
INFORMATION CONCERNING**THE GRANTING OF AUTHORITY AND THE ISSUING OF INSTRUCTIONS TO THE VOTING REPRESENTATIVES OF THE COMPANY**

Rocket Internet SE appoints Mrs Julia Boß and Mr Damian Weißmann, both employees of Rocket Internet SE, Berlin, as voting representatives of the Company each with the sole right of representation and with the right to appoint substitute representatives. Please note that, if exercising voting rights through the Company's voting representatives as authorized representatives, the shareholder must also register in the correct form and in due time for the General Meeting of Rocket Internet SE on June 2, 2017 in Berlin and must provide proof of his or her shareholding in the correct form and in due time (at the latest by 24.00 hours (CEST) on May 26, 2017). Please consult the notice of convocation for further information concerning registration and the provision of proof of your shareholding.

The following methods are available to you if you should wish to instruct the above-named voting representatives of the Company in a binding manner to exercise your voting rights.

Letter, e-mail or fax containing the authorization and instructions to the Company's voting representatives

Please use the form „**AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES**“: Use this form to authorize the above-named voting representatives of the Company and instruct them in how your voting rights are to be exercised in relation to the resolutions proposed by the management.

Then, please send (by post or e-mail) or fax the form „**AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES**“ **together with your admission card or mentioning the number of your admission card directly to the following address:**

- **By post to:** **Rocket Internet SE**
c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich, Germany
- **or by e-mail to:** **inhaberaktien@linkmarketservices.de**
- **or by fax to the following number:** **+49 (0) 89 / 210 27 289**

Important note:

Please note, that you may only grant authorization and issue instructions to the voting representatives, if the admission card(s) is/are issued on your name and this form is completely filled out and reaches the Company in a timely manner at one of the above mentioned contact details, together with the admission card or by mentioning the number of your admission card **until June 1, 2017, 4 p.m. (CEST)** (inbound) latest.

The Authorizations to exercise the voting right and instructions to the representatives nominated by the Company, can also be issued, amended and/or revoked on the day of the General Meeting at the admission check. If the voting representatives of the Company receive authorization and instructions through various channels (via regular mail, e-mail or fax), the most recently received, formally valid authorization and corresponding instructions will be considered binding. If the authorization and instruction form is filled out incorrectly, the respective votes will not be represented by the voting representatives of the Company at the General Meeting. If the shareholders grants authorization to the voting representatives of the Company he is obliged to give instructions. The voting representatives are bound to instructions given by the shareholder.

Please provide an instruction for each proposed resolution. If the authorization and instruction form is filled out incompletely or incorrectly, the voting representatives will according to the respective voting procedure vote to abstain. If a motion is not marked, this will be treated as abstention, double marking of any motion will be treated as a spoiled vote and thereby invalid. If under one Agenda Item separate votes are taken on composite proposals, your instruction applies accordingly for the individual proposals. The voting representatives are bound to the issued instructions and are not allowed to exercise the voting rights transferred to them in the case of votes not announced prior to the General Meeting (e.g. procedural motions). In this case, depending on the voting procedure, the voting representatives vote to abstain. This applies accordingly to votes on counter-motions to the proposed resolutions of the management, to nominations deviating from proposed resolutions of the management as well as to proposed resolutions of the management with from the published convocation deviating resolution content.

The voting representatives of the Company cannot be authorized to file objections, propose motions or ask questions during the General Meeting. If you wish that participation rights over and above the described limits be exercised, you must personally attend the General Meeting or authorize a third party accordingly. Even though you have granted authority and issued voting instructions, you are still entitled to attend the General Meeting. Authority/Instructions will be revoked on condition of your personal attendance or the attendance of your representative at the General Meeting.

Rocket Internet SE does not guarantee and is not responsible for any reliability and availability of fax machines nor for the opportunity of granting authorization and issuing instructions via e-mail as far as it is not premeditated nor grossly negligent.

For questions concerning the granting of authority and the issuing of instructions to the voting representatives appointed by the Company you can reach our

General Meeting-Hotline

Monday through Friday, except holidays, from 9 a.m. to 5 p.m.

at **+49 (0) 89 / 210 27 222**

AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES

Please send this form completely filled out together with your admission card (or by giving your admission card number) that you received after proper and in time registration to the General Meeting (via regular mail, e-mail or fax) until June 1, 2017, 4 p.m. (CEST) (inbound), directly to the following address:

Rocket Internet SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
or: fax: +49 (0) 89 / 210 27 289
or: e-mail: inhaberaktien@linkmarketservices.de

Admission card details

.....
Name(s)/Company Admission card number Number of shares on admission card

.....
First Name(s) P.O. Box or Street, No.

.....
Postal Code/Place

Please mark the appropriate box necessarily and give instructions resp. cast your votes:

I/We hereby authorize the voting representatives of Rocket Internet SE, Mrs Julia Boß and Mr Damian Weißmann, (Voting Representatives of the Company) each of them individually and with the right to delegate this authority with the same scope, to represent me/us in the General Meeting of Rocket Internet SE on June 2, 2017 in Berlin and to exercise my/our voting rights or have them exercised as marked below disclosing my/our name(s).

Authority/Instruction will be revoked on condition of the personal attendance of the issuer or the attendance of his/her representative at the General Meeting.



Instructions resp. cast of votes

(Please provide an instruction resp. cast a vote on the agenda items with regard to the management's proposals. Only one instruction resp. cast of vote can be provided for each agenda item.)

Agenda Item		Yes	No	Abstent
2	Resolution on the discharge of the members of the Management Board for the financial year 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Resolution on the discharge of members of the Supervisory Board for the financial year 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Resolution on the amendment of Art. 10 ss. 1 Articles of Association of the Company (Composition of the Supervisory Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Resolution on the elections of members of the Supervisory Board			
	a) Mr. Christopher H. Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Prof. Dr. Marcus Englert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Prof. Dr. h.c. Roland Berger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	d) Mr. Norbert Lang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	e) Prof. Dr. Joachim Schindler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Resolution on amending Art. 2 ss. 1 of the Articles of Association of the Company (Objects of the Company)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item		Yes	No	Abstent
8	Resolution on the amendment of Art. 15 ss. 1 of the Articles of Association of the Company (compensation)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Resolution on the cancellation of Authorised Capital 2016, the creation of new Authorised Capital 2017 with the possibility to exclude subscription rights and on the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Resolution on the issue of a 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 cancellation of the existing Authorisation 2016, to issue convertible and option bonds, on the amendment and addition to the existing Conditional Capital 2015/2016 and the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Resolution on the reallocation of subscription rights and the authorisation to grant further subscription rights to members of the Management Board under the Share Option Programme 2014/II and other amendments to the Share Option Programme 2014/II and on the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Resolution on the reallocation of subscription rights and the authorisation to grant further subscription rights to employees of the Company under the Share Option Programme 2014/II and on the corresponding amendment to the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Resolution on the authorisation to acquire the Company's own shares and to use them including the authorisation to redeem shares of the Company acquired and capital reduction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Resolution on an authorisation to use own capital derivatives when acquiring the Company's own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We hereby confirm to have read and accept the "Information concerning the granting of authority and the issuing of instructions to the voting representatives of the company".

Place

Date

Signature(s) or another declaration according to § 126b BGB (German Civil Code) (readable)

Please provide your telephone number in case of any queries: _____