

CORPORATE GOVERNANCE REPORT

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

1 Management declaration pursuant to Section 289a HGB

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

In accordance with Section 161 AktG, the Management Board and Supervisory Board published the following Declaration of Conformity in April 2017:

DECLARATION OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF ROCKET INTERNET SE ON THE RECOMMENDATIONS OF THE "GOVERNMENT COMMISSION ON THE GERMAN CORPORATE GOVERNANCE CODE" PURSUANT TO SECTION 161 AKTG ("Declaration of Conformity")

The Management Board and Supervisory Board of Rocket Internet SE declare that Rocket Internet SE has complied with the recommendations of the "Government Commission on the German Corporate Governance Code", as amended by the Federal Ministry of Justice and Consumer Protection on February 7, 2017, (hereinafter the "Code") with the following deviations:

- Pursuant to Section 3.8 para. 2 of the Code, the D&O insurance covering the members of a supervisory board shall provide for a deductible in the amount of 10% of any loss, up to at least the amount of 150% of the fixed annual compensation of the respective member of the Supervisory Board. Rocket Internet SE's D&O insurance does not provide for this kind of deductible with respect to the members of the Supervisory Board. Rocket Internet SE believes that a deductible is not suitable to influence motivation and responsibility of the members of the Supervisory Board. In addition, the deductible would not be appropriate given the lack of variable remuneration for the members of the Supervisory Board and the corresponding lack of participation in any upside of Rocket Internet SE's shareholder value.
- Pursuant to Section 4.2.3 para. 2 of the Code, the amount of compensation for a member of a management board shall be capped, both overall and for individual compensation components. The variable remuneration of the members of the Management Board is not capped. Rocket Internet SE believes that the nature of the variable remuneration (primarily in the form of a stock option program, but also equity participations in portfolio companies) prevents this form of remuneration from being capped. The primary aim of our variable remuneration (i.e., to create shareholder value) would be undermined if the variable part of the remuneration were capped. Also, we believe that the members of the Management Board should participate in any increase in the value of Rocket Internet SE to the same extent as any other shareholders of the Rocket Internet SE.

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- Pursuant to Section 4.2.4 of the Code, the total compensation of each of the members of a management board shall be disclosed by name, divided into fixed and variable compensation components. The same applies to promises of benefits that are granted to a member of a management board in case of premature or statutory termination of the function of a member of a management board or that have been changed during the fiscal year. In accordance with the resolution by Rocket Internet SE's general meeting held August 22, 2014, we refrain from an individual disclosure of the aggregate compensation for each member of the Management Board. In addition, we refrain, to the extent legally permissible, from an individual disclosure of the compensation as well as other benefits provided by Rocket Internet SE for the members of the Supervisory Board. Other than the disclosure required by mandatory law, we will also not disclose details of our employee stock option programs. Both the Management Board and Supervisory Board believe that the information provided in accordance with mandatory law is sufficient for current and future stockholders and the public.
- Pursuant to Section 5.4.1 para. 2 of the Code, a supervisory board shall specify concrete objectives regarding its composition which, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, the number of independent supervisory board members within the meaning of Section 5.4.2 of the Code, an age limit to be specified and a regular limit of length of membership to be specified for the members of the supervisory board as well as diversity. The Supervisory Board has not passed a resolution specifying concrete objectives regarding its composition. While Rocket Internet SE believes that the current composition of the Supervisory Board complies with the criteria listed in Section 5.4.1 para. 2 of the Code, any proposals for board appointments at Rocket Internet SE are always submitted with a view towards selecting candidates with the highest qualification and personal experience complementing the overall composition of the board. Therefore, Rocket Internet SE is of the opinion that any fixed objectives regarding its composition are unsuitable for the purpose of electing an efficient and qualified Supervisory Board.

- Pursuant to Section 5.4.6 para. 1 of the Code, the compensation of the members of a supervisory board shall take into account whether such members hold the chair or deputy chair positions in the supervisory board as well as the chair and membership in committees of a supervisory board. The compensation of the members of the Supervisory Board only takes into account the chair position of the Supervisory Board and the Audit Committee, but it does not take into account the deputy chair position of the Supervisory Board or membership and positions in any committees of the Supervisory Board. Rocket Internet SE believes that the amount of the current compensation is sufficient to also cover the additional work in connection with the position of deputy chair of the Supervisory Board or the committees.
- Pursuant to Section 5.4.6 para. 3 of the Code the remuneration of the members of the Supervisory Board should be reported individually in the notes or in the management report and broken down by components. The Management Board and the Supervisory Board of the company believe that the information provided complies with legal requirements and is sufficient for all current and future shareholders and the public.
- Pursuant to Section 7.1.2 of the Code the consolidated financial statements should be publicly available within 90 days after the end of the financial year, and the interim reports within 45 days after the end of the reporting period. In accordance with the legal requirements for the publication of the consolidated financial statements within the first four months of the fiscal year, the company complies with the legal requirements and will publish the declaration on the German Corporate Governance Code together with the consolidated financial statements.

Berlin, April 2017

Rocket Internet SE

The Management Board

Oliver Samwer Peter Kimpel Alexander Kudlich

**On behalf of the
Supervisory Board**

Prof. Dr. Marcus Englert

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1.2 Corporate Governance pursuant to Section 289a II 2 HGB

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

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

Rocket Internet SE's corporate bodies are the Management Board (Vorstand), the Supervisory Board (Aufsichtsrat) and the shareholders' meeting (Hauptversammlung). Rocket Internet SE has a two-tier management and control system, consisting of the Management Board and the Supervisory Board. The powers of these governing bodies are determined by the SE-Regulation and the German SE Implementation Act, the German Stock Corporation Act, the Articles of Association and the internal rules of procedure of both the Supervisory Board and the Management Board.

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

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

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

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

As a crucial step for reinforcing good corporate governance and introducing an appropriate compliance management system Rocket Internet SE has an independent Compliance Department. This supports the company bodies, the central divisions of the SE as well as management of material subsidiaries in responsibly handling risks, particularly by instituting guidelines and offering advisory services and training to employees to address the prevention of compliance infringements.

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

Further information regarding important management practices have been published in the Prospectus for the admission to trading in Germany and Luxembourg and can be downloaded from Rocket Internet SE's corporate website.

(https://www.rocket-internet.com/sites/default/files/investors/rocket_internet_uplisting_prospectus.pdf)

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1.3 Procedures and composition of the Management Board pursuant to Section 289a II 3 HGB

Working procedures of the Management Board

The Management Board bears responsibility for managing the company's business. It is bound to act in the interest of the company and to increase the long-term value of the company. The three members of the Management Board, Oliver Samwer, Peter Kimpel and Alexander Kudlich, manage the company in partnership and, as members of the Management Board with equal rights, are responsible for the corporate strategy and its daily implementation.

The Management Board develops the company's strategy, consults regularly with the Supervisory Board on this and ensures that it is implemented. It also manages the company's business transactions with the diligence of a prudent and conscientious business manager. The Management Board's collaboration with other corporate bodies and employee representatives is open and trusting and has the interests of the company in mind.

The full Management Board meets regularly every two weeks and otherwise as required.

Composition of the Management Board

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

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

<u>Name/Position</u>	<u>Age</u>	<u>Member since</u>	<u>Appointed until</u>	<u>Responsibilities</u>
Oliver Samwer.....	44	2014	March 15, 2020	Chief Executive Officer
Peter Kimpel.....	48	2014	March 15, 2020	Chief Financial Officer
Alexander Kudlich	36	2014	March 15, 2020	Group Managing Director

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1.4 Procedures and composition of the Supervisory Board and of the committees of the Supervisory Board pursuant to Section 289a II 3 HGB

Working procedures of the Supervisory Board

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

The Supervisory Board has established an audit committee, a nomination committee, an executive committee, an investment committee and a remuneration committee.

The **Audit Committee** (Prüfungsausschuss) consists of three members and deals with questions regarding the financial accounting, in particular the treatment of fundamental topics, e.g., the application of new financial accounting standards as well as the review of the accounting processes. Moreover the Audit Committee is concerned with the review and discussion of the annual financial reports; the supervision of the efficiency of the internal risk management system, the internal control system, the internal revision system as well as questions regarding compliance; the supervision of the audit, in particular the required independence of the auditor and additional services provided by the auditors; the passing of resolutions on the audit mandate given to the auditor, the determination of the audit focal points and the auditor's compensation.

It shall prepare the Supervisory Board's resolutions on the annual financial statements (including group statements) and the Supervisory Board's proposal to the general shareholders' meeting upon the election of the auditor, and the instruction of the auditor. The chairman of the Audit Committee shall have specialist knowledge and experience in the application of accounting standards and internal control processes. Furthermore, the chairman of the Audit Committee shall be independent and may not be a former member of the Management Board whose appointment ended less than two years prior to his appointment as chairman of the Audit Committee.

The current members of the Audit Committee are:

Name	Responsibilities
Prof. Dr. Joachim Schindler	Chairman
Stefan Krause	Member
Norbert Lang	Member

Section 107 IV AktG requires Rocket Internet SE to have at least one independent member of the audit committee with expertise in the fields of accounting or auditing in the meaning of Section 100 V AktG. Members of the Supervisory Board and the audit committee are considered to be independent if such members have no business or personal relations with Rocket Internet SE, the Management Board, controlling shareholders or related parties which could cause a substantial and not merely temporary conflict of interest. As concerns the Supervisory Board and audit committee of Rocket Internet SE, Prof. Dr. Schindler is considered to possess the respective expertise and independence.

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The **Nomination Committee** (Nominierungsausschuss) shall make recommendations to the Supervisory Board for Supervisory Board proposals to the shareholders' meeting with respect to the election of Supervisory Board members. When proposing candidates to the Supervisory Board, the Nomination Committee shall promote a reasonable representation of the largest shareholders on the Supervisory Board taking into account the statutory requirements and the recommendations of the Code.

The current members of the Nomination Committee are:

Name	Responsibilities
Prof. Dr. Marcus Englert	Chairman
Martin Enderle.....	Member
Norbert Lang	Member
Napoleon L. Nazareno.....	Member
Daniel Shinar.....	Member

The **Executive Committee** (Präsidialausschuss) makes proposals to the Supervisory Board with respect to the filling of Management Board positions including long-term succession planning for the Management Board while taking the recommendations of the Nomination Committee into account. The Executive Committee shall further prepare meetings of the Supervisory Board, handle current business between meetings of the Supervisory Board and prepare decisions of the Supervisory Board in the field of corporate governance. It shall conclude, amend and terminate employment and pension contracts in consideration of the plenary Supervisory Board's authority to decide on the remuneration of the members of the Management Board.

The current members of the Executive Committee are:

Name	Responsibilities
Prof. Dr. Marcus Englert	Chairman
Martin Enderle.....	Member
Norbert Lang	Member
Napoleon L. Nazareno.....	Member
Daniel Shinar.....	Member

The **Investment Committee** (Investitionsausschuss) makes decisions for the Supervisory Board concerning the approval of certain investment transactions. Such investment transactions include, irrespective of their accounting treatment, expenditures for the acquisition of any company, undertaking, enterprise or partial-business with a purchase price or other consideration in the range between €20 million and €50 million, as well as funding and third capital raisings in the range between €10 million and €50 million. The Management Board requires the approval of the Investment Committee of the Supervisory Board to engage in such investment transactions. For investments in excess of €50 million, the approval of the plenary Supervisory Board is required.

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The right of the plenary Supervisory Board to retain the power to make certain decisions itself is not affected by the value thresholds stipulated in the guidelines.

The current members of the Investment Committee are:

Name	Responsibilities
Prof. Dr. Marcus Englert	Chairman
Martin Enderle	Member
Norbert Lang	Member
Napoleon L. Nazareno	Member
Daniel Shinar	Member

The **Remuneration Committee** (Vergütungsausschuss) reviews all aspects of remuneration and employment terms for the Management Board, makes in this regard recommendations to the Supervisory Board and prepares presentations to the general meeting, on the entering into, any amendments to, or the termination of, the service agreements for the Management Board Members. The Remuneration Committee also considers the remuneration and general employment terms for certain groups of top executives and in this regard is authorized to pass resolutions on behalf of the Supervisory Board in accordance with the rules of procedure of the Management Board. It presents an evaluation of the Management Board's performance and makes a recommendation for the employment terms and remuneration for the Management Board to the Supervisory Board. The Remuneration Committee assists the Supervisory Board to supervise the system through which the company fulfills the regulations by law, listing regulations and the Code concerning transparency requirements on remuneration for the Management Board and other senior managers. It considers remuneration guidelines to serve as framework for all remuneration matters to be decided by the Supervisory Board. The Remuneration Committee consists of five members. One of these members shall be the chairman of the Supervisory Board.

The current members of the Remuneration Committee are:

Name	Responsibilities
Prof. Dr. Marcus Englert	Chairman
Martin Enderle	Member
Norbert Lang	Member
Napoleon L. Nazareno	Member
Daniel Shinar	Member

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Composition of the Supervisory Board

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

<u>Name</u>	<u>Age</u>	<u>Member since</u>	<u>Appointed until</u>	<u>Principal occupation outside of the Group</u>
Prof. Dr. Marcus Englert <i>Chairman</i>	51	August 22, 2014	2017	General Partner, Texas Atlantic Capital
Norbert Lang <i>Deputy chairman</i>	55	August 22, 2014	2017	Management Consultant
Prof. Dr. h.c. Roland Berger.....	79	August 22, 2014	2017	Founder and Honorary Chairman, Roland Berger GmbH
Dr. Martin Enderle	51	June 23, 2015	2017	Management Consultant
Stefan Krause	54	June 9, 2016	2018	Industry and Banking Manager
Pierre Louette	54	June 9, 2016	2018	Chief Executive Officer Delegate, General Secretary, Operators (France) and Purchasing, Orange S.A.
Napoleon L. Nazareno.....	67	August 22, 2014	2018	Director, Philippine Long Distance Telephone Company
Prof. Dr. Joachim Schindler	59	June 23, 2015	2017	Chartered Accountant, Tax Adviser
Daniel Shinar.....	35	August 22, 2014	2018	Chief Executive Officer, Claltech limited Partnership

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

The term of appointment of the Management Board members runs until the year 2020, which thus exceeds the deadline for establishing a female representation target by June 30, 2017 pursuant to Section 111 V AktG. Accordingly, the target quota resolved by the Supervisory Board on September 2, 2016 for the Board of Management is maintenance of the status quo, i.e. a zero quota. Furthermore, the Supervisory Board decided to set a target of 0 percent with regard to the proportion of women in the Supervisory Board of Rocket Internet which determines the current status as well.

The Supervisory Board believes that the government’s aim to raise the share of women is subordinate to the interests of the company to continue the successful work conducted by experienced Supervisory Board and Management Board members and a Supervisory Board and Management Board size which is tailored to the needs of the company.

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In the past years, Rocket Internet has attached great importance to diversity throughout the company and has always considered the representation of women in the workforce and in the management of Rocket Internet to be an aspect of a diverse employee structure.

The Executive Board of Rocket Internet passed a resolution on August 31, 2016, to set a target of 17 percent for the first management level, a target of 30 percent for the second management level as well as a deadline for implementation of not later than June 30, 2017. For the first and second management levels of the company beneath the Executive Board, at the time the targets were set, the proportion of women in the first management level beneath the Executive Board was 15,4 percent and 27,6 percent in the second management level beneath the Executive Board at Rocket Internet.

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

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2 Further information on Corporate Governance in conformity with the recommendations of the Code

2.1 Conflict of Interests pursuant to Section 4.3 and Section 5.5 of the Code

The members of the Management Board and Supervisory Board are bound to promote the interests of the company. No member of either board may, through their decisions, pursue personal interests or take advantage of business opportunities that should be the province of the company or any of its subsidiaries

Members of the Management Board may not, in connection with their work, demand nor accept from third parties payments or other advantages for themselves or for any other person nor grant third parties unlawful advantages. Each member of the Management Board shall disclose conflicts of interest immediately to the Supervisory Board to the attention of the chairman of the Supervisory Board and inform the other members of the Management Board thereof.

Each member of the Supervisory Board shall inform the Supervisory Board of any conflicts of interest, especially those which may arise from a consultant or directorship function with clients, suppliers, lenders, borrowers or other third parties. In case of material conflicts of interests, which are not merely temporary, the respective member of the Supervisory Board should resign from office.

2.2 Basic features of the Compliance Management System pursuant to Section 4.1.3 of the Code

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

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

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

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To detect compliance violations, Rocket Internet has introduced a whistleblower system, compliance controls and a compliance monitoring and review (including compliance audits and – if required – investigations). To properly address any compliance violations, Rocket Internet sanctions any misconduct and take appropriate remedies.

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

Berlin, April 2017

Rocket Internet SE

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