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**Rocket Internet SE
Berlin**

Securities Identification Number (WKN): A12UKK
ISIN: DE000A12UKK6

Invitation to the ordinary General Meeting

We hereby invite our shareholders to the ordinary General Meeting of Rocket Internet SE to be held on

**Thursday, 09 June 2016, 10:00 hours (CET),
at Rocket Tower, Charlottenstraße 4, 10969 Berlin**

I. Agenda

- 1. Presentation of the approved annual financial statements as of 31 December 2015 and the approved consolidated financial statements as of 31 December 2015, the combined management report for the Company and the group for the financial year 2015 and the report of the supervisory board for the financial year 2015**

The said documents are accessible on the Internet site of the Company under www.rocket-internet.com/investors/annual-general and are laid out in the offices of the Company (Johannisstr. 20, 10117 Berlin) for inspection by the shareholders. They will be sent to shareholders on request. In addition, the said documents will be available at the General Meeting and will be explained in more detail there.

In accordance with the statutory provisions, no resolution of the General Meeting is proposed for this Agenda Item 1 because the supervisory board has already approved the annual financial statements for the financial year 2015 and the consolidated financial statement for the financial year 2015 prepared by the management board and the annual financial statements for the financial year 2015 are thereby approved according to § 172 Stock Corporation Act.* Approval of the

annual financial statements for the financial year 2015 or of the consolidated financial statement for the financial year 2015 by the General Meeting is therefore not required according to § 173 Stock Corporation Act. For the remaining documents referred to under this Agenda Item, the Act provides only for general information to the shareholders but no resolution by the General Meeting.

* *The provisions of the German Stock Corporation Act apply to Rocket Internet SE in accordance with Art. 9 ss. 1 c) ii), Art. 10 Council Regulation (EC) No 2157/2001 of the Council of 8 October 2001 on the Statute for a European company (SE) (hereinafter also SE Regulation) unless otherwise stated in special provisions of the SE Regulation.*

2. Resolution on the discharge of the members of the management board for the financial year 2015

The management board and the supervisory board propose that discharge be granted to the members of the management board in office in the financial year 2015 for the said period.

3. Resolution on the discharge of members of the supervisory board for the financial year 2015

The management board and the supervisory board propose that discharge be granted to the members of the supervisory board in office in the financial year 2015 for the said period.

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

The supervisory board proposes, on the recommendation of its audit committee, that Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Berlin office, be appointed

- a) auditor of the annual financial statements and the consolidated annual financial statements for the financial year 2016;
- b) in the event of an examination of the consolidated financial statements and the interim management report for the first half of the financial year 2016 as auditor for such examination; and

- c) in the event of a preparation and examination of supplementary interim financial information for the third quarter of the financial year 2016 and/or for the first quarter of the financial year 2017 as auditor for such examination.

5. Resolution on the new election of members of the supervisory board

The supervisory board of the company consists according to Art. 40 ss. 2, ss. 3 SE Regulation, Sec. 17 SE Implementation Act (SEAG) in connection with Sec. 10 ss. 1 of the Articles of Association of nine members to be elected by the General Meeting.

The members of the supervisory board Mr. Erik Mitteregger and Mr. Lorenzo Grabau resigned their office with effect on the ending of the ordinary General Meeting of 9 June 2016. It is therefore intended to elect two new members of the supervisory board. The supervisory board proposes that the following persons will be elected to the supervisory board:

- Mr. Stefan Krause, industry and banking manager, resident in London, United Kingdom;
- Mr. Pierre Louette, lawyer, resident in Saint-Cloud, France.

The appointments come into effect at the ending of the General Meeting on 9 June 2016 and according to Sec. 10 ss. 4 of the Articles of Association for the remainder of the period of office of the members Mitteregger and Grabau leaving the supervisory board, i.e. until the ending of the General Meeting which decides on the discharge of the supervisory board for the financial year 2017.

Further information on the proposed members of the supervisory board is given in the data on Agenda Item 5 in section II.1. below.

6. Resolution on amending Art. 18 ss. 1 of the Articles of Association of the Company

The provision on chairing the General Meeting in Art. 18 ss. 1 of the Articles of Association of the Company is intended to be made more flexible. According to the existing provision, the chairman of the supervisory board chairs the General Meeting. In the event that he cannot do so, another supervisory board member nominated by him does so. If neither the chairman nor another member of the supervisory board nominated by him is present, the chairman is to be selected by

the other supervisory board members present. The provision in the Articles of Association is intended to be amended to the effect that in the event that neither the chairman of the supervisory board nor another member of the supervisory board nominated by him chairs the General Meeting, the chairman is selected by the supervisory board or, if the supervisory board does not select a chairman, by the General Meeting. This provision provides more flexibility because even a person who is not a member of the supervisory board can become chairman of the General Meeting and in addition the possibility of electing a chairman by the General Meeting itself is provided for if necessary.

The management board and the supervisory board therefore propose the following amendment to the Articles of Association:

Art. 18 ss. 1 of the Articles of Association of the Company will be amended to read as follows:

“(1) The chairman of the supervisory board or another supervisory board member specified by him chairs the General Meeting. In the event that neither the chairman of the supervisory board nor a supervisory board member nominated by him takes the chair, the chairman for the General Meeting will be elected by the supervisory board. If the supervisory board does not elect the chairman, the chairman is to be elected by the General Meeting under the chairmanship of a person nominated by the management board for that purpose.”

7. Resolution on the cancellation of Authorised Capital 2015, the creation of new Authorised Capital 2016 with the possibility to exclude subscription rights and on the corresponding amendments to the Articles of Association

The management board was authorised by resolution of the General Meeting on 23 June 2015, with the approval of the supervisory board, to increase the basic capital of the Company in the period up to 22 June 2020 by up to EUR 67,557,803.00 once or several times by the issue of up to 67,557,803 new bearer non-par value shares for cash and/or contributions in kind (Authorised Capital 2015). The management board has not so far exhausted this authorisation. However, the authorisation to issue new shares against contributions in cash and under exclusion of subscription rights according to § 186 ss. 3 sentence 4 Stock Corporation Act is almost fully exhausted by the issue of the Convertible Bond 2015 (as defined below).

Further, by resolution of the General Meeting on 23 June 2015 the management board was authorized with approval of the supervisory board to issue up to 22 June 2020 once or several times bearer or registered convertible bonds, options, profit rights and/or profit bonds (or combinations of these instruments) (hereinafter together “**Bonds 2015**”) in the nominal amount of up to EUR 2,000,000,000 with or without a limited term. The existing authorisation has been partially used by the issue of a Convertible Bond of nominal total EUR 550,000,000.00 in the year 2015 which authorised or obliged its creditors to take approximately 11.57 million new and/or existing bearer non-par value shares of the Company (hereinafter “**Convertible Bond 2015**”). The issue of Convertible Bond 2015 occurred in analogous application of § 186 ss. 3 sentence 4 Stock Corporation Act in return for cash contributions and under exclusion of the subscription right of shareholders.

Due to the issue of the Convertible Bond 2015 the authorisation of the management board according to Art. 4 ss. 7 (iii) of the Articles of Association to issue new shares against contributions in cash and under exclusion of subscription rights is almost fully exhausted. According to Art. 4 ss. 7 (iii) of the Articles of Association of the Company, the management board is authorised to exclude the subscription right of the shareholders for issue of shares against contributions in cash, if the issue price of the new shares is not significantly lower in the meaning of §§ 203 ss. 1 and ss. 2, 186 ss. 3 sentence 4 Stock Corporation Act than the stock exchange price of shares already quoted on stock markets and the total amount of the basic capital attributable to the issued new shares under exclusion of the subscription right of the shareholders according to § 186 ss. 3 sentence 4 Stock Corporation Act does not exceed 10% of the share capital either at the time at which this authorisation takes effect or at the time at which it is exercised. Against this limitation of 10% of the share capital shares are to be credited which were issued for the purpose of satisfying bonds with conversion and option rights or with conversion and option obligations on the basis of the conversion or subscription price at the time of the resolution of the management board for the use of Authorised Capital 2015 if these bonds were issued in analogous application of § 186 ss. 3 sentence 4 Stock Corporation Act during the term of the Authorised Capital 2015 with exclusion of subscription rights. The Convertible Bond 2015 falls under this crediting clause. Therefore, the authorisation according to Art. 4 ss. 7 (iii) of the Articles of Association to make use of the Authorized Capital 2015 against contributions in cash and under exclusion of subscription rights has been almost fully exhausted.

In order for the Company to act flexibly in the future and, if required, strengthen its own funds (including the issue of new shares against contributions in cash and under exclusion of subscription rights according to § 186 ss. 3 sentence 4 Stock Corporation Act) and

in order to provide the Company again with authorised capital for the full five years, the existing authorisation and the existing Authorised Capital 2015 are intended to be cancelled and replaced by a new authorised capital.

The management board and the supervisory board therefore propose the following resolution:

a) **Creation of Authorised Capital 2016 with the possibility of excluding subscription rights**

The management board is authorised with the approval of the supervisory board to increase the basic capital of the Company in the period up to 8 June 2021 by up to EUR 67,557,803.00 once or several times by the issue of up to 67,557,803 new bearer non-par value shares for cash and/or contributions in kind (Authorised Capital 2016).

The shareholders are in principle to be granted a subscription right. The shares can thereby, according to § 186 ss. 5 Stock Corporation Act, be taken up by one or more financial institutions with the obligation to offer them to the shareholders of the Company (indirect subscription right). The management board is however authorised to exclude the subscription right of shareholders with the approval of the supervisory board for one or more capital increases within the Authorised Capital,

aa) in order to exclude fractions from the subscription right;

bb) if necessary to grant to bearers or creditors of convertible bonds, options, profit rights and/or profit bonds (or combinations of these instruments) (hereinafter “**Bonds**”) fitted with conversion or option rights or conversion or option obligations and which were or will be issued by the Company or a direct or indirect subsidiary, a subscription right to new bearer non-par value shares of the Company in the amount to which they would be entitled as shareholder after the exercise of the option or conversion rights or fulfilment of the conversion or option obligations;

- cc) for the issue of shares for cash if the issue amount of the new shares is not significantly below the stock exchange price of the already listed shares in the meaning of §§ 203 ss. 1 and 2, 186 ss. 3 sentence 4 Stock Corporation Act and the proportionate amount of the basic capital attributable to the new shares issued with the exclusion of subscription rights according to § 186 ss. 3 sentence 4 Stock Corporation Act does not exceed a total of 10% of the basic capital either at the time of the coming into effect or the time of the exercise of this authorisation. Shares which have been issued in order to service Bonds with conversion or option rights or conversion or option obligations or have to be issued on the basis of the conversion or subscription rights price applicable at the time of the resolution of the management board on the use of Authorised Capital 2016 to the extent that such Bonds were issued in analogous application of § 186 ss. 3 sentence 4 Stock Corporation Act during the term of this authorisation with exclusion of subscription rights, are to be credited against this limitation of 10%. In addition, those shares of the Company sold during the term of this authorisation with the exclusion of subscription rights of the shareholders according to § 71 ss. 1 No. 8 sentence 5 half sentence 2 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also to be credited against the maximum limit of 10% of the basic capital. In addition, those shares issued during the term of this authorisation out of other authorised capital, in particular the Authorised Capital 2014, with the exclusion of subscription rights according to § 203 ss. 2 sentence 1 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also to be credited against this maximum limit of 10% of the basic capital;
- dd) to issue shares for contributions in kind in particular but not limited thereto for the purpose of (including indirect) acquisition of companies, parts of companies, interests in companies and other assets or to service Bonds issued for contributions in kind.

The management board is also authorised with the consent of the supervisory board to specify the additional content of the rights attached to the shares and the Conditions of the share issue. The supervisory board is authorised after the exhaustion of the Authorised Capital 2016 or after

expiry of the period for the use of the Authorised Capital 2016, to amend the version of the Articles of Association accordingly.

b) **Cancellation of the unused authorisation of 23 June 2015 and corresponding cancellation of Authorised Capital 2015**

The authorisation of the management board to increase the basic capital of 23 June 2015 is cancelled with the coming into effect of the amendment to the Articles of Association proposed under c) of this Agenda Item 7 below. The resolution of the ordinary General Meeting of 23 June 2015 on the creation of Authorised Capital 2015 of EUR 67,557,803.00 in accordance with Art. 4 ss. 7 of the Articles of Association is cancelled on entry of the amendment to the Articles of Association proposed under c) of this Agenda Item 7 below.

c) **Amendment to Art. 4 of the Articles of Association**

Art. 4 ss. 7 of the Articles of Association of the Company is changed to read as follows:

“(7) The management board is authorised with the consent of the supervisory board to increase the basic capital of the Company in the period up to 8 June 2021 by up to EUR 67,557,803.00 once or several times by the issue of up to 67,557,803 new bearer non-par value shares for cash and/or contributions in kind (Authorised Capital 2016). A subscription right is in principle to be granted to the shareholders. The shares can thereby be taken up according to § 186 ss. 5 Stock Corporation Act even by one or more financial institutions with the obligation to offer them to the shareholders of the Company (indirect subscription right). The management board is however authorised to exclude the subscription right of the shareholders with the approval of the supervisory board for one or more capital increases in the course of the Authorised Capital

- (i) in order to exclude fractional amounts from the subscription right;
- (ii) if necessary to grant to bearers or creditors of convertible bonds, options, profit rights and/or profit bonds (or combinations of these instruments) (hereinafter together “**Bonds**”) with

conversion or option rights or conversion or option obligations and which were or will be issued by the Company or a direct or indirect subsidiary, a subscription right to new bearer non-par value shares of the Company in the amount to which they would be entitled as shareholder after the exercise of the option or conversion rights or fulfilment of the conversion or option obligations;

- (iii) to issue shares for cash if the issue amount of the new shares is not significantly less than the stock exchange price of the shares already listed on the stock exchange in the meaning of §§. 203 ss. 1 and ss. 2, 186 ss. 3 s. 4 Stock Corporation Act and the proportional amount of the basic capital attributable to the new shares issued according to § 186 ss. 3 s. 4 Stock Corporation Act does not exceed a total of 10% of the basic capital, whether at the time of the coming into effect or at the time of the exercise of this authorisation. Shares which were issued for the purpose of satisfying Bonds with conversion and option rights or with conversion and option obligations or on the basis of the conversion or subscription price at the time of the resolution of the management board for the use of Authorised Capital 2016 if these Bonds were issued in analogous application of § 186 ss. 3 sentence 4 Stock Corporation Act during the term of this authorisation with exclusion of subscription rights, are to be credited against this limitation of 10%. In addition, those shares of the Company sold during the term of this authorisation with the exclusion of subscription rights of the shareholders according to § 71 ss. 1 No. 8 sentence 5 second half sentence in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also to be credited against the maximum limit of 10% of the basic capital. In addition, those shares issued during the term of this authorisation out of other authorised capital, in particular the Authorised Capital 2014, with the exclusion of subscription rights according to § 203 ss. 2 sentence 1 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also to be credited against this maximum limit of 10% of the basic capital;

- (iv) to issue shares for contributions in kind in particular – but not limited thereto – for the purpose of (including indirect) acquisition of companies, parts of companies, interests in companies and other assets or to service Bonds issued for contributions in kind.

The management board is also authorised with the consent of the supervisory board to specify the additional content of the rights attached to the shares and the Conditions of the share issue. The supervisory board is authorised after the exhaustion of the Authorised Capital 2016 or after expiry of the period for the use of the Authorised Capital 2016, to amend the version of the Articles of Association accordingly.”

d) Notification for entry in the Commercial Register

The management board is instructed to notify the cancellation of the Authorised Capital 2015 contained in Art. 4 ss. 7 of the Articles of Association and a new Authorised Capital 2016 according to the above a) of this Agenda Item 7 for entry into the Commercial Register, so that firstly the cancellation of Authorised Capital 2015 is entered but only if directly after the entry of Authorised Capital 2016 takes place.

The management board is, subject to the preceding paragraph, authorised to notify the Authorised Capital 2016 for entry to the Commercial Register irrespective of the other resolutions of the General Meeting.

8. Resolution on the issue of new authorisation for the issue of convertible bonds, option bonds, profit rights and/or profit bonds (or combinations of these instruments) with the possibility of excluding subscription rights, on the withdrawal of the existing authorisation to issue convertible and option bonds to the extent not used, on the addition to Conditional Capital 2015 and the corresponding amendment to the Articles of Association

The management board was authorised by resolution of the General Meeting of 23 June 2015 with the approval of the supervisory board to issue up to 22 June 2020 once or several times, bearer or registered option bonds, convertible bonds, profit rights and/or profit bonds (or a combination of these instruments) (together hereinafter referred to as “**Bonds 2015**”) of nominal value up to EUR

2,000,000,000.00 with or without a limited term. In order to service the 2015 Bonds, Conditional Capital 2015 of EUR 72,000,000.00 was created (Art. 4 ss. 6 of the Articles of Association).

A new authorisation is intended to be created and the existing authorisation is intended to be withdrawn to the extent that it has not yet been used. The existing authorisation has been partially used by the issue of a Convertible Bond of nominal total EUR 550,000,000.00 in 2015 which authorised or obliged its creditors to take approximately 11.57 million new and/or existing bearer non-par value shares of the Company (hereinafter “**Convertible Bond 2015**”). Accordingly, Conditional Capital 2015 (Art. 4 ss. 6 of the Articles of Association) must continue to be maintained to secure the creditors of the Convertible Bond 2015. In order to be able to use Conditional Capital 2015 also for the new authorisation, Conditional Capital 2015 is intended to be supplemented to the effect that it is also available to satisfy the conversion or option rights or the conversion or option obligations which will be issued on the basis of the authorisation proposed under Agenda Item 8.

The management board and the supervisory board therefore propose the following resolution:

- a) **Authorisation to issue convertible bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) and to exclude subscription rights**
 - aa) Nominal amount, period of authorisation, number of shares

The management board is authorised with the approval of the supervisory board up to 8 June 2021 to issue once or several times bearer or registered convertible bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) (hereinafter together “**Bonds**”) of nominal amount up to EUR 2,000,000,000.00 with or without a limited term and to grant the creditors or bearers of bonds, conversion or option rights to shares in the Company with a proportional amount of the basic capital of up to EUR 72,000,000.00 in accordance with the more detailed conditions of the relevant option or convertible bonds or profit rights (hereinafter in each case “**Conditions**”). The relevant Conditions can also provide for compulsory conversions at the end of the term or at other times,

including the obligation to exercise the conversion or option rights. The issue of Bonds can also take place for contributions in kind.

The Bonds can, apart from in euro also be issued – subject to limitation to corresponding euro value – in the statutory currency of an OECD state. The Bonds can also be issued by companies dependent on the Company or in its direct or indirect majority ownership. In that case, the management board is authorised to guarantee the Bonds for the dependent or majority-held company and to grant to the creditors of such Bonds conversion or option rights to shares of the Company. In the case of issue of Bonds, they may be or will usually be divided into partial Bonds with equal rights.

bb) Grant of subscription rights, exclusion of subscription rights

The shareholders are in principle to be granted a subscription right to the Bonds. The Bonds can thereby, according to § 186 ss. 5 Stock Corporation Act, be taken up by one or more financial institutions with the obligation to offer them to the shareholders of the Company (indirect subscription right) in the meaning of § 186 ss. 5 Stock Corporation Act for subscription. The management board is however authorised to exclude the subscription right of shareholders to the Bonds with the approval of the supervisory board,

- (1) in order to exclude fractions from the subscription right;
- (2) if necessary to grant to bearers of Bonds which were or will be issued by the Company or by an independent company or by a direct or indirect majority-held company, a subscription right to which they would be entitled as shareholder after the exercise of the option or conversion rights or fulfilment of the conversion or option obligations;
- (3) if the Bonds with conversion or option rights or conversion or option obligations have been issued for cash and the issue price is not significantly below the theoretical value of the partial Bonds calculated by acknowledged financial mathematical methods in the meaning of §§ 221, ss. 4 sentence 2, 186 ss. 3 sentence 4 Stock Corporation Act. This authorisation to exclude

subscription rights only applies to Bonds with the right to shares not exceeding a total of 10% of the basic capital either at the time of the coming into effect or the time of the exercise of the authorisation. Treasury shares of the Company sold during the term of this authorisation with the exclusion of subscription rights of the shareholders according to § 71 ss. 1 No. 8 sentence 5 half sentence 2 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also to be credited against the said limit. In addition, those shares issued during the term of this authorisation out of Authorised Capital with the exclusion of subscription rights according to § 203 ss. 2 sentence 1 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also to be credited against the said limit;

- (4) if the Bonds are issued for contributions in kind to the extent that the value of the contribution in kind is in reasonable relation to the market value of the Bonds to be ascertained according to a) bb) (3) above.

If profit rights or profit bonds are issued without conversion or option rights or conversion or option obligations, the management board is also authorised to exclude the subscription right of shareholders with the approval of the supervisory board as a whole if these profit rights or profit bonds are subject to similar obligations, i.e. do not establish a membership right in the Company, do not grant any participation in the liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the annual surplus, the profit according to the balance sheet or the dividends. In this case, the interest and the issue amount of the profit rights or profit bonds must correspond to the actual market conditions for a comparable acquisition of funds at the time of issue.

cc) Conversion and option rights

In the event of the issue of Bonds with conversion rights, the creditors can convert their bonds in accordance with the Conditions into shares of the Company. The rate of conversion is set by dividing the nominal amount of a partial bond by the determined conversion price for one share of the Company. The conversion rate can also be set by dividing

the issue price below the nominal value of a partial bond by the determined conversion price for one share of the Company. The conversion rate can be rounded up or down to a whole number. In addition, a premium payable in cash can be determined. In addition, it can be provided that fractions are combined and/or made up in money. The Conditions can also provide for a variable conversion rate. The proportionate amount of the basic capital of the shares referred to each partial bond may not exceed the nominal amount of the individual partial Bonds.

In the case of the issue of option bonds, each partial bond will be accompanied by one or more option certificates entitling the bearer, in accordance with the more detailed conditions to be determined by the management board, to acquire shares in the Company. The option Conditions can provide that the option price can be paid in whole or in part also by the assignment of partial Bonds. The subscription ratio is set by dividing the nominal amount of a partial bond by the option price for one share of the Company. The subscription ratio can be rounded up or down to a whole number. In addition, a premium payable in cash can be determined. In addition, it can be provided that fractions are combined and/or made up in money. The Conditions can also provide for a variable subscription ratio. The proportionate amount of the basic capital of each partial bond to the shares drawn may not exceed the nominal amount of the individual partial Bonds.

dd) Conversion and option obligations

The Conditions of the Bonds can also establish a conversion or option obligation at the end of the term or at another time (hereinafter in each case “**Final Maturity**”) or the right of the Company on Final Maturity to grant the bearer of the bond shares in the Company in whole or in part instead of payment of the amount due. In these cases, the conversion or option price for a share can correspond to the average of the closing price of the shares of the Company in Xetra trading (or a corresponding successor system) on the Frankfurt stock exchange during the ten (10) successive stock exchange trading days before or after the day of Final Maturity weighted by volume even if this is below the minimum price stated under a) ee) below.

The proportionate amount of basic capital of the shares to be issued at Final Maturity of the partial Bonds may not exceed the nominal amount of individual partial Bonds. § 9 ss. 1 in connection with § 199 ss. 2 Stock Corporation Act are to be observed.

ee) Conversion or option price

The conversion or option price for one share to be set in each case must – with the exception of cases in which an option or conversion obligation is provided – be either at least 80% of the average of the closing price of the share of the Company in Xetra trading (or a corresponding successor system) on the ten (10) consecutive stock exchange trading days in Frankfurt am Main prior to the day of the final decision of the management board about the placing of the Bonds or the acceptance or allotment by the Company in a placing of Bonds, weighted by volume or – in the event of the grant of a subscription right – at least 80% of the average weighted by volume of the closing price of the share of the Company in Xetra trading (or a corresponding successor system) during (i) the day on which the subscription rights are traded on the Frankfurt Stock Exchange with the exception of the two last stock exchange trading days of subscription rights trading or (ii) of the days from the beginning of the subscription period until the time of the final determination of the subscription price. §§ 9 ss. 1 and 199 Stock Corporation Act remain unaffected.

In the case of the Bonds linked to conversion or option rights or conversion or option obligations, the conversion or option price can, notwithstanding § 9 ss. 1 Stock Corporation Act, be reduced on the basis of a dilution protection clause according to more detailed provisions of the Conditions if the Company, during the conversion or option period, increases the basic capital granting a subscription right to its shareholders or if the Company issues further Bonds or grants or guarantees other option rights and the bearers of Bonds with conversion or option rights or conversion or option obligations are not granted a subscription right to the extent to which they would be entitled after the exercise of the conversion or option right or the fulfilment of the conversion or option obligation. The reduction of the option or conversion price can also be conducted according to the more detailed provisions of the Bonds by a cash payment on the

exercise of the option or conversion right or the fulfilment of the conversion or option obligations. The Conditions can also provide for a value-preserving adjustment of the conversion or option price for other measures which could lead to a dilution of the value of the conversion or option rights (e.g. even in case of payment of a dividend). In any event, the proportionate amount of basic capital of the shares to be drawn for each partial bond may not exceed the nominal amount of the relevant partial bond.

ff) Other possible constructions

The Conditions can provide in each case that in the event of exercise of conversion or options or fulfilment of option and conversion obligations, the Company may also grant its own shares, shares from Authorised Capital of the Company or other consideration. In addition, it can be provided that in the event of exercise of conversion or options or fulfilment of the option and conversion obligations the Company grants the bearers of the Bonds instead of shares in the Company the value thereof in money or shares of another company listed on a stock exchange.

The Conditions may also provide the right of the Company on the maturity of the Bonds to grant the bearers of the Bonds wholly or partially shares in the Company or listed shares of another company instead of payment of the amount due.

In the Conditions of the Bonds, it can also be provided that the number of shares to be subscribed on the exercise of the conversion or option right or the fulfilment of the conversion or option obligations is variable and/or the conversion or option price can be changed within a range to be determined by the management board depending on the development of the share price or as a result of dilution protection provisions during the term.

gg) Authorisation to set further bond conditions

The management board is authorised to set the further details for the issue and rights under the Bonds, in particular the interests rate, issue price, term and units, conversion or option price and the conversion or

option period or to determine in agreement with the management bodies of the dependent or directly or indirectly majority-owned company issuing the Bonds.

b) **Addition to the resolution of 23 June 2015 on the creation of Conditional Capital 2015**

The resolution of the General Meeting of 23 June 2015 on the creation of Conditional Capital 2015 (Art. 4 ss. 6 Articles of Association) is supplemented as follows:

The basic capital will be conditionally increased by up to EUR 72,000,000.00 by the issue of up to 72,000,000 new bearer non-par value shares with profit entitlement (Conditional Capital 2015/2016). The conditional capital increase serves the granting of shares on the exercise of conversion or option rights or the fulfilment of conversion or option obligations to the bearer or creditor of conversion bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) (hereinafter together “**Bonds**”) issued on the basis of the authorisation of the General Meeting of 23 June 2015 on Agenda Item 8 or on the basis of the above authorising resolution.

The issue of new shares is on the basis of the conversion or option price to be determined in accordance with the authorisation of the General Meeting of 23 June 2015 or the above authorisation. The conditional capital increase will only be implemented to the extent that the bearers or creditors of Bonds which are issued or guaranteed by the Company or a company dependent on or directly or indirectly majority-owned by it on the basis of the above authorising resolution of the General Meeting, avail of their conversion or option right or satisfy the conversion or option obligations under such Bonds or to the extent the Company grants shares in the Company instead of paying the amount due and to the extent the conversion or option rights or conversion or option obligations are not serviced by the Company’s own shares but by shares from Authorised Capital or other consideration.

The new shares participate in the profit from the beginning of the financial year in which they are created and for all subsequent financial years. In deviation herefrom, the management board can, insofar as legally admissible, with the approval of the supervisory board, determine that the

new shares participate in profit from the beginning of the financial year for which, at the time of the exercise of the conversion or option rights, the fulfilment of the conversion or option obligations or the grant (of shares) instead of the amount of money due a resolution of the General Meeting as to the appropriation of the balance sheet profit has not yet been passed.

The management board is authorised to determine the further details of the implementation of the conditional capital increase. The supervisory board is authorised to amend Art. 4 ss. 1, 2 and 6 of the Articles of Association in accordance with the claims in each case on the Conditional Capital and after the expiry of all option and conversion periods.

c) **Withdrawal of the authorisation of 23 June 2015 to the extent it has not yet been used**

The authorisation of the management board resolved on by the General Meeting of 23 June 2015 on Agenda Item 8 to issue convertible bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) is withdrawn to the extent it has not yet been used. This withdrawal comes into effect only as soon as the new authorisation to issue convertible bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) according to the resolution at a) and the addition to Authorised Capital 2015 according to the resolution at b) have come into effect.

d) **Amendment to the Articles of Association**

Art. 4 ss. 6 of the Articles of Association is amended as follows:

“The basic capital will be conditionally increased by up to EUR 72,000,000.00 by the issue of up to 72,000,000 new bearer non-par value shares with profit entitlement (Conditional Capital 2015/2016). The conditional capital increase serves the granting of shares on the exercise of conversion or option rights or the fulfilment of conversion or option obligations to the bearer or creditor of conversion bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) (hereinafter together “**Bonds**”) issued on the basis of the authorising resolution of the General Meeting of 23 June 2015 or the authorising resolution of the General Meeting of 9 June 2016. The issue of new shares

is on the basis of the conversion or option price to be determined in accordance with the authorising resolution of the General Meeting of 23 June 2015 or the authorising resolution of the General Meeting of 9 June 2016. The conditional capital increase will only be implemented to the extent that the bearers or creditors of Bonds which are issued or guaranteed by the Company or company dependent on or directly or indirectly majority-owned by it on the basis of the above authorising resolution of the General Meeting of 23 June 2015 or are issued or guaranteed on the basis of the authorising resolution of the General Meeting of 9 June 2016 up to 8 June 2021, avail of their conversion or option right or satisfy the conversion or option obligations under such Bonds or to the extent the Company grants shares in the Company instead of paying the amount due and to the extent the conversion or option rights or conversion or option obligations are not serviced by the Company's own shares but by shares from Authorised Capital or other consideration. The new shares participate in the profit from the beginning of the financial year in which they are created and for all subsequent financial years. In deviation herefrom, the management board can, insofar as legally admissible, with the approval of the supervisory board, determine that the new shares participate in profit from the beginning of the financial year for which at the time of the exercise of the conversion or option rights, the fulfilment of the conversion or option obligations or the grant (of shares) instead of the amount of money due a resolution of the General Meeting as to the appropriation of the balance sheet profit has not yet been passed. The management board is authorised to determine the further details of the implementation of the conditional capital increase. The supervisory board is authorised to amend this Art. 4 ss. 6 and Art. 4 ss.1 and 2 and 6 of the Articles of Association in accordance with the claims in each case on the Conditional Capital and after the expiry of all option and conversion periods.”

e) **Notification of the entry in the Commercial Register**

The management board is authorised, subject to the previous paragraph, to notify the new version of Conditional Capital 2015/2016 irrespective of the other resolutions of the General Meeting for entry into the Commercial Register.

II. Information on the candidates for the supervisory board proposed for election and reports of the management board to the General Meeting

1. Data on the supervisory board candidates proposed for election under Agenda Item 5

- a) Proposed for election as a member of the supervisory board is Mr. Stefan Krause, industry and banking manager and resident in London, United Kingdom.

Mr. Stefan Krause is a member of supervisory boards to be formed according to statute or other comparable supervisory committees in Germany or abroad:

- Member of the advisory board (Beirat) of Juvia GmbH & Co. KG (chairman)

- Member of the Board of the Schmalenbach Gesellschaft für Betriebswirtschaft e.V. (president)

Otherwise, he is not a member of any supervisory boards to be formed according to statute or other comparable supervisory committees in Germany or abroad.

In the meaning of No. 5.4.1 ss. 5 to 7 of the German Corporate Governance Code (DCGK), it is voluntarily declared:

Mr. Stefan Krause does not, in the opinion of the supervisory board, have any personal or business relationships to Rocket Internet SE, its group companies, the organs of Rocket Internet SE or a significant shareholder in Rocket Internet SE in the meaning of No. 5.4.1 ss. 5 to 7 DCGK.

- b) Proposed for election as a member of the supervisory board is Mr. Pierre Louette, lawyer and resident in Saint-Cloud, France.

Mr. Pierre Louette is a member of supervisory boards to be formed according to statute or other comparable supervisory committees in Germany or abroad:

France:

- Deezer S.A., Paris
- Dailymotion S.A., Paris
- Orange digital ventures (ODV) SAS., Paris (chairman)
- Iris Capital Management SAS, Paris
- Orange Middle East and Africa S.A., Paris

Spain:

- Orange Espagne S.A.U., Madrid

United Kingdom:

- Orange Spain Plc., London

Belgium:

- Buyin S.A., Brussels

Otherwise, he is not a member of any supervisory boards to be formed according to statute or other comparable supervisory committees in Germany or abroad.

In the meaning of No. 5.4.1 ss. 5 to 7 of the German Corporate Governance Code (DCGK), it is voluntarily declared:

Mr. Pierre Louette is Chief Executive Officer Delegate, General Secretary, Operators (France) and Purchasing of Orange S.A., Paris, which holds approximately 7.4% of the shares in Africa Internet Holding GmbH, a business in which the Company is a significant shareholder. Beyond that, the supervisory board candidate proposed for election does not, in the opinion of the supervisory board, have any personal or business relationships to Rocket Internet SE, its group companies, the organs of Rocket Internet SE or a significant shareholder in Rocket Internet SE in the meaning of No. 5.4.1 ss. 5 to 7 DCGK.

2. Report of the management board on the use of the authorisation of the General Meeting of 23 June 2015 to issue Bonds with exclusion of subscription rights of the shareholders in July 2015

The management board was by resolution of the General Meeting of 23 June 2015 authorised with the consent of the supervisory board to issue by 22 June 2020 on one or more occasions bearer or registered convertible bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) (hereinafter together referred to as “**Bonds**”) of nominal up to EUR 2,000,000,000.00 with or without a limited term and to grant the creditors or holders of Bonds, conversion or option rights to shares of the Company with a proportional amount of the basic capital of up to EUR 72,000,000.00 according to the more detailed conditions of each option or convertible bond or profit right. At the same time, the management board was authorised to exclude subscription rights of the shareholders to the Bonds with the consent of the supervisory board if the Bonds were issued with conversion or option rights or conversion or option obligations for cash and the issue price was not significantly below the theoretical value of the partial Bonds ascertained by acknowledged financial mathematical methods in the meaning of §§ 221 ss. 4 s. 2, 186 ss. 3 s. 4 Stock Corporation Act. In addition, this authorisation to exclude subscription rights applies only for Bonds with rights to shares to which a proportional amount of the basic capital of not more than 10% can be attributed whether at the time of the coming into effect or at the time of the exercise of this authorisation. To serve the Bonds, Conditional Capital of EUR 72,000,000.00 was created (Art. 4 ss. 6 of the Articles of Association of the Company, “**Conditional Capital 2015**”).

On 14 July 2015, the Company with partial use of the authorisation of the General Meeting of 23 June 2015 issued unsecured non-subordinated Conversion Bonds with a total nominal amount of EUR 550 million (hereinafter together the “**Convertible Bonds 2015**”) divided into parts each with the nominal amount of EUR 100,000.00 which can be converted into new or existing bearer non-par value shares of the Company. The Convertible Bonds 2015 were placed outside the United States of America, Canada, Australia and Japan exclusively privately with institutional investors. The subscription right of the shareholders of the Company to the Convertible Bonds 2015 was excluded with the approval of the supervisory board.

100% of the nominal amount of the Convertible Bonds 2015 was issued with a term to 22 July 2022. In the course of accelerated book building, the annual rate

of interest payable half-yearly in arrears was set at 3.00% and the opening conversion premium at 35% over the reference price of EUR 35.2115 per share. The opening conversion price is therefore EUR 47.5355. The reference price corresponded to the weighted volume average price of shares of Rocket Internet SE in XETRA-Trading between the market opening on 14 July 2015 and the end of trading on the same day. The issue of the Convertible Bonds 2015 therefore corresponded to the market conditions at that time.

The Company has the right to redeem the Convertible Bonds 2015 at nominal value (including accrued interest) according to the Conditions of the Convertible Bonds 2015 (i) at any time on or after 6 August 2019 if the price of the shares of the Company exceeds 140% of the conversion price applicable at that time or a specified time or (ii) at any time if 15% or less of the original issued nominal amount of the Convertible Bonds 2015 is still outstanding.

The Convertible Bonds 2015 were included on 16 July 2015 in trading in the non-regulated free market of the Frankfurt Stock Exchange. The gross proceeds from the issue of the Convertible Bonds was EUR 550,000,000.00. At the point in time when the authorisation is utilised, the Company intends to use the proceeds for further investments in its platform and to increase the Company's flexibility in the event of promising market opportunities in particular (i) for investment a) in *Proven Winners*, its established business model, and to expand existing participations in these companies b) in *Emerging Stars* including to maintain or achieve a long-term majority interest and to reduce its dependence on external financing sources and c) in concepts and new companies in order to place itself in a position to expand the financing of new companies considerably beyond the formation financing and to be able to maintain a long-term majority interest and (ii) for general company purposes.

The Company has availed of the possibility of excluding subscription rights statutorily granted in §§ 221 ss. 4 s. 2, 186 ss. 3 s. 4 Stock Corporation Act and in the authorisation of the General Meeting of 23 June 2015. The conditions for the exclusion of subscription rights of shareholders were satisfied to the satisfaction of the management board and the supervisory board:

The Convertible Bonds 2015 issued were originally convertible into approximately 11.57 million new and/or existing bearer non-par value shares of the Company. This corresponds to approximately 7.01% of the basic capital of the Company related both to the time of the coming into effect of the authorisation

and also at the time of the exercise of the authorisation. The limitations to the volume of not more than 10% of the basic capital for shares for which the Convertible Bonds 2015 grant a conversion right with the exclusion of subscription rights of the shareholders provided for at the General Meeting of 23 June 2015 was therefore complied with.

The instruction in the authorisation of the General Meeting of 23 June 2015 in relation to setting the issue price of the Convertible Bonds 2015 was also satisfied. The issue price of the Convertible Bonds 2015 corresponded to an original conversion premium of 35% of the reference price and was therefore within the limits generally recognized as admissible. The issue price was not therefore significantly below the theoretical value of the Part Convertible Bonds in the meaning of §§. 221 ss. 4 s. 2, 186 ss. 3 s. 4 Stock Corporation Act. The conduct of a book building procedure ensured that the pricing was close to the market and consequently any significant value dilution of the shareholders was avoided since the addressing of the institutional investors associated with the book building procedure reflected representative and market-oriented offer and demand and thereby determined the theoretical value of the Bonds in this manner as close to the market.

The exclusion of subscription rights to the Convertible Bonds was necessary in the present case in order to exploit the favourable market situation for such a short-time measure which in the view of the management board and supervisory board existed at the time of the issue of the Convertible Bonds and to be able to achieve the highest possible proceeds of the issue by market orientated pricing. The issue of the Convertible Bonds with the exclusion of subscription rights was therefore also in the interest of the shareholders. The minimum two-week period when granting subscription rights to the shareholders (§§. 221 ss. 4 s. 2, 186 ss. 1 s. 2 Stock Corporation Act) would not, on the contrary, have admitted a rapid reaction to the current market situation. Financing instruments such as the Convertible Bonds are typically subscribed by institutional investors and the placing exclusively with institutional investors guaranteed the necessary transaction security and the rapid processing.

An additional factor is that in granting a subscription right, in particular the issue price is to be disclosed at the latest three days prior to the expiry of the subscription period (§§. 221 ss. 4 s. 2, 186 ss. 1 s. 2 Stock Corporation Act). Because of this period between the setting of the issue price and the end of the subscription period and the volatility of the stock markets, there is a higher market

and in particular price risk than in the case of a placing free of subscription rights. A successful placing with subscription rights would accordingly have made a security discount necessary in the setting of the issue price and the other Conditions in order to compensate for the market risk. This is likely to have resulted in conditions not close to the market. For those reasons, the exclusion of subscription rights was in the interests of the Company.

By setting the issue price close to the theoretical value of the Convertible Bonds and limiting the conversion rights from the Convertible Bonds to approx. 7.01% of the basic capital, on the other hand the interests of the shareholders were reasonably taken into account since having regard to the liquid stock exchange trading the shareholders have, in principle, the possibility of maintaining their relative participation in the Company by acquiring more shares through the stock exchange on comparable conditions. No significant financial dilution of the shares held by the shareholders arose, as above described, from the issue of the Convertible Bonds.

The management board and the supervisory board intensively examined alternative financing forms in particular debt capital and a capital increase. They unanimously came to the conclusion that the issue of Convertible Bonds was the preferable form of financing due to their flexibility. The Company has in particular the possibility under the above conditions to redeem the Convertible Bonds. The placing of Bonds with subscription rights is not a suitable alternative in the view of the Company in particular due to the anticipated lower proceeds of the issue, the uncertain placing opportunities and the time required.

From the above considerations, taking into account the instructions in the authorisation of the General Meeting of 23 June 2015, the exclusion of subscription rights was generally materially justified.

After the sale of various food delivery services, which do not belong to the Company's core business, the Company's and its Portfolio Companies' available funds increased at the beginning of February 2016 in total by approx. EUR 125 million. In addition, by the foundation of the Rocket Internet Capital Partners Fund in January 2016, and the associated commitments of third party investors to co-finance future investments, the Company increased its financial flexibility. Therefore, the Company decided on 15 February 2016, to use free funds of up to EUR 150 million for a partial repurchase of Convertible Bonds 2015 in the year

2016. Repurchased Convertible Bonds 2015 will be held by the Company or cancelled. The supervisory board approved the buy-back programme.

3. Report of the management board on Agenda Item 7 (Resolution on the cancellation of the existing Authorised Capital 2015, the creation of a new Authorised Capital 2016 with the possibility of excluding subscription rights and on the resulting amendment to the Articles of Association)

On Agenda Item 7 of the General Meeting on 9 June 2016, the management board and supervisory board propose in addition to the partially not yet used Authorised Capital 2014 and cancelling Authorised Capital 2015 a further authorised capital (Authorised Capital 2016). According to § 203 ss. 2 sentence 2 in connection with § 186 ss. 4 sentence 2 Stock Corporation Act, the management board issues this report on Agenda Item 7 of the General Meeting on the reasons for the authorisation to exclude the subscription rights of shareholders on the issue of new shares:

The management board has not so far used the authorisation issued to it at the ordinary General Meeting on of 23 June 2015 with the approval of the supervisory board to increase the basic capital of the Company in the period up to 22 June 2020 by up to EUR 67,557,803.00 once or several times by the issue of up to 67,557,803 bearer non-par value shares for cash or contributions in kind (Authorised Capital 2015). However, the authorisation to issue new shares against contributions in cash and under exclusion of subscription rights according to § 186 ss. 3 sentence 4 Stock Corporation Act is almost fully exhausted by the issue of the Convertible Bond 2015 (as defined below).

The new authorised capital proposed at Item 7a of the Agenda of the General Meeting on 9 June 2016 is intended to authorise the management board with the approval of the supervisory board to increase the basic capital of the Company in the period up to 8 June 2021 by up to EUR 67,557,803.00 once or several times by the issue of up to 67,557,803 bearer non-par value shares for cash or contributions in kind (Authorised Capital 2016).

Further, by resolution of the General Meeting on 23 June 2015 the management board was authorized with approval of the supervisory board to issue up to 22 June 2020 once or several times bearer or registered convertible bonds, options, profit rights and/or profit bonds (or combinations of these instruments) (hereinafter together “**Bonds 2015**”) in the nominal amount of up to EUR

2,000,000,000 with or without a limited term. The existing authorisation has been partially used by the issue of a Convertible Bond of nominal total EUR 550,000,000.00 in the year 2015 which authorised or obliged its creditors to take approximately 11.57 million new and/or existing bearer non-par value shares of the Company (hereinafter “**Convertible Bond 2015**”). The issue of Convertible Bond 2015 occurred in analogous application of § 186 ss. 3 sentence 4 Stock Corporation Act in return for cash contributions and under exclusion of the subscription right of shareholders.

Due to the issue of the Convertible Bond 2015 the authorisation of the management board according to Art. 4 ss. 7 (iii) of the Articles of Association to issue new shares against contributions in cash and under exclusion of subscription rights is almost fully exhausted. According to Art. 4 ss. 7 (iii) of the Articles of Association of the Company, the management board is authorised to exclude the subscription right of the shareholders for issue of shares against contributions in cash, if the issue price of the new shares is not significantly lower in the meaning of §§ 203 ss. 1 and ss. 2, 186 ss. 3 sentence 4 Stock Corporation Act than the stock exchange price of shares already quoted on stock markets and the total amount of the basic capital attributable to the issued new shares under exclusion of the subscription right of the shareholders according to § 186 ss. 3 sentence 4 Stock Corporation Act does not exceed 10% of the share capital either at the time at which this authorisation takes effect or at the time at which it is exercised. Against this limitation of 10% of the share capital shares are to be credited which were issued for the purpose of satisfying bonds with conversion and option rights or with conversion and option obligations on the basis of the conversion or subscription price at the time of the resolution of the management board for the use of Authorised Capital 2015 if these bonds were issued in analogous application of § 186 ss. 3 sentence 4 Stock Corporation Act during the term of the Authorised Capital 2015 with exclusion of subscription rights. The Convertible Bond 2015 falls under this crediting clause. Therefore, the authorisation according to Art. 4 ss. 7 (iii) of the Articles of Association to make use of the Authorized Capital 2015 against contributions in cash and under exclusion of subscription rights has been almost fully exhausted.

Therefore, the Authorised Capital 2016 is intended to enable the Company, again for a period of five full years and therefore approx. one year longer than the cancelled Authorised Capital 2015 to continue at short notice to take up the capital necessary for further expansion from the capital markets by the issue of

new shares (including the issue of new shares against contributions in cash and under exclusion of subscription rights according to § 186 ss. 3 sentence 4 Stock Corporation Act) and flexibly exploit a favourable market environment to rapidly cover a future financing requirement. Since decisions on covering a future capital requirement are usually to be made within a short period, it is important that the Company is not dependent on the regular annual General Meeting or on long notice periods for an extraordinary General Meeting. These circumstances have been taken into account by the legislator by means of the instrument of “authorised capital”.

With the use of Authorised Capital 2016 to issue shares for cash, the shareholders have in principle a subscription right (§ 203 ss. 1 sentence 1 together with § 186 ss. 1 Stock Corporation Act), although an indirect subscription right in the meaning of § 186 ss. 5 Stock Corporation Act is also adequate. The issue of shares with granting such indirect subscription right is already, according to statute, not to be regarded as an exclusion of subscription rights. The shareholders are ultimately granted the same subscription rights as in the case of a direct right. For technical processing reasons, only one or a number of financial institutions participate in the processing.

The management board is, nevertheless, intended to be authorised with the approval of the supervisory board to exclude the subscription right in certain cases.

- (i) The management board is intended with the approval of the supervisory board to be able to exclude the subscription right for fractional amounts. This exclusion of the subscription right is aimed at facilitating the processing of an issue with subscription rights in principle to the shareholders because a technically implementable subscription right can be established as a result. The value of fractional amounts is usually minor per shareholder and therefore the possible dilution effect is also to be regarded as limited. On the other hand, the expense for the issue without such an exclusion is considerably higher. The exclusion therefore favours the practicability and the easier implementation of an issue. The new shares excluded as free fractions from subscription rights of the shareholders will be realised either by sale on the stock exchange or in another manner providing the best possibility for the Company. The management board and the supervisory board consider that the possible exclusion of subscription

rights on these grounds is materially justified and also reasonable, considering the interests of the shareholders.

- (ii) In addition, the management board with the approval of the supervisory board is intended to be in a position to exclude subscription rights insofar as it is necessary in order to grant subscription rights to new shares to bearers or creditors of convertible bonds, option bonds, profit rights and/or profit bonds (or a combination of these instruments) (hereinafter together “**Bonds**”). Bonds with conversion or option rights or conversion or option obligations usually provide in their issue Conditions protection against dilution which grants the bearers or creditors subscription rights to new shares in subsequent share issues and certain other measures. They are thereby placed in the same position as if they were already shareholders. In order to provide the Bonds with such dilution protection, the subscription right of the shareholders to the shares must be excluded. That facilitates easier placing of the Bonds and thereby the interests of the shareholders in an optimal finance structure of the Company. In addition, the exclusion of subscription rights in favour of the bearers or creditors of Bonds has the advantage that in the event of use of an authorisation the option or conversion price for the bearers or creditors of already existing Bonds need not be reduced according to the relevant Conditions of the Bonds.

- (iii) The subscription right can also be excluded in the case of capital increases for cash if the shares are issued at an amount which is not significantly below the stock exchange price and such a capital increase does not exceed 10% of the basic capital (simplified subscription right exclusion according to § 186 ss. 3 sentence 4 Stock Corporation Act).

The authorisation places the Company in a position to be able to react flexibly to favourable capital market situations which may arise and to be able to place the new shares very rapidly, i.e. without the requirement of an at least two-week long rights offer. The exclusion of subscription rights enables a very rapid action and placing close to the stock exchange price, i.e. without the discounts usual in subscription issues. The basis is thereby established for the highest possible sales price and the largest possible strengthening of equity funds. The authorisation facilitating the simplified exclusion of subscription rights is also materially justified not least by the fact that frequently higher proceeds can be generated.

Such a capital increase may not exceed 10% of the basic capital which exists at the time of the coming into effect of the authorisation and also at the time

of its exercise. The proposed resolution also provides for a crediting clause. Shares issued or to be issued to service Bonds with conversion or option rights or with conversion or option obligations according to § 221 ss. 4 sentence 2 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act during the term of this authorisation with the exclusion of subscription rights or on the basis of the conversion or subscription price applicable at the time of the resolution of the management board on the use of the Authorised Capital 2015 are credited against the maximum 10% of the basic capital affected by the exclusion of subscription rights if these Bonds were issued in analogous application of § 186 ss. 3 sentence 4 Stock Corporation Act during the term of this authorisation with the exclusion of subscription rights. In addition, the sale of the Company's own shares is to be credited if it takes place during the term of this authorisation on the basis of an authorisation according to § 71 ss. 1 No. 8 sentence 5 half sentence 2 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act with the exclusion of subscription rights. In addition, those shares issued during the term of this authorisation from other authorised capital, in particular the still existing Authorised Capital 2014 with exclusion of subscription rights according to § 203 ss. 2 sentence 1 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also credited against the maximum of 10% of the basic capital.

The simplified exclusion of subscription rights mandatorily requires that the issue price of the new shares is not significantly below the stock exchange price. Any discount off the current stock exchange price or a volume-weighted stock exchange price during a reasonable number of stock exchange trading days prior to the final setting of the issue price, subject to special circumstances of the individual case, is anticipated not to exceed approximately 5% of the relevant stock exchange price. This takes account of the shareholders' need for protection with regard to the dilution of the value of their interests. By setting the issue price near to the stock exchange price, it is ensured that the value which a subscription right for the new shares would have is practically very low. The shareholders have the possibility to maintain their relative participation by additional purchase through the stock exchange.

- (iv) The subscription right can also be excluded in the case of capital increases for contributions in kind. The Company is intended to continue to be in a

position to acquire, in particular, companies, parts of companies, interests or other assets or to be able to react to offers of acquisitions or mergers in order to advance its further expansion, in particular in new markets and Internet business models and to increase the profitability and value of the Company. The exclusion of subscription rights is also intended to facilitate servicing of conversion or option rights or conversion or option obligations under Bonds issued in consideration of contributions in kind.

Practice shows that shareholders in attractive acquisitions sometimes have a strong interest – e.g. to maintain a certain influence on the subject matter of the contribution in kind – in acquiring non-par shares of the Company as consideration. In favour of the possibility of providing consideration not exclusively in cash but also in shares or only in shares, is also the fact, from the point of view of an optimum financial structure, that in the extent which new shares can be used as acquisition currency, the liquidity of the Company is protected, that capital acquisition is avoided and the Company or the seller participate in future stock exchange price opportunities. That results in an improvement of the competitive position of the Company for acquisitions.

The possibility of using shares of the Company as acquisition currency gives the Company therefore the necessary freedom to take such acquisition opportunities rapidly and flexibly and places it in the position even to acquire major units for shares. With assets, too, it should be possible to acquire them under certain circumstances for shares. For both, the subscription right of shareholders must be excluded. Because such acquisitions often arise at short notice, it is important that they are not usually resolved on by the General Meeting which only takes place once a year. An authorised capital is required to which the management board with the approval of the supervisory board can rapidly resort.

The same applies for the service of conversion or option rights or conversion or option obligations from Bonds also issued for the purpose of acquiring companies, parts of companies or interests in companies or other assets on the basis of the authorisation under Agenda Item 8 of the General Meeting of 9 June 2016 with exclusion of subscription rights of the shareholders. The issue of new shares takes place thereby against contributions in kind either in the form of Bonds to be contributed or in the form of the contribution in kind in consideration of the Bond. This leads to an increase in the flexibility of the Company in servicing conversion or option rights or

conversion or option obligations. The offer of Bonds instead of or together with the grant of shares or cash can be an attractive alternative which, due to its additional flexibility, increases the competitive chances of the Company in acquisitions. The shareholders are protected by the subscription right to which they are entitled in the course of the issue of Bonds with conversion or option rights or conversion or option obligations.

The cases in which the subscription right for Bonds with conversion or option rights or conversion or option obligations can be excluded will be explained in the report on Agenda Item 8. If the possibility of a merger with another company or acquisition of companies, parts of companies or interests in companies or other assets arise, the management board will in any event carefully review whether they should avail of the authorisation to increase the capital in order to grant new shares. This includes in particular the review of the relation of value between the Company and the participation or the other asset to be acquired and the setting of the issue price for the new shares and the further Conditions of the issue. The management board will only use the Authorised Capital if it is convinced that the merger or acquisition of the company, the company part or the interest in consideration of new shares is in the interests of the Company and their shareholders. The supervisory board will only issue the necessary approval if it is also convinced of that.

If the management board, during a financial year, uses one of the above authorisations to exclude subscription rights in the course of the capital increase out of Authorised Capital 2016, this will be reported at the subsequent General Meeting.

4. Report of the management board on Agenda Item 8 (Resolution on the issue of new authorisation for the issue of convertible bonds, option bonds, profit rights and/or profit bonds (or combinations of these instruments) with the possibility of excluding subscription rights, on the withdrawal of the existing authorisation to issue convertible and option bonds, to the extent not yet used, on the revocation of the existing Conditional Capital 2015 and the corresponding amendment to the Articles of Association)

Under Agenda Item 8 of the General Meeting on 9 June 2016, the management board and the supervisory board propose that the existing authorisations to issue convertible bonds, option bonds, profit rights and/or profit bonds (or a

combination of these instruments) (hereinafter together “**Bonds**”) be revoked to the extent not yet used and a new authorisation be created. In addition, it is intended to increase the Conditional Capital 2015 created for the existing authorisation to the effect that it is also available for the granting of shares in the case of the exercise of options and conversion rights of the satisfaction of option or convertible obligations to the bearers or creditors of Bonds issued on the basis of the authorisation to issue Bonds to be resolved on under Agenda Item 8. According to § 221 ss. 4 sentence 2 in connection with § 186 ss. 4 sentence 2 Stock Corporation Act, the management board provides a report on Agenda Item 8 of the General Meeting on the grounds for the authorisation to exclude the subscription right of shareholders in the course of the issue of the Bonds:

The management board was authorised by resolution of the ordinary General Meeting of 23 June 2015 with the approval of the supervisory board to issue up to 22 June 2020 once or several times bearer or registered Convertible Bonds option bonds, profit rights and/or profit bonds (or combinations of these instruments) of nominal value up to EUR 2,000,000,000.00 with or without a limited term (hereinafter “**Authorisation 2015**”). In order to service the Bonds 2015, a Conditional Capital 2015 of EUR 72,000,000,00 was created (Art. 4 ss. 6 of the Articles of Association). This authorisation was partially availed of in 2015 by the issue of a convertible bond of total nominal EUR 500,000,000.00 convertible into approx. 11.57 million new and/or existing bearer non-par value shares in the Company (hereinafter “**Convertible Bond 2015**”). Subscription rights of the shareholders were excluded thereby according to § 221 ss. 4 sentence 2, § 186 ss. 3 sentence 4 Stock Corporation Act.

The management board and the supervisory board believe it to be appropriate, in order to increase flexibility, to revoke the existing authorisation 2015, as far as it has not been utilized, and to increase the existing Conditional Capital 2015 and to create a new authorisation. In order to be able to use the possible capital market instruments, to securitise the conversion or option rights accordingly, it appears to be appropriate to determine the admissible issue amount in the new authorisation again at EUR 2,000,000,000.00. The Conditional Capital for the purpose of satisfying the conversion and option rights or the conversion and option obligations originating from (i) the Convertible Bond 2015 and (ii) from the Bonds to be issued on the basis of the authorisation to be resolved on under Agenda Item 8 is intended to still amount to EUR 72,000,000.00. It is thereby ensured that this scope of the authorisation can be fully used. The number of

shares necessary to service the conversion or option rights, conversion and option obligations or the grant of shares in place of amounts of money due from the Bonds with a certain emission volume usually depends on the stock exchange price of the shares of the Company at the time of the emission of the Bonds. If Conditional Capital in adequate amount is available, the possibility of full use of the extent of the authorisation for the issue of Bonds is ensured.

A reasonable capital provision is an important basis for the development of the Company. By the issue of convertible and option bonds, the Company can, depending on the market situation, avail of attractive financing possibilities in order to acquire capital for the Company at lower current interest rates. By the issue of profit rights with conversion or option rights, the interest, for example, can be related to the current dividend of the Company. The achieved conversion and option premiums also benefit the Company in the course of issues. Practice shows that some financing instruments can be placed only by the granting of option and conversion rights.

The shareholders are to be granted on the issue of Bonds in principle a subscription right to the Bonds (§ 221 ss. 4 in connection with § 186 ss. 1 Stock Corporation Act). The management board can avail of the possibility of issuing Bonds to one or more credit institutions with the obligation to offer the Bonds to shareholders in accordance with their subscription rights (indirect subscription right according to § 186 ss. 5 Stock Corporation Act). This is not a restriction of the subscription right of the shareholders. The shareholders are ultimately granted the same subscription rights as in the case of direct subscription. On processing technical grounds only, one or more credit institutions will participate in the processing.

- (i) The management board is intended however with the agreement of the supervisory board to be able to exclude the subscription right for fractional amounts. This exclusion of subscription rights is aimed at facilitating the processing of an issue with subscription rights of the shareholders because thereby a technically implementable subscription ratio can be achieved. The value of fractional amounts is usually small per shareholder and therefore the possible dilution effect is likewise to be seen as limited. On the other hand, the expense for the issue without such an exclusion is considerably higher. The exclusion therefore serves the practicability and the easier implementation of an issue. The management board and the supervisory board consider that the possible exclusion of subscription rights for these

reasons to be materially justified and also reasonable considering the interests of the shareholders.

- (ii) The management board is intended to continue to be authorised with the consent of the supervisory board to exclude the subscription right of shareholders in order to grant bearers or creditors of Bonds a subscription right to the extent to which they are entitled according to the exercise of their conversion or option rights or the fulfilment of their conversion or option obligations. This provides the possibility instead of a reduction of the option or conversion price to be able to grant to bearers or creditors of bonds already issued at that time or still to be issued a subscription right as a protection against dilution. It corresponds to the market standard that Bonds are provided with such protection against dilution.
- (iii) The management board is intended to continue to be authorised in analogous application in § 186 ss. 3 sentence 4 Stock Corporation Act in the case of an issue of Bonds for cash to exclude these subscription rights with the approval of the supervisory board if the issue price of the Bonds does not significantly fall below their market value. This can be appropriate in order to be able rapidly to take advantage of favourable stock exchange situations and placing a Bond rapidly and flexibly on attractive conditions on the market. Since the share markets can be volatile, the achievement of the greatest possible advantageous result of an issue depends to a great degree often on whether it is possible to react on short notice to market developments. Favourable conditions as close as possible to the market can usually only be determined if the Company is not bound to them for an excessively long offer period. In the case of subscription rights issues in order to ensure the chances of success of an emission for the entire offer period, a not-insignificant safety margin is usually necessary. While § 186 ss. 2 Stock Corporation Act permits publication of the subscription price (and thereby in the case of options and convertible Bonds, the Conditions of the Bond) up to the third last day of the subscription period, in view of the volatility of the stock markets, there is then a market risk over a number of days which leads to safety margins in setting the Bond Conditions. In the case of the granting of subscription rights, an alternative placing with third parties is rendered more difficult or linked to additional expense due to the uncertainty of the exercise (subscription behaviour). Ultimately, the Company when granting a subscription right cannot, due to the length of the

subscription period, react at short notice to a change in market conditions which can lead to a less favourable capital acquisition for the Company.

The interests of the shareholders are upheld by the fact that the Bonds are issued at a price not significantly lower than the market value. The market value is to be ascertained according to recognized financial mathematical principles. The management board will, when setting the price taking account of the relevant situation on the capital market, set the margin from the market value as low as possible. The mathematical value of a subscription right will therefore be so small that the shareholders cannot suffer any significant financial disadvantage by the exclusion of subscription rights.

Conditions appropriate to the market and thereby the avoidance of a significant dilution of value can also be set by the management board conducting a bookbuilding procedure. In this procedure, the investors are requested on the basis of provisional bond conditions to submit purchase applications and thereby e.g. to specify the interest rate regarded as appropriate to the market and/or other economic components. After conclusion of the bookbuilding period, the conditions still outstanding at that time e.g. the interest rate, will be set appropriately to the market in accordance with the offer and demand on the basis of the purchase applications submitted by the investors. In this manner, the total value of the Bonds is arrived at close to the market. By such bookbuilding procedure, the management board can ensure that no significant dilution of the value of the shares occurs by the exclusion of subscription rights.

The shareholders also have the possibility of maintaining their proportionate participation in the share capital of the Company on almost the same conditions by the purchase of shares through the stock exchange. Their financial interests are therefore adequately upheld. The authorisation to exclude subscription rights according to § 221 ss. 4 sentence 2 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act applies only to Bonds with rights to shares to which not more than 10% of the basis capital is attributed whether at the time of coming into effect or the time of the exercise of this authorisation.

The sale of the Company's own shares is to be credited against this limit if it takes place during the term of this authorisation with the exclusion of

subscription rights according to § 71 ss. 1 No. 8 sentence 5 half sentence 2 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act. In addition, those shares issued during the term of this authorisation from Authorised Capital with the exclusion of subscription rights according to § 203 ss. 2 sentence 1 in connection with § 186 ss. 3 sentence 4 Stock Corporation Act are also credited against the limit. This crediting is in the interests of the shareholders in the least possible dilution of their interests.

- (iv) The issue of Bonds can also take place in consideration of contributions in kind if this is in the interests of the Company. In that case, the management board is authorised with the approval of the supervisory board to exclude the subscription right of shareholders if the value of the contribution in kind is in a reasonable relationship to the theoretical market value of the Bonds to be ascertained by recognised finance mathematical principles. This provides the possibility of being able to use Bonds in appropriate individual cases as acquisition currency, e.g. in connection with the acquisition of companies, interests in companies or other assets. It has been shown in practice that it is in negotiations frequently necessary to provide the consideration not in money, but also or exclusively in another form. The possibility of being able to offer Bonds as consideration thereby creates an advantage in competition for interesting acquisitions and the necessary space to be able to exploit opportunities which arise to acquire even larger companies, company interests or other assets while protecting liquidity. This can inter alia be appropriate from the point of view of an optimal financing structure. The management board will in any event carefully review whether it will avail of the authorisation to issue Bonds with conversion or option rights or conversion or option obligations against contributions in kind with exclusion of subscription rights. It would only do this if it is in the interests of the Company and therefore its shareholders.

If profit rights or profit bonds are intended to be issued without conversion or option rights or conversion or option obligations, the management board is authorised to exclude the subscription right of shareholders with the approval of the supervisory board as a whole if these profit rights or profit bonds contain similar obligations, i.e. do not establish a membership right in the Company, do not grant any participation in the liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the annual surplus, the profit according to the balance sheet or the dividends. In addition, the interest and the

issue amount of the profit rights or profit bonds must correspond to the actual market conditions for a comparable acquisition of funds at the time of issue. If the said conditions are satisfied, no disadvantages for the shareholders result from the exclusion of subscription rights since the profit rights or profit bonds do not create any membership and do not grant any share in the liquidation proceeds or the profit of the Company. While it can be provided that the interest depends on the existence of an annual surplus, a balance sheet profit or a dividend, a provision, according to which a higher annual surplus, a higher balance sheet profit or a higher dividend would lead to higher interest, would be inadmissible. By the issue of profit rights or profit bonds therefore neither the voting right nor the participation of the shareholders in the Company and its profit are changed or diluted. In addition, due to appropriate market issue conditions, which are bindingly prescribed for this case of exclusion of subscription rights, no significant subscription right value results.

The additional Conditional Capital 2015/2016 serves the purpose of satisfying conversion or option rights or conversion or option obligations to shares in the Company from Bonds already issued or to grant the creditors or bearers of Bonds shares in the Company instead of paying the amount due. It is also intended that the conversion or option rights or conversion or option obligations can also be serviced instead by providing the Company's own shares or shares from Authorised Capital or other payments.

If the management board, during a financial year, uses one of the above authorisations to exclude subscription rights in the course of the issue of Bonds, it will report thereon to the following General Meeting.

III. Other data on the calling of the General Meeting

1. Total number of shares and voting shares

At the time of the calling of the General Meeting, the Company has issued 165,140,790 bearer non-par value shares. Each non-par value share grants one vote. The total number of votes is therefore 165,140,790. The Company at the time of the calling of the General Meeting holds no shares of its own.

2. Conditions for participation in the General Meeting and the exercise of the voting right

Only those shareholders registered within the prescribed time prior to the General Meeting and proving that they hold shares are entitled to attend the General Meeting and to exercise their voting rights. The proof of shareholding is to be provided by special evidence of shareholding in the Company issued in text form (§ 126b Civil Code) in German or English by the portfolio institution. The special evidence of shareholding in the Company must refer to the beginning of 19 May 2016 (00:00 hrs. CET) (hereinafter “**Evidence Date**”).

The notification and special evidence of shareholding must be received by the Company at the latest on 2 June 2016 (00:00 hrs. CET) at one of the following contact possibilities:

Rocket Internet SE
c/o HCE Haubrok AG
Landshuter Allee 10
80637 München
or per telefax to the telefaxnumber: +49 (0) 89 210 27 289
or per e-mail to the e-mail-address: meldedaten@hce.de

Tickets for entry will be sent to persons entitled to attend after successful registration.

3. Significance of the evidence date

In relation to the Company, for participation in the General Meeting and for the exercise of the voting right, only those who have provided the special evidence of shareholding are deemed to be shareholders. The entitlement to participate and the number of voting rights are thereby established exclusively in accordance with the shareholding of the shareholder on the evidence date. No blockage of the alienability of the shares is connected to the evidence date. Even in case of complete or partial sale of shares after the evidence date, only the shareholding of the shareholder on the evidence date is crucial for the entitlement to participate and the number of voting rights, i. e. sales of shares after the evidence date have no effect on the entitlement to participate in the General Meeting and the number of voting rights. The same applies for the acquisition of shares after the evidence date. Persons who, on the evidence date, hold no shares and only become shareholders thereafter, are only entitled to participate and vote for these acquired and held by them shares if they caused themselves to be authorised or entitled to

exercise the rights. The evidence date has no significance for the entitlement to dividends.

4. Procedure for voting by proxies

Shareholders, who cannot or do not wish to participate personally in the General Meeting can be represented in the exercise of their rights in particular the voting right by proxies, i.e. a credit institution, a shareholders' association or other persons of their choice. If the shareholder authorises more than one person, the Company can reject one or more of these.

The issue of the proxy, its revocation and evidence of authorisation to the Company requires text form (§ 126b Civil Code). If a credit institution, an institution or company equated therewith according to § 135 ss. 10 in connection with § 125 ss. 5 Stock Corporation Act, the shareholders' association or a person in the meaning of § 135 ss. 8 Stock Corporation Act is authorised, different rules can apply in respect of which inquiries should be made by such persons.

The Company offers its shareholders that they may authorise representatives nominated by the Company and bound by instructions to exercise their voting rights. The representatives nominated by the Company exercise the voting right exclusively on the basis of the instructions issued by the shareholder and have the right to issue sub-proxies. The authorisation to the representatives nominated by the Company requires text form just as the issue of the instructions does (§ 126b Civil Code). If no express instructions or if contradictory or unclear instructions are issued, the representative nominated by the Company will abstain on the relevant Agenda Item. The representatives nominated by the Company do not accept either in advance of the General Meeting or during the General Meeting instructions to speak, to raise objections against General Meeting resolutions or ask questions or make applications.

A form for the issue of proxies and the proxy and instruction form for the representatives nominated by the Company are received by the shareholders together with the admission tickets. Such forms are also accessible on the Internet site of the Company under www.rocket-internet.com/investors/annual-general-meeting. It is also possible to issue a proxy in another manner. This must, however, also satisfy the text form (§ 126b Civil Code) if neither a credit institution nor an equated institution or company according to § 135 ss. 10 in

connection with § 125 ss. 5 Stock Corporation Act, a shareholders' association or a person in the meaning of § 135 ss. 8 Stock Corporation Act is authorised.

The issue of a proxy, its revocation and evidence of a proxy issued to a proxy bearer or its revocation vis-à-vis the Company and the authorisation and instruction form for the representative nominated by the Company can be transmitted to the Company in the following manner:

Rocket Internet SE
c/o HCE Haubrok AG
Landshuter Allee 10
80637 München
or per telefax to the telefaxnumber: +49 (0) 89 210 27 289
or per e-mail to the e-mail-address: vollmacht@hce.de

The issue of the proxy, its revocation and evidence of a proxy issued vis-à-vis a proxy bearer or its revocation vis-à-vis the Company can also take place on the day of the General Meeting at the entry check point. Authorisations to exercise the voting right and instructions to the representatives nominated by the Company must, if they are not issued, amended or revoked at the General Meeting, be received at the latest by 8 June 2016, 16:00 hrs. (CET) at the above contact possibilities.

Even in the case of the issue of a proxy, registration and evidence of shareholding in the correct form and within the prescribed time according to the above provisions is necessary. This does not exclude – subject to the said periods for the issue of a proxy and instruction to the representative nominated by the Company – the issue of proxies after registration and evidence of shareholding.

5. Rights of the shareholders according to Art. 56 sentence 2 and sentence 3 SE Regulation, § 50 ss. 2 SEAG, § 122 ss. 2, § 126 ss. 1, § 127, § 131 ss. 1 Stock Corporation Act

Addition to the Agenda at the request of a minority according to Art. 56 sentence 2 and sentence 3 SE Regulation, § 50 ss. 2 SEAG, § 122 ss. 2 Stock Corporation Act

Shareholders who together hold shares of five percent of the basic capital or the amount of EUR 500,000.00 (this corresponds to 500,000 non-par value shares) can demand that matters be placed on the Agenda of the General Meeting and

notified accordingly. This threshold is required according to Art. 56 sentence 2 and sentence 3 SE Regulation together with § 50 ss. 2 SEAG for demands of shareholders in a Societas Europaea (SE). § 50 ss. 2 SEAG corresponds to the content of § 122 ss. 2 Stock Corporation Act.

Each new matter must be accompanied by grounds or a proposed resolution. The request is to be submitted in writing to the management board of the Company and must be received by the Company at least 24 days prior to the General Meeting i. e. at the latest by 15 May 2016 (00:00 hrs. CET). We request that such request be addressed as follows:

Rocket Internet SE
- Der Vorstand -
Johannisstr. 20
10117 Berlin

Additions to the Agenda to be notified will be published without delay after receipt of the request in the Federal Gazette. They will also be made accessible to the shareholders on the Internet site of the Company under www.rocket-internet.com/investors/annual-general-meeting.

Applications and proposals for election from shareholders according to §§ 126 ss. 1, 127 Stock Corporation Act

Shareholders can make counterproposals to proposals of the management board and the supervisory board on specific points of the Agenda according to § 126 ss. 1 Stock Corporation Act and proposals for election according to § 127 Stock Corporation Act. Counterproposals must be accompanied by grounds. Election proposals need not be accompanied by grounds. Counterproposals and election proposals are to be addressed exclusively to one of the following contact possibilities:

Rocket Internet SE
- Investor Relations -
Johannisstr. 20
10117 Berlin

or per telefax to the telefaxnumber: +49 (0) 30 300 13 18 99

or per e-mail to the e-mail address: hauptversammlung@rocket-internet.de

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

Counterproposals or election proposals received on time i.e. by 25 May 2016 (00:00 hrs. CET) at one of the above contact possibilities and to be made accessible will be made accessible to the shareholders without delay including the name of shareholder and the grounds on the Internet site of the Company www.rocket-internet.com/investors/annual-general-meeting. Any opinions of the management will also be published there.

The Company can refrain under the conditions stated in § 126 ss. 2 Stock Corporation Act (in connection with § 127 sentence 1 Stock Corporation Act) from publishing a counterproposal and its grounds or an election proposal. The grounds of a counterproposal or any grounds of an election proposal need not for example be made accessible if it amounts to a total of more than 5,000 characters. An election proposal need not be made accessible by the management board according to § 127 sentence 3 Stock Corporation Act if the proposal does not contain the data according to § 124 ss. 3 sentence 4 Stock Corporation Act.

It is also pointed out that counterproposals and election proposals even if transmitted within the prescribed time to the Company, will be considered at the General Meeting only if they are made or distributed there. The right of any shareholder to make counterproposals on the various Agenda Items or election proposals during the General Meeting without prior transmission to the Company remains unaffected.

Information right of the shareholders according to § 131 ss. 1 Stock Corporation Act

Each shareholder or representative of a shareholder is on request at the General Meeting to be provided by the management board with information on matters of the Company if necessary for due assessment of the subject matter of the Agenda. The information obligation also extends to legal and business connections of the Company to affiliates and the situation of the group and of the companies included in the consolidated annual financial statements. The management board can refrain from answering individual questions on the grounds stated § 131 ss. 3 Stock Corporation Act (e. g. no disclosure of business secrets).

6. Information on the Internet site of the Company

The calling of the General Meeting, the documents to be made accessible and applications or election proposals of shareholders and other information are available on the Internet site of the Company under www.rocket-internet.com/investors/annual-general-meeting.

Berlin, May 2016

Rocket Internet SE

management board