

**Convenience Translation. The German language version shall prevail in the event of any dispute or ambiguity.**

**Ordinary General Meeting of Rocket Internet SE, Berlin,**

**on June 2, 2017, 10:00 hours (CET),**

**at Rocket Tower, Charlottenstraße 4, 10969 Berlin**

**Information on shareholders' rights pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Sec. 50 (2) SEAG, Secc. 122 (2), 126 (1), 127, 131 (1) AktG**

The invitation to the Ordinary General Meeting already contains information on shareholders' rights according to Art. 56 sentence 2 and sentence 3 of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (hereinafter "**SE Regulation**"), Sec. 50 (2) SE Implementation Act (hereinafter "**SEAG**"), Secc. 122 (2), 126 (1), 127, 131 (1) German Corporation Act (hereinafter "**AktG**"). The following remarks serve as additional explanation of the respective provisions.

**1. Addition to the Agenda at the request of a minority according to Art. 56 sentence 2 and sentence 3 SE Regulation, Sec. 50 (2) SEAG, Sec. 122 (2) AktG**

Shareholders who together hold shares of five per cent 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 Sec. 50 (2) SEAG for demands of shareholders in a Societas Europaea (SE).

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 30 days prior to the General Meeting i. e. at the latest by 2 May 2017 (24:00 hrs. CEST).

We request that such request be addressed as follows:

**Rocket Internet SE  
General Meeting 2017  
Charlottenstraße 4  
10969 Berlin  
Germany**

Additions to the Agenda to be notified will be published without undue 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](http://www.rocket-internet.com/investors/annual-general-meeting).

This shareholders' right is based on the following provisions of the SE Regulation, the SEAG and the AktG:

**Art. 56 SE Regulation (Request for Amendments of the Agenda)**

*One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion*

may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

**Sec. 50 SEAG (Convocation and Amendment of the Agenda at the Request of a Minority) (excerpt)**

(2) *The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5% of the share capital or represent an amount of the share capital corresponding to 500,000 euros.*

**Sec. 122 AktG (Calling of a Meeting at the Request of a Minority) (excerpt)**

(2) *In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.*

**Sec. 124 AktG (Publication of Requests for Amendments; Proposals for Resolutions) (excerpt)**

(1) *If the minority has requested pursuant to Sec. 122 (2) that items be added to the agenda, these items shall be published either upon calling the meeting or immediately following receipt of the request. Sec. 121 (4) shall apply analogously; moreover, Sec. 121 (4a) shall apply analogously to listed companies. Publication and submission shall be made in the same way as applicable for calling the meeting.*

**2. Applications and proposals for election from shareholders according to Sec. 126 (1), 127 AktG**

Shareholders can make counterproposals to proposals of the Management Board and the Supervisory Board on specific points of the Agenda according to Sec. 126 (1) AktG and proposals for election according to Sec. 127 AktG. 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**  
**General Meeting 2017**  
**Charlottenstraße 4**  
**10969 Berlin**  
**Germany**  
**or per telefax to the fax number: +49 (0) 30 300 13 18 99**  
**or per e-mail to: [hauptversammlung@rocket-internet.de](mailto: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 18 May 2017 (24:00 hrs. CEST) at one of the above contact possibilities and to be made accessible will be made accessible to the shareholders without undue delay including the name of shareholder and the grounds on the internet site of the Company [www.rocket-internet.com/investors/annual-general-meeting](http://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 Sec. 126 (2) AktG (in connection with Sec. 127 sentence 1 AktG) 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 be made accessible e.g. 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 Sec. 127 sentence 3 AktG if the proposal does not contain the data according to Sec. 124 (3) sentence 4 AktG and Sec. 125 (1) sentence 5 AktG.

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.

This shareholders' right is based on the following provisions of the AktG:

### **Sec. 126 AktG (Shareholder Proposals)**

- (1) *Shareholder proposals together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to Sec. 125 (1)–(3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a shareholder proposal counter to a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. Sec. 125 (3) shall apply accordingly.*
- (2) *A shareholder proposal and the reasons for it need not be made available, if:*
  1. *the management board would by reason of such communication become criminally liable;*
  2. *the shareholder proposal would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles;*
  3. *the reasons contain statements which are manifestly false or misleading in material respects or which are libelous;*
  4. *a shareholder proposal of such shareholder based on the same facts has already been communicated with respect to a shareholders' meeting of the company pursuant to Sec. 125;*
  5. *the same shareholder proposal of such shareholder on essentially identical grounds has already been communicated pursuant to Sec. 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such proposal;*
  6. *the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting; or*
  7. *within the past two years at two shareholders' meeting the shareholder has failed to make or cause to be made on his behalf a shareholder proposal communicated by him.*

*The statement of the reasons need not be communicated if it exceeds five thousand words.*

- (3) *If several shareholders present shareholder proposals for resolution in respect to the same subject matter, the management board may combine such proposals and respective statements of the reasons.*

### **Sec. 127 AktG (Nominations by Shareholders) (excerpt)**

*Sec. 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not to be supported by a statement of the reasons for it. The management board also need not to communicate such nomination if it fails to contain the particulars required by Sec. 124 (3) sentence 4 and Sec. 125 (1) sentence 5. [...]*

**Sec. 124 AktG (Publication of Requests for Amendments; Proposals for Resolutions) (excerpt)**

*(3) [...] <sup>4</sup>The proposal for the election of members of the supervisory board or external auditors shall state their name, profession and place of residence.*

**Sec. 125 AktG (Information for Shareholders and Supervisory Board Members) (excerpt)**

*(1) [...] <sup>5</sup>In the case of listed companies, information concerning membership of nominated supervisory board members in other supervisory boards required by law shall be attached to a nomination of supervisory board members; information concerning their membership in comparable domestic and foreign supervisory bodies should also be attached.*

**3. Information right of the shareholders according to Sec. 131 (1) AktG**

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 Sec. 131 (3) AktG (e. g. no disclosure of business secrets). In addition, the chairman of the General Meeting is entitled to appropriately limit the shareholders' right to ask questions and the speaking time (Sec. 131 (2) sentence 2 AktG in conjunction with Sec. 18 (3) of the Articles of Association of Rocket Internet SE).

This shareholders' right is based on the following provisions of the AktG and the Articles of Association of Rocket Internet SE:

**Sec. 131 AktG (Right of Shareholders to Information)**

*(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedures pursuant to Sec. 266 (1) sentence 3, Sec. 276 or Sec. 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedures were not applied. A parent enterprise's (Sec. 290 (1) and (2) of the German Commercial Code) management board's duty to inform in the shareholders' meeting that considers the consolidated financial statement and consolidated management report shall extend to the outlook of the group and the enterprises included in the consolidated financial statement.*

*(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the rules of procedure pursuant to Sec. 129 may authorize the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules thereon.*

*(3) The management board may refuse to provide information:*

1. *To the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;*
2. *to the extent that such information relates to tax valuations or the amount of certain taxes;*
3. *with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;*
4. *with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of Sec. 264 (2) of the German Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
5. *if provision thereof would render the management board criminally liable;*
6. *if in the case of a credit institution or financial services institution, information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given;*
7. *if the information is continuously available on the company's internet page seven or more days prior to the shareholders' meeting as well as during the meeting.*

*The provision of information may not be denied for other reasons.*

- (4) *If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of (3) sentence 1 Nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Sec. 290 (1), (2) of the German Commercial Code), a cooperative enterprise (Sec. 310 (1) of the German Commercial Code) or an affiliate (Sec. 311 (1) of the German Commercial Code) provides the information to a parent company (Sec. 290 (1), (2) of the German Commercial Code) for the purpose of inclusion in the consolidated annual financial statement of the parent company and the information is required for this purpose.*
- (5) *A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.*

#### **Sec. 18 of the Articles of Association of Rocket Internet SE (excerpt)**

- (3) *The chairman of the General Meeting is authorized to impose a reasonable time limit on the right to ask questions and to speak. In particular, he may establish at the beginning of or at any time during the General Meeting, a limit on the time allowed to speak or ask questions or on the combined time to speak and ask questions, determine an appropriate time frame for the course of the entire General Meeting, for individual items on the agenda or individual speakers; he may also, if necessary, close the list of requests to speak and order the end of the debate.*