

Based on the latest financing rounds, which took place between December 2013 and April 2014, our regional Internet groups were valued at €1,251 million in aggregate, corresponding to a valuation of the Issuer's direct or indirect stakes in the regional Internet groups of €581 million.

Africa Internet Group

Africa Internet Group bundles our activities in Africa. Its stakeholders are the Issuer and two of its telecommunications partners: MTN and Millicom, each of which owns one-third of the shares in Africa Internet Group. MTN is a South Africa-based multinational mobile telecommunications company operating primarily in African and Middle Eastern countries. Millicom offers a range of digital services primarily under the Tigo brand in a large number of markets in Africa and Latin America.

Africa Internet Group bundles our activities across eight business models in a total of 22 African countries. Its Internet business models include: Jumia / Zando (online business-to-consumer retailer and market place), Kaymu Africa (online consumer-to-consumer market place), Hellofood Africa (online food ordering platform), Lamudi Africa (online real estate classifieds) and Carmudi Africa (online car classifieds), Easy Taxi Africa (mobile taxi hailing platform), Jovago Africa (online travel agency) and Lendico Africa (peer-to-peer lending platform). Over the last two years, Africa Internet Group has launched 72 new companies, whereof 37 companies were launched in the first six months of 2014. In 2013, our online retailer Jumia was named the best new retail launch of the year by the World Retail Congress and became the first African company to receive the World Retail Award (Source: Ian McGarrigle, Chairman of the World Retail Congress).

Africa Internet Group's target markets encompass a population of over one billion people across a number of diverse economies in Africa with expected total population growth at a compound annual growth rate ("**CAGR**") of 2% and average annual GDP growth of 8% in the period from 2013 to 2018 (Source: IMF, WEO Database, 2013). Online penetration in Africa is currently substantially below the levels of more developed markets but is expected to grow at a fast pace from 23% in 2013 to reach 31% by 2018, with the total number of Internet users growing from 250 million to 375 million over the same period (Source: IMF, 2013; BMI, Market Data, 2014; Internet Live Stats, 2014).

Asia Internet Group

Asia Internet Group is co-owned by the Issuer and it telecommunications partner Al Wokaer Holding S.P.C., a wholly owned subsidiary of Ooredoo Q.S.C.

Asia Internet Group bundles some of our more recent activities across ten business models in a total of 15 countries of the Asia Pacific region. Businesses of our proven winners, such as Zalora and Lazada, our India-based companies and foodpanda do not form part of the Asia Internet Group structure. Asia Internet Group's business models include: Daraz (consumer goods retailer), Lamudi Asia (online real estate marketplace), Carmudi Asia (online car marketplace), Kaymu (online consumer-to-consumer marketplace), Easy Taxi (taxi booking platform, held indirectly through Global Taxi Holding), ClickBus Asia (bus booking platform), Pricepanda (price comparison website), Jovago (online travel agency), work.com.mm (job classifieds) and ads.com.mm (general classifieds). In the first six months of 2014, Asia Internet Group launched twelve new country operations. Its strategic cooperation with ooredoo, which in the Asia Pacific region is active in Indonesia, Myanmar, Pakistan, Singapore and the Philippines, provides Asia Internet Group's companies with access to over 60 million subscribers, most of whom are located in Indonesia.

Asia Internet Group's target markets encompass a population of over 1.2 billion people across a number of diverse economies in Asia Pacific with expected total population growth of 7% and GDP growth of 5% in the period from 2013 to 2018 (Source: IMF, WEO Database, 2013). In 2013, the region accounted for 385 million Internet users (Sources: IDC Database, 2013; Internet Live Stats, 2014; excluding China and India). The number of smartphone users in Asia Pacific is expected to show rapid growth, from 21% in 2013 to 44% by 2018 (Source: WCIS Cellular Forecasts, 2013; Asia Pacific region defined according to WCIS "Asia Pacific developing" excluding China and India). Total mobile e-commerce spending is expected to increase by over 13% in Asia Pacific from 2013 to 2014 and to more than double by 2018 (Source: IDC Database, excluding China and India).

Middle East Internet Group

MEIG is co-owned by the Issuer and its telecommunications partner MTN (Dubai) Limited, an affiliate of MTN Group Limited.

MEIG bundles our recent activities across three business models in a number of countries in the Middle East, while the business of our Middle Eastern proven winner Namshi is operated outside the MEIG structure. MEIG's business models include: Easy Taxi Middle East (mobile taxi hailing platform), Lamudi Middle East (online real estate classifieds) and Carmudi Middle East (online car classifieds). In the first six months of 2014, MEIG launched eight new country operations. Its strategic cooperation with its co-investor MTN and its other telecommunications partner, Mobily, provides MEIG with access to a significant subscriber base and to additional marketing, distribution and payment channels. MTN and Mobily have a combined subscriber base of 64 million subscribers, whereof 42 million is attributable to MTN and 22 million to Mobily.

MEIG's target markets encompass a population of over 235 million people across a number of economies, including oil-rich regions, in the Middle East with an expected total population growth at a CAGR of 2% and GDP CAGR of 5% in the period from 2013 to 2018 (Source: IMF, WEO Database, 2013). Online penetration in the Middle East is expected to grow further, from 29% in 2013 to 39% by 2018, with the total number of Internet users growing from 69 million to 103 million over the same period (Source: IMF, WEO Database, 2013; BMI, Market Data, 2014; Internet Live Stats, 2014). The number of smartphone users in the Middle East is expected to show rapid growth, from 28% in 2013 to 58% by 2018 (Source: WCIS Cellular Forecasts, 2013).

Latin America Internet Group

LIG is the regional Internet group for part of our Latin American activities. The Issuer holds a 65% stake in LIG. The other 35% is held by our telecommunications partner Millicom.

LIG bundles some of our recent activities across nine business models in a total of 13 Central and South American countries (some of our proven winners in the region, such as Dafiti, Linio, Westwing and Home24, do not form part of the LIG structure). LIG's business models include: Kanui (online retailer for outdoor and action sports), Tricae (online retailer for toys & kids products), Easy Taxi (mobile taxi hailing platform), Hellofood Latin America (online food ordering platform), ClickBus Latin America (online retailer for bus tickets), Airu (online marketplace for handmade and unique goods), Lamudi Latin America (online real estate classifieds), Zocprint (web-to-print marketing tools) and Carmudi Latin America (online car classifieds). In the first six months of 2014, LIG launched seven new country operations. Its strategic cooperation with Millicom, which is active in seven geographic markets across the Latin American region, provides LIG with strategic access to Millicom's subscriber base, whose number of mobile customers grew from approximately 26.6 million in the first quarter of 2012 to approximately 29.8 million in the first quarter of 2014. LIG derives further synergies from Millicom's hundreds of thousands of points of sale and its understanding of mass consumer behavior.

LIG's target markets encompass a population of over 586 million people across a number of diverse economies in Latin America with expected total population reaching 620 million by 2018 and GDP growth of 4% in the period from 2013 to 2018 (Source: IMF, WEO Database, 2013). The number of Internet users in the Latin America region totaled approximately 268 million in 2013, while its smartphone users amount to 152 million (Sources: IDC Database, 2013; BMI, Market Data, 2014; Internet Live Stats, 2014; WCIS Cellular Forecasts, 2013). The region's total Internet retail market is estimated to reach US$28 billion in 2014 and is expected to grow at a CAGR of 22% from 2014 to 2018 (Source: Euromonitor, Retailing and Internet Retailing by Country, 2014, based on fixed 2013 exchange). Mobile commerce revenues in Latin America are expected to reach US$14 billion in 2014 and to grow at a CAGR of 45% until 2018 (Source: IDC Database, 2013).

Strategic Participations

We group stakes in companies and other legal entities that the Issuer currently intends to keep in the medium term under strategic participations. As of August 31, 2014, this category contained 25 participations that operate in the e-commerce, marketplace, financial technology and travel sectors. Based on the valuations assigned in the contribution agreements dated August 15, 2014 and the latest financing rounds or secondary transactions, the Issuer's stakes in these legal entities were valued in the aggregate at €181 million. Our strategic participations include among others stakes in the following legal entities:

- Traveloka PT, which is a leading flight and hotel booking platform in Indonesia;
- Yemek Sepeti A.S. which is a leading online food ordering/delivery portal that immediately transmits online orders from users to restaurants. It operates in Turkey, Greece and numerous Middle Eastern countries;
- DaWanda GmbH, which operates an online marketplace for unique and handmade items offered by thousands of shops. DaWanda's website is available online in 7 languages;
- Jimdo, which is a do-it-yourself website builder/hoster that holds one of the leading positions in Europe and Japan;
- Trusted Shops GmbH, which has a presence in 12 countries and provides consumer protection for online shoppers and a quality seal for e-commerce websites;
- Borro Limited, which operates a personal asset lending business in the United States and the United Kingdom, focusing on luxury personal assets and small business lending;
- Kreditech Holding SSL GmbH, which is a fully automated emerging market short-term consumer lending platform based on self-learning algorithm; and
- SocietyOne Holdings Pty Ltd., which is a peer to peer lending platform in Australia with two years of operating history.

Other Investments

Other investments is comprised of stakes in companies and other legal entities, which we see as pure financial investments. If the market conditions are right, the Issuer currently intends to reduce its stakes in these companies and other legal entities. As of August 31, 2014, this category contained 46 participations that operate in the e-commerce, marketplace, financial technology, travel, marketing & media and other sectors. Based on the contribution agreements dated August 15, 2014 and the latest financing rounds or secondary transactions, the Issuer's stakes in these legal entities were valued in the aggregate at €238 million. Our other investments include among others stakes in the following legal entities:

- Altigi GmbH, also known as Goodgame Studios, which is a developer and publisher of free to play web and mobile games. As of June 30, 2014, Goodgame Studios had 210 million registered players and was the winner of "entrepreneur of the year" award from Ernst & Young in 2011;
- care.com, which connects families with caregivers and caring companies with people in need of care; and
- Wonga Group Limited, which is a London-based digital finance company providing short term credit to consumers.

Intermediate Holding Companies

We have set up three intermediate holding companies: Bigfoot I, Bigfoot II and BigCommerce. They bundle activities of e-commerce companies, mostly proven winners in fashion and general retail. On September 4, 2014, it was announced that we have taken preparatory steps to form an emerging markets focused fashion e-commerce group that bundles the fashion e-commerce companies held by these intermediate holding companies. The restructuring will affect Dafiti, Lamoda, Zalora, Jabong and Namshi and is expected to take effect in December 2014. In particular, in the past, our intermediate holding companies played an important in role in our fund raising activities.

Employees

The Issuer employed on average 67 persons in 2011, 238 persons in 2012, 233 persons in 2013 and 237 persons in the six months ended June 30, 2014.

In 2013, on average 1,282 persons worked in Group companies, thereof 297 persons located in Germany and 985 persons outside of Germany. In the six months ended June 30, 2014, on average 1,902 persons worked in Group companies, thereof 299 persons located in Germany and 1,603 persons outside of Germany. These totals include an online team located in Berlin and Porto that is active in technological services, online marketing, product management, CRM and business intelligence and include a business team located in Berlin, Paris, London, Sao Paolo, Dubai, New Delhi and Singapore that carries out tasks in the areas of business development, finance, operations, PR, human resources and legal.

Our companies, regional Internet groups and local entities employ in total more than 20,000 local experts, out of which more than 6,300 are located in Asia Pacific, more than 5,800 are located in Latin America, more than 3,000 are located in Europe, more than 2,800 are located in Russia & CIS, and more than 2,100 are located in Africa.

Compensation

The remuneration of the members of senior management and certain employees of our companies, holding companies and local entities is determined by their employment contracts. The salary of the members of the senior management and of certain employees of our companies, holding companies and local entities typically includes a variable remuneration component. We typically use one of three variable compensation models, which are summarized below.

The first and most common type of variable remuneration arrangements provides for an equity participation via a trust relationship. The trustee holds a certain amount of shares in accordance with the terms and conditions of a trust agreement for the benefit of the trustor, who can be either the member of senior management or an investment entity controlled by such senior management member. A separate angel agreement, between the trustor and the relevant company, governs certain obligations regarding, *inter alia*, vesting-rights and non-compete obligations that relate to the indirect shareholding of the relevant senior management member in the relevant company. The vesting scheme, which is dependent on time, provides for quarterly vesting over a period of typically 4 years and typically a 6-month or 12-month cliff. Prior to the expiration of the cliff period, typically all shares can be clawed back. Thereafter, in case of a bad leaver event, we may typically also claw back all vested and unvested shares, while in case of a good leaver event, we may only claw back the unvested shares. A bad leaver event is typically triggered, if, for example, the respective service agreement between a senior management member and a company is terminated by such company for good cause, the senior management member demonstrably committed a criminal offence against the company or such member breached its non-compete obligation. A good leaver event is typically triggered, if, for example, the service agreement is terminated by either party without good cause.

Call option arrangements that entitle the relevant senior management members to acquire a pre-defined number of shares in the relevant company are the second type of variable remuneration. The call options are usually granted at quarterly intervals with a total duration of 3 to 4 years and a 12-month cliff (in certain cases a 6-month cliff applies and in a small number of cases there is no cliff). Under certain call option agreements (and if certain conditions are met), approximately one third of all call options are granted upon the later of (i) the occurrence of a change of control or (ii) 4 years after the first call options were granted. In the case of a change of control, the relevant company is entitled to request that relevant senior management members exercise all call options existing at such point in time. Upon the occurrence of a bad leaver event, all call options that have not been exercised lapse. In the case of a good leaver event, all call options lapse for which the exercise period has not yet commenced.

The third type of variable remuneration allows certain employees of certain companies to participate in exit related cash payments via virtual call option arrangements. The notional value and the actual distribution of the relevant virtual call options to the participants is determined by the relevant company's management and is subject to certain shareholders' approval. The vesting scheme provides for a cliff of 6 months and has a duration of 4 years. One third of the virtual call options vests upon a change of control or listing of the company, provided however that the relevant employee is in good standing at such point in time. The participants are entitled to a cash payment amounting to the difference between the initial purchase price of the virtual shares underlying the virtual call options and the exit proceeds allotted to each virtual call option in case of a change of control or listing of the company on a stock exchange.

Pensions

The Issuer and its subsidiaries have not entered into pension arrangements with their employees.

Intellectual Property, Trademarks and Domains

Patents

As of the date of this prospectus, the Group does not hold any patents.

Trademarks

The Group is the owner of the following trademarks, which are essential for the Group's business activity. For the Issuer, the device mark "rocket in a circle" (*Rakete im Kreis*) and the word-device mark "Rocket Internet", which are both registered European Union-wide, are material.

Domains

The Issuer and its subsidiaries are the owners of a large number of Internet domains, which are essential for their business activities. The following Internet domains are considered material to the business of the Issuer: rocket-internet.de; rocket-internet.net; rocket-internet.eu; rocket-internet.info; rocket-internet.biz; rocket-internet.co.uk; rocket-internet.co; rocket-internet.lu and rocket-internet.tv.

The Internet domains of the following proven winners and emerging stars are considered material to their business: cuponation.at; cuponation.ch; cuponation.com; cuponation.com.br; cuponation.de; cuponation.es; cuponation.fi; cuponation.fr; cuponation.in; cuponation.it; cuponation.no; cuponation.pl; cuponation.ru; cuponation.se; dafiti.cl; dafiti.com.ar; dafiti.com.br; dafiti.com.co; dafiti.com.mx; dalani.it; fabfurnish.com; foodpanda.az; foodpanda.bg; foodpanda.co.id; foodpanda.co.th; foodpanda.com; foodpanda.com.bd; foodpanda.com.bn; foodpanda.com.tw; foodpanda.com.ua; foodpanda.cz; foodpanda.ge; foodpanda.hk; foodpanda.hr; foodpanda.hu; foodpanda.in; foodpanda.kz; foodpanda.my; foodpanda.ph; foodpanda.pk; foodpanda.pl; foodpanda.ro; foodpanda.rs; foodpanda.ru; foodpanda.sg; foodpanda.sk; foodpanda.vn; hellofresh.at; hellofresh.ca; hellofresh.co.uk; hellofresh.com; hellofresh.com.au; hellofresh.de; hellofresh.fr; hellofresh.nl; helpling.at; helpling.de; helpling.fr; helpling.nl; helpling.se; home24.at; home24.be; home24.ch; home24.com; home24.de; home24.fr; home24.nl; jabong.com; jumia.ci; jumia.co.ke; jumia.co.uk; jumia.com; jumia.com.eg; jumia.com.gh; jumia.com.ng; jumia.ma; lamoda.kz; lamoda.ru; lamoda.ua; lazada.co.id; lazada.co.th; lazada.com; lazada.com.my; lazada.com.ph; lazada.sg; lazada.vn; lendico.at; lendico.co.za; lendico.com; lendico.de; lendico.es; lendico.pl; linio.cl; linio.com; linio.com.co; linio.com.mx; linio.com.pe; linio.com.ve; namshi.com; paymill.com; theiconic.co.nz; theiconic.com.au; westwing.ch; westwing.com.br; westwing.de; westwing.es; westwing.fr; westwing.kz; westwing.nl; westwing.pl; westwing.ru; wimdu.at; wimdu.be; wimdu.ca; wimdu.ch; wimdu.cl; wimdu.cn; wimdu.co; wimdu.co.id; wimdu.co.il; wimdu.co.kr; wimdu.co.nz; wimdu.co.uk; wimdu.co.za; wimdu.com; wimdu.com.ar; wimdu.com.au; wimdu.com.br; wimdu.com.mx; wimdu.com.my; wimdu.com.pe; wimdu.com.tr; wimdu.com.tw; wimdu.com.uy; wimdu.com.vn; wimdu.cr; wimdu.cz; wimdu.de; wimdu.dk; wimdu.es; wimdu.fi; wimdu.fr; wimdu.gr; wimdu.hk; wimdu.hu; wimdu.ie; wimdu.in; wimdu.it; wimdu.jp; wimdu.nl; wimdu.no; wimdu.pl; wimdu.pt; wimdu.ru; wimdu.se; zalora.co.id; zalora.co.th; zalora.com; zalora.com.bn; zalora.com.hk; zalora.com.my; zalora.com.ph; zalora.sg; zalora.vn; zanui.com.au; zencap.de; zencap.es.

Proprietary Software

The Issuer and its subsidiaries are also the developers and owners of proprietary software for online marketing, business intelligence and information technology. The most significant software comprises:

- Romeo, a suite of tools to automate the optimization of online marketing;
- a data warehouse, comprising data, intelligence and reporting layers;
- Alice, Nico, Yoda and other platforms developed for the companies;
- mobile apps developed for the companies;
- SellerCenter, a system empowering e-commerce companies to offer marketplace transactions;
- OMS, an order and warehouse management system; and
- Kamino, which is a monitoring platform.

Insurance Coverage

The Issuer holds a pecuniary damage liability insurance policy (*Vermögensschadenshaftungpflichtversicherung*) with a total coverage of up to €2 million and a deductible of €50,000, as well as a contents insurance policy (*Inhaltsversicherung*) with a total coverage of up to €398,000 and a deductible of €500. In addition, the Issuer has purchased legal protection insurance (*Strafrechtsschutz*) in the areas of criminal law and employment law. Furthermore, the Issuer hold a office liability policy (*Bürohaftpflicht*) with a total coverage of up to €5 million which also covers certain business interruptions.

The Issuer has taken out a directors and officers ("**D&O**") insurance policy for the members of its Management and Supervisory Boards and managing directors with a total coverage of up to €100 million annually; the D&O insurance policy was entered into with AIG Europe Limited, VOV GmbH, XL Insurance Company SE, Catalin Europe SE and Allianz Global Corporate & Specialty SE. The D&O insurance contracts provide for a deductible for all of the Issuer's Management Board members in line with the respective provisions of the German Stock Corporation Act (*Aktiengesetz*). The D&O insurance policies cover financial losses arising from a breach of duty by the Issuer's Management and Supervisory Board members in the course of their duties. The Issuer also holds a D&O insurance covering board members of certain companies in our network of companies with a total coverage of up to €5 million. This D&O insurance was entered into with AIG.

Facilities

The Issuer does not own any material properties. There are currently no plans concerning additions of material tangible fixed assets, including leased properties. Accordingly, the Issuer currently does not require funding for material tangible fixed assets.

On January 13, 2012, the Issuer entered into a lease agreement with SEB Investment GmbH concerning the premises of the Issuer's headquarters in Berlin. The lease agreement has a fixed term until July 16, 2016 and cannot be terminated by either party without cause. Initially, the monthly rent amounted to €114,900. It increased by 2% on January 1, 2014 and will increase by another 2% on January 1, 2015.

Legal Proceedings

During the ordinary course of its business activities, the Group is regularly involved in legal proceedings, both as a claimant and as a defendant. These proceedings are routine matters of labor and other laws, and do not have a significant impact on the Group's business.

As of the date of this prospectus, the Issuer and the Group were not involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering the previous 12 months which may have, or have had in the recent past significant effects on the Issuer and/or the Group's financial position or profitability.

CORPORATE STRUCTURE, FINANCING ROUNDS AND CASH MANAGEMENT

Overview

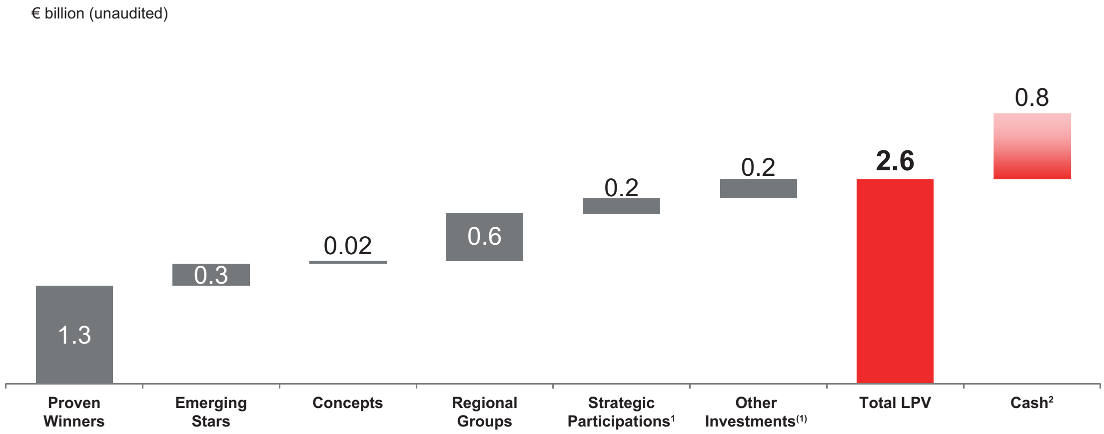
Most of our companies are growth companies or start-ups which we seek to grow and expand. They typically have a net cash outflow from operating activities and need capital for their day-to-day operations and to grow their business. Accordingly, we are dependent upon regular fund raising. We typically raise funds through equity capital financing rounds at various levels of our organization.

We have raised capital at the level of the Issuer, where affiliates of Kinnevik and Access Industries and, most recently, PLDT and United Internet have invested significant amount of cash.

In the past, we also raised equity capital at the level of our intermediate holding companies and presently continue to do so at the level of regional Internet groups. Our intermediate holding companies, such as Bigfoot I, Bigfoot II and BigCommerce bundle a number of e-commerce companies and allow investors to diversify their investments. We have agreed with the other shareholders of the fashion companies held by Bigfoot I, Bigfoot II and BigCommerce to group these companies in a single emerging market focused global fashion group. Regional Internet groups allow investors to invest indirectly in a large number of companies that operate in a specific geographic area. Investors in regional Internet groups, such as MTN, ooredoo, Millicom typically provide us with important synergies, as these investors in regional Internet groups bring in the additional expertise and support of strong regional partners.

In addition, we raise capital at the level of individual companies and, in some cases, at the level of the local operating entity.

For each financing round, we, the other shareholders in the relevant entity and the relevant investor determined a valuation for the relevant entity. These valuations were often based on limited operational and historical information about the relevant entity, and reflect the specific circumstances under which the relevant investment in the company was made, including the specific terms of the investments, such as liquidation preferences, and the insights, assumptions and expectations of the relevant investors at that point in time. Some of these valuations are no longer recent. Furthermore, circumstances under which the valuations were made may have changed, including as a result of changes in foreign exchange rates, and some of our companies may not have performed in accordance with the expectations of investors at the time of the relevant financing round and may fail to do so in the future. In addition, certain of our financing rounds may not represent the fair value of our companies as they were completed with affiliates, or with investors that had already invested in the Issuer or our companies, at less than arm's length. The valuations we have disclosed may therefore exceed the price that third parties would be willing to pay for the relevant investment in a future financing round, a potential exit or a potential initial public offering, even one that occurred shortly after the relevant valuation date. Our co-investors in our regional Internet groups may have valued them more highly based on the expectation of synergies from their investments that would benefit their particular business. In addition, liquidation preferences granted to later investors in our companies may impact the value of the Issuer's direct and indirect interests in these companies. Certain of our intermediate holding companies have received valuations that were lower than the total valuations of the companies in which they held interests. Consequently, the valuations of the Issuer and our companies may not reflect their past, present or future fair values, or any potentially achievable fair value in the future. For more information, see "*Risk Factors—Risks Related to the Issuer and Our Companies—We disclose in this prospectus valuations derived from investments in the Issuer and our companies. These valuations may not reflect the past, present or future fair values of the Issuer or our companies, and potential investors in this offering should not place undue reliance on these valuations*". The valuations presented in this chapter are based on the financing commitments made in the last financing round or secondary transaction, irrespective of whether the commitments have already been fully paid in. The valuations include the investments of the latest financing rounds on the assumption that all commitments have been fulfilled entirely. The following graphic provides an overview of the current LPVs by category of our companies as of August 31, 2014. The LPVs are unaudited numbers that were calculated based on accounting and controlling records of the Issuer. The LPVs are based on the respective latest third party financing rounds (including a financing round of Lamoda, solely subscribed by its majority owner Bigfoot I, which resulted in a substantially higher valuation of Lamoda), secondary transactions or, with respect to some of the stakes in the categories strategic participations and other investments, the values assigned to them in connection with their contribution to the Issuer.



(1) Strategic investments and other include the United Internet/GFG contribution portfolio valued at €255 million as per contribution agreement between United Internet, GFG and all other shareholders of the Issuer.

(2) Cash includes the Issuer's cash position as at June 30, 2014, less any investments made after that date, plus the Issuer's share in "undeployed" cash sitting in intermediate holdings (Bigfoot, Bigfoot II, BigCommerce) as at June 30, 2014 amounting to €64.5 million, €666.7 million of cash invested by PLDT and United Internet as well as €4.6 million from Holtzbrinck Ventures contribution in kind.

In connection with each financing round, the new investor, the investee and the shareholders of the investee typically enter into an investment agreement and a shareholders' agreement. Typically the investment agreement provides for full payment of the notional amount of the shares acquired with the balance of the investment amount being paid into the capital reserves of the investee. The balance of the investment amount is typically paid in at the time of closing of the financing round. Some agreements provide that the balance of the investment amount is only paid in installments, usually upon capital calls. The shareholders' agreements set out governance rights, which we view as an important instrument to steer our governance rights in our organization, and certain economic rights. These economic rights typically include a liquidation preference that allows investors who invested in later financing rounds at higher valuations to recoup their investments before other investors in case of a change of control or liquidation of the investee. In some circumstances, we also enter into side letters that address specific rights of a subgroup of shareholders.

While our companies have typically relied on third parties for funding after their launch, we currently intend to provide greater funding in the future, effectively replacing the third-party equity capital that our companies sought to raise in their first financing rounds. Accordingly, the Issuer expects to provide each of our companies with significantly more equity capital from the Issuer's own funds going forward.

We regularly review whether our corporate structure is in line with our operational needs and the investment preferences of our third party investors. We have in the past adapted our structures and we expect to continue to do so in the future as our companies mature. As described below, we have agreed with the other shareholders of the fashion companies held by Bigfoot I, Bigfoot II and BigCommerce to group these companies in a single emerging market focused global fashion group. In addition, we are considering a simplification of our structure through dissolution of our other intermediate holding companies.

Investment Agreements and Shareholders' Agreements

The following is a summary of principal terms of the investment agreements and shareholders' agreements we have entered into at the level of our holding companies and of our individual companies. Individual agreements may contain terms that differ in certain respects from those summarized below.

Investment Agreements

The investment agreements relating to our holding companies and companies set out the rights and duties of new investors and existing shareholders, such as the number of new shares to be subscribed by the new investor, the type and amount of the investor's contribution, as well as representations and warranties by the existing shareholders and the respective company. In some cases, in particular with respect to our regional Internet groups, the new investor is not required to make its entire contribution up-front but rather in consecutive payments which depend on the financing needs of, and the achievement of certain milestones by, the relevant company. Typical provisions are that capital calls may only be issued if the funds are required pursuant to an annual budget and/or a business plan and the level of cash falls below a predefined threshold or if financial indicators, such as minimum net revenues and EBITDA thresholds, are achieved. In addition, in some cases investors were given the option to make further investments at a later point of time, typically at the same valuation at which the original investment was made.

Shareholders' Agreements

The shareholders' agreements to which we are a party are important instruments for steering the governance of our network of companies and the economic rights among the various investors in these entities.

Corporate Governance. Our shareholders' agreements typically specify that a number of important decisions need to be taken by the shareholders. We refer to these important decisions as reserved matters. Often the shareholders' agreements distinguish between investors and non-investors and require a qualified majority of investors and, in certain cases, a unanimous vote of the investors for decisions regarding reserved matters. Sometimes the decision on reserved matters is conferred on an advisory board. This means that the Issuer typically cannot take or block decisions on reserved matters alone, but needs the support of one or more other investors. Historically, the Issuer has been able to build a consensus with other shareholders who trust it and have supported it when the Issuer wanted to make or block a decision on reserved matters. The reserved matters include fundamental decisions about the relevant entities, its operative and strategic plans and important transactions that exceed certain thresholds.

Liquidation Preference. The shareholders' agreements include certain waterfall provisions, which stipulate the order for distributing proceeds from a transfer of shares that results in, or is deemed to be, a change of control or in case of liquidation to the shareholders. Typically, if triggered, the liquidation preference entitles investors who invested in later financing rounds, which generally means at a higher valuation, to recoup their investment before other shareholders are paid. Investors who invested in the early stage of a company, are usually paid last. As we are typically among the first investors in a company, we will generally only be able to recoup our investments if the transfer or liquidation proceeds equal or exceed the sum of the investments made by all investors in the company. Any remainder over the sum of the investments of all investors is shared among all shareholders of the company *pro rata* to their shareholdings or – in case of a share transfer – to the shares transferred by them. Any amount received by an investor prior to the *pro rata* allocation is typically deducted from such investor's stake in the *pro rata* allocation. See also "*Risk Factors—Risks Related to the Issuer and Our Companies—A number of shareholders' agreements relating to our companies contain liquidation preferences, which may result in a disproportionate decrease in the value of the Issuer's direct and indirect stakes in our companies, and protection clauses for third party investors if a later financing round is effected at a lower valuation which may lead to a dilution of the Issuer's direct and indirect interests in our companies*".

Transfers. The shareholders' agreements typically contain a number of other provisions relating to transfers of shares in the company or holding company:

- Transfer Restrictions. Most of the shareholders' agreements of our holding companies and companies contain provisions that restrict transfers of shares of the company or holding company. Typically, transfers of shares require the approval of a qualified majority of shareholders. Certain transfers are exempt from this approval requirement, e.g., transfers to an affiliate of the transferring shareholder.
- Right of First Purchase. The shareholders' agreements typically provide for a right of first purchase. This means that a shareholder who intends to transfer its shares is required to inform the non- transferring shareholders about its intention and the key terms of the envisaged transfer. The non-transferring shareholders are entitled to purchase such shares on a *pro rata* basis on the same terms as the intended transferee ("**Right of First Purchase**"). If not all non-transferring shareholders exercise their Right of First Purchase, the shareholders who did exercise their right may step in for them.
- Tag Along. In case of a transfer of shares, the shareholders of the relevant entity have the right to sell and transfer their respective shares, in full or in part, on the same terms ("**Tag Along Right**"). The Tag Along Right is in certain cases limited to shareholders holding more than 20% in the relevant company. To the extent the prospective purchaser does not wish to purchase all shares subject to the Tag Along Right, the shares are sold on a *pro rata* basis. Under certain circumstances, such as a sale to a competitor or a transfer of more than 50% of the shares, the transfer may only proceed, however, if the buyer is willing to purchase all of the shares of the company.
- Drag Along. If a transfer of shares is approved by a qualified majority of shareholders, the transferring shareholder may require all other shareholders to transfer their shares in the company on the same terms ("**Drag Along Right**"). The exercise of the Drag Along Right generally requires,

among other things, that the prospective purchaser is willing to acquire 100% of the company's shares and that the purchase price exceeds the total investment of the major shareholders plus interest in the range of 10% to 20% per year on their investment.

Investment Preference. If the company requires further capital contributions, each major shareholders can request that the major shareholders enter into talks about potential further capital contributions to be made either by them or by third parties. In case a third party offers to invest in the respective companies with shareholders' approval (certain shareholders' agreements require approval by a majority of the major shareholders), the major shareholders (and in certain cases other shareholders) are entitled to effect the investment instead of the third party (certain shareholders' agreements allow for a partial replacement). To the extent more than one existing shareholder intends to replace the third party investment the replacement is *pro rata*-based.

Issuer Financing

The Issuer was founded in 2007 based on an initial investment from European Founders Fund GmbH & Co. Beteiligungs KG Nr. 1 (later renamed Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1) of €0.5 million. The issuer has historically relied on equity capital to meet its financing needs. Accordingly, the Issuer engaged in a number of financing rounds, which are described below, and does not have any significant liabilities vis-à-vis financial institutions. In 2009, Emesco, an affiliate of Kinnevik, invested €35 million on the basis of an agreed post-money valuation of the Issuer of €300 million. In April 2012, AI European Holdings S.à r.l., an affiliate of Access Industries, invested €100 million based on an agreed post-money valuation of the Issuer of €3,053 million (including the Issuer's stake in Zalando, which was valued at €1.25 billion). In July 2013 and February 2014, AI European Holdings S.à r.l. exercised various options and contributed in total an additional €107.7 million to the equity capital of the Issuer.

In addition to the financing rounds described above, the Issuer recently completed two financing rounds.

In August 2014, the Issuer entered into an investment agreement with the Philippine Long Distance Telephone Company ("**PLDT**"), in order to form a long-term strategic partnership. PLDT agreed to invest €333.3 million into to Issuer in return for a 10.0% stake of the Issuer at the time the investment was agreed. The payment was made in two installments. The first installment was paid in early September 2014 and the second installment in mid September 2014. In connection with PLDT's investment, the Issuer and PLDT also entered into a joint venture agreement in which they agreed to leverage PLDT's expertise in the area of mobile and online payment systems globally through a wholly owned subsidiary of the Issuer. The Issuer currently intends to use the proceeds from the PLDT investment for this cooperation in the mobile and online payment systems area and for enlarging our presence in the financial technology sector in general.

In August 2014, United Internet Ventures AG, Montabaur, Germany ("**United Internet**") agreed to invest a total of €435 million for a 10.7% stake in the Issuer based on the Issuer's capital including the full PLDT investment. United Internet is a European internet and telecommunications company. Ralph Dommermuth, the founder, CEO and major shareholder of United Internet agreed to join the Issuer's supervisory board as a member. United Internet's €435 million investment consists of €333 million in cash and a contribution in kind valued at €102 million, which consisted of United Internet's equity participation in the Global Founders Capital Fund portfolio. The Global Founders Capital Fund portfolio consisted of 53 investments into internet companies held jointly by United Internet and GFG. Investments in marketplace businesses accounted for about one-third of the value of this portfolio, investments in e-commerce, financial technology and media & marketing businesses for less than 30% and investments in other internet businesses, including online games, for about 40% of the value of this portfolio. As part of this transaction, the whole Global Founders Capital Fund portfolio valued at €255 million was contributed to the Issuer by way of an exchange of GFG's share in the Global Founders Capital Fund portfolio for equity in the Issuer, taking GFG's stake in the Issuer upon completion of this transaction to 53.7%. The Issuer currently intends to use the cash proceeds from this investment to retain higher stakes in our emerging stars and concepts and to further accelerate the growth of some of our emerging stars, such as foodpanda.

For information on the Holtzbrinck share for share transaction, please see "*Business—Origins*".

Intermediate Holding Companies

The Issuer holds a number of companies indirectly, either through intermediate holding companies or through regional Internet groups, allowing investors to invest into a portfolio of different companies. Our intermediate holding companies hold stakes in e-commerce companies that are active in fashion retail and general retail. The intermediate holding companies' last financing rounds took place between August 2013 and

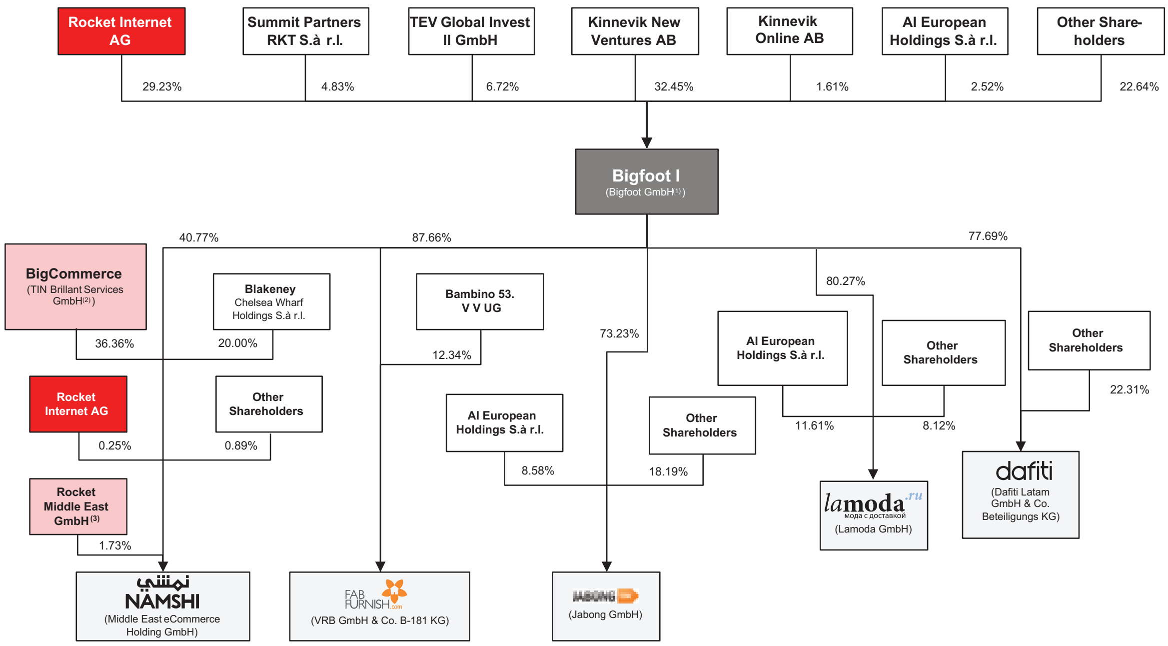
December 2013 and were carried out at valuations below the sum of the values of the stakes held by the intermediate holding companies at the time of the relevant financing round. Information about the corporate structure and the financing rounds of our regional Internet groups is provided below in the section entitled "—*Regional Internet Groups*."

The following sections set forth information about the corporate structure of our intermediate holding companies.

Bigfoot I

Current Status

Bigfoot I was established in June 2010. It groups mainly the Issuer's stakes in our fashion retail companies Dafiti, Lamoda, Jabong and Namshi (via Middle East eCommerce Holding GmbH) and the Issuer's stake in the home and furniture retail company FabFurnish. The following simplified chart sets forth Bigfoot I's shareholders and its portfolio as of August 31, 2014:



(1) Also referred to as Bigfoot I in this prospectus.
(2) The Issuer holds 51.60% of the registered share capital of TIN Brillant Services GmbH.
(3) Rocket Middle East GmbH is 100% owned by Rocket Internet AG.

The shareholders' agreement of Bigfoot I provides that from 2012 on any further investments in its subsidiaries shall be made by Bigfoot I, unless Kinnevik consents to an investment of a third party. If an existing major shareholder of Bigfoot I is allowed to invest in a subsidiary of Bigfoot I, the Bigfoot I's other shareholders may co-invest in line with their beneficial interest in the investee.

Global Fashion Group

We have taken preparatory steps to form a global e-commerce group that bundles our fashion ecommerce companies. To this end, we, together with 99 other parties, entered into a roadmap agreement on September 3/4, 2014. The roadmap agreement memorializes the steps to be undertaken for the formation of the global fashion group.

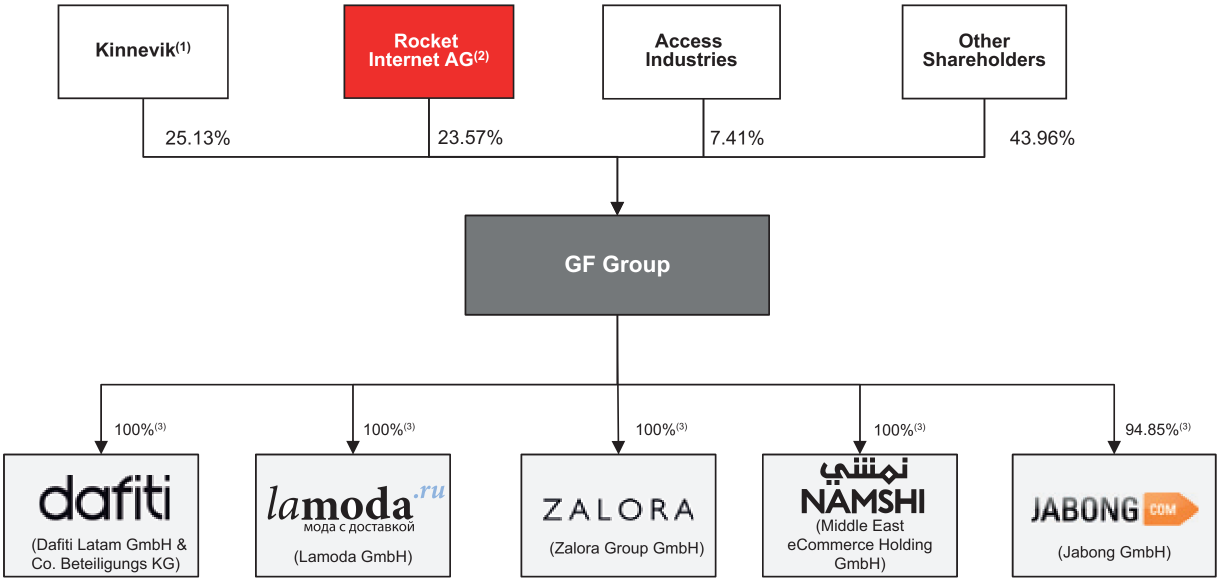
- Bigfoot I's stake in FabFurnish and HomeStyle will be spun-off to Bigfoot I's shareholders.
- Bigfoot II's stakes in Jumia and Zanui will be spun-off to Bigfoot II's shareholders. The Issuer and the other Bigfoot II shareholders will contribute together 100% of the share capital in Bigfoot II (including Zalora) to Bigfoot I and BigCommerce's stake in Namshi will be contributed to Bigfoot I.
- The Issuer and the other Bigfoot I shareholders (after such contributions) will contribute 100% of the share capital in Bigfoot I to a newly founded Luxembourg company ("**GF Group**").

- Nearly all direct shareholders in the fashion e-commerce companies to be combined in GF Group will contribute their shares in such companies into GF Group (and certain options granted with respect to the involved companies will be exchanged into options for shares in GF Group).

The transaction is subject to binding rulings by fiscal authorities and antitrust approval. Closing is expected for December 2014. GF Group will have become a global fashion group. It is currently expected that Dafiti, Lamoda, Zalora and Namshi will become fully owned subsidiaries of GF Group and that Jabong will become a 94.85%-owned subsidiary of GF Group.

Most direct shareholders in the fashion e-commerce companies will become shareholders of GF Group. This means that there will be additional shareholders at the level of the GF Group. Accordingly, the relative stakes of former shareholders at the holding company level (i.e., at the level of Bigfoot I, Bigfoot II and BigCommerce) will decrease. For example, the Issuer currently holds a 29.23% stake in Bigfoot I and will in the future only hold a 23.57% stake in the GF Group. In turn, the GF Group will hold 100% stakes in Dafiti, Lamoda, Zalora and Namshi, while the former holding companies held much smaller stakes in these e-commerce ventures. For more information, see "*—Current Status*", "*—Bigfoot II*" and "*BigCommerce*". It is expected that the global fashion group restructuring will not have a significant impact on the Issuer's economic position. BigCommerce will be dissolved in the medium term as described below.

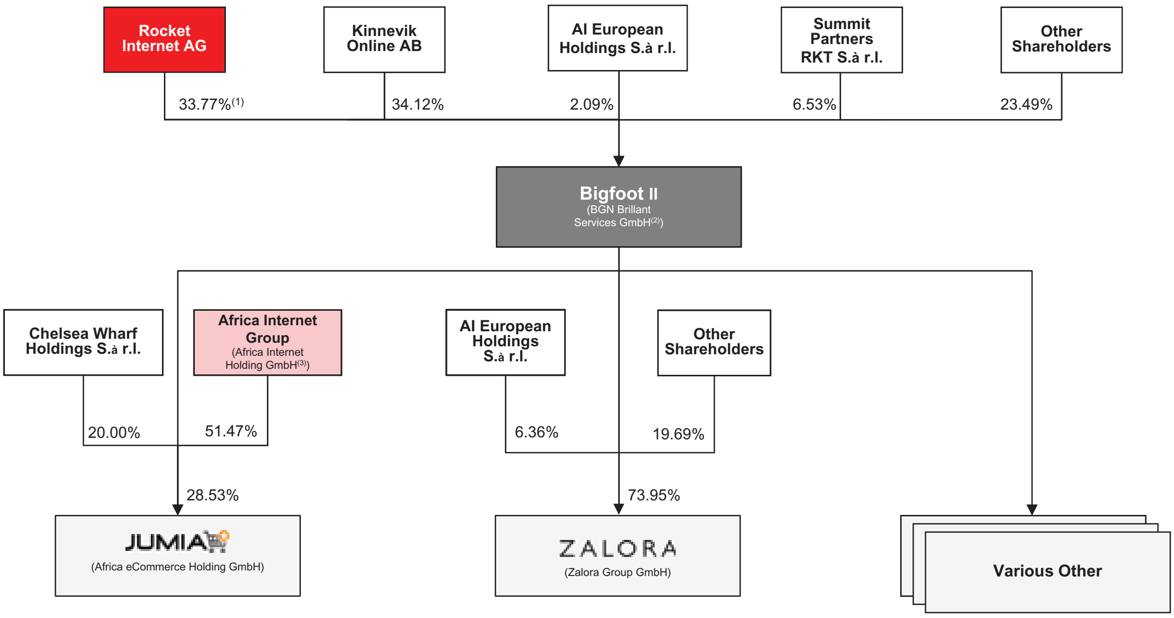
The following simplified chart sets forth GF Group's currently expected shareholder structure and its portfolio:



(1) Kinnevik New Ventures AB and Kinnevik Online AB.
(2) Rocket Internet AG, Rocket Middle East GmbH (wholly-owned subsidiary of Rocket Internet AG.
(3) Sum of direct and indirect stakes held by GF Group.

Bigfoot II

Bigfoot II was established in March 2012. It groups the Issuer's stakes in Zando and Jumia (via Africa eCommerce Holding GmbH) and in our Southeast Asia fashion retail company Zalora. The following simplified chart shows Bigfoot II's shareholders and its portfolio as of August 31, 2014:



(1) The Issuer currently holds 2,069 shares in Bigfoot II that are subject to call options granted to business angels that have not yet been exercised.

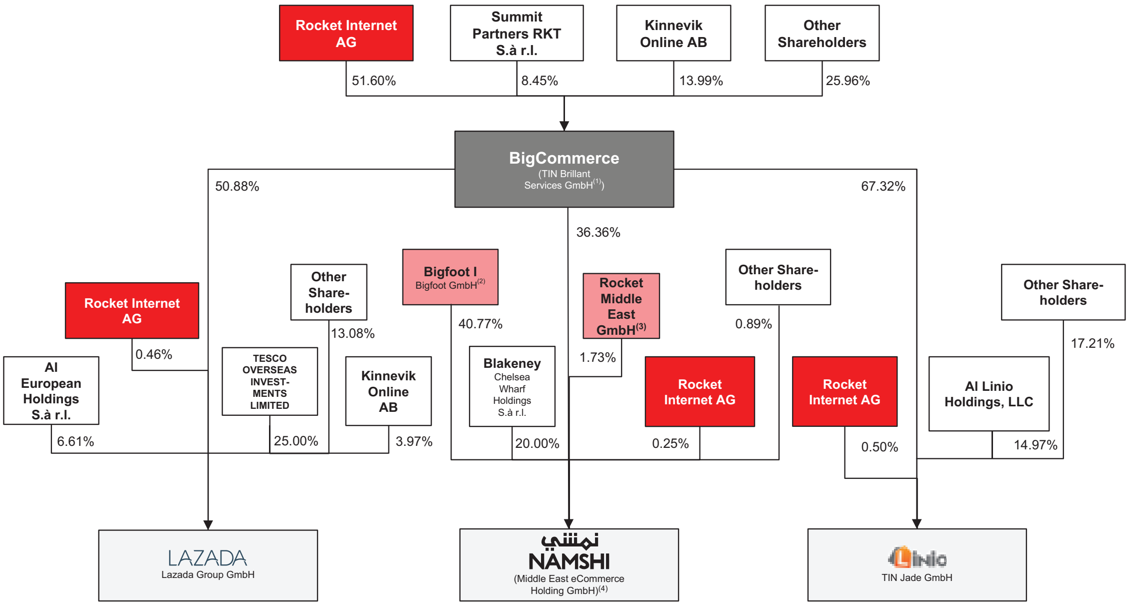
(2) Treasury Shares 0.76%. BGN Brillant Services GmbH is also referred to as Bigfoot II in this prospectus.

(3) The Issuer holds 33.33% of the registered share capital of Africa Internet Group.

As part of the formation of the global fashion group restructuring described above, Bigfoot II will be contributed to Bigfoot I.

BigCommerce

BigCommerce was established in March 2012. It groups the Issuer's stakes in Lazada, Namshi (via Middle East eCommerce Holding GmbH) and Linio (via TIN Jade GmbH). The following simplified chart shows BigCommerce's shareholders and its portfolio as of August 31, 2014:



(1) TIN Brillant Services GmbH is also referred to as BigCommerce in this prospectus.
(2) The Issuer holds 29.23% of the registered share capital of Bigfoot GmbH.
(3) Rocket Middle East GmbH is 100% owned by Rocket Internet AG.
(4) In connection with the contribution of certain stales held by Holtzbrinck to the Issuer, a transfer of shares in Middle East eCommerce Holding GmbH held through BigCommerce has been agreed, but execution will only happen once BigCommerce has been restructured.

After the formation of the global fashion group, we expect to dissolve BigCommerce in the medium term. We expect that cash held by BigCommerce will be contributed to the companies in which BigCommerce continues to hold a stake after the global fashion group restructuring described above. The allocation of cash to the various companies has yet to be decided. BigCommerce's shares in these companies will be distributed to BigCommerce's shareholders.

Proven Winners

Valuation

The following table provides summarized information concerning our proven winners, their valuation in the last financing round (last portfolio value – LPV) and the corresponding value of the Issuer's direct and indirect stakes in these companies. The LPVs are unaudited numbers that were calculated based on accounting and controlling records of the Issuer.

Company	Business Model	Foundation (year)[1]	Net Revenues in 2013 (€ million)	Date of last financing round (capital-weighted)[2]	Stake acquired in last financing round (capital-weighted)[2]	Date of last financing round (notarization date)[3]	Stake acquired in last financing round (last closing)[3]	LPV (€ million)	Current stake of the Issuer (%)[4]	Stake-weighted LPV (€ million)	Distributions (€ million)[5]	Total funding by the Issuer (€ million)[6]	Total funding received (€ million)[6]	Money-on-money multiple (x)[7]
							(unaudited)							
Dafiti	E-Commerce (Fashion)	2010	146[8]	Feb. 2013	22.85%	Sep. 2013	1.93%	778	22.7%	177	49	5.0	218	40x
Lamoda	E-Commerce (Fashion)	2010	122[9][18]	July 2014	2.78%	July 2014	2.78%	720	23.5%	169[10]	46	6.6	219	29x
Zalora	E-Commerce (Fashion)	2011	69	Aug. 2013	33.23%	Mar. 2014	1.11%	524	25.0%[21]	131	26	2.6	292	60x
Jabong	E-Commerce (Fashion)	2010	57[11][19]	July 2013	35.62%	Dec. 2013	1.29%	388	21.4%	83	23	4.3	189	22x
Namshi	E-Commerce (Fashion)	2012	11[12][20]	Apr. 2013	31.43%	Feb. 2014	14.29%	105	34.4%[13]	36	3	0.8	47	44x
Lazada	E-Commerce (General Merchandise)	2011	57	Oct. 2013	55.39%	Feb. 2014	10.56%	504	26.7%	135	0	2.5	319	54x
Linio	E-Commerce (General Merchandise)	2011	48	Apr. 2014	5.80%	Apr. 2014	5.80%	259	35.2%	91	0	1.4	120	63x
Jumia	E-Commerce (General Merchandise)	2012	29	Dec. 2012	25.65%	Nov. 2013	7.06%	212	26.8%[14]	57[15]	4	0.2	62	264x
Home24	E-Commerce (Home & Living)	2009	93	July 2014	19.69%	July 2014	5.01%	498	49.5%[16]	247	0	9.7	205	23x
Westwing	E-Commerce (Home & Living)	2011	111	Jan. 2014	9.35%	May 2014	0.57%	353	33.7%[17]	119	0	3.3	155	30x
Hellofresh	E-Commerce (Food & Grocery)	2011	14	Jun. 2014	19.06%	Jun. 2014	19.06%	131	37.1%	49	0	0.5	39	71x

(1) Based on Commercial Registry entry.
(2) Reflects capital-weighted average between first and last closing (notarization date) of respective funding round. A financing round is a single investment or a series of investments made at the same share price over a period of time.
(3) Last closing of last funding round comprising investments made at the current price per share.
(4) Direct and indirect stake as of August 31, 2014.
(5) Distributions include cash and share distributions; share distributions of intermediate holdings have been recalculated at company level and valued on the basis of the companies' respective LPV (intermediate holding stake distributed to Rocket shareholders multiplied by latest intermediate holding stake in respective company multiplied by respective company LPV).
(6) Includes investments in contributed assets and debt flows from the Issuer into the respective companies net of repayments. The Issuer's investments into Bigfoot, Bigfoot II, and BigCommerce have been split on the basis of the investments of those holding into their main assets as of today, assuming the same date, i.e., 'synthetic' investments were created.
(7) Including distributions and excluding the Holtzbrinck Contribution-in-Kind.
(8) Converted at 2013 average exchange rate of EUR/BRL = 0.3489.
(9) Converted at 2013 average exchange rate of EUR/RUB = 0.0237.
(10) Based on last financing round, in which only Bigfoot I participated; based on the last financing round with external investors, the Issuer's stake would have been valued at €102 million.
(11) March 31, 2014 fiscal year end, converted at 2014 average exchange rate of EUR/INR = 0.0129.
(12) Converted at 2013 average exchange rate of EUR/AED = 0.2051.
(13) Namshi (Middle East eCommerce Holding) is held through Bigfoot I, BigCommerce, Rocket Middle East GmbH and directly (0.3%). The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 40.8% in Namshi. The Issuer holds a direct stake of 51.6% in BigCommerce. BigCommerce in turn holds a stake of 36.4% in Namshi. Through the Holtzbrinck transfer of shares in BigCommerce, which will be executed once a restructuring of BigCommerce/Namshi has been effected, the Issuer will hold an additional indirect stake of 1.8% in Namshi. The Issuer holds a direct stake of 100% in Rocket Middle East GmbH. Rocket Middle East GmbH in turn holds a stake of 1.7% in Namshi.
(14) Jumia is held through Bigfoot II and Africa Internet Group. The Issuer holds a direct stake of 33.8% in Bigfoot II. Bigfoot II in turn holds a stake of 28.5% in Jumia. The Issuer holds a direct stake of 33.3% in Africa Internet Group. Africa Internet Group in turn holds a stake of 51.5% in Jumia.
(15) The share-weighted LPV for Jumia held via Bigfoot II only amounts to €20 million.
(16) As of the date of this prospectus, an affiliate of Holtzbrinck holds shares in Home24. It has been agreed between Holtzbrinck and the Issuer that its shares in Home24 will be transferred to the Issuer. The execution will, however, only be effected once the requisite shareholder approvals at Home24 will have been obtained.
(17) Westwing is held through Westwing SPV and directly (7.8%). The Issuer holds a direct stake of 92.0% in Westwing SPV. Westwing SPV in turn holds a stake of 28.1% in Westwing.
(18) Referred to as "revenue" in Lamoda's accounting or controlling records.
(19) Referred to as "revenue" in Jabong's accounting or controlling records.
(20) Referred to as "sale of goods" in Namshi's accounting or controlling records.
(21) On August 27, 2014, Bigfoot II provided additional cash to Zalora in return for additional shares in Zalora, resulting in an increase of the stake of the Issuer to 25.5%.

Investment Agreements, Shareholders' Agreements and Side Agreements

A number of provisions in the investment and shareholders' agreements of our proven winners deviate from the typical clauses described under "—*Investment Agreements and Shareholders' Agreements*" above. In the following paragraphs, we present examples of these deviations.

Liquidation Preference. Dafiti's shareholders' agreement deviates from the typical liquidation preference, as Bigfoot I ranks among the first shareholders to receive a payment, although Bigfoot I was the first investor in the company.

Transfers. Under Dafiti's shareholders' agreement, the Drag Along Right can only be exercised with Bigfoot I's approval. Further, after a change of control, the Tag Along Right may only be exercised if it is structured in a way that allows all shareholders to sell their entire interests as limited partners.

Under Lamoda's shareholders' agreement, any transfer of more than 50% of the assets of Lamoda or 50% of the assets or shares of its operating subsidiaries needs the prior approval of investors who do not receive an amount equal to at least their total investment plus interest of 15% p.a. from the transfer proceeds.

According to a side agreement between Bigfoot II and Verlinvest S.A. relating to Zalora, Verlinvest S.A. may require Bigfoot II – if an exit event occurs on the level of Bigfoot II – to acquire its shares in Zalora *pro rata* to the shares of Bigfoot II that are transferred at the exit event. Vice versa, Bigfoot II is entitled to require Verlinvest S.A. under certain circumstances to sell and transfer all shares in Zalora to Bigfoot II in case an exit event with respect to all shares of Bigfoot II occurs. Under a different side agreement relating to Zalora between York Global Finance II S.à r.l. and Bigfoot II, York Global Finance II S.à r.l. and Bigfoot II have put and call option rights which are similar to the ones described in the preceding sentences.

Strategic Cooperation with Shareholders. REWE-Zentralfinanz eG is one of the shareholders of Home24. As part of its contribution, REWE-Zentralfinanz eG provides certain media services to Home24 and agreed with the Issuer and Home24 to establish a strategic cooperation regarding, among other things, the exchange of know-how and expertise in particular about retail trends, warehouse logistics, offline marketing and sourcing in Asia Pacific.

Investment Preference. Lamoda's shareholders' agreement provides under certain circumstances that certain shareholders of Lamoda's major shareholder Bigfoot I are entitled to participate *pro rata* to their respective shareholding in Bigfoot I in any capital increase instead of Bigfoot I in case the latter is not willing to subscribe for new shares of Lamoda. Similarly, Zalora's shareholders' agreement provides under certain conditions that certain shareholders of Zalora's major shareholder Bigfoot II are entitled to participate *pro rata* to their respective shareholding in Bigfoot II in any capital increase instead of Bigfoot II in case the latter is not willing to subscribe for new shares of Zalora. Similar provisions apply under the shareholders' agreements of Jabong, Lazada and Linio for the benefit of certain shareholders in relation to Bigfoot I as major shareholder of Jabong and BigCommerce as major shareholder of Lazada and Linio.

Emerging Stars

Valuation

The following table provides summarized information concerning our emerging stars, their post-money valuation in the last financing round (last portfolio value – LPV) and the corresponding value of the Issuer's direct and indirect stakes in these companies. The LPVs are unaudited numbers that were calculated based on accounting and controlling records of the Issuer.

Company	Business Model	Foundation (year)[1]	Date of last financing round (capital-weighted)[2]	Stake acquired in last financing round (capital-weighted)[2]	Date of last financing round (notarization date)[3]	Stake acquired in last financing round (last closing)[3]	LPV (€ million) (unaudited)	Current stake of the Issuer (%)[4]	Stake-weighted LPV (€ million)	Distributions (€ million)	Total funding by the Issuer (€ million)[7]	Total funding received (€ million)[7]	Money-on-money multiple (x)[8]
FabFurnish	E-Commerce (Home & Living)	2011	n/a	n/a	n/a	n/a	n/a[6]	25.6%	n/a	n/a	n/a	n/a	n/a
Zanui	E-Commerce (Home & Living)	2011	n/a	n/a	n/a	n/a	n/a[6]	31.4%	n/a	n/a	n/a	n/a	n/a
foodpanda	Marketplace	2013	Aug. 2014	15.92%	Aug. 2014	15.92%	178	44.9%	80	0	15	84	5x
Wimdu	Marketplace	2010	May 2012	10.60%	May 2012	10.60%	95	52.3%	49	0	18	58	3x
CupoNation	Lead Generation	2011	May 2012	39.40%	July 2012	19.70%	33	44.7%	15	0	0.03	16	531x
Helpling	Marketplace	2014	July 2014	25.19%	Aug. 2014	14.96%	20	59.8%[9]	12	0	1	6	14x
Lendico	FinTech	2013	May 2014	16.50%	July 2014	6.18%	120	55.5%	67	0	2	28	31x
PAYMILL	FinTech	2012	Jun. 2013	40.60%	Jan. 2014	16.75%	34	49.6%[7]	17	0	0.1	14	202x
Zencap	FinTech	2013	May 2014	7.00%	Jun. 2014	3.48%	86	74.2%	64	0	2	11	28x

(1) Based on Commercial Registry Entry.
(2) Reflects capital-weighted average between first and last closing (notarization date) of respective funding round. A financing round is a single investment or a series of investments made at the same share price over a period of time.
(3) Last closing of last funding round comprising investments made at the current price per share.
(4) Direct and indirect stake as of August 31, 2014.
(5) Includes investments in contributed assets and debt flows from the Issuer into the respective companies net of repayments. The Issuer's investments into Bigfoot, Bigfoot II, and BigCommerce have been split on the basis of the investments of those holding into their main assets as of today, assuming the same date, i.e., 'synthetic' investments were created.
(6) FabFurnish and Zanui have been funded through intermediate holdings (Bigfoot and Bigfoot II respectively). There were no external financing rounds and hence no LPV.
(7) Ownership of 49.6%, but up to 1,692 shares currently held by the Issuer are subject to call options granted to certain founders by the Issuer that have not yet been exercised.
(8) Including distributions and excluding the Holtzbrinck Contribution-in-Kind.
(9) 820 shares currently held by a trustee on account of all existing shareholders of Lendico are subject to a call option of a further investor.

Investment and Shareholders' Agreements

The investment and shareholders' agreements of our emerging stars deviate from the typical clauses described under "*—Investment Agreements and Shareholders' Agreements*" above. In the following paragraphs, we present examples of these deviations.

Wimdu's shareholders' agreement provides for a downround protection for one of its major shareholders, Kinnevik, in case a third party participates in a financing round and is allowed to subscribe for new shares at a price lower than the price for which Kinnevik subscribed its shares. In this case Kinnevik may subscribe for such amount of new shares which compensates for its economic dilution.

Under the shareholders' agreements of FabFurnish and Zanui, waterfall provisions for the distributions of profits are not only triggered by a change of control regarding FabFurnish or Zanui but also if certain of their subsidiaries are sold.

According to Lendico's and Zencap's shareholders' agreements, their shareholders have under certain circumstances a preferential right to acquire shares of Lendico's and Zencap's subsidiaries to the extent these shares are offered for sale in an exit; if all shares are offered, the shareholders can only exercise their preferential right for all shares in the subsidiary. If more than one shareholder wishes to exercise its preferential right over such shares, they are entitled *pro rata* to their respective shareholdings of Lendico and/or Zencap.

Under foodpanda's shareholders' agreement Kinnevik has been granted pre-emptive rights in case of an investment of a new investor and/or a matching of such investment by existing shareholders.

Concepts

Our concepts are companies that have been launched recently or are in the process of being launched. The incorporation of these companies has been completed and seed financing has been provided by us or is to be provided shortly. Most concepts have yet to complete a financing round with external investors, which means that their value is not explicitly reflected in our overall portfolio value. Spotcap received initial external funding in the aggregate amount of €12 million and funding from a wholly-owned subsidiary of the Issuer of €1 million in July and August 2014, leading to a valuation including this funding of €33 million.

Regional Internet Groups

Valuation

We have set up regional Internet groups that allow us to partner with strategic investors that have a strong position in a particular region. Both the strategic investors and we expect to profit from synergies that can arise out of our cooperation. So far, we have set up four regional Internet groups in total. They cover Africa, Asia Pacific, Latin America and the Middle East.

The following table summarizes information regarding the last financing rounds of our regional Internet groups:

Regional Internet Group	Foundation (year)	Date of last financing round	Amount (€m)	Stake (%)	Valuation (€m)	Stake of the Issuer (%)	Value of Issuer stake (€m)
Africa Internet Group	2012	Dec. 2013	168.0(1)	33.3(1)	504.0(1)	33.33	168.0
Asia Internet Group	2013	Apr. 2014	180.0	50.00	360.0	50.00	180.0
Middle East Internet Group	2013	Dec. 2013	60.0	50.00	120.0	50.00	60.0
Latin America Internet Group	2012	Dec. 2013	50.0	18.75	266.7	65.00	173.3

(1) Refers only to stake acquired by MTN. Further investments by Millicom of €105 million as of the same date have not been taken into account to assess the price per share as those have been pre-agreed.

The following sections set forth information about the corporate structure of our regional Internet groups and their financing rounds.

Shareholders' Agreements

In addition to some of the typical provisions described above under "*—Investment Agreements and Shareholders' Agreements—Shareholders' Agreements*", the shareholders agreements relating to our regional Internet groups contain specific provision relating to a change of control of the Issuer, exclusivity and non-compete obligations, which are summarized below.

Rocket Internet Change of Control. The shareholders' agreements of our regional Internet groups contain provisions relating to a change of control of the Issuer. If the Issuer is no longer controlled by one or more of Alexander Samwer, Marc Samwer or Oliver Samwer, then the Issuer may either be required to sell to the other shareholders of the regional Internet group its shares in such regional Internet group at a price equal to their fair market value less a discount of 10% to 15% or to purchase all shares in the regional Internet group held by the other shareholders of the regional Internet group at fair value.

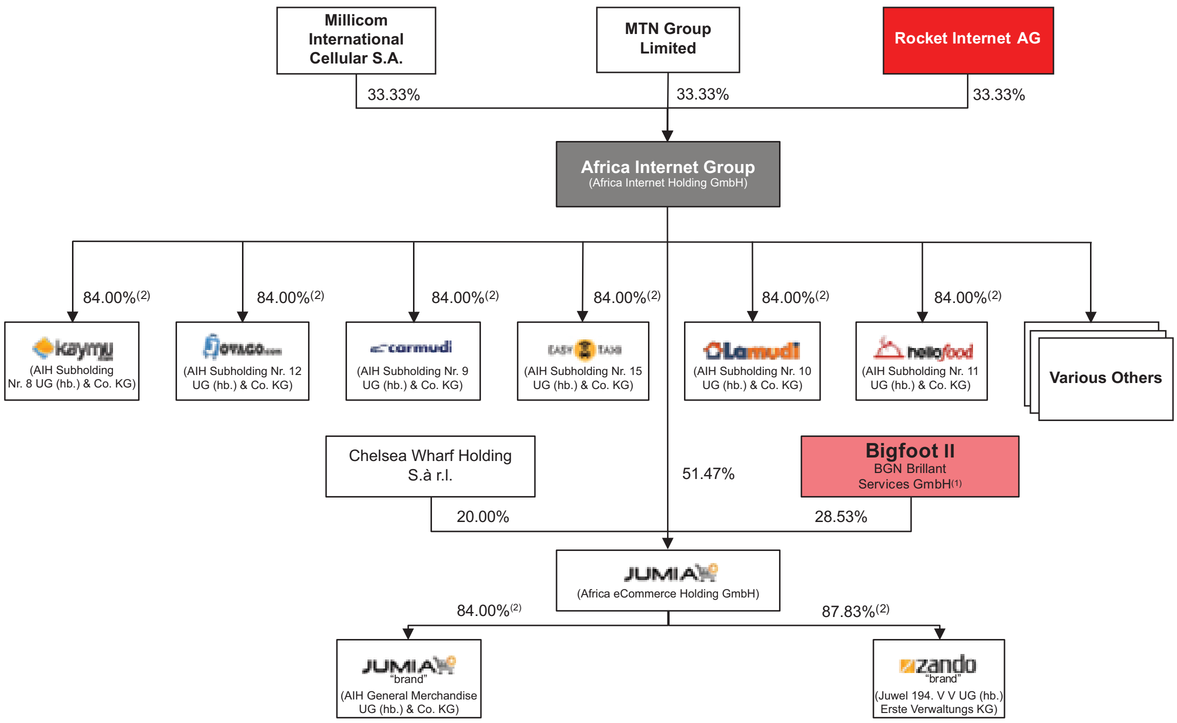
Rocket Internet Exclusivity. The shareholders' agreements of our regional Internet groups contain a regional exclusivity clause. The Issuer has to present all investment or business opportunities it pursues or intends to develop in the region of the regional Internet group that are in the fields of Internet, telecom, technology or new media to the regional Internet group first and to give the regional Internet group the right to develop the opportunity through either an investment or operational participation. The end of the exclusivity differs from regional Internet group to regional Internet group, with the latest end date being September 30, 2019. After the end of the exclusivity, the other shareholders in the regional Internet group are typically given a preferential right to provide project financing.

Rocket Internet Non-Compete. The shareholders' agreements of our regional Internet groups contain a non-compete clause relating to activities of the Issuer and its worldwide affiliates in the region of the regional Internet group. The non-compete provisions expire between September 2015 and December 2018.

Obligation to Launch New Businesses. For a period ending either in September 2015, September 2016 or September 2018 the other shareholders are entitled to request from the Issuer that the regional Internet groups launch at least 5 or 6 particular Internet-based businesses in their regions per calendar year and that the respective regional Internet group provides all necessary means for such launches. If the Issuer believes that the planned Internet-based business will not be successful, the shareholder requesting such launch has to provide the necessary financial means.

Africa Internet Group

Africa Internet Group groups the Issuer's stakes in a number of our e-commerce and marketplace companies that are active in Africa. The following chart shows Africa Internet Group's shareholders and its portfolio as of August 31, 2014:



(1) The Issuer indirectly holds 33.77% of the registered share capital of BGN Brillant Services GmbH (Bigfoot II).

(2) The remaining shares are held by Bambino 53. V V UG, acting as trustee for certain senior management members, and some members of the senior management team directly.

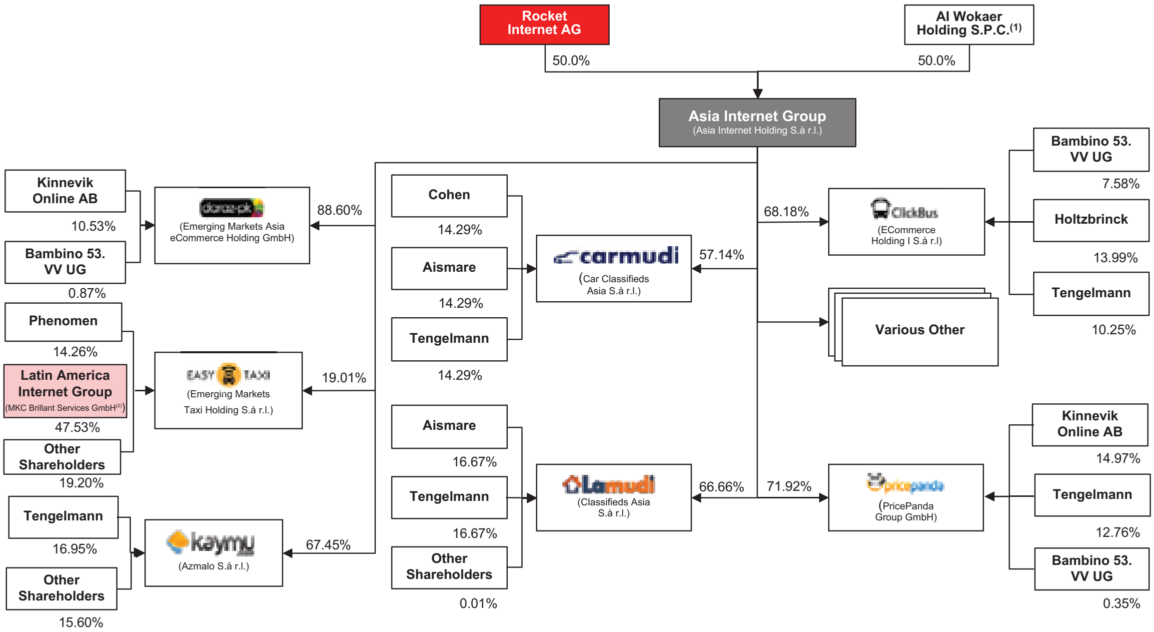
The funds committed by MTN and Millicom in the last financing round will be provided to Africa Internet Group upon the issuance of capital call notices. The first €42 million will be provided only by MTN as a catch-up. Thereafter, MTN will pay up to €12 million and Millicom will pay up to €10 million per capital call. As of the date of this prospectus, a total of €30 million has been paid in.

Pursuant to the terms of Africa Internet Groups' shareholders' agreement, Millicom and MTN are entitled to request from the Issuer to sell and transfer all of the Issuer's shares held in Africa Internet Group to Millicom and MTN, if the Issuer is no longer controlled by one or more of the Samwer brothers. This call option expires on September 16, 2016.

A side agreement among Oliver Samwer, MTN and Millicom extends the exclusivity and non-compete arrangements described above under "—*Shareholders' Agreements*" to Oliver Samwer.

Asia Internet Group

Asia Internet Group groups the Issuer's stakes in a number of our e-commerce and marketplace companies that are active in Southeast Asia. The following chart shows Asia Internet Group's shareholders and its portfolio as of August 31, 2014:

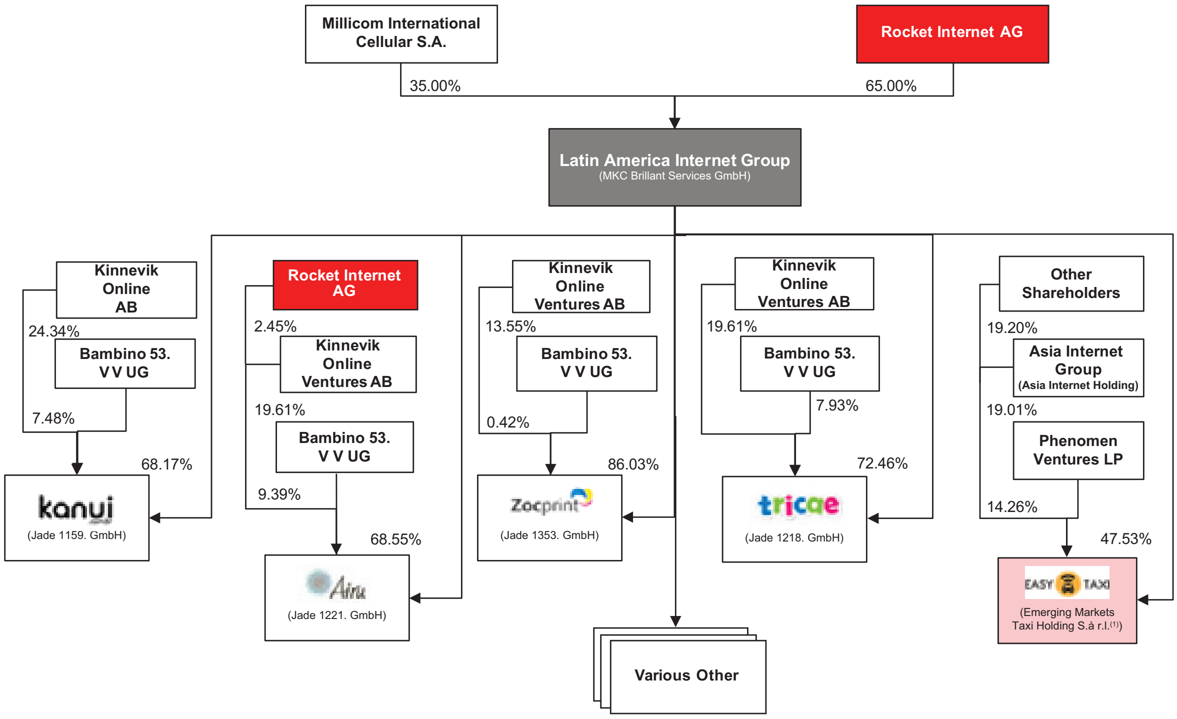


(1) Al Wokaer Holding S.P.C, is a wholly owned subsidiary of Ooredoo Q.S.C.
(2) The Issuer holds 65.00% of the registered share capital of MKC Brillant Services GmbH (LIG).

Al Wokaer Holding S.P.C. committed in the financing round to make a total investment of €180 million. Thereof, a €50 million payment was made in September 2014. The remainder of €130 million is to be paid to Asia Internet Group upon the issuance of capital call notices in an amount of up to €10 million each.

Latin America Internet Group

The following chart shows Latin America Internet Group's shareholders and its portfolio as of August 31, 2014:



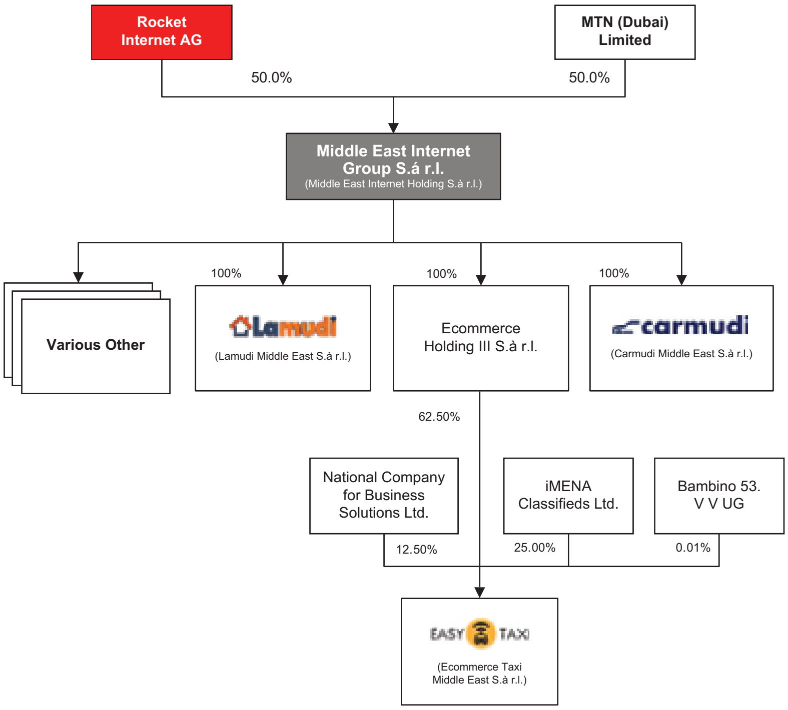
(1) The Issuer indirectly holds 40.40% of the registered share capital of Emerging Markets Taxi Holding S.à r.l.

Pursuant to the terms of the investment agreement, Millicom had the right to exercise a call option by September 14, 2014. It granted Millicom the right to subscribe for another 15% of LIG against payment of €100 million. Millicom did not exercise this option. As this call option was not duly and timely exercised by Millicom, the Issuer may purchase the shares in LIG acquired by Millicom in the first two financing rounds in return for €100 million. The Issuer currently intends to continue its partnership with Millicom and, accordingly, does not intend to exercise this right.

LIG's shareholders' agreement provides for the *pro rata* distribution of all net proceeds from disposals of participations, provided that such proceeds exceed €10 million. If the Issuer transfers more than one-third of its shares in LIG to third parties, LIG's shareholders may sell and transfer along any shares they hold in Latin America Internet Group. If the Issuer exercises its Drag Along Right with regard to shares in LIG, LIG's shareholders that are subject to drag along may exit their positions in any network companies held by LIG at the same time by way of a tag along.

Middle East Internet Holding

The following chart shows Middle East Internet Holding's shareholders and its portfolio as of August 31, 2014:



Out of the total commitment of €60 million, a €40 million payment was made in May 2014. The remaining €20 million shall be paid in based on capital calls. As of the date of this prospectus, a capital call has not been issued. From March 31, 2015, certain net revenue and EBITDA thresholds apply.

A side agreement between Oliver Samwer and MTN (Dubai) Limited extends the exclusivity and non-compete arrangements described above under "—*Shareholders' Agreements*" to Oliver Samwer.

Strategic Participations

As of August 31, 2014, the Issuer's direct and indirect stakes in our strategic participations were valued in the aggregate at €182 million based on the valuation assigned in the contribution agreement dated August 15, 2014 and the latest financing rounds or secondary transactions. Our strategic participations include stakes in legal entities that are well aligned with our focus sectors and geographies.

Other Investments

As of August 31, 2014, the Issuer's direct and indirect stakes in our other investments were valued in the aggregate at €238 million based on the contribution agreements dated August 15, 2014 and the latest financing rounds or secondary transactions.

Cash Requirements and Cash Position

We do not pool our cash and typically keep the cash of our different entities separate. Accordingly, our cash in bank, committed investment inflows or cash facilities is dispersed over a large number of entities.

As of June 30, 2014, on an unconsolidated basis, the Issuer had cash and cash equivalents of €25.8 million. On a consolidated basis, the cash and cash equivalents of the Group amounted to €80.5 million as of the same date. The sum of the cash in bank, committed investment inflows or cash facilities for our intermediate holding companies, regional Internet groups and the holding legal entities of our companies amounted to €1.4 billion as of June 30, 2014. As most of our companies have a negative cash flow from operating activities and a negative cash flow from investing activities, we depend on external capital resources. The following table sets forth the cash requirements of our proven winners. The cash requirements are defined as the sum of the cash outflows from operating activities and cash outflows from investing activities.

	Year ended December 31,	
	2012	**2013**
	(unaudited) (in € million)	
Dafiti	78	59
Lamoda	40	59
Jabong[(1)]	46	54
Zalora	n/a	71
Namshi[(2)]	4	7
Lazada	n/a	41
Linio	13	28
Jumia	n/a	29
Home24	77	29
Westwing	55	39
Hellofresh	n/a	5

(1) Jabong's fiscal year ends on March 31.
(2) Refers to MENA Style Fashion UG (haftungsbeschränkt) & Co. KG (holding company of Namshi's operating entity).

The following tables show the cash positions of our proven winners, emerging stars and regional Internet groups as of June 30, 2014. The numbers reflect cash held with banks, committed investment inflows and cash facilities (including committed but not yet paid-in capital). The numbers exclude subholdings and local operating entities.

Proven Winners	**Cash Position As of June 30, 2014**
	(unaudited) (in € million)
Dafiti	22
Lamoda	48
Jabong	80
Zalora	60
Lazada	175
Linio	71
Namshi[(1)]	13
Jumia[(2)]	0
Hellofresh	27
Home24	54
Westwing	37
Total	**587**

(1) Middle East eCommerce Holding GmbH.
(2) Jumia's cash requirements are also met with cash from the Africa Internet Group.

Emerging Stars	**Cash Position As of June 30, 2014**
	(unaudited) (in € million)
Total	**61**

Cash held with banks, committed investment inflows and cash facilities (including committed but not yet paid-in capital) of our intermediate holding companies and regional Internet groups are mainly used to provide liquidity to underlying companies. These resources are not allocated to specific underlying companies. Cash is deployed to the underlying companies through financing rounds, which means that the share of our intermediate holding companies and regional Internet groups in the relevant underlying companies can increase if outside shareholders do not participate in the financing round.

Intermediate Holding Companies	Cash Position As of June 30, 2014
	(unaudited) (in € million)
Bigfoot I	114
Bigfoot II	52
BigCommerce	35
Total	201

Regional Internet Groups	Cash Position As of June 30, 2014
	(unaudited) (in € million)
Africa Internet Group	273
Latin America Internet Group	36
Asia Internet Group	180
Middle East Internet Group	59
Total	**548**

For more information on the cash management process, see "*Business—The Issuer's Platform—Processes—Scale*".

REGULATORY ENVIRONMENT

Our business activities are subject to various regulatory requirements under EU law, applicable national laws of the European countries, as well as of non-European countries (laws, regulations, administrative rules, judicial and regulatory orders, etc.). These relate especially to intellectual property law, data protection, cybersecurity, consumer protection and product safety.

The following provides a brief overview of selected regulations with a focus on EU regulation that are applicable to our Group's business activities. In terms of the regulatory fields described below, the EU sets high standards in comparison to other jurisdictions in which our Group operates its business. EU regulations (*EU-Verordnungen*) apply directly in all member states of the European Union (the "**EU Member States**"). As a result, our business is subject to these rules in all EU Member States. In contrast, EU directives (*EU-Richtlinien*), while binding EU Member States as to the result to be achieved, need to be implemented into national law. Hence, regarding those standards contained in EU directives that are applicable to our business, national implementing rules can differ slightly from one EU Member State to another. To the extent governed by EU regulations or national laws that are based on EU directives, the regulatory environment in most other EU Member States and the member states of the European Economic Area is similar to the regulatory framework in Germany. The Issuer holds minority shareholdings in various companies, and it therefore may not be able to control compliance of these companies with legal requirements. The regulatory requirements applicable to our business activities are subject to change, as they are continuously adapted at the national, European and international levels.

A potential failure to meet legal requirements might lead to costs and/or sanctions. This may negatively impact the reputation and general business activity, as well as the net assets, financial position and results of operations of our Group.

Trademarks and Internet Domain Names

The registration and protection of trademarks is regulated by international, European and national legislation. At international level, trademark registration and protection is, *inter alia*, governed by the Madrid Agreement Concerning the International Registration of Marks of 14 April 1891 (as last amended on 28 September 1979) (the "**MMA**") the Protocol Relating to the Madrid Agreement Concerning the International Registration of Marks of 27 June 1989 (the "**PMMA**") and the Paris Convention for the Protection of Industrial Property of 20 March 1883 (as last amended on 20 August 1984). At EU level, trademark law is governed by Directive 89/104/EC of the Council of 21 December 1988 on the approximation of the laws of the Member States relating to trademarks and – specifically with regard to the creation of a EU-wide trademark registration and protection regime – by Council Regulation (EC) No 40/94 of 20 December 1993 on the Community Trademark as amended by Council Regulation (EC) No 207/2009 of 26 February 2009 (the "**Community Trademark Regulation**"). In Germany, trademark law is governed by the German Federal Trademark Act (the "**Trademark Act**") (*Markengesetz*).

Trademarks may be registered with the respective national trademark authority, such as the German Patent and Trade Mark Office, as well as with the Office for Harmonization in the Internal Market (the "**OHIM**") for EU-wide registration, and – following either the national or EU-wide registration via the World Intellectual Property Organization in countries which are parties to the MMA or PMMA, for 10-years periods which can be repeatedly renewed. Upon application the OHIM examines whether there are grounds for refusal of protection for the trademark. Grounds for refusal may arise, *inter alia*, from earlier, identical or similar trademarks in one of the EU Member States, as well as in case the trademark is devoid of distinctive character. Further, proprietors of earlier trademarks may oppose against the registration of the applied trademark within three month from the publication of the application on the grounds, *inter alia*, that the applied trademark and the products or services which are sold under it are identical of similar to their trademark and the products of services sold under the earlier trademark. Upon registration of a Community trademark the proprietor is entitled to prevent all third parties from using it in the course of trade without his prior consent. In addition, national trademark laws of the EU Member States such as the Trademark Act stipulate that the proprietor of a Community trademark is entitled to, *inter alia*, compensation for damages arising from unlawful use.

The reservation, transfer and renewal of generic top level Internet domain names (such as ".com" and ".biz") and national top level Internet domain names (such as ".de" and ".at") are administered by the Internet Corporation for Assigned Names and Numbers (ICANN) ("**ICANN**") which is a US-based non-profit organization. The reservation, transfer and renewal of second level Internet domain names (such as "rocket-internet.com" and "rocket-internet.de") are administered by certain registrars which are accredited by ICANN. Internet domain names ending with ".de" are administered by DENIC eG ("**DENIC**"), a Germany-based non-profit organization. Reservations of second level Internet domain names are made by DENIC on a "First come first served"-basis.

However, in case the use of the reserved domain name infringes third parties' trademarks (or name rights), the proprietor of the infringed trademark (or name) has under certain conditions the right to file an injunction against, *inter alia*, any person or entity having reserved or using such Internet domain name. The proprietor may also be entitled to compensation for damages arising from the infringing use of its trademark. Further, specific dispute resolution proceedings are available for certain domain name disputes, namely arising from infringements of trademark (or name rights); e.g. the ICANN Uniform Name Dispute Resolution Policy which applies to disputes concerning abusive reservation and use of a domain name in the generic and certain national top-level domains. In contrary, DENIC refers to the German courts for any disputes arising from the reservation and use of national Internet domain names. German courts allow, *inter alia*, requests for a cancellation but not for a transfer of the disputed domain names. By making a DISPUTE-entry on the disputed domain name with DENIC, however, such domain name is transferred automatically to the claimant upon cancellation.

Accordingly, holders of domain names who are also proprietors of the trademarks corresponding to such domain names are entitled under certain conditions to any rights vis-à-vis third parties to defend their domain names against abusive reservation or use on the grounds of trademark regulation.

Data Protection and Cybersecurity

The collection, processing and other use of personal data is extensively regulated by both European and national legislation. At EU level, data privacy law is primarily governed by Directive 95/46/EC of the European Parliament and of the Council of 24 October 1995 on the protection of individuals with regard to the processing of personal data and on the free movement of such data (the "**Data Protection Directive**") and – specifically with respect to electronic communication – by Directive 2002/58/EC of the European Parliament and of the Council of 12 July 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector (the "**Directive on Privacy and Electronic Communications**"). In Germany, general data privacy law is governed by the German Federal Data Protection Act (the "**Data Protection Act**") (*Bundesdatenschutzgesetz*). In addition, various sector specific statutes set forth specific data privacy rules which apply to certain industries or businesses and prevail over the general rules of the Data Protection Act. E-commerce providers have to comply with the specific requirements provided in the German Telemedia Act (the "**Telemedia Act**") (*Telemediengesetz*) which take into consideration the peculiarities of online communication and may deviate from the general rules of the Data Protection Act. For example, the Telemedia Act on the one hand provides for additional information obligations which go beyond the general requirements of the Data Protection Act. However, on the other hand, the Telemedia Act allows for electronic declarations of consent while the Data Protection Act, in principle, requires the written form. Compared to other European jurisdictions, the German data privacy law is known to be rather strict. For example, the Data Protection Act provides for a detailed regulatory system for commissioned data processing (*Datenverarbeitung im Auftrag*) which has to be implemented in particular in the context of IT outsourcings.

The European legislature is currently considering substantial changes to the EU data protection regime by way of the proposed Regulation of the European Parliament and of the Council on the protection of individuals with regard to the processing of personal data and on the free movement of such data (the "**General Data Protection Regulation**"). The current draft includes, *inter alia*, the replacement of the current national data protection laws by a directly applicable EU regulation and the increase of the maximum level of fines for compliance failures to up to €100 million or 5% per cent of global annual turnover. As a result, the General Data Protection Regulation would, if implemented in its current form, impose a substantially increased risk of fines for non-compliance on all data processing entities. Also, the current draft provides for additional information requirements in the data privacy notice of a website, including a controversially debated two step icon solution pursuant to which the operator of a website has to post certain pop-up icons which correspond to the categories of data processing applied on the website. However, the General Data Protection Regulation is still being negotiated between the European Parliament and the European Commission and it is not currently possible to foresee its precise content and wording. On March 12, 2014, the European Parliament has discussed the General Data Protection Regulation at first reading.

In general, data privacy laws regulate when and how personal data may be collected, for which purposes they may be processed, for how long they may be stored and to whom and how they may be transferred. The transfer of personal data to entities outside the European Economic Area (the "**EEA**") is subject to specific requirements. Further, data privacy laws require organizational measures such as installation of a data protection officer (*Datenschutzbeauftragter*), set forth the rights of data subjects (i.e., the persons to whom the personal data relates (e.g. information rights) and determine the sanctions for infringements. The following items illustrate selected areas of data privacy protection which are of particular relevance in the e-commerce sector:

- E-mail advertising: Subject to certain exceptions, e-mail advertisements (e.g. newsletters, product recommendations or sales announcements) may only be sent to addressees who have given their explicit prior consent. In Germany, the way in which such consent must be obtained is regulated in detail and typically requires a double opt-in procedure. Pursuant to such procedure, data subjects will need to give their consent twice (e.g., once by filling out an online subscription form, a second time by confirming their e-mail address after they subscribe). Also, data subjects must be clearly informed on the scope and consequences of their consent. A declaration of consent may not be hidden in general terms and conditions or merged with other declarations. Consent may be withdrawn at any time without giving a reason. As an exception from the consent requirement, personalized product recommendations may be sent to customers without their explicit prior consent provided, *inter alia*, that such recommendations only relate to goods identical or similar to those previously purchased by the respective customer.

- Web analysis: Web analysis technologies such as cookies or tracking tools (e.g. Google Analytics and Webtrekk) enable the operator of a website to personalize its offers and marketing to better match the customers' interests. Even though most web analysis tools anonymize or pseudomize collected data and do not allow for a subsequent allocation of data to individual data subjects, the use of such tools may still be subject to data privacy laws. For example, the use of cookies is regulated by the Directive on Privacy and Electronic Communications which provides for an opt-in regime pursuant to which the use of cookies requires an informed consent of the website user. While the Directive on Privacy and Electronic Communications has not yet been fully implemented in all EU Member States (e.g. not in Germany), certain governments have already enacted or are considering measures that could significantly restrict the ability of companies to engage in web analysis activities, such as by regulating the level of consumer notice and consent required before a company can employ cookies or other electronic tracking tools.

- Social plugins: Social plugins such as Facebook's "Like"-button help to promote a website through social media and to communicate with fans and followers. The issue whether and how social plugins may be used in compliance with data privacy laws has not yet been decided by law or by court and webshop operators must rely on the recommendations of legal scholars and practitioners. For example, some German data protection authorities recommend the use of a two-click-solution, pursuant to which the website user must first activate the social plugins before being able to actually click on the "Like" or similar buttons. This two-click-solution would ensure that no personal data are collected through social plugins without the consent of the data subject, which consent is given by activating the social plugins with the first click.

E-commerce providers are also subject to general regulations on cybersecurity. For example, pursuant to German data privacy law, entities that collect and process personal data must implement certain technical and organization measures. These measures may include, *inter alia*, physical security against unauthorized access and manipulation (e.g. secure storing and transportation of physical data carriers), password assignment, authorization concepts, logging of subsequent changes of data, separation of data which has been collected for different purposes, reasonable encryption as well as protection against accidental loss, destruction or damage. In addition, according to general corporate laws, incorporated companies must implement appropriate risk management systems that also cover the detection and control of IT-related risks. Further compliance burdens may be introduced by new EU legislation. The European legislator is currently considering a new EU directive on cybersecurity, a draft of which has passed European Parliament in January 2014. If this draft regulation became law in its current form, it would introduce substantial additional duties with respect to risk management and incident reporting. In particular, operators providing so-called "information society services" (e.g. E-commerce platforms) which are subject to the new regime would have to adopt risk management practices for network and information security that are state of the art and ensure a level of security appropriate to the risk at hand, and must report to national authorities incidents having a significant impact on the security of their core services. Within certain limits, the national authority would have the right to inform the public of such incidents. The scope of the directive is still being discussed. In particular, it is not yet decided whether – apart from certain infrastructure operators – e-commerce platforms and social media in general will be subject to the new regime.

Consumer Protection Law

Online retailers who offer their goods and services to consumers must comply with various consumer protection laws. Throughout the EU, consumer protection is extensively regulated on the basis of the following EU directives:

- the Council Directive 93/13/EEC of April 5, 1993 on unfair terms in consumer contracts;

- the Directive 1999/44/EC of the European Parliament and of the Council of May 25, 1999 on certain aspects of the sale of consumer goods and associated guarantees;

- the Directive 2000/31/EC of the European Parliament and of the Council of June 8, 2000 on certain legal aspects of information society services, in particular electronic commerce, in the internal market (Directive on electronic commerce);
- the Directive 2002/58/EC of the European Parliament and of the Council of July 12, 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector (Directive on privacy and electronic communications);
- the Directive 2005/29/EC of the European Parliament and of the Council of May 11, 2005 concerning unfair business-to-consumer commercial practices in the internal market (Unfair Commercial Practices Directive); and
- the Directive 2011/83/EU of the European Parliament and of the Council of October 25, 2011 on consumer rights (the "Directive on Consumer Rights") which replaced the Directive 97/7/EC of the European Parliament and of the Council of May 20, 1997 on the protection of consumers in respect of distance contracts with effect as of June 13, 2014.

The aforementioned EU directives on consumer protection and the national laws which implement or complement these directives impose extensive duties and responsibilities on online retailers, including the following:

- Online purchases constitute "distance contracts" that are subject to specific consumer protection. Pursuant to the Directive on Consumer Rights, with effect from June 13, 2014, consumers have the statutory right to withdraw from a distance contract within 14 days after receipt of goods (or within a period of 12 months and 14 days after receipt of goods if the consumer has not been properly informed about its statutory right of withdrawal). Withdrawal must be exercised by distinct declaration towards the seller (e.g. in writing, per e-mail or phone). If the statutory right of withdrawal is exercised, within 14 days, the customer must return the goods and the seller must reimburse the purchase price including shipping costs (if any) except that the seller must not reimburse the supplementary costs, if the consumer has expressly opted for a type of delivery other than the least expensive type of standard delivery offered by the seller (e.g. express delivery). The customer, on the other hand, has to bear the costs for the return of goods unless the seller has failed to inform the customer accordingly or the seller has expressly agreed to assume these costs. The Directive on Consumer Rights does not regulate who bears the risk for accidental damages or loss in the context of the return of goods when the consumer exercises the right of withdrawal. This matter is subject to the national laws of the EU Member States. Under German law the consumer is only required to pay compensation for a loss of value if the loss of value is due to the consumer handling the relevant product in a way that was not necessary for the examination of the product's quality, its features or its functioning.
- Online retailers must comply with extensive and formalized information requirements. They have to provide their (potential) customers with detailed and accurate information, *inter alia*, on the offered goods, on the way a binding contract can be concluded, on price and payment details, on their return policy, on the statutory right to withdraw from a contract (irrespective of any more beneficial return policy that may be afforded by the online retailers, on their general terms of sale and on statutory warranties). EU directives and national laws set out detailed criteria on when, where and by which means this information has to be provided. Online retailers have to implement these requirements in the design and structure of their online-shops, in their ordering and payment processes and in their delivery systems. Due to changes in legislation, online retailers have to adapt their shop design on an ongoing basis. For example, as a result of the Directive on Consumer Rights, they had to implement a "button solution" pursuant to which a binding purchase can only be completed by clicking on a button that is explicitly labeled "buy now" (or similar) and which can be found in the immediate proximity of a summary of certain key information relating to the purchase. Failure to comply with these information requirements may give rise to civil liability, administrative orders (including injunctive relief) or fines and may in some cases result in an extension of warranty periods or even in the invalidity of the affected customer contracts.

Advertising, including promotional games, newsletters and personalized product recommendations, is heavily regulated, in particular if distributed through e-mail. An advertisement must not be misleading, constitute an unreasonable nuisance or make use of harassment, coercion or undue influence. These criteria leave wide room for interpretation and the assessment of courts and other competent bodies is often hard to foresee.

Product Safety

Retailers who place products on the market in the European Union have to ensure that the products are safe. This is also the purpose of the Directive 2001/95/EC of the European Parliament and of the Council of December 3, 2001 on general product safety (the "**Directive on Product Safety**"), according to which manufacturers must put on the market products which comply with general safety requirements. In addition, they must provide consumers with the necessary information in order to assess a product's inherent threat, particularly when this is not directly obvious and they must take the necessary measures to avoid such threats (e.g. withdraw products from the market, inform customers, recall products which have already been supplied to customers etc.). In this context, it is important to know that under the Directive on Product Safety – just like under most other European and/or national legislation on product safety – an importer (i.e., in most cases also a retailer) of a product that was produced in a country outside of the EU qualifies as the manufacturer of the product. According to the Directive on Product Safety distributors are obliged to supply products that comply with the general safety requirement, to monitor the safety of products on the market and to provide the necessary documents ensuring that the products can be traced. If the manufacturers or the distributors discover that a product is dangerous, they must notify the competent authority and, if necessary, cooperate with them.

In Germany, the Directive on Product Safety has been implemented by the Act on Product Safety (*Gesetz über die Bereitstellung von Produkten auf dem Markt*) of November 8, 2011. Further details are determined in various governmental regulations (*Rechtsverordnungen*) on the safety of specific products/product groups. A violation of the requirements of European and/or national law may be sanctioned with a fine and in severe cases with a criminal sanction.

Moreover, the Act on Food, Feed and Consumer Products (*Lebensmittel-, Bedarfsgegenstände- und Futtermittelgesetzbuch*) as well as the Governmental Regulation on Consumer Products (*Bedarfsgegenständeverordnung*) have to be observed by any retailer when performing its business in Germany. Both acts are primarily aimed at the health protection of the consumers that get into contact with certain products and grant extensive powers to the competent authorities in order to supervise the compliance of the manufacturers and the distributors of products with their legal duties. A violation of the requirements of the Act on Food, Feed and Consumer Products may be sanctioned with a fine and in severe cases with a criminal sanction.

Capital Investments Act

The German Capital Investment Act (*Kapitalanlagegesetzbuch*) was passed on May 16, 2013, by the German Federal Parliament (*Bundestag*) and enacted on July 22, 2013. It replaces the German Investment Act (*Investmentgesetz*) and transposes the European Directive 2011/61/EU on the administration of alternative investment funds. The legislation stipulates that the investment criteria applied to the collected capital must be binding, in writing, and with a scope that goes beyond a generic business strategy in order for a company to qualify as an investment asset pursuant to the Capital Investment Act. The difference between a defined investment strategy and a general business strategy of a company lies in the fact that the investment criteria are precisely specified and the scope of action is limited by the investment requirements and the articles of association.

In June 2013, the BaFin published an interpretative letter specifying the bill's scope. According to this letter, only funds that, amongst others, follow a fixed investment strategy (*festgelegte Anlagestrategie*) opposed to a general business strategy (*Unternehmensstrategie*), will be subject to the new regulation. According to the BaFin, such a fixed investment strategy is characterized by the detailed regulation of the investment criteria and a restriction of the investment discretion in the by-laws, statutes or other binding documentation. Given that the Issuer's and its subsidiaries' statutory purpose leaves the management with wide entrepreneurial discretion and full managerial flexibility, we believe that under this preliminary guidance, neither the Issuer nor any of our companies, intermediate or regional Internet groups qualify as an alternative investment fund.

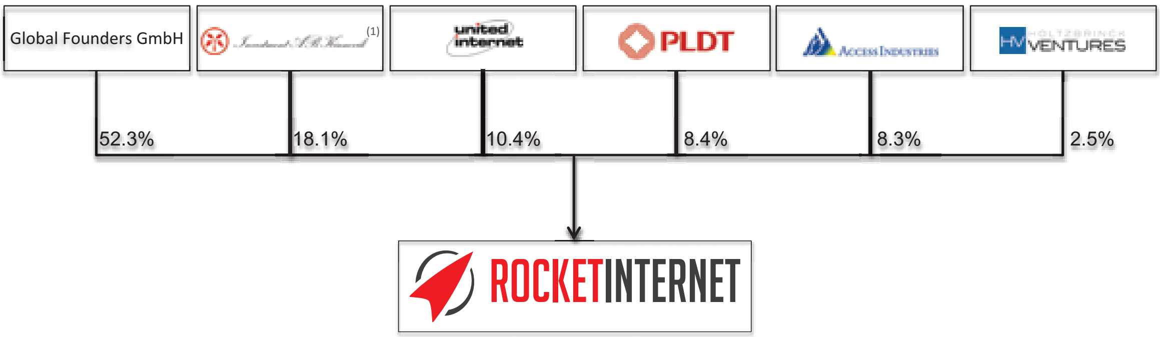
INFORMATION ON EXISTING SHAREHOLDERS

Major Shareholders

The current shareholders of the Issuer that, as of the date of the prospectus, directly or indirectly, have an interest in the Issuer's capital and voting rights exceeding 3%, are:

- Global Founders GmbH, registered with the commercial register of the local court of Munich under HRB 173912, having its registered office at Luisenstr. 14, 80333 Munich, Germany;
- Emesco AB, registered with the Swedish Companies Registration Office (SCRO) under registration no. 556035-3749, having its registered office at Skeppsbron 18, 10313 Stockholm, Sweden;
- United Internet Ventures AG, registered with the local court (*Amtsgericht*) of Montabaur under HRB 23538, having its registered office at Elgendorfer Strasse 57, 56410 Montabaur, Germany;
- PLDT Online Investments PTE. LTD., registered with the Accounting & Corporate Regulatory Authority of Singapore of the Republic of Singapore under registration number 201422660K, having its business address at 545 Orchard Road, #15-08/09, Far East Shopping Centre, Republic of Singapore (238882); and
- AI European Holdings S.à r.l., registered with the Luxembourg Trade and Company Register (*Registre de Commerce et des Sociétés Luxembourg*) under B 168122, having its registered office at 15-17, avenue Gaston Diderich, L-1420 Luxembourg.

The following chart sets forth those entities holding, directly or indirectly, participations in the Issuer:



(1) Verdere S.à r.l. is the largest shareholder of Investment AB Kinnevik in terms of voting rights.

In addition, most of the Issuer's existing shareholders hold equity participations in various companies (see "*Corporate Structure, Financing Rounds and Management*").

Shareholder Structure (Before and After the Offering)

The following table sets forth the principal indirect and direct existing shareholders and one other shareholder of the Issuer immediately prior to the offering, and their expected shareholdings, together with the expected shareholding of the public float, upon completion of the offering.

		Beneficial (indirect) Ownership (in %)		
		immediately prior to the offering	upon completion of the offering	
Indirect Shareholder	**Direct Shareholder**		(assuming placement of all New Shares and no exercise of Greenshoe Option)	(assuming placement of all New Shares and full exercise of Greenshoe Option)
Marc, Oliver and Alexander Samwer	Global Founders GmbH	52.32%[1]	41.06%	39.78%
Verdere S.à r.l.	Emesco AB[2]	18.08%	14.19%	13.75%
United Internet AG	United Internet Ventures AG	10.42%	8.18%	7.92%
Philippine Long Distance Telephone Company	PLDT Online Investments PTE. LTD.	8.40%	6.59%	6.39%
Len Blavatnik	AI European Holdings S.à r.l.	8.26%	6.48%	6.28%
HV Holtzbrinck Ventures Holding GmbH	Holtzbrinck Ventures[3]	2.51%	1.97%	1.91%
Other shareholders/Public free float[4]		–	21.52%	23.98%
Total		**100.00%**	**100.00%**	**100.00%**

(1) This figure includes aggregate shareholdings of 1.36% of the Issuer's share capital which are held by Marc, Oliver and Alexander Samwer through MOAS GmbH & Co. KG, MOAS Nr. 2 GmbH & Co. KG and MOAS Nr. 3 GmbH & Co. KG.
This figure does not include a shareholding of 0.53% of the Issuer's share capital which is held by GFG through Juwel 218. V V UG (haftungsbeschränkt) ("**Juwel**"). HV Holtzbrinck Ventures Fund IV LP and Holtzbrinck Ventures NM GmbH & Co. KG have a sub-participation in Juwel which allows them to request from Juwel the transfer of all shares held by Juwel in the Issuer after completion of the offering.

(2) Emesco is a subsidiary of Investment AB Kinnevik. Verdere S.à r.l. is the largest shareholder of Investment AB Kinnevik in terms of voting rights.

(3) "Holtzbrinck Ventures" encompasses HV Holtzbrinck Ventures Fund IV LP, Holtzbrinck Ventures NM GmbH & Co. KG and HV Holtzbrinck Ventures Fund V GmbH & Co. KG. Further, HV Holtzbrinck Ventures Fund IV LP and Holtzbrinck Ventures NM GmbH & Co. KG have the right to request from Juwel the transfer of all shares held in the Issuer after completion of the offering (see also footnote (1) above). The shares in the Issuer held by Juwel are included in Holtzbrinck's ownership.

(4) Other shareholders/Public free float refer to shareholdings with less than three percent in the Issuer before and after the start of trading in the Issuer's shares.

The Issuer is directly controlled by GFG.

Controlling Interest

GFG owns more than 30% of the voting rights in the Issuer. In addition, the existing shareholders have entered into a voting agreement (the "**Voting Agreement**") that entered into effect on August 15, 2014, pursuant to which they have agreed to uniformly exercise their voting rights in the Issuer's general shareholders' meeting with regard to the composition of the Supervisory Board. Furthermore, under the Voting Agreement each existing shareholder shall, if any other existing shareholder votes against an action or resolution at general meetings, by the Management Board or by the Supervisory Board, take reasonable action that such matter is not passed and instruct its nominated member to not vote in favor of such matter, provided that such matter (i) would change the rules of procedure of either the Management Board or the Supervisory Board or (ii) would negatively affect any existing shareholder unilaterally compared to any other shareholder in the Issuer, including any person (individually or jointly with any other person) controlling, controlled by or under common control with such party or such other shareholder.

The Voting Agreement automatically terminates upon the earlier of (i) 48 months after the closing of this offering; (ii) the date on which either Emesco or GFG holds (directly and indirectly) less than 10% of the shares in the Issuer; (iii) the date on which the aggregate ownership in GFG of Messrs. Oliver, Marc and Alexander Samwer is 50% or less; or (iv) the date on which the (direct or indirect) ownership of Investment AB Kinnevik in Emesco is 50% or less.

Following completion of the offering and assuming full placement of the Offer Shares, issuance of all New Shares and full exercise of the Greenshoe Option (see "*The Offering—Stabilization Measures, Over Allotments and Greenshoe Option*"), GFG will continue to hold approximately 39.78%, and all existing shareholders together will continue to hold at least approximately 76.02%, of the Issuer's share capital. As a result, GFG will alone and, for the duration of the Voting Agreement, together with the other existing shareholders continue to hold a controlling interest in the Issuer.

GENERAL INFORMATION ON THE ISSUER AND THE GROUP

The Issuer was formed as a limited liability company (*Gesellschaft mit beschränkter Haftung*) under German law by memorandum of association dated May 30, 2007. Its legal name was "Rocket Internet GmbH" with its registered office in Munich, Germany, registered under the docket number HRB 168254 with the commercial register at the local court (*Amtsgericht*) of Munich, Germany. The Issuer moved its headquarters to Berlin by decision of its shareholders dated July 5, 2007, and was registered with the commercial register at the local court (*Amtsgericht*) of Charlottenburg, Berlin, Germany (the "**Commercial Register**") under the docket number HRB 109262 on September 4, 2007.

On June 23, 2014, the general shareholders' meeting approved a resolution to change the Issuer's legal form to a stock corporation (*Aktiengesellschaft*) organized under German law and its legal name to "Rocket Internet AG". The change in legal form and name was registered with the Commercial Register on July 1, 2014 under docket number HRB 159634 B. All these changes were effected in accordance with the applicable provisions of the German Reorganization and Transformation Act (*Umwandlungsgesetz*). The Issuer is the Group's parent company; the Group primarily operates under the commercial name "Rocket Internet". The Issuer's fiscal year is the calendar year. We currently expect that the extraordinary shareholders' meeting to be held on September 30, 2014 will approve a resolution to change the Issuer's legal form to a European company (*Societas Europaea – SE*) governed by German and European law and its legal name to "Rocket Internet SE". The change in legal form and name is expected to be registered in late 2014.

The Issuer's registered office is at Johannisstraße 20, 10117 Berlin, Germany (tel.: +49 (0) 30 300 13 18-00).

History and Development

The Issuer

For information on the history of the Issuer, see "*Business—Origins*".

Duration of the Issuer and Corporate Purpose

The Issuer was established for an unlimited period of time.

Pursuant to Section 2 of the Articles of Association, the Issuer's corporate purpose is the direct or indirect management of its own assets, in particular the formation of a new companies or the acquisition of existing companies, the development and implementation of new business concepts, the acquisition, management and disposal of interests in other companies and entities in Germany or abroad, as well as the provision of services and consulting services, particularly with a focus on different sectors such as the Internet, online services, e-commerce, telecommunications, media, new media, technologies, software, IT services, marketing, sales, recruiting, financing, programming, project management, as well as start-up companies and growth companies.

The Issuer is authorized to undertake all business activities connected directly or indirectly with or serving the purpose of the Issuer. The Issuer may acquire interests in other companies or enterprises with the same or similar corporate purpose, represent these companies or enterprises, or invest in such companies or enterprises. The Issuer may establish branch offices.

Group Structure

The Issuer is the parent company of the Group. The Issuer's business is primarily conducted by the relevant companies. As of June 30, 2014,

1) the Issuer's network of companies included 71 companies. These can be spilt down as follows:
    - 11 proven winners,
    - 9 emerging stars,
    - 5 concepts,
    - 29 companies held by the 4 regional Internet groups (excluding 1 proven winner, Jumia, to avoid double counting),
    - 8 companies in the category strategic participations and
    - 9 companies in the category other investments.

After June 30, 2014, 53 additional Internet companies that belonged to the Global Founders Capital Fund portfolio and were contributed to the Issuer; 17 of these were included in the category strategic participations and 36 were included in the category other investments.

2) the Group consisted of 150 fully consolidated companies. The Group's consolidated financial statements include regional internet groups and all other material companies whose financial and business policy can be controlled by the Issuer, either directly or indirectly, as well as the equity interests of the Group in the intermediate holding companies, regional internet groups and other companies whose financial and business policy can be influenced by the Group to a significant extent.

3) the Issuer (Rocket Internet AG) held direct stakes in 135 legal entities.

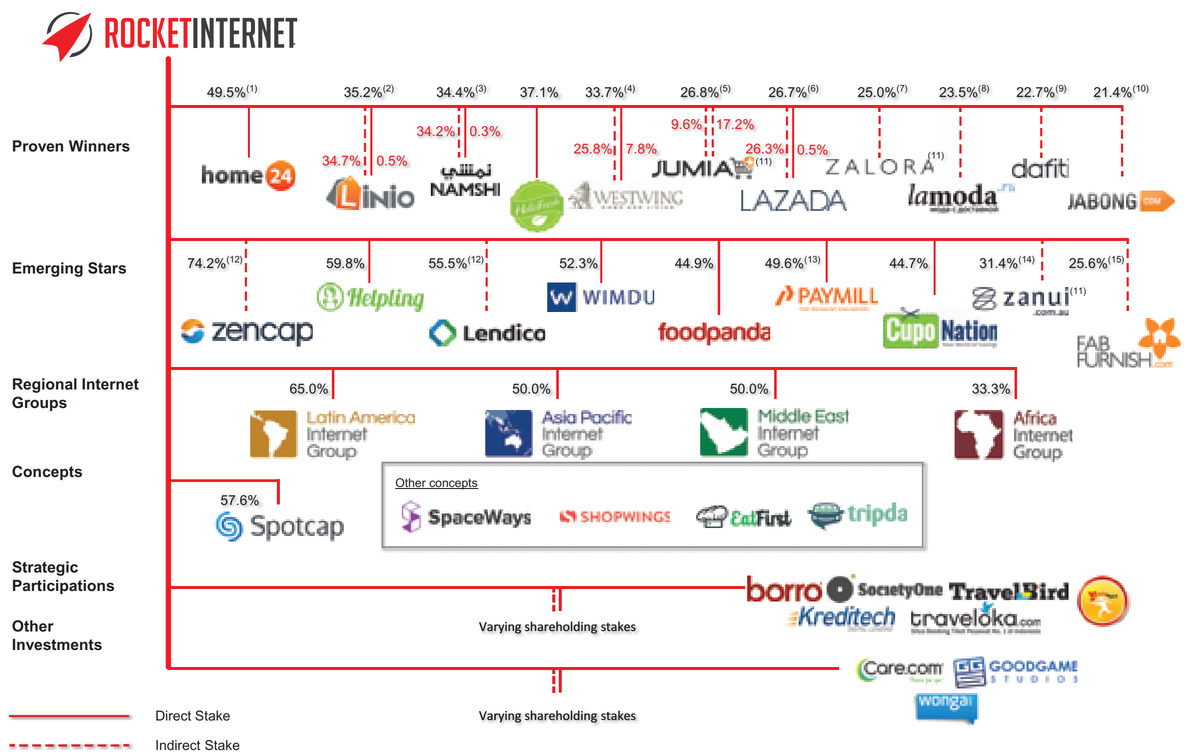
As of the date of this prospectus, the Issuer (Rocket Internet AG) held direct stakes in 138 legal entities.

The number of fully consolidated companies presented in 2) is higher than the number of direct participations presented in 3), as the number in 3) includes only directly held legal entities, while the number in 2) does not include all directly held participations, but includes also fully consolidated legal entities that are indirectly held.

The numbers shown in 2) and 3) relate to legal entities, while the numbers shown in 1) relate to businesses, which typically consist of more than one legal entity. Accordingly, the numbers shown in 2) and 3) are substantially higher than the numbers shown in 1).

The businesses shown in 1) are not necessarily included in the numbers in 2) and 3), as these businesses are neither necessarily fully consolidated nor necessarily directly held by the Issuer.

The following diagram sets forth a summary (in simplified form) of the Issuer's significant participations as of the date of this prospectus taking into account the relevant direct and indirect beneficial interests (*durchgerechneter Beteiligungsanteil*). The shareholdings presented also include shareholdings of affiliated companies pursuant to Sections 15 et seq. German Stock Corporation Act (*Aktiengesetz*).



(Source: Issuer information)

(1) As of the date of this prospectus, an affiliate of Holtzbrinck holds shares in Home24. It has been agreed between Holtzbrinck and the Issuer that its shares in Home24 will be transferred to the Issuer. The execution will, however, only be effected once the requisite shareholder approvals at Home24 will have been obtained.

(2) Linio is held through BigCommerce and directly (0.5%). The Issuer holds a direct stake of 51.6% in BigCommerce. BigCommerce in turn holds a stake of 67.3% in Linio.

(3) Namshi (Middle East eCommerce Holding) is held through Bigfoot I, BigCommerce, Rocket Middle East GmbH and directly (0.3%). The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 40.8% in Namshi. The Issuer holds a direct stake

of 51.6% in BigCommerce. BigCommerce in turn holds a stake of 36.4% in Namshi. Through the Holtzbrinck transfer of shares in BigCommerce, which will be executed once a restructuring of BigCommerce/Namshi has been effected, the Issuer will hold an additional indirect stake of 1.8% in Namshi. The Issuer holds a direct stake of 100% in Rocket Middle East GmbH. Rocket Middle East GmbH in turn holds a stake of 1.7% in Namshi.

(4) Westwing is held through Westwing SPV and directly (7.8%). The Issuer holds a direct stake of 92.0% in Westwing SPV. Westwing SPV in turn holds a stake of 28.1% in Westwing.

(5) Jumia is held through Bigfoot II and Africa Internet Group. The Issuer holds a direct stake of 33.8% in Bigfoot II. Bigfoot II in turn holds a stake of 28.5% in Jumia. The Issuer holds a direct stake of 33.3% in Africa Internet Group. Africa Internet Group in turn holds a stake of 51.5% in Jumia.

(6) Lazada is held through BigCommerce and directly (0.5%). The Issuer holds a direct stake of 51.6% in BigCommerce. BigCommerce in turn holds a stake of 50.9% in Lazada.

(7) Zalora is held through Bigfoot II. The Issuer holds a direct stake of 33.8% in Bigfoot II. Bigfoot II in turn holds a stake of 74.0% in Zalora. On August 27, 2014, Bigfoot II provided additional cash to Zalora in return for additional shares in Zalora, resulting in an increase of the stake of the Issuer to 25.5%.

(8) Lamoda is held through Bigfoot I. The Issuer holds a direct stake of 29.2%.in Bigfoot I Bigfoot I in turn holds a stake of 80.3% in Lamoda.

(9) Dafiti is held through Bigfoot I. The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 77.7% in Dafiti.

(10) Jabong is held through Bigfoot I. The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 73.2% in Jabong.

(11) The Issuer currently holds 2,069 shares in Bigfoot II (2.1% of Bigfoot II's share capital) that are subject to call options granted to business angels that have not yet been exercised.

(12) Zencap and Lendico through Global Fintech Holding S.à r.l. The Issuer holds a direct stake of 100% in Global Fintech Holding S.à r.l. Global Fintech Holding S.à r.l. in turn holds stakes of 74.2% in Zencap and 55.5% in Lendico.

(13) Ownership of 49.6%, but up to 1,692 shares currently held by the Issuer are subject to call options granted to certain founders by the Issuer that have not yet been exercised.

(14) Zanui is held through Bigfoot II. The Issuer holds a direct stake of 33.8% in Bigfoot II. Bigfoot II in turn holds a stake of 93.0% in Zanui.

(15) FabFurnish is held through Bigfoot I. The Issuer holds a direct stake of 29.2% in Bigfoot I. Bigfoot I in turn holds a stake of 87.7% in FabFurnish.

Subsidiaries

As of December 31, 2013, the Issuer had 114 subsidiaries that were fully consolidated in its financial statements. These included no legal entity that was part of a proven winner, four legal entities that were part of the emerging star "Lendico" and 62 legal entities that were part of the four regional internet groups. 195 subsidiaries were not fully consolidated due to their minor importance. Further, the Issuer held stakes in about 130 dormant companies. The book value of none these legal entities is significant on an individual basis and none of these entities contributed more than 10% to the Group's consolidated net income for the year ended December 31, 2013. For more information, see also F-28 et seq.

Corporate Governance of the Network

We steer the corporate governance of the companies in our network based on three models: investor approval model, board like model and joint-venture like model. Under all models, the managing directors of the relevant company manage the company subject to a catalogue of approval measures. For more information, see "*Corporate Structure and Financing Rounds and Cash Management—Investment Agreements and Shareholders' Agreements*". The models differ with respect to the supervisory competences. Under the investor approval model, a defined catalogue of management measures is subject to prior approval of a certain majority of investors of the company. Under this model, any existing supervisory board has the primary function of advising the company's management. Under the board like model, a defined catalogue of management measures is subject to the approval of the company's supervisory board by way of majority vote. The members of the supervisory board are nominated by certain of the shareholders of the company. Under the joint venture like model, the supervision is subject to joint decisions by the shareholders or the advisory board members, as the case may be. An escalation mechanism is intended to resolve deadlock situations.

Statutory Auditors

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin office, Friedrichstraße 140, 10117 Berlin, Germany, was appointed as the statutory auditor of the Issuer's consolidated financial statements for the fiscal year 2013. E&Y audited the Issuer's consolidated financial statements prepared in accordance with German GAAP as of and for the year ended December 31, 2013 and issued an unqualified auditor's report (*uneingeschränkter Bestätigungsvermerk*). The change in auditor was driven by the fact that many of the Issuer's now fully consolidated subsidiaries had already engaged other audit firms of the Ernst & Young network. The Issuer believed that appointing Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft as its auditor for the first time preparation of the consolidated financial statements would accelerate and simplify the auditing process as

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft was already familiar with the complexity of the group structure and had already access to and experience with the accounting records of many of the fully consolidated subsidiaries.

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Lise-Meitner-Straße 1, 10589 Berlin, Germany, has audited the Issuer's unconsolidated annual financial statements prepared in accordance with German GAAP as of and for the year ended December 31, 2013, December 31, 2012 and December 31, 2011 and the Issuer's additional unconsolidated information, consisting in each case of a statement of changes in equity and a cash flow statement, prepared in accordance with German GAAP as of and for the year ended December 31, 2012 and December 31, 2011. In each case, PwC issued an unqualified auditor's report (*uneingeschränkter Bestätigungsvermerk*).

E&Y and PwC are both members of the German Chamber of Public Accountants (*deutsche Wirtschaftsprüferkammer*).

The unaudited condensed interim consolidated financial statements of the Group as of and for the six months ended June 30, 2014 have not been audited or reviewed.

Notifications, Paying Agent

In accordance with Section 3 para. 1 of the Articles of Association, the Issuer's notifications are published in the German Federal Gazette (*Bundesanzeiger*).

In accordance with the German Securities Prospectus Act, notifications in connection with the approval of this prospectus or any supplements thereto will be published in the manner of publication provided for in this prospectus, that is, through publication on the Issuer's website, www.rocket-internet.de, and the provision of printed copies at the Issuer's office at Johannisstraße 20, 10117 Berlin, Germany (tel. +49 (0) 30 300 13 18-00).

The paying agent is Deutsche Bank Aktiengesellschaft. The mailing address of the paying agent is Taunusanlage 12, 60325 Frankfurt am Main.

DESCRIPTION OF SHARE CAPITAL OF ROCKET INTERNET AG AND APPLICABLE REGULATIONS

Current Share Capital; Shares

The Issuer's share capital currently amounts to €120,102,255.00. It is divided into 120,102,255 bearer shares with no par value (*Stückaktien*), each such share with a notional value of €1.00. The share capital has been fully paid in. The shares were created pursuant to German law.

Development of the Share Capital since the Issuer's Foundation

The Issuer's share capital has developed as follows:

As of June 4, 2007, the Issuer, which was first registered with the Commercial Register at the local court (*Amtsgericht*) of Munich, Germany, at that time in the legal form of a limited liability company (*Gesellschaft mit beschränkter Haftung*), had a share capital of €25,000.00. By resolution of the shareholders' meeting of the Issuer held on February 3, 2010, the Issuer's share capital was increased by €3,301.00, from €25,000.00 to €28,301.00. The capital increase was registered with the Commercial Register on February 11, 2010. On March 27, 2012, the directors of the Issuer resolved to increase the Issuer's share capital from authorized capital, which had been created by a resolution of the shareholders' meeting on February 3, 2010 (Authorized Capital 2010/I), by €5,032.00, from €28,301.00 to €33,333.00. On the same day the shareholders' meeting further resolved to increase the Issuer's share capital by €66,667.00, from €33,333.00 to €100,000.00. The capital increases were registered with the Commercial Register on April 13, 2012. By resolutions of the shareholders' meeting of the Issuer held on April 11, 2012, April 12, 2012 and April 16, 2012, the Issuer's share capital was increased against contributions by an aggregate of €3,386.00, from €100,000.00 to €103,386.00. The capital increase was registered with the Commercial Register on November 6, 2012. By resolution of the shareholders' meeting of the Issuer held on July 8, 2013, the Issuer's share capital was increased by €6,414.00, from €103,386.00 to €109,800.00. The capital increase was registered with the Commercial Register on July 18, 2013. By resolution of the shareholders' meeting of the Issuer held on February 4, 2014, the Issuer's share capital was increased by €546.00, from €109,800.00 to €110,346.00. The capital increase was registered with the Commercial Register on April 28, 2014.

The extraordinary shareholders' meeting of the Issuer held on August 22, 2014 resolved, among other things, on the following sequence of capital and capital related measures:

- First, the extraordinary shareholders' meeting resolved to increase the Issuer's share capital from its own resources (*Kapitalerhöhung aus Gesellschaftsmitteln*) from €110,346.00, by €33,152.00 to €143,498.00.
- Second, it resolved to re-divide the Issuer's share capital by replacing each no par value share with a notional value of €2.00 by two new no par value bearer shares with a notional value of €1.00, resulting in 143,498 no par value bearer shares with a notional value of €1.00.
- Third, the extraordinary shareholders' meeting resolved to increase the Issuer's share capital by €15,944.00, from €143,498.00 to €159,442.00 while admitting PLDT Online Investments PTE. LTD. to subscribe for all newly issued shares.
- Fourth, the extraordinary shareholders' meeting resolved to increase the Issuer's share capital by €25,527.00, from €159,442.00 to €184,969.00 while admitting (i) United Internet to subscribe for 16,193 newly issued shares, (ii) GFG and Global Founders Capital Fund to subscribe for an aggregate of 8,132 newly issued shares, (iii) European Founders Fund GmbH & Co. Beteiligungs KG Nr. 2 and European Founders Fund GmbH & Co. Beteiligungs KG Nr. 3, both Munich, Germany, to subscribe for 637 and 365 newly issued shares, respectively, and (iv) MOAS GmbH & Co. KG, MOAS Nr. 2 GmbH & Co. KG and MOAS Nr. 3 GmbH & Co. KG, all Munich, Germany, to subscribe for an aggregate of 200 newly issued shares.
- Fifth, the extraordinary shareholders' meeting resolved to increase the Issuer's share capital by €4,766.00, from €184,969.00 to €189,735.00 while admitting HV Holtzbrinck Ventures Fund IV L.P., Holtzbrinck Ventures NM GmbH & Co. KG, Juwel 218. V V UG and HV Holtzbrinck Ventures Fund V GmbH & Co. KG, all Munich, Germany, to subscribe for these new shares.
- Sixth, the extraordinary shareholders' meeting resolved to increase the Issuer's share capital from its own resources (*Kapitalerhöhung aus Gesellschaftsmitteln*) by €119,912,520.00 from €189,735.00 to €120,102,255.00.

The capital increases and the re-division of the share capital were registered with the Commercial Register on September 1, 2014. The extraordinary shareholders' meeting of the Issuer held on August 22, 2014 also resolved to convert the then existing registered shares into bearer shares and to change the Articles of Association of the Issuer accordingly. The conversion took effect as of September 1, 2014.

By resolution of the Issuer's Management Board, expected to be passed on or about October 6, 2014 and to be approved by a committee of the Issuer's Supervisory Board on the same day, the Issuer's share capital is expected to be increased against contribution in cash by up to €32,941,177 from €120,102,255.00 to up to €153,043,432 out of the Issuer's authorized capital, i.e. the Authorized Capital 2014, for the purpose of creating the New Shares that are the subject of the offering described in this prospectus. It is anticipated that the implementation of this capital increase will be registered with the Commercial Register on October 8, 2014. If the Greenshoe Option is exercised, the Issuer will issue up to 4,941,176 additional ordinary bearer shares with no-par value (*Stückaktien*) from its Authorized Capital 2014.

Authorization to Issue Convertible Bonds and Other Instruments

The Management Board is authorized, with the approval of the Supervisory Board, to issue until September 7, 2019, on once or repeatedly, bonds with warrants, convertible bonds, profit participation rights, and/or participating bonds (or combinations of these instruments) (collectively referred to as "**Bonds**") having a total par value of up to €960,000,000.00 and to grant the holders or creditors (collectively referred to as "**Holders**") option or conversion rights to shares of the Issuer up to a maximum of 48,040,902 shares and with a maximum proportion of the share capital of €48,040,902.00 in accordance with the terms and conditions of the Bonds. The authorization to issue Bonds sets out certain parameters which include the following:

The Bonds can carry fixed or variable interest whereby the interest may depend partially or completely on the amount of the Issuer's dividend. The Bonds may also be mandatorily convertible at the end of the term or earlier or provide for the right of the Issuer to grant the Holders of Bonds shares of the Issuer in lieu of repayment of the Bonds. In the event of an option being exercised or of a conversion, and in the event of fulfillment of option or conversion obligations, the Issuer may at its discretion either grant new shares from conditional capital, or existing Issuer shares, or shares of another listed company. The terms and conditions of the bonds may also provide for the right of the Issuer not to grant shares, but rather to pay the equivalent value in cash. The option or conversion price for a share amounts to – with the exception of the cases in which an option or conversion obligation is provided for – (i) at least 80% of the volume-weighted average closing price of the share of the Issuer in the Xetra trading system (or a comparable subsequent system) of Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) on the last ten trading days before the date on which the resolution on the issue of the Bonds is adopted by the Management Board, or (ii) in the event of subscription rights being granted, at least 80% of the volume-weighted average closing price of the Company share in the Xetra trading system (or a subsequent system) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) in the period from the start of the subscription period up to and including the day before notification is given of the definitive terms and conditions of the Bonds pursuant to Section 186 para. 2 German Stock Corporation Act (*Aktiengesetz*).

The terms and conditions of the Bonds may also provide for certain anti-dilution mechanisms pursuant to which the option or conversion rights and obligations may – notwithstanding any applicable law – be adjusted to retain value, if during the term of the Bonds the financial value of the existing option or conversion rights and obligations is diluted and no subscription rights are granted as compensation. The terms and conditions of the Bonds may also provide for a cash compensation instead. Shareholders have, in principle, subscription rights to the Bonds. The Bonds may also be acquired by one or several banks, pursuant to Section 186 para. 5 sentence 1 German Stock Corporation Act (*Aktiengesetz*), subject to the obligation to offer them to shareholders for subscription. If the Bonds are issued by a company in which the Issuer holds a direct or indirect majority participation, the Issuer ensures that shareholders of the Issuer are granted subscription rights.

The management board may with the consent of the Supervisory Board exclude subscription rights to the Bonds in certain cases and under certain conditions, including (i) if the Bonds are issued for cash payment, provided that the issue price is not significantly lower than the theoretical market price in accordance with recognized financial methods and that the Bonds carry option or conversion rights and/or option or conversion obligations to shares with a proportionate amount of the share capital which must not exceed 10% of the Issuer's share capital at the time said authorization comes to effect or – in case such amount is lower – the authorization is exercised, (ii) if the Bonds are issued against contributions in kind, provided that the value of the contribution in kind is proportionate to the market value of the Bonds (as calculated pursuant to the preceding letter (i)), (iii) for fractional amounts, or (iv) if the Bonds are issued to grant Holders of previous issued Bonds subscription rights to the extent they would have been entitled to as shareholders after exercising option or conversion rights or after fulfilling option or conversion obligations.

To the extent that profit participation rights or participating bonds are issued that do not carry option or conversion rights and/or option or conversion obligations, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude subscription rights of shareholders overall if these profit participation rights or participating bonds are structured in the same way as bonds, i.e., do not constitute any membership rights in the Issuer, do not grant any participation in liquidation proceeds and the amount of interest is not calculated on the basis of the amount of net income, unappropriated net income, or the dividend. In this case, the interest and the issue price of the profit participation rights or participating bonds shall also correspond to comparable borrowings under current market conditions on the issue date. The Management Board is authorized, with the approval of the Supervisory Board, to stipulate further particulars and terms of the Bonds in accordance with the parameters of the authorization.

Authorized Capital

Pursuant to Section 4 para. 6 of the Articles of Association together with Section 202 of the German Stock Corporation Act (Aktiengesetz) and – after the transformation into an European company (SE) – Article 9 para. 1 lit. c(ii) of the SE-Regulation, the Management Board is authorized to increase the registered capital of the Issuer until August 21, 2019, with the consent of the Supervisory Board once or repeatedly, by up to a total of €60,051,127.00 by the issuance of up to 60,051,127 new Issuer's shares with no-par value against contributions in cash (the "**Authorized Capital 2014**"). In principle, the shareholders are to be offered subscription rights. The new Issuer's shares may be taken over by one or more bank with the obligation to offer them to the shareholders ("indirect subscription right"). The Management Board, however, is authorized to exclude the subscription right of the shareholders with the consent of the Supervisory Board for one or more capital increases in the context of the Authorized Capital 2014, (i) if the utilization of the Authorized Capital 2014 occurs in order to place the new Issuer's shares by a public offer in Germany and in the Grand Duchy of Luxembourg at a German stock exchange and by way of a private placement in other jurisdictions outside Germany and the Grand Duchy of Luxembourg at a sale price to be determined by the Management Board which requires the consent of the Supervisory Board or of a committee formed by the Supervisory Board, in each case associated with the implementation of the trade of the Issuer's shares at a German stock exchange (including the inclusion in the Open Market or admission to trading in a regulated market); and/or (ii) if the utilization of the Authorized Capital 2014 occurs in order to fulfill a Greenshoe Option agreed on with the issuing banks in the context of an initial public offering of the Issuer; the issue price thereby is required to correspond with the offer price of the Issuer's shares during the initial public offering. Further, the Management Board is authorized to exclude the subscription right of the shareholders with the consent of the Supervisory Board for one or more capital increases in the context of the Authorized Capital 2014 (i) in order to exclude fractional amounts from the subscription right; (ii) in the event of a capital increase against cash contributions, provided that the issue price of the new Issuer's shares is not significantly below the prevailing stock exchange price of the Issuer's listed shares at the time of the final determination of the issue price. However, this authorization shall be subject to the proviso that the aggregate value of the Issuer's shares sold to the exclusion of shareholders' subscription rights, in accordance with Section 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), shall not exceed 10% of the registered share capital at the time said authorization comes to effect or – in case such amount is lower – is exercised. Any shares of the Issuer's that are issued or sold during the term and prior to the exercising of such authorization in direct or analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), shall count towards the above thresholds of ten per cent (10%) of the registered share capital, and (iii) in the event of capital increases against contributions in kind. The new Issuer's shares shall bear the right to participate in the profits of the Issuer from the first day of the year in which they have been issued. The Management Board is authorized to determine any further details of the capital increase and its implementation, subject to the Supervisory Board's approval. The Authorized Capital 2014 will be used to issue up to 4,941,177 New Shares to be placed in the Offering (see "*The Offering—Subject Matter of the Offering*" and "*General Information—Purpose of this Prospectus*"). It is anticipated that this capital measure will be registered with the Commercial Register on October 8, 2014.

Conditional Capital

As of the date of this prospectus, the Issuer has the following three conditional capitals:

Conditional Capital 2014/I

Pursuant to Section 4 para. 3 of the Articles of Association, the Issuer's share capital is conditionally increased by up to €4,541,712.00 by issuance of up to 4,541,712 new no par value bearer shares (the "**Conditional Capital 2014/I**"). The Conditional Capital 2014/I may only be used to fulfill the subscription rights which have been granted to the member of the Management Board of the Company, Mr. Oliver Samwer, in connection with the Stock Option Program 2014/I in accordance with the resolution of the extraordinary shareholders' meeting on September 8, 2014 (see "*Description of the Governing Bodies of Rocket Internet AG—Share Participation Plan and Employee Offering*"). The conditional capital increase will only be implemented to the extent that such subscription rights have been or will be issued in accordance with the Stock Option Program 2014/I as resolved by the extraordinary shareholders' meeting on September 8, 2014, the holder of the subscription rights exercises his rights and the Issuer does not deliver treasury shares to satisfy the subscription rights, whereas the Supervisory Board is exclusively competent regarding the granting and settlement of subscription rights to the member of Management Board. The new no par value bearer shares shall participate in the profits from the beginning of the financial year in which they are issued.

Conditional Capital 2014/II

Pursuant to Section 4 para. 4 of the Articles of Association, the Issuer's share capital is conditionally increased by up to €6,005,113.00 by issuance of up to 6,005,113 new no par value bearer shares (the "**Conditional Capital 2014/II**"). The Conditional Capital 2014/II may only be used to fulfill the subscription rights which have been granted to members of the Management Board (except for Mr. Oliver Samwer) and employees of the Issuer as well as members of the management and employees of companies affiliated with the Issuer in the meaning of §§ 15 et seq. Stock Corporation Act (Aktiengesetz) in connection with the Stock Option Program 2014/II in accordance with the resolution of the Issuer's extraordinary shareholders' meeting on September 8, 2014 (see "*Description of the Governing Bodies of Rocket Internet AG—Share Participation Plan and Employee Offering*"). The conditional capital increase will only be implemented to the extent that subscription rights have been or will be issued in accordance with the Stock Option Program 2014/II, as resolved by the extraordinary shareholders' meeting on September 8, 2014, the holders of the subscription rights exercise their rights and the Issuer does not deliver treasury shares to satisfy the subscription rights, whereas the Supervisory Board is exclusively competent regarding the granting and settlement of subscription rights to the members of Management Board. The new no par value bearer shares shall participate in the profits from the beginning of the financial year in which they are issued.

Conditional Capital 2014/III

Pursuant to Section 4 para. 5 of the Articles of Association, the Issuer's share capital is conditionally increased by up to €48,040,902.00 by issuance of up to 48,040,902 new no par value bearer shares (the "**Conditional Capital 2014/III**"). The conditional capital increase may only be used to grant shares when options or conversion rights are exercised or option or conversion obligations are fulfilled vis-à-vis the Holders of Bonds issued on the basis of the authorization resolution of the extraordinary shareholders' meeting of September 8, 2014 (see "*—Authorization to Issue Convertible Bonds and Other Instruments*"). The new shares will be issued at the option and conversion price to be stipulated in each instance in accordance with the aforementioned authorization. The conditional capital increase shall only be implemented to the extent to which the Holders of Bonds that are issued or guaranteed by the Issuer or companies, in which the Issuer direct or indirect holds a majority participation (majority of voting rights and share capital), up until September 7, 2019, on the basis of the authorization resolution of the extraordinary shareholders' meeting of September 8, 2014 (see ("*—Authorization to Issue Convertible Bonds and Other Instruments*"), make use of their option or conversion rights or fulfill the option or conversion obligations arising out of such Bonds, and insofar as other forms of fulfillment are not used. The newly issued shares as a result of the exercising of option or conversion rights or the fulfillment of option or conversion obligations shall participate in the profits, starting at the beginning of the financial year in which they are issued. The Management Board is authorized, with the approval of the Supervisory Board, to determine any other details concerning implementation of the conditional capital increase.

Authorization to Purchase and Sell Treasury Shares

The Issuer currently does not hold any of its own shares, nor does a third party on behalf of the Issuer. However, by resolution of the extraordinary shareholders' meeting on September 8, 2014, the Issuer is authorized to purchase up to a total of 10% of its share capital existing at the time of the adoption of the resolution on or before September 7, 2019. The acquired shares, together with other treasury shares which may be in the possession of the Issuer or are attributable to it pursuant to Sections 71a et seqq. German Stock Corporation Act (*Aktiengesetz*), if any, may at no time exceed 10% of the Issuer's registered share capital. At the discretion of the Management Board the shares can be acquired in one or more tranches through a stock exchange, by means of a public offer or a public solicitation to submit offers or by means of a public offer or a public solicitation to submit offers for the exchange of liquid shares against shares of the Issuer. The authorization provides for certain thresholds by defining a minimum and maximum consideration for the acquisition of a treasury share. In principle, the consideration for a treasury shares may not exceed and may not fall below the market price for one share of the Issuer in the Xetra trading at the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) on the trading day prior to acquisition through the stock exchange or – in case of a public offer or a public solicitation – below the volume weighted average market price in the three days prior to the announcement of such public offer or public solicitation, by more than 10%. In case of an exchange offer, the exchange price or the exchange range ratio in the form of one or several exchange shares may in principle not exceed the relevant value of a share of the Issuer by 10% and may not fall below such value by more than 20%, based on the volume-weighted average closing price of the exchange shares and of the shares of the Issuer in the Xetra trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) on the last three trading days prior to the public announcement of the exchange offer. The treasury shares may be used for any purpose permitted by law. Apart from a disposal through a stock exchange or an offer granting subscription rights to all shareholders, the Management Board is authorized, with the consent of the Supervisory Board, to sell the treasury shares against cash consideration under exclusion of subscription rights, provided that the selling price is not significantly lower than the market price and that the amount of treasury shares to be sold does not exceed 10% of the registered share capital at the time the disposal is resolved. Moreover, the treasury shares can be sold under exclusion of subscription rights in the course of mergers or the acquisition of companies, sold in order to satisfy the rights of creditors of bonds carrying conversion or option rights or, respectively, conversion obligations issued by the Issuer or its companies; the shares may also be retired. They also may be offered to current or former employees of the Issuer or its affiliates; the Supervisory Board may use treasury shares to fulfill rights or obligations to purchase shares of the Issuer that are granted to the members of the Management Board as variable compensation. The Management Board is required to inform the Issuer's general shareholders' meeting about the reasons for and the purpose of the acquisition of treasury shares, the number of treasury shares acquired and the amount of the registered share capital attributable to them, the portion of the registered share capital represented by them and the equivalent value of the shares.

In addition, the Issuer is authorized to acquire, on or before September 7, 2019, treasury shares up to a total maximum of 5% of the registered share capital existing at the time of the adoption of the resolution by use of derivatives (put or call options or a combination of both). The acquired shares form part of the 10% threshold of the authorization for the acquisition and use of treasury shares. The option transactions must be entered into with a financial institution or through the stock exchange at terms close to market conditions. The shareholders are not entitled to enter into option transactions with the Issuer. The authorization provides for certain thresholds with regard to the exercise price (excluding acquisition costs and including certain other costs) which may not exceed the volume-weighted average market price of the Issuer's shares in the Xetra trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) during the last three exchange trading days prior to the conclusion of the respective option transaction by more than 10% and may not fall below such arithmetic means by more than 20%. Shareholders have a right to tender their shares only to the extent that, by virtue of the derivative transactions, there is an obligation on the part of the Issuer to purchase the shares. Any further tender right is excluded.

General Provisions Governing a Liquidation of the Issuer

Apart from liquidation as a result of insolvency proceedings, the Issuer may be liquidated only with a vote of 75% or more of the share capital represented at the general shareholders' meeting at which such vote is taken. Pursuant to the German Stock Corporation Act (*Aktiengesetz*), in the event of the Issuer's liquidation, any assets remaining after all of the Issuer's liabilities have been settled will be distributed among the shareholders in proportion to their shareholdings. The German Stock Corporation Act (*Aktiengesetz*) provides certain protections for creditors that must be observed in the event of liquidation.

General Provisions Governing a Change in the Share Capital

Under the German Stock Corporation Act (*Aktiengesetz*), a German stock corporation requires a general shareholders' meeting resolution passed by a majority of at least 75% of the share capital represented at the vote to increase its share capital. However, pursuant to the Issuer's Articles of Association, certain capital measures that do not have a dilutive effect (*Verwässerungseffekt*) on the shareholder's participations (such as capital increases with shareholders' pre-emptive rights against contributions, capital increases from company funds and the issuance of convertible bonds, profit participation bonds and other instruments for which the shareholders have a pre-emptive right) may be adopted by a simple majority. Shareholders can also create authorized capital. This requires a resolution passed by a majority of at least 75% of the share capital represented at the vote, authorizing the management board to issue a specific quantity of shares within a period not exceeding five years. The nominal amount may not exceed half of the share capital existing at the time the authorization is granted.

In addition, shareholders can create contingent capital by a resolution passed with a majority of at least 75% of the share capital represented at the vote for the purposes of (i) issuing shares to holders of convertible bonds or other securities granting a right to subscribe for shares; (ii) issuing shares as consideration in a merger with another company; or (iii) issuing shares offered to managers and employees. The nominal amount of contingent capital may not exceed 10% of the share capital at the time the resolution is passed in cases where it is created to issue shares to managers and employees, and may not exceed 50% in all other cases. Resolutions to reduce share capital require a 75% majority of the share capital represented at the vote.

General Provisions Governing Subscription Rights

In principle, the German Stock Corporation Act (*Aktiengesetz*) grants to all shareholders the right to subscribe for new shares to be issued in a capital increase. The same applies to convertible bonds, bonds with warrants, profit participation rights and participating bonds. Subscription rights are freely transferable and may be traded on German stock exchanges for a prescribed period before the deadline for subscription expires. However, shareholders do not have a right to request admission to trading for subscription rights. The general shareholders' meeting may, subject to a majority of at least 75% of the share capital represented at the vote, resolve to exclude subscription rights. Exclusion of shareholders' subscription rights also requires a report from the management board that justifies and demonstrates that the company's interest in excluding subscription rights outweighs the interest of the shareholders being granted subscription rights. Excluding shareholders' subscription rights when new shares are issued is specifically permissible where:

- the company is increasing share capital against cash contributions;
- the amount of the capital increase does not exceed 10% of the share capital at issue; and
- the price at which the new shares are being issued is not materially lower than the stock exchange price.

Exclusion of Minority Shareholders

Under Section 327a et seq. of the German Stock Corporation Act (*Aktiengesetz*), which governs the so-called "squeeze-out under stock corporation law", upon the request of a shareholder holding 95% of the share capital ("**Majority Shareholder**"), the general shareholders' meeting of a stock corporation may resolve to transfer the shares of minority shareholders to the Majority Shareholder against the payment of adequate compensation in cash. The amount of the cash payment that must be offered to minority shareholders has to reflect "the circumstances of the company" at the time the general shareholders' meeting passes the resolution. The amount of the cash payment is based on the full value of the company, which is generally determined using the capitalized earnings method. The minority shareholders are entitled to file for a valuation proceeding (*Spruchverfahren*), in the course of which the fairness (*Angemessenheit*) of the cash payment is reviewed.

Under the German Reorganization and Transformation Act (*Umwandlungsgesetz*), an alternative for squeezing out minority shareholders has been introduced. A majority shareholder holding at least 90% of a stock corporation's share capital can require the general shareholders' meeting to resolve that the minority shareholders must sell their stock to the majority shareholder against the payment of adequate compensation in cash, provided that (i) the majority shareholder is a stock corporation, a partnership limited by shares (KGaA), or a European company (*Societas Europaea* – SE) having its seat in Germany; and (ii) the squeeze-out is performed to facilitate a merger under the German Reorganization and Transformation Act between the majority shareholder and the stock corporation. The general shareholders' meeting approving the squeeze-out must take place within three months of the conclusion of the merger agreement. The procedure for the squeeze-out is essentially identical to the "squeeze-out under stock corporation law" described above, including the minority shareholders' option to have the appropriateness of the cash compensation reviewed.

Under Section 319 et seq. of the German Stock Corporation Act (*Aktiengesetz*), the general shareholders' meeting of a stock corporation may vote for integration (*Eingliederung*) with another stock corporation that has its registered office in Germany, provided the prospective parent company holds at least 95% of the shares of the company to be integrated. The former shareholders of the integrated company are entitled to an adequate compensation, which must generally be provided in the form of shares in the parent company. Where the compensation takes the form of own shares in the parent company, it is considered appropriate if the shares are issued in the same proportion as shares the parent company would have been issued per share in the company integrated if a merger had taken place. Fractional amounts may be paid out in cash.

Shareholder Notification Requirements; Directors' Dealings; Mandatory Takeover Bids

As a company listed in the non-regulated market, the Issuer is not subject to certain provisions regarding the German Securities Trading Act (*Wertpapierhandelsgesetz*), most notably the disclosure requirements for shareholders' voting rights, the issuer's obligation to publish ad-hoc notices and the disclosure requirement for director's dealings. However, the provisions on insider trading and market manipulation apply, and with the EU Market Abuse Regulation (Regulation (EU) No 596/2014) entering into force; the Issuer will – from July 3, 2016 onwards – be subject to the disclosure requirements regarding director's dealings, as well as to the obligation to publish ad-hoc notices. Further, the Issuer has to comply with the General Terms and Conditions of Deutsche Börse AG for the regulated Unofficial Market (*Freiverkehr*) on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) according to which the Issuer needs to immediately disclose any significant information in relation to its operations or its securities. Moreover, in accordance with the provisions of the German Stock Corporation Act (*Aktiengesetz*), an enterprise has to inform the Issuer when its share held in the share capital exceeds or falls below 25% and/or 50%, respectively, in the capital or voting rights. The Issuer has to publish this information immediately in the publication media of the Issuer.

The German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) does not apply. Therefore, even if a shareholder gains control of the Issuer by controlling at least 30% of the Issuer's voting rights, the Issuer is neither required to publish this fact not to make a mandatory takeover bid to the other shareholders.

DESCRIPTION OF THE GOVERNING BODIES OF ROCKET INTERNET AG

Overview

The Issuer's governing bodies are the Management Board (*Vorstand*), the Supervisory Board (*Aufsichtsrat*) and the general shareholders' meeting (*Hauptversammlung*). The Issuer has a two-tier management and control system, consisting of the Management Board and the Supervisory Board. The powers of these governing bodies are determined by the German Stock Corporation Act (*Aktiengesetz*), the Articles of Association and the internal rules of procedure of both the Supervisory Board and Management Board. Once the Issuer has been transformed into an European company (SE), the powers will also be governed by SE-Regulation. Save for certain exceptions SE-Regulation and regulation pursuant to the German Stock Corporation Act (*Aktiengesetz*) share very similar fundamental principles and provide therefore for comparable regulation.

The Management Board is responsible for managing the Issuer in accordance with applicable law, the Articles of Association and its internal rules of procedure, including the schedule of responsibilities. The Management Board represents the Issuer in dealings with third parties.

Simultaneous management and supervisory board membership in a German stock corporation (or in an European company (SE)) is not permitted under German law; however, simultaneous membership of a member of the supervisory board taking a vacant seat on the management board of the same German stock corporation for a maximum period of one year is permissible. During this period, such individual may not perform any duties for the supervisory board.

Pursuant to the Articles of Association, the Management Board comprises one or more members and the Supervisory Board determines the exact number of the members of the Management Board. The Supervisory Board also appoints the members of the Management Board and is entitled to dismiss each of them under certain circumstances. As set out in the German Stock Corporation Act (*Aktiengesetz*), the Supervisory Board advises on, and oversees, the Management Board's administration of the Issuer, but is not itself authorized to manage the Issuer. The articles of association of a company and the Supervisory Board may, however, designate the types of transactions that may only be made with the approval of the Supervisory Board. In addition, the Supervisory Board may itself make certain types of transactions subject to its consent. Matters subject to the prior consent of the Supervisory Board or of a committee of the Supervisory Board pursuant to the Articles of Association and Section 7.1 of the internal rules of procedure of the Issuer's Management Board include, in particular:

- acquisition, sale and encumbrance of real estate and similar rights or rights in real estate in excess of €3.75 million(1) in the individual case;
- approval of the annual plan, in particular the budget plan including annual investment budget for each following year;
- individual investments in fixed assets exceeding an amount of €3.75 million in the individual case or exceeding the agreed annual investment budget;
- funding or third party capital raisings (to the extent the Issuer can influence such matters) of an entity in which the Issuer directly or indirectly is (or becomes by way of such investment) a shareholder in excess of €10 million(2) per investment;
- disposal or encumbrance of any assets including the shares in any entity in which the Issuer directly or indirectly is (or becomes by way of such investment) a shareholder with a value in excess of €20 million(3);
- listing of any entity in which the Issuer directly or indirectly is (or becomes by way of such investment) a shareholder (to the extent the Issuer can influence such matters);
- acquisition of any company, undertaking, enterprise or partial-business with a purchase price or other consideration in excess of €20 million(4);
- execution and amendment of agreements with definitively committed payment obligations that exceed an amount of €3.75 million in the individual case;

(1) The Articles of Association provide for a higher threshold of €5 million. However, the lower threshold of the rules of procedure applies.

(2) Funding and third capital raisings in the range between €10 million and €50 million need the approval of the Investment Committee of the Supervisory Board and funding and third capital raisings in excess of €50 million need the approval of the Supervisory Board itself.

(3) The Articles of Association provide for a higher threshold of €50 million. However, the lower threshold of the rules of procedure applies.

(4) The Articles of Association provide for a higher threshold of €50 million. Acquisitions (and the other measures described) in the range between €20 million and €50 million need the approval of the Investment Committee of the Supervisory Board. Acquisitions (and the other measures described) in excess of €50 million need the approval of the Supervisory Board itself.

- assumption of sureties, guarantees or similar liabilities in excess of an amount of €5 million in aggregate, except for certain representations, warranties or indemnities in connection with a third party investor's investment into the Issuer or in connection with a sale of assets of the Issuer;
- granting of loans in excess of €750 thousand in the individual case and €7.5 million in the aggregate per year, excluding certain loans between the Issuer and the companies;
- conclusion and termination of credit and borrowing agreements and other financial agreements in excess of €3.75 million in the individual case and amendments to the credit framework and extraordinary repayments, excluding certain loans between the Issuer and the companies;
- futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments, except for customary currency hedges;
- granting, introduction and amendment of pension commitments of any kind;
- granting and revocation of general proxies (*Prokura*) and general powers of attorney (*Generalvollmacht*);
- conclusion, amendment or termination of company collective agreements, works agreements (of substantial importance) and of general guidelines regarding the company pension scheme;
- institution and termination of legal disputes, in particular, arbitration proceedings involving a judicial amount in controversy of more than €750.000[(5)] in the individual case;
- acquisition, disposition or licensing of intellectual property rights to any third party or having each a value of more than €1 million, as well as the passing on of know-how for the independent exploitation by the enterprise or third party, as well as the grant or acquisition of licenses, as well as the amendment of agreements with respect hereto, excluding any of the aforesaid measures or actions between the Issuer and the companies;
- granting of a power of attorney, by which a proxy grants power of attorney to another proxy, in order to conclude an agreement with him at the expense of the Issuer; and
- business dealings of the Issuer and its companies with affiliated legal entities and individuals.

Matters requiring the prior information to the Supervisory Board or to a committee of the Supervisory Board pursuant to the Articles of Association and Section 7.1 of the internal rules of procedure of the Issuer's Management Board include, in particular:

- launch of new projects;
- modification of the fields of business of the Issuer and the termination of existing and commencement of new fields of business;
- establishment, relocation and closure of branch establishments and places of business in which the Issuer made an investment exceeding an amount of €1 million; and
- convening of the general meeting and proposals for resolutions.

In addition to the aforementioned transactions and measures, the Supervisory Board may subject other types of transactions and measures to its prior consent in the rules of procedure of the Management Board or of the Supervisory Board or by a resolution of its members. The Supervisory Board may also give revocable consent in advance to a certain group of transactions in general or to individual transactions that meet certain requirements.

According to Section 7.1 of the internal rules of procedure of the Issuer's Management Board, the Management Board is also required to ensure, to the extent legally permissible, that most of the aforementioned measures in affiliated companies require its prior approval and may only grant its approval after the approval by the Supervisory Board or by a Supervisory Board committee which has been appointed for these purposes by the Supervisory Board has been obtained. The Supervisory Board may issue a general authorization for a specific type of business in the event that the individual type of business meets certain requirements in advance.

Each member of the Management Board and Supervisory Board owes a duty of loyalty and due care to the Issuer. Each member of these bodies must consider a broad spectrum of interests, particularly those of the Issuer and its shareholders, employees and creditors. In addition, the Management Board must also take into consideration the shareholders' rights to equal treatment and equal access to information. If members of the

(5) The Articles of Association provide for a higher threshold of €1 million. However, the lower threshold of the rules of procedure applies.

Management Board or Supervisory Board breach their duties, they may be individually or jointly and severally liable with the other members of the Management Board or the Supervisory Board to the Issuer for compensatory damages, as the case may be.

Under German law, a shareholder generally has no right to proceed directly against members of the Management Board or Supervisory Board if he believes they have breached their duties to the Issuer. In general, only the Issuer has the right to enforce claims for damages against the members of the Management Board or Supervisory Board. With respect to claims against Supervisory Board members, the Issuer is represented by the Management Board, and with respect to claims against Management Board members, the Issuer is represented by the Supervisory Board. Under a decision of the German Federal Supreme Court (*Bundesgerichtshof*), the Supervisory Board is required to assert damages claims against the Management Board if they are likely to succeed unless significant interests of the Issuer conflict with the pursuit of such claims and outweigh the reasons for bringing such claim. If the governing body authorized to represent the Issuer decides not to pursue a claim, the Issuer's claims for damages against members of the Management Board or Supervisory Board must nevertheless be asserted if the general shareholders' meeting adopts a resolution to this effect by a simple majority. The general shareholders' meeting may appoint a special representative (*besonderer Vertreter*) to assert the claims. Shareholders, whose shares cumulatively make up 10% of the share capital or a *pro rata* share of €1 million, may also petition the court to appoint a special representative. In addition, the general shareholders' meeting may appoint special auditors (*Sonderprüfer*) to audit transactions, particularly management transactions, by simple majority vote. If the general shareholders' meeting rejects a motion to appoint a special auditor, the court must appoint a special auditor upon the petition of shareholders whose shares cumulatively constitute 1% of the share capital at the time the petition is filed or constitute a *pro rata* share of €100,000 if facts exist that justify the suspicion that the transaction was accompanied by dishonesty or gross violations of the law or the articles of association. If the general shareholders' meeting appoints a special auditor, the court must appoint another special auditor upon the petition of shareholders whose shares cumulatively constitute 1% of the share capital at the time the petition is filed or constitute a *pro rata* share of €100,000 if this appears necessary due to the identity of the special auditor who was appointed.

Shareholders and shareholder associations can solicit other shareholders to file a petition, jointly or by proxy, for a special audit, for the appointment of a special representative, or to convene a general shareholders' meeting or exercise voting rights in a general shareholders' meeting in the shareholders' forum of the German Federal Gazette (*Bundesanzeiger*), which is also accessible via the *website* of the German Company Register (*Unternehmensregister*). If there are facts that justify the suspicion that the Issuer was harmed by dishonesty or a gross violation of law or the articles of association, shareholders who collectively hold 1% of the share capital or a *pro rata* share of €100,000 may also, under certain further conditions, seek damages from members of the Issuer's governing bodies in their own names through court proceedings seeking leave to file a claim for damages. Such claims, however, become inadmissible if the Issuer itself files a claim for damages.

The Issuer may only waive or settle claims for damages against members of the Management Board or Supervisory Board three years after such claims arose if the shareholders grant their consent at the general shareholders' meeting by simple majority vote unless a minority of the shareholders whose shares cumulatively constitute 10% of the share capital objects to the minutes.

Under German law, individual shareholders and all other persons are prohibited from using their influence on the Issuer to cause a member of the Management Board or the Supervisory Board to take an action detrimental to the Issuer. A shareholder with a controlling influence may not use that influence to cause the Issuer to act contrary to its own interests unless there is a domination agreement (*Beherrschungsvertrag*) between the shareholder and the Issuer and the influence remains within the bounds of certain mandatory provisions of law or compensation is paid for the disadvantages that arise. Any person who uses his influence on the Issuer to cause a member of the Management Board or the Supervisory Board, an authorized signatory (*Prokurist*), or an authorized agent (*Handlungsbevollmächtigter*) to act to the detriment of the Issuer or its shareholders may be liable to compensate the Issuer and the affected shareholders, respectively, for the resulting losses. Moreover, in this context, the members of the Management Board and Supervisory Board are jointly and severally liable if their actions or omissions amount to a violation of their duty of due care.

Management Board

Current Composition of the Management Board

Under the Articles of Association, the Management Board must consist of one or more persons and the Supervisory Board determines the exact number of the members of the Management Board. The Supervisory Board appoints 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, the Issuer's Management Board consists of three members, with Oliver Samwer appointed as Chief Executive Officer.

Reappointment or extension, each for a maximum period of up to five years, is permissible. The Supervisory Board may revoke the appointment of a Management Board member prior to the expiration of his or her term for good cause, such as a gross breach of fiduciary duty, or if the general shareholders' meeting passes a vote of no confidence with respect to such member, unless the no-confidence vote was clearly unreasonable. The Supervisory Board is also responsible for entering into, amending and terminating employment agreements with Management Board members and, in general, for representing the Issuer in and out of court against the Management Board. The Management Board is directly responsible for managing the Issuer.

In the event that the Management Board consists of three members, Management Board meetings are *quorate* if all its members have been invited and at least half of the members participate in the meeting either in person or through, e.g. electronic means. Members who abstain from voting are also considered to be participating. The Management Board adopts resolutions by a majority of the votes cast in general by the participating members. Further details, particularly regarding composition, duties, overall responsibility, allocation of responsibility for particular functions and internal organization are governed by the rules of procedure for the Management Board which were adopted by the Supervisory Board on September 8, 2014 and entered into force on the same date.

The Issuer is represented vis-à-vis third parties and in court proceedings by two members of the Management Board or a member of the Management Board jointly with an authorized signatory. The Supervisory Board may determine that all or specific members of the Management Board are authorized to represent the Issuer individually.

The internal rules of procedure for the Management Board require that the delegation of responsibilities to individual Management Board members is established on the basis of the business distribution plan (*Geschäftsverteilungsplan*). The business distribution plan is part of the rules of procedure for the Management Board and is prepared by the Supervisory Board.

The table below lists the current members of the Issuer's Management Board.

Name	Age	Member since	Appointed until	Responsibilities
Oliver Samwer	42	2014	2019	Chief Executive Officer
Peter Kimpel	46	2014	2019	Chief Financial Officer
Alexander Kudlich(1)	34	2014	2019	Group Managing Director

(1) Until the transformation into a stock corporation the listed board member held the position of a Managing Director.

The following description provides summaries of the *curricula vitae* of the current members of the Issuer's Management Board and indicates their principal activities outside the Group to the extent those activities are significant with respect to the Group.

Oliver Samwer was born in Cologne, Germany, in 1972. Mr. Samwer holds a degree in business administration from WHU–Otto Beisheim School of Management. Upon graduation, Mr. Samwer and his two brothers founded Alando.de in 1999, which became the leading consumer-to-consumer online auction site in Germany. After the sale of Alando.de to eBay Inc., Oliver was Managing Director of eBay, responsible for Germany, Switzerland and Austria. In 2000, Mr. Samwer and his two brothers founded Jamba! AG, which was acquired by Verisign Inc. in 2004. In 2007, Mr. Samwer founded the Issuer. Since 2014, Mr. Samwer has served as the Issuer's Chief Executive Officer. He is responsible for strategy development and implementation, business development, investee company leadership and investor relations.

Alongside his office as the Issuer's Chief Executive Officer and chairman of the Management Board, Oliver Samwer is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside our network of companies:

Currently:

- Atonis Management GmbH (managing director);
- European Founders Fund Investment GmbH (managing director);
- European Founders Fund Invest-II (managing director);
- European Founders Fund Nr. 2 Geschäftsführungs GmbH (managing director);
- European Founders Fund Nr. 2 Verwaltungs GmbH (managing director);

- European Founders Fund Nr. 3 Beteiligungs GmbH (managing director);
- European Founders Fund Nr. 3 Management GmbH (managing director);
- European Founders Fund Nr. 3 Verwaltungs GmbH (managing director);
- Global Founders Capital Management GmbH (managing director);
- Global Founders Capital Verwaltungs GmbH (managing director);
- Global Founders GmbH (managing director);
- International Digital Services Middle East GmbH (managing director);
- International Digital Services Middle East Holding GmbH (managing director);
- Juwel 201. V V UG (managing director);
- Kastanien GmbH & Co. KG (managing director);
- Kastanien Management GmbH (managing director);
- MOAS GmbH & Co. KG (managing director);
- MOAS Nr. 2 GmbH & Co. KG (managing director);
- MOAS Nr. 3 GmbH & Co. KG (managing director);
- MOAS Verwaltungs GmbH (managing director);
- Odysseus GmbH (managing director); and
- Odysseus GmbH & Co. KG Beteiligungs KG (managing director).

In addition, Oliver Samwer is a member of the administrative, management or supervisory bodies of and/or a partner of various companies of our network.

Previously:

- MyHammer AG (member of the supervisory board); and
- MyHammer Holding AG (member of the supervisory board).

Other than listed above, Oliver Samwer has not been a member of any administrative, management or supervisory body of any other company or partnership outside our network of companies within the last five years.

Peter Kimpel was born in Freiburg, Germany, in 1968. Mr. Kimpel earned an international baccalaureate degree from Armand Hammer United World College of the American West from 1985 to 1987. Thereafter, he studied at WHU – Otto Beisheim School of Management in Koblenz, Germany, where he received a degree in Business Administration (Diplom Kaufmann) in 1992. Upon graduation, Mr. Kimpel began his career with Goldman Sachs as an analyst at Goldman Sachs International London. Between 1992 and 2000, Mr. Kimpel held various other positions at Goldman Sachs, including associate at Goldman Sachs & Co. New York/San Francisco and associate and later vice president at Goldman Sachs & Co. oHG, Frankfurt. After he had become managing director of Internet Capital Group in London and Munich in 2000, Mr. Kimpel held the position of vice president at Goldman Sachs Ventures until 2002. From 2002 to 2004, Mr. Kimpel worked as vice president of Goldman Sachs International London and Goldman Sachs & Co. oHG, Frankfurt, the latter of which he served as managing director from 2004 to 2006. Subsequently, from 2006 to 2010, Mr. Kimpel worked as managing director of Goldman Sachs International London, where he was promoted to partner in 2010. In 2014, Mr. Kimpel left Goldman Sachs and became the Issuer's Chief Financial Officer. He is responsible for finance, investor relations, legal, risk & compliance and internal audit.

Alongside his office as the Issuer's Chief Financial Officer and member of the Management Board, Peter Kimpel is not, and has not been within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in companies and partnerships outside our network of companies.

Alexander Kudlich was born in Bonn, Germany in 1980. Mr. Kudlich studied business administration with a specialization in finance and accounting at the University of St. Gallen in Switzerland from 1999 to 2004 and graduated as Lic.oec.(HSG). In 2005, Mr. Kudlich received a Master of Arts degree in philosophy from the University College London in the United Kingdom. He also holds a Master of Business Administration from the European School of Management and Technology. In 2005, upon graduation from the University College

London, Mr. Kudlich joined Axel Springer AG as the Assistant of the Chairman and CEO (Dr. Mathias Döpfner). From 2008 to 2011, Mr. Kudlich worked in various managerial positions in a group company of Axel Springer AG – the zanox.de AG, including as regional managing director for Asia Pacific and Central and Eastern Europe. In 2011, Mr. Kudlich joined the Issuer. As Group Managing Director, Mr. Kudlich is responsible for operations, product development, logistics, customer services, technology and human resources.

Alongside his office as the Issuer's Group Managing Director and member of the Management Board, Alexander Kudlich is a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside our network of companies:

Currently:

- Jay Art GmbH (advisory board member);
- TEIXL Investments GmbH (managing director); and
- Tools (Messe Berlin) (advisory board member).

In addition, Alexander Kudlich is a member of the administrative, management or supervisory bodies of and/or a partner of various companies of our network.

Other than listed above, Alexander Kudlich has not been a member of any administrative, management or supervisory body of any other company or partnership outside our network of companies within the last five years.

The members of the Management Board may be reached at the Issuer's office at Johannisstraße 20, 10117 Berlin, Germany (tel. +49 (0) 30 300 13 18-00).

Management Service Agreements

Under the service agreements with the Issuer, Oliver Samwer, Peter Kimpel and Alexander Kudlich are employed for a term of five years, unless an extension is agreed upon prior to expiration. If a Management Board member becomes permanently incapacitated, his service agreement with the Issuer will end at the end of the calendar quarter in which such permanent incapacity is determined. Either the Issuer or any Management Board member may terminate the relevant service agreement for cause in accordance with Section 626 of the German Civil Code (*Bürgerliches Gesetzbuch*).

Oliver Samwer is subject to a non-competition obligation for the term of his service agreement and for a period after termination of (i) 12 months if terminated by Oliver Samwer for good cause, or (ii) six months otherwise. Under the terms of the service agreement, the following interests, shares, and participations have been exempted from Oliver Samwer's non-competition obligation: (i) less than 10% of the nominal share capital of publicly listed competing enterprises, if held for investment purposes; (ii) less than 50% of the nominal share capital of competing enterprises, if held via any of three enumerated investment funds; and (iii) those already directly or indirectly held by Oliver Samwer as of the date of the service agreement. The Supervisory Board, by approval of 80% of its members, may exempt additional activities of Oliver Samwer from the non-competition obligation. Further, Oliver Samwer is subject to a non-solicitation obligation during the term of his service agreement and for a two-year period following the end of his service agreement.

Each other member of the Management Board is subject to a non-compete obligation during the term of his service agreement, as well as to a non-solicitation obligation during and for a two-year period following the end of his service agreement.

Remuneration and Other Benefits of the Management Board Members

According to the resolution of an extraordinary shareholders' meeting of the Issuer on August 22, 2014, we do not disclose the individual compensation for each member of the Management Board in accordance with Sections 285 no. 9, 315a para. 1 and 314 para. 1 of the German Commercial Code (*Handelsgesetzbuch*) and – after transformation into a European company (SE) – in connection with Art. 61 of the SE-Regulation (as amended from time to time). The aggregate fixed annual salary payable to the members of the Management Board under the aforementioned service agreements is approximately €1.8 million. Further, the Management Board members participate in the Issuer's long-term incentive stock option plan (see "*—Share Participation Plan and Employee Offering*"). The total amount of remuneration is deemed full consideration for all services rendered, including for the performance of responsibilities at subsidiaries. Given that the members of the Management Board have only been appointed in 2014, they have not received any compensation from the Issuer prior to their appointment with the exception of Alexander Kudlich who received compensation from then Rocket Internet GmbH, the legal predecessor of the Issuer, in fiscal 2013 and in fiscal 2014 prior to Rocket Internet GmbH's conversion into an AG.

Additionally, the Issuer bears 50% of the cost of the Management Board members' private health insurance, however, not more than the cost that would occur in the public health insurance system. The Issuer pays a monthly gross amount of the applicable employer's contribution to the statutory pension and unemployment insurance, taking into account the contribution ceiling (*Beitragsbemessungsgrenze*).

All Management Board members are reimbursed for out-of-pocket expenses, including travel expenses. In the event of a temporary incapacity to work as a result of health or other reasons, all Management Board members' service agreements provide that the relevant base salary will continue to be paid for up to six weeks, however, not beyond the expiry of the service agreement. Finally, in the case of a Management Board member's death, the board member's surviving spouse, or registered partner, and eligible surviving children are entitled jointly to the relevant base salary for the remainder of the month of death and the following three months.

The members of the Management Board are covered by directors and officers ("D&O") insurance policies with coverage in line with best market practice and a deductible in line with the respective provisions of the German Stock Corporation Act (*Aktiengesetz*). The D&O insurance policies also cover the risk of criminal prosecution.

Shareholdings of the Management Board Members

As of the date of this prospectus, Oliver Samwer holds indirectly through GFG shares of the Issuer, representing 17.4% of the Issuer's share capital. It is expected that the Supervisory Board will resolve in its next meeting to grant 4,541,712 stock options to Oliver Samwer, 454,393 stock options to Peter Kimpel and 454,393 stock options to Alexander Kudlich, which have already been contractually promised to them. Further, Alexander Kudlich is beneficiary of several management equity participation programs of various companies, such as Bigfoot II, Home24, CupoNation, foodpanda and PAYMILL.

Supervisory Board

In accordance with the Issuer's Articles of Association and Sections 95 and 96 of the German Stock Corporation Act (*Aktiengesetz*), the Supervisory Board consists of nine members. All members of the Supervisory Board are appointed by the Issuer's general shareholders' meeting. The general shareholders' meeting may appoint substitute members for one or more Supervisory Board members, who, in accordance with specific determinations by the general shareholders' meeting, may become members of the Supervisory Board if the elected Supervisory Board members leave office before the end of their term. The term of the substitute member expires as soon as a successor for the departing Supervisory Board member is appointed by a majority of at least 75% of the votes cast, but no later than the expiration of the departing Supervisory Board member's term. Re-election of members of the Supervisory Board is possible.

Unless the general shareholders' meeting has set a longer term, the Supervisory Board members, as well as the term of each substitute member, if any, are elected for a period terminating at the end of the annual general shareholders' meeting discharging the members of the Supervisory Board for the fourth fiscal year following the commencement of the member's term of office, however, in no case for more than five years. The fiscal year in which the term of office begins shall be included in this calculation. After transformation into a European company (SE) members of the Management Board may be elected for a term of office of up to 6 years. The appointment of a successor for a member leaving his or her office before the end of his or her term of office is valid for the remainder of the term of office of the departing member, provided that the general shareholders' meeting has not determined a different term of office for the successor.

Supervisory Board members elected by the general shareholders' meeting may be removed by a resolution of the general shareholders' meeting if such resolution is approved by at least 75% of the votes cast. In addition, regular and substitute members of the Supervisory Board may resign, without good cause, by giving two weeks' notice to the Issuer, represented by a member of the Management Board. The right to resign for good cause without any notice period remains unaffected by the foregoing. Following the general shareholders' meeting, in the course of which the members of the Supervisory Board are elected by the general shareholders' meeting for a new term, the Supervisory Board will elect a chairman and a deputy chairman from among its members to serve for the duration of those members' terms. Should the chairman or deputy chairman leave office prior to the expiration of his or her term, the Supervisory Board must elect a new chairman or a deputy chairman from among its members without delay, to complete the remaining term of the departing chairman or deputy chairman.

Under mandatory statutory provisions and the Articles of Association, the Supervisory Board is authorized to establish internal rules of procedure and form committees made up of at least three individuals from its members. The Supervisory Board's internal rules of procedure were approved by the Supervisory Board on June 23, 2014 and have taken effect as of the same day. The Supervisory Board is authorized to make amendments to the Articles of Association that only affect their wording. The Supervisory Board must hold at least one meeting within each quarter of a year. Meetings of the Supervisory Board are usually called by its chairman with 14 days' advance notice in writing, by e-mail or facsimile. The day on which the notice is sent and the day of the meeting itself are not included when calculating this period. In urgent cases, the chairman can shorten the notice period.

The rules of procedure for the Supervisory Board provide that all Supervisory Board members must have been invited and at least half of the Supervisory Board members must participate in voting on a resolution to constitute a quorum. Any member that is present but abstains from voting is deemed to have participated in the vote for purposes of the required quorum. Absent members may participate in the casting of votes pursuant to Section 108(3) of the German Stock Corporation Act (*Aktiengesetz*). Resolutions of the Supervisory Board are passed by a simple majority of the votes cast. For purposes of passing a resolution, abstentions do not count as votes cast. After transformation of the Issuer into a European company the Articles of Association may provide that the deputy chairman making such decisive vote is required to be shareholder representative rather than an employee representative. The Articles of Association provide that, per the chairman's instruction, resolutions may be passed by submitting votes to the chairman in writing, by telephone or facsimile, or by equivalent means of communication. The Supervisory Board's internal rules of procedure exclude the right of a member of the Supervisory Board to object to such instruction by the chairman.

Members of the Issuer's Supervisory Board

The table below lists the current members of the Issuer's Supervisory Board.

Name	Age	Member since	Appointed until(1)	Principal occupation outside of the Group
Lorenzo Grabau .... *Chairman*	49	June 23, 2014	2018	Chief Executive Officer of Investment AB Kinnevik, Stockholm, Sweden
Prof. Dr. Marcus Englert .... *Deputy chairman*	49	August 22, 2014	2015	Associate Partner of Solon Management Consulting GmbH, Munich, Germany
Prof. Dr. h.c. Roland Berger	76	August 22, 2014	2015	Management consultant
Ralph Dommermuth	50	August 22, 2014	2018	Chief Executive Officer of United Internet AG, Montabaur, Germany
Erik Mitteregger	54	June 23, 2014	2018	Non-executive member of the Board of Investment AB Kinnevik, Stockholm, Sweden
Napoleon L. Nazareno	64	August 22, 2014	2018	Chief Executive Officer of Philippine Long Distance Telephone Company, Manila, Philippines
Dr. Erhard Schipporeit	65	August 22, 2014	2015	Management consultant
Daniel Shinar	33	August 22, 2014	2018	Vice President and head of technology investments at Clal Industries Ltd., Tel Aviv
Philip Yea	60	August 22, 2014	2015	Non-executive chairman of the board of directors of bwin.party digital entertainment plc

(1) Unless otherwise specified at the time of their election, the members of the Supervisory Board are elected by the general shareholders' meeting for a period terminating at the end of the general shareholders' meeting that resolves on the discharge (*Entlastung*) for the fourth fiscal year following the commencement of their term of office, however, in no case for more than five years. The fiscal year in which the term of office begins shall be included in this calculation. Reappointments are permissible. After transformation into a European company (SE) members of the Management Board may be elected for a term of office of up to 6 years.

The following description provides summaries of the curricula vitae of the current members of the Issuer's Supervisory Board, and indicates their principal activities outside the Group to the extent those activities are significant with respect to the Group.

Lorenzo Grabau was born in Rome, Italy, in 1965. He holds a degree in economics from La Sapienza University in Rome. He began his career in Investment Banking in 1990 when he joined Merrill Lynch as an analyst. After working in the Mergers & Acquisitions department for five years in London and New York, Mr. Grabau joined the Investment Banking division of Goldman Sachs in 1994. During his 17 years at Goldman Sachs he held various leadership positions within the consumer/retail and media/online industry practices, and the financial sponsors group, eventually becoming a partner and managing director at Goldman Sachs International in London. Since 2011, Mr. Grabau has been serving as non-executive director of Modern Times Group MTG AB and of SoftKinetic BV. He has served as non-executive director of Investment AB Kinnevik since 2013. In May 2014, he assumed his current role as CEO of Investment AB Kinnevik as well as a directorship at Tele2 AB. Through Kinnevik, he is a board member of various Kinnevik-owned companies, including telecom companies Millicom and Tele2, media firm Modern Times Group, e-commerce company Rocket Internet, as well as advisory firm SecureValue E.E.I.G. and online retailer CDON AB. He has served as non-executive director of Millicom International Cellular S.A. and Zalando SE, and as non-executive director and co-chairman of CTC Media, Inc. since 2013.

Alongside his office as the chairman of the Issuer's Supervisory Board, Mr. Grabau is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- CDON Group AB (member of the board of directors);
- CTC Media, Inc. (co-chairman of the board of directors);
- Investment AB Kinnevik (CEO);
- Millicom International Cellular S.A. (member of the board of directors);
- Modern Times Group MTG AB (member of the board of directors);
- SecureValue E.E.I.G. (member of the board of directors);
- SoftKinetic International SA/NV (member of the board of directors);
- Tele2 AB (member of the board of directors); and
- Zalando SE (deputy chairman of the board of directors).

Anticipated future seats:

- Avito AB (chairman of the board of directors).

Previously:

- Goldman Sachs (partner and managing director); and
- Rouge Partners S.à r.l. (member of the management board).

Prof. Dr. Marcus Englert was born in Munich, Germany, in 1965. Prof. Dr. Englert received a master of physics from Ludwig-Maximilians-University, Munich, in 1991, a PhD in nuclear physics from the European Organization for Nuclear Research (CERN), Geneve, and a Master of Business Administration from INSEAD, Fontainbleau in 1996. He started his career in 1994 as consultant at Boston Consulting Group, Munich. In 1998 and 1999 he served as managing director of ProSieben Media AG and from 2000 until 2003 he was chief executive officer of Kirch New Media AG, Munich, before he was appointed member of the management board of ProSiebenSat. 1 Media AG, Munich, in 2004. Since 2011 he has been working as senior advisor at Solon Management Consulting GmbH & Co. KG, Munich.

Alongside his office as the deputy chairman of the Issuer's Supervisory Board, Prof. Dr. Englert is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- Atlantic Capital Partners GmbH (managing director).
- Demekon Entertainment AG (member of the supervisory board);
- iBrothers Capital GmbH (managing director);

- iBrothers Media GmbH (managing director);
- Media Broadcast GmbH (chairman of the supervisory board);
- Pine Hill Capital Europe GmbH & Co. KG (general partner);
- Pine Hill Capital LP (general partner); and
- Texas Atlantic Capital LP (general partner).

Previously:

- ProSiebenSat.1 Media AG (member of the management board); and
- Real Time Technology AG (vice chairman/chairman of the supervisory board).

Prof. Dr. h.c. Roland Berger was born in Berlin, Germany, in 1937. Prof. Dr. h.c. Berger studied business administration in Hamburg and Munich. In 1967, Prof. Dr. h.c. Berger founded Roland Berger Strategy Consultants, where he served as CEO until 2003. From 2003 to 2010, Prof. Dr. h.c. Berger was chairman of the supervisory board of Roland Berger Strategy Consultants. Since 2010, Prof. Dr. h.c. Roland Berger has been serving as honorary chairman of Roland Berger Strategy Consultants. Since 1996, he has been a lecturer and visiting professor and, starting in 2000, an honorary professor for business administration and management consulting at the Brandenburg Technical University in Cottbus, Germany.

Alongside his office as member of the Issuer's Supervisory Board, Prof. Dr. Berger is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- Deutsche Oppenheim Family Office AG (deputy chairman of the supervisory board);
- EC Euro-Consult Gesellschaft für Unternehmensberatung mbH (manager);
- Europäische Franchise-Beratungs-Gesellschaft mbH (manager);
- Fresenius Management SE (member of the supervisory board);
- Fresenius SE & Co. KGaA (member of the supervisory board);
- Geox S.p.A. (director);
- ITA 1 SV LP (director);
- ITA 1 SV Ltd. (director);
- RCS Mediagroup S.p.A (vice president);
- RiverRock European Capital Partners LLP (director);
- RiverRock European Capital Management Ltd. (director);
- RiverRock European Capital Master Fund Plc. (director);
- RiverRock European Opportunities Fund Ltd. (director);
- RiverRock Securities Ltd. (director);
- RiverRock UK Ltd. (director);
- Schuler AG (member of the supervisory board);
- Uniplan International GmbH & Co. KG (member of the supervisory board); and
- WMP EuroCom AG (member of the supervisory board).

Previously:

- 3W Power S.A. (member of the board and chairman);
- Evisco AG (chairman of the supervisory board);
- FIAT S.p.A. (member of the board of directors);

- Impregilo S.p.A. (member of the board of directors);
- Italy1 Invest. S.p.A., Luxemburg (Executive Director);
- Klinikum Rechts der Isar der TU München (member of the supervisory board);
- Live Holding AG (chairman of the supervisory board);
- Loyalty Partner GmbH (member of the supervisory board);
- LP Holding Holding GmbH (member of the supervisory board);
- Prime Office AG (member of the supervisory board);
- Prime Office REIT-AG (chairman of the supervisory board);
- Roland Berger Strategy Consultants Holding GmbH (chairman of the supervisory board);
- Senator Entertainment AG (member of the supervisory board); and
- Telecom Italia S.p.A. (member of the board of directors).

Ralph Dommermuth was born in Dernbach/Westerwald, Germany, in 1963. Mr. Dommermuth began his career with a training program as a banker, followed by a sales position at a computer retailer in Montabaur, Germany. In 1988, Mr. Dommermuth founded 1&1 Marketing GmbH, which subsequently became United Internet AG.

Alongside his office as member of the Issuer's Supervisory Board, Mr. Dommermuth is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- United Internet AG (chief executive officer).

Previously:

- AdLINK Internet Media AG (now: Sedo Holding AG) (member of the supervisory board); and
- United Internet Media AG (chairmen of the supervisory board).

Erik Mitteregger was born in Ludvika, Sweden, in 1960. Mr. Mitteregger received a Bachelor of Science in economics and business administration from the Stockholm School of Economics. From 1989 to 1995, Mr. Mitteregger worked as head of equity research and as a member of the management board at Alfred Berg Fondkommission. In 1995, Mr. Mitteregger became a founding partner and fund manager at Brummer & Partners Kapitalförvaltning. Since 2004, Mr. Mitterregger has served as director of the board of Investment AB Kinnevik.

Alongside his office as member of the Issuer's Supervisory Board, Mr. Mitteregger is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- Erik Mitteregger förvaltnings AB (non-executive director);
- Exeger Sweden AB (chairman of the board);
- Fasadglas Bäckling AB (chairman of the board);
- Firefly AB (chairman of the board);
- Investment AB Kinnevik (non-executive director);
- Resscapital AB (non-executive director);
- Ronnie Bergdahl försäljnings AB (non-executive director);
- Tele2 AB (non-executive director); and
- Wise Group AB (chairman of the board).

Previously:

- Firefly AB (non-executive director);
- Fasadglas Bäcklin AB (non-executive director);
- Swesafe AB (non-executive director);
- NLAB Solar AB (now Exeger Sweden AB) (non-executive director); and
- Konstgräsbolaget i Djursholm AB (chairman of board).

Napoleon L. Nazareno, was born in Cebu City, Philippines, in 1949. In 1970, Mr. Nazareno received a Bachelor of Science in mechanical engineering from the University of San Carlos in Cebu City, Philippines. In 1973, he received a Master in Business Management from the Asian Institute of Management in Makati City, Philippines. Mr. Nazareno has also completed the INSEAD Executive Program at the European Institute of Business Administration in Fountainbleu, France. Mr. Nazareno started his career in 1981 at Akerlund & Rausing, occupying senior management to top level positions and, in 1989, became the president and chief executive officer of Akerlund & Rausing (Phils.), Inc. In 1995, he moved to Metro Pacific Corporation where he served as president and chief executive officer until December 1999. In 1998, Mr. Nazareno became a director of Philippine Long Distance Telephone Company and, in 2000, became the president and chief executive officer of Smart Communications, Inc. Since 2004, he has served as president and chief executive officer of Philippine Long Distance Telephone Company.

Alongside his office as member of the Issuer's Supervisory Board, Mr. Nazareno is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- Aces Philippines Cellular Satellite Corporation (president);
- Asian Institute of Management (chairman of the board of trustees and board of governors);
- Connectivity Unlimited Resources Enterprise Inc. (president and chief executive officer);
- Digital Telecommunications Phils. Inc. (chairman);
- Digitel Mobile Philippines Inc. (chairman);
- Mabuhay Satellite Corporation (director);
- ePLDT, Inc. (chairman of the board);
- First Pacific Company Limited (non-executive director);
- First Pacific Leadership Academy (president and trustee);
- i-Contacts Corporation (chairman);
- Manila Electric Company (director);
- Operation Smile (director);
- Philippine Long Distance Telephone Company (president and chief executive officer);
- PLDT Communications and Energy Ventures (chairman);
- PLDT Global Corporation (director);
- Rufino Pacific Tower Condominium Corp (director);
- Smart Broadband, Inc. (chairman);
- Smart Communications, Inc. (president and chief executive officer);
- Wolfpac Mobile, Inc. (chairman and director);

Previously:

- Digital Telecommunications, Philippines Inc. (director);
- Digitel Mobile Philippines Inc. (director);

- ePLDT (director);
- GSM Association Worldwide (member of the board);
- Manila Electric Company (director);
- Philweb (director);
- PLDT Communications and Energy Ventures (president and chief executive officer); and
- Wholesale Applications Community (director).

Dr. Erhard Schipporeit, was born in Bitterfeld, Germany, in 1949. Dr. Erhard Schipporeit received a degree in business administration from the University of Göttingen in 1973 and a PhD in 1979. In the same year he started his career at Bosch Group as controller and in 1981 he joined VARTA AG/VARTA Battery AG where he became chief financial officer in 1990 and chief executive and chairman of the executive board in 1993. After that he worked for both VIAG AG and – from 2000 until 2006 – E.ON AG as chief financial officer. From 2007 to 2010 he was senior advisor for BNP Paribas SA.

Alongside his office as member of the Issuer's Supervisory Board, Dr. Schipporeit is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- BDO AG (member of the supervisory board);
- Deutsche Börse AG (member of the supervisory board);
- Fidelity Funds SICAV (member of the board of directors);
- Fuchs Petrolub SE (member of the supervisory board);
- Hannover Rückversicherung SE (member of the supervisory board);
- HDI V.a.G (member of the supervisory board);
- SAP SE (member of the supervisory board);
- Talanx AG (member of the supervisory board); and
- TUI Travel plc. (non-executive director).

Previously:

- Fidelity Advisor World Funds (Bermuda) Limited (non-executive director).

Daniel Shinar was born in Jerusalem, Israel, in 1981. Mr. Shinar received a law degree (LLB, with honors) and a Master of Business Administration from the Hebrew University of Jerusalem. Mr. Shinar also received alumni status from Harvard Business School, where he completed the school's Program for Leadership Development. Mr. Shinar is the Vice President of Business Development at Clal Industries, one of Israel's largest holding companies. Clal is wholly owned by Access Industries. Mr. Shinar joined Clal in 2007. In his current role, he leads Access Industries' technology investments in Israel (via Clal Industries) and is an active member of the Access Industries' global technology team. In addition, Mr. Shinar heads Clal Industries' activities in strategy, mergers and acquisitions, and new investments. He also serves on board positions at both public and private companies on behalf of Clal Industries and Access Industries. Those companies include market leaders in the technology, retail and industrial sectors. From 2005 to 2007, Mr. Shinar held an investment analysis position at Elron Electronic Industries, a publically traded technology investment company. Prior to that, Mr. Shinar served as a team-leader in technology oriented governmental organizations where he led teams to solve complex operational and technological problems.

Alongside his office as member of the Issuer's Supervisory Board, Mr. Shinar is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- Aternity Inc. (director);
- Clal Biotechnology Industries Ltd. (director);

- Clal Industries Ltd. (vice president of business development);
- Clal Motors Ltd. (director);
- Clal Venture Capital Fund Management Ltd. (director);
- Golf and Co. Ltd. (director);
- Infinity funds (member of the investment committee);
- Jordan Valley Semiconductors Ltd. (director);
- Mashav Initiating and Development ltd. (director);
- Nesher Cement Enterprises Ltd. (director);
- Spectrum 700 Holding LLC. (director); and
- Yotpo Ltd. (board observer).

Previously:

- 013 Netvision Ltd. (director);
- Jafora Ltd. (director);
- Jafora-Tabori Ltd. (director); and
- Tigo Energy Inc. (director).

Philip Yea, was born in Carshalton, United Kingdom, in 1954. Mr. Yea studied at Brasenose College, University of Oxford from which he graduated with a Bachelor of Art in modern languages. He started his career in 1977 at Perkins Engines where he trained as an accountant, before joining the Klix Division of Mars in 1983. He joined Guinness PLC in 1984, undertaking a number of financial and commercial roles and becoming a fellow of the Chartered Institute of Management Accountants in 1986. He left to join Quoteplan plc in 1988, and re-joined Guinness in 1991, becoming group finance director in 1993. From 1997 on he served as finance director of Diageo plc. After he had joined Investcorp's European corporate investment team in 1999 he became chief executive officer of 3i Group plc in 2004. In 2009 he left 3i and became involved in a number of private ventures, including chairing Majid Al Futtaim Properties in Dubai and The Rose Partnership in London. In 2014 he became chairman of bwin.party digital entertainment plc.

Alongside his office as member of the Issuer's Supervisory Board, Mr. Yea is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside the Group:

Currently:

- 27 Farm Street Management Company Ltd (director);
- Aberdeen Asian Smaller Companies Investment Trust plc (non-executive director);
- British Heart Foundation (chairman of trustees);
- Bwin.party digital entertainment plc (chairman of the board);
- Farm Street Advisors Ltd (chairman of the board);
- The Francis Crick Institute (independent trustee director); and
- Vodafone Group plc (non-executive director).

Previously:

- 3i Group plc (chief executive officer);
- Farm Street Investment Managers Ltd (director);
- Majid Al Futtaim Properties LLC (chairman of the board);
- Maycastle Energy Partners LLP (partner);
- The Rose Partnership LLP (chairman of the board); and
- PricewaterhouseCoopers Services Ltd (member of advisory board).

The members of the Supervisory Board can be reached at the Issuer's office at Johannisstraße 20, 10117 Berlin, Germany (tel. +49 (0) 30 300 13 18-00).

Supervisory Board Committees

Under the Issuer's Articles of Association, the Supervisory Board may form committees from among its members. According to the Supervisory Board's rules of procedure (Sections 10 through 15), the Supervisory Board shall form an Audit Committee, a Nomination Committee, an Executive Committee, an Investment Committee and a Remuneration Committee from among its members. Other committees may be formed, if necessary. The Supervisory Board's decision-making authority may be delegated to these committees to the extent permitted by law. The following committees have been established by the Supervisory Board:

The **Audit Committee** (*Prüfungsausschuss*) consists of three members and is concerned, in particular, with the oversight of the Issuer's accounting process and the effectiveness of its internal control system, internal auditing system, as well as the audit of the annual financial statements including required independence of the auditor and additional services provided by the auditor, the conclusion of audit agreements with the auditor, setting focus points for the audit and agreeing audit fees and - unless another committee is entrusted therewith - compliance. It shall prepare the Supervisory Board's resolutions on the annual financial statements (including group statements) and the Supervisory Board's proposal to the general shareholders' meeting upon the election of the auditor, and the instruction of the auditor. The chairman of the Audit Committee shall have specialist knowledge and experience in the application of accounting standards and internal control processes. Furthermore, the chairman of the Audit Committee shall be independent and may not be a former member of the Issuer's Management Board whose appointment ended less than two years prior to his appointment as chairman of the Audit Committee.

The current members of the **Audit Committee** are:

Name	Responsibilities
Erik Mitteregger	Chairman
Napoleon L. Nazareno	Member
Dr. Erhard Schipporeit	Member

Section 107(4) of the German Stock Corporation Act (*Aktiengesetz*) requires the Issuer to have at least one independent member of the audit committee with expertise in the fields of accounting or auditing in the meaning of Section 100(5) of the German Stock Corporation Act (*Aktiengesetz*). Members of the Supervisory Board and the audit committee are considered to be independent if such members have no business or personal relations with the Issuer, its Management Board, controlling shareholders or related parties which could cause a substantial and not merely temporary conflict of interest. As concerns the Supervisory Board and audit committee of the Issuer, Erik Mitteregger is considered to possess the respective expertise and independence.

The **Nomination Committee** (*Nominierungsausschuss*) shall make recommendations to the Supervisory Board for Supervisory Board proposals to the shareholders' meeting with respect to the election of Supervisory Board members. When proposing candidates to the Supervisory Board, the Nomination Committee shall promote a reasonable representation of the largest shareholders on the Supervisory Board taking into account the statutory requirements and the recommendations of the German Corporate Governance Code.

The current members of the Nomination Committee are:

Name	Responsibilities
Prof. Dr. Marcus Englert	Chairman
Ralph Dommermuth	Member
Lorenzo Grabau	Member
Napoleon L. Nazareno	Member
Daniel Shinar	Member

The **Executive Committee** (*Präsidialausschuss*) makes proposals to the Supervisory Board with respect to the filling of Management Board positions including long-term succession planning for the Management Board while taking the recommendations of the Nomination Committee into account. The Executive Committee shall further prepare meetings of the Supervisory Board, handle current business between meetings of the Supervisory Board and prepare decisions of the Supervisory Board in the field of corporate governance. It shall conclude, amend and terminate employment and pension contracts in consideration of the plenary Supervisory Board's authority to decide on the remuneration of the members of the Management Board.

The current members of the Executive Committee are:

Name	Responsibilities
Lorenzo Grabau	Chairman
Ralph Dommermuth	Member
Prof. Dr. Marcus Englert	Member
Napoleon L. Nazareno	Member
Daniel Shinar	Member

The **Investment Committee** (*Investitionsausschuss*) makes decisions for the Supervisory Board concerning the approval of certain investment transactions. Such investment transactions include, irrespective of their accounting treatment, expenditures for the acquisition of any company, undertaking, enterprise or partial-business with a purchase price or other consideration in the range between €20 million and €50 million, as well as funding and third capital raisings in the range between €10 million and €50 million. The Management Board requires the approval of the Investment Committee of the Supervisory Board to engage in such investment transactions. For investments in excess of €50 million, the approval of the plenary Supervisory Board is required. The right of the plenary Supervisory Board to retain the power to make certain decisions itself is not affected by the value thresholds stipulated in the guidelines.

The current members of the Investment Committee are:

Name	Responsibilities
Prof. Dr. Marcus Englert	Chairman
Ralph Dommermuth	Member
Lorenzo Grabau	Member
Napoleon L. Nazareno	Member
Daniel Shinar	Member

The **Remuneration Committee** (*Vergütungsausschuss*) reviews all aspects of remuneration and employment terms for the Management Board, makes in this regard recommendations to the Supervisory Board and prepares presentations to the general meeting, on the entering into, any amendments to, or the termination of, the service agreements for the Management Board Members. The Remuneration Committee also considers the remuneration and general employment terms for certain groups of top executives and in this regard is authorized to pass resolutions on behalf of the Supervisory Board in accordance with the rules of procedure of the Management Board. It presents an evaluation of the Management Board's performance and makes a recommendation for the employment terms and remuneration for the Management Board to the Supervisory Board. The Remuneration Committee assists the Supervisory Board to supervise the system through which the company fulfills the regulations by law, listing regulations and the German Corporate Governance Codex concerning transparency requirements on remuneration for the Management Board and other senior managers. It considers remuneration guidelines to serve as framework for all remuneration matters to be decided by the Supervisory Board. The Remuneration Committee consists of five members. One of these members shall be the chairman of the Supervisory Board.

The current members of the Remuneration Committee are:

Name	Responsibilities
Prof. Dr. Marcus Englert	Chairman
Ralph Dommermuth	Member
Lorenzo Grabau	Member
Napoleon L. Nazareno	Member
Daniel Shinar	Member

Remuneration of the Members of the Supervisory Board

The remuneration of the Issuer's Supervisory Board members is regulated by Section 13 of the Issuer's Articles of Association and is comprised of fixed annual payments. The Supervisory Board members remuneration takes into account the responsibilities and scope of their activities as well as the economic situation of the Issuer. The members of the Supervisory Board receive an annual fixed payment of €25,000.00 thousand. The chairman of the Supervisory Board and the chairman of the Audit Committee receive twice this amount. The deputy chairman of the Supervisory Board receives one and a half times this amount.

Supervisory Board members are also reimbursed for their out of-pocket expenses and are covered by D&O insurance as described under "*Business—Insurance Coverage*".

Shareholdings of the Supervisory Board Members

As of the date of this prospectus, Ralph Dommermuth holds indirectly through United Internet shares of the Issuer, representing 10.4% of the Issuer's share capital. Currently, no other member of the Supervisory Board directly or indirectly holds any shares in the Issuer or options on shares in the Issuer.

Share Participation Plan and Employee Offering

Under the Stock Option Program 2014/I the Supervisory Board is authorized to grant up to 4,541,712 stock options to Oliver Samwer until and including September 7, 2019. All stock options under the Stock Option Program 2014/I will be granted within three weeks after the Issuer's shares are included in the trading on the Open Market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). These stock options will vest in monthly installments over a five-year vesting period and can be, subject to certain conditions, exercised after a waiting period of four years commencing on the date the respective stock options are granted. The options can only be exercised if

(i) the Issuer successfully launches an average of at least four companies per year during the four-year waiting period; and

(ii) the stock price reflects, on at least one single trading day within the waiting period, a valuation of the Issuer of the sum of €4.0 billion and all amounts invested by (current or future) shareholders into equity of the Issuer from May 27, 2014 until the relevant trading day.

As of the date of this prospectus, this resulted in a relevant valuation of the Issuer of €5.05 billion. If the performance targets are not achieved by the end of the waiting period the stock options granted forfeit completely without any further consideration. In addition, the stock options are only exercisable within three weeks after publication of such financial interim reports or financial statements, as the case may be, which follow the end of the waiting period. The strike price of the stock options under the Stock Option Program/I corresponds to a valuation of the Issuer amounting to the sum of

(i) €4.0 billion and

(ii) all amounts invested by (current or future) shareholders into the equity of the Issuer from May 27, 2014 until the day of exercise of the respective stock option.

As of the date of this prospectus, this resulted in a relevant valuation of the Issuer of €5.05 billion. The Issuer is authorized to adjust the number of stock options in case of a dilution of the stock options resulting from capital measures of the Issuer.

Under the Stock Option Program 2014/II the Supervisory Board is authorized to grant up to 1,201,022 stock options to both Alexander Kudlich and Peter Kimpel, up to 1,201,023 stock options to certain employees of the Issuer, up to 3,002,557 stock options to members of the management of affiliated companies and up to 600,511 stock options to certain employees of affiliated companies, prior to and after the inclusion of the Issuer's shares in the Open Market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

Each beneficiary, who is not a member of the Management Board, must have a certain personal job grade level based on an internal classification system or must be considered by the Management Board – in its sole discretion – a key expert. Job grade levels generally eligible under the Stock Option Program 2014/II are

- "Senior Vice President";
- "Vice President"; or
- Head (or a corresponding job grade in any subsequent grading system).

The concrete group of beneficiaries and the amount of subscription rights to be granted to each of them will be determined by the Management Board and – with respect to members of the Management Board – the Supervisory Board. The Stock Option Program 2014/II provides for an overall ten-year vesting period with a certain amount of stock options under the Stock Option Program 2014/II vesting after an initial four-year vesting term and the remaining stock options in principle vesting in yearly installments. The stock options can be, subject to their vesting and certain other conditions, exercised after a four-year waiting period commencing on the date the respective stock options are granted.

The exercise of stock options under the Stock Option Program 2014/II requires that

(i) the shares of the Issuer are included in the Open Market until October 31, 2014 and

(ii) the Issuer successfully launches an average of at least four companies per year during the four-year waiting period.

If the performance targets are not achieved by the end of the waiting period the stock options granted forfeit completely without any further consideration. In addition, the stock options are only exercisable within three weeks after publication of such financial interim reports or financial statements, as the case may be, which follow the end of the waiting period. The strike price of the stock options granted prior to the inclusion of the Issuer's shares in the Open Market amounts to €26.14 per stock option; for stock options granted post inclusion of the Issuer's shares in the Open Market the strike price per stock option corresponds to the volume-weighted average closing price of the shares on the twenty consecutive trading days prior to the relevant grant date. The Issuer is authorized to adjust the number of stock options in case of a dilution of the stock options resulting from capital measures of the Issuer.

Under the Stock Option Programs 2014 one stock option grants the holder the right to subscribe for one share of the Issuer to be delivered out of the Conditional Capital 2014/I or the Conditional Capital 2014/II (see "*Description of Share Capital of Rocket Internet AG and Applicable Regulations—Conditional Capital*") or from treasury shares.

It is expected that the Supervisory Board will resolve in its next meeting to grant 4,541,712 stock options to Oliver Samwer, 454,393 stock options to Peter Kimpel and 454,393 stock options to Alexander Kudlich, which have already been contractually promised to them.

Certain Information Regarding the Members of the Management Board and Supervisory Board

In the last five years, no member of the Management Board or Supervisory Board has been convicted of fraudulent offences. In the last five years, no member of the Management Board or Supervisory Board has been associated with any bankruptcy, receivership or liquidation acting in its capacity as a member of any administrative, management or supervisory body or as a senior manager. In the last five years, no official public incriminations and/or sanctions have been made by statutory or legal authorities (including designated professional bodies) against the members of the Management Board or Supervisory Board, nor have sanctions been imposed by the aforementioned authorities. No court has ever disqualified any of the members of either board from acting as a member of the administrative, management, or supervisory body of an issuer, or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

The Issuer's Chief Executive Officer, Oliver Samwer, also holds a 33.33% interest in, and serves as a director of, GFG, the Issuer's largest shareholder. GFG and its affiliates hold certain participations in Internet companies other than the Issuer. See also "*Risk Factors—Risks Related to the Issuer and Our Companies—The Issuer was co-founded by Oliver Samwer, the Issuer's current CEO, and we continue to depend on his leadership. Conflicts of interest may arise between Oliver Samwer and us and there is no guarantee that Oliver Samwer will continue to devote his time and energy to us*". GFG and its affiliates are generally free to pursue opportunities outside Rocket Internet, including opportunities that compete directly or indirectly with us. In addition, Alexander Kudlich holds a 0.5% beneficial interest in GFG. If the interests of GFG should diverge from those of the Issuer, conflicts of interest may arise for Oliver Samwer and Alexander Kudlich.

The chairman of the Supervisory Board, Lorenzo Grabau, is also chief executive officer and Erik Mitteregger is non-executive member of the board of Kinnevik, one of the Issuer's major shareholders. Additionally, Ralph Dommermuth is chief executive officer of United Internet AG, Napoleon L. Nazareno is chief executive officer of PLDT and Daniel Shinar is an officer of Clal Industries Ltd., a wholly-owned subsidiary of Access Industries. If the interests of these shareholders should diverge from those of the Issuer, conflicts of interest may arise for Messrs. Grabau, Mitteregger, Dommermuth, Nazareno and Shinar. Except as disclosed above, there are no conflicts of interest or potential conflicts of interest between the members of the Management Board and Supervisory Board vis-à-vis the Issuer and their private interests, membership in governing bodies of companies or other obligations.

Neither of the Issuer's Management Board or Supervisory Board members have entered into a service agreement with a Group company that provides for benefits upon termination of employment or office. The Issuer only provides for severance payments to its executives in the case of an early termination of the service agreement (including, amongst others, a termination following a change of control), which, under all circumstances, are capped at the amount of compensation owed under the remaining contractual term of the respective service agreement. With the exception of Oliver Samwer, the members of the Management Board are not bound by restrictive covenants and may therefore engage in competing activities following the end of their office and the termination of their service agreements, it being understood that the members of the Management Board participate in long-term incentive programs, whose full or partial payout is triggered upon the commencement of trading and being further understood that the Issuer intends to introduce new incentive programs or continue old plans (see "*—Long-Term Incentive Programs*" and "*—Share Participation Plan and Employee Offering*").

There are no family relationships between the members of the Management and the Supervisory Board, either among themselves or in relation to the members of the other body.

General Shareholders' Meeting

Pursuant to Section 175 of the German Stock Corporation Act (*Aktiengesetz*) and section 16.2 of the Articles of Association, the annual general shareholders' meeting takes place within the first eight months of each fiscal year and must be held, as the convening body shall decide, at the Issuer's registered office, at the place of a German stock exchange or in a German city with more than 100,000 residents. After transformation into a European company (SE) the annual shareholders' meeting needs to take place within the first six month of each fiscal year pursuant to Article 54 para. 1 SE-Regulation. Except where other persons are authorized to do so by law and by the articles of association, the general shareholders' meeting shall be convened by the Management Board. Notice must be issued in the German Federal Gazette (*Bundesanzeiger*) at least 30 days before the day of the general shareholders' meeting; the day of the meeting itself and the day of the receipt of the notice not being included when calculating this period.

A general shareholders' meeting may also be convened by the Management Board, the Supervisory Board, or may be requested by shareholders whose shares collectively make up 5% of the capital stock. Shareholders or shareholder associations may solicit other shareholders to make such a request, jointly or by proxy, in the shareholders' forum of the German Federal Gazette (*Bundesanzeiger*), which is also accessible via the website of the German Company Register (*Unternehmensregister*). If, following a request made by shareholders whose shares collectively make up 5% of the capital stock, a general shareholders' meeting is not held in due time the competent local court (*Amtsgericht*) may authorize the shareholders who have requested it or their representatives to convene a general meeting.

Pursuant to the Articles of Association, shareholders are entitled to participate in the general shareholders' meeting and to exercise their voting rights only if they have duly submitted notification of attendance and proof of ownership. The issuer needs to receive both the notification of attendance and the proof of ownership by the end of the sixth day prior to the date of the general shareholders' meeting, unless a shorter period of time was set forth in the convocation of the general shareholders' meeting, in text form, the day of the meeting itself with the day of the receipt of the notice not being included when calculating this period. The proof of ownership of shares must refer to the start of the 21st day prior to the general shareholders' meeting. The chairman of the general shareholders' meeting is authorized to permit the transmission of the shareholders' meeting, participation in resolutions and the exercise of the shareholders' other rights via electronic or other media where this is legally permitted. Voting rights may be exercised by proxy. The grant of a proxy, revocation or proof of power of attorney to the Issuer must be in text form, facilitations of which may be granted in the notice. Such facilitations may be limited to the proof of power of attorney to the proxies nominated by the Issuer. The Issuer will provide at least one electronic method by which such proof of proxy may be submitted. The Management Board is authorized to enable shareholders to participate in the general shareholders' meeting even without being present in person or through an authorized representative and to exercise all or specific rights wholly or in part by electronic means of communication. The Management Board is further authorized to enable shareholders to cast their votes without participating in person in the general shareholders' meeting, in writing or by electronic means of communication (*Briefwahl*). If the Management Board makes use of this authority, it must fix the details and list them in the invitation to the general shareholders' meeting.

Each share entitles its holder to one vote at the general shareholders' meeting. Unless otherwise stipulated by mandatory statutory provisions or provisions of the Articles of Association, resolutions of the general shareholders' meeting are adopted by a simple majority of the votes cast or, if a capital majority is required in addition to a majority of votes, a simple majority of the bearer share capital represented at the meeting is sufficient, to the extent that this is legally possible.

According to the current version of the German Stock Corporation Act (*Aktiengesetz*), resolutions of fundamental importance (*grundlegende Bedeutung*) require both a majority of votes cast and a majority of at least 75% of the bearer share capital represented at the vote on the resolution. Resolutions of fundamental importance include:

- amendments, other than editorial amendments, to the articles of association;
- approval of contracts within the meaning of Section 179a of the German Stock Corporation Act (*Aktiengesetz*) (transfer of the entire assets of the company) and management actions of special significance that require the approval of the general shareholders' meeting in compliance with legal precedents;
- capital increases, including the creation of conditional or authorized capital;

- issuance of, or authorization to issue, convertible and profit-sharing certificates and other profit-sharing rights;
- exclusion of subscription rights as part of an authorization on the use of treasury stock;
- capital reductions;
- withdrawal of shares pursuant to Section 237(2) of the German Stock Corporation Act (*Aktiengesetz*);
- liquidation of the company;
- continuation of the liquidated company after the resolution on liquidation or expiry of the time period;
- approval to conclude, amend or terminate affiliation agreements (*Unternehmensverträge*);
- integration of a stock corporation into another stock corporation and squeeze-out of the minority shareholders; and
- action within the meaning of the German Reorganization and Transformation Act (*Umwandlungsgesetz*).

After the transformation of the Issuer into a European company SE-Regulation provides for the following voting thresholds: In principle, changes to the Articles of Association require a majority of two-thirds of the votes cast, unless these conflicts with mandatory legal provisions. The Issuer may also amend its Articles of Association in a way that if at least one-half of the share capital is represented, a simple majority of the votes casts is sufficient. Further, the amended Articles of Association may provide that as far as the law requires a capital majority in addition to a majority of votes cast for resolutions of the Issuer's shareholders' general meeting, a simple majority of the share capital represented at the time the resolution is passed shall be sufficient to the extent that this is legally permissible.

Neither German law nor the Articles of Association limit the right of foreign shareholders or shareholders not domiciled in Germany to hold shares or exercise the voting rights associated therewith.

Corporate Governance

The German Corporate Governance Code as amended on May 13, 2013 (the "**Code**") makes proposals concerning the management and supervision of German-listed companies. It is based on internationally and nationally recognized standards of good, responsible governance. The Code contains recommendations ("shall provisions") and suggestions ("should provisions") for corporate governance in relation to shareholders and the general shareholders' meeting, the management board and the supervisory board, transparency and accounting and auditing of financial statements. Compliance with the Code's recommendations or suggestions is not obligatory. German stock corporation law only requires the management board and the supervisory board of a listed company to provide an annual statement regarding whether or not the recommendations in the Code were complied with, or explain which recommendations have not been complied with and are not being applied and the reasons underlying this non-compliance. It is possible to deviate from the suggestions contained in the Code without disclosure. The declaration of compliance must be publicly available on the Issuer's website at all times. The current version of the Code was adopted on May 13, 2013 and published in the German Federal Gazette (*Bundesanzeiger*) on June 10, 2013.

The Issuer is not obligated to issue a declaration relating to the Code, neither prior nor after inclusion for trading of the shares into the non-regulated market (*Freiverkehr*). However, the Issuer is fully committed to good corporate governance and the goals of the Code. Therefore, the Issuer already now complies with the majority of the recommendations of the Code on a voluntary basis. In the case the Issuer up-lists its shares to a segment of the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) it will have to issue a declaration relating to the Code.

CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS

In the following sections we describe transactions with persons or companies which are, inter alia, members of the same group as the Issuer or which are in control of or controlled by the Issuer. Control exists if a shareholder owns more than one half of the voting rights in the Issuer or, by virtue of an agreement, has the power to control the financial and operating policies of the Issuer's management. We also disclose transactions with associated companies (including joint ventures) as well as transactions with persons who have significant influence on the Issuer's financial and operating policies, including close family members and intermediate entities. This includes the members of the Management Board and Supervisory Board and close members of their families, as well as those entities over which the members of the Management Board and Supervisory Board or their close family members are able to exercise a significant influence or in which they hold a significant share of voting rights.

Set forth below is a summary of such transactions with related parties for the fiscal years ended December 31, 2013, December 31, 2012 and December 31, 2011 up to and including the date of this prospectus. The companies which are directly or indirectly controlled by the Issuer are listed under section "List of Shareholdings" of the notes to the Issuer's audited consolidated financial statement for the fiscal year ended December 31, 2013 and to the Issuer's audited unconsolidated financial statements for the fiscal years ended December 31, 2012 and December 31, 2011.

General

We had business transactions with related parties in the fiscal years ended December 31, 2013, December 31, 2012 and December 31, 2011 as well as in the six-month period ended June 30, 2014, in the ordinary course of business, in particular relating to IT, marketing and certain other services. All such transactions with related parties were in our view carried out at arm's length.

As of June 30, 2014, on an unconsolidated basis, transactions with affiliated companies (*verbundene Unternehmen*) and companies in which an equity investment is held (*Beteiligungen*) resulted in receivables from affiliated companies and companies in which an equity investment is held of €29.3 million (December 31, 2013: €10.3 million; December 31, 2012: €21.7 million; December 31, 2011: €96.6 million). In the fiscal years ended December 31, 2013, December 31, 2012 and December 31, 2011, IT, marketing and certain other services rendered to related parties accounted for more than 90% of the Issuer's sales revenues on an unconsolidated basis.

Zalando Spin-Off

On July 8, 2013, the Issuer made a constructive contribution (*verdeckte Einlage*) of its 34,440 shares in Zalando to a wholly-owned subsidiary of the Issuer, Rocket Beteiligung. Immediately upon receipt of the shares in Zalando on July 8, 2013, Rocket Beteiligung sold and transferred these shares in Zalando to GFG and Emesco in accordance with their proportional shareholdings in the Issuer. Simultaneously, GFG and Emesco initially sold and transferred 43,050 shares in the Issuer to Rocket Beteiligung. On February 4, 2014, the purchase price for the shares in Zalando shares sold to Rocket Beteiligung on July 8, 2013 was adjusted pursuant to a purchase price adjustment mechanism. Accordingly, the sale of shares in the Issuer from GFG and Emesco to Rocket Beteiligung on July 8, 2013 was adjusted to 38,597 shares in the Issuer effective as of July 8, 2013 (the Zalando Spin-Off). On August 19, 2014, Rocket Beteiligung was merged into the Issuer, which thereby acquired 38,597 treasury shares that were subsequently redeemed.

Dividends in Kind

For information on dividends in kind, see "*Dividend Policy*; *Results and Dividends per Share*; *Use of Profits—Groupon*, *Inc. Dividend in Kind*" and "*Dividend Policy*; *Results and Dividends per Share*; *Use of Profits—Bigfoot I and Bigfoot II Dividend in Kind*".

Financing Rounds

Related parties regularly participate in financing rounds relating to entities in our network of companies. For more information, see "*Corporate Structure, Financing Rounds and Cash Management*".

Transactions with GFG

In the six months ended June 30, 2014, on an unconsolidated basis, the Issuer had purchased services (including tax) from its shareholder GFG of less than €0.1 million (2013: €0.2 million; 2012: €0.2 million; 2011 €0.2 million).

These transactions with GFG were based on a consulting agreement between GFG and the Issuer. Some of the payments under this agreement relate to reimbursements for consulting services and travel costs charged to

GFG by Marc and Alexander Samwer under separate agreements between GFG and Marc Samwer and Alexander Samwer, respectively. These agreements were terminated in 2014.

Relationship with Members of the Management Board

The current members of the Management Board only received remuneration relating to their function as persons in key positions.

The remuneration paid to directors and members of the management board of Rocket Internet GmbH is set forth in the following table:

	Remuneration		
	2011	2012	2013
		(in € thousand)	
Remuneration	234	347	586
Share-based remuneration (fair value of the subscription rights granted to members of management that have left the Issuer)	108	6,257	–
Total	**342**	**6,604**	**586**

Apart from the relationships stated above, the Issuer did not have any other significant business relationships with related parties.

UNDERWRITING

General

On September 23, 2014, the Issuer and the Underwriters entered into the Underwriting Agreement relating to the offer and sale of the Offer Shares in connection with the offering.

The offering consists of 37,882,353 bearer shares with no par value, each representing a share of €1.00 in the share capital and with full dividend rights as of January 1, 2014, comprising 32,941,177 newly issued bearer shares with no par value and 4,941,176 existing bearer shares from the holdings of Global Founders GmbH made available to Berenberg as stabilization manager on behalf of the Underwriters by way of a share loan to cover potential Over-Allotments. 87% of the Offer Shares are newly issued shares by the Issuer and 13% of the Offer Shares stems from the holdings of GFG.

The offering consists of a public offering of the Offer Shares in Germany and Luxembourg and private placements of the Offer Shares in certain jurisdictions outside Germany and Luxembourg. The offering period is expected to begin on September 24, 2014 and is expected to end on October 7, 2014. In the United States, the Offer Shares will be offered for sale by the Underwriters to persons who are qualified institutional buyers in reliance on Rule 144A under the Securities Act. Outside the United States, the Offer Shares will be offered and sold to non-U.S. persons in reliance on the exemption from registration provided by Regulation S under the Securities Act. Any offer and sale of the Offer Shares in the United States in reliance on Rule 144A will be made by broker-dealers who are registered as such under the U.S. Securities Exchange Act of 1934.

The offer price for each Offer Share is expected to be determined jointly by the Issuer and the Joint Bookrunners on or about October 7, 2014 on the basis of an order book prepared during the bookbuilding process.

Under the terms of the Underwriting Agreement and subject to certain conditions, each Underwriter will be obliged to acquire the number of Offer Shares set forth below opposite the Underwriter's name:

Underwriters	Number of Offer Shares to be acquired(1)	Percentage of Underwritten Offer Shares
Joh. Berenberg, Gossler & Co. KG Neuer Jungfernstieg 20, 20354 Hamburg, Germany	9,470,589	25.00%
J.P. Morgan Securities plc, 25 Bank Street-Canary Wharf, London E14 5JP, United Kingdom	9,470,588	25.00%
Morgan Stanley Bank AG Junghofstrasse 13-15, 60311 Frankfurt am Main, Germany	9,470,588	25.00%
Merrill Lynch International 2 King Edward Street, London EC1A 1HQ, United Kingdom	3,788,235	10.00%
Citigroup Global Markets Limited Citigroup Centre, Canada Square, London E14 5LB, United Kingdom	1,894,118	5.00%
UBS Limited 1 Finsbury Avenue, London EC2M 2PP, United Kingdom	3,788,235	10.00%
Total	**37,882,353**	**100.00%**

(1) Assuming exercise of Greenshoe Option and issuance of all New Shares in full.

In connection with the offering, each of the Underwriters and any of their respective affiliates, acting as an investor for its own account, may take up Offer Shares in the offering and in that capacity may retain, purchase or sell for its own account such securities and any Offer Shares or related investments and may offer or sell such Offer Shares or other investments other than in connection with the offering. Accordingly, references in this prospectus to Offer Shares being offered or placed should be read as including any offering or placement of Offer Shares to any of the Underwriters or any of their respective affiliates acting in such capacity. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps) in connection with which such Underwriters (or their affiliates) may from time to time acquire, hold or dispose of Offer Shares. None of the Underwriters intend to disclose the extent of any such investment or transactions other than in accordance with any legal or regulatory obligation to do so.

Underwriting Agreement

In the Underwriting Agreement, dated September 23, 2014, the Underwriters agreed to underwrite and purchase the Offer Shares with a view to offering them to investors in this offering. The Underwriters agreed to remit to the Issuer the offer price of the New Shares (less agreed commissions and expenses), at the time the shares are delivered, which is expected to be one bank working day after inclusion to trading. The Underwriters further agreed to borrow up to 4,941,176 additional shares with regard to a possible Over-Allotment by way of a share loan from GFG free of charge and to sell such shares as part of the offering.

The obligations of the Underwriters are subject to various conditions, including, among other things, (i) the absence of a material event, e.g. a material adverse change in or affecting the conditions, business, prospects, management, consolidated financial position, shareholders' equity, or results of operations of the Issuer, or a suspension or material limitation in trading in securities generally on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), the London Stock Exchange or the New York Stock Exchange, (ii) receipt of customary certificates, legal opinions, auditor letters, and (iii) the introduction of the Shares to trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). The Underwriters have provided and may in the future provide services to the Issuer and its existing shareholders in the ordinary course of business and may extend credit to and have regular business dealings with the Issuer and its existing shareholders in their capacity as financial institutions. (For a more detailed description of the interests of the Underwriters in the offering, see "*The Offering—Interests of Parties Participating in the Offering*").

Commission

The Underwriters will offer the Offer Shares at the offer price. The Issuer (for the shares offered from the IPO Capital Increase) will pay the Underwriters a basic commission of about 1.50% of its gross proceeds from the offering. To the extent that gross proceeds from the offering are related to (i) allocations to strategic investors or shareholders of the Company immediately prior to the offering (including any of their affiliates, officers, directors and significant shareholders) that purchase Offer Shares on an individual basis for at least €50 million due to the efforts of, and contacts with, the Company or any of its shareholders (it being understood that financial investors such as public market investors or sovereign wealth funds do not constitute "strategic investors" for these purposes) or (ii) to cornerstone investors who represent a principal investment by one of the Joint Global Coordinators, the Issuer will pay the respective Underwriter(s) a reduced basic commission of about 1.00% of its gross proceeds from the offering. In addition to this base commission, the Issuer will pay the Underwriters an additional discretionary fee of up to 1.50% of its gross proceeds from the offering, payable entirely at the sole discretion of the Issuer and to be made within 35 days after the settlement date of the offering. The Issuer also agreed to reimburse the Underwriters for certain expenses incurred by them in connection with the offering.

Greenshoe Option and Securities Loan

To cover a potential Over-Allotment, GFG made available up to 4,941,176 existing shares to the Underwriters free of charge through a share loan. In addition, the Issuer granted the Underwriters the option of acquiring up to 4,941,176 shares at the offer price less agreed commissions (the "**Greenshoe Option**"). This Greenshoe Option will terminate 30 calendar days after the first day of trading. If and to the extent the Greenshoe Option is exercised, the Issuer will issue additional new shares to the Underwriters at the Offer Price which the Underwriters will on-transfer to GFG in order to return the share loan.

Termination/Indemnification

The Underwriting Agreement provides that the Underwriters may, under certain circumstances, terminate the Underwriting Agreement. Grounds for termination include, in particular, if:

- the Issuer or the Group has sustained since the date of the latest audited financial statements included in the prospectus a loss or interference with respect to its business from fire, explosion, flood or other calamity (whether or not covered by insurance), or from any labor dispute or court or governmental action, order or decree, other than as set forth or contemplated in the prospectus;
- there has been any adverse change, or any development involving a reasonably likely prospective adverse change, in or affecting the condition, business, prospects, management, consolidated financial position, shareholders' equity or results of operations of the Issuer or the Group, other than as set forth, described or contemplated in the prospectus;
- the Issuer or the Group has incurred any liability or obligation, direct or contingent, or entered into any material transaction not in the ordinary course of business, other than as set forth, described or contemplated in the prospectus;
- a suspension in trading in securities of the Issuer or in securities generally on the Frankfurt, London, or New York stock exchange (other than for technical reasons) develops;
- a general moratorium is on banking activities in Frankfurt, London, or New York is declared by the relevant authorities;

- a material disruption takes place in commercial banking or securities settlement or clearance services in Europe or the United States;
- a material adverse change occurs in national or international financial, political, or economic conditions or currency exchange rates or currency controls which could have a material adverse impact on the financial markets in Germany, the United Kingdom or the United States;
- an outbreak or escalation of hostilities or the declaration of a national emergency or war has a material adverse impact on the financial markets in Germany, the United Kingdom or the United States; or
- the occurrence of any act of terrorism or any other calamity or crisis or any change in financial, political or economic conditions or currency exchange rates has a material adverse impact on the financial markets in Germany, the United Kingdom, or the United States.

If the Underwriting Agreement is terminated, the offering will not take place, in which case any allotments already made to investors will be invalidated and investors will have no claim for delivery. Claims with respect to subscription fees already paid and costs incurred by an investor in connection with the subscription will be governed solely by the legal relationship between the investor and the financial intermediary to which the investor submitted its purchase order. Investors who engage in short-selling bear the risk of being unable to satisfy their delivery obligations.

The Issuer agreed in the Underwriting Agreement to indemnify the Underwriters against certain liabilities that may arise in connection with the offering, including liabilities under applicable securities laws. In addition, the Issuer agreed to indemnify GFG against certain risks that may arise in connection with the share loan.

Selling Restrictions

The distribution of this prospectus and the sale of the Offer Shares may be restricted by law in certain jurisdictions. Pursuant to the Underwriting Agreement, no action has been or will be taken by the Issuer or the Underwriters to permit a public offering of the Offers Shares (except in Germany and Luxembourg).

The Offer Shares are not and will not be registered pursuant to the provisions of the Securities Act or with the securities regulators of the individual states of the United States. The Offer Shares may not be offered, sold, or delivered, directly or indirectly, in or into the United States except pursuant to an exemption from the registration and reporting requirements of the U.S. securities laws and in compliance with all other applicable U.S. legal regulations. In the Underwriting Agreement, the Underwriters will represent and warrant that they have not offered or sold and will refrain from offering or selling the Offer Shares in or into the United States except to persons they reasonably believe to be qualified institutional buyers within the meaning of Rule 144A under the Securities Act and qualified purchasers as defined in the Investment Company Act, and outside the United States except to non-U.S. persons in accordance with Rule 902 of Regulation S under the Securities Act and in compliance with other U.S. legal regulations, and that neither they nor any third party acting on their behalf, have undertaken or will undertake, (i) “directed selling efforts” as defined in Regulation S under the Securities Act or (ii) “general advertising” or “general solicitation”, each as defined in Regulation D under the Securities Act in relation to the Offer Shares.

The Issuer does not intend to register either the offering or any portion of the offering in the United States or to conduct a public offering of shares in the United States.

Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this prospectus comes are required to inform themselves about and observe any such restrictions, including those set out in the preceding paragraphs. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Sales in the United Kingdom are also subject to restrictions. Each of the Underwriters represented and warranted to the Issuer that:

(i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”) received by it in connection with the sale of any Offer Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Offer Shares in, from, or otherwise involving the United Kingdom.

The Underwriters further represented and warranted in the Underwriting Agreement that they have not and will not publicly offer the Offer Shares in any of the member states of the European Economic Area that have implemented Directive 2003/71/EC as amended (the "**Prospectus Directive**") from the date of the implementation of the Prospectus Directive, unless (i) a prospectus for the Offer Shares has been previously published that has been approved by the competent authority in such member state or has been approved in another member state of the European Economic Area that has implemented the Prospectus Directive, and the competent authority in the member state in which the offer takes place has been informed thereof in compliance with the Prospectus Directive; (ii) the offer is exclusively intended for so-called qualified investors within the meaning of the Prospectus Directive; or (iii) the offering takes place under other circumstances in which the publication of a prospectus by the Issuer is not required under Article 3 of the Prospectus Directive, to the extent that this exemption has been implemented in the respective member state.

TAXATION IN GERMANY

The following section outlines certain key German tax principles that may be relevant with respect to the acquisition, holding, or transfer of shares. This summary does not purport to be a comprehensive or exhaustive description of all German tax considerations that may be relevant to shareholders. This presentation is based upon domestic German tax laws in effect as of the date of this prospectus and the provisions of double taxation treaties currently in force between Germany and other countries. It is important to note that the legal situation may change, possibly with retroactive effect.

This section does not replace the need for individual shareholders to seek personal tax advice. It is therefore recommended that shareholders consult their own tax advisors regarding the tax implications of acquiring, holding, or transferring shares and what procedures are necessary to secure the repayment of German withholding tax, if possible. Only qualified tax advisors are in the position to adequately consider the particular tax situation of individual shareholders.

Taxation of the Issuer

The Issuer's taxable income, whether distributed or retained, is generally subject to German corporate income tax at a uniform rate of 15% plus the solidarity surcharge of 5.5% thereon, resulting in a total tax liability of 15.825%.

Dividends and other shares in profits the Issuer receives from domestic and foreign corporations are not generally subject to corporate income tax; however, 5% of each type of income is deemed to be a non-deductible business expense and is thus taxable. The same applies generally to profits earned by the Issuer from the sale of shares in another domestic or foreign corporation. Different rules apply to portfolio dividends, i.e., dividends earned on direct shareholdings in a distributing corporation equal to less than 10% of its share capital at the start of the calendar year. Such portfolio dividends are fully taxed at the corporate income tax rate (plus solidarity surcharge thereon). The acquisition of a shareholding of at least 10% is deemed to have occurred at the start of the calendar year. Losses incurred from the sale of such shares are not deductible for tax purposes, regardless of the amount of shareholding.

In addition, the Issuer is subject to a trade tax with respect to its taxable trade profits from its permanent establishments in Germany. When determining the amount on which to assess the trade tax, *inter alia*, in principle 25% of the generally tax-deductible interest expenses will be added to the amount of profit determined for corporate income tax purposes.

The trade tax rate varies depending on the local municipalities in which the Issuer maintains its permanent establishments. The Issuer's trade tax rate currently amounts to between approximately 10% and 17% of the taxable trade profit, depending on the local trade tax multiplier.

For trade tax purposes, dividends received from domestic and foreign corporations and capital gains from the sale of shares in other corporations are treated in principle in the same manner as for corporate income tax purposes. However, dividends received from domestic and foreign corporations are effectively 95% exempt from trade tax only if the Issuer held and continues to hold at least 15% (10% in the case of companies resident for tax purposes in the EU member states other than Germany) of the registered share capital of the distributing corporation at the beginning or – in the case of foreign corporations – since the beginning of the relevant tax assessment period. Additional limitations apply with respect to dividends received from non-EU corporations.

The provisions of the interest barrier restrict the extent to which interest expenses are tax deductible. Under these rules, net interest expense (the interest expense minus the interest income in a fiscal year) is generally only deductible up to 30% of the taxable EBITDA (taxable earnings adjusted for interest costs, interest income, and certain depreciation and amortization), though there are certain exceptions to this rule. Interest expense that is not deductible in a given year may be carried forward to subsequent fiscal years of the Issuer ("**interest carryforward**") and will increase the interest expense in those subsequent years. Under certain conditions, non-offsettable EBITDA can also be carried forward to subsequent years.

Losses of the Issuer can be carried forward in subsequent years and used to fully offset taxable income for corporate income tax and trade tax purposes only up to an amount of €1 million ("**tax loss carryforward**"). If the taxable income for the year or taxable profit subject to trade taxation exceeds this threshold, only up to 60% of the amount exceeding the threshold may be offset by tax loss carryforwards. The remaining 40% is subject to tax. The rules also provide for a tax carryback of an amount up to €1 million to the previous year with regard to corporate income tax. Unused tax loss carryforwards can generally continue to be carried forward without time limitation.

If more than 50% of the subscribed capital, the membership interests, equity interests or voting rights is transferred to an acquiring party within five years directly or indirectly ("**harmful acquisition**"), all tax loss carryforwards and interest carryforwards are forfeited. A group of acquirers with aligned interests is also considered to be an acquiring party for these purposes. In addition, any current year losses incurred prior to the acquisition will not be deductible. If between 25% and 50% of the subscribed capital, membership interests, equity interests or voting rights of the Issuer is transferred, a proportional amount of tax loss carryforwards, unused losses and interest carryforwards is forfeited. Tax loss carryforwards, unused current losses and interest carryforwards taxable in Germany will not expire to the extent that they are covered by built-in gains (*stille Reserven*) taxable in Germany at the time of the harmful acquisition.

Taxation of Shareholders

Shareholders are taxed particularly in connection with the holding of shares (taxation of dividend income), upon the sale of shares (taxation of capital gains) and the gratuitous transfer of shares (inheritance and gift tax).

Taxation of Dividend Income

In the future, the Issuer may pay dividends out of a tax-recognized contribution account. To the extent that the Issuer does pay dividends from this account, the dividends are not subject to tax. However, dividends lower the acquisition costs of the shares, which may result in a greater amount of taxable capital gain upon the shareholder's sale of the shares. To the extent that dividends from the tax-recognized contribution account exceed the then lowered acquisition costs of the shares, a capital gain is recognized by the shareholder, which may be subject to tax in accordance with the provisions regarding the disposal of shares outlined below.

Withholding Tax

Unless paid from the tax-recognized contribution account, dividends distributed by the Issuer are subject to a deduction at source ("**withholding tax**") at a 25% rate plus a solidarity surcharge of 5.5% on the amount of withholding tax (amounting in total to a rate of 26.375%). The basis for determining the dividend withholding tax is the dividend approved for distribution by the Issuer's general meeting.

Dividend withholding tax is generally withheld regardless of whether and, if so, to what extent the shareholder must report the dividend for tax purposes and regardless of whether the shareholder is a resident of Germany or of a foreign country.

As the Issuer's shares are approved for collective custody in a securities depository and have been placed in custody in Germany, the Issuer is not responsible for withholding the withholding tax; rather, it is, for the account of the shareholders, the responsibility of one of the following entities in Germany authorized to collect withholding tax do so and remit it to the relevant tax authority: (i) the domestic bank or financial service institution, domestic securities trading company, or domestic securities trading bank (including the domestic branches of foreign banks) that holds the shares in custody or manages them and that pays out or credits the shareholders' investment income or that pays the investment income to a foreign entity, or (ii) the securities depository holding the collective deposit shares in custody, if it pays the investment income to a foreign entity, is obliged to withhold the withholding tax.

Where dividends are distributed to a company resident in another member state of the European Union within the meaning of Article 3 of EC Directive 2011/96/EU of the Council of November 30, 2011, as amended (the "**Parent-Subsidiary Directive**"), the withholding of the dividend withholding tax may not be required, upon application, provided that additional requirements are met ("**withholding tax exemption**"). This also applies to dividends distributed to a permanent establishment located in another European Union member state of such a parent company or of a parent company that is a tax resident in Germany if the interest in the dividend-paying subsidiary is part of the respective permanent establishment's business assets. An important prerequisite for the withholding tax exemption under the Parent-Subsidiary Directive is that the shareholder has directly held at least 10% of the company's registered capital continuously for one year and that the German tax authorities (*Bundeszentralamt für Steuern,* with its registered office in Bonn-Beuel, An der Küppe 1, D-53225 Bonn, Germany) have, based upon an application filed by the shareholder on the officially prescribed form, certified that the prerequisites for exemption have been met.

The dividend withholding tax rate for dividends paid to other shareholders without a tax residence in Germany will be reduced in accordance with the applicable double taxation treaty, if any, between Germany and the shareholder's country of residence, provided that the shares are neither held as part of the business assets of a permanent establishment or a fixed base in Germany nor as part of the business assets for which a permanent representative in Germany has been appointed. The reduction in the dividend withholding tax is generally obtained by applying to the Federal Central Office of Taxation (*Bundeszentralamt für Steuern*, with its registered office in Bonn-Beuel, An der Küppe 1, D-53225 Bonn, Germany) for a refund of the difference between the dividend withholding tax withheld, including the solidarity surcharge, and the amount of withholding tax actually owed under the applicable double taxation treaty, which is usually 15%. Forms for the refund procedure may be obtained from the Federal Central Office of Taxation (http://www.bzst.bund.de), as well as German embassies and consulates.

Corporations that are not tax resident in Germany will receive a refund of two-fifths of the dividend withholding tax that was withheld and remitted to the tax authorities. This applies regardless of any further reduction or exemption provided under the Parent-Subsidiary Directive or a double taxation treaty.

Foreign corporations will generally have to meet certain substance criteria defined by statute in order to receive an exemption from or (partial) refund of German dividend withholding tax.

The Issuer assumes liability for withholding of taxes from sources (with the exception of church tax) on distributions, in accordance with statutory provisions. This means that the Issuer is released from liability for the violation of its legal obligation to withhold and transfer the taxes from the sources if it provides evidence that it has not breached its duties intentionally or grossly negligent.

Taxation of Dividends of Shareholders with a Tax Residence in Germany

Individuals who Hold the Shares as Private Assets

For individuals who are tax resident in Germany (generally, individuals whose domicile or habitual abode is located in Germany) and who hold the shares as private assets, the withholding tax will generally serve as a final tax. In other words, once deducted, the shareholder's income tax liability on the dividends will be settled, and he or she will no longer have to declare them on his or her annual tax return (the "**flat tax**").

The purpose of the flat tax is to provide for separate and final taxation of capital investment income earned; in other words, taxation that is irrespective of the individual's personal income tax rate. Shareholders may apply to have their capital investment income assessed in accordance with the general rules and with an individual's personal income tax rate if this would result in a lower tax burden. In this case, the base for taxation would be the gross dividend income less the savers' allowance of €801 (€1,602 for married couples and for partners in accordance with the registered partnership law (*Gesetz über die Eingetragene Lebenspartnerschaft*) filing jointly). Any tax and solidarity surcharge already withheld would be credited against the income tax and solidarity surcharge so determined and any overpayment refunded. Income-related expenses cannot be deducted from capital gains in either case.

If the individual owns (i) at least 1% of the shares in the Issuer and works for the Issuer or (ii) at least 25% of the shares, upon application of the shareholder the dividends are taxed under the partial income method (see below "*—Sole Proprietors (Individuals)*").

Through 2014, shareholders who pay church tax and hold shares as private assets may request a domestic bank or financial service provider, a domestic securities trading company, or a domestic securities trading bank (a "**Domestic Paying Agent**") that pays out their capital investment income to withhold their church tax according to the church tax legislation of their state and remit it to the relevant tax authority. Starting in 2015, entities required to collect withholding taxes on capital investment income are required to likewise withhold the church tax on shareholders who pay church tax, unless the shareholder objects in writing to the German tax authorities sharing his or her private information regarding his or her affiliation with a denomination. If church tax is withheld and remitted to the tax authority as part of the withholding tax deduction, then the church tax on the dividends is also deemed to be discharged when it is deducted. The withheld church tax cannot be deducted in the tax assessment as a special expense; however, 26.375% of the church tax withheld on the dividends is deducted from the withholding tax (including the solidarity surcharge) withheld by the Issuer. If no church taxes are withheld along with the withholding of capital gains tax, the shareholder who pays church tax is required to report his or her dividends in his or her income tax return. The church tax on the dividends will then be imposed during the assessment.

Shares Held as Business Assets

The flat tax does not apply to dividends from shares held as business assets of shareholders who are tax resident in Germany. Taxation in this case depends on whether the shareholder is a corporation, an individual, or a partnership. The withholding tax withheld and paid to the tax authorities, including the solidarity surcharge, is credited against the personal income or corporate income tax and the solidarity surcharge of the shareholder, and any overpayment will be refunded.

Corporations

Dividends received by corporations resident in Germany are generally exempt from corporate income tax and solidarity surcharge. However, 5% is treated as a non-deductible business expense and, as such, is subject to corporate income tax (plus the solidarity surcharge) with a total tax rate of 15.825%.

Different rules apply to portfolio dividends, i.e., dividends earned on direct shareholdings in the Issuer equal to less than 10% of its share capital at the start of the calendar year. Such portfolio dividends are fully taxed at the corporate income tax rate (plus solidarity surcharge). The acquisition of a shareholding of at least 10% is deemed to have occurred at the start of the calendar year.

Business expenses actually incurred and having a direct business link to the dividends may be fully deducted.

Net dividends (after deducting business expenses related to the dividends) are fully subject to trade tax, unless the corporation held at least 15% of the Issuer's registered share capital at the beginning of the relevant tax assessment period, entitling it to an intercorporate privilege for trade tax purposes. In the latter case, the aforementioned effective exemption of 95% of the dividend income applies, in principle.

Sole Proprietors (Individuals)

If the shares are held as part of the business assets of a sole proprietor (individual) with his or her tax residence in Germany, 60% of the dividend is taxable (the "**partial income method**"). Likewise, only 60% of the expenses economically related to the dividends is tax deductible. If the shares are held as business assets of a domestic commercial permanent establishment, the full amount of the dividend income (after deducting business expenses that are economically related to the dividends) is also subject to trade tax, unless the taxpayer held at least 15% of the Issuer's registered share capital at the beginning of the relevant tax assessment period. In the latter case, the net dividends (after deducting directly related expenses) are exempt from trade tax. However, trade tax is generally credited – fully or in part – as a lump sum against the shareholder's personal income tax liability.

Partnerships

If the shareholder is or is deemed to be a trading partnership with its tax residence in Germany, the personal income tax or corporate income tax, as the case may be, and the solidarity surcharge, are levied at the level of each partner rather than at the level of the partnership. The taxation of each partner depends upon whether the partner is a corporation or an individual. If the partner is a corporation, then the dividend is generally effectively 95% tax exempt; however, dividends from a direct shareholding representing less than 10% of the share capital are fully subject to taxation (see above "—*Corporations*"). If the partner is an individual, only 60% of the dividend income is subject to income tax (see above "—*Sole Proprietors (Individuals)*").

Additionally, if the shares are held as business assets of a domestic commercial permanent establishment or the shareholder is deemed to be a trading partnership, the full amount of the dividend income is also subject to trade tax at the level of the partnership. In the case of partners who are individuals, the trade tax that the partnership pays on his or her proportion of the partnership's income is generally credited – fully or in part – as a lump sum against the individual's personal income tax liability. If the partnership held at least 15% of the Issuer's registered share capital at the beginning of the relevant tax assessment period, the dividends are, in principle, not subject to trade tax. However, if and to the extent the partners are corporations, the 5% of the dividend income treated as a non-deductible business expense will be subject to trade tax.

Financial and Insurance Sector

Special rules apply to companies operating in the financial and insurance sector (see below "—*Special Treatment of Companies in the Financial and Insurance Sectors and Pension Funds*").

Taxation of Dividends of Shareholders without a Tax Residence in Germany

The dividends paid to shareholders (individuals and corporations) without a tax residence in Germany are taxed in Germany, provided that the shares are held as part of the business assets of a permanent establishment or a fixed base in Germany or as part of the business assets for which a permanent representative in Germany has been appointed. The withholding tax (including the solidarity surcharge) withheld and remitted to the German tax authorities is credited against the respective shareholder's personal income tax or corporate income tax liability, and any overpayment will be refunded. The same applies to the solidarity surcharge. These shareholders are essentially subject to the same rules applicable to resident shareholders, as discussed above.

In all other cases, the withholding of the dividend withholding tax discharges any tax liability of the shareholder in Germany. A refund or exemption is granted only as discussed in the section on dividend withholding tax above (see above "—*Taxation of Shareholders—Withholding Tax*").

Taxation of Capital Gains

Taxation of Capital Gains of Shareholders with a Tax Residence in Germany

Shares Held as Private Assets

Gains on the sale of shares that are held as private assets by shareholders with a tax residence in Germany and that were acquired after December 31, 2008, are generally taxable regardless of the length of time held. The tax rate is a uniform 25% plus the 5.5% solidarity surcharge thereon (as well as any church tax).

Taxable capital gain is the difference between (a) the sales gain after deducting the direct sales costs and (b) the acquisition cost of the shares. Under certain conditions, prior payments from the tax-recognized contribution account may lead to reduced acquisition costs of the shares held as personal assets and, as a consequence, increase the taxable sales gain. Losses on the sale of shares may only be netted against gains on the sale of shares.

If a Domestic Paying Agent sells the shares and pays out or credits the capital gains, and if said Domestic Paying Agent withholds a withholding tax of 25% (plus 5.5% solidarity surcharge and church tax, if applicable) and remits this to the tax authority, the tax on the capital gain will generally be discharged. If the shares were held in safekeeping or administered by the respective Domestic Paying Agent since acquisition, the amount of tax withheld is generally based on the difference between the proceeds from the sale, after deducting expenses directly related to the sale, and the amount paid to acquire the shares. However, a withholding tax of 25% (plus 5.5% solidarity surcharge thereon and any church tax) will be applied to 30% of the gross sales proceeds if the shares were not administered by the same custodian bank since acquisition and the original cost of the shares cannot be verified or such a verification is not admissible. In this case, the shareholder is entitled to verify the original costs of the shares in his or her annual tax return.

Through 2014, shareholders who pay church tax and hold shares as private assets may request the Domestic Paying Agent that pays out their capital investment income to withhold their church tax on the capital gain according to the church tax legislation of their state and remit it to the relevant tax authority. Starting in 2015, entities required to collect withholding taxes on capital investment income are required to likewise withhold the church tax on shareholders who pay church taxes, unless the shareholder objects in writing to the German tax authorities sharing his or her private information regarding his or her affiliation with a denomination. If church tax is withheld and remitted to the tax authority as part of the withholding tax deduction, then the church tax on the capital gain is also deemed to be discharged when it is deducted. The withheld church tax cannot be deducted in the tax assessment as a special expense; however, 26.375% of the church tax withheld on the capital gain is deducted from the withholding tax (including the solidarity surcharge) withheld by the Issuer.

A shareholder may request that all his or her items of capital investment income, along with his or her other taxable income, be subject to the progressive income tax rate instead of the uniform tax rate for private capital investment income, if this lowers his or her tax burden. The base for taxation would be the gross income less the savers' allowance of €801 (€1,602 for married couples and for partners in accordance with the registered partnership law (*Gesetz über die Eingetragene Lebenspartnerschaft*) filing jointly). The prohibition on deducting income-related costs and the restrictions on offsetting losses also apply to tax assessments based on the progressive income tax rate. Any tax already withheld would be credited against the income tax so determined and any overpayment refunded.

One exception to this rule is that a shareholder's capital gains are subject to the partial income method and not the flat tax. Consequently, 60% of the proceeds from the sale of shares are subject to the individual income tax rate if the shareholder, or his or her legal predecessor in case of acquisition without consideration, has directly or indirectly held shares equal to at least 1% of the Issuer's share capital at any time during the previous five years (a "**Qualified Participation**"). Of the expenses economically related to the proceeds of the sale of shares, 60% is tax deductible.

In the case of a Qualified Participation, withholding tax (including the solidarity surcharge) is also withheld by the Domestic Paying Agent. The tax withheld, however, is not treated as a final tax. Hence, the shareholder is obligated to declare the gain on the sale on his or her income tax return. The withholding tax (including the solidarity surcharge) withheld and remitted to the German tax authorities is credited against the respective shareholder's personal income tax or corporate income tax liability in the tax assessment, and any overpayment will be refunded.

Shares Held as Business Assets

The flat tax does not apply to proceeds from the sale of shares held as business assets by shareholders tax resident in Germany. If the shares form part of a shareholder's business assets, taxation of the capital gains realized will then depend upon whether the shareholder is a corporation, sole proprietor or partnership.

1. **Corporations**: In general, capital gains earned on the sale of shares by corporations tax resident in Germany are exempt from corporate income tax (including the solidarity surcharge) and trade tax, irrespective of the stake represented by the shares and the length of time the shares are held. However, 5% of the capital gains is treated as a nondeductible business expense and, as such, is subject to corporate income tax (plus the solidarity surcharge) and to trade tax. Losses from the sale of shares and any other reductions in profit do not qualify as tax-deductible business expenses.

2. **Sole proprietors (individuals)**: If the shares were acquired after December 31, 2008, and form part of the business assets of a sole proprietor (individual) who is a tax resident of Germany, 60% of the capital gains on their sale is subject to the individual's tax bracket plus the solidarity surcharge (partial income method). Correspondingly, only 60% of losses from such sales and 60% of expenses economically related to such sales are deductible. For church tax, if applicable, the partial income method also applies. If the shares are held as business assets of a commercial permanent establishment located in Germany, 60% of the capital gains is also subject to trade tax. The trade tax is fully or partially credited as a lump sum against the shareholder's personal income tax liability.

3. **Partnerships**: If the shareholder is or is deemed to be a trading partnership, personal income tax or corporate income tax, as the case may be, is assessed at the level of each partner rather than at the level of the partnership. The taxation of each partner depends upon whether the respective partner is a corporation or an individual. If the partner is a corporation, the tax principles applying to capital gains which are outlined in subsection 1 apply. If the partner is an individual, the tax principles applying to capital gains which are outlined in subsection 2 apply. Upon application and provided that additional prerequisites are met, an individual who is a partner can obtain a reduction of his or her personal income tax rate for profits not withdrawn from the partnership. In addition, capital gains from the sale of shares attributable to a permanent establishment maintained in Germany by a trading partnership are subject to trade tax at the level of the partnership. As a rule, only 60% of the gains in this case is subject to trade tax if the partners in the partnership are individuals, while 5% is subject to trade tax if the partners are corporations and shares are sold. Under the principles discussed under 1 and 2 above, losses on sales and other reductions in profit related to the shares sold are generally not deductible or only partially deductible if the partner is a corporation. If the partner is an individual, the trade tax the partnership pays on his or her share of the partnership's income is generally credited – fully or in part – as a lump sum against his or her personal income tax liability, depending on the tax rate imposed by the local municipality and certain individual tax-relevant circumstances of the taxpayer.

Special rules apply to capital gains realized by companies active in the financial and insurance sectors, as well as pension funds, as described below.

Where a Domestic Paying Agent is concerned, the proceeds from the sale of shares held as business assets are generally subject to the same withholding tax rate as those of shareholders whose shares are held as private assets (see section "*—Shares Held as Private Assets*"). However, the Domestic Paying Agent may refrain from withholding the withholding tax if (i) the shareholder is a corporation, association or estate with its tax residence in Germany, or (ii) the shares form part of the shareholder's domestic business assets, and the shareholder informs the paying agent of this on the officially prescribed form and meets certain additional prerequisites. If the Domestic Paying Agent nevertheless withholds taxes, the withholding tax withheld and remitted (including the solidarity surcharge) will be credited against the shareholder's income tax or corporate income tax liability, and any excess amount will be refunded.

Taxation of Capital Gains of Shareholders without a Tax Residence in Germany

Capital gains realized by a shareholder with no tax residence in Germany are subject to German income tax only if the selling shareholder holds a Qualified Participation or if the shares form part of the business assets of a permanent establishment in Germany or of business assets for which a permanent representative is appointed.

In such a case, most double taxation treaties provide for an exemption from German taxes and assign the right of taxation to the shareholder's country of tax residence.

Special Treatment of Companies in the Financial and Insurance Sectors and Pension Funds

If financial institutions or financial services providers hold or sell shares that are allocable to their trading book pursuant to Section 1a of the German Banking Act (*Gesetz über das Kreditwesen*), they will neither be able to use the partial income method nor have 60% of their gains exempted from taxation nor be entitled to the effective 95% exemption from corporate income tax plus the solidarity surcharge and any applicable trade tax. Thus, dividend income and capital gains are fully taxable. The same applies to shares acquired by financial institutions in the meaning of the German Banking Act for the purpose of generating profits from short-term proprietary trading. The preceding sentence applies accordingly for shares held in a permanent establishment in Germany by financial institutions, financial service providers, and finance companies tax resident in another member state of the European Union or in other signatory states of the EEA Agreement. Likewise, the tax exemption described earlier afforded to corporations for dividend income and capital gains from the sale of shares does not apply to shares that qualify as a capital investment in the case of life insurance and health insurance companies, or those which are held by pension funds.

However, an exemption to the foregoing, and thus a 95% effective tax exemption, applies to dividends obtained by the aforementioned companies, to which the Parent-Subsidiary Directive applies.

Inheritance and Gift Tax

The transfer of shares to another person by will or gift is generally subject to German inheritance and gift tax only if:

1. The decedent, donor, heir, beneficiary or other transferee maintained his or her domicile or habitual abode in Germany, or had its place of management or registered office in Germany at the time of the transfer, or is a German citizen who has spent no more than five consecutive years outside Germany without maintaining a residence in Germany (special rules apply to certain former German citizens who neither maintain their domicile nor have their habitual abode in Germany),

2. the shares were held by the decedent or donor as part of business assets for which a permanent establishment was maintained in Germany or for which a permanent representative in Germany had been appointed, or

3. the decedent or donor with place of management or registered office in Germany, either individually or collectively with related parties, held, directly or indirectly, at least 10% of the Issuer's registered share capital at the time of the inheritance or gift.

The fair value represents the tax assessment base. In general that is the stock exchange price. A special discount on this amount applies to direct shareholdings of more than 25% in the Issuer depending on the composition of the business assets and future business figures, if, *inter alia,* the heir or beneficiary meets a five-year holding period. Depending on the degree of relationship between decedent or donor and recipient, different tax free allowances and tax rates apply.

The few German double taxation treaties relating to inheritance tax and gift tax currently in force usually provide that the German inheritance tax or gift tax can only be levied in the cases of (1.) above, and also with certain restrictions in case of (2.) above. Special provisions apply to certain German nationals living outside of Germany and former German nationals.

Other Taxes

No German transfer tax, value added tax, stamp duty or similar taxes are assessed on the purchase, sale or other transfer of shares. Provided that certain requirements are met, an entrepreneur may, however, opt for the payment of value added tax on transactions that are otherwise tax exempt. Net wealth tax is currently not imposed in Germany.

On January 22, 2013, the Council of the European Union approved the resolution of the ministers of finance from eleven EU member states (including Germany) to introduce a financial transaction tax within the framework of enhanced cooperation. On February 14, 2013, the European Commission accepted the proposal for a Council Directive implementing enhanced cooperation in the area of financial transaction tax. The plan focuses on levying a financial transaction tax of 0.1% (0.01% for derivatives) on the purchase and sale of financial instruments.

A joint statement issued in May 2014 by ten of the eleven participating Member States indicated an intention to implement the FTT progressively, such that it would initially apply to shares and certain derivatives, with this initial implementation occurring by January 1, 2016. However, full details are not available. Therefore it is not known to what extent the elements of the European Commission's proposal outlined in the preceding paragraph will be followed in relation to the taxation of shares. The financial transaction tax proposal remains subject to negotiation between the participating Member States and is the subject of legal challenge. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate. Prospective holders of the Shares are advised to seek their own professional advice in relation to the financial transaction tax.

TAXATION IN LUXEMBOURG

The following information is of a general nature only and is based on the laws in force in Luxembourg as of the date of this prospectus. It does not purport to be a comprehensive description of all the tax considerations that might be relevant to an investment decision. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. It is a description of the essential material Luxembourg tax consequences with respect to the offering and may not include tax considerations that arise from rules of general application or that are generally assumed to be known to shareholders. This summary is based on the laws in force in Luxembourg on the date of this prospectus and is subject to any change in law that may take effect after such date. Prospective shareholders (the "**Shareholders**") should consult their professional advisors with respect to particular circumstances, the effects of state, local or foreign laws to which they may be subject, and as to their tax position. Please be aware that the residence concept used under the respective headings applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*), as well as personal income tax (*impôt sur le revenu*) generally. Corporate Shareholders may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax as well as the solidarity surcharge invariably apply to most corporate taxpayers resident in Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

Luxembourg Taxation of Shares of a Non-Resident Company

Withholding Taxes

Dividend payments made to Shareholders by a non-resident company, such as the Issuer, as well as liquidation proceeds and capital gains derived therefrom are not subject to a withholding tax in Luxembourg.

Income Tax

Taxation of Income Derived From Shares, and Capital Gains Realized On Shares by Luxembourg Residents

Taxation of dividend income

(a) Luxembourg Resident Shareholders

Dividends and other payments derived from the Shares by resident individual Shareholders and non-resident individual Shareholders having a permanent establishment or permanent representative in Luxembourg to which or whom such Shares are attributable, will in principle be subject to tax at the ordinary rates on the dividends received from the Issuer. A tax credit may under certain conditions be granted for foreign withholding taxes against Luxembourg income tax due on these dividends, without exceeding in any case Luxembourg tax on such income. Under current Luxembourg tax law, 50% of the gross amount of dividends received by resident individual Shareholders may be tax exempt at the level of these Shareholders.

Dividends derived from the Shares by Luxembourg resident fully taxable companies are subject to income taxes, unless the conditions of the participation exemption regime are satisfied.

Under the participation exemption regime, dividends derived from the Shares may be exempt from income tax at the level of the Shareholder if cumulatively (a) the Shareholder receiving the dividends is either (i) a fully taxable Luxembourg resident company, (ii) a domestic permanent establishment of an EU resident company falling under article 2 of the Council Directive 2011/96/EU ("**EU Parent Subsidiary Directive**"), (iii) a domestic permanent establishment of a company limited by shares (*société de capitaux*) that is resident in a State with which Luxembourg has concluded a double tax treaty, or (iv) a domestic permanent establishment of a company limited by shares (*société de capitaux*) or of a cooperative company which is a resident of a EEA Member State (other than a EU Member State); and at the date on which the income is made available, (b) the distributing company is a qualified subsidiary ("**Qualified Subsidiary**"), (c) the Shareholder holds or commits to hold directly (or even indirectly through certain entities) for an uninterrupted period of at least twelve months a qualified shareholding ("**Qualified Shareholding**"). A Qualified Subsidiary means (a) a Luxembourg resident fully-taxable company limited by share capital (*société de capitaux*), (b) a company covered by Article 2 of the amended EU Parent-Subsidiary Directive or (c) a non-resident company limited by share capital (*société de capitaux*) liable to a tax corresponding to Luxembourg corporate income tax. A Qualified Shareholding means Shares representing a direct participation of at least 10% in the share capital of the Qualified Subsidiary or a direct participation in the Qualified Subsidiary of an acquisition price of at least €1.2 million (or an equivalent amount in another currency). Liquidation proceeds are assimilated to a received dividend and may be exempt under the same conditions. Shares held through a tax transparent entity are considered as being a direct participation proportionally to the percentage held in the net assets of the transparent entity. If the participation exemption does not apply, dividends may benefit from the 50% exemption under the relevant conditions set out above.

Any Shareholder which is a Luxembourg resident entity governed by the law of December 17, 2010 on undertakings for collective investment, as amended, by the law of February 13, 2007 on specialized investment funds, as amended, or by the law of May 11, 2007 on the family estate management company, as amended, or by the law of June 15, 2004 on venture capital vehicles, as amended, is no subject to any Luxembourg corporation taxes in respect of dividends received from the Issuer. No tax credit is then available for Luxembourg withholding tax on dividends received from the Issuer.

(b) Non-resident Shareholders

Non-resident Shareholders (not having a permanent establishment or permanent representative in Luxembourg to which or whom the Shares are attributable) will in principle not be subject to Luxembourg income tax on the dividends received from the Issuer.

Taxation of capital gains

(a) Luxembourg resident Shareholders

Capital gains realized on the disposal of the Shares by resident individual Shareholders, who act in the course of the management of their private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation ("**Substantial Participation**"). Capital gains are deemed to be speculative and are subject to income tax at ordinary rates if the Shares are disposed of within six months after their acquisition or if their disposal precedes their acquisition. A participation is deemed to be substantial where a resident individual Shareholder holds, either alone or together with his spouse or partner and/or minor children, directly or indirectly at any time within the five years preceding the disposal, more than 10% of the share capital of the Issuer. A Shareholder is also deemed to transfer a Substantial Participation if he acquired free of charge, within the five years preceding the transfer, a participation that was constituting a Substantial Participation in the hands of the transferor (or the transferors in case of successive transfers free of charge within the same five-year period). Capital gains realized on a Substantial Participation are subject to Luxembourg income tax according to the half-global rate method (i.e., the average rate applicable to the total income is calculated according to progressive income tax rates and half of the average rate is applied to the capital gains realized on a Substantial Participation) and may benefit from an allowance of up to €50,000 granted for a ten-year period (doubled for individual taxpayers who are jointly taxable). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the Shares.

Capital gains realized on the disposal of the Shares by resident individual Shareholders, who act in the course of their professional/business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

Capital gains realized by (a) a Luxembourg fully-taxable resident company or (b) the Luxembourg permanent establishment of a non-resident foreign company on the Shares of the Issuer are subject to income tax at the maximum global rate of 29.22% (in Luxembourg-City in 2014), unless the conditions of the participation exemption regime, as described above, are satisfied except that the acquisition price must be of at least €6 million for capital gain exemption purposes. Shares held through a tax transparent entity are considered as a direct participation holding proportionally to the percentage held in the assets of the transparent entity. To the extent that expenses related to the (exempt) shareholding have reduced the Shareholder's taxable profits (during the year of the sale or in prior years), these deductions will be recaptured at the time the relevant shareholding is sold. Consequently, the capital gain realized will become taxable up to the amount of the aggregate expenses and write-downs deducted during the respective and previous years in relation to the participation.

Taxable gains are determined to be the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

The Shareholder which is a Luxembourg resident entity governed by the law of December 17, 2010 on undertakings for collective investment, as amended, by the law of February 13, 2007 on specialized investment funds, as amended, or by the law of May 11, 2007 on the family estate management company, as amended or by the law of June 15, 2004 on venture capital vehicles, as amended is not subject to any Luxembourg corporation taxes in respect of capital gains realized upon disposal of its Shares.

(b) Non-resident Shareholders

Under Luxembourg tax laws currently in force (subject to the provisions of double taxation treaties), capital gains realized on the disposal of the Shares by a non-resident Shareholder holding the Shares through a Luxembourg permanent establishment or through a Luxembourg permanent representative to which or whom the Shares are attributable are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

Net Wealth Tax

Luxembourg resident Shareholders, as well as non-resident Shareholders who have a permanent establishment or a permanent representative in Luxembourg to which or whom the Shares are attributable, are subject to Luxembourg net wealth tax at the rate of 0.5% applied on its net assets as determined for net wealth tax purposes on the net wealth tax assessment date, except if the Shareholder is (i) a resident or non-resident individual, (ii) or governed by the amended law of May 11, 2007 on family estate management companies, (iii) by the amended law of December 17, 2010 on undertakings for collective investment, (iv) by the law of February 13, 2007 on specialized investment funds, as amended, or (v) is a securitization company governed by the law of March 22, 2004 on securitization, as amended, or (vi) is a capital company governed by the law of June 15, 2004 on venture capital vehicles, as amended.

Furthermore, in the case the Shareholder is a Luxembourg resident fully taxable collective entity (or (i) a domestic permanent establishment of an EU resident company covered by Article 2 of the amended EU Parent-Subsidiary Directive, or (ii) a domestic permanent establishment of a company limited by shares (*société de capitaux*) that is resident in a State with which Luxembourg has concluded a double tax treaty, or (iii) a domestic permanent establishment of a company limited by shares (*société de capitaux*) or of a cooperative company which is a resident of a EEA Member State (other than a EU Member State), the Shares may be exempt for a given year, if the Shares represent at the end of the previous year a participation of at least 10% in the share capital of the Issuer or a participation of an acquisition price of at least €1.2 million. Under certain conditions, the net wealth tax charge for a given year can be reduced if a specific reserve, equal to five times the net wealth tax to save, is created before the end of the subsequent tax year and maintained during the five following tax years.

Other Taxes

Under current Luxembourg tax laws, no registration tax or similar tax is in principle payable by the Shareholder upon the acquisition, holding or disposal of the Shares. However, a fixed registration duty of €12 may be due upon registration of the Shares in Luxembourg in the case of legal proceedings before Luxembourg courts, in case the Shares must be produced before an official Luxembourg authority, or in the case of a registration of the Shares on a voluntary basis.

Under current Luxembourg tax law, where an individual Shareholder is a resident of Luxembourg for inheritance tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes.

Gift tax may be due on a gift or donation of the Shares if the gift is recorded in a Luxembourg notarial deed or otherwise registered in Luxembourg.

FINANCIAL INFORMATION

Rocket Internet AG

Unaudited Condensed Interim Consolidated Financial Statements
as of June 30, 2014
(prepared in accordance with German GAAP)

Rocket Internet AG, Berlin

Interim consolidated balance sheet as of June 30, 2014

	June 30, 2014	December 31, 2013
	EUR k	EUR k
Assets		
A. Fixed assets		
I. Intangible assets		
1. Purchased industrial and similar rights	739	543
2. Goodwill	599	670
	1,339	1,213
II. Property, plant and equipment		
1. Tenant improvements	93	59
2. Plant and machinery	772	540
3. Other equipment, operating and business equipment	2,103	1,725
4. Prepayments	77	104
	3,045	2,428
III. Financial assets		
1. Shares in affiliated companies	1,717	2,160
2. Equity investments in associates	351,055	361,106
3. Securities held as fixed assets	9,064	8,316
4. Other participations	18,907	18,907
5. Other loans	0	36
	380,742	390,525
	385,126	394,166
B. Current assets		
I. Inventories		
1. Raw materials, consumables and supplies	101	21
2. Work in process	797	245
3. Merchandise	8,678	7,887
4. Prepayments	224	380
	9,800	8,535
II. Receivables and other assets		
1. Trade receivables	2,432	2,673
2. Receivables from affiliated companies	13,697	5,914
3. Receivables from associates	47,109	22,594
4. Receivables from companies in which a participation is held	71	25
5. Other assets	6,831	5,265
	70,140	36,471
III. Other Securities	41,000	0
IV. Cash in hand, bank balances and checks	80,536	437,422
	201,475	482,427
C. Prepaid expenses	725	505
D. Deferred tax assets	294	321
	587,620	877,419

	June 30, 2014	December 31, 2013
	EUR k	EUR k
Equity and liabilities		
A. Equity capital		
I. Subscribed capital	110	110
./. Treasury shares	−39	−43
	72	67
II. Capital reserves	501,197	462,196
III. Revenue reserves		
Other revenue reserves	208,641	208,896
IV. Accumulated other comprehensive income	−2,136	−659
V. Unappropriated retained earnings	−238,832	84,438
VI. Minority interests	22,514	18,026
	491,455	772,965
B. Negative consolidation difference	0	86
C. Provisions		
1. Tax provisions	14,014	12,086
2. Other provisions	27,127	25,108
	41,141	37,194
D. Liabilities		
1. Liabilities to banks	20	23
2. Prepayments received on account of orders	301	538
3. Trade payables	20,399	20,249
4. Liabilities to shareholders	32	14,497
5. Liabilities to affiliated companies	1,053	953
6. Liabilities to associates	23,950	22,420
7. Other liabilities	9,072	8,163
thereof for taxes: EUR k 3,094 (PY: EUR k 4,086)		
thereof for social security: EUR k 458 (PY: EUR k 207)		
	54,825	66,844
E. Deferred income	199	329
F. Deferred tax liabilities	0	1
	587,620	877,419

Rocket Internet AG, Berlin

Interim consolidated income statement for the period from January 1 through June 30, 2014

	January 1 - June 30, 2014	January 1 - June 30, 2013
	EUR k	EUR k
1. Sales revenues	46,982	32,968
2. Increase in the work in process inventory	683	1,296
3. Other operating income	18,178	891
thereof income from currency translation EUR k 93 (PY: EUR k 1)		
	65,842	35,154
4. Cost of materials		
a) Cost of raw materials, consumables and supplies and of purchased merchandise	−16,729	−12,140
b) Cost of purchased services	−4,173	−3,216
5. Personnel expenses		
a) Wages and salaries	−23,452	−16,040
b) Social security and other pension costs	−4,466	−3,230
thereof retirement benefits EUR k −890 (PY: EUR k −439)		
6. Amortization / depreciation of intangible assets and of property, plant and equipment	−799	−488
7. Other operating expenses	−40,272	−18,208
thereof expenses from currency translation EUR k −298 (PY: EUR k −2)		
	−89,892	−53,321
8. Income from participations	70	7
9. Income from associated companies	13,226	40,997
10. Other interest and similar income	198	175
thereof from affiliated companies EUR k 66 (EUR k 9)		
11. Write-downs of financial assets	−13	0
12. Interest and similar expenses	−742	−238
thereof from affiliated companies EUR k −101 (PY: EUR k −0)		
	12,738	40,942
13. Result from ordinary activities	−11,312	22,775
14. Income taxes	−1,511	−169
thereof change in deferred taxes EUR k 361 (PY: EUR k 29)		
15. Other taxes	−434	−284
	−1,946	−453
16. Consolidated net loss / net income for the period	−13,257	22,321
17. Profit / loss carried forward from previous year	84,438	−23,384
18. Advance dividend pay-outs	−323,905	0
19. Loss attributable to minority interests	13,892	5,459
20. Unappropriated retained earnings	−238,832	4,397

Rocket Internet AG, Berlin

Interim consolidated statement of cash flow for the period from January 1 through June 30, 2014

		January 1 - June 30, 2014	January 1 - June 30, 2013
		EUR k	EUR k
1.	**Cash flow from operating activities**		
	Consolidated net loss / income for the period (including minority interests in profit and loss)	−13,257	22,321
+/–	Amortization, depreciation and write-downs / write-ups of fixed assets	812	488
+/–	Increase / decrease in provisions	3,947	−1,195
–/+	Income from associated companies	−13,226	−40,997
+/–	Other non-cash expenses / income	−12,168	2,392
–/+	Gain / loss on disposals of fixed assets	−751	53
–/+	Increase / decrease in inventories, trade receivables and other assets	−26,400	−2,427
+/–	Increase / decrease in trade payables and other liabilities	5,546	955
=	Cash flow from operating activities	−55,497	−18,412
2.	**Cash flow from investing activities**		
+	Cash received from disposals of property, plant and equipment	244	0
–	Cash paid for investments in property, plant and equipment	−1,498	−615
–	Cash paid for investments in intangible assets	−253	−76
+	Cash received from disposals of fixed financial assets	1,115	271
–	Cash paid for investments in fixed financial assets	−10,949	−2,517
+	Cash received from disposals of consolidated companies and other business units	40	0
–	Cash paid for the acquisition of consolidated companies and other business units	0	−798
+	Cash received in connection with short-term financial management of cash investments	153,352	8,592
–	Cash paid in connection with short-term financial management of cash investments	−204,211	−11,663
=	Cash flow from investing activities	−62,159	−6,807
3.	**Cash flow from financing activities**		
+	Proceeds from minority interests	55,884	1,218
–	Purchase of minority interests without a change in control	−225	0
–	Dividends paid to equity holders of the parent (advance dividends)	−286,766	0
+	Cash received from loans	2,225	5,860
–	Repayments of loans	−835	−130
=	Cash flow from financing activities	−229,717	6,949
4.	**Cash and cash equivalents at the end of the period**		
	Change in cash and cash equivalents (subtotal of 1 to 3)	−347,374	−18,270
	Changes in cash and cash equivalents due to exchange rates, changes in the basis of consolidation and valuation	−9,513	47
	Cash and cash equivalents at the beginning of the period	437,422	187,024
	Cash and cash equivalents at the end of the period	80,536	168,801

Rocket Internet AG, Berlin

Interim consolidated statement of changes in equity for the period January 1 through June 30, 2014

	Parent company						Minority interests			
				Accumulated other comprehensive income						
	Subscribed Capital	Capital reserves	Consolidated equity earned	Currency translation/ exchange differences	Other items	Equity as reported in consolidated balance sheet	Minority interests	Accumulated other comprehensive/ income Currency translation/ exchange differences	Equity	Consolidated equity
	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k
January 1, 2013	**103**	**289,034**	**305,105**	**−178**	**−164**	**593,901**	**28,596**	**−37**	**28,559**	**622,460**
Proceeds from minority interests	—	988	—	—	—	988	230	—	230	1,218
Changes in the basis of consolidation	—	—	—	—	—	—	224	—	224	224
Currency translation	—	—	—	21	—	21	—	34	34	55
Other changes	—	—	—	—	—	—	−231	—	−231	−231
	—	988	—	21	—	1,009	223	34	257	1,265
Consolidated net income for the period	—	—	27,781	—	—	27,781	−5,459	—	−5,459	22,321
June 30, 2013	**103**	**290,022**	**332,886**	**−157**	**−164**	**622,690**	**23,359**	**−3**	**23,356**	**646,046**
January 1, 2014	**67**	**462,196**	**293,334**	**372**	**−1,031**	**754,938**	**17,708**	**319**	**18,026**	**772,965**
Issuance of shares to the equity holders of the parent (non-cash contribution)	1	14,477	—	—	—	14,478	—	—	—	14,478
Proceeds from minority interests	—	34,846	—	—	—	34,846	21,038	—	21,038	55,884
Transfer of treasury shares	4	—	−4	—	—	0	—	—	—	0
Non-cash dividends to equity holders of the parent (advance dividends in kind)	—	—	−37,139	—	—	−37,139	—	—	—	−37,139
Dividends paid to equity holders of the parent (advance cash dividends)	—	—	−286,766	—	—	−286,766	—	—	—	−286,766
Changes in the basis of consolidation	—	−10,323	—	—	—	−10,323	−2,310	—	−2,310	−12,632
Changes of equity of associates recognised directly in equity	—	—	—	—	−1,069	−1,069	—	—	—	−1,069
Purchase of minority interest without change in control	—	—	−242	—	—	−242	17	—	17	−225
Currency translation	—	—	—	−408	—	−408	—	−238	−238	−646
Other changes	—	—	−9	—	—	−9	−128	—	−128	−137
	5	39,000	−324,160	−408	−1,069	−286,632	18,617	−238	18,379	−268,252
Consolidated net loss for the period	—	—	635	—	—	635	−13,892	—	−13,892	−13,257
June 30, 2014	**72**	**501,197**	**−30,191**	**−36**	**−2,100**	**468,941**	**22,433**	**81**	**22,514**	**491,455**

Notes to the Interim Consolidated Financial Statements for the 1st half of 2014

Rocket Internet AG

Contents

General Information

The present condensed and consolidated interim financial statements of Rocket Internet AG and its subsidiaries (referred to jointly as "Rocket Internet", "parent company", "Group" or "Rocket Group" were prepared in accordance with German commercial law provisions (Section 290 et seqq. HGB) applicable to non-listed companies.

The consolidated interim financial statements as of June 30, 2014 are presented in euros. The reporting period is January 1 to June 30, 2014. All amounts are stated in thousands of euros (T€) except where otherwise indicated. The basis for the consolidated interim financial statements comprises the consolidated financial statements for the Rocket Group as of December 31, 2013, which should be referred to for further information. Unless otherwise indicated, all values are rounded up or down to the nearest thousand (T€) in accordance with a commercial rounding approach, which may result in rounding differences of +/− one unit.

Basis of consolidation

In addition to Rocket Internet AG, the consolidated group also comprises 149 other fully consolidated companies. The scope of consolidation changed as follows in the reporting period:

	Germany	Other countries	Total
As of December 31, 2013	69	46	115
Acquisitions	—	—	—
Foundations	—	5	5
Consolidated for the first time	14	37	51
Transition to associates	−9	−10	−19
thereof subsidiaries of associates	*(−8)*	*(−5)*	*(−13)*
Disposals	−1	−1	−2
As of June 30, 2014	73	77	150

Disposals of subsidiaries

On April 4, 2014 Rocket's fully consolidated subsidiary, Asia Internet Holding S.à r.l. (as seller), and associated company Car Classifieds Asia S.à r.l. (as buyer) signed an agreement on the sale of 100% shares in Carmudi GmbH, Berlin, (formerly Brillant 1253. GmbH).

Under an agreement dated May 16, 2014, International Rocket GmbH & Co. KG divested its 100 percent stake in Rocket Russia OOO, Moscow, to Brillant 1424. GmbH & Co. Erste Verwaltungs KG, Berlin (a subsidiary of the associated company Emerging Markets Online Food Delivery Holding S.à r.l., Luxembourg).

As of June 30, 2014, 35 associated companies are accounted for using the equity method. The associates have developed as follows:

	Germany	Other countries	Total
As of December 31, 2013	27	2	29
Transfers of former fully consolidated subsidiaries	1	5	6
Foundations	0	1	1
Disposals	−1	0	−1
As of June 30, 2014	27	8	35

A list of major consolidated subsidiaries of the Group as well as information on selected associates is disclosed under Item (1).

Accounting and Valuation Methods

The accounting and consolidation principles applied in these consolidated interim financial statements are the same as those used for the consolidated financial statements as of December 31, 2013.

Other securities classified as current assets are recognized at acquisition cost or, if applicable, at the lower listed or market prices on the balance sheet date.

Exercising the respective accounting option according to German GAAP the **dividend in kind** was accounted for under the book value method.

The income **tax expense** for the period was calculated using the estimated annual effective tax rate.

Notes to the Interim Consolidated Balance Sheet

Assets

(1) Fixed financial assets / shareholdings

The development of fixed financial asset during the period is as follows:

	Shares in affiliated companies	Equity investments in associates	Securities held as fixed assets	Other participations
	in T€	in T€	in T€	in T€
As of December 31, 2013	2,160	361,106	8,316	18,907
Additions	1,765	55,349	748	0
Disposals	−1,879	−65,719	0	0
Reclassifications	−319	319	0	0
Write-downs	−10	0	0	0
As of June 30, 2014	1,717	351,055	9,064	18,907

Selected significant consolidated subsidiaries as of June 30, 2014:

Company / registered office	Share as of Dec. 31, 2013	Share as of June 30 2014
Bonnyprints GmbH, Berlin	63.5%	77.1%
Africa Internet Holding GmbH, Berlin[3]	80.0%	80.0%
Asia Internet Holding S.à r.l., Luxembourg	100%	100%
International Rocket GmbH & Co. KG, Berlin	100%	100%
Helpling Group Holding S.à r.l., Luxembourg[1]	N/A[4]	70.9%
Helpling Top-Holding S.C.Sp, Luxembourg[1]	N/A[4]	98.0%
Global Fin Tech Holding S.à r.l., Luxembourg	N/A[4]	100%
Digital Services Holding III S.à r.l., Luxembourg	N/A[4]	100%
Zencap Global S.à r.l., Luxembourg[1]	N/A[4]	74.2%
MKC Brillant Services GmbH, Berlin	80.0%	65.0%
Jade 1159. GmbH, Berlin[1]	68.3%	68.3%
VRB GmbH & Co. B-195 KG, Berlin[1) 2)]	100%	99.2%
Kanui Comercio Varejista Ltda., São Paulo	100%	100%
Jade 1218. GmbH, Berlin[1]	72.6%	72.6%
VRB GmbH & Co. B-196 KG, Berlin[1]	97.7%	98.2%
Tricae Comercio Varejista Ltda., São Paulo	100%	100%

1) including shares held by Bambino 53. VV UG
2) including shares held by Juwel 196. VV UG
3) loss of control on 16th July 2014, decrease of share to 33.3%
4) company not consolidated as of 31 December 2013

Selected associated companies accounted for using the equity method:

Company	Registered office	Share as of June 30, 2014
Germany		
Africa eCommerce Holding GmbH[1)]	Berlin	51.5%
BGN Brillant Services GmbH	Berlin	34.1%
Bigfoot GmbH	Berlin	25.2%
Cuponation Group GmbH	Munich	50.6%
Hello Fresh GmbH	Berlin	29.1%
Home 24 GmbH	Berlin	46.8%
Paymill Holding GmbH	Berlin	49.6%
Pricepanda Group GmbH	Berlin	72.3%
TIN Brillant Services GmbH	Berlin	51.6%
Westwing Group GmbH[2)]	Berlin	30.3%
Wimdu GmbH	Berlin	52.4%
Other countries		
Azmalo S.à r.l.	Luxembourg	67.8%
Car Classifieds Asia S.à r.l.	Luxembourg	57.1%
Ecommerce Holding II S.à r.l.[3)]	Luxembourg	59.2%
Emerging Markets Online Food Delivery Holding S.à r.l.	Luxembourg	50.0%
Middle East Internet Holding S.à r.l.	Luxembourg	50.0%

1) indirect equity investment through Africa Internet Holding GmbH, Berlin
2) thereof 2.2 % directly and 28.1% indirectly through Jade 1317. GmbH, Berlin
3) indirect equity investment through Global Fin Tech Holding S.à r.l., Luxembourg

(2) Approximation of accumulated losses

In accordance with Section 312 (6) sentence 1 HGB the associates listed below were considered in the consolidated financial statements of Rocket Internet based on the stand-alone financial statements. These standalone financial statements do not include losses incurred in subsidiaries of those associates. Therefore, the following table shows the proportionate share of the net cash outflows of the subsidiaries to indicate an approximation of the accumulated losses.

	cumulative since foundation until June 30, 2014	cumulative since foundation until Dec. 31, 2013	In the 1st half of 2014
	in € million	in € million	in € million
Africa eCommerce Holding GmbH[1)]	n/a	21	n/a
BGN Brillant Services GmbH	72	78	− 6
TIN Brillant Services GmbH	80	70	10
Total	152	169	− 17

1) consolidated financial statements of the associate considered for the first time in the 1st half of 2014

The proportionate share of the net cash outflows are determined as the difference between the available cash from the shareholders' contributions until June 30, 2014 and December 31, 2013, respectively, and the cash balances as of these dates. In our view the amounts calculated in such way are an appropriate approximation of the accumulated losses. The calculation was based on the shares of Rocket Internet in the associates at both period ends.

(3) Issuance of shares by an equity method investee to a third party

Issuance of shares by an associate to a third party is not accounted for as if the Group had sold a proportionate share of its investment. The Group records a loss associated with the dilution of its investment solely reflecting the decreased retained ownership percentage. The following table summarizes the amounts of cash received by associates from issuance of shares to third parties not recognized in the Group's earnings:

	Retained ownerships as of June 30, 2014	Proceeds during the 1st half of 2014	Proportionate share of proceeds
		in € million	in € million
Emerging Markets Online Food Delivery Holding S.à r.l.	50.0%	21	11
Westwing Group GmbH	30.3%	33	10
Paymill Holding GmbH	49.6%	5	2
Total	n/a	n/a	23

For disclosure purposes the calculation was based on the shares of Rocket Internet in the associates at period end.

(4) Receivables and other assets

As in the previous year, all receivables and other assets are due within one year, except for other assets in the amount of T€ 514 (PY: T€ 342), which have a residual term of more than one year.

Receivables from affiliated companies in the amount of T€ 13,697 (PY: T€ 5,914) include trade receivables of T€ 2,295 (PY: T€ 1,284) and loan receivables in the amount of T€ 11,402 (PY: T€ 4,630).

Receivables from associates in the amount of T€ 47,109 (PY: T€ 22,594) include trade receivables of T€ 24,865 (PY: T€ 3,436) and loan receivables in the amount of T€ 22,244 (PY: T€ 19,158).

Other assets in the amount of T€ 6,831 (PY: T€ 5,265) mainly include tax refund claims of T€ 3,686 (PY: T€ 3,154).

Equity and Liabilities

(5) Equity capital

The Company's subscribed capital amounted to € 109,800 as of January 1, 2014. Based on a resolution passed at the shareholders' meeting on February 4, 2014, the Company's nominal capital was increased in exchange for non-cash contribution by € 546.00 to € 110,346.00.

The shareholders of Rocket Internet are Global Founders GmbH, Emesco AB and AI European Holdings S.à r.l. As of the June 30, 2014, balance sheet date, the fully consolidated subsidiary, Rocket Beteiligungs GmbH, held own shares in Rocket Internet at the nominal value of € 38,597 (35% of total capital).

In May 2014, the shareholders resolved on granting a dividend in kind and, consequently, the Rocket Internet transferred by way of a separate share transfer agreement shares in two associates to Emesco AB and AI European Holdings S.à r.l., as a dividend in kind. The book value of the transferred shares amounted to T€ 37,139. The fair value of the distributed shares amounted to T€ 153,234. Global Founders GmbH received a cash dividend of T€ 286,766.

The subscribed capital amounting to T€ 110 (before open deduction of treasury shares) corresponds to the balance sheet item reported in the standalone accounts of the parent company. Capital reserves include the capital reserves stated in the annual accounts of the parent company as well as the capital contributed by minority shareholders, which is to be allocated to the shareholders of the parent company.

Revenue reserves include the parent company's revenue reserves as well as the balance sheet results of the affiliated companies included in consolidation. In addition, the equity capital comprises amounts from the netting of other consolidation measures.

(6) Liabilities

In T€	June 30, 2014				December 31, 2013	
	Residual term		Secured by collateral		Residual term of	
Type of liability	up to 1 year	more than 5 year		Total	up to 1 year	Total
1. Liabilities to banks	20	0	0	20	23	23
2. Prepayments received on account of orders	301	0	0	301	538	538
3. Trade payables	20,399	0	0	20,399	20,249	20,249
4. Liabilities to shareholders	32	0	0	32	14,497	14,497
5. Liabilities to affiliated companies	1,053	0	0	1,053	953	953
6. Liabilities to associated companies	23,950	0	0	23,950	22,420	22,420
7. Other liabilities	8,610	0	0	9,072	7,505	8,163

Liabilities to shareholders concern other liabilities in the amount of T€ 0 (PY: T€ 14,465) and trade payables of T€ 32 (PY: T€ 32).

Liabilities to affiliated companies outside the scope of consolidation largely comprise trade payables in the amount of T€ 739 (PY: T€ 660) and the remaining amount relates to loan liabilities of T€ 314 (PY: T€ 293).

Liabilities to associates mainly relate to loans received (T€ 21,510; PY: T€ 20,999) and trade payables (T€ 2,440; PY: T€ 1,421).

Notes to the Interim Consolidated Income Statement

(7) Sales revenues

	1st half 2014		1st half 2013	
	in T€	%	in T€	%
Sales revenues by segment				
eCommerce	28,903	62	19,526	59
Marketplaces	1,467	2	215	1
FinTech	19	0	0	0
Other services	16,593	36	13,227	40
	46,982	100	32,968	100

Sales revenues generated from other services primarily concern consulting services provided for associated companies and non-consolidated affiliated companies.

(8) Other operating income and expenses

Other operating income includes income from deconsolidation of subsidiaries (T€ 15,665; PY: € 0), income from the disposal of fixed financial assets (T€ 764; PY: T€ 4), income from the reversal of provisions (T€ 752; PY: T€ 0) and income from the true-up of written-off receivables (T€ 42; PY: T€ 56) .

Other operating expenses include costs for the derecognition and value adjustments of receivables (T€ 444; PY: T€ 2,447) and losses from the disposal of fixed assets (T€ 63; PY: T€ 0).

Other Disclosures

(9) Other financial obligations and off-balance-sheet transactions

The Company reports other financial obligations in the amount of T€ 4,911. In detail, these are obligations for the following items:

	T€
Rental and lease agreements	4,799
Purchase commitments	77
Other	34
	4,911

While the Group benefits from financing advantages arising from the rental and lease arrangements (operating leasing) it must be able to meet its payment obligations at all times.

(10) Related party transactions

Shareholders who can exercise significant influence on the Rocket Group, associated companies, non-consolidated subsidiaries and persons that exercise significant influence on the Group's financial and business policy qualify as related parties. Persons that exercise significant influence on the Group's financial and business policy comprise all persons in key positions and their close family members. Within the Rocket Group, this relates to the parent company's managing directors or, following the change in legal form, the members of the management board and the supervisory board. No transactions at unusual market terms were conducted with related parties in the 1st half of 2014.

(11) Management board

In 1st half of 2014 the Company's management was comprised of the following members:

Name	Position held
Arnt Jeschke	Managing Director, Finance
Alexander Kudlich	Managing Director, Business Development
Dr. Johannes Bruder	Managing Director, Marketing and Products

Following the Company's conversion into a stock corporation (AG) in July 2014, the following management board members were appointed:

Management board

Name	Position held
Oliver Samwer	Chief Executive Officer (CEO)
Peter Kimpel	Chief Financial Officer (CFO)
Alexander Kudlich	Group Managing Director

(12) Number of staff

The average number of staff during the reporting period was as follows:

	1st half 2014	1st half 2013
Germany	299	280
Other countries	1,603	857
Total:	**1,902**	**1,137**

Berlin, August 20, 2014

The Management Board

Oliver Samwer Peter Kimpel Alexander Kudlich

Rocket Internet GmbH

Audited Consolidated Financial Statements
as of and for the financial year ended December 31, 2013
(prepared in accordance with German GAAP)

(now Rocket Internet AG)

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Consolidated balance sheet as of 31 December 2013

		1 January 2013
	EUR k	EUR k
Assets		
A. Fixed assets		
I. Intangible assets		
1. Purchased industrial and similar rights	543	248
2. Goodwill	670	0
	1,213	248
II. Property, plant and equipment		
1. Tenant improvements	59	12
2. Plant and machinery	540	393
3. Other equipment, operating and business equipment	1,725	1,452
4. Prepayments	104	4
	2,428	1,861
III. Financial assets		
1. Shares in affiliated companies	2,160	1,993
2. Equity investments in associates	361,106	416,854
3. Securities held as fixed assets	8,316	6,720
4. Other participations	18,907	4,996
5. Other loans	36	0
	390,525	430,564
	394,166	432,673
B. Current assets		
I. Inventories		
1. Raw materials, consumables and supplies	21	10
2. Work in process	245	842
3. Merchandise	7,887	4,608
4. Prepayments	380	224
	8,535	5,684
II. Receivables and other assets		
1. Trade receivables	2,673	1,081
2. Receivables from affiliated companies	5,914	7,395
3. Receivables from associates	22,594	26,795
4. Receivables from companies in which a participation is held	25	99
5. Other assets	5,265	1,754
	36,471	37,124
III. Cash in hand, bank balances and checks	437,422	187,024
	482,427	229,831
C. Prepaid expenses	505	623
D. Deferred tax assets	321	653
	877,419	663,781

	EUR k	1 January 2013 EUR k
Equity and liabilities		
A. Equity capital		
I. Subscribed capital	110	103
./. Treasury shares	−43	0
	67	103
II. Capital reserves	462,196	289,034
III. Revenue reserves		
Other revenue reserves	208,896	328,489
IV. Accumulated other comprehensive income	−659	−342
V. Unappropriated retained earnings	84,438	−23,384
VI. Minority interests	18,026	28,559
	772,965	622,460
B. Negative consolidation difference	86	0
C. Provisions		
1. Tax provisions	12,086	2,934
2. Other provisions	25,108	5,469
	37,194	8,403
D. Liabilities		
1. Liabilities to banks	23	17
2. Prepayments received on account of orders	538	76
3. Trade payables	20,249	9,777
4. Liabilities to shareholders	14,497	17
5. Liabilities to affiliated companies	953	2,167
6. Liabilities to associates	22,420	13,520
7. Other liabilities	8,163	7,220
thereof for taxes: EUR k 4,087 (PY: EUR k 3,166)		
thereof for social security: EUR k 207 (PY: EUR k 97)		
	66,844	32,793
E. Deferred income	329	125
F. Deferred tax liabilities	1	0
	877,419	663,781

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Consolidated income statement for the fiscal year 2013

		EUR k
1.	Sales revenues	72,513
2.	Decrease in the work in process inventory	−515
3.	Other operating income	65,876
	thereof income from currency translation EUR k 18	
		137,874
4.	Cost of materials	
	a) Cost of raw materials, consumables and supplies and of purchased merchandise	−27,712
	b) Cost of purchased services	−8,564
5.	Personnel expenses	
	a) Wages and salaries	−44,485
	b) Social security and other pension costs	−6,955
	thereof retirement benefits EUR k −1,093	
6.	Amortization/depreciation of intangible assets and of property, plant and equipment	−1,098
7.	Other operating expenses	−61,785
	thereof expenses from currency translation EUR k −233	
		−150,599
8.	Income from participations	12
9.	Income from associated companies	199,898
10.	Other interest and similar income	654
	thereof from affiliated companies EUR k 69	
11.	Write-downs of financial assets	−433
12.	Interest and similar expenses	−430
	thereof from affiliated companies EUR k −85	
		199,700
13.	Result from ordinary activities	186,975
14.	Income taxes	−12,294
	thereof change in deferred taxes EUR k −333	
15.	Other taxes	−497
		−12,791
16.	Consolidated net income for the year	174,185
17.	Loss carried forward from previous year	−23,384
18.	Advance dividend pay-outs	−80,574
19.	Loss attributable to minority interests	14,211
20.	Unappropriated retained earnings	84,438

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Consolidated statement of cash flow for the fiscal year 2013

		EUR k
1.	**Cash flow from operating activities**	
	Consolidated net income (including minority interests in profit and loss)	174,185
+/–	Amortization, depreciation and write-downs / write-ups of fixed assets	1,532
+/–	Increase / decrease in provisions	28,791
–/+	Income from associated companies	− 199,898
+/–	Other non-cash expenses / income	3,557
–/+	Gain / loss on disposals of fixed assets	− 63,286
–/+	Increase / decrease in inventories, trade receivables and other assets	2,827
+/–	Increase / decrease in trade payables and other liabilities	13,387
=	Cash flow from operating activities	− 38,904
2.	**Cash flow from investing activities**	
+	Cash received from disposals of property, plant and equipment	107
–	Cash paid for investments in property, plant and equipment	− 1,700
–	Cash paid for investments in intangible assets	− 737
+	Cash received from disposals of fixed financial assets	194,770
–	Cash paid for investments in fixed financial assets	− 11,050
–	Cash paid for the acquisition of consolidated companies and other business units	− 781
+	Cash received in connection with short-term financial management of cash investments	12,425
–	Cash paid in connection with short-term financial management of cash investments	− 20,557
=	Cash flow from investing activities	172,477
3.	**Cash flow from financing activities**	
+	Proceeds from issuance of shares to the equity holders of the parent	159,857
+	Proceeds from minority interests	16,672
–	Dividends paid to equity holders of the parent (advance dividends)	− 80,574
+	Cash received from loans	22,651
–	Repayments of loans	− 1,782
=	Cash flow from financing activities	116,824
4.	**Cash and cash equivalents at the end of the period**	
	Change in cash and cash equivalents (subtotal of 1 to 3)	250,397
	Changes in cash and cash equivalents due to exchange rates, changes in the basis of consolidation and valuation	1
	Cash and cash equivalents at the beginning of the period	187,024
	Cash and cash equivalents at the end of the period	437,422

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Consolidated statement of changes in equity for the fiscal year 2013

	Parent company						Minority interests			
				Accumulated other comprehensive income						
	Subscribed capital	Capital reserves	Consolidated equity earned	Currency translation/ exchange differences	Other items	Equity as reported in consolidated balance sheet	Minority interests	Accumulated other comprehensive/ income Currency translation/ exchange differences	Equity	Consolidated equity
	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k
01.01.2013	**103**	**289.034**	**305.105**	**− 178**	**− 164**	**593.901**	**28.596**	**− 37**	**28.559**	**622.460**
Proceeds from issuance of shares to the equity holders of the parent	6	159.851	—	—	—	159.857	—	—	—	159.857
Proceeds from minority interests	—	13.312	—	—	—	13.312	3.360	—	3.360	16.672
Purchase of treasury shares	− 43	—	− 119.593	—	—	− 119.636	—	—	—	− 119.636
Dividends paid to equity holders of the parent (advance dividend pay-outs)	—	—	− 80.574	—	—	− 80.574	—	—	—	− 80.574
Changes in the basis of consolidation	—	—	—	—	—	—	224	—	224	224
Changes of equity of associates recognised directly in equity	—	—	—	—	− 867	− 867	—	—	—	− 867
Currency translation	—	—	—	550	—	550	—	356	356	905
Other changes	—	—	—	—	—	—	− 261	—	− 261	− 261
	− 37	173.162	− 200.167	550	− 867	− 27.358	3.323	356	3.678	− 23.680
Consolidated net income	—	—	188.396	—	—	188.396	− 14.211	—	− 14.211	174.185
31.12.2013	**67**	**462.196**	**293.334**	**372**	**− 1.031**	**754.938**	**17.708**	**319**	**18.026**	**772.965**

Notes to the Consolidated Financial Statements for Financial Year 2013

Rocket Internet AG

Contents

General Information

The presented consolidated financial statements were prepared in accordance with German commercial law provisions (Section 290 et seqq. HGB) applicable to non-listed companies.

Rocket Internet AG, Berlin, (formerly Rocket Internet GmbH), hereinafter referred to as "Rocket Internet", "parent company", or "Rocket Group" prepares the consolidated financial statements for financial year 2013 for the first time. Previously, the parent company was exempt from the duty to prepare consolidated accounts due to size-related exemptions pursuant to Section 293 HGB. The consolidated balance sheet includes the prior-year figures as of the initial consolidation date at the beginning of the Group's financial year, January 1, 2013. The Company did not disclose the prior-year figures in the consolidated income statement and in the consolidated cash flow statement.

The consolidated income statement was prepared using the nature of expense method.

In order to improve the transparency of presentation, we aggregated individual items of the consolidated balance sheet and the consolidated income statement, and classified and explained them separately in these notes to the financial statements. For the same reason, information on items that are affiliated to other items and "thereof-items" is also presented in this context. Unless otherwise indicated, all values are rounded up or down to the nearest thousand (T€) in accordance with a commercial rounding approach, which may result in rounding differences of +/– one unit.

Accounting for associated companies using the equity method was based on the respective annual financial statements unless consolidated financial statements were available. Additional disclosures pursuant to Section 297 (2) Sentence 3 HGB were provided under Item (2).

Basis of consolidation

In addition to Rocket Internet, the consolidated group also comprises 114 other fully consolidated companies. The consolidated group has developed as follows:

	Germany	Other countries	Total
Included in consolidation as of January 1, 2013	61	27	88
Additions in the 2013 financial year	8	20	28
Disposals in the 2013 financial year	0	1	1
Included in consolidation as of December 31, 2013	69	46	115

Addition to the consolidated group in financial year 2013:

Name	Registered head office	Addition as a result of
Asia Internet Holding S.à r.l.	Luxembourg	Foundation
Azmalo S.à r.l.	Luxembourg	Foundation
Bambino 50. V V UG (with limited liability) & Co. Sechste Verwaltungs KG,	Berlin	Acquisition
Subgroup with the following subsidiary:		
Ecart Services Pakistan (PVT.) Ltd.	Islamabad	Acquisition
Car Classified Asia S.à r.l.	Luxembourg	Foundation
Classifieds Asia S.à r.l.	Luxembourg	Foundation
Easy Taxi (Thailand) Co. Ltd.	Bangkok	Foundation
Easy Taxi Colombia SAS,	Bogota	Foundation
ECommerce Holding I S.à r.l.	Luxembourg	Foundation
ECommerce Holding II S.à r.l.	Luxembourg	Foundation
ECommerce Holding III S.à r.l.	Luxembourg	Foundation
ECommerce Taxi Middle East S.à r.l.	Luxembourg	Foundation
ECommerce Taxi Asia S.à r.l.	Luxembourg	Foundation
Jade 1085. GmbH & Co. 44. Verwaltungs KG	Berlin	Acquisition
Juwel 161. V V UG (with limited liability) & Co. Achte Verwaltungs KG (formerly:Juwel 190. V V UG (with limited liability) & Co. Dreizehnte Verwaltungs KG),	Berlin	Acquisition
Subgroup with the following subsidiary:		
Easy Taxi Serviços S.A.	São Paulo	Acquisition

Name	Registered head office	Addition as a result of
Juwel 190. V V UG (with limited liability) & Co. Zweite Verwaltungs KG,	Berlin	Acquisition
Subgroup with the following subsidiary:		
Inversiones Hellofood S de RL de CV	Mexico City	Acquisition
Juwel 190. V V UG (with limited liability) & Co Zwölfte Verwaltungs KG,	Berlin	Acquisition
Subgroup with the following subsidiary:		
Hellofood Intermediacao de Negocios Ltda.	São Paulo	Acquisition
Juwel 190. V V UG (with limited liability) & Co. 15. Verwaltungs KG,	Berlin	Acquisition
Subgroup with the following subsidiary:		
Bus Serviços de Agendamento Ltda.	São Paulo	Acquisition
Lamudi Middle East S.à r.l. (ex: Classifieds Middle East Sarl):	Luxembourg	Foundation
Lendico Deutschland GmbH	Berlin	Foundation
Lendico Holding S.C.Sp. S.à r.l.	Luxembourg	Foundation
Medios de Clasificados S de RL de CV	Mexico City	Foundation
Middle East Internet Holding S.à r.l.	Luxembourg	Foundation
Rocket Beteiligungs GmbH.	Berlin	Foundation

Upon initial consolidation of acquisitions during 2013, the assets, liabilities, prepaid and deferred items included in the consolidated financial statements were remeasured or restated, respectively, within the context of the purchase price allocation.

Disposals (deconsolidation) in the 2013 financial year:

The liquidation of Yepdoc Serviços de Agendamento Ltda., São Paulo, was completed in November 2013.

In accordance with Section 296 (2) HGB, affiliated companies with immaterial business activities are not included in the consolidated financial statements. CityDeal Management I GmbH, Berlin was not included in the consolidated financial statements, in accordance with Section 296 (1) No. 1 HGB, as most of the risks and opportunities associated with this special purpose company, which was established for fiduciary asset management purposes, are borne by trustors outside the Group. The assets managed by CityDeal Management I GmbH are mainly financially attributable to the trustors in accordance with Section 298 (1) HGB in conjunction with 246 Section (1) 2 HGB.

27 domestic and two foreign associated companies are accounted for using the equity method.

The consolidated group and the information on shareholdings are stated under Item (1).

Accounting and Valuation Methods

The consolidated financial statements were prepared in accordance with the following accounting and valuation methods.

The financial statements of companies included in the consolidated accounts were prepared using **uniform accounting and valuation principles**.

The annual financial statements of domestic and foreign **associated companies** were aligned to the Group's uniform accounting methods. We applied the book value method when accounting for significant equity investments in associated companies using the equity method.

Acquired **intangible assets** classified as fixed assets are stated at acquisition costs and, if subject to wear and tear, are reported less scheduled amortization in accordance with the respective items' useful lives (useful life of between 3 to 10 years, using the straight-line method). Internally generated intangible assets classified under fixed assets are not capitalized in accordance with the relevant recognition option. Goodwill from the initial consolidation of shares is amortized straight-line over a period of five years.

Property, plant and equipment items are stated at acquisition costs and reduced by scheduled depreciation to the extent depreciable. The respective items are depreciated in accordance with their expected useful lives of between 3 to 13 years, using the straight line method. Additions to property, plant and equipment are depreciated on a prorated basis. Low value assets with an individual net value of up to € 150 are fully written down in the year of acquisition.

Shares and securities reported under **financial assets** are stated at acquisition costs or lower fair values. The item "**equity investments in associated companies**" presented in the "additions" column of the consolidated statement of changes in fixed assets includes the acquisition costs of the acquired shares as well as the equity capital changes, which correspond to share in the equity of the respective associated company owned by Rocket Group. The "disposals" column reflects prorated net losses for the year, earnings effects from ancillary accounts, dividend distributions and the shares sold. Changes in the allocable, prorated equity capital that are not based on capital contributions of the Rocket Group and that arise from capital-raising measures conducted at associated companies are accounted for in the equity value and reported in profit/loss. Non-scheduled write-downs are presented in the "additions" column of the consolidated statement of changes in fixed assets under accumulated amortization/depreciation.

Inventories are stated at the lower of cost or market.

The inventories of **raw materials and supplies** are capitalized at average cost prices or the lower daily prices as of the balance sheet date.

Work in process is stated at manufacturing costs on the basis of individual cost calculations. The manufacturing costs include the minimum components as prescribed under Section 255 (2) HGB and mainly relate to personnel expenses. In all cases, valuation was at net realizable value, i.e., the cost to complete was deducted from the expected sales prices.

Merchandise is recognized at acquisition costs or the lower market prices.

Adequate allowances provide for all identifiable **inventory** valuation risks resulting from slow-moving stock, reduced usability and lower replacement costs. Adequate provisions are recognized for losses resulting from supply and purchase commitments.

Receivables and other assets are generally stated at nominal values net of valuation allowances where required to be reported. Individual value adjustments are recorded if valuation adjustments are required.

Cash is stated at nominal values.

Prepaid expenses comprise payments made that represent expenses for a specified period after the balance sheet date.

Subscribed capital is reported at nominal value.

Tax provisions and **other provisions** account for all contingent liabilities. The provisions are stated at the settlement amount required in accordance with sound business judgment (i.e. including future price and cost). Provisions with residual terms of more than one year are discounted (if material effect) applying the interest rate published by Deutsche Bundesbank (German Federal Reserve Bank).

Liabilities were stated at the respective settlement amounts.

Deferred income includes payments received that represent income for a specified period after the balance sheet date.

To determine **deferred taxes** arising due to temporary or timing (quasi-permanent) differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income in the statutory accounts and their tax carrying amounts or due to tax loss carry forwards, these differences are valued using the company-specific tax rates at the time they reverse; the amounts of any resulting tax charge and benefit are not discounted. Differences due to consolidation procedures in accordance with Sections 300 to 307 HGB are taken into account; differences arising on the first-time recognition of goodwill or a negative consolidation difference are not included. Where tax loss carry forwards acquired in connection with the acquisition of subsidiaries are expected to be offset within the next five years, the option of recognizing deferred tax assets with no effect on net income until the end of the adjustment period as defined by Sec. 301 (2) Clause 2 HGB in the process of purchase price allocation was exercised. Deferred tax assets and liabilities are offset. The option pursuant to Section 274 (1) Clause 2 HGB to recognize net deferred tax assets in excess of deferred tax liabilities was not exercised.

Currency Translation

As a general rule, foreign currency transactions are stated at the historical rate applicable at the time of initial recognition.

Non-current foreign currency receivables are stated using the currency selling rate applicable at the date of origin of the receivable or the lower fair value, using the spot exchange middle rate as of the reporting date (principle of imparity). Short-term foreign currency receivables (with a remaining term of one year or less) and liquid assets or other short-term foreign currency assets are translated using the spot exchange middle rate applicable on the balance sheet date.

Asset and liability items reported in annual financial statements prepared in foreign currencies were translated into euros at the spot exchange middle rate applicable as at the balance sheet date, with the exception of equity capital (subscribed capital, reserves, profit/loss carried forward at historical rates). The items stated in the income statement are translated into euros using average rates. The resulting translation difference is disclosed in consolidated equity within "Accumulated other comprehensive income" under the item "Currency translation/ exchange differences".

The item "Equity capital difference from currency translation" is reversed through profit/loss upon the disposal of subsidiaries.

Consolidation Principles

The capital of companies acquired before January 1, 2013 was consolidated at the date of initial inclusion in the consolidated financial statements as of January 1, 2013 using the acquisition method.

The capital of companies that were included in consolidation for the first time following their acquisition/ foundation after January 1, 2013, was consolidated when the respective company became a subsidiary, using the acquisition method.

The Company made use of the consolidation option (non-inclusion of subsidiaries in the consolidated financial statements) provided for under Section 296 (1) Clause 1 HGB if agreements between the shareholders result in ongoing restrictions respecting the exercising of Rocket Internet's management rights. These companies were reported at equity in accordance with the provisions stipulated for associated companies.

For the purpose of capital consolidation, the value stated for the shares attributable to the parent company are netted with the amount of the subsidiary's equity capital allocable to these shares. The equity capital is stated at the amount that corresponds to the fair value of the assets, liabilities, accrued and deferred items and special items to be included in the consolidated financial statements at the consolidation date. Any asset side difference remaining after netting is reported as goodwill and any remaining debit side difference is reported under the item "Difference from capital consolidation" after equity capital. The difference is reversed in the income statement if the unfavorable development of the Company's future results of operations expected at the time of initial consolidation has materialized, or it is certain at the balance sheet date that the difference corresponds to a realized profit.

As a general rule, the date relevant for determining the present value of assets, liabilities, accrued and deferred items and special items to be included in the consolidated financial statements as well as the relevant capital consolidation date is the date when the respective company qualifies as a subsidiary.

Changes in the percentage of shares held in subsidiaries that continue to be fully consolidated are stated as transactions between shareholders of the Group with neutral effect on profit or loss.

Receivables and liabilities, sales, expenses and income as well as intercompany results within the consolidated group were eliminated.

Associated companies were measured on the basis of the respective company's most recent annual financial statements insofar as no consolidated financial statements of the associated company were available at the time of preparation. If consolidated financial statements of the associated company were available, they served as the basis for measurement.

Intercompany profits and losses from trade with associates were not eliminated due to immateriality.

Notes to the Consolidated Balance Sheet

Assets

(1) Fixed assets / shareholdings

The development of fixed assets, including amortization, depreciation and write-downs for the financial year is presented in the consolidated statement of changes in fixed assets.

Write-downs in the amount of T€ 9,085 mainly concern associated companies in the amount of T€ 8,552 (stated as income from associated companies) and write-downs of shares in affiliated companies outside the scope of consolidation in the amount of T€ 433 (stated as write-downs of financial assets).

Capital consolidation of the newly acquired shares in Easy Taxi Serviços S.A. led to a difference in the amount of T€ 867 that was capitalized as goodwill. Goodwill is straight-line amortized over a useful life of five years. The customer base in the amount of T€ 111 capitalized from the acquisition of the subsidiary, Hellofood Intermediacao de Negocios Ltda., is amortized over a useful life of four years. The Company did not report any disposals of goodwill in the 2013 financial year as a result of deconsolidation measures.

Insignificant subsidiaries not included in consolidation are reported under the balance sheet item "Shares in affiliated companies". The balance sheet items "Securities held as fixed assets" and other "Other participations" include shares in companies with participation quotas of less than 20%.

Consolidated Group and shareholdings

No.	Company	Registered office	Share as a %	via-No.
1	Rocket Internet AG (parent company)	Berlin	—	—
	Fully consolidated subsidiaries			
	Germany			
2	Ads Myanmar UG (with limited liability) & Co. KG	Berlin	100%	9, 11
3	Africa Internet Holding GmbH	Berlin	80.0%	1
4	AIH Subholding No. 10 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
5	AIH Subholding No. 11 UG (with limited liability) & Co. KG	Berlin	97.6%	3, 11
6	AIH Subholding No. 12 UG (with limited liability) & Co. KG	Berlin	99.5%	3, 11
7	AIH Subholding No. 8 UG (with limited liability) & Co. KG	Berlin	99.6%	3, 11
8	Bambino 106. V V UG (with limited liability)	Berlin	100%	1
9	Bambino 108. V V UG (with limited liability)	Berlin	100%	1
10	Bambino 50. V V UG (with limited liability) & Co. Sechste Verwaltungs KG	Berlin	100%	72, 11
11	Bambino 53. V V UG (with limited liability)	Berlin	100%	1
12	Blanko 7. GmbH & Co. KG	Berlin	99.9%	26, 11
13	Bonnyprints GmbH (formerly: Ecards and more GmbH)	Berlin	63.5%	1
14	Brillant 1390. GmbH & Co. Verw. KG	Berlin	99.8%	33, 11
15	Clickbus Germany GmbH (formerly: Bambino 85. V V UG (with limited liability))	Berlin	100%	18
16	CityDeal Management II UG	Berlin	100%	1
17	House Myanmar UG (with limited liability) & Co. KG	Berlin	100%	9, 11
18	International Rocket GmbH & Co. KG	Berlin	100%	1
19	Jade 1085. GmbH	Berlin	100%	1
20	Jade 1085. GmbH & Co. 44. Verwaltungs KG	Berlin	100%	18, 11
21	Jade 1085. GmbH & Co. Fünfzehnte Verwaltungs KG	Berlin	100%	18, 11
22	Jade 1085. GmbH & Co. Zweite Verwaltungs KG	Berlin	100%	18, 11
23	Jade 1159. GmbH	Berlin	68.3%	61, 11
24	Jade 1217. GmbH	Berlin	89.0%	1, 11
25	Jade 1218. GmbH	Berlin	72.6%	61, 11
26	Jade 1221. GmbH	Berlin	71.1%	61, 11
27	Jade 1238. GmbH	Berlin	73.8%	1, 11
28	Jade 1265. GmbH	Berlin	91.2%	1, 11
29	Jade 1317. GmbH	Berlin	92.0%	1
30	Jade 1318. GmbH	Berlin	63.0%	1, 11
31	Jade 1344. GmbH & Co. Verw. KG	Berlin	87.5%	32, 11
32	Jade 1353. GmbH	Berlin	86.5%	61, 11
33	Jade 1366. GmbH	Berlin	87.1%	61, 11
34	Jade 940. GmbH	Berlin	100%	1
35	Juwel 131. UG (with limited liability) & Co. Erste Verwaltungs KG	Berlin	100%	8, 11
36	Juwel 161. V V UG (with limited liability) & Co. Vierte Verwaltungs KG (formerly: Juwel 190. V V UG (with limited liability) & Co. Achte Verwaltungs KG)	Berlin	99.7%	57, 11
37	Juwel 190. V V UG (with limited liability) & Co. 18. Verwaltungs KG	Berlin	100%	59, 11
38	Juwel 161. V V UG (with limited liability) & Co. Achte Verwaltungs KG (formerly:Juwel 190. V V UG (with limited liability) & Co. Dreizehnte Verwaltungs KG)	Berlin	100%	57, 11

No.	Company	Registered office	Share as a %	via-No.
39	Juwel 190. V V UG (with limited liability) & Co. Dritte Verw. KG	Berlin	100%	60, 11
40	Juwel 161. V V UG (with limited liability) & Co. Erste Verwaltungs KG (formerly: Juwel 190. V V UG (with limited liability) & Co. Erste Verwaltungs KG)	Berlin	100%	57, 11
41	Juwel 190. V V UG (with limited liability) & Co. Fünfte Verw. KG	Berlin	100%	60, 11
42	Juwel 190. V V UG (with limited liability) & Co. 15. Verwaltungs KG	Berlin	100%	58, 11
43	Juwel 190. V V UG (with limited liability) & Co. 9. Verwaltungs KG	Berlin	99.7%	57, 11
44	Juwel 190. V V UG (with limited liability) & Co. 19. Verwaltungs KG	Berlin	100%	60, 11
45	Juwel 161. V V UG (with limited liability) & Co. Dritte Verwaltungs KG (formerly: Juwel 190. V V UG (with limited liability) & Co. Siebte Verwaltungs KG)	Berlin	99.6%	57, 11
46	Juwel 190. V V UG (with limited liability) & Co. 17. Verwaltungs KG	Berlin	100%	59, 11
47	Juwel 190. V V UG (with limited liability) & Co. Verwaltungs KG	Berlin	100%	61
48	Juwel 190. V V UG (with limited liability) & Co. Vierte Verwaltungs KG	Berlin	100%	60, 11
49	Juwel 190. V V UG (with limited liability) & Co. 10. Verwaltungs KG	Berlin	99.3%	57, 11
50	Juwel 190. V V UG (with limited liability) & Co. Zweite Verwaltungs KG	Berlin	100%	60, 11
51	Juwel 190. V V UG (with limited liability) & Co Zwölfte Verwaltungs KG	Berlin	100%	60, 11
52	Juwel 193. V V UG (with limited liability) & Co. Erste Verwaltungs KG	Berlin	100%	7, 11
53	Juwel 193. V V UG (with limited liability) & Co. Dritte Verwaltungs KG	Berlin	98.5%	5, 11
54	Juwel 200. V V UG (with limited liability) & Co. 4. Verwaltungs KG	Berlin	100%	28, 11
55	Lendico Deutschland GmbH	Berlin	100%	97
56	Lendico Global Service GmbH	Berlin	100%	97
57	LIH Subholding No. 1 UG (with limited liability) & Co. KG	Berlin	89.6%	61, 11
58	LIH Subholding No. 2 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
59	LIH Subholding No. 4 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
60	LIH Subholding No. 5 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
61	MKC Brillant Services GmbH	Berlin	80.0%	1
62	Motors Myanmar UG (with limited liability) & Co. KG	Berlin	100%	9, 11
63	Pricepanda Group GmbH	Berlin	82.8%	1, 11
64	R 2 International Internet GmbH	Berlin	59.2%	1
65	Rocket Asia GmbH & Co. KG	Berlin	100%	18
66	Rocket Beteiligungs GmbH	Berlin	100%	1
67	VRB GmbH & Co. B-195 KG	Berlin	100%	23, 11
68	VRB GmbH & Co. B-196 KG	Berlin	97.7%	25, 11
69	Work Myanmar UG (with limited liability) & Co. KG	Berlin	100	9, 11
	Other countries			
70	Airu Produtos Criativos Ltda. (formerly: Airu Comercio Varejista Ltda.)	São Paulo	100%	12
71	Asia Internet Holding S.à r.l.	Luxembourg	100%	1
72	Azmalo S.à r.l.	Luxembourg	80.0%	1, 11
73	Bus Serviços de Agendamento Ltda.	São Paulo	100%	71
74	Car Classifieds Asia S.à r.l.	Luxembourg	80.0%	71, 11

No.	Company	Registered office	Share as a %	via-No.
75	Classifieds Asia S.à r.l.	Luxembourg	80.0%	71, 11
76	Easy Taxi (Thailand) Co. Ltd.	Bangkok	100%	21
77	Easy Taxi Colombia SAS	Bogota	100%	45
78	Easy Taxi Peru SAC	Lima	100%	36
79	Easy Taxi Serviços S.A.	São Paulo	94.7%	36
80	Ecart Services Pakistan (PVT.) Ltd.	Islamabad	100%	10
81	ECommerce Holding I S.à r.l.	Luxembourg	90.9%	1, 11
82	ECommerce Holding II S.à r.l.	Luxembourg	100%	1, 11
83	ECommerce Holding III S.à r.l.	Luxembourg	100%	1
84	ECommerce Taxi Asia S.à r.l.	Luxembourg	80.0%	47, 11
85	ECommerce Taxi Middle East S.à r.l.	Luxembourg	74.6%	82, 11
86	Foodpanda S.A.S	Bogota	100%	45
87	Hellofood Intermediacao de Negocios Ltda.	São Paulo	100%	18
88	Internet Services Netherlands B.V.	Amsterdam	100%	18
89	Internet Services Poland sp zoo	Warsaw	100%	18
90	Inversiones Easytaxi Chile Ltda (formerly: Inversiones Tucany Chile Ltda.)	Santiago de Chile	100%	51
91	Inversiones Hellofood Peru S.A.C.	Lima	100%	39
92	Inversiones Hellofood S de RL de CV	Mexico City	100%	67
93	Inversiones Pidiendo Chile Ltda	Santiago de Chile	100%	82
94	Inversiones Tucany C.A.	Caracas	100%	43
95	Kanui Comercio Varejista Ltda.	São Paulo	100%	67
96	Lamudi Middle East S.à r.l. (formerly: Classifieds Middle East S.à r.l.)	Luxembourg	100%	100
97	Lendico Holding S.C.Sp.	Luxembourg	90.7%	82, 11
98	Medio de Clasificados SAS	Bogota	100%	39
99	Medios de Clasificados, S. de R.L. de C.V.	Mexico City	100%	39
100	Middle East Internet Holding S.à r.l.	Luxembourg	100%	1
101	MKC Brazil Serviços de Adminstracao Ltda.	São Paulo	100%	39
102	Moonshine eServices Private Limited	Gurgaon (IND)	100%	35
103	Rocket Brasil Novos Negocios e Participacoes Ltda.	São Paulo	100%	18
104	Rocket eServices Ltd. (UK)	London	100%	18
105	Rocket eServices Private Limited (India)	New Delhi	100%	18
106	Rocket Internet Malaysia Sdn. Bhd.	Kuala Lumpur	100%	18
107	Rocket Internet PTE. Ltd. (Singapore)	Singapore	100%	18
108	Rocket Russia o.o.o.	Moscow	100%	18
109	R-SC Internet Services Egypt	Cairo	100%	18
110	R-SC Internet Services Hong Kong Ltd.	Hong Kong	100%	18
111	R-SC Internet Services Korea Ltd.	Seoul	100%	42
112	Servicios de Taxi en Linea S. DE R.L. DE C.V.	Mexico City	100%	18
113	Silveroak Internet Services Portugal, Unipessoal Ltda.	Lisbon	100%	18
114	Tricae Comercio Varejista Ltda.	São Paulo	100%	68
115	Zocprint Serviços Graficos Ltda.	São Paulo	100%	31
	Other subsidiaries[1)]			
	Germany			
116	AIH Subholding No. 1 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
117	AIH Subholding No. 13 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
118	AIH Subholding No. 14 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
119	AIH Subholding No. 15 UG (with limited liability) & Co. KG	Berlin	99.6%	3, 11
120	AIH Subholding No. 16 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
121	AIH Subholding No. 17 UG (with limited liability) & Co. KG	Berlin	100%	3, 11

No.	Company	Registered office	Share as a %	via-No.
122	AIH Subholding No. 2 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
123	AIH Subholding No. 3 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
124	AIH Subholding No. 4 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
125	AIH Subholding No. 5 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
126	AIH Subholding No. 6 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
127	AIH Subholding No. 7 UG (with limited liability) & Co. KG	Berlin	100%	3, 10
128	AIH Subholding No. 9 UG (with limited liability) & Co. KG	Berlin	100%	3, 11
129	Bambino 107. V V UG (with limited liability)	Berlin	100%	1
130	Bambino 109. V V UG (with limited liability)	Berlin	100%	1
131	Bambino 110. V V UG (with limited liability)	Berlin	100%	1
132	Bambino 50. V V UG (with limited liability)	Berlin	100%	1
133	Bambino 52. V V UG (with limited liability)	Berlin	100%	1
134	Bambino 54. V V UG (with limited liability)	Berlin	100%	1
135	Bambino 55. V V UG (with limited liability)	Berlin	100%	1
136	Bambino 61. V V UG (with limited liability)	Berlin	100%	18
137	Bambino 79. V V UG (with limited liability)	Berlin	100%	18
138	Bambino 80. V V UG (with limited liability)	Berlin	100%	18
139	Bambino 81. V V UG (with limited liability)	Berlin	100%	18
140	Bambino 82. V V UG (with limited liability)	Berlin	100%	18
141	Bambino 83. V V UG (with limited liability)	Berlin	100%	18
142	Bambino 84. V V UG (with limited liability)	Berlin	100%	18
143	Bambino 91. V V UG (with limited liability)	Berlin	100%	18
144	Carmudi GmbH (formerly: Brillant 1253. GmbH)	Berlin	100%	71
145	Brillant 1259. GmbH	Berlin	100%	1
146	Brillant 1390. GmbH	Berlin	100%	33
147	Brillant 1422. GmbH	Berlin	100%	1
148	Brillant 1423. GmbH	Berlin	100%	1
149	CD-Rocket Holding UG (with limited liability)	Berlin	100%	1
150	CityDeal Management UG (with limited liability)	Berlin	100%	1
151	Jade 1085. GmbH & Co. 42 Verwaltungs KG	Berlin	100%	18, 11
152	Jade 1085. GmbH & Co. Achte Verwaltungs KG	Berlin	100%	18, 11
153	Jade 1085. GmbH & Co. Achtzehnte Verwaltungs KG	Berlin	100%	18, 11
154	Jade 1085. GmbH & Co. Dreiundzwanzigste Verwaltungs KG	Berlin	100%	18, 11
155	Jade 1085. GmbH & Co. Erste Verwaltungs KG	Berlin	100%	18, 11
156	Jade 1085. GmbH & Co. Fünfundzwanzigste Verwaltungs KG	Berlin	100%	18, 11
157	Jade 1085. GmbH & Co. Neunundzwanzigste Verwaltungs KG	Berlin	100%	18, 11
158	Jade 1085. GmbH & Co. Sechste Verw. KG	Berlin	100%	18, 11
159	Jade 1085. GmbH & Co. Siebenundzwanzigste Verwaltungs KG	Berlin	100%	18, 11
160	Jade 1085. GmbH & Co. Vierundzwanzigste Verwaltungs KG	Berlin	100%	18, 11
161	Jade 1085. GmbH & Co. Vierzigste Verwaltungs KG	Berlin	100%	18, 11
162	Jade 1085. GmbH & Co. Zwanzigste Verwaltungs KG	Berlin	100%	18, 11
163	Jade 1085. GmbH & Co. Zweiundzwanzigste Verwaltungs KG	Berlin	100%	18, 11
164	Jade 1085. GmbH & Co. Zwölfte Verwaltungs KG	Berlin	100%	18, 11
165	Jade 1154. GmbH	Berlin	100%	172
166	Jade 1183. GmbH	Berlin	100%	1
167	Jade 1231. GmbH	Berlin	100%	1
168	Jade 1232. GmbH	Berlin	100%	1
169	Jade 1234. GmbH	Berlin	100%	1
170	Jade 1236. GmbH	Berlin	100%	1
171	Jade 1237. GmbH	Berlin	100%	1
172	Jade 1240. GmbH	Berlin	100%	1
173	Jade 1241. GmbH	Berlin	100%	1

No.	Company	Registered office	Share as a %	via- No.
174	Jade 1242. GmbH	Berlin	100%	1
175	Jade 1246. GmbH	Berlin	79.7%	1
176	Jade 1247. GmbH	Berlin	100%	1
177	Jade 1279. GmbH	Berlin	100%	1
178	Jade 1319. GmbH	Berlin	99.4%	1
179	Jade 1356. GmbH	Berlin	100%	1
180	Jade 1368. GmbH	Berlin	100%	1
181	Jade 1369 GmbH & Co. Erste Verwaltungs KG (formerly: Jade 1365. GmbH & Co. Fünfte Verwaltungs KG)	Berlin	100%	63, 11
182	Jade 1369. GmbH	Berlin	100%	63
183	Jade 1371. GmbH	Berlin	100%	1
184	Jade 1372. GmbH	Berlin	100%	1
185	Jade 1373. GmbH	Berlin	100%	1
186	Jade 1374. GmbH	Berlin	100%	1
187	Jade 1375. GmbH	Berlin	100%	1
188	Jade 1410. GmbH	Berlin	100%	23
189	Jade 1411. GmbH	Berlin	100%	25
190	Jade 1413. GmbH	Berlin	100%	26
191	Juwel 131. V V UG (with limited liability)	Berlin	100%	8
192	Juwel 150. V V UG (with limited liability)	Berlin	100%	9
193	Juwel 154. V V UG (with limited liability)	Berlin	100%	196
194	Juwel 155. V V UG (with limited liability)	Berlin	100%	1
195	Juwel 156. V V UG (with limited liability)	Berlin	100%	1
196	Juwel 157. V V UG (with limited liability)	Berlin	100%	130
197	Juwel 161. V V UG (with limited liability)	Berlin	100%	1
198	Juwel 167. V V UG (with limited liability)	Berlin	100%	1
199	Juwel 169. V V UG (with limited liability)	Berlin	100%	1
200	Juwel 182. V V UG (with limited liability)	Berlin	100%	1
201	Juwel 185. V V UG (with limited liability)	Berlin	100%	1
202	Juwel 190. V V UG (with limited liability)	Berlin	100%	61
203	Juwel 190. VV UG & Co. 21. Verwaltungs KG	Berlin	100%	7, 212
204	Juwel 190. V V UG (with limited liability) & Co. 34. Verwaltungs KG	Berlin	100%	216, 11
205	Juwel 190. V V UG (with limited liability) & Co. 35. Verwaltungs KG	Berlin	100%	216, 11
206	Juwel 193. V V UG (with limited liability)	Berlin	100%	3
207	Juwel 193. V V UG (with limited liability) & Co. 20. Verwaltungs KG	Berlin	100%	7, 11
208	Juwel 202. V V UG	Berlin	100%	33
209	Lendico Connect GmbH (formerly: Brillant 1762. GmbH)	Berlin	100%	56
210	LIH Subholding No. 10 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
211	LIH Subholding No. 11 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
212	LIH Subholding No. 3 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
213	LIH Subholding No. 6 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
214	LIH Subholding No. 7 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
215	LIH Subholding No. 8 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
216	LIH Subholding No. 9 UG (with limited liability) & Co. KG	Berlin	100%	61, 11
217	Motors Cambodia UG (with limited liability) & Co. KG	Berlin	100%	129, 11
218	Platin 775. GmbH	Berlin	100%	1
219	Platin 776. GmbH	Berlin	100%	1
220	Platin 777. GmbH	Berlin	100%	1
221	Rocket AT GmbH	Berlin	100%	18
222	Rocket China GmbH & Co. KG	Berlin	100%	18
223	Rocket Internet Munich GmbH	Berlin	100%	1
224	Rocket Latin America GmbH & Co. KG	Berlin	100%	18
225	Rocket Middle East GmbH	Berlin	100%	1
226	Rocket Russia II KG (formerly: VRB B-105)	Berlin	100%	18

No.	Company	Registered office	Share as a %	via- No.
227	Tekcor 2. V V UG (with limited liability)	Berlin	100%	18
228	VRB GmbH & Co. B-101 (Einhunderteins) KG	Berlin	100%	1
229	VRB GmbH & Co. B-118 (Einhundertachtzehn) KG	Berlin	100%	24, 11
230	VRB GmbH & Co. B-147 KG	Berlin	100%	18
231	VRB GmbH & Co. B-153 KG	Berlin	100%	18
232	VRB GmbH & Co. B-154 KG	Berlin	100%	18
233	VRB GmbH & Co. B-155 KG	Berlin	100%	18
234	VRB GmbH & CO. B-169 KG	Berlin	100%	18
235	VRB GmbH & Co. B-179 KG	Berlin	99.1%	63, 11
236	VRB GmbH & Co. B-186 KG	Berlin	99.1%	63, 11
237	VRB GmbH & Co. B-187 KG	Berlin	99.1%	63, 11
238	VRB GmbH & Co. B-188 KG	Berlin	99.1%	63, 11
239	VRB GmbH & Co. B-189 KG	Berlin	99.1%	63, 11
	Other countries			64
240	CIS Internet Holding (GP) S.à r.l.	Luxembourg	100%	1
241	Classifieds (GP) S.à r.l.	Luxembourg	100%	72
242	Classifieds Asia Extra S.à r.l.	Luxembourg	100%	72
243	Clickbus Czech s.r.o (formerly: Rocket s.r.o.)	Prague	100%	18
244	Clickbus Poland sp. z o.o. (formerly: RSC Internet Services Poland sp. z o.o.)	Warsaw	100%	141
245	Digital Services Holding I S.à r.l.	Luxembourg	100%	1
246	Digital Services Holding III S.à r.l.	Luxembourg	100%	1
247	Easy Taxi Service Philippines, Inc.	Makati City	100%	18
248	ECommerce Holding IV S.à r.l.	Luxembourg	100%	1
249	Ecommerce Pay Holding S.à r.l.	Luxembourg	100%	1
250	ECV Price (Malaysia) SDN BHD	Petaling Jaya	100%	239
251	GG Fun Ltd.	Birkirkara (M)	100%	244
252	GP Management Ltd.	Birkirkara (M)	99.9%	1
253	International Rocket Company Ltd.	Road Town (VG)	100%	18
254	International Rocket Corporate Ltd.	Road Town (VG)	100%	18
255	International Rocket Group Ltd.	Road Town (VG)	100%	18
256	International Rocket Hellas EPE	Road Town (VG)	100%	18
257	International Rocket Holding Ltd.	Road Town (VG)	100%	18
258	International Rocket Ventures Ltd.	Road Town (VG)	100%	18
259	Internet Bes Hizmet Teknolojileri Limited Sirketi	Istanbul	100%	165, 11
260	Inversiones Bazaya C.A (Venezuela)	Caracas	100%	18
261	Lendico Denmark S.C.Sp.	Luxembourg	100%	97
262	Lendico France S.C.Sp.	Luxembourg	100%	97
263	Lendico Italy S.C.Sp.	Luxembourg	100%	97
264	Lendico Netherlands S.C.Sp.	Luxembourg	100%	97
265	Lendico Norway S.C.Sp.	Luxembourg	100%	97
266	Lendico Poland S.C.Sp.	Luxembourg	100%	97
267	Lendico Russia S.C.Sp.	Luxembourg	100%	97
268	Lendico Shelf S.C.Sp.	Luxembourg	100%	97
269	Lendico Spain S.C.Sp.	Luxembourg	100%	97
270	Lendico Sweden S.C.Sp.	Luxembourg	100%	97
271	Lendico Turkey S.C.Sp.	Luxembourg	100%	97

No.	Company	Registered office	Share as a %	via-No.	
272	Place Mniej sp. z o.o.	Warsaw	87.5%	64	
273	Real Estate Classifieds Asia Extra S.à r.l.	Luxembourg	100%	72	
274	Rocket Bulgaria EOOD	Sofia	100%	18	
275	Rocket Denmark ApS.	Copenhagen	100%	18	
276	Rocket International S.R.L. Argentina	Buenos Aires	100%	18	
277	Rocket Internet Australia Pty Ltd.	Victoria	100%	18	
278	Rocket Internet Chile Ltda.	Santiago	100%	18	
279	Rocket Internet Italy S.r.l.	Milan	100%	18	
280	Rocket Internet Japan K.K.	Tokyo	100%	18	
281	Rocket Internet Scandinavia AB	Sundsvall (S)	100%	18	
282	Rocket Internet South Africa (Proprietary)	Pretoria	100%	18	
283	Rocket Internet SRL	Bucharest	100%	18	
284	Rocket Korea Ltd.	Seoul	100%	18	
285	Rocket Serbia d.o.o. Beograd	Beograd	100%	18	
286	Rocket Slovakia s.r.o.	Bratislava	100%	18	
287	Rocket US Inc.	Delaware	100%	18	
288	R-SC Diamond eServices (Thailand) Co. Ltd	Bangkok	100%	18	
289	R-SC Internet Services Canada Inc.	Vancouver	100%	18	
290	R-SC Internet Services Chile Ltda.	Santiago	100%	18	
291	R-SC Internet Services Colombia SAS	Bogota	100%	18	
292	R-SC Internet Services Finland OY	Helsinki	100%	18	
293	R-SC Internet Services France SAS	Paris	100%	18	
294	R-SC Internet Services Luxembourg S.à. r.l.	Luxembourg	100%	18	
295	RSC Internet Services Malaysia Sdn. Bhd	Kuala Lumpur	100%	18	
296	R-SC Internet Services Nigeria Ltd.	Lagos	100%	18	
297	R-SC Internet Services Norway AS	Oslo	100%	18	
298	R-SC Internet Services South Africa (PTY) Ltd	Pretoria	100%	18	
299	R-SC Internet Services Spain, S.L.U.	Madrid	100%	18	
300	RSC Internet Services Switzerland GmbH	Zurich	100%	18	
301	R-SC Internet Services Taiwan Co. Ltd	Taiwan	100%	18	
302	R-SC Internet Services Ukraine LLC	Kiev	100%	18	
303	R-SC Vietnam Company Ltd.	Hanoi	100%	18	
304	RTE Internet Services Switzerland GmbH (formerly: Wimdu Switzerland GmbH)	Zurich	100%	18	
305	Shop Bangladesh Ltd.	Bangladesh	100%	18	
306	Wimdu Israel Ltd.	Tel Aviv	100%	18	
307	Wimdu Italy S.r.l.	Milan	100%	18	
308	Wimdu Netherlands B. V.	Amsterdam	100%	18	
309	Wimdu Poland sp. z o.o. (now: Lendico Poland sp. z o.o.)	Warsaw	100%	18	
310	Zencap Global S.à r.l. (formerly: Digital Services Holding II S.à r.l.)	Luxembourg	100%	1	
	Associated companies included in consolidation using the equity method				
	Germany				
311	Affinitas GmbH	Berlin	21.9%	1	
312	Affinitas Phantom Share GmbH	Berlin	34.4%	1	3)
313	Africa eCommerce Holding	Berlin	51.5%	3	2), 4)
314	Beauty Trend Holding GmbH	Berlin	59.8%	1, 11	2)
315	BGN Brillant Services GmbH	Berlin	41.4%	1, 11	4)
316	Bigfoot GmbH	Berlin	33.3%	1	
317	Classmarkets GmbH	Berlin	52.8%	1	2)
318	Comparamor GmbH i.l.)	Berlin	44.7%	1	2) 5)
319	Cuponation Group GmbH (formerly: Dropgifts GmbH)	Munich	50.6%	1, 11	2)
320	Emerging Markets Asia eCommerce Holding GmbH	Berlin	89.0%	1, 11	2)
321	Goodbeans GmbH	Berlin	34.0%	1	

No.	Company	Registered office	Share as a %	via-No.	
322	Hello Fresh GmbH	Berlin	36.0%	1, 11	
323	Home24 GmbH	Berlin	46.8%	1, 11	
324	Jade 1158. GmbH	Berlin	68.2%	1	2)
325	Jade 1223. GmbH	Berlin	73.9%	1, 11	2)
326	Mondstein 284. GmbH	Munich	29.8%	1	
327	Netzoptiker GmbH	Limburg a.d.L.	42.8%	1	
328	Payleven Holding GmbH	Berlin	57.7%	1, 11	2)
329	Paymill Holding GmbH	Berlin	63.8%	1	2)
330	Plinga GmbH	Berlin	34.5%	1, 64	
331	PTH Brillant Services GmbH	Berlin	80.0%	1, 11	2)
332	TIN Brillant Services GmbH	Berlin	53.5%	1	2), 4)
333	Toptarif Internet GmbH	Berlin	21.4%	1	
334	Upside Shopping GmbH	Berlin	47.6%	1	5)
335	Webpotentials GmbH	Berlin	45.2%	1	
336	Westwing Group GmbH (formerly: Jade 1290. GmbH)	Berlin	33.4%	1, 29	
337	Wimdu GmbH	Berlin	52.5%	1	2)
	Other countries				
338	Emerging Markets Online Food Delivery Holding S.à r.l.	Luxembourg	60.7%	1, 11	2), 4)
339	Enuygun Com Internet Bilgi Hizmetleri Teknoloji ve Ticaret AS	Istanbul	48.8%	64	3)

1) In accordance with Section 296 (2) not fully consolidated due to minor importance (excluding additional ca. 130 dormant companies).
2) No controlling influence due to contractual design or legal framework.
3) Non-application of at equity accounting due to minor importance.
4) The company's consolidated financial statements as of December 31, 2013 were not available at the time of preparation.
5) in liquidation.

(2) Approximation of accumulated losses

In accordance with Section 312 (6) sentence 1 HGB the associates listed below were considered in the consolidated financial statements of Rocket Internet based on the stand-alone financial statements. These stand-alone financial statements do not include losses incurred in subsidiaries of those associates. Therefore, the following table shows the proportionate share of the net cash outflows of the subsidiaries to indicate an approximation of the accumulated losses.

	cumulative since foundation until Dec. 31, 2013 in € million	cumulative since foundation until Dec. 31, 2012 in € million	In financial year 2013
Africa eCommerce Holding GmbH	21	7	14
BGN Brillant Services GmbH	78	59	19
TIN Brillant Services GmbH	70	37	33
Total	169	103	66

The proportionate share of the net cash outflows are determined as the difference between the available cash from the shareholders' contributions until December 31, 2013 and 2012, respectively, and the cash balances as of these dates. In our view the amounts calculated in such way are an appropriate approximation of the accumulated losses. The calculation was based on the shares of Rocket Internet in the associates at both year-ends.

(3) Receivables and other assets

As in the previous year, all receivables and other assets are due within one year, except for other assets in the amount of T€ 342 (PY: T€ 6), which have a residual term of more than one year.

Receivables from affiliated companies in the amount of T€ 5,914 (PY: T€ 7,395) include trade receivables of T€ 1,284 (PY: T€ 1,421) and loan receivables in the amount of T€ 4,630 (PY: T€ 5,974).

Receivables from associates in the amount of T€ 22,594 (PY: T€ 26,795) include trade receivables of T€ 3,591 (PY: T€ 14,565) and loan receivables in the amount of T€ 19,158 (PY: T€ 12,326).

Other assets in the amount of T€ 5,265 (PY: T€ 1,754) mainly include tax refund claims of T€ 3,154 (PY: T€ 1,237).

(4) Deferred tax assets

Deferred tax assets result from the elimination of intercompany profits and losses concerning inventories and from elimination of intercompany receivables and liabilities.

A surplus of deferred taxes, if any, resulting from differences in the annual financial statements of consolidated companies is not capitalized in accordance with the relevant recognition option.

Equity and Liabilities

(5) Equity capital

The Company's subscribed capital amounted to € 103,386 as of January 1, 2013. Based on a resolution passed at the shareholders' meeting on August 8, 2013, the Company's nominal capital was increased by € 6,414 to € 109,800.

The shareholders of Rocket Internet are Global Founders GmbH (formerly European FoundersFund GmbH), Emesco AB and AI European Holdings S.à r.l. As of December 31, 2013, the fully consolidated company, Rocket Beteiligungs GmbH, held own shares in Rocket Internet at the nominal value of € 43,050 (39% of total capital).

After the balance sheet date the Company's nominal capital was increased by € 546.00 to € 110,364.00 on the basis of a resolution passed at the shareholders' meeting on February 4, 2014.

The subscribed capital amounting to T€ 110 (before open deduction of own shares (treasury stock)) corresponds to the balance sheet item reported in the annual financial statements of the parent company. Capital reserves of T€ 462,197 include the capital reserves of T€ 370,543 stated in the annual accounts of the parent company as well as the capital contributed by minority shareholders in the amount of T€ 91,654, which is to be allocated to the shareholders of the parent company.

Retained earnings include the parent company's revenue reserves as well as the balance sheet results of the affiliated companies included in consolidation. In addition, the equity capital comprises amounts from the netting of other consolidation measures.

(6) Negative consolidation difference

Capital consolidation of the newly acquired shares in Bambino 50. V V UG (with limited liability) & Co. Sechste Verwaltungs KG led to a liability-side difference in the amount of T€ 86. The difference is reversed in the income statement if the company's earnings develop as unfavorably as expected at the time when the shares were acquired.

(7) Deferred tax liabilities

Deferred taxes are determined using the tax rates that are expected to apply at the assumed realization date based on the legal provisions at that time in the individual countries. German companies are subject to a corporation tax rate of 15%. Taking into account a 5.5% solidarity surcharge and the trade tax payable on profits generated in Germany, the total tax rate is 30%. The tax rates applicable outside of Germany range between 11% and 31%. An amount of T€ 1 deferred tax liabilities result from temporary differences.

(8) Other provisions

Other provisions in the amount of T€ 25,108 (PY: T€ 5,469) include T€ 19,160 attributable to call options not exercised and compensation agreements. In addition, the provisions were largely recorded to account for supplier invoices outstanding, holidays not taken, special bonuses and returns.

(9) Liabilities

In T€	December 31, 2013				January 1, 2013	
	Residual term		Secured by collateral	Total	Residual term of up to 1 year	Total
Type of liability	up to 1 year	more than 5 year				
1. Liabilities to banks	23	0	0	23	17	17
2. Prepayments received on account of orders	538	0	0	538	76	76
3. Trade payables	20,249	0	0	20,249	9,777	9,777
4. Liabilities to shareholders	14,497	0	0	14,497	17	17
5. Liabilities to affiliated companies	953	0	0	953	2,167	2,167
6. Liabilities to associated companies	22,420	0	0	22,420	13,520	13,520
7. Other liabilities	7,505	658	0	8,163	7,220	7,220

Liabilities to shareholders concern other liabilities in the amount of T€ 14,465 (PY: T€ 0) and trade payables of T€ 32 (PY: T€ 17).

Liabilities to associates mainly relate to loans received (T€ 20,999; PY: T€ 12,931) and trade payables (T€ 1,421; PY: T€ 585).

Liabilities to affiliated companies outside the scope of consolidation largely comprise trade payables in the amount of T€ 607 (PY: T€ 203) and the remaining amount relates to loans of T€ 293 (PY: T€ 1,964).

Notes to the Consolidated Income Statement

(10) Sales revenues

	2013 in T€	%
Sales revenues by segment		
eCommerce	44,908	62
Marketplaces	1,427	2
Other services	26,178	36
Total	72,513	100

Sales revenues generated from other services primarily concern consulting services provided for associated companies and non-consolidated affiliated companies.

Of the total consolidated sales revenues, 60% were generated in Latin America, 33% in Germany and 7% in the rest of the world.

(11) Other operating income and expenses

Other operating income includes income from the disposal of financial assets (T€ 63,873), income from deconsolidation (T€ 104), income from the true-up of written-off receivables (T€ 81) and income from the reversal of provisions (T€ 5).

Other operating expenses comprise amounts from call option obligations (T€ 11,430), the derecognition and impairment of receivables (T€ 3,638), losses from the disposal of fixed assets (T€ 44) and further off-period expenses (T€ 417).

Other Disclosures

(12) Contingencies

As of the December 31, 2013 balance sheet date, the Company reports off-balance sheet contingencies from rental guarantees totaling T€ 304 in favor of an associated company. Given the economic situation of the associated company, we consider the utilization risk of the guarantees to be low.

(13) Other financial obligations and off-balance-sheet transactions

In addition to the contingencies, the Company reports other financial obligations in the amount of T€ 5,802, of which T€ 92 concern non-consolidated affiliates. In detail, these are obligations for the following items:

	T€
Rental and lease agreements	5,635
Purchase commitments	75
Other	92
	5,802

While the Group benefits from financing advantages arising from the rental and lease arrangements (operating leasing) it must be able to meet its payment obligations at all times.

(14) Related party transactions

Related parties are shareholders with significant influence on the Rocket Group, associated companies, non-consolidated subsidiaries and individuals that exercise significant influence on the Group's financial and business policy. Persons that exercise significant influence on the Group's financial and business policy comprise all individuals in key positions and their close family members. Within the Rocket Group, this relates to the parent company's managing directors or, following the change in legal form, the members of the management board and the supervisory board. No transactions at unusual market terms were conducted with related parties in the 2013 financial year.

(15) Notes to the consolidated statement of cash flows

Payments received from equity capital additions in the amount of T€ 16,672 concern minority shareholders. No distribution pay-outs were made to minority shareholders in financial year 2013.

As in the previous year, cash and cash equivalents comprise the balance sheet items "cash on hand", "bank credit balances" and "cheques".

Significant non-cash investing and financing transactions as well as business transactions included the exchange of shares in the associated company, Billpay GmbH against shares in Wonga Limited, and the exchange of shares in Zalando SE against own shares (treasury stock) of Rocket Internet. Exercising the option under the accounting principles for exchange of assets both transactions were accounted for applying the book value method.

(16) Notes to the schedule of consolidated equity

According to German law, resolutions concerning distribution pay-outs can only be passed on the basis of the equity capital stated in Rocket Internet's annual accounts as adopted by the shareholders' meeting. The consolidated equity earned in the amount of T€ 293,334 as of December 31, 2013, is fully available for distribution to the shareholders.

(17) Management and management board

In financial year 2013, the Company's management was comprised of the following members:

Name	Position held
Arnt Jeschke	Managing Director, Finance
Alexander Kudlich	Managing Director, Business Development
Dr. Johannes Bruder	Managing Director, Marketing and Products
Jan Wilmking	Managing Director, Project Management (March 1, 2013 through September 27, 2013)

Following the Company's conversion into a stock corporation (AG) in July 2014, the following management board members were appointed:

Management board

Name	Position held
Oliver Samwer	Chief Executive Officer (CEO)
Peter Kimpel	Chief Financial Officer (CFO)
Alexander Kudlich	Group Managing Director

(18) Total management remuneration

The remuneration paid to the parent company's management for performing its functions at the parent company and the subsidiaries amounted to T€ 586.

Management members also received a total of 359 shares in the Company's subsidiaries in financial year 2013. The value of these shares, which was determined on the basis of the intrinsic value at the time the shares were granted, amounted to T€ 0.

No advances and loans were granted to management members. There were no contingencies in favor of management members at the balance sheet date.

(19) Audit fees and consultancy fees

Total fees charged for the financial year by the Group's annual auditor (Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft) amount to € 1.1 million. The fees exclusively concern the audit of financial statements.

(20) Number of staff on an annual average

The average number of staff during the financial year was as follows:

	Number
Germany	297
Other countries	985
Total:	**1,282**

Berlin, July 28, 2014

The Management Board

Oliver Samwer Peter Kimpel Alexander Kudlich

Notes 2013 - Consolidated statement of changes in fixed assets

Rocket Internet AG

	Acquisition cost							Accumulated amortization, depreciation and write-downs						Net book values	
	1 Jan 2013	Currency change	Change in the basis of consolidation	Additions	Disposals	Reclassifications	31 Dec 2013	1 Jan 2013	Currency change	Change in the basis of consolidation	Additions	Disposals	31 Dec 2013	31 Dec 2013	1 Jan 2013
	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k	EUR k
I. Intangible assets															
1. Purchased industrial and similar rights	248	−52	1	737	255	0	678	0	−5	1	151	11	136	543	248
2. Goodwill	0	−29	867	0	0	0	838	0	−6	0	173	0	168	670	0
	248	−81	868	737	255	0	1,516	0	−10	1	324	11	303	1,213	248
II. Property, plant and equipment															
1. Tenant improvements	12	−4	0	57	0	0	65	0	1	0	5	0	6	59	12
2. Plant and machinery	393	−84	2	619	82	0	848	0	−11	2	337	21	308	540	393
3. Other equipment, operating and business equipment	1,452	−155	0	908	67	0	2,138	0	−13	0	430	4	413	1,725	1,452
4. Prepayments	4	−13	0	115	1	0	106	0	0	0	2	0	2	104	4
	1,861	−257	2	1,700	150	0	3,156	0	−23	2	774	25	728	2,428	1,861
III. Financial assets															
1. Shares in affiliated companies	1,993	0	0	600	0	0	2,593	0	0	0	433	0	433	2,160	1,993
2 Equity investments in associates	416,854	0	0	165,192	193,398	−18,989	369,658	0	0	0	8,552	0	8,552	361,106	416,854
3. Securities held as fixed assets	6,720	0	0	147	0	1,449	8,316	0	0	0	0	0	0	8,316	6,720
4. Other participations	4,996	0	0	259	3,888	17,540	18,907	0	0	0	0	0	0	18,907	4,996
5. Other loans	0	0	0	36	0	0	36	0	0	0	0	0	0	36	0
	430,564	0	0	166,233	197,287	0	399,510	0	0	0	8,986	0	8,986	390,525	430,564
	432,673	−338	870	168,670	197,692	0	404,182	0	−33	3	10,084	37	10,017	394,166	432,673

The following auditor's report *(Bestätigungsvermerk)* has been issued in accordance with § 322 German Commercial Code *(Handelsgesetzbuch)* on the consolidated financial statements and the group management report *(Konzernlagebericht)* of Rocket Internet AG, Berlin as of and for the fiscal year ended December 31, 2013. The group management report is neither included nor incorporated by reference in this Prospectus.

Auditor's Report

We have audited the consolidated financial statements prepared by Rocket Internet AG, Berlin, comprising the balance sheet, the income statement, the notes to the consolidated financial statements, the cash flow statement, and the statement of changes in equity, together with the group management report for the fiscal year from January 1, 2013 to December 31, 2013. The preparation of the consolidated financial statements and the group management report in accordance with German commercial law is the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements and the group management report based on our audit.

We conducted our audit of the consolidated financial statements in accordance with Sec. 317 HGB ["Handelsgesetzbuch": German Commercial Code] and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with [German] principles of proper accounting and in the group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements and the group management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of those entities included in consolidation, the determination of entities to be included in consolidation, the accounting and consolidation principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements and the group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the consolidated financial statements comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with [German] principles of proper accounting. The group management report is consistent with the consolidated financial statements and as a whole provides a suitable view of the Group's position and suitably presents the opportunities and risks relating to future development.

Berlin, July 30, 2014

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

sgd. Klug
Wirtschaftsprüfer
(German Public Auditor)

sgd. Beckers
Wirtschaftsprüfer
(German Public Auditor)

Audited Unconsolidated Financial Statements of
Rocket Internet GmbH as of and for the financial year ended December 31, 2013
(prepared in accordance with German GAAP)

Rocket Internet GmbH, Berlin

Balance Sheet as of December 31, 2013

	12/31/2013	12/31/2012
	€	€
Assets		
A. Fixed assets		
I. Intangible assets		
1. Concessions, industrial property rights and similar rights and assets and licenses in such rights and assets	98,139.51	108,004.00
	98,139.51	108,004.00
II. Property, plant and equipment		
1. Other equipment, operating and business equipment	698,027.00	945,247.00
	698,027.00	945,247.00
III. Financial assets		
1. Shares in affiliated companies	36,429,425.40	42,666,354.56
2. Participations	45,839,817.82	48,642,610.61
3. Securities held as fixed assets	8,316,183.34	6,720,116.00
	90,585,426.56	98,029,081.17
	91,381,593.07	**99,082,332.17**
B. Current assets		
I. Inventories		
1. Work in process	1,182,179.90	2,597,420.71
	1,182,179.90	**2,597,420.71**
II. Receivables and other assets		
1. Trade receivables	4,267.06	29,448.70
2. Liabilities from affiliated companies	9,422,719.14	16,900,420.54
3. Receivables from companies in which a participation is held	922,063.82	4,761,923.78
4. Other assets (thereof due in more than one year € 7,980.00; PY: € 7,980.00)	1,062,469.12	315,304.93
	11,411,519.14	22,007,097.95
III. Cash in hand, bank balances	385,440,718.59	101,118,525.35
	398,034,417.63	**125,723,044.01**
C. Prepaid expenses	**131,239.02**	**93,422.61**
	489,547,249.72	**224,898,798.79**

	12/31/2013	12/31/2012
	€	€
Equity and Liabilities		
A. Equity capital		
I. Subscribed capital	109,800.00	103,386.00
II. Capital reserves	370,542,576.15	210,691,756.91
III. Unappropriated retained earnings	66,569,170.32	0.00
	437,221,546.47	**210,795,142.91**
B. Provisions		
1. Tax provisions	12,004,002.01	2,769,836.00
2. Other provisions	19,933,303.67	4,419,135.08
	31,937,305.68	**7,188,971.08**
C. Liabilities		
1. Prepayments received on account of orders	197,696.57	0.00
2. Trade payables	1,814,152.53	1,227,369.63
3. Liabilities to affiliated companies	1,023,628.92	967,387.20
4. Liabilities in companies in which a participation is held	4,394.10	946.87
5. Other liabilities	17,310,743.45	4,674,131.78
(thereof from taxes € 2,192,092.93; PY: € 2,204,135.54)		
(thereof resp. social security € 2,325.89; PY:€ 20,028.26)		
(thereof due in up to one year € 17,100,905.78; PY: € 4,182,164.96)		
	20,350,615.57	**6,869,835.48**
D. Deferred income	**37,782.00**	**44,849.32**
	489,547,249.72	**224,898,798.79**

Rocket Internet GmbH

Income Statement for the Period from January 1 through December 31, 2013

	2013		2012
	€	€	€
1. Sales revenues		26,031,350.38	24,335,582.34
2. Increase / decrease (-) in the work in process inventory		−502,749.38	2,371,800.10
3. Other operating income (thereof income from currency translation € 570.59; PY: € 591.96)		187,475,006.46	176,788,750.72
4. Cost of materials			
a) Cost of materials and supplies and of purchased merchandise	846,457.09		60,746.18
b) Cost of purchased services	7,195,907.66		10,348,074.09
		8,042,364.75	
5. Personnel expenses			
a) Wages and salaries	22,910,349.29		14,145,035.00
b) Social security and other pension costs (thereof retirement benefits € 29,192.40; PY: € 28,453.48)	2,072,809.84		1,899,444.07
		24,983,159.13	
6. Amortization/depreciation			
a) Amortization/depreciation of intangible assets and of property, plant and equipment	434,073.02		371,397.62
b) Amort./depreciation of current assets in excess of what is usual in the corporation	912,491.43		0.00
		1,346,564.45	
7. Other operating expenses (thereof expenses from currency translation € 6.24; PY: € 0.00)		17,362,503.69	11,293,426.88
8. Income from participations (thereof from affiliated companies € 0.00; PY: € 218,103,512.51)		306,261.50	218,103,512.51
9. Other interest and similar income (thereof from affiliated companies € 48,636.95; PY: € 81,672.91)		432,684.64	248,420.03
10. Write-down on financial assets		3,136,231.83	3,083,415.14
11. Interest and similar expenses		2,914.43	16,866.80
12. Profit/loss on ordinary activities		**158,868,815.32**	**380,629,659.92**
13. Taxes on income		11,725,494.45	2,501,229.49
14. Net income for the year		**147,143,320.87**	**378,128,430.43**
15. Profit carried forward from previous year		0.00	91,249,419.26
16. Withdrawals from capital reserves		0.00	1,409,858.10
17. Distribution pay-outs		80,574,150.55	470,787,707.79
18. Unappropriated retained earnings		**66,569,170.32**	**0.00**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

As of December 31, 2013

Rocket Internet GmbH

GENERAL INFORMATION

Rocket Internet GmbH is a medium-sized corporation within the meaning of Section 267 (2) HGB.

The annual financial statements for the financial year under review were prepared in accordance with the provisions stipulated for merchants in the German Commercial Code (Section 242 et seqq. HGB) and the supplementary regulations for corporations (Section 264 et seqq. HGB). In addition to these regulations, the provisions of the German Limited Liability Companies Act (GmbHG) were observed.

The type of expenditure format pursuant to Section 275 (2) HGB was used to present the income statement.

The financial year corresponds to the calendar year.

In preparing the annual financial statements, the Company made use of size-dependent simplifications (Section 288 HGB).

ACCOUNTING AND VALUATION METHODS

The accounting and valuation methods applied comply with German Commercial Code provisions (Sections 238 to 263 HGB). In addition, the Company observed the supplementary provisions concerning the accounting and valuation methods to be applied by corporations.

Intangible assets acquired from third-parties are recognized at acquisition costs less scheduled straight-line amortization, to the extent that they were subject to wear and tear.

Property, plant and equipment are stated at acquisition or manufacturing costs net of scheduled straight-line depreciation (to the extent depreciable).

Scheduled amortization/depreciation is based on the respective assets' expected useful lives. The reported intangible assets are written down over a period of between 3 to 10 years. A useful life of between 3 to 13 years is assumed with respect to operating and business equipment.

Movable fixed assets with acquisition costs of more than € 150 but not exceeding € 1,000 were included in a collective item for the years from 2008 to 2010. The assets were written down over five years on a pro rata temporis basis.

Since 2011, movable fixed assets involving values of up to € 410 have been written off in full in the year of acquisition.

Shares in affiliated companies, long-term equity investments and long-term securities are stated at acquisition costs or the lower fair value if permanent impairment is assumed.

Work in process is recognized at manufacturing costs taking loss-free valuation into account. The manufacturing costs include the minimum components as prescribed under Section 255 (2) HGB and mainly relate to personnel expenses.

Receivables and other assets are generally stated at nominal values unless valuation adjustments are required to be reported. In such case, individual valuation adjustments are recorded.

Liquid assets are reported at nominal amounts.

As a general rule, foreign currency transactions are stated at the historical rate applicable at the time of initial recognition.

Long-term foreign currency receivables are stated using the currency selling rate applying at the data of origin of the receivable or the lower fair value, using the spot exchange middle rate prevailing on the reporting date (principle of imparity). Short-term foreign currency receivables (with a remaining term of one year or less) and liquid assets or other short-term foreign currency assets are translated using the spot exchange middle rate applicable on the balance sheet date.

Prepaid expenses include payments that represent expenses for a specified period after the balance sheet date.

Subscribed capital is reported at nominal value.

Provisions were stated at the settlement amount necessary when applying sound business judgment.

Liabilities were reported at the respective settlement amounts.

Deferred income includes payments received that represent income for a specified period after the balance sheet date.

Long-term foreign currency liabilities are stated using the currency buying rate applying at the date of origin of the liability or the higher reporting date value, using the spot exchange middle rate applicable on the reporting date (principle of imparity). Short-term foreign currency liabilities (with a remaining term of one year or less) are translated using the spot exchange middle rate applicable on the balance sheet date.

Deferred taxes are recognized to account for differences in the commercial balance sheet and tax balance sheet items to the extent that these are expected to reverse in later financial years. Deferred tax assets and deferred tax liabilities are netted. In the event of an asset surplus of deferred taxes as at the balance sheet date, the capitalization option pursuant to Section 274 (1) Clause 2 HGB is not exercised.

NOTES TO INDIVIDUAL BALANCE SHEET ITEMS

The development and classification of individual fixed asset items are presented in the schedule of fixed assets which also provides disclosure of amortization/depreciation during the financial year.

The receivables' maturities are shown in the following schedule of receivables (prior-year values are presented in brackets):

	Total	up to 1 year	1 to 5 years	more than 5 years
	T€	T€	T€	T€
Trade receivables	4.27	4.27	0.00	0.00
	(29.45)	(29.45)		
Receivables from affiliated companies	9,422.72	9,422.72	0.00	0.00
	(16,900.42)	(16,900.42)		
Receivables from companies in which an equity investment is held	922.06	922.06	0.00	0.00
	(4,761.92)	(4,761.92)		
Other assets	1,062.47	1,054.49	7.98	0.00
	(315.31)	(307.33)	(7.98)	
Total	**11,411.52**	**11,403.54**	**7.98**	**0.00**
	(22,007.10)	**(21,999.12)**	**(7.98)**	

Receivables from affiliated companies in the amount of T€ 9,422.72 (PY: T€ 16,900.42) include trade receivables of T€ 1,766.98 (PY: T€ 9,414.25) and loan receivables of T€ 7,655.74 (PY: T€ 7,486.17).

Receivables from companies in which a participation is held in the amount of T€ 922.06 (PY: T€ 4,761.92) include trade receivables in the amount of T€ 891.51 (PY: T€ 3,300.94) and loan receivables of T€ 30.55 (PY: T€ 1,460.98).

The subscribed capital amounts to T€ 109.80 as of the balance sheet date and is fully paid-in. As of the balance sheet date, Rocket Beteiligungs GmbH holds shares at the nominal value of T€ 43.05 in Rocket Internet GmbH. None of the shareholders of Rocket Internet GmbH is required to prepare consolidated financial statements pursuant to Section 290 HGB. Consequently, Rocket Internet GmbH is not included in any consolidated financial statements. Rocket Internet GmbH prepared consolidated financial statements for the first time as of December 31, 2013.

Unappropriated retained earnings developed as follows:

	T€
As of: December 31, 2012	0.00
Net income for the year 2013	147,143.32
Advance dividends paid to the shareholders	(80,574.15)
As of: December 31, 2013	66,569.17

Other provisions where set up in the amount of T€ 19,933.30, of which T€ 19,159.90 were recorded for expenses related to call options that were not yet exercised and compensation agreements as of December 31, 2013.

The liabilities' maturities are shown in the following schedule of liabilities (prior-year values are presented in brackets):

Liabilities/residual term	Total	up to 1 year	1 to 5 years	more than 5 years
	T€	T€	T€	T€
Prepayments received	197.70	197.70	0.00	0.00
	(0.00)	(0.00)	(0.00)	(0.00)
Trade payables	1,814.15	1,814.15	0.00	0.00
	(1,227.37)	(1,227.37)		
Liabilities to affiliated companies	1,023.63	1,023.63	0.00	0.00
	(967.39)	(967.39)		
Liabilities to companies in which an equity investment is held	4.39	4.39	0.00	0.00
	(0.95)	(0.95)	0.00	
Other liabilities	17,310.75	17,100.91	209.84	0.00
	(4,674.13)	(4,182.16)	(491.97)	
Total	**20,350.62**	**20,140.78**	**209.84**	**0.00**
	(6,869.84)	**6,377.87**	**491.97**	

Trade payables include liabilities to shareholders in the amount of T€ 31.98 (in the previous year, the disclosure in the amount of T€ 17,13 was made under liabilities to affiliated companies).

Liabilities to affiliated companies in the amount of T€ 1,023.63 (PY: T€ 967.39) include trade payables in the amount of T€ 100.70 (PY: T€ 41.71) and loan payables of T€ 922.93 (PY: T€ 925.68).

Liabilities to companies in which an equity investment is held in the amount of T€ 4.39 (PY: T€ 0.95) include trade payables in the amount of T€ 4.03 (PY: T€ 0.95) and loan payables of T€ 0.36 (PY: T€ 0.00).

Other liabilities in the amount of T€ 17,310.75 (PY: T€ 4,674.13) are mainly comprised of liabilities to shareholders in the amount of T€ 14,465.29 (PY: T€ 0.00) and tax liabilities of T€ 2,192.09 (PY: T€ 2,204.14).

CONTINGENCIES

The following contingencies in terms of Section 251 HGB that were not reported in the balance sheet existed as of the reporting date:

Contingency	Total	thereof to affiliated companies	thereof collateralized by real estate liens or other collateral
	in T€	in T€	in T€
Rental guarantee	304.00	304.00	0.00
Total	**304.00**	**304.00**	**0.00**

We consider the probability of utilization of the rental guarantees to be low. We do not have any discernible indications that would necessitate a different assessment.

OTHER FINANCIAL OBLIGATIONS

In addition, the Company states other financial obligations in terms of Section 285 HGB as of the reporting date:

	Total	thereof to affiliated companies	thereof collateralized by real estate liens or other collateral
	in T€	in T€	in T€
Rental obligations	3,789.76	0.00	0.00
Total	**3,789.76**	**0.00**	**0.00**

NOTES TO INDIVIDUAL INCOME STATEMENT ITEMS

Profit/loss on ordinary activities was impacted negatively by taxes on income in the amount of T€ 11,725.49 (PY: T€ 2,501.23) in the financial year under review.

The Company reports off-period expenses in the amount of T€ 16,37 (PY: T€ 100,29) which relate to operating costs and insurance. Non-scheduled depreciation in the amount of T€ 3,136.23 (PY: T€ 3,083.42) is due to permanent impairment of financial assets.

LIST OF SHAREHOLDINGS

The Company directly holds at least 20% of the shares in the following companies:

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital (in €)	Profit/loss (in €)
Affinitas GmbH	Berlin	21.93%	12/31/2013	−11,881,038.26	−3,098,944.95
Affinitas Phantom Share GmbH	Berlin	34.35%	12/31/2012	6,019.32	−18,980.68
Africa Internet Holding GmbH	Berlin	80.00%	Founded in 2012 AFS are not available		
Asia Internet Holding S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
Azmalo S.à.r.l.	Luxembourg	79.59%	Founded in 2013 AFS are not available		
Bambino 106. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 107. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 108. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 109. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 110. VV UG	Berlin	100.00%	12/31/2012	−2,319.12	−2,819.12
Bambino 50. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	−1,367.91	−1,867.91
Bambino 52. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	−3,862.09	−4,362.09
Bambino 53. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	21,474.81	5,243.70
Bambino 54. V V UG (with limited liability)	Berlin	100.00%	12/31/2012	−1,363.85	−1,170.44
Bambino 55. V V UG (with limited liability)	Berlin	100.00%	12/31/2012	−5,851.61	−3,187.00
Beauty Trend Holding GmbH	Berlin	59.06%	12/31/2012	22,401,572.72	−2,469,879.93
BGN Brillant Services GmbH	Berlin	40.40%	Founded in 2012 AFS are not available		
Bigfoot GmbH	Berlin	33.27%	12/31/2012	302,647,065.45	−893,369.71
Brillant 1259. GmbH	Berlin	100.00%	12/31/2012	30,842.42	−595.58
Brillant 1422. GmbH	Berlin	100.00%	Founded in 2012 AFS are not available		
Brillant 1423. GmbH	Berlin	100.00%	Founded in 2012 AFS are not available		

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
				(in €)	(in €)
CD-Rocket Holding UG (with limited liability) . . .	Berlin	100.00%	12/31/2012	−3,212.09	−2,357.61
CIS Internet Holding (GP) S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
CityDeal Management I GmbH	Berlin	66.60%	12/31/2012	9,968,413.30	4,687,946.34
CityDeal Management II UG	Berlin	100.00%	12/31/2012	1,970.02	−2,333.33
CityDeal Management UG	Berlin	100.00%	12/31/2012	−5,972.65	−2,807.90
Classmarkets GmbH	Berlin	52.84%	12/31/2012	456,286.21	−46,724.04
Comparamor GmbH i.L. . . .	Berlin	44.66%	12/31/2011	28,544.26	2,832.46
Cuponation Group GmbH (ehem. Dropgifts GmbH)	Berlin	44.72%	12/31/2012	10,359,464.90	−5,165,475.28
Digital Services Holding I S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
Digital Services Holding II S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
Digital Services Holding III S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
Bonnyprints GmbH (ehem. Ecards and more GmbH)	Berlin	63.46%	12/31/2013	35,175.15	−227,089.31
ECommerce Holding I S.à.r.l.	Luxembourg	68.18%	Founded in 2013 AFS are not available		
ECommerce Holding II S.à.r.l.	Luxembourg	83.46%	Founded in 2013 AFS are not available		
ECommerce Holding III S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
ECommerce Holding IV S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
Ecommerce Pay Holding S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
Emerging Markets Asia eCommerce Holding GmbH	Berlin	88.60%	12/31/2012	2,784,795.15	−16,868.05

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
				(in €)	(in €)
Emerging Markets Online Food Delivery Holding S.à.r.l.	Luxembourg	60.38%	Founded in 2013 AFS are not available		
Goodbeans GmbH	Berlin	33.95%	12/31/2012	27,104.42	−821,170.61
GP Management Limited "New Co."	Malta	99.92%	12/31/2011	−2,935.00	−3,175.00
Hello Fresh GmbH	Berlin	35.97%	12/31/2012	4,823,771.56	−1,592,588.94
Home24 GmbH	Berlin	46.65%	12/31/2012	40,820,001.82	−60,519,392.76
International Rocket GmbH & Co. KG	Berlin	100.00%	12/31/2012	−263,748.40	14,012,389.75
Jade 1085. GmbH	Berlin	100.00%	12/31/2012	84,788.44	9,199.73
Jade 1158. GmbH	Berlin	68.17%	12/31/2012	9,554,419.92	28,572.14
Jade 1183. GmbH	Berlin	100.00%	12/31/2012	16,231.31	−5,763.69
Jade 1217. GmbH	Berlin	88.56%	12/31/2012	2,506,666.42	−43,952.14
Jade 1223. GmbH	Berlin	73.80%	12/31/2012	17,003.55	−5,501,000.65
Jade 1231. GmbH	Berlin	100.00%	12/31/2012	−500,071.79	−523,262.69
Jade 1232. GmbH	Berlin	100.00%	12/31/2012	−137,380.28	−160,422.84
Jade 1234. GmbH	Berlin	100.00%	12/31/2012	18,303.88	−4,695.71
Jade 1236. GmbH	Berlin	100.00%	12/31/2012	19,272.26	−4,068.78
Jade 1237. GmbH	Berlin	100.00%	12/31/2012	19,730.84	−3,616.55
Jade 1238. GmbH	Berlin	73.69%	12/31/2012	405,828.55	−5,116,326.79
Jade 1240. GmbH	Berlin	100.00%	12/31/2012	65,263.82	−33,825.95
Jade 1241. GmbH	Berlin	100.00%	12/31/2012	13,521.88	−10,172.02
Jade 1242. GmbH	Berlin	100.00%	12/31/2012	17,995.98	−5,517.87
Jade 1246. GmbH	Berlin	79.69%	12/31/2012	13,454.34	−4,228.09
Jade 1247. GmbH	Berlin	100.00%	12/31/2012	27,766.40	1,451.11
Jade 1265. GmbH	Berlin	88.86%	12/31/2012	−4,790.48	−18,446.16
Jade 1279. GmbH	Berlin	100.00%	12/31/2012	21,456.59	−2,396.41
Jade 1317. GmbH	Berlin	91.97%	12/31/2011	46,900.50	−864.50
Jade 1318. GmbH	Berlin	62.92%	12/31/2012	2,492,531.06	−31,436.19
Jade 1319. GmbH	Berlin	99.42%	12/31/2012	20,720.07	−3,420.43
Jade 1356. GmbH	Berlin	100.00%	12/31/2012	20,937.98	−3,220.81
Jade 1368. GmbH	Berlin	100.00%	12/31/2012	1,393,323.54	−6,564.76
Jade 1371. GmbH	Berlin	100.00%	12/31/2012	21,882.58	−3,117.42
Jade 1372. GmbH	Berlin	100.00%	12/31/2012	23,556.61	−1,443.39
Jade 1373. GmbH	Berlin	100.00%	12/31/2012	23,649.17	−1,350.83
Jade 1374. GmbH	Berlin	100.00%	12/31/2012	23,588.92	−1,411.08
Jade 1375. GmbH	Berlin	100.00%	12/31/2012	23,685.43	−1,314.57
Jade 940. GmbH	Berlin	100.00%	12/31/2012	−9,720.39	−25,902.03
Juwel 155. VV UG	Berlin	100.00%	12/31/2012	−9,526.50	−10,026.50
Juwel 156. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Juwel 161. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Juwel 167. VV UG	Berlin	100.00%	12/31/2012	−2,028.66	−2,528.66
Juwel 169. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Juwel 182. VV UG	Berlin	100.00%	12/31/2012	−2,004.47	−2,504.47
Juwel 185. VV UG	Berlin	100.00%	12/31/2012	−2,189.27	−2,689.27

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
				(in €)	(in €)
Middle East Internet Holding S.à.r.l.	Luxembourg	100.00%	Founded in 2013 AFS are not available		
MKC Brillant Services GmbH	Berlin	80.00%	Founded in 2012 AFS are not available		
Mondstein 284. GmbH	Munich	29.75%	12/31/2012	551,424.43	− 11,643.44
Netzoptiker GmbH	Limburg a.d.L.	42.75%	12/31/2012	205,918.26	− 890,164.43
Payleven Holding GmbH	Berlin	53.43%	12/31/2012	8,417,697.00	− 5,609,229.79
Paymill Holding GmbH	Berlin	63.75%	12/31/2012	− 1,346,723.74	− 1,371,723.74
Platin 775. GmbH	Berlin	100.00%	12/31/2012	25,410.61	410.61
Platin 776. GmbH	Berlin	100.00%	12/31/2011	25,000.00	0.00
Platin 777. GmbH	Berlin	100.00%	12/31/2012	25,429.29	429.29
Plinga GmbH	Berlin	34.47%	12/31/2012	1,188,828.41	− 1,960,561.20
Pricepanda Group GmbH	Berlin	71.92%	12/31/2012	160,235.86	− 964,675.99
PTH Brillant Services GmbH	Berlin	76.00%	Founded in 2012 AFS are not available		
R2 International Internet GmbH	Berlin	59.22%	12/31/2011	1,888,246.89	− 4,593.01
Rocket Beteiligungs GmbH	Berlin	100.00%	Founded in 2013 AFS are not available		
Rocket Internet Munich GmbH	Berlin	100.00%	12/31/2012	142,327.62	118,160.62
Rocket Middle East GmbH	Berlin	100.00%	Founded in 2012 AFS are not available		
TIN Brillant Services GmbH	Berlin	53.50%	Founded in 2012 AFS are not available		
Toptarif Internet GmbH	Berlin	21.39%	12/31/2013	1,442,650.09	− 354,300.65
Upside Shopping GmbH	Berlin	47.60%	in liquidation		
VRB GmbH & Co. B-101 (einhunderteins) KG	Berlin	100.00%	12/31/2013	− 8,911.05	− 757.19
Webpotentials GmbH	Berlin	45.16%	12/31/2013	168,474.35	− 25,051.25
Wimdu GmbH	Berlin	52.29%	12/31/2012	18,572,403.96	− 12,861,489.90

In addition, there are approximately 200 indirect equity investments at second-tier, third-tier and lower tier levels for which no information is available on the amount of Rocket Internet GmbH's direct stake or on relevant financial information, respectively.

Managing Directors

Last name	First name	Position held
Jeschke	Arnt	Managing Director Finance
Kudlich	Alexander	Managing Director Business Development
Dr. Bruder	Johannes	Managing Director Marketing and Products
Wilmking	Jan	Managing Director Project Management (March 1, 2013 to September 27, 2013)

In financial year 2013, the Management received remuneration in the amount of T€ 585.82. In the previous year, the Management received remuneration in the amount of T€ 6,604, of which T€ 6,257 relate to the fair value of subscription rights that were granted to Managing Directors that had in the meantime left the Company.

OTHER DISCLOSURES

Parent company

In accordance with Section 285 No. 14 HGB, the name and registered head office of the parent company is as follows:

European Founders Fund GmbH
Luisenstraße 14
80331 Munich

Employees

The Company's number of staff in terms of Section 267 (5) HGB is 233 (prior year: 238).

SIGNING OF THE ANNUAL FINANCIAL STATEMENTS FOR 2013

Berlin, May 16, 2014

Dr. Johannes Bruder   Arnt Jeschke   Alexander Kudlich

Rocket Internet GmbH, Berlin

Schedule of Fixed Assets 2013

	Acquisition/ manufacturing costs 1/1/2013	Additions	Disposals	Reclassifications	Acquisition/ manufacturing costs 12/31/2013	Accumulated amortiz./ depr. 1/1/2013	Amort./ deprec. financial year	Disposals	Reclassifications	Accumulated amort./deprec. 31.12.2013	Write-ups financial year	Book value 12/31/2013	Book value 01/01/2013
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets													
1. Acquired concessions, industrial property rights and similar rights and assets and licenses in such rights and assets	169,392.41	19,181.76	2,240.73	0.00	186,333.44	61,388.41	27,960.25	1,154.73	0.00	88,193.93	0.00	98,139.51	108,004.00
Intangible assets	**169,392.41**	**19,181.76**	**2,240.73**	**0.00**	**186,333.44**	**61,388.41**	**27,960.25**	**1,154.73**	**0.00**	**88,193.93**	**0.00**	**98,139.51**	**108,004.00**
II. Property, plant and equipment													
1. Other equipment, operating and business equipment	1,399,670.13	200,730.48	121,782.43	0.00	1,478,618.18	454,423.13	406,112.77	79,944.72	0.00	780,591.18	0.00	698,027.00	945,247.00
Property, plant and equipment	**1,399,670.13**	**200,730.48**	**121,782.43**	**0.00**	**1,478,618.18**	**454,423.13**	**406,112.77**	**79,944.72**	**0.00**	**780,591.18**	**0.00**	**698,027.00**	**945,247.00**
III. Financial assets													
1. Shares in affiliated companies	47,621,589.24	9,105,900.00	722,103.10	(11,869,589.35)	44,135,796.79	4,955,234.68	3,136,231.83	385,095.12	0.00	7,706,371.39	0.00	36,429,425.40	42,666,354.56
2. Participations	51,944,568.04	1,876,698.11	16,822,309.45	11,869,589.35	48,868,546.05	3,301,957.43	0.00	273,229.20	0.00	3,028,728.23	0.00	45,839,817.82	48,642,610.61
3. Securities held as fixed assets	6,720,116.00	1,596,067.34	0.00	0.00	8,316,183.34	0.00	0.00	0.00	0.00	0.00	0.00	8,316,183.34	6,720,116.00
Financial assets	**106,286,273.28**	**12,578,665.45**	**17,544,412.55**	**0.00**	**101,320,526.18**	**8,257,192.11**	**3,136,231.83**	**658,324.32**	**0.00**	**10,735,099.62**	**0.00**	**90,585,426.56**	**98,029,081.17**
	107,855,335.82	**12,798,577.69**	**17,668,435.71**	**0.00**	**102,985,477.80**	**8,773,003.65**	**3,570,304.85**	**739,423.77**	**0.00**	**11,603,884.73**	**0.00**	**91,381,593.07**	**99,082,332.17**

The following auditor's report *(Bestätigungsvermerk)* has been issued in accordance with § 322 German Commercial Code *(Handelsgesetzbuch)* on the annual financial statements and the management report *(Lagebericht)* of Rocket Internet GmbH, Berlin as of and for the fiscal year ended December 31, 2013. The management report is neither included nor incorporated by reference in this Prospectus.

Auditor's Report

We audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system and the management report of Rocket Internet GmbH, Berlin, for the business year from January 1, 2013 through December 31, 2013. Maintenance of the books and records and the preparation of the annual financial statements and management report in accordance with German commercial law are the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system and the management report, based on our audit.

We conducted our audit of the annual financial statements in accordance with Section 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with [German] principles of proper accounting and in the management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Company's Managing Directors as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion and based on the findings of our audit, the annual financial statements comply with the legal provisions and provide a true and fair view of the net assets, financial position and results of operations of the Company in accordance with [German] principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Berlin, June 4, 2014

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

sgd. Angelika Kraus
Wirtschaftsprüferin
(German Public Auditor)

sgd. ppa. Katharina Woythe
Wirtschaftsprüferin
(German Public Auditor)

Audited Unconsolidated Financial Statements of
Rocket Internet GmbH as of and for the financial year ended December 31, 2012
(prepared in accordance with German GAAP)

Rocket Internet GmbH, Berlin

Balance Sheet as of December 31, 2012

	12/31/2012	12/31/2011
	€	€
Assets		
A. Fixed assets		
I. Intangible assets		
1. Concessions, industrial property rights and similar rights and assets and licenses in such rights and assets	108,004.00	44,855.00
	108,004.00	44,855.00
II. Property, plant and equipment		
1. Other equipment, operating and business equipment	945,247.00	242,855.00
	945,247.00	242,855.00
III. Financial assets		
1. Shares in affiliated companies	42,666,354.56	78,308,435.25
2. Participations	48,642,610.61	9,217,584.15
3. Securities held as fixed assets	6,720,116.00	0.00
	98,029,081.17	87,526,019.40
	99,082,332.17	**87,813,729.40**
B. Current assets		
I. Inventories		
1. Work in process	2,597,420.71	225,620.61
	2,597,420.71	**225,620.61**
II. Receivables and other assets		
1. Trade receivables	29,448.70	41,414.28
2. Receivables from affiliated companies	16,900,420.54	94,520,569.08
3. Receivables from companies in which a participation is held	4,761,923.78	2,068,386.78
4. Other assets	315,304.93	1,833,714.39
(thereof due in more than one year € 7,980.00; PY: € 7,980.00)		
	22,007,097.95	98,464,084.53
III. Cash in hand, bank balances	101,118,525.35	8,019,756.84
	125,723,044.01	**106,709,461.98**
C. Prepaid expenses	**93,422.61**	**3,175.80**
	224,898,798.79	**194,526,367.18**

	12/31/2012	12/31/2011
	€	€
Equity and Liabilities		
A. Equity capital		
I. Subscribed capital	103,386.00	28,301.00
II. Capital reserves	210,691,756.91	58,776,699.00
III. Profit carried forward	0.00	40,539,327.20
IV. Unappopriated retained earnings	0.00	50,710,092.06
	210,795,142.91	**150,054,419.26**
B. Provisions		
1. Tax provisions	2,769,836.00	1,939,527.00
2. Other provisions	4,419,135.08	490,602.76
	7,188,971.08	**2,430,129.76**
C. Liabilities		
1. Trade payables	1,227,369.63	321,615.00
2. Liabilities to affiliated companies	967,387.20	41,196,752.02
3. Liabilities to companies in which a participation is held	946.87	0.00
4. Other liabilities	4,674,131.78	523,451.14
(thereof from taxes € 2,204,135.54; PY: € 115,761.36)		
(thereof resp. social security € 20,028.26; PY: € 16,252.43)		
(thereof due in up to one year € 4,182,164.96; PY: € 523,451.14)		
	6,869,835.48	**42,041,818.16**
D. Deferred income	**44,849.32**	**0.00**
	224,898,798.79	**194,526,367.18**

Rocket Internet GmbH

Income Statement for the Period from January 1 through December 31, 2012

	2012		2011
	€	€	€
1. Sales revenues		24,335,582.34	6,745,554.92
2. Increase in the work in process inventory		2,371,800.10	146,067.55
3. Other operating income (thereof income from currency translation € 591.96; PY: € 33.41)		176,788,750.72	14,733,714.23
4. Cost of materials			
a) Cost of raw materials and supplies and of purchased merchandise	60,746.18		315,942.23
b) Cost of purchased services	10,348,074.09		63,321.60
		10,408,820.27	
5. Personnel expenses			
a) Wages and salaries	14,145,035.00		3,633,639.37
b) Social security and other pension costs (thereof retirement benefits € 28,453.48; PY: € 16,480.38)	1,899,444.07		660,373.26
		16,044,479.07	
6. Amortization/depreciation of intangible assets and of property, plant and equipment		371,397.62	130,920.01
7. Other operating expenses (thereof from currency translation € 0.00; PY: € 31.60)		11,293,426.88	2,883,037.97
8. Income from participations (thereof from affiliated companies € 218,103,512.51; PY: € 37,632,462.86)		218,103,512.51	39,583,821.63
9. Other interest and similar income (thereof from affiliated companies € 81,672.91; PY: € 156,443.25)		248,420.03	394,477.80
10. Write-down on financial assets		3,083,415.14	2,723,840.26
11. Interest and similar expenses		16,866.80	0.00
12. Profit/loss on ordinary activities		**380,629,659.92**	**51,192,561.43**
13. Taxes on income		2,501,229.49	482,469.37
14. Net income for the year		**378,128,430.43**	**50,710,092.06**
15. Profit carried forward from previous year		91,249,419.26	0.00
16. Withdrawals from capital reserves		1,409,858.10	0.00
17. Distribution pay-outs		470,787,707.79	0.00
18. Unappropriated retained earnings		**0.00**	**50,710,092.06**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

As of December 31, 2012

Rocket Internet GmbH

GENERAL INFORMATION

Rocket Internet GmbH is a medium-sized corporation within the meaning of Section 267 (2) HGB.

The annual financial statements for the financial year under review were prepared in accordance with the provisions stipulated for merchants in the German Commercial Code (Section 242 et seqq. HGB) and the supplementary regulations for corporations (Section 264 et seqq. HGB). In addition to these regulations, the provisions of the German Limited Liability Companies Act (GmbHG) were observed.

The type of expenditure format pursuant to Section 275 (2) HGB was used to present the income statement.

In preparing the annual financial statements, the Company made use of size-dependent simplifications (Section 288 HGB).

The annual financial statements for the 2012 financial year were prepared taking into account full appropriation of the net income for the year in accordance with Section 268 (1) HGB.

ACCOUNTING AND VALUATION METHODS

The accounting and valuation methods applied comply with German Commercial Code provisions (Sections 238 to 263 HGB). In addition, the Company observed the supplementary provisions concerning the accounting and valuation methods to be applied by corporations.

Intangible assets acquired from third-parties are recognized at acquisition costs less scheduled straight-line amortization, to the extent that they were subject to wear and tear.

Property, plant and equipment are stated at acquisition or manufacturing costs net of scheduled straight-line depreciation (to the extent depreciable).

Scheduled amortization/depreciation is based on the respective assets' expected useful lives. The reported intangible assets are written down over a period of between 3 to 10 years. A useful life of between 3 to 13 years is assumed with respect to operating and business equipment.

Movable fixed assets with acquisition costs of more than € 150 but not exceeding € 1,000 were included in a collective item for the years from 2008 to 2010. The assets were written down over five years on a pro rata temporis basis.

Since 2011, movable fixed assets involving values of up to € 410 have been written off in full in the year of acquisition.

Shares in affiliated companies, participations and securities held as fixed assets are stated at acquisition costs or the lower fair value if permanent impairment is assumed.

Work in process is recognized at manufacturing costs taking loss-free valuation into account. The manufacturing costs include the minimum components as prescribed under Section 255 (2) HGB and mainly relate to personnel expenses.

Receivables and other assets are generally stated at nominal values to the extent that no valuation adjustments apply. In such a case, individual value adjustments are reported.

Liquid assets are stated at nominal amounts.

As a general rule, foreign currency transactions are stated at the historical rate applicable at the time of initial recognition.

Long-term foreign currency receivables are stated using the currency selling rate applying at the data of origin of the receivable or the lower fair value, using the spot exchange middle rate prevailing on the reporting date (principle of imparity). Short-term foreign currency receivables (with a remaining term of one year or less) and liquid assets or other short-term foreign currency assets are translated using the spot exchange middle rate applicable on the balance sheet date.

Prepaid expenses include payments that represent expenses for a specified period after the balance sheet date.

Subscribed capital is reported at nominal value.

Provisions were stated at the settlement amount necessary when applying sound business judgment.

Liabilities were reported at the respective settlement amounts.

Deferred income includes payments received that represent income for a specified period after the balance sheet date.

Long-term foreign currency liabilities are stated using the currency buying rate applying at the date of origin of the liability or the higher reporting date value, using the spot exchange middle rate applicable on the reporting date (principle of imparity). Short-term foreign currency liabilities (with a remaining term of one year or less) are translated using the spot exchange middle rate applicable on the balance sheet date.

Deferred taxes are recognized to account for differences in the commercial balance sheet and tax balance sheet items to the extent that these are expected to reverse in later financial years. Deferred tax assets and deferred tax liabilities are netted. In the event of an asset surplus of deferred taxes as at the balance sheet date, the capitalization option pursuant to Section 274 (1) Clause 2 HGB is not exercised.

NOTES TO INDIVIDUAL BALANCE SHEET ITEMS

The development and classification of individual fixed asset items are presented in the schedule of fixed assets which also provides disclosure of amortization/depreciation during the financial year.

The receivables' maturities are shown in the following schedule of receivables (prior-year values are presented in brackets):

	Total	**up to 1 year**	**1 to 5 years**	**more than 5 years**
	€	**€**	**€**	**€**
Trade receivables	29,448.70	29,448.70	0.00	0.00
	(41,414.28)	(41,414.28)		
Receivables from affiliated companies	16,900,420.54	16,900,420.54	0.00	0.00
	(94,520,569.08)	(94,520,569.08)		
Receivables from companies in which an equity investment is held	4,761,923.78	4,761,923.78	0.00	0.00
	(2,068,386.78)	(2,068,386.78)		
Other assets	315,304.93	307,324.93	7,980.00	0.00
	(1,833,714.39)	(1,825,734.39)	(7,980.00)	
Total	**22,007,097.95**	**21,999,117.95**	**7,980.00**	**0.00**
	(98,464,084.53)	**(98,456,104.53)**	**(7,980.00)**	**(0.00)**

Receivables from affiliated companies in the amount of € 16,900,420.54 (prior year: € 94,520,569.08) consist of trade receivables in the amount of € 9,414,255.24 (prior year: € 3,205,160.98), loan receivables of € 7,486,165.30 (prior year: € 6,597,589.38), and receivables from investment income in the amount of € 0 (prior year: € 84,717,818.72).

Receivables from equity holdings in the amount of € 4,761,923.78 (prior year: € 2,068,386.78) are comprised of trade receivables in the amount of € 3,300,946.83 (prior year: € 66,971.16) and loan receivables of € 1,460,976.95 (prior year: € 2,001,415.62).

The liabilities' maturities are shown in the following schedule of liabilities (prior-year values are presented in brackets):

Liabilities/residual term	**Total**	**up to 1 year**	**1 to 5 years**	**more than 5 years**
	€	**€**	**€**	**€**
Trade payables	1,227,369.63	1,227,369.63	0.00	0.00
	(321,651.00)	(321,651.00)		
Liabilities to affiliated companies	967,387.20	967,387.20	0.00	0.00
	(41,196,752.02)	(41,196,752.02)	(0.00)	
Liabilities to companies in which a participation is held	946.87	946.87	0.00	0.00
	(0.00)	(0.00)	(0.00)	
Other liabilities	4,674,131.78	4,182,164.96	491,966.82	0.00
	(523,451.14)	(523,451.14)	(0.00)	
Total	**6,869,835.48**	**6,377,868.65**	**491,966.83**	**0.00**
	(42,041,854.16)	**(42,041,854.16)**	**(0.00)**	

Liabilities to affiliated companies in the amount of € 967,387.20 (prior year: € 41,196,752.02) include trade payables in the amount of € 41,710.65 (prior year: € 273,791.36) and loan payables of € 925,676.55 (prior year: € 40,922,960.66).

The liabilities to affiliated companies include liabilities to shareholders in the amount of € 17,132.31 (prior year: € 5,793.35).

Unappropriated retained earnings developed as follows:	€ 0.00
Net income for the year	€378,128,430.43
Profit carried forward from previous years	€ 91,249,419.26
Withdrawals from capital reserves	€ 1,409,858.10
Distribution pay-outs to shareholders	€470,787,707.79

Other provisions where set up in the amount of € 4,419.135,08, of which € 3,379,900.47 were recorded for expenses concerning call options not yet exercised and compensation agreements as of December 31, 2012.

CONTINGENCIES

The following contingencies in terms of Section 251 HGB that were not reported in the balance sheet existed as of the reporting date:

Contingency	Total	thereof to affiliated companies	thereof collateralized by real estate liens or other collateral
	in €	in €	in €
Rental guarantee	304,000	304,000	0.00
Total	**304,000**	**304,000**	**0.00**

We consider the probability of utilization of the rental guarantees to be low. We do not have any discernible indications that would necessitate a different assessment.

In addition, the Company states the following payment obligations in terms of Section 285 HGB as of the reporting date:

Contingency	Total	thereof to affiliated companies	thereof collateralized by real estate liens or other collateral
	in €	in €	in €
Payment obligation	249,765.86	139.00	0.00
Total	**249,765.86**	**139.00**	**0.00**

NOTES TO INDIVIDUAL INCOME STATEMENT ITEMS

Profit/loss on ordinary activities was impacted negatively by taxes on income in the amount of € 2,501,229.49 in the financial year under review.

Off-period income amounted to € 3,286.26 and off-period expenses came to € 100,290.74. Non-scheduled depreciation in the amount of € 3,083,415.14 is due to permanent impairment of financial assets.

Purchased services, such as services provided by freelancers, are reported under costs of materials (T€ 10,348.07). In the previous year, these services were disclosed under other operating expenses. However, this approach was no longer applied in the financial year under review and an improved presentation of expense items was selected for the reporting year. The prior-year value (involving a lower amount of T€ 63.32) was not adjusted.

LIST OF SHAREHOLDINGS

The Company holds at least 20% of the shares in the following companies:

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
Affinitas GmbH	Berlin	21.93%	12/31/2012	−8,782,093.31	−5,826,786.48
Affinitas Phantom Share GmbH (formerly Brillant 1450. GmbH)	Berlin	28.18%	12/31/2012	6,019.32	−18,980.68
African Internet Holding (formerly Rocket Africa / Brillant 1503. GmbH)	Berlin	80.00%	Founded in 2012 AFS are not available		
Bambino 106. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 107. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 108. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 109. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Bambino 110. VV UG	Berlin	100.00%	12/31/2012	−2,319.12	−2,819.12
Bambino 50. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	−1,367.91	−1,867.91
Bambino 52. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	−3,862.09	−4,362.09
Bambino 53. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	21,474.81	20,974.81
Bambino 54. V V UG (with limited liability)	Berlin	100.00%	12/31/2012	−1,363.85	−1,170.44
Bambino 55. V V UG (with limited liability)	Berlin	100.00%	12/31/2012	−5,851.61	−3,187.00
Beauty Trend Holding GmbH	Berlin	59.06%	12/31/2011	8,877,784.65	−655,852.35
BGN Brillant Services (formerly Brillant 1447. GmbH)	Berlin	50.83%	Founded in 2012 AFS are not available		
Bigfoot GmbH	Berlin	40.50%	12/31/2011	83,525,587.13	−8,092,290.19
Billpay GmbH	Berlin	46.54%	12/31/2012	3,668,854.11	−1,662,261.37
Brillant 1253. GmbH	Berlin	100.00%	12/31/2011	22,311.99	−2,688.01
Brillant 1259. GmbH	Berlin	100.00%	12/31/2012	30,842.42	−595.58
Brillant 1422. GmbH	Berlin	100.00%	Founded in 2012 AFS are not available		
Brillant 1423. GmbH	Berlin	100.00%	Founded in 2012 AFS are not available		
Brilliant 1421. GmbH	Berlin	100.00%	Founded in 2012 AFS are not available		
CD-Rocket Holding UG (with limited liability)	Berlin	100.00%	12/31/2012	−3,212.09	−2,357.61

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
CityDeal Management I GmbH (formerly City Deal Management I UG (with limited liability))	Berlin	66.60%	12/31/2012	9,968,413.30	4,687,946.34
CityDeal Management II UG (with limited liability)	Berlin	100.00%	12/31/2012	1,970.02	−2,333.33
CityDeal Management UG (with limited liability)	Berlin	100.00%	12/31/2012	−5,972.65	−2,807.90
Classmarkets (formerly Golden Immobilo GmbH)	Berlin	52.84%	12/31/2012	456,286.21	−46,724.04
Comparamor GmbH	Berlin	44.66%	12/31/2011	28,544.26	2,832.46
Dropgifts GmbH (formerly Jade 1321. GmbH)	Berlin	44.72%	12/31/2011	25,000.00	—
ecards and more GmbH	Berlin	63.46%	12/31/2012	262,264.46	66,969.45
Emerging Markets Asia eCommerce Holding GmbH (formerly Jade 1358. GmbH)	Berlin	88.60%	12/31/2012	2,784,795.15	−16,868.05
Foodpanda GmbH (formerly Jade 1352. GmbH)	Berlin	86.74%	12/31/2011	25,000.00	—
Glossybox China Subholding GmbH & Co. KG (formerly VRB GmbH &. Co. B-98 KG)	Berlin	100.00%	12/31/2011	−11,331.61	−9,602.61
Goodbeans GmbH (formerly Young Internet GmbH)	Berlin	33.95%	12/31/2012	27,104.42	−821,170.81
GP Management Limited „New Co.“	Malta	99.92%	12/31/2011	−2,935.00	−3,175.00
Hello Fresh GmbH (formerly Jade 1314. GmbH)	Berlin	43.17%	12/31/2012	4,823,771.56	−1,592,588.94
Home 24 GmbH (formerly FP Commerce GmbH / Jade 909 GmbH)	Berlin	50.71%	12/31/2012	40,820,001.82	−60,519,392.76
International Rocket GmbH & Co. KG	Berlin	100.00%	12/31/2011	129,635.90	−29,018.68
Jade 1085. GmbH	Berlin	100.00%	12/31/2012	84,788.44	9,199.73
Jade 1158. GmbH	Berlin	68.17%	12/31/2012	9,554,419.92	28,572.14
Jade 1183. GmbH	Berlin	100.00%	12/31/2012	16,231.31	−5,763.69
Jade 1217. GmbH	Berlin	88.56%	12/31/2012	2,506,686.42	−43,952.14
Jade 1223. GmbH	Berlin	73.80%	12/31/2012	17,003.55	−5,501,000.65
Jade 1231. GmbH	Berlin	100.00%	12/31/2012	−500,071.79	−523,262.69
Jade 1232. GmbH	Berlin	100.00%	12/31/2012	−137,380.28	−160,422.84
Jade 1234. GmbH	Berlin	100.00%	12/31/2012	18,303.88	−4,695.71
Jade 1236. GmbH	Berlin	100.00%	12/31/2012	19,272.26	−4,068.78
Jade 1237. GmbH	Berlin	100.00%	12/31/2012	19,730.84	−3,616.55
Jade 1238. GmbH	Berlin	73.69%	12/31/2012	405,828.55	−5,116,326.79
Jade 1240. GmbH	Berlin	100.00%	12/31/2012	65,263.82	−33,825.95
Jade 1241. GmbH	Berlin	100.00%	12/31/2012	13,521.88	−10,172.02
Jade 1242. GmbH	Berlin	100.00%	12/31/2012	17,995.98	−5,517.87
Jade 1246. GmbH	Berlin	79.69%	12/31/2012	13,454.34	−4,228.09
Jade 1265. GmbH	Berlin	88.86%	12/31/2012	−4,790.48	−18,446.16
Jade 1279. GmbH	Berlin	100.00%	12/31/2012	21,456.59	−2,396.41
Jade 1317. GmbH	Berlin	91.97%	12/31/2011	46,900.50	−864.50
Jade 1318. GmbH	Berlin	62.92%	12/31/2012	2,492,531.06	−31,436.19

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
Jade 1319. GmbH	Berlin	99.42%	12/31/2012	20,720.07	−3,420.43
Jade 1356. GmbH	Berlin	100.00%	12/31/2012	20,937.98	−3,220.81
Jade 1368. GmbH	Berlin	91.06%	12/31/2012	1,393,323.54	−6,564.76
Jade 1371. GmbH	Berlin	100.00%	12/31/2012	21,882.58	−3,117.42
Jade 1372. GmbH	Berlin	100.00%	12/31/2012	23,556.61	−1,443.39
Jade 1373. GmbH	Berlin	100.00%	12/31/2012	23,649.17	−1,350.83
Jade 1374. GmbH	Berlin	100.00%	12/31/2012	23,588.92	−1,411.08
Jade 1375. GmbH	Berlin	100.00%	12/31/2012	23,685.43	−1,314.57
Jade 940. GmbH	Berlin	100.00%	12/31/2012	−9,720.39	−25,902.03
Jupiter Internet GmbH	Munich	73.38%	12/31/2011	136,685.15	−30,189.46
Juwel 155. VV UG	Berlin	100.00%	12/31/2012	−9,526.50	−10,026.50
Juwel 156. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Juwel 161. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Juwel 167. VV UG	Berlin	100.00%	12/31/2012	−2,028.66	−2,528.66
Juwel 169. VV UG	Berlin	100.00%	Founded in 2012 AFS are not available		
Juwel 182. VV UG	Berlin	100.00%	12/31/2012	−2,004.47	−2,504.47
Juwel 185. VV UG	Berlin	100.00%	12/31/2012	2,189.27	−2,689.27
Lendico GmbH (formerly Brillant 1439. GmbH)	Berlin	100.00%	Founded in 2012 AFS are not available		
MKC Brillant Services (formerly Brillant 1427. GmbH)	Berlin	80.00%	Founded in 2012 AFS are not available		
Mondstein 284. GmbH	Munich	29.75%	12/31/2012	551,424.43	−11,643.44
Netzoptiker GmbH	Limburg a.d.L.	42.75%	12/31/2012	205,918.26	−890,164.43
Payeleven Holding GmbH (formerly Jade 1360. GmbH)	Berlin	56.65%	12/31/2012	8,417,697.00	−5,609,229.79
Paymill Holding GmbH (Brillant 1470. GmbH)	Berlin	70.57%	12/31/2012	−1,346,723.74	−1,371,723.74
Pinspire GmbH (formerly Jade 1313. GmbH)	Berlin	59.93%	12/31/2011	2,322,264.29	−452,110.71
Platin 775. GmbH	Berlin	100.00%	12/31/2012	25,410.61	410.61
Platin 776. GmbH	Berlin	100.00%	12/31/2011	25,000.00	—
Platin 777. GmbH	Berlin	100.00%	12/31/2012	25,429.29	429.29
Plinga GmbH (formerly Jade 919 GmbH)	Berlin	34.47%	12/31/2012	1,188,828.41	−1,960,561.20
Pricepanda Group GmbH (formerly Jade 1367. GmbH)	Berlin	90.93%	12/31/2012	160,235.86	−964,675.99
PTH Brillant Services GmbH (formerly Brillant 1462. GmbH)	Berlin	76.00%	Founded in 2012 AFS are not available		

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
R2 International Internet GmbH	Berlin	59.22%	12/31/2011	1,888,246.89	−4,593.01
Rocket Internet Munich GmbH (formerly Mondstein 289. GmbH)	Berlin	100.00%	12/31/2012	142,327.62	118,160.62
Rocket Middle East (formerly Brillant 1509. GmbH)	Berlin	100.00%	Founded in 2012 AFS are not available		
TIN Brillant Services GmbH (formerly Brillant 1451. GmbH)	Berlin	68.96%	Founded in 2012 AFS are not available		
Toptarif Internet GmbH	Berlin	28.62%	12/31/2012	−345,802.33	−2,603,982.00
Upside Shopping GmbH i.l.	Berlin	47.60%	In liquidation		
VRB GmbH & Co. B-101 (einhunderteins) KG	Berlin	100.00%	12/31/2011	−4,391.42	−4,491.42
webpotentials GmbH	Berlin	45.16%	12/31/2011	370,735.36	226,626.78
Wimdu GmbH	Berlin	52.29%	12/31/2012	18,572,403.96	−12,861,489.90
Zalando GmbH	Berlin	38.21%	12/31/2012	471,579,320.24	−77,257,018.71
				GBP	GBP
Sigma Response Share Kapital (formerly Sigma Response Services Limited)	London	31.57%	06/30/2012	945,000.00	943,000.00

In addition, there are approximately 200 indirect equity holdings at second-tier, third-tier and lower tier levels for which no information respecting the indirect amount of the participation from the viewpoint of Rocket Internet GmbH, or other relevant financial information is available.

OTHER DISCLOSURES

Parent company

In accordance with Section 285 No. 14 HGB, the name and registered head office of the parent company is as follows:

European Founders Fund GmbH
Luisenstraße 14
80331 Munich

Employees

The Company's number of employees in terms of Section 267 (5) HGB is 238 (prior year: 67).

Managing Directors

Last name	First name	Position held
Jeschke	Arnt	Managing Director
Kudlich	Alexander	Managing Director
Dr. Bruder	Johannes	Managing Director (from May 9, 2012)
Wilmking	Jan	Managing Director (from March 1, 2013 to September 27, 2013)
Dr. Heinemann	Florian	Managing Director (until March 31, 2012)

In the financial year under review, the Management received remuneration in the amount of T€ 6,604, of which T€ 6,257 are attributable to the fair value of subscription rights granted to corporate bodies that meanwhile have left the Company.

In the previous year, the Management received remuneration in the amount of T€ 342, of which T€ 108 are attributable to the fair value of subscription rights granted to corporate bodies that meanwhile have left the Company.

In financial year 2010, the Management's remuneration totaled T€ 457.

SIGNING OF THE ANNUAL FINANCIAL STATEMENTS FOR 2012

(Place)	(Date)	(Signature)
(Place)	(Date)	(Signature)
(Place)	(Date)	(Signature)

Rocket Internet GmbH, Berlin

Schedule of Fixed Assets 2012

Designation	Hist. acqu. and man. costs	Additions during financial year	Disposals during financial year	Reclassifications during financial year	Write-ups during financial year	Acc. amortiz./ depreciation	Book value 12/31/2012	Book value 01/01/2012	Amort./depre. during financial year
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
A. Fixed assets									
I. Intangible assets									
1. Acquired concessions, industrial property rights and similar rights and assets and licenses in such rights and assets	81,600.79	89,584.26	1,792.64	0	0	61,388.41	108,004.00	44,855.00	25,119.26
Sub-total	**81,600.79**	**89,584.26**	**1,792.64**	**0**	**0**	**61,388.41**	**108,004.00**	**44,855.00**	**25,119.26**
II. Property, plant and equipment									
1. Other equipment, operating and business equipment	462,619.64	989,241.90	52,191.41	0	0	454,423.13	945,247.00	242,855.00	277,309.76
Sub-total	**462,619.64**	**989,241.90**	**52,191.41**	**0**	**0**	**454,423.13**	**945,247.00**	**242,855.00**	**277,309.76**
III. Financial assets									
1. Shares in affiliated companies	82,215,830.83	14,371,408.93	7,681,574.25	−41,284,076.27	0	4,955,234.68	42,666,354.56	78,308,435.25	1,606,208.34
2. Participations	11,714,835.74	100,211.73	1,154,929.70	41,284,076.27	374.00	3,301,957.43	48,642,610.61	9,217,584.15	1,477,206.80
3. Securities held as fixed assets	0	6,720,116.00	0	0	0	0	6,720,116.00	0	0
Sub-total	**93,930,666.57**	**21,191,736.66**	**8,836,503.95**	**0**	**374.00**	**8,257,192.11**	**98,029,081.17**	**87,526,019.40**	**3,083,415.14**
Total	**94,474,887.00**	**22,270,562.82**	**8,890,488.00**	**0**	**374.00**	**8,773,003.65**	**99,082,332.17**	**87,813,729.40**	**3,385,844.16**

The following auditor's report *(Bestätigungsvermerk)* has been issued in accordance with § 322 German Commercial Code *(Handelsgesetzbuch)* on the annual financial statements and the management report *(Lagebericht)* of Rocket Internet GmbH, Berlin as of and for the fiscal year ended December 31, 2012. The management report is neither included nor incorporated by reference in this Prospectus.

Auditor's Report

We audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system and the management report of Rocket Internet GmbH, Berlin, for the business year from January 1, 2012 through December 31, 2012. Maintenance of the books and records and the preparation of the annual financial statements and management report in accordance with German commercial law are the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system and the management report, based on our audit.

We conducted our audit of the annual financial statements in accordance with Section 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with [German] principles of proper accounting and in the management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Company's Managing Directors as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion and based on the findings of our audit, the annual financial statements comply with the legal provisions and provide a true and fair view of the net assets, financial position and results of operations of the Company in accordance with [German] principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Berlin, May 14, 2014

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

sgd. Angelika Kraus	sgd. ppa. Katharina Woythe
Wirtschaftsprüferin	Wirtschaftsprüferin
(German Public Auditor)	(German Public Auditor)

Audited Unconsolidated Financial Statements of Rocket Internet GmbH as of and for the financial year ended December 31, 2011 (prepared in accordance with German GAAP)

Rocket Internet GmbH, Berlin

Balance Sheet as of December 31, 2011

	12/31/2011	12/31/2010
	€	€
Assets		
A. Fixed assets		
I. Intangible assets		
1. Concessions, industrial property rights and similar rights and assets and licenses in such rights and assets	44,855.00	36,507.00
	44,855.00	36,507.00
II. Property, plant and equipment		
1. Other equipment, operating and business equipment	242,855.00	184,414.29
	242,855.00	184,414.29
III. Financial assets		
1. Shares in affiliated companies	78,308,435.25	22,903,344.58
2. Participations	9,217,584.15	4,264,571.89
	87,526,019.40	27,167,916.47
	87,813,729.40	**27,388,837.76**
B. Current assets		
I. Inventories		
1. Work in process	225,620.61	79,553.06
	225,620.61	**79,553.06**
II. Receivables and other assets		
1. Trade receivables	41,414.28	549,874.59
2. Receivables from affiliated companies	94,520,569.08	48,813,709.88
3. Receivables from companies in which a participation is held	2,068,386.78	121,899.53
4. Other assets	1,833,714.39	7,174,897.48
	98,464,084.53	56,660,381.48
III. Cash in hand, bank balances	8,019,756.84	19,760,773.25
	106,709,461.98	**76,500,707.79**
C. Prepaid expenses	**3,175.80**	**3,315.97**
	194,526,367.18	**103,892,861.52**

	12/31/2011	12/31/2010
	€	€
Equity and Liabilities		
A. Equity capital		
I. Subscribed capital	28,301.00	28,301.00
II. Capital reserves	58,776,699.00	58,776,699.00
III. Profit/loss carried forward	40,539,327.20	−4,753,098.46
IV. Net income for the year	50,710,092.06	45,292,425.66
	150,054,419.26	**99,344,327.20**
B. Provisions		
1. Tax provisions	1,939,527.00	1,600,657.00
2. Other provisions	490,602.76	308,048.63
	2,430,129.76	**1,908,705.63**
C. Liabilities		
1. Trade payables	321,615.00	189,897.91
2. Liabilities to affiliated companies	41,196,752.02	2,107,164.36
3. Liabilities to companies in which a participation is held	0.00	181,708.89
4. Other liabilities	523,451.14	161,057.53
(thereof from taxes € 115,761.36; PY: € 145,294.62)		
(thereof resp. social security € 16,252.43; PY:€ 811.16)		
(thereof due in up to one year € 523,451.14; PY: € 161,057.53)		
	42,041,818.16	**2,639,828.69**
	194,526,367.18	**103,892,861.52**

Rocket Internet GmbH

Income Statement for the Period from January 1 through December 31, 2011

	2011		2010
	€	€	€
1. Sales revenues		6,745,554.92	5,415,597.02
2. Increase / decrease (-) in the finished goods and work in process inventory		146,067.55	73,345.88
3. Other operating income (thereof income from currency translation € 33.41; PY: € 1,981.41)		14,733,714.23	1,688,322.39
4. Cost of materials			
a) Cost of raw materials and supplies and of purchased merchandise	315,942.23		19,229.79
b) Cost of purchased services	63,321.60		0.00
		379,263.83	
5. Personnel expenses			
a) Wages and salaries	3,633,639.37		3,022,952.39
b) Social security and other pension costs (thereof retirement benefits € 16,480.38; PY: € 18,274.29)	660,373.26		524,728.19
		4,294,012.63	
6. Amortization/depreciation of intangible assets and of property, plant and equipment		130,920.01	57,494.38
7. Other operating expenses (thereof from currency translation € 31.60; PY: € 141.32)		2,883,037.97	2,937,401.51
8. Income from participations (thereof from affiliated companies € 37,632,462.86; PY: € 47,503,678.43)		39,583,821.63	48,132,619.23
9. Other interest and similar income (thereof from affiliated companies € 156,443.25; PY: € 55,860.00)		394,477.80	455,128.52
10. Write-down on financial assets		2,723,840.26	2,267,428.07
11. Profit/loss on ordinary activities		**51,192,561.43**	**46,935,778.71**
12. Taxes on income		482,469.37	1,643,353.05
13. Net income for the year		**50,710,092.06**	**45,292,425.66**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

as of December 31, 2011

Rocket Internet GmbH

GENERAL INFORMATION

Rocket Internet GmbH is a medium-sized corporation within the meaning of Section 267 (2) HGB.

The annual financial statements for the financial year under review were prepared in accordance with the provisions stipulated for merchants in the German Commercial Code (Section 242 et seqq. HGB) and the supplementary regulations for corporations (Section 264 et seqq. HGB). In addition to these regulations, the provisions of the German Limited Liability Companies Act (GmbHG) were observed.

The type of expenditure format pursuant to Section 275 (2) HGB was used to present the income statement.

In preparing the annual financial statements, the Company made use of size-dependent simplifications (Sections 276, 288 HGB).

ACCOUNTING AND VALUATION METHODS

The accounting and valuation methods applied comply with German Commercial Code provisions (Sections 238 to 263 HGB). In addition, the Company observed the supplementary provisions concerning the accounting and valuation methods to be applied by corporations.

Intangible assets acquired from third-parties are recognized at acquisition costs less scheduled straight-line amortization, to the extent that they were subject to wear and tear.

Property, plant and equipment are stated at acquisition or manufacturing costs net of scheduled straight-line depreciation (to the extent depreciable).

Scheduled amortization/depreciation is based on the respective assets' expected useful lives. The reported intangible assets are written down over a period of between 3 to 10 years. A useful life of between 3 to 13 years is assumed with respect to operating and business equipment.

Movable fixed assets with acquisition costs of more than € 150 but not exceeding € 1,000 were included in a collective item for the years from 2008 to 2010. The assets were written down over five years on a pro rata temporis basis.

In 2011, movable fixed assets involving values of up to € 410 were written off in full in the year of acquisition.

Shares in affiliated companies and long-term equity investments are stated at acquisition costs or the lower fair value.

Work in process is recognized at manufacturing costs taking loss-free valuation into account. The manufacturing costs include the minimum components as prescribed under Section 255 (2) HGB and mainly relate to personnel expenses.

Receivables and other assets are generally stated at nominal values unless valuation adjustments are required to be reported.

Liquid assets are reported at nominal amounts.

Prepaid expenses include payments that represent expenses for a specified period after the balance sheet date.

Provisions were stated at the settlement amount necessary when applying sound business judgment. Liabilities were reported at the respective settlement amounts.

As a general rule, foreign currency transactions are stated at the historical rate applicable at the time of initial recognition. Balance sheet items are measured at the balance sheet date as follows:

Long-term foreign currency receivables are stated using the currency selling rate applying at the data of origin of the receivable or the lower fair value, using the spot exchange middle rate prevailing on the reporting date (principle of imparity). Short-term foreign currency receivables (with a remaining term of one year or less) and liquid assets or other short-term foreign currency assets are translated using the spot exchange middle rate applicable on the balance sheet date.

Long-term foreign currency liabilities are stated using the currency buying rate applying at the date of origin of the liability or the higher reporting date value, using the spot exchange middle rate applicable on the reporting date (principle of imparity). Short-term foreign currency liabilities (with a remaining term of one year or less) are translated using the spot exchange middle rate applicable on the balance sheet date.

Deferred taxes are recognized to account for differences in the commercial balance sheet and tax balance sheet items to the extent that these are expected to reverse in later financial years. Deferred tax assets are also set up to account for any existing corporation and trade tax losses carried forward, to the extent that the netting of losses is to be expected within the next five years. Deferred tax assets and deferred tax liabilities are netted.

In the event of an asset surplus of deferred taxes as at the balance sheet date, the capitalization option pursuant to Section 274 (1) Clause 2 HGB is not exercised.

NOTES TO INDIVIDUAL BALANCE SHEET ITEMS

The development and classification of individual fixed asset items are presented in the schedule of fixed assets which also provides disclosure of amortization/depreciation during the financial year.

The receivables' maturities are shown in the following schedule of receivables (prior-year values are presented in brackets):

	Total	up to 1 year	1 to 5 years	more than 5 years
	€	€	€	€
Trade receivables	41,414.28 (549,874.59)	41,414.28 (549,874.59)	0.00	0.00
Receivables from affiliated companies	94,520,569.08 (48,813,709.88)	94,520,569.08 (48,813,709.88)	0.00	0.00
Receivables from companies in which an equity investment is held	2,068,386.78 (121,899.53)	2,068,386.78 (121,899.53)	0.00	0.00
Other assets	1,833,714.39 (7,174,897.48)	1,833,714.39 (7,174,897.48)	0.00	0.00
Total	**98,464,084.53** **(56,660,381.48)**	**98,464,084.53** **(56,660,381.48)**	**0.00**	**0.00**

The receivables from affiliated companies and equity holdings largely concern claims to investment income.

The liabilities' maturities are shown in the following schedule of liabilities (prior-year values are presented in brackets):

Liabilities/residual term	Total	up to 1 year	1 to 5 years	more than 5 years
	€	€	€	€
Trade payables	321,651.00 (189,897.91)	321,651.00 (189,897.91)	0.00	0.00
Liabilities to affiliated companies	41,196,752.02 (2,107,164.36)	41,196,752.02 (2,107,164.36)	0.00	0.00
Liabilities to companies in which an equity investment is held	0.00 (181,708.89)	0.00 (181,708.89)	0.00	0.00
Other liabilities	523,451.14 (161,057.53)	523,451.14 (161,057.53)	0.00	0.00
Total	**42,041,854.16** **(2,639,828.69)**	**42,041,854.16** **(2,639,828.69)**	**0.00**	**0.00**

The liabilities to affiliated companies include liabilities to shareholders in the amount of € 5,793.35. Liabilities to affiliated companies and equity holdings mainly concern loan liabilities.

CONTINGENCIES

The following contingencies in terms of Section 251 HGB that were not reported in the balance sheet existed as of the reporting date:

Contingency	Total	thereof to affiliated companies	thereof collateralized by real estate liens or other collateral
	in €	in €	in €
Rental guarantee	140,000.00	140,000.00	0.00
Total	**140,000.00**	**140,000.00**	**0.00**

We consider the probability of utilization of the rental guarantees to be low. We do not have any discernible indications that would necessitate a different assessment.

In addition, the Company states the following payment obligations in terms of Section 285 HGB as of the reporting date:

Contingency	Total	thereof to affiliated companies	thereof collateralized by real estate liens or other collateral
	in €	in €	in €
Payment obligation	1,250,380.46	1,250,380.46	0.00
Total	**1,250,380.46**	**1,250,380.46**	**0.00**

NOTES TO INDIVIDUAL INCOME STATEMENT ITEMS

Profit/loss on ordinary activities and the extraordinary result were impacted negatively by taxes on income in the amount of € 482,469.37 in the financial year under review.

Off-period income amounted to T€ 1 and off-period expenses came to T€ 4. Non-scheduled depreciation in the amount of € 2,723,840.26 is due to permanent impairment of financial assets.

LIST OF SHAREHOLDINGS

The Company holds at least 20% of the shares in the following companies:

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
Toptarif Internet GmbH	Berlin	31.89%	12/31/2011	325,024.62	−1,827,066.30
Tuningsuche GmbH	Munich	20.20%	12/31/2011	74,523.87	13,101.13
Goodbeans GmbH	Berlin	33.95%	12/31/2011	748,275.03	−63,796.46
Arztplatz GmbH i.L.	Munich	100.00%	12/31/2011	−72,104.73	−5,519.83
Jupiter Internet GmbH i.L.	Munich	73.38%	12/31/2011	136,685.15	−30,189.46
Besser Betreut GmbH	Berlin	44.34%	12/31/2011	452,561.44	189,013.12
Netzoptiker GmbH	Limburg a.d.L.	43.52%	12/31/2011	1,093,957.62	−809,428.33
Classmarkets GmbH	Berlin	52.84%	12/31/2011	503,404.25	−39,330.49
ecards and more GmbH	Berlin	63.46%	12/31/2011	195,295.01	−34,176.37
Zalando GmbH	Berlin	52.49%	12/31/2011	110,580,194.80	−56,515,598.78
R2 International Internet GmbH	Berlin	59.22%	12/31/2011	1,888,246.89	−4,593.01
Affinitas GmbH	Berlin	33.46%	12/31/2011	−2,955,306.83	−9,223,493.95
Jade 882. GmbH i.l.	Berlin	91.00%	12/31/2011	13,896.53	−3,909.48
Jade 904. GmbH i.l.	Berlin	91.50%	12/31/2011	14,324.54	−3,881.62
Upside Shopping GmbH	Berlin	47.60%	Founded in 2009, annual financial statements are not available		
webpotentials GmbH	Berlin	45.16%	12/31/2011	370,735.36	226,626.78
Comparamor GmbH	Berlin	44.66%	12/31/2011	28,544.26	2,832.46

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
Home 24 GmbH	Berlin	40.87%	12/31/2011	14,864,986.99	−9,525,828.45
Plinga GmbH	Berlin	40.94%	12/31/2011	1,472,241.60	−665,152.82
fashion4home GmbH	Berlin	27.70%	12/31/2011	6,150,780.03	−1,247,500.78
Jade 940. GmbH	Berlin	100.00%	12/31/2011	16,181.64	−2,934.93
Billpay GmbH	Berlin	54.55%	12/31/2011	425,631.42	−1,107,287.67
CD-Rocket Holding UG (with limited liability) & Co. Beteiligungs KG	Berlin	100.00%	12/31/2011	1,888,124.50	37,213,340.29
CD-Rocket Holding UG (with limited liability)	Berlin	100.00%	12/31/2011	−854.48	−1,821.70
CityDeal Management I GmbH	Berlin	66.60%	12/31/2011	5,280,466.96	1,621,501.10
CityDeal Management UG	Berlin	100.00%	12/31/2011	−2,876.84	−1,382.57
CityDeal Management II UG	Berlin	100.00%	12/31/2011	4,363.00	−1,648.80
Bigfoot GmbH	Berlin	55.24%	12/31/2011	83,525,587.13	−8,092,290.19
Jade 1085. GmbH	Berlin	100.00%	12/31/2011	75,705,31	52,806.79
International Rocket GmbH & Co. KG	Berlin	100.00%	12/31/2011	129,635.90	−29,018.68
GP Management Limited	Malta	99.92%	12/31/2011	−2,935.00	−3,175.00
VRB GmbH & Co. B-98 (achtundneunzig) KG	Berlin	100.00%	12/31/2011	−11,331.61	−9,602.61
VRB GmbH & Co. B-101 (einhunderteins) KG	Berlin	100.00%	12/31/2011	−4,391.42	−4,491,42
Moto GmbH	Hamburg	23.41%	12/31/2011	1,148,212.49	−851,024.54
Beauty Trend Holding GmbH	Berlin	57.53%	12/31/2011	8,877,000.00	−656,000.00
Wimdu GmbH	Berlin	62.23%	12/31/2011	22,958,408.26	−15,068,337.74
Jade 1159. GmbH	Berlin	73.75%	12/31/2011	2,576,558.86	−195,691.14
Jade 1158. GmbH	Berlin	77.45%	12/31/2011	7,025,847.78	847.78
Bambino 55. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	−2,664.61	−3,164.61
Bambino 53. V V UG (with limited liability)	Berlin	100.00%	12/31/2010	500.00	0.00
Jade 1145. GmbH	Berlin	80.08%	12/31/2011	23,830.01	−1,169.99
Bambino 50. V V UG (with limited liability)	Berlin	100.00%	12/31/2010	500.00	0.00
Bambino 52. V V UG (with limited liability)	Berlin	100.00%	12/31/2011	−3,862.09	−4,362.09
Bambino 54. V V UG (with limited liability)	Berlin	100.00%	12/31/2010	500.00	0.00
Jade 1218. GmbH	Berlin	80.22%	12/31/2011	5,506,815.52	−14,747.48
Jade 1216. GmbH	Berlin	68.75%	12/31/2011	2,758,532.89	−16,467.11
Jade 1217. GmbH	Berlin	88.56%	12/31/2011	2,550,618.56	−224,381.44
GG Fun Limited	Malta	99.00%	12/31/2011	−16,813.00	−17,053.00
Jade 1221. GmbH	Berlin	80.22%	12/31/2011	5,511,596.56	−9,966.44
Jade 1183. GmbH	Berlin	100.00%	12/31/2011	21,995.00	−3,005.00
Jade 1229. GmbH	Berlin	76.31%	12/31/2011	2,059.94	−22,940.06
Jade 1231. GmbH	Berlin	100.00%	12/31/2011	23,190.90	−1,809.10
Jade 1232. GmbH	Berlin	100.00%	12/31/2011	23,042.56	−1,957.44
Jade 1234. GmbH	Berlin	100.00%	12/31/2011	22,999.59	−2,000.41
Jade 1236. GmbH	Berlin	100.00%	12/31/2011	23,341.04	−1,658.96
Jade 1237. GmbH	Berlin	100.00%	12/31/2011	23,347.39	−1,652.61
Jade 1238. GmbH	Berlin	99.50%	12/31/2011	5,517,091.34	−2,844.66
SPV-6 Furniture Services GmbH	Berlin	84.86%	12/31/2011	5,515,231,19	248.19
Jade 1240. GmbH	Berlin	84.44%	12/31/2011	2,767,818.37	−2,228.63

Name	Registered head office	Share	Most recent annual financial statements available	Equity capital	Profit/loss
Jade 1241. GmbH	Berlin	100.00%	12/31/2011	23,693.90	−1,306.10
Jade 1242. GmbH	Berlin	100.00%	12/31/2011	23,513.85	−1,486.15
Jade 1246. GmbH	Berlin	79.36%	12/31/2011	17,682.43	−7,317.57
Brillant 1253. GmbH	Berlin	100.00%	12/31/2011	22,311.99	−2,688.01
Jade 1223. GmbH	Berlin	84.51%	12/31/2011	5,512,971.20	−6,995.80
SPV-5 Furniture Services GmbH	Berlin	78.85%	12/31/2011	5,507,710.49	−11,473.51
Brillant 1259. GmbH	Berlin	100.00%	12/31/2011	2,774,455.49	−944.51
Brillant 1261. GmbH	Berlin	84.44%	12/31/2011	2,770,432.38	−4,567.62
Brillant 1262. GmbH	Berlin	80.29%	12/31/2011	2,777,524.34	2,524.34
Brillant 1260. GmbH	Berlin	75.42%	12/31/2011	5,508,370.97	−11,565.03
Jade 1279. GmbH	Berlin	100.00%	12/31/2011	23,853.00	−1,147.00
Jade 1290. GmbH	Berlin	63.88%	12/31/2011	7,425,158.00	−217,730.15
Jade 1297. GmbH	Berlin	82.14%	12/31/2011	13,774,186.52	−1,415.79
SPV-3 Furniture Services GmbH	Berlin	86.31%	12/31/2011	23,721.20	−1,278.80
Jade 1265. GmbH	Berlin	100.00%	12/31/2011	13,655.68	−11,344.32
SPV-7 Furniture Services GmbH	Berlin	86.74%	12/31/2011	2,768,316.03	−6,683.97
Mondstein 284. GmbH	Munich	32.23%	12/31/2011	10,506.47	−14,493.53
Pinspire GmbH	Berlin	88.12%	12/31/2011	2,322,264.29	−452,110.71
HelloFresh GmbH	Berlin	59.52%	12/31/2011	2,412,890.16	−112,920.12
Rocket Internet Munich GmbH	Berlin	100.00%	12/31/2011	24,167.00	−833.00
Jade 1317. GmbH	Berlin	91.97%	12/31/2011	46,900.50	−864.50
Jade 1318. GmbH	Berlin	62.88%	12/31/2011	23,967.25	−1,032.75
Jade 1319. GmbH	Berlin	100.00%	12/31/2011	24,140.50	−859,50
Jade 1356. GmbH	Berlin	100.00%	12/31/2011	24,158.79	−841,21
Jade 1357. GmbH	Berlin	100.00%	12/31/2011	24,158.79	−841.21
Jade 1358. GmbH	Berlin	100.00%	12/31/2011	24,158.79	−841.21
Jade 1359. GmbH	Berlin	100.00%	12/31/2011	24,158.79	−841.21
Jade 1360. GmbH	Berlin	100.00%	12/31/2011	24,191.79	−808.21
SPV-4 Furniture Services GmbH	Berlin	100.00%	12/31/2011	20,331.65	−4,668.35
				GBP	GBP
Sigma Response Share Kapital		31.57%	06/30/2011	1,574,000.00	3,562,000.00

APPROPRIATION OF PROFIT/LOSS

In agreement with the shareholders, Management proposes that the

Net income for the year be used as follows:	€50,710,092.06
Carryforward to new accounting periods	€50,710,092.06

OTHER DISCLOSURES

Parent company

In accordance with Section 285 No. 14 HGB, the name and registered head office of the parent company is as follows:

European Founders Fund GmbH
Luisenstraße 14
80331 Munich

Employees

The Company's number of staff in terms of Section 267 (5) HGB is 67 (prior year: 58).

Managing Directors

Last name	First name	Position held
Jeschke	Arnt	Managing Director
Horstmann	Uwe	Managing Director (until June 30, 2011)
Dr. Heinemann	Florian	Managing Director (January 29, 2010 through March 31, 2012)
Weiß	Christian	Managing Director (October 16, 2010 through December 8, 2011)
Kudlich	Alexander	Managing Director (from September 1, 2011)
Dr. Bruder	Johannes	Managing Director (from May 9, 2012)
Wilmking	Jan	Managing Director (from March 1, 2013)

The Company makes use of the statutory regulations which permit non-disclosure of the Managing Directors' remuneration as only three Managing Directors receive remuneration from the Company.

Berlin, August 21, 2013

Dr. Johanes Bruder

Arnt Jeschke

Alexander Kudlich

Jan Wilmking

Rocket Internet GmbH, Berlin

Schedule of Fixed Assets 2011

Designation	Historic. acquitions/ manufacturing.costs	Additions during financial year	Disposals during financial year	Write-ups during financial year	Accumulated amortiz./ depreciation	Book value 12/31/2011	Book value 01/01/2011	Amort./deprec. during financial year
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
A. Fixed assets								
I. Intangible assets								
1. Acquired concessions, industrial property rights and similar rights and assets and licenses in such rights and assets	59,609.19	22,154.60	163.00	0.00	36,745.79	44,855.00	36,507.00	13,643.60
Sub total	**59,609.19**	**22,154.60**	**163.00**	**0.00**	**36,745.79**	**44,855.00**	**36,507.00**	**13,643.60**
II. Property, plant and equipment								
1. Other equipment, operating and business equipment	286,902.82	196,517.82	20,801.00	0.00	219,764.64	242,855.00	184,414.29	117,276.41
Sub total	**286,902.82**	**196,517.82**	**20,801.00**	**0.00**	**219,764.64**	**242,855.00**	**184,414.29**	**117,276.41**
III. Financial assets								
1. Shares in affiliated companies	24,096,937.82	58,394,122.64	296,152.10	20,922.47	3,907,395.58	78,308,435.25	22,903,344.58	2,713,802.34
2. Participations	6,757,213.26	5,163,881.61	206,259.13	0.00	2,497,251.59	9,217,584.15	4,264,571.89	10,037.92
Sub total	**30,854,151.08**	**63,558,004.25**	**502,411.23**	**20,922.47**	**6,404,647.17**	**87,526,019.40**	**27,167,916.47**	**2,723,840.26**
Total	**31,200,663.09**	**63,776,676.67**	**523,375.23**	**20,922.47**	**6,661,157.60**	**87,813,729.40**	**27,388,837.76**	**2,854,760.27**

The following auditor's report *(Bestätigungsvermerk)* has been issued in accordance with § 322 German Commercial Code *(Handelsgesetzbuch)* on the annual financial statements and the management report *(Lagebericht)* of Rocket Internet GmbH, Berlin as of and for the fiscal year ended December 31, 2011. The management report is neither included nor incorporated by reference in this Prospectus.

Auditor's Report

We audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system and the management report of Rocket Internet GmbH, Berlin, for the business year from January 1, 2011 through December 31, 2011. Maintenance of the books and records and the preparation of the annual financial statements and management report in accordance with German commercial law are the responsibility of the Company's Managing Directors. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system and the management report, based on our audit.

We conducted our audit of the annual financial statements in accordance with Section 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with [German] principles of proper accounting and in the management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Company's Managing Directors as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion and based on the findings of our audit, the annual financial statements comply with the legal provisions and provide a true and fair view of the net assets, financial position and results of operations of the Company in accordance with [German] principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Berlin, August 21, 2013

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Angelika Kraus	pp. Katharina Woythe
Wirtschaftsprüferin	Wirtschaftsprüferin
(German Public Auditor)	(German Public Auditor)

Additional Unconsolidated Information of Rocket Internet AG
(formerly Rocket Internet GmbH)
for the financial year ended December 31, 2012
(prepared in accordance with German GAAP)

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Statement of changes in equity for the financial year 2012

	Subscribed capital	Capital reserves	Earned equity	Equity
	EUR	EUR	EUR	EUR
31 December 2010	**28,301**	**58,776,699**	**40,539,327**	**99,344,327**
Net income			50,710,092	50,710,092
31 December 2011	**28,301**	**58,776,699**	**91,249,419**	**150,054,419**
Proceeds from issue of shares	75,085	153,324,916		153,400,001
Withdrawals from capital reserve		−1,409,858	1,409,858	0
Advance dividends			−470,787,707	−470,787,707
Net income			378,128,430	378,128,430
31 December 2012	**103,386**	**210,691,757**	**0**	**210,795,143**

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Cash flow statement for the financial year 2012

		1 Jan - 31 Dec 2012	1 Jan - 31 Dec 2011
		EUR	EUR
	Net income	378,128,430	50,710,092
+/–	Amortization, depreciation and write-downs / write-ups of fixed assets	3,454,439	2,833,838
+/–	Increase / decrease in provisions	4,758,841	521,424
+/–	Other non-cash expenses / income	−52,891,031	121,000
–/+	Gain / loss on disposals of fixed assets	−175,562,477	−14,519,651
–/+	Increase / decrease in inventories, trade receivables and other assets	74,190,141	−38,619,760
+/–	Increase / decrease in trade payables and other liabilities	5,372,867	680,386
=	**Cash flow from operating activities**	**237,451,210**	**1,727,329**
+	Cash received from disposals of property, plant and equipment	14,136	23,859
–	Cash paid for investments in property, plant and equipment	−989,242	−196,518
+	Cash received from disposals of intangible assets	0	271
–	Cash paid for investments in intangible assets	−89,584	−22,155
+	Cash received from disposals of fixed financial assets	175,654,538	13,161,196
–	Cash paid for investments in fixed financial assets	−14,664,121	−65,564,156
+	Cash received in connection with short-term financial management of cash investments	60,415,509	18,320,962
–	Cash paid in connection with short-term financial management of cash investments	−63,386,910	−20,112,059
=	**Cash flow from investing activities**	**156,954,326**	**−54,388,600**
+	Cash received from equity contributions (capital increase)	153,400,001	0
–	Cash paid to shareholders (advance dividends)	−414,206,769	0
+	Cash received from loans	50,800,000	40,920,255
–	Repayments of loans	−91,300,000	0
=	**Cash flow from financing activities**	**−301,306,768**	**40,920,255**
	Change in cash and cash equivalents	93,098,768	−11,741,016
+	Cash and cash equivalents at the beginning of the period	8,019,757	19,760,773
=	**Cash and cash equivalents at the end of the period**	**101,118,525**	**8,019,757**

Auditor's Report

To Rocket Internet AG (formerly Rocket Internet GmbH):

We have audited the statement of changes in equity and the cash flow statement for the financial year 2012 derived by Rocket Internet AG from the annual financial statements for the financial year 2012 as well as from the underlying bookkeeping system. The statement of changes in equity and the cash flow statement supplement the annual financial statements of Rocket Internet AG for the financial year 2012 prepared on the basis of German commercial law provisions.

The preparation of the statement of changes in equity and the cash flow statement for the financial year 2012 in accordance with German commercial law provisions is the responsibility of the company's legal representatives.

Our responsibility is to express, based on the audit performed by us, an opinion as to whether the statement of changes in equity and the cash flow statement for the financial year 2012 have been properly derived from the annual financial statements for the financial year 2012 as well as from the underlying bookkeeping system in accordance with German commercial law provisions. The subject matter of this engagement did not include the audit of the underlying annual financial statements as well as the underlying bookkeeping system.

We have planned and performed our audit in compliance with the IDW Auditing Practice Statement: Audit of Additional Elements of Financial Statements (IDW AuPS 9.960.2) such that any material errors in the derivation of the statement of changes in equity and the cash flow statement from the annual financial statements as well as the underlying bookkeeping system are detected with reasonable assurance.

In our opinion, which is based on the findings obtained during the audit, the statement of changes in equity and the cash flow statement for the financial year 2012 have been properly derived from the annual financial statements for the financial year 2012 as well as the underlying bookkeeping system in accordance with German commercial law provisions.

Berlin, July 23, 2014

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Angelika Kraus Wirtschaftsprüferin (German Public Auditor)	pp. Katharina Woythe Wirtschaftsprüferin (German Public Auditor)

Additional Unconsolidated Information of Rocket Internet AG
(formerly Rocket Internet GmbH)
for the financial year ended December 31, 2011
(prepared in accordance with German GAAP)

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Statement of changes in equity for the financial year 2011

	Subscribed capital	Capital reserves	Earned equity	Equity
	EUR	EUR	EUR	EUR
31 December 2009	**25,000**	**22,380,000**	**−4,753,098**	**17,651,902**
Proceeds from issue of shares	3,301	36,396,699		36,400,000
Net income			45,292,425	45,292,425
31 December 2010	**28,301**	**58,776,699**	**40,539,327**	**99,344,327**
Net income			50,710,092	50,710,092
31 December 2011	**28,301**	**58,776,699**	**91,249,419**	**150,054,419**

Rocket Internet AG, Berlin (formerly Rocket Internet GmbH)

Cash flow statement for the financial year 2011

		1 Jan - 31 Dec 2011	1 Jan - 31 Dec 2010
		EUR	EUR
	Net income	50,710,092	45,292,425
+/–	Amortization, depreciation and write-downs / write-ups of fixed assets	2,833,838	2,324,922
+/–	Increase / decrease in provisions	521,424	1,692,734
+/–	Other non-cash expenses / income	121,000	600,342
–/+	Gain / loss on disposals of fixed assets	− 14,519,651	− 1,068,244
–/+	Increase / decrease in inventories, trade receivables and other assets	− 38,619,760	− 48,522,612
+/–	Increase / decrease in trade payables and other liabilities	680,386	− 11,437
=	**Cash flow from operating activities**	**1,727,329**	**308,130**
+	Cash received from disposals of property, plant and equipment	23,859	8,936
–	Cash paid for investments in property, plant and equipment	− 196,518	− 112,024
+	Cash received from disposals of intangible assets	271	0
–	Cash paid for investments in intangible assets	− 22,155	− 10,144
+	Cash received from disposals of fixed financial assets	13,161,196	2,033,943
–	Cash paid for investments in fixed financial assets	− 65,564,156	− 11,889,753
+	Cash received in connection with short-term financial management of cash investments	18,320,962	8,170,000
–	Cash paid in connection with short-term financial management of cash investments	− 20,112,059	− 15,453,205
=	**Cash flow from investing activities**	**− 54,388,600**	**− 17,252,247**
+	Cash received from equity contributions (capital increase)	0	36,400,000
+	Cash received from loans	40,920,255	0
=	**Cash flow from financing activities**	**40,920,255**	**36,400,000**
	Change in cash and cash equivalents	− 11,741,016	19,455,883
+	Cash and cash equivalents at the beginning of the period	19,760,773	304,890
=	**Cash and cash equivalents at the end of the period**	**8,019,757**	**19,760,773**

Auditor's Report

To Rocket Internet AG (formerly Rocket Internet GmbH):

We have audited the statement of changes in equity and the cash flow statement for the financial year 2011 derived by Rocket Internet AG from the annual financial statements for the financial year 2011 as well as from the underlying bookkeeping system. The statement of changes in equity and the cash flow statement supplement the annual financial statements of Rocket Internet AG for the financial year 2011 prepared on the basis of German commercial law provisions.

The preparation of the statement of changes in equity and the cash flow statement for the financial year 2011 in accordance with German commercial law provisions is the responsibility of the company's legal representatives.

Our responsibility is to express, based on the audit performed by us, an opinion as to whether the statement of changes in equity and the cash flow statement for the financial year 2011 have been properly derived from the annual financial statements for the financial year 2011 as well as from the underlying bookkeeping system in accordance with German commercial law provisions. The subject matter of this engagement did not include the audit of the underlying annual financial statements as well as the underlying bookkeeping system.

We have planned and performed our audit in compliance with the IDW Auditing Practice Statement: Audit of Additional Elements of Financial Statements (IDW AuPS 9.960.2) such that any material errors in the derivation of the statement of changes in equity and the cash flow statement from the annual financial statements as well as the underlying bookkeeping system are detected with reasonable assurance.

In our opinion, which is based on the findings obtained during the audit, the statement of changes in equity and the cash flow statement for the financial year 2011 have been properly derived from the annual financial statements for the financial year 2011 as well as the underlying bookkeeping system in accordance with German commercial law provisions.

Berlin, July 23, 2014

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Angelika Kraus
Wirtschaftsprüferin
(German Public Auditor)

pp. Katharina Woythe
Wirtschaftsprüferin
(German Public Auditor)

GLOSSARY

Access Industries	The Access Industries group of companies, which includes AI European Holdings S.à r.l., AI Linio Holdings LLC, AI Zencap Holdings LLC and AI Lendico Holdings LLC.
Africa	The geographic region extending as far north as Tunisia, as far south as South Africa, as far west as Senegal, as far east as Madagascar and including Egypt.
Alice	Rocket Internet's proprietary technology platform used by all of Rocket Internet's e-commerce companies.
Amortization	A method used to prorate the cost of an asset to the asset's life. Amortization primarily refers to concessions, industrial property rights and similar rights and assets, as well as licenses in such rights and assets.
API	Application programming interface; a tool in computer programming which dictates how software components interact with each other.
Asia Pacific	The geographic region encompassing Southeast Asia, as well as Australia, Bangladesh, Bhutan, Hong Kong, Japan, Maldives, Mongolia, Nepal, Pakistan, South Korea and Taiwan.
BaFin	German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*).
Beneficial ownership stakes	An interest in a company which allows the holder an ability to either directly or indirectly influence decisions of the company.
Business-to-business	A commerce transaction between businesses, such as between a manufacturer and a wholesaler, or between a wholesaler and a retailer.
Business-to-consumer	A commerce transaction in which a business or individual interacts with and sells directly to the end consumer.
CAC	See customer acquisition cost.
CAGR	Compounded Annual Growth Rate; the year-over-year growth rate of an investment over a specified period of time. The compound annual growth rate is calculated by taking the nth root of the total percentage growth rate, where n is the number of years in the period being considered.
Cash flow	A financial measure that represents the net inflow of liquid funds during a particular period resulting from sales and other current business activities.
CIS	The Commonwealth of Independent States.
CLV	Customer lifetime value is the gross profit less fulfillment costs attributable to a particular customer cohort, the members of which were all acquired during a specific period of time, since the acquisition of such customers.
Concepts	Rocket Internet's companies which are currently in the process of being launched or in the seed financing stage. This category includes, among others, the following companies: EatFirst, Spaceways, Shopwings, Spotcap and Tripda.
Consolidation method	An accounting method for companies which the Issuer controls. Whether or not the Issuer controls a company depends on an evaluation of a number of factors, including, among others, representation on the company's board of directors and the voting and other rights of other investors (minority shareholders) including their participation in significant decisions made in the ordinary course of business (e.g. approval of the annual operating budget), as well as the Issuer's ownership level of the outstanding voting rights of the company. Generally the consolidation method is applied to companies in which the Issuer directly or indirectly holds more than 50% of the outstanding voting rights. Under this method, the company's results of operations are included in the Issuer's consolidated financial statements.

Conversion rate	Number of orders divided by the number of visits on a retail website.
Cost method	An accounting method for companies in which the Issuer does not include its share of the earnings or losses of these companies in its consolidated financial statements and therefore only affects the Group consolidated results of operations only if a dividend distribution is made, the fair value of the company falls below the historical cost recorded on the balance sheet or an investment is disposed of.
Crowdsourcing	In the Issuer's context, this is the process in which local platform changes made by individual companies can be easily incorporated into the core platform, allowing the benefits of these developments to be rapidly distributed across the Issuer's network of companies.
CRM	Customer relationship management; tools and data warehouses designed to enhance the customer relationship.
Customer acquisition cost, CAC	A business metric showing the costs incurred by a company to convince a potential customer to buy a product or service, including the website costs as well as the costs involved in research and marketing.
Consumer-to-consumer	A commerce transaction in which customers engage each other in transactions using a third-party company as an intermediary. For example, the company creates a market place for customers to buy and sell goods.
D&O	The Issuer's directors and officers.
D&O Insurance	Directors and Officers Liability Insurance; the liability insurance payable to the directors and officers of a company, as indemnification for certain damages or advancement of defense costs in the event any such insured suffers such a loss as a result of a legal action (whether criminal, civil, or administrative) brought for alleged wrongful acts in their capacity as directors and officers or against the organization.
de minimis	Too trivial or minor to merit consideration.
Depreciation	A method used to prorate the cost of an asset to the asset's life, mainly relating to write-downs of hardware, office and IT equipment
EBIT	Earnings before interest and taxes; financial performance indicator.
EBITDA	Earnings before interest, taxes and certain depreciation and amortization; financial performance indicator.
E-commerce	Electronic commerce, commonly known as e-commerce; Rocket Internet's sector that engages in fashion retail, general merchandise retail, home and living and office supply. Also refers generally to the trading of products or services conducted via computer networks such as the Internet, typically using the World Wide Web at least at one point in the transaction's life-cycle, although it may encompass a wider range of technologies such as e-mail, mobile devices, social media and telephones.
E-commerce penetration	Online retail sales as percent of total retail sales.
Elements	Summaries are made up of disclosure requirements known as elements.
Emerging stars	Rocket Internet's companies that have achieved a significant size beyond the seed financing stage, generate revenue and show high revenue growth potential. They are typically smaller than proven winners. Specifically, emerging stars refers to: Wimdu, foodpanda, Helpling, Lendico, Zencap, PAYMILL, CupoNation, FabFurnish and Zanui.
Entry Standard	A sub-segment of the non-regulated market segment (Open Market – *Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).
Equity method	An accounting method for companies whose results the Issuer does not consolidate, but over whom the Issuer exercises significant influence. Under this method, a company's net income is not included in the Group

consolidated income statement; however, the Group share of the earnings or losses of the company is reflected in the line item "Income/loss from associated companies" in the Group consolidated income statement. On the Group balance sheet, the Issuer's investments in companies accounted for at equity are reported as "Equity investments in associates". These investments are initially recorded at cost and are subsequently adjusted to reflect the Group's share of the net profit or loss of the associate.

EU .... European Union.

Euro, EUR and € .... The legal currency of the euro area counties for the economic and monetary union of the EU, including Germany and Luxembourg.

Fair value .... Valuation according to IFRS, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial technology, fintech ..... Rocket Internet's sector that is focused on bringing together borrowers and lenders in regions and segments that are underserved by traditional banks to provide loans as well as online and mobile payment services.

FTEs .... Full-time equivalents.

GDP .... Gross domestic product.

German GAAP .... Accounting rules and standards set forth by the German Generally Accepted Accounting Principles.

GFG .... Global Founders GmbH (formerly European Founders Fund GmbH); one of the Issuer's existing shareholders.

Greenshoe Option .... An option that the Issuer has granted to the Underwriters, which allows them to acquire the Over-Allotment shares at the offer price less agreed commissions.

Group .... The Issuer and the legal entities that are fully consolidated in the Issuer's consolidated financial statements.

Holtzbrinck .... Holtzbrink Ventures and its affiliates.

Holtzbrinck Ventures .... HV Holtzbrinck Ventures Fund IV LP, Holtzbrinck Ventures NM GmbH & Co. KG and HV Holtzbrinck Ventures Fund V GmbH & Co. KG.

Human resources .... Organization function responsible for recruiting and benefits administration.

IFRS .... International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the EU.

Intermediate holding companies .... Bigfoot GmbH, BGN Brillant Services GmbH and TIN Brillant Services GmbH.

Internet penetration .... The percentage of a country or region's population who use a device to access the Internet.

Internet Retail .... Sales of consumer goods to the general public via the Internet. Consumers purchase goods online through web platforms. Sales data are attributed to the country where the consumer is based rather than where the retailer is based. Internet retailing also includes orders placed through the web for which payment is then made through a store card, an online, credit account subsequent to delivery, or delivery of the product. Includes mobile retailing commerce. Internet retailing excludes sales of products generated over consumer-to-consumer sales sites, such as Kaymu.

ISIN .... International Securities Identification Number.

Issuer .... Rocket Internet AG.

IT .... Information technology.

Joint Bookrunners .... The Joint Global Coordinators together with Citigroup Global Markets Limited, Merrill Lynch International (acting under the marketing name BofA Merrill Lynch) and UBS Limited.

Joint Global Coordinators .... Joh. Berenberg, Gossler & Co. KG, J.P. Morgan Securities plc and Morgan Stanley Bank AG.

Kinnevik .... Investment AB Kinnevik; one of the Issuer's existing shareholders through its affiliate Emesco.

Key performance indicator(s) .... A type of performance measurement which a company uses to evaluate its success, or to evaluate the success of a particular activity in which it is engaged.

Latin America .... The geographic region extending as far north as Mexico and as far south as Chile and including Haiti and the Dominican Republic.

Latin America Internet Group or LIG .... MKC Brillant Services GmbH.

LPV .... Last Portfolio Value (LPV) represents the latest third party valuation (including a financing round of Lamoda, solely subscribed by its majority owner Bigfoot I, which resulted in a substantially higher valuation of Lamoda), secondary transactions or, with respect to some of the stakes in the categories strategic participations and other investments, the values assigned to them in connection with their contribution to the Issuer, including distributions. Analysis disregards liquidation preferences; intermediate holdings (Bigfoot, Bigfoot II, BigCommerce) have been included using their sum-of-the-parts valuation as opposed to the latest holding third party funding round valuation. The LPVs are unaudited numbers that were calculated based on accounting and controlling records of the Issuer.

MEIG .... Middle East Internet Holding S.à r.l.

Middle East .... The geographic region extending as far north as Iraq, as far south as Yemen, as far west as Israel, and as far east as Afghanistan.

Millicom .... Millicom International Cellular S.A.

MTN .... Mobile Telephone Networks Holdings (Pty) Limited.

New Shares .... The newly issued ordinary bearer shares with no-par value (*Stückaktien)* from a capital increase against contributions in cash expected to be resolved by the Issuer's Management Board on October 6, 2014, to be approved by a committee of the Issuer's Supervisory Board on the same day, utilizing the authorized capital resolved by an extraordinary shareholders' meeting on August 22, 2014 under exclusion of the subscription rights of existing shareholders of the Issuer.

Nico .... Rocket Internet's proprietary technology platform used by certain companies in Rocket Internet's marketplace sector.

NPS .... Net Promoter Score; a customer loyalty metric ranging from -100 to 100 that measures the willingness of customers to recommend a company's products or services to others. It is used as a proxy for gauging the customer's overall satisfaction with a company's product or service and the customer's loyalty to the brand.

Offer Shares .... The aggregate of New Shares and Over-Allotment shares.

Over-Allotment .... Under possible stabilization measures, investors may, in addition to New Shares being offered, be allocated 4,941,176 additional shares from GFG's holdings as part of the allocation of shares to be placed.

Payment method(s) .... The method in which a customer submits payment in exchange for a good or service. This occurs as part of e-commerce or where banking is underused, through cash on delivery.

Peer-to-peer lending .... The practice of lending money to unrelated individuals, or "peers", without going through traditional financial intermediaries such as banks or other traditional financial institutions. Lending takes place online through peer-to-

	peer lending companies' websites using various different lending platforms and credit checking tools, typically lending money in the form of unsecured personal loans.
PLDT	Philippine Long Distance Telephone Company; one of the Issuer's existing shareholders.
Private label	A brand controlled in-house, allowing the company flexibility in assortment, size and price range opportunities. This can also allow a company to react more quickly to market and customer demands, return higher margins, and build customer loyalty. The term covers both own developments and white label purchases from third parties.
Proven winners	Rocket Internet's companies which are its largest and most mature companies, typically showing a last funding round valuation of at least €100 million and having a track record of at least two years. Specifically, proven winners refers to: Dafiti, Lamoda, Zalora, Jabong, Namshi, Lazada, Linio, Jumia, Home24, Westwing and Hellofresh.
Regional internet groups	Africa Internet Group, Asia Internet Group, Middle East Internet Group and Latin America Internet Group.
Regulation S	Regulation S under the Securities Act, as amended.
Rocket Internet	The Group and the other entities that make up its network of companies; the commercial name of the Group.
Rule 144A	Regulation 144A under the Securities Act, as amended.
Russia & CIS	The geographic region consisting of Armenia, Azerbaijan, Belarus, Georgia, Kazakhstan, Kyrgyz Republic, Moldova, Russia, Tajikistan, Turkmenistan, Ukraine and Uzbekistan.
Securities Act	United States Securities Act of 1933, as amended.
SKU	Stock keeping unit; a distinct item, such as a product or service, as it is offered for sale that embodies all attributes associated with the item and that distinguish it from all other items.
Smartphone penetration	The percentage of a country or region's population who own and use a smartphone.
SOP	Stock option program.
Southeast Asia	The geographic region consisting of the countries east of India, west of New Guinea, south of China and north of Australia.
Stabilization Period	The period in which stabilization measures may be taken. Such measures may be taken from the date the Issuer's shares are listed on the non-regulated market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and must be terminated no later than the 30th calendar day after this date.
Underwriters	The Joint Global Coordinators together with the Joint Bookrunners.
United Internet	United Internet Ventures AG; one of the Issuer's existing shareholders.
U.S. dollar, "U.S. dollar" and "US$"	The legal currency of the United States.
VAT	Value-added tax (*Mehrwertsteuer*).
White label	Mass-produced generic products with no brand individualization.
Working capital	Financial indicator. Working capital is a measure of the company's efficiency and financial health and represents the difference between the company's current assets and current liabilities, i.e., the operating liquidity available to the company.
Yoda	Rocket Internet's proprietary technology platform used by all of Rocket Internet's financial technology companies.
Zalando	Zalando SE (formerly Zalando GmbH and Zalando AG).

RECENT DEVELOPMENTS AND OUTLOOK

While a number of indicators still show that the global economy will continue to grow in the second half of 2014, we do not expect an acceleration from the development seen in the first half of 2014. We expect that the growth rates in 2014 will be lower than in 2013, in particular, with respect to the emerging markets. We believe that major economies, such as Brazil, India, South Africa and Turkey, will remain below their growth potential. For the Russian economy, an unfavorable development of the current political situation together with sanctions that were recently imposed could even lead to recession. In addition, a number of major European economies have shown no growth or even a contracting economy in the second quarter of 2014 with an uncertain outlook. The further development of the world economy remains fragile and may be significantly negatively impacted by external disturbances, such as an escalation of the current political situation in Russia and the Ukraine.

We expect Internet-based business, however, to profit from expected increasing smartphone and mobile penetration rates in our target regions. We believe that the significant gap between online retail penetration rates in the United States and in particular emerging market economies shows significant potential for e-commerce businesses to outgrow the general economic development.

For the Group, the six months ended June 30, 2014 were characterized by increasing sales revenues and increasing expenses, which, together with a decrease in income from associated companies, resulted in a negative result from operating activities.

Our companies continued to increase their net revenues in the six months ended June 30, 2014. EBITDA development of our companies in the six months ended June 30, 2014 was not uniform, as some of our companies continued to invest in their growth and, accordingly, showed an increase in negative EBITDA on an absolute basis. We expect that net revenues of our companies will continue to increase in the second half of 2014. With respect to EBITDA, we believe that EBITDA of our proven winners that operate in the home and living segment will improve in the second half of 2014, while EBITDA for our other proven winners will remain stable or deteriorate on an absolute basis, due to investments in the growth of our proven winners, but will further improve on a margin base. The recently imposed sanctions on Russia and Russia’s reaction to these sanctions could have a significant negative impact on Lamoda and its results. Since June 30, 2014, we have signed investment agreements relating to financing rounds in foodpanda and Spotcap.

In August 2014, the Issuer strengthened its network by bringing in new shareholders. These include PLDT, a leading telecommunication services provider in the Philippines and a world-leading pioneer in financial technology, including mobile banking, electronic remittance and mobile wallet services. We believe that PLDT and we have many complementary strengths that will help us to significantly accelerate our presence and growth in the financial technology sector. PLDT invested €333 million in cash in return for a 10.0% stake of the Issuer at the time the investment was agreed. The purchase price reflects our expectation that PLDT will contribute know-how and will position us to benefit from significant synergies. In addition, United Internet, a leading European Internet specialist and one of our long-term partners, invested a total of €435 million for a 10.4% stake in the Issuer based on the Issuer’s capital including the full PLDT investment. United Internet’s investment consisted of €333 million in cash and a contribution in kind valued at €102 million pursuant to the contribution agreement. Finally, affiliates of Holtzbrinck, which hold a large number of investments in our companies and intermediate holding companies, contributed some of their investments in return for shares in the Issuer. The share-for-share transaction builds on a long-standing and successful partnership between Holtzbrinck and us and allows us to progress our strategic objective of owning larger stakes in our companies.

In September 2014, we agreed with the other shareholders of the fashion companies held by Bigfoot I, Bigfoot II and BigCommerce to group these companies in a single emerging market focused global fashion group. This restructuring will affect Dafiti, Lamoda, Zalora, Jabong and Namshi and is expected to take effect in December 2014.

Except as mentioned above, no significant change in our financial or trading position has occurred since June 30, 2014.

SIGNATURE PAGE

Berlin, Hamburg, Frankfurt, London, September 2014

Rocket Internet AG

Signed by: Oliver Samwer

Signed by: Peter Kimpel

Joh. Berenberg, Gossler & Co. KG

Signed by: Stefan Ries

Signed by: Marc Gei

J.P. Morgan Securities plc

Signed by: Klaus Hessberger

Morgan Stanley Bank AG

Signed by: Christian Zorn

Signed by: Kai Göhring

Merrill Lynch International

Signed by: Klaus Hessberger
J.P. Morgan Securities plc
on behalf of Merrill Lynch International

Citigroup Global Markets Limited

Signed by: Stefan Ries
Joh. Berenberg, Gossler & Co. KG
on behalf of Citigroup Global Markets Limited

Signed by: Marc Gei
Joh. Berenberg, Gossler & Co. KG
on behalf of Citigroup Global Markets Limited

UBS Limited

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Morgan Stanley Bank AG
on behalf of UBS Limited

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on behalf of UBS Limited