

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report  
Commission file number: 001-38863

**JUMIA TECHNOLOGIES AG**

(Exact Name of Registrant as Specified in its Charter)

N/A

(Translation of Registrant's name into English)

Federal Republic of Germany

(Jurisdiction of incorporation or organization)

Skalitzer Strasse 104  
10997 Berlin, Germany  
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(Address of principal executive offices)

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(Name, Telephone, E-Mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
American Depositary Shares	JMIA	New York Stock Exchange
Ordinary Shares, no par value	N/A	New York Stock Exchange <sup>1</sup>

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

202,277,366 ordinary shares, no par value.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note—checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer

Emerging Growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Not for trading, but only in connection with the listing on The New York Stock Exchange of American Depository Shares.

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## INTRODUCTION

We conduct our business through Jumia Technologies AG, a German stock corporation (*Aktiengesellschaft*) and its subsidiaries. Except where the context otherwise requires or where otherwise indicated, the terms “Jumia,” the “Company,” the “Group,” “we,” “us,” “our,” “our company” and “our business” refer to Jumia Technologies AG together with its consolidated subsidiaries as a consolidated entity.

## PRESENTATION OF CERTAIN FINANCIAL AND OTHER INFORMATION

We report under International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (the “IASB”), which differ in certain significant respects from U.S. generally accepted accounting principles (“U.S. GAAP”).

Our consolidated financial statements are reported in US dollars, which are denoted “US dollars,” “USD” or “\$” throughout this Annual Report on Form 20-F (“Annual Report”).

Financial information in thousands or millions, and percentage figures have been rounded. Rounded total and sub-total figures in tables may differ marginally from unrounded figures indicated elsewhere in this Annual Report or in the consolidated financial statements. Moreover, rounded individual figures and percentages may not produce the exact arithmetic totals and sub-totals indicated elsewhere in this Annual Report.

## MARKET AND INDUSTRY DATA

We obtained the industry, market and competitive position data from our own internal estimates, surveys, and research as well as from publicly available information, industry and general publications and research, surveys and studies conducted by third parties, including, but not limited to, the International Monetary Fund (“IMF”), National Bureau of Statistics (NBS) of Nigeria, Statista, GSMA, Internet World Stats, Brookings Institution and the United Nations. None of the independent industry publications used in this Annual Report were prepared on our behalf.

Industry publications, research, surveys, studies and forecasts generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this Annual Report. These forecasts and forward-looking information are subject to uncertainty and risk due to a variety of factors, including those described under Item 3. “Key Information—D. Risk Factors.” These and other factors could cause results to differ materially from those expressed in our forecasts or estimates or those of independent third parties.

## TRADEMARKS, SERVICE MARKS AND TRADENAMES

We have proprietary rights to trademarks used in this Annual Report that are important to our business, many of which are registered under applicable intellectual property laws. Solely for convenience, the trademarks, service marks, logos and trade names referred to are without the ® and ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and trade names.

This Annual Report contains additional trademarks, service marks and trade names of others, which are the property of their respective owners. All trademarks, service marks and trade names appearing in this Annual Report are, to our knowledge, the property of their respective owners. We do not intend our use or display of other companies’ trademarks, service marks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

## INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements that relate to our current expectations and views of future events. These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under Item 3. “Key Information—D. Risk Factors,” which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, these forward-looking statements can be identified by words or phrases such as “believe,” “may,” “will,” “expect,” “estimate,” “could,” “should,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. Forward-looking statements contained in this Annual Report include, but are not limited to, statements about:

- our future business and financial performance, including our revenue, operating expenses and our ability to achieve or maintain profitability and our future business and operating results;
- our strategies, plan, objectives and goals; and
- our expectations regarding the development of our industry, internet penetration, market size and the competitive environment in which we operate.

These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors described under “Risk Factor Summary” below and the risk factors described in Item 3. “Key Information—D. Risk Factors” of this Annual Report.

The forward-looking statements made in this Annual Report relate only to events or information as of the date on which the statements are made in this Annual Report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this Annual Report and the documents that we have filed as exhibits to this Annual Report completely and with the understanding that our actual future results or performance may be materially different from what we expect.

### **RISK FACTOR SUMMARY**

Our business is subject to numerous risks and uncertainties, including those described in Item 3. “Key Information—D. Risk Factors.” You should carefully consider these risks and uncertainties when investing in our securities. Principal risks and uncertainties affecting our business include the following:

- we have incurred significant losses since inception and there is no guarantee that we will achieve or sustain profitability in the future;
- we rely on external financing and may not be able to raise necessary additional capital on economically acceptable terms or at all;
- our markets pose significant operational challenges that require us to expend substantial financial resources;
- many of our countries of operation are, or have been, characterized by political instability or changes in regulatory or other government policies;
- our business may be materially and adversely affected by an economic slowdown in any region of Africa;
- currency volatility and inflation may materially adversely affect our business;
- exchange controls may restrict the ability of our subsidiaries to convert or transfer sums in foreign currencies;
- uncertainties with respect to the legal system in certain African markets could adversely affect us;
- if our operation of JumiaPay were found to be in violation of applicable laws or regulations, or if JumiaPay is found to be engaged in an unauthorized banking or financial business, we could be subject to fines or other sanctions, forced to cease doing business in certain countries, or forced to change our business practices;
- our business may be materially and adversely affected by violent crime or terrorism or acts of war in any region of Africa;

- growth of our business depends on an increase in internet penetration in Africa and other external factors, some of which are beyond our control;
- we face competition, which may intensify;
- we may be unable to adapt to changes in our industry or successfully launch and monetize new and innovative technologies, as a result of which our growth and profitability could be adversely affected;
- we may not be able to maintain our existing partnerships, strategic alliances or other business relationships or enter into new ones. We may have limited control over such relationships, and these relationships may not provide the anticipated benefits;
- we may fail to maintain or grow the size of our customer base or the level of engagement of our customers;
- sellers set their own prices and decide which goods they make available on our marketplace, which could affect our ability to respond to customer preferences and trends;
- we use third-party carriers as part of our fulfillment process, giving us limited control over the fulfillment process and exposing us to challenges should we need to replace carriers;
- we may experience malfunctions or disruptions of our technology systems;
- we may experience security breaches and disruptions due to hacking, viruses, fraud, malicious attacks and other circumstances;
- we conduct a substantial amount of our business in foreign currencies, which heightens our exposure to the risk of exchange rate fluctuations.

## PART I

### Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

### Item 2. Offer Statistics and Expected Timetable

Not applicable.

### Item 3. Key Information

#### A. [Reserved]

Not applicable.

#### B. Capitalization and Indebtedness

Not applicable.

#### C. Reasons for the Offer and Use of Proceeds

Not applicable.

#### D. Risk Factors

*The following risks may have material adverse effects on our business, financial condition and results of operations. Additional risks and uncertainties of which we are not presently aware or that we currently deem immaterial could also materially affect our business operations and financial condition.*

### Risks Related to Our Business, Operations and Financial Position

***We have incurred significant losses since inception and there is no guarantee that we will achieve or sustain profitability in the future.***

Jumia operates a pan-African e-commerce platform. Our platform primarily consists of our marketplace, which connects businesses with customers, our logistics service, which enables the shipping and delivery of packages, and our payment service, JumiaPay, which, together with its network of licensed payment service providers and other partners, facilitates transactions among participants active on our platform. We primarily generate revenue from commissions, where third-party sellers pay us fees based on the goods and services they sell, and from the sale of goods where we act directly as seller. Our revenue is, however, not sufficient to cover our operating expenses. Accordingly, since we were founded in 2012, we have not been profitable on a consolidated basis. We incurred a loss for the year of \$226.9 million in 2021 and a loss for the year of \$238.3 million in 2022 and a loss for the year of \$104.2 million in 2023. As of December 31, 2023, we had accumulated losses of \$2.1 billion.

There is no guarantee that we will generate sufficient revenue in the future to offset the cost of maintaining our platform and maintaining and growing our business. Furthermore, even if we achieve profitability in certain of our more mature markets, where e-commerce is growing rapidly, there is no guarantee that we will be able to break even and achieve profitability in other markets, where e-commerce adoption is slower. Our operating expenses may continue to increase as we intend to expend substantial financial and other resources on acquiring and retaining sellers and customers, growing and maintaining our technology infrastructure and sales and marketing efforts and conducting general administrative tasks associated with our business, including expenses related to being a public company. These investments may not result in increased revenue growth. If we cannot successfully generate revenue at a rate that exceeds the costs associated with our business, we will not be able to achieve or sustain profitability or generate positive cash flow on a sustained basis and our revenue growth rate may decline.

If we fail to become and remain profitable, this could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We rely on external financing and may not be able to raise necessary additional capital on economically acceptable terms or at all.***

Since our inception, we have had negative operating cash flows and have relied on external financing. While we received net proceeds of \$280.2 million from our April 2019 initial public offering, a concurrent private placement with Mastercard Europe SA (“Mastercard”) and the issuance of shares to existing shareholders to protect them from dilution, net proceeds of \$231.4 million from our December 2020 equity offering, and net proceeds of \$341.0 million from our March 2021 equity offering, we may require additional capital to finance our operations and/or growth of our platform in the future. If we are not able to raise the required capital on economically acceptable terms, or at all, or if we fail to project and anticipate our capital needs, we may be forced to limit or scale back our operations, which may adversely affect our growth, business and market share and could ultimately lead to insolvency.

If we choose to raise capital by issuing new shares, our ability to place such shares at attractive prices, or at all, depends on the condition of equity capital markets in general, the performance of our business and the price of our ADSs in particular, and the price of our ADSs may be subject to considerable fluctuation.

Currently, debt financing from independent third parties is unlikely to be available to us due to our loss making history, negative operating cash flows and lack of significant physical assets and collateral. If debt financing were available, such financing may require us to post collateral in favor of the relevant lenders or impose other restrictions on our business and financial position. Such restrictions may adversely affect our operations and ability to grow our business as intended. A breach of the relevant covenants or other contractual obligations contained in any of our current or future external financing agreements may trigger immediate prepayment obligations or may allow the relevant lenders to seize collateral posted by us, all of which may adversely affect our business. In addition, if we raise capital through debt financing on unfavorable terms, this could adversely affect our operational flexibility and profitability.

An inability to obtain capital on economically acceptable terms, or at all, could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our markets pose significant operational challenges that require us to expend substantial financial resources.***

We operate in emerging markets in Africa. While we believe that our markets offer opportunities for an e-commerce company, they are also characterized by fragmented and largely underdeveloped logistics, delivery, and digital payment landscapes, which can differ significantly in the customer markets in which we operate. This underdeveloped infrastructure restricts and complicates the movement of people and goods, which may make our delivery service too expensive or our delivery times too long to effectively compete with offline stores, in particular outside of main urban centers. Underdeveloped infrastructure may also limit our growth prospects by obstructing access to potential customers. Lack of an established, secure and convenient cashless payment system in many markets also poses significant challenges for sellers. From our experience, we believe that a large percentage of our customers either do not have a bank account or do not trust online payments, which is why cash on delivery is still a payment method used by many of our customers.

In order to overcome the challenges posed by our markets, we have had to develop significant logistics, delivery and payment infrastructures, which include, for example, the operation of warehouses and drop-off centers, the integration of third-party logistics providers, the establishment of our own delivery and last-mile delivery fleet in certain cities, the design of our independent technology platform and the provision of unconventional payment options. These factors make our operations more complex than those of similar businesses in more developed markets and may place a higher risk on us, for example, due to a higher number of failed orders, the risk of fraud, increased regulatory risk or otherwise. The costs incurred by us to meet these challenges have, and may continue to, put a strain on our financial resources, may be unjustified in light of the benefits they bring us and may make it challenging for us to reach profitability. In particular, there is no guarantee that the markets in which we currently operate will prove to be as attractive as we currently believe them to be. The materialization of any of these risks could have a material adverse effect on our business, financial condition, results of operations and prospects.



***Many of our countries of operation are, or have been, characterized by political instability or changes in regulatory or other government policies.***

Frequent and intense periods of political instability make it difficult to predict future trends in governmental policies. For example, in periods of intense political turmoil, governments in certain of our markets have restricted access to the internet. Any similar shut-down in the future will negatively affect our business and results of operations. In addition, if government or regulatory policies in a market in which we operate were to change or become less business-friendly, our business could be adversely affected.

Governments in Africa frequently intervene in the economies of their respective countries and occasionally make significant changes in policy and regulations. Governmental actions have often involved, among other measures, nationalizations and expropriations, price controls, currency devaluations, mandatory increases on wages and employee benefits, capital controls and limits on imports. Our business, financial condition and results of operations may be adversely affected by changes in government policies or regulations, including such factors as exchange rates and exchange control policies, inflation control policies, price control policies, consumer protection policies, import duties and restrictions, liquidity of domestic capital and lending markets, electricity rationing, tax policies, including tax increases and retroactive tax claims, and other political, diplomatic, social and economic developments in or affecting the countries where we operate.

In the future, the level of intervention by African governments may continue to increase. These or other measures could have a material adverse effect on the economy of the countries in which we operate and, consequently, could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our business may be materially and adversely affected by an economic slowdown in any region of Africa.***

The success of our business depends on consumer spending. While we believe that economic conditions in Africa will improve, poverty in Africa will decline and the purchasing power of African consumers will increase in the long term, there can be no assurance that these expected developments will actually materialize. The development of African economies, markets and levels of consumer spending are influenced by many factors beyond our control, including consumer perception of current and future economic conditions, political uncertainty, employment levels, inflation or deflation, real disposable income, poverty rates, wealth distribution, interest rates, taxation, currency exchange rates, weather conditions, terrorism and acts of war. As our operations in Egypt, Ivory Coast and Nigeria generate a larger portion of our orders and revenue, adverse economic developments in Egypt, Ivory Coast or Nigeria could have a greater impact on our results than a similar downturn in other countries.

Furthermore, in some of the countries in which we operate, local banks have faced liquidity and funding issues and may face such issues in the future, which could lead to bank failures or systemic collapse, which in turn could result in an economic slowdown in the particular region.

An economic downturn, whether actual or perceived, currency volatility, a decrease in economic growth rates or an otherwise uncertain economic outlook in Nigeria, Egypt or any region of Africa could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Currency volatility and inflation may materially adversely affect our business.***

Third-party sellers and customers transact on our marketplace in local currency. The economies of a number of the African countries in which we operate are affected by high currency exchange rate volatility due to, among other things, inflation, selective tariff barriers, raw material prices, current account balances and widespread corruption and political uncertainty. In particular, inflation indicators reached multi-decade highs across a number of our countries at the end of 2023, with core consumer price index (“CPI”) year-over-year increases in December 2023 of 34% in Egypt, 29% in Nigeria and 23% in Ghana, according to IMF data and the National Bureau of Statistics (NBS) of Nigeria. Inflation levels are expected to remain elevated throughout 2024. Higher inflation rates are putting significant pressure on consumer sentiment and spending power, while affecting our sellers’ ability to import and source goods. Challenges on both the supply and demand fronts negatively affected the performance of our usage indicators, GMV, Orders and Quarterly Active Customers, in 2023. In addition, the inflationary pressure and currency devaluations, including the devaluation of the Nigerian Naira in June 2023 and of both the Nigerian Naira and the Egyptian Pound in the first quarter of 2024, are further exacerbated by the Ukraine and Russia war and other acts of war and acts of terrorism with notable exposures in a number of African countries such as Egypt that are dependent on the agricultural product imports from Russia and/or Ukraine.

Currency volatility and high inflation in any of the countries in which we operate could increase the cost of goods to our third-party sellers while decreasing the purchasing power of our customers. If sellers are unable to pass along price increases to customers, we could lose sellers from our marketplace. Similarly, if customers are unwilling to pay higher prices, we could lose customers.

The occurrence of any of these risks could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Exchange controls may restrict the ability of our subsidiaries to convert or transfer sums in foreign currencies.***

Our ability to generate operating cash flows at the level of the Company depends on the ability of its subsidiaries to upstream funds. Several of the countries in which we currently operate, including Egypt, have exchange controls and other regulations that can, from time to time, place restrictions on the exchange of local currency for foreign currency and the transfer of funds abroad. These controls generally have not created major operational problems in the past because of our negative profitability, but may become more onerous in the future. These controls and regulations can make it more expensive to exchange local currency for foreign currency and can extend the timeline of foreign exchange transactions. These controls and other controls that may be implemented in the future could limit the ability of our subsidiaries to transfer cash to us.

For example, we have not obtained valid certificates of capital importation (“CCIs”), which are required to repatriate imported funds and related proceeds via the Nigerian foreign exchange market, for all of the funds we have imported in Nigeria. While the company does not have an immediate need to repatriate funds from Nigeria, Jumia has started working with licensed operators and on the restructuring of the financing of its operations in Nigeria in order to allow Jumia to repatriate these funds and related proceeds. However, there can be no assurance that Jumia will be successful in this endeavor. Any failure could impact Jumia’s ability to repatriate these funds and related proceeds or the exchange rate at which a repatriation could be affected.

Moreover, in some of the countries in which we currently operate, our sellers have experienced, and may experience in the future, difficulties in converting large amounts of local currency into foreign currency due in particular to illiquid foreign exchange markets, preventing them from importing certain goods and impeding their ability to sell successfully on our marketplace. In addition, as the cash flows of certain countries are highly dependent on the export of certain raw materials, the ability to convert such currencies can be limited by the timing of payments for such exports, requiring us to organize our currency conversions around such constraints.

We can offer no assurance that additional restrictions on currency exchange will not be implemented in the future or that these restrictions will not limit the ability of our subsidiaries to transfer cash to us, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Uncertainties with respect to the legal system in certain African markets could adversely affect us.***

Legal systems in Africa vary significantly from jurisdiction to jurisdiction. Many countries in Africa have not yet developed a fully integrated legal system, and recently enacted laws and regulations may not sufficiently cover all aspects of economic activities in such markets. In particular, the interpretation and enforcement of these laws and regulations involve uncertainties. Since local administrative and court authorities have significant discretion in interpreting and implementing statutory provisions and contractual terms, it may be difficult to predict the outcome of administrative and court proceedings and our level of legal protection in many of our markets. Moreover, local courts may have broad discretion to reject enforcement of foreign awards. These uncertainties may affect our ability to enforce our contractual rights or other claims. Uncertainty regarding inconsistent regulatory and legal systems may also embolden plaintiffs to exploit such uncertainties through unmerited or frivolous legal actions or threats in attempts to extract payments or benefits from us.

Many African legal systems are based in part on government policies and internal rules, some of which are not published on a timely basis, or at all, and may have retroactive effect. There are other circumstances where key regulatory definitions are unclear, imprecise, or missing, or where interpretations that are adopted by regulators are inconsistent with interpretations adopted by a court in analogous cases. As a result, we may not be aware of our violation of certain policies and rules until after the violation. In addition, any administrative and court proceedings in Africa may be protracted, resulting in substantial costs and the diversion of resources and management attention.

It is possible that a number of laws and regulations may be adopted or construed to apply to us in Africa and elsewhere that could restrict our business. Scrutiny and regulation of the industries in which we operate may further increase, and we may be required to devote additional legal and other resources to addressing such regulation. Changes in current laws or regulations or the imposition of new laws and regulations in our markets or elsewhere regarding e-commerce may slow our growth and could have a material adverse effect on our business, financial position, results of operations and prospects.

***Our business may be materially and adversely affected by violent crime or terrorism in any region of Africa.***

Many of the markets in which we operate suffer from a high incidence in violent crime and terrorism, which may harm our business. Violent crime has the potential to interfere with our delivery and fulfillment operations, in particular, given the fact that a high proportion of transactions on our marketplace are settled in cash. Our warehouses may also be targets of criminal acts.

Further, the terrorist attacks of Boko Haram have created considerable economic instability in northeastern Nigeria for over a decade. Although it is difficult to quantify the economic effect of Boko Haram's terrorist activities, countless markets, shops, and schools have been temporarily or permanently closed over the years out of fear of coordinated attacks. In some of the areas most devastated by terrorism, commercial banks have chosen to remain open for only three hours per day. Many Nigerians have also chosen to migrate from the north to the south, or out of the country altogether. If Boko Haram's terrorist activities were to spread throughout Nigeria, the increasing violence could have material adverse effects on the Nigerian economy. An increase in violent crime or terrorism in any region of Africa may interfere with deliveries, discourage economic activity, weaken consumer confidence, diminish consumer purchasing power or cause harm to our sellers and customers in other ways, any of which could have a material adverse effect on our business, financial position, results of operations and prospects.

***Growth of our business depends on an increase in internet penetration in Africa and other external factors, some of which are beyond our control.***

Our business model relies on an increase in internet penetration and digital literacy in Africa. Even though the main urban centers of Africa typically offer reliable wired internet service, a substantial portion of the population are inhabitants of rural areas, which largely depend on mobile networks. Internet penetration in the markets in which we operate may not reach the levels seen in more developed countries for reasons that are beyond our control, including the lack of necessary network infrastructure or delayed implementation of performance improvements or security measures. The internet infrastructure in the markets in which we operate may not be able to support growth in the number of users, their frequency of use or their bandwidth requirements. Delays in telecommunication and infrastructure development or other technology shortfalls may also impede improvements in internet reliability. If telecommunications services are not sufficiently available to support the growth of the internet, response times could be slower, which would reduce internet usage and harm our platform. Internet penetration may decline if providers become insolvent or decide to exit a specific country. The price of personal computers, mobile devices and internet access, particularly with respect to mobile data rates, may also limit the growth of internet penetration in the markets in which we operate. Accordingly, there is no guarantee that internet penetration rates, and in particular, mobile internet penetration rates, will continue to grow as we anticipate. Internet penetration in our target markets may even stagnate or decline. Digital illiteracy among many customers and sellers in Africa presents obstacles to e-commerce growth.

If internet penetration and digital literacy do not increase in our markets of operation, it could have a material adverse effect on our business, financial condition, results of operations and prospects.

The continued growth of our business and e-commerce will depend on a number of other factors, some of which are beyond our control, including, the trust and confidence level of e-commerce sellers and customers, changes in demographics and customer tastes and preferences. Even if internet penetration rates increase, physical retail or face-to-face transactions may remain the predominant form of commerce in our markets due to, among other factors, a lack of trust and confidence in e-commerce offerings. There is no guarantee that customers will adapt to the use of the internet for customer transactions on the scale we anticipate.

A failure of e-commerce to continue to grow as we anticipate in the markets in which we operate could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We face competition, which may intensify.***

As the e-commerce business model is relatively new in the markets in which we operate, competition for market share may intensify significantly. Current competitors, such as Amazon and noon in Egypt, Konga in Nigeria or Takealot and Superbalist, which are both part of the Naspers group, in South Africa, may seek to intensify their investments in those markets and also expand their businesses in new markets. In digital services, we face competition from companies such as OPay and PalmPay. Some of our competitors currently copy our marketing campaigns, and such competitors may undertake more far-reaching marketing events or adopt more aggressive pricing policies, all of which could adversely impact our competitive position. We also compete with a large and fragmented group of offline retailers, such as traditional brick-and-mortar retailers and market traders, in each of the markets in which we operate. In addition, new competitors may emerge, or global e-commerce companies, such as Amazon, Asos, Alibaba or Shein, which already offer shipping services to certain African countries for a selection of products, may expand across our markets, and such competitors may have greater access to financial, technological and marketing resources than we do. We also face competition from transactions taking place through other platforms, including via social media sites such as Instagram or Facebook.

Competitive pressure from current or future competitors or our failure to quickly and effectively adapt to a changing competitive landscape could adversely affect demand for the goods available on our marketplace and could thereby adversely affect our growth. Given the early stage of the e-commerce industry in the markets in which we operate, the share of goods sold and purchased via e-commerce may be small and loyalty of sellers and customers may therefore be low. Current or future competitors may offer lower commissions to sellers than we do, and we may be forced to lower commissions in order to maintain our market share.

With respect to JumiaPay, we face competition from financial institutions with payment processing offerings, credit, debit and prepaid card service providers, other offline payment options and other electronic payment system operators, in each of the markets in which we operate. We expect competition to intensify in the future as existing and new competitors may introduce new services or enhance existing services.

If we fail to compete effectively, we may lose existing sellers or customers and fail to attract new sellers or customers, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***If we are unable to adapt to changes in our industry or successfully launch and monetize new and innovative technologies, our growth and profitability could be adversely affected.***

The internet and e-commerce industry is characterized by rapidly changing technology, evolving industry standards, new product and service introductions and changing customer demand. Despite our investment of significant resources in developing our infrastructure, such as our logistics service, changes and developments in our industry may require us to re-evaluate our business model and significantly modify our long-term strategies and business plan.

We constantly seek to develop new and innovative technologies. Our ability to monetize these technologies and other new business lines in a timely manner and operate them profitably depends on a number of factors, many of which are beyond our control, including:

- our ability to manage the financial and operational aspects of developing and launching new technologies, including making appropriate investments in our software systems, information technologies and operational infrastructure;
- our ability to secure required governmental permits and approvals and implement appropriate compliance procedures;
- the level of commitment and interest from our current and potential third-party innovators;
- our competitors developing and implementing similar or better technology;
- our ability to effectively manage any third-party challenges to the intellectual property behind our technology;
- our ability to collect, combine and leverage data about our customers collected online and through our new technology in compliance with data protection laws; and

- general economic and business conditions affecting consumer confidence and spending and the overall strength of our business.

We may not be able to grow our new technologies or operate them profitably, and these new and innovative technology initiatives may never generate material revenue. In addition, our technology development requires substantial management time and resources, which may result in disruptions to our existing business operations and adversely affect our financial condition, which may decrease our profitability and growth.

***We may not be able to maintain our existing partnerships, strategic alliances or other business relationships or enter into new ones. We may have limited control over such relationships, and these relationships may not provide the anticipated benefits.***

We partner with numerous third parties. For example, more than 400 logistics providers are integrated into our logistics service and help us and our sellers deliver goods to customers. Additionally, we may enter into new strategic relationships in the future. Such relationships involve risks, including but not limited to: maintaining good working relationships with the other party, any economic or business interests of the other party that are inconsistent with ours, the other party's failure to fund its share of capital for operations or to fulfill its other commitments, including providing accurate and timely accounting and financial information to us, which could negatively impact our operating results, loss of key personnel, actions taken by our strategic partners that may not be compliant with applicable rules, regulations and laws, including licensing requirements, reputational concerns regarding our partners or our leadership that may be imputed to us, bankruptcy, requiring us to assume all risks and capital requirements related to the relationship, and the related bankruptcy proceedings could have an adverse impact on the relationship, and any actions arising out of the relationship that may result in reputational harm or legal exposure to us. Further, these relationships may not deliver the benefits that were originally anticipated.

Any of these factors may have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may fail to maintain or grow the size of our customer base or the level of engagement of our customers.***

The size and engagement level of our customer base are critical to our success. Our business and financial performance have been and will continue to be significantly determined by our success in adding, retaining, and engaging Quarterly Active Customers. We continue to invest significant resources to grow our customer base and increase participant engagement, whether through innovation, providing new or improved goods or services, marketing efforts or other means. We cannot assure that our customer base and engagement levels will continue growing at satisfactory rates, or at all. Our customer growth and engagement could be adversely affected if, among other things:

- we are unable to maintain the quality of our existing goods and services;
- we are unsuccessful in innovating or introducing new goods and services;
- we fail to adapt to changes in participant preferences, market trends or advancements in technology;
- technical or other problems prevent us from delivering our goods or services in a timely and reliable manner or otherwise affect the participant experience;
- there are participant concerns related to privacy, safety, security or reputational factors;
- there are adverse changes to our platform that are mandated by, or that we elect to make in response to, legislation, regulation, or litigation, including settlements or consent decrees;
- we fail to maintain the brand image of our platform or our reputation is damaged; or
- there are unexpected changes to the demographic trends or economic development of the markets in which we operate.

Our efforts to avoid or address any of these events could require us to make substantial expenditures to modify or adapt our services or platform. If we fail to retain or grow our participant base, or if our users reduce their engagement with

our platform, our business, financial condition, results of operations and prospects could be materially and adversely affected.

***Sellers set their own prices and decide which goods they make available on our marketplace, which could affect our ability to respond to customer preferences and trends.***

We do not control the portfolio or pricing strategies of our sellers, which could affect our ability to effectively compete on the breadth of our product assortment or on price with the other distribution channels. Our sellers may be unaware of customer preferences and trends and fail to offer the products our customers prefer. Additionally, our sellers may employ different pricing strategies based on the geographical location of customers, which could lead customers to look for more competitively priced products on other distribution channels. Our sellers may also engage in fictitious pricing, an advertising tactic wherein sellers exaggerate the level of discounts provided on certain products by comparing the discount price to a prior-reference price at which the product was never really offered for sale. Such tactics, if perpetrated by our sellers, may alienate customers from our marketplace and harm our reputation. Moreover, sellers that are prevented from engaging in fictitious pricing on our marketplace may choose to list their goods on other channels instead of our marketplace, which could also result in a loss of customers.

If customers are unable to purchase their preferred products at competitive prices on our marketplace, they may choose to purchase products elsewhere, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We depend on third-party carriers as part of our fulfillment process.***

We depend on the services of third-party carriers for the delivery of a large number of goods to our warehouses and subsequently to the distribution centers of third-party carriers and from there to our customers. Even where goods do not enter our warehouses, these goods are handled by third-party carriers who directly receive them from sellers.

Consequently, we have only limited control over the timing of deliveries and the security and quality of the goods while they are being transported. Customers may experience shipping delays due to inclement weather, natural disasters, employment strikes or terrorism, and/or goods may be damaged or lost in transit. If goods are of a poor quality or damaged or lost in transit, not delivered in a timely manner, or if we are not able to provide adequate customer support, our customers may become dissatisfied and cease buying their goods through our marketplace.

It may be difficult to replace any of our current third-party carriers due to a lack of alternative offerings at comparable prices and/or service quality in the relevant geographic area. Given the infrastructure deficiencies in the markets in which we currently operate, experienced and highly qualified third-party carriers are in increasing demand and accordingly, have only limited capacities. As a result, competition for delivery capacities may intensify even further. In addition, our carriers may increase their prices, which would adversely affect our results. Our third party-party carriers may fail to secure or maintain licenses required to operate and may be required to stop operating if their activities are not duly licensed. Furthermore, as we continue to grow, our existing carriers may be unable to keep up with such growth, and we may have to contract additional carriers. There is no guarantee that their services and prices will be satisfactory to us or our customers. An inability to maintain and expand a network of high-quality third-party carriers at attractive costs could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may experience malfunctions or disruptions of our technology systems.***

We rely on a complex technology platform and technology systems to operate our websites and apps. While we analyze our technology systems regularly, we may not be able to correctly assess their susceptibility to errors, hacking or viruses. For example, certain software we use for our business is based on open-source software, which may expose our business to systemic problems if errors in the open-source code are not detected in a timely manner.

Our systems may experience service interruptions or degradation because of hardware and software defects or malfunctions, computer denial-of-service and other cyberattacks, human error, earthquakes, hurricanes, floods, fires, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks, computer viruses, or other events. Our systems are also subject to break-ins, sabotage and intentional acts of vandalism. Some of our systems are not fully redundant, and our disaster recovery planning is not sufficient for all eventualities. In particular, as we have not yet completed a full disaster recovery check, we may not be aware of any material weaknesses in our disaster recovery systems. Any failure of or disruptions to our technology systems may lead to

significant malfunctions and downtimes of our websites and apps. If our algorithms suffer from programming failures or our technology systems experience disruptions, we may be unable to deliver goods on time or misallocate goods, either of which could adversely affect our business. Furthermore, we do not have an adequate business continuity infrastructure, and any failure of a key piece of infrastructure may lead to extended outages and generally affect our business continuity. In addition, we may not adequately manage malfunctions. If we cannot fix any malfunction ourselves, we may have to pay third parties to fix the malfunction or to license functioning software, which may be costly.

We have experienced and will likely continue to experience system failures, denial-of-service attacks and other events or conditions from time to time that interrupt the availability or reduce the speed or functionality of our websites and mobile applications. Reliability is particularly critical for us because the full-time availability of our payment services is critical to our goal of gaining widespread acceptance among customers and sellers, in particular with respect to digital and mobile payments. Frequent or persistent interruptions in our services could cause current or potential customers to believe that our systems are unreliable, leading them to switch to our competitors or to avoid our sites, which could irreparably harm our reputation and brands. To the extent that any system failure or similar event results in damages to our customers or their businesses, these customers could seek significant compensation from us for their losses and such claims, even if unsuccessful, would likely be time consuming and costly to address.

In addition, we depend on certain third-party service providers to operate and maintain certain of our technology systems, such as cloud services. If such service providers experience malfunctions or disruptions of their technology or increase their prices, it could adversely affect our business. Furthermore, if we need to switch service providers, for example if certain software is no longer fully compatible with our technology platform or no longer available in any country in which we currently operate (e.g., due to sanctions), there is no guarantee that alternative service providers will be available to us or that we would manage the transition successfully.

As we continue to grow our business, we may be required to further scale our technology platform and technology systems, including by adding and migrating to new systems and proprietary software, replacing outdated hardware and increasing the integration of our technology systems. Such changes may, however, be delayed or fail due to malfunctions or an inability to integrate new software and functions with our existing technology platform, resulting in disruptions to our operations and insufficient scale to support our future growth. In addition, as a provider of payments solutions, we are subject to increased scrutiny by regulators that may require specific business continuity and disaster recovery plans and more rigorous testing of such plans. This increased scrutiny may be costly and time consuming and may divert our resources from other business priorities.

Any malfunctions and disruptions of our technology systems could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may experience security breaches and disruptions due to hacking, viruses, fraud, malicious attacks and other circumstances.***

We operate websites, apps and other technology systems through which we collect, maintain, transmit and store sensitive information, such as credit or debit card information, about our customers, sellers, suppliers and other third parties. We also store proprietary information and business secrets. Additionally, we employ third-party service providers that store, process and transmit such information on our behalf, in particular payment details. Furthermore, we rely on encryption and authentication technology licensed from third parties to securely transmit sensitive and confidential information. While we take steps such as the use of password policies and firewalls to protect the security, integrity and confidentiality of sensitive and confidential information, our security practices may be insufficient and third parties may access our technology systems without authorization – such as through trojans, spyware, ransomware or other malware attacks – which may result in unauthorized use or disclosure of such information. Such attacks might lead to blackmailing attempts, forcing us to pay substantial amounts to release our captured data or resulting in the unauthorized release of such data. Given that techniques used in these attacks change frequently and often are not recognized until launched against a target, it may be impossible to properly secure our technology systems. In addition, technical advances or a continued expansion and increased complexity of our technology platform could increase the likelihood of security breaches. For example, in early 2022, we experienced a cybersecurity incident in which an unauthorized third-party gained access to limited data within Jumia's information technology systems. The incident did not impact our operations and we took remedial measures to contain it. While we intend to make additional investments into our information technology and systems to protect the security, integrity and confidentiality of our data, there can be no assurance that a similar incident will not happen in the future.

Security breaches may also occur as a result of non-technical issues, including intentional or inadvertent breaches by our employees or third-party service providers. Insufficient security practices, such as inadequate policies to enforce password complexity, the saving of username and password combinations on local browsers, any failure to update permissions granted to current or former employees, any weakness in access controls, the use of default credentials or their reuse coupled with the use of third-party cloud services, the use of unauthorized and unprotected software as well as inadequate physical protection against unauthorized access may make our technology systems vulnerable and lead to unauthorized disclosure of sensitive information.

Any leakage of sensitive information could lead to a misuse of data, including unsolicited emails or other messages based on spam lists fed with such data. Inefficient management of administrator and user accounts may increase the risk of fraud and malfunctions. In addition, any such breach could violate applicable privacy, data security and other laws, and cause significant legal and financial risks or negative publicity, and could adversely affect our business and reputation. We may need to devote significant resources to protect ourselves against security breaches or to address such breaches, and there is no guarantee that our resources will be sufficient to do so. Furthermore, we provide certain information to third-party service providers, such as Google, who help us assess the performance of our business. Consequently, we have only limited control over the protection of such information by the relevant third-party service providers and may be adversely affected by breaches and disruptions of their respective technology systems.

Security breaches and disruptions could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We conduct a substantial amount of our business in foreign currencies, which heightens our exposure to the risk of exchange rate fluctuations.***

We are subject to fluctuations in foreign exchange rates between the US Dollar, our reporting currency, and currencies of other countries where we market or source our goods, for example the Nigerian Naira, the Egyptian Pound, the Kenyan Shilling and the West African CFA Franc. Such fluctuations may result in significant increases or decreases in our reported revenue and other results as expressed in US Dollar, and in the reported value of our assets, liabilities and cash flows. In addition, currency fluctuation may adversely affect receivables, payables, debt, firm commitments and forecast transactions denominated in foreign currencies. In particular, transition risks arise where parts of the cost of sales are not denominated in the same currency of such sales. We currently do not hedge this exposure. Fluctuation in exchange rates, depreciation of local currencies, changes in monetary and/or fiscal policy or inflation in the countries in which we operate could have a material adverse effect on our business, financial condition, results of operations and prospects.

***The future growth of our business depends on several external factors, some of which are beyond our control, and there is no guarantee that we can maintain our historical growth rates.***

We have historically experienced growth in our usage indicators, such as Annual Active Customers, Quarterly Active Customers, Orders or GMV. In 2023, our usage indicators declined and there can be no assurance that we will resume our historical growth in the future. The levels of marketing investments and promotional intensity may fluctuate over time which may negatively affect usage indicators. External effects, such as acts of war and acts of terrorism, which have caused supply and logistics challenges for our business, may also negatively affect our growth trajectory. In addition, a shift in the relative proportion of first-party sales to third-party sales may significantly and negatively affect any reported revenue growth and could even lead to a decline in reported revenue.

The growth of our business is dependent on our ability to both retain existing and add new sellers, which we may not be able to continue to do at historic rates and acquisition costs, or at all. As we scale our business, we face the risk that our current sellers may not successfully increase their offers to keep up with increasing customer demand, which may require us to increase our first-party sales. Alternatively, we could select and onboard new local or international sellers to keep up with the increasing customer demand; however, doing so might prove more difficult than expected or we may not be able to onboard new sellers at all. Furthermore, if we onboard too many international sellers, we risk alienating local sellers which would compound supply issues.

Our local sellers, some of whom rely on imports for supply, may be negatively affected by local currency devaluations as well as global supply chain disruption. Curtailed access to supply for our local sellers may negatively affect the breadth of assortment on our platform which in turn may affect usage growth and overall performance of the business.



We also face the risk of losing sellers due to seller insolvency. If any of our current sellers were to become insolvent, they would no longer be able to offer products on our marketplace. Additionally, they may not be able to fulfill open orders and deliver products as promised. Furthermore, if we pay a seller before such seller fulfills its obligations to our customers, we may be unable to recover from such a seller any funds paid for undelivered items, for example if the seller becomes insolvent.

The occurrence of any of the risks described above could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may not be able to manage future growth efficiently, which may adversely affect our business.***

We aim to grow our business and our leadership in the markets in which we operate. If we succeed in significantly increasing the number of our Annual Active Customers, we will be required to further expand and improve our marketplace, technology systems, fulfillment infrastructure and customer support, which we may not achieve in a timely and cost-effective manner. If we are unable to successfully manage future growth, customer satisfaction and our reputation may be negatively affected.

Growth of our business may also place significant demands on our management and key employees, as expansion will increase the complexity of our business and place a significant strain on our management, operations, technical systems, financial resources and internal control over financial reporting functions. Our current and planned personnel, systems, procedures and controls may not be adequate to support and effectively manage our future operations, especially as we employ personnel in numerous geographic locations. Our ability to hire a sufficient number of new employees for our expanding operations depends on the overall availability of qualified employees, and our ability to offer them sufficiently attractive employment terms compared to other employers. Functional experts such as technology experts and compliance specialists are particularly hard to recruit and retain in the markets in which we operate.

If we experience significant future growth, we may be required not only to make additional investments in our platform and workforce, but also to expand our relationships with various partners and other third parties with whom we do business, such as third-party carriers, and to expend time and effort to integrate such parties into our operations. The expansion of our business could exceed the capacities of our partners and other third parties willing to do business with us, and if they are unable to keep up with our growth, our operations could be adversely affected.

Any failure to meet such challenges may lead to an increase in the risk of disruptions and compliance violations, could adversely affect our profitability, and could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may fail to effectively monetize our services, which could negatively affect our business and prospects.***

We may fail to effectively monetize our services, particularly as a number of our monetization avenues are nascent or untested. For example, as the competitive landscape in Africa increases, we may need to decrease the rate of our seller commissions in order to retain our seller base. Additionally, effective monetization of our nascent marketing and advertising service depends on our ability to generate sufficient usage on our platform and an attractive return on investment to advertisers. Furthermore, we cannot guarantee the successful off-platform expansion of JumiaPay. Any failure to successfully monetize these or other of our services could negatively affect our business and prospects.

***We may be unable to maintain and expand our relationships with sellers or to find additional sellers for our marketplace.***

Our sellers range from small merchants and artisans to larger corporations. If we fail to maintain and expand our existing relationships or to build new relationships with sellers on acceptable commercial terms, we will not be able to maintain and expand our broad product and service offering, which could adversely affect our business.

In order to maintain and expand our relationships with our current sellers and to attract additional quality sellers, we need, among other factors, to:

- provide a simple and easy to use platform, on which sellers can attractively present their goods and services;
- demonstrate our ability to help our sellers sell significant volumes of their goods;

- provide sellers with effective marketing and advertising products;
- offer an innovative platform;
- offer sellers a high-quality, cost-effective fulfillment process, including returns; and
- continue to provide sellers with a dynamic and real time view of demand and inventory via data and analytics capabilities.

If we fail to maintain an attractive mix of sellers or fail to find quality sellers of attractive goods, if such sellers refuse to use our platform or if we do not manage these relationships efficiently, we may not be able to grow as anticipated, which could adversely affect our business. Our competitors may seek to enter into exclusivity agreements with certain sellers and thereby prevent us from partnering with such sellers. Competitors or retailers may encourage manufacturers to limit distribution to sellers who sell through us.

Our policy is to delist any goods or sellers who repeatedly fail to meet our performance standards (e.g., product quality, environmental compliance and labor relations standards), which may lead to a significant reduction of sellers on our marketplace. Furthermore, sellers may decide to cease cooperating with us, discontinue their operations, or may face financial distress or other business disruptions. As a result, we may not be able to maintain and expand our product offering and may consequently lose customers to competitors with a larger seller base.

An inability to find, engage and retain the right sellers could have a material adverse effect on our business, financial condition, results of operations and prospects.

***In order to offer our customers an attractive product mix, we may be required to find sellers abroad or to engage in selling goods ourselves.***

The more attractive the product mix on our marketplace, the more customers visit our marketplace and order from our sellers. However, there can be no assurance that our sellers will offer a product mix that is attractive to our customers. If we identify gaps in the product offering on our marketplace, we either seek to have sellers from abroad, such as China, offer their goods on our marketplace or, in some cases, decide to sell goods ourselves. Sellers from abroad may, however, not be sufficiently familiar with local customer preferences or only be interested in listing high value goods, as low value goods may not allow them to recover the costs incurred for sales over our marketplace.

Furthermore, there can be no assurance that sellers from abroad will not face issues with import restrictions or delays in obtaining required customs clearances. As a growing percentage of our revenue stems from cross-border sales, future import restrictions, delays in obtaining required customs clearances, in particular with respect to goods imported from China, or events negatively affecting international trade may have a material adverse effect on our revenue.

Where we engage directly in selling goods, we take on inventory risk. Customer preferences regarding price, quality and design of certain goods may change rapidly, making it difficult to accurately forecast future demand. If we fail to correctly anticipate the demand, we may not be able to avoid overstocking or understocking certain goods. If we underestimate demand, this may result in a loss of customers who are unsatisfied with our delivery times. If we overestimate demand, we may experience excess inventories and may ultimately be forced to record losses for write-offs on inventory. In order to sell such excess inventories, we may choose to sell goods at significant discounts, which may adversely affect our profit margins and the level of prices we can demand for other goods, which may have a material adverse effect on our business, financial condition, results of operations and prospects.

***We face challenges with failed deliveries, excessive returns and voucher abuse, which may materially and adversely affect our business and prospects.***

Many of our orders are home delivery. For home deliveries, customers need to be present at the point of delivery or need to have made arrangements for drop-off or delivery to a third person. In addition, for orders to be paid in cash on delivery, the relevant customer must provide payment at the time of delivery. However, there is no guarantee that our customers will actually be present at scheduled delivery locations at the scheduled delivery times. If a customer is not present and has not made other arrangements, we schedule a new delivery time. We typically make three delivery attempts, and if all of these attempts fail, we return the product to the seller. If there is a failed delivery, we are required to notify the

seller within 21 days of when the package was shipped. If we do not notify the seller within this timeframe, we must take possession of the item and accept the loss as a result of the failed delivery.

Even if the product is successfully delivered to the customer and delivery is verified, most of our sellers are required, either by local regulations or by our operating standards, to allow customers to return goods within a certain period of time after delivery. For example, in Egypt, which is one of our largest markets, customers have a legal right to return any product within fourteen days after delivery so long as the product is in the same condition as when delivered. Furthermore, if our sellers offer more customer friendly return policies, the number of returns may increase, which could adversely affect our business. We also utilize an algorithm that determines, based upon a number of factors, whether a customer will receive a refund for a returned item. In some instances, the algorithm might make a refund determination before our after-sales team is able to review and process the refund. Any mistakes or errors in the algorithm could result in mistaken refunds, which in turn could result in loss of sales.

In certain markets, we also offer guarantees in the event that a damaged or defective product is delivered. Although we have instituted these guarantees in an effort to increase customer satisfaction, customers may abuse our guarantee policies which could harm our business. Additionally, we seek to increase customer satisfaction across all markets by offering apology vouchers to our customers on a case-by-case basis in the event of a failed or incorrect delivery. However, we periodically experience fraud and voucher abuse wherein account owners have managed to receive duplicate apology vouchers for the same transaction.

A significant increase in failed deliveries, excessive or mistaken returns, or voucher abuse – due to changing customer behavior, customer dissatisfaction with our goods or customer service, or otherwise – may force us to allocate additional resources to mitigating these issues, may force us to waive our commission fees and may materially and adversely affect our business, financial condition, results of operations and prospects.

***We face risks associated with our use of third-party delivery agents and our acceptance of cash on delivery as a payment method, which may materially and adversely affect our business and prospects.***

We face risks associated with our use of third-party delivery agents, including the risk that such agents might misappropriate inventory. Additionally, we struggle to verify delivery when our third-party delivery partners deliver packages without obtaining customer signatures. When goods are delivered without verification, we may be required to deliver a duplicate product.

We also face risks associated with our acceptance of cash on delivery as a payment method. When a third-party delivery agent successfully delivers a product and accepts cash payment from the customer, we face the risks of late collections (in the event that the third-party delivery agent does not remit the funds to us on time) or unrecoverable receivables (in the event that the third-party delivery agent commits fraud or becomes insolvent). These risks are particularly acute in countries where the percentage of outsourced deliveries is high.

Any significant increase in misappropriated inventory, late collections or unrecoverable receivables, whether due to fraud or otherwise, may force us to allocate additional resources to mitigating these issues, may force us to waive our commission fees and may materially and adversely affect our business, financial condition, results of operations and prospects.

***We may be subject to allegations and lawsuits concerning the content of our platform or claiming that items listed on our marketplace are counterfeit, pirated or illegal.***

We operate a marketplace where sellers can offer their goods and directly contact our customers. Customers or regulatory authorities may allege that items offered or sold through our marketplace infringe third-party copyrights, trademarks and patents or other intellectual property rights, are pirated or illegal or violate consumer protection laws or regulations. While we have adopted certain measures to verify the authenticity of goods sold on our marketplace (for example, periodic screening procedures, content verification for new sellers or for sellers who sell goods at prices that seem too low for genuine goods) and to penalize sellers who attempt to sell infringing goods, these measures may not always be successful in minimizing potential violations and/or infringement of third-party intellectual property rights.

When we receive complaints or allegations regarding infringement or counterfeit, pirated or illegal goods, we follow certain procedures to verify the nature of the complaint and the relevant facts in order to be able to determine the appropriate action, which may include removal of the item from our marketplace and, in certain cases, discontinuing our

relationship with a seller who repeatedly violates our policies. We believe these procedures are important to ensure confidence in our marketplace among sellers and customers. However, these procedures could result in the delay of de-listing of allegedly infringing goods and may not effectively reduce or eliminate our liability. In particular, we may be subject to civil or criminal liability for unlawful activities carried out, including goods listed, by third parties on our platform.

In the event that alleged counterfeit, pirated, illegal or infringing goods are listed or sold on our marketplace, we could face claims for such listings, sales or alleged infringement or for our failure to act in a timely or effective manner to restrict or limit such sales or infringement. Regardless of the validity of any claims made against us, we may incur significant costs and efforts to defend against or settle such claims. For example, we have in the past received inquiries regarding product status from the relevant regulators in Nigeria and certain other countries where we operate. If a governmental authority determines that we have aided and abetted the infringement or sale of counterfeit, pirated or illegal goods, we could face regulatory, civil or criminal penalties. Successful claims by third-party rights owners could require us to pay substantial damages or refrain from permitting any further listing of the relevant items. These types of claims could force us to modify our business practices and implement further measures in an effort to protect against these potential liabilities, which could lower our revenue, increase our costs or make our platform less attractive and user-friendly. Sellers whose content is removed or services are suspended or terminated by us, regardless of our compliance with the applicable laws, rules and regulations, may dispute our actions and commence action against us for damages based on breach of contract or other causes of action or make public complaints or allegations. Any costs incurred as a result of liability or asserted liability relating to the sale of unlawful goods or other infringement could harm our business.

In addition, the public perception that counterfeit, pirated or illegal items are commonplace on our marketplace or perceived delays in our removal of these items, even if factually incorrect, could damage our reputation, result in lower list prices for goods sold through our marketplace, deter sellers, customers and brands from doing business via our platform, harm our business, result in regulatory pressure or action against us and diminish the value of our brand.

The materialization of any of these risks could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Harmful goods, product defects and product recalls could adversely affect our business and reputation.***

As the goods offered through our marketplace are manufactured by third parties, we have only limited control over the quality of these goods. We cannot always effectively prevent our sellers from selling harmful or defective goods, which could cause death, disease or injury to our customers or damage their property. We may be seen as having facilitated the sale of such goods and may be forced to recall such goods. Where we act directly as seller, we may also have to recall harmful goods. In all of these cases, we may not be able to avoid product liability claims and/or administrative fines or criminal charges against us. There is no guarantee that we will be adequately insured against such risks or that we will be able to take recourse against the sellers or suppliers from whom we sourced these goods, in particular if the seller or supplier is located in a foreign country where enforcement of our rights may be difficult, such as China, or does not have sufficient capital to indemnify us. In addition, any negative publicity resulting from product recalls or the assertion that we sold defective goods could damage our brand and reputation.

The sale of harmful or defective goods and product recalls could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Failure to deal effectively with any fraud perpetrated and fictitious transactions conducted on our platform could harm our business.***

We face risks with respect to fraudulent activities on our platform. Given the countries in which we operate, the number of participants on our platform and the fragmentation of our business, it is a challenge to anticipate, detect and address fraudulent activities. Although we have implemented various measures to detect and reduce the occurrence of fraudulent activities on our platform, there can be no assurance that such measures will be effective in combating fraudulent transactions or improving overall satisfaction among sellers, customers and other participants. Additional measures that we take to address fraud could also negatively affect the attractiveness of our platform to sellers or customers.

For example, we may receive complaints from customers who may not have received goods that they had purchased, or complaints from sellers who have not received payment for the goods ordered. In addition to fraudulent

transactions with legitimate customers, sellers may also engage in fictitious or “phantom” transactions with themselves or collaborators in order to artificially inflate their own ratings on our marketplace, reputation and search results rankings. This activity may harm other sellers by enabling the perpetrating seller to be favored over legitimate sellers and may harm customers by deceiving them into believing that a seller is more reliable or trusted than the seller actually is.

We have experienced improper practices, including practices engaged in by our independent sales consultants and a small number of our employees. For example, in September 2022, we discovered that an employee in Kenya manipulated certain seller payment entries and misappropriated payments in 2021 and 2022. While the financial impact in this case was not material (below \$150 thousand), any such illegal, fraudulent or collusive activities by our employees could have a material adverse effect on our business, financial condition, results of operations and prospects and could subject us to liability or negative publicity. Allegations of employee misconduct have led us to improve our internal controls and our cash reconciliation system. We routinely monitor our internal controls, processes and procedures at a country and group level, but we can provide no assurances that such controls, processes and procedures will prove effective. Any illegal, fraudulent or collusive activity conducted by our employees could adversely affect our profitability and could severely damage our brand and reputation as an operator of a trusted marketplace, which could drive sellers, customers and other participants away from our marketplace.

Negative publicity and customer sentiment generated as a result of actual or alleged fraudulent or deceptive conduct on our platform or by our employees could severely diminish customer confidence in us and in our services, reduce our ability to attract new or retain current customers, sellers and other participants, discourage banks and card issuers from allowing their payment instruments to be used to conduct transactions on our platform, harm investor confidence, negatively affect our ability to raise additional capital, damage our reputation and diminish the value of our brand; any of which could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition to seller fraud and fraud committed by our employees, partners or other third parties, we face the risk of fraud perpetrated directly by our customers. Customer fraud may harm seller confidence in the integrity of our marketplace and the certainty of payment and may harm our reputation, including our reputation with our payment partners.

***We may be subject to chargeback and refund liability if our sellers do not reimburse chargebacks or refunds resolved in favor of their customers.***

We face risks associated with chargebacks and refunds in connection with payment card fraud or relating to the goods or services provided by sellers on our marketplace. When a billing dispute with respect to a transaction on our platform is resolved in favor of the cardholder, including in instances of fraudulent seller activity, the transaction is typically “charged back” to us and the purchase price is credited or otherwise refunded to the cardholder. If we do not collect chargebacks or refunds from the seller’s account, or if the seller refuses to or is unable to reimburse us for chargebacks or refund due to closure, insolvency, or other reasons, we may lose the amount refunded to the cardholder. Our financial results would be adversely affected to the extent that sellers do not fully reimburse us for the related chargebacks. Additionally, chargebacks occur more frequently with online transactions than with in-person transactions. Any increase in chargebacks or refunds not paid by our sellers may have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may fail to maintain or expand our logistics capabilities.***

The successful operation and expansion of our logistics service is crucial to maintain and enhance customer satisfaction and to our business and continued growth.

Our warehouses handle a number of functions, including inbound freight, storage, packaging, outbound freight, and handling of returns. These processes are complex and depend on sophisticated know-how and technological infrastructure. Any failure or disruption of our logistics, including due to software malfunctions, inability to renew leases for existing offices or warehouses, theft from or disruptions to the processes within our warehouses, labor strikes, fires, natural disasters, pandemics (such as COVID-19), acts of terrorism, vandalism or sabotage could adversely affect our ability deliver goods ordered via our marketplace in a timely manner, increase our logistics costs and harm our reputation.

Furthermore, delivery times for our goods vary due to a variety of factors such as relevant goods, stock levels, location of warehouses from which goods are shipped, speed of our sellers, number of goods included in the relevant order,

country in which sellers and customers are located and the speed of third-party carriers. Customers may expect faster delivery times and more convenient deliveries than we can provide. If we are unable to meet customer expectations, or if our competitors are able to deliver goods faster or more conveniently, our reputation and competitiveness may suffer and we could lose customers, which could adversely affect our revenue.

Additionally, we face the risk that any of our third-party carriers, who often collect cash-on-delivery payments from our customers, may become insolvent, in which case our delivery capability would be adversely affected, and we would be unable to collect the cash payments such a carrier still held on our behalf. Even though we would not be able to collect from an insolvent third-party carrier, we would still be obligated to pay our sellers whose goods were already delivered to customers. The insolvency of any of our third-party carriers could harm our business and financial condition.

Our current logistics capacity may prove insufficient if our business grows. There is no guarantee that we will be able to open additional warehouses, find delivery partners with sufficient capacity in an efficient and timely manner, lease additional suitable warehouses on acceptable terms, expand other areas of our fulfillment process to the extent necessary or recruit qualified personnel required to operate our warehouses and manage such expansion. Any failure to expand our logistics capacity to meet the demands of our continued growth could prevent us from growing our business.

If we decide to expand geographically or add new businesses or product categories with different logistics requirements or change the composition of our product offering, our logistics infrastructure may require greater processing capacity, requiring us to adapt our logistics service and to find new partners. Any expansion or difficulties we encounter in our operations may force us to change the current set-up and organization of our logistics network, including by relocating or outsourcing certain capabilities. However, there is no guarantee that the associated transition will be smooth and we may be unable to react to such challenges in a cost-effective and timely manner.

An inability to efficiently operate and expand our warehouses and logistics capabilities could have a material adverse effect on our business, financial condition, results of operations and prospects.

***If any of our logistics services were to malfunction, suffer an outage or otherwise fail, our business may be materially and adversely affected.***

We cooperate with a number of third-party logistics and delivery companies to help our sellers fulfill orders and deliver their goods to customers, in particular with respect to last-mile delivery, and to meet the requirements of our third-party logistics clients. We have established a logistics information platform that links our information system to those of our logistics partners. Interruptions to or failures in our third-parties' logistics and delivery services, or in our logistics information platform, could prevent the timely or proper delivery of goods to customers, which could harm our reputation, in particular if such interruptions or failures occur during one of our key sales events, like Black Friday. These interruptions may be caused by events that are beyond our control or the control of these third parties, such as inclement weather, natural disasters, transportation disruptions or labor or other political unrest. Our logistics and delivery services could also be affected or interrupted by industry consolidation, service provider failure, insolvency, change in regulations or government shut-downs.

If the logistics information platform we use were to fail for any reason, our logistics providers may find it more difficult or even impossible to connect with our sellers, and their services and the functionality of our platform could be severely affected. Our existing disaster recovery plans may not be sufficient to ensure a timely remediation of such failures or disruptions.

In addition, in the event of any interruptions to or failures in our third-parties' logistics and delivery services, or in our logistics service, we could be held liable by our sellers and/or customers for any resulting damage.

If goods sold on our marketplace are not delivered in proper condition, on a timely basis or at shipping rates that marketplace participants are willing to bear, it could have a material adverse effect on our business, financial condition, results of operations and prospects.

***The costs of our logistics service are subject to fluctuation in the prices of raw materials and fuel, and we may not be able to pass on price increases to our sellers and customers.***

Our logistics service provides solutions for the delivery of goods ordered through our marketplace. Our logistics service includes a number of logistics partners, with whom we agree on certain economical terms and settle the incurred

costs. While we seek to pass on to our sellers and customers most of the costs of these logistic services, we typically bear the risk of cost fluctuation. The costs of our logistics service are typically influenced by a variety of factors, many of which are beyond our control, including raw material and fuel prices which are volatile in our countries of operation, labor costs, rent levels, import tariffs and fluctuation in foreign exchange rates, the capacity and utilization rates of our sellers and carriers, which in turn depend on general demand, as well as the quantities of goods we demand and our specifications. As a result, our costs may vary considerably in the short-term and increase significantly if certain partners experience shortages. There is no guarantee that we will be able to pass on such costs to our sellers or customers through price increases, and such price increases could adversely affect demand for the goods or services sold on our marketplace. If competitors are able to offer lower prices as they benefit from decreasing raw materials or fuel prices, sellers and customers may demand that we also lower our prices, irrespective of the actual development of our costs.

Increases in logistics costs and an inability to pass on such increases to our sellers and customers could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Changes in how customers fund their transactions using our payment service could harm our business.***

We may pay significant transaction fees when customers fund payment transactions using credit, debit or prepaid cards, mobile money or via bank transfers, and no fees when customers fund payment transactions from an existing Jumia account balance or when customers pay cash on delivery.

The financial success of our payment services is sensitive to changes in the rate at which our customers fund payments, which can significantly increase our costs. Some of our customers may prefer to use credit, debit or prepaid cards due to their functionality and/or benefits. An increase in the proportion of more expensive payment forms as compared to less expensive payment forms could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our payment service, JumiaPay, could fail to function properly, and we may not be able to expand or integrate JumiaPay into other online portals.***

JumiaPay, together with its network of licensed payment service providers and other partners, facilitates transactions between sellers and customers and provides certain participants with access to financial services. Due to the variety and complexity of the payment methods we offer, we may experience failures in our checkout process, such as banks rejecting payment or customers having insufficient funds, which could adversely affect our conversion rate, defined as the share of potential customers visiting our marketplace who actually place an order, and our business. We may also experience complications and errors in our payment processing services such as paying duplicate refunds to certain customers or failing to remit refunds to our customers in a timely manner.

We rely on third parties to provide payment processing services. We also rely on third-party payment processors, and encryption and authentication technology licensed from third parties, to securely transmit customers' personal information. If these companies become unwilling or unable to provide these services or increase their fees, such as bank and intermediary fees for card payments, our operations may be disrupted and our operating costs could increase. Our invoice and billing systems may malfunction due to the implementation of new payment methods and technology, errors in existing codes or other technology issues. Any such issues may impair our ability to create correct invoices, avoid the recording of duplicate invoices or payments and collect payments in a timely manner, or at all. Even though we aim to contract with multiple providers with overlapping competencies, we cannot guarantee that our third-party sellers will not experience a disruption in their services, increase their costs, or discontinue their services.

In addition, our current payment infrastructure may prove insufficient if we continue to grow. For instance, we may not be able to process high volumes. Any failure of the technology behind our payment solutions could be disruptive.

Malfunctions of our payment systems or our failure to effectively manage the growth of JumiaPay could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We could be subject to liability and forced to change our JumiaPay business practices if we were found to be subject to or in violation of any laws or regulations governing banking, money transmission, tax regulation,***

***anti-money laundering regulations or electronic funds transfers in any country where we operate; or if new legislation regarding our JumiaPay business practices were enacted in the countries where JumiaPay operates.***

A number of jurisdictions where we operate have enacted legislation regulating payment service providers, money transmitters and/or electronic payments or funds transfers. In a number of these countries, the legal framework, its interpretation and/or enforcement has recently changed substantially and we are challenged to adjust our operations. If our operation of JumiaPay were found to be in violation of payment services laws or regulations or any tax or anti-money laundering regulations, or engaged in an unauthorized banking or financial business, we could be subject to liability, forced to cease doing business with residents of certain countries, or forced to change our business practices. For example, in Nigeria, we agreed with the Central Bank of Nigeria to adjust our operating model temporarily until we secured a payment services provider license in April 2022.

Any change to our JumiaPay business practices due to current or new legislation that makes the service less attractive to customers or prohibits its use by residents of a particular jurisdiction could harm our business. Even if we are not forced to change our JumiaPay business practices, we could be required to obtain licenses or regulatory approvals that could be very expensive and time consuming, and we cannot assure that we would be able to obtain these licenses in a timely manner or at all.

***Deterioration in the performance of, or our relationship with, third-party payment providers or aggregators may adversely affect JumiaPay and harm our business.***

JumiaPay often relies on payment providers and aggregators to facilitate customer payments. Payment providers and aggregators collect payment from customers via credit, debit or prepaid cards, mobile money accounts or bank transfers and then forward payment to the merchants, usually within one to three business days. Thus, payment providers allow merchants to collect card or bank transfer payments without establishing a direct relationship with banks and/or card networks used by our customers. Additionally, in 2019, in connection with an investment of Mastercard into us, we entered into a commercial agreement with Mastercard with a term of ten years, which provides Mastercard with priority in delivering payment network-based solutions and technologies related to our business. This agreement could lead to a deterioration of our relationship with other service providers. If our relationship with such other service providers or third-party aggregators weakens, our ability to provide payment services to our customers may be adversely affected. Lastly, if these third-party providers and aggregators fail to meet certain quality standards, our business and reputation may suffer. If we fail to extend or renew agreements with these aggregators on acceptable terms, this may have a material adverse effect on our business, financial condition, results of operations and prospects.

***Changes to payment card networks or bank fees, rules, or practices, or our inability to allow customers to use payment cards on our platform could harm our business.***

From time to time, payment card networks or relevant banking regulators have increased the interchange fees and assessments that they charge for each transaction that accesses their networks, and they may further increase such fees and assessments in the future. Although our agreement with Mastercard enables us to use Mastercard Payment Gateway Services to process payment transactions, we face the risk that banks and payment processors might pass on to us any increases in interchange fees and assessments. Any changes in interchange fees and assessments could increase our operating costs and reduce our operating income.

We are required by our processors to comply with payment card network operating rules, including special operating rules for payment service providers to sellers, and we have agreed to reimburse our processors for any fines they are assessed by payment card networks as a result of any rule violations by us or our sellers. The payment card networks set and interpret the card operating rules and could interpret or re-interpret existing rules or adopt new operating rules that we or our processors might find difficult or even impossible to follow, or costly to implement. As a result, we could lose our ability to give customers the option of using payment cards to fund their payments or the choice of currency in which they would like their card to be charged. Any inability to accept payment cards or any meaningful limitation in our ability to do so, could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may be subject to card fraud or other fraudulent behavior, including as a result of identity theft.***

Under current card practices, we may be liable for fraudulent card transactions. We do not currently carry insurance against this risk.



Furthermore, there is no guarantee that our established fraud scoring and risk handling systems will function properly at all times or that there are no gaps or errors in our algorithms that may result in unauthorized purchases. In addition, increasingly strict legislation on data protection may limit our ability to obtain the data required for our algorithms to function properly. Consequently, we may fail to identify fraudulent transactions before they occur or prevent fraudulent transactions from occurring.

If purchases or payments are not properly authorized or payment confirmations are transmitted in error, the relevant customer may have insufficient funds or be able to defraud us, which could adversely affect our operations and result in increased legal expenses and fees. Customers who are victims of fraudulent transactions where outside individuals use valid customer account data to purchase goods, including as a result of identity theft, generally, have the right to require that we return those funds. In such instances of fraud, we may not be able to, or may not seek to, recover these chargebacks. We operate a delayed settlement regime in an effort to prevent this type of fraud and avoid distributing funds to insolvent sellers that fail to deliver their products. However, we cannot guarantee that such a regime will always prove effective.

Because our payment service, JumiaPay, is highly automated and allows for instant payment, we experience heightened susceptibility to fraud. We cannot completely guard against internal or external intruders into our data platform who may seek to use or manipulate our systems to create, transfer, or otherwise misappropriate funds belonging to legitimate customers or to create new accounts or modify or delete existing accounts. We aim to balance convenience and security for sellers and customers, and we cannot guarantee that we will be completely successful in preventing fraud. Furthermore, permitting new and innovative online payment options may increase the risk of fraud. High levels of fraud could result in an obligation to comply with additional requirements, pay higher payment processing fees or fines, or prevent us from retaining our customers.

Fraudulent behavior could subject us to liability, damage our reputation and brand and could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Dissatisfaction with our customer support could prevent us from retaining our customers.***

As most interactions with customers and sellers are conducted online, customers and sellers may become frustrated when they cannot communicate with a representative over the phone. We pursue a multi-channel approach to customer support, responding to requests by email, through our hotlines and via social media. The satisfaction of our customers depends on the effectiveness of our customer service, particularly our ability to deal with complaints in a timely and satisfying manner. As we continue to grow, we may need to add customer support capabilities and may not be able to do so in a timely manner or in a manner consistent with our expense reduction goals, or at all. Any unsatisfactory response or lack of responsiveness by our customer support team, whether due to interruptions of our hotlines or other factors, could adversely affect customer satisfaction and loyalty.

Dissatisfaction with our customer support could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Any failure to maintain, protect and enhance our reputation and brand may adversely affect our business.***

The recognition and reputation of our brand among our platform participants are critical for the growth and continued success of our business and for our competitiveness in the markets in which we operate. Any loss of trust in our platform could harm the value of our brand and result in customers and sellers ceasing to transact business on our marketplace or participants reducing the level of their commercial activity in our ecosystem, which could materially reduce our revenue and profitability. As competition intensifies, we anticipate that maintaining and enhancing our reputation and brand may become increasingly difficult and expensive, and investments to improve our reputation and increase the value of our brand may not be successful. Many factors, some of which are beyond our control, are important for maintaining and enhancing the reputation of our platform and brand, including our ability to:

- maintain and improve the reliability and security of our platform;
- maintain and improve the popularity, attractiveness, diversity, quality and value of the goods and services offered on our platform;
- increase brand awareness through marketing and brand promotion activities;

- preserve our reputation;
- maintain and improve our relationships with sellers;
- maintain and improve customer satisfaction and loyalty;
- maintain and improve the efficiency, reliability and quality of our payment and logistics services; and
- manage new and existing technologies and sales channels, including our mobile applications.

Any failure to offer high quality goods and excellent customer service could subject us to legal action or damage our reputation and brand and lead to a loss of customers. For example, administrative agencies in several countries in which we operate require certification for various consumer goods before they can be offered for sale on our marketplace. Our third-party sellers are responsible for obtaining these certifications. If we allow third-party sellers to place their goods on our marketplace without proper certification, we might project to our customers that they cannot always rely on goods available on our marketplace, we might be subject to fines or sanctions and we might face complaints from other compliant sellers. We also have procedures in place to ensure pre-shipping quality control checks, but, there can be no assurance that we will be able to catch all products that do not meet our quality standards, which could result in a loss of customer confidence and harm our reputation. Our policy of delisting the sellers of noncompliant and/or low-quality goods until they produce the proper certificates and licenses or until their products meet our high-quality standards allows us to respond to complaints from administrative agencies and sellers. However, any delisting of sellers limits the total number of sales on our marketplace.

A large percentage of our products are offered by third-party sellers and delivered by third-party companies and are not completely within our control. Consequently, we may receive negative publicity, and in some cases may share liability, in cases of inappropriate actions of such sellers and delivery companies such as violations of product safety regulations, environmental standards, tax compliance, import rules, labor laws or incidents involving drivers and/or customers that may make it more difficult for us to recruit new employees or may require us to change our business model. We also rely on third parties for information, including product characteristics and availability of goods we offer, which may be inaccurate. While our policy is to delist goods or sellers that fail to meet certain standards, there is no guarantee that we are capable of delisting these goods and sellers in a timely manner, or at all.

We may be the target of anti-competitive behavior, harassment, or other detrimental conduct by third parties, including from our competitors. Such conduct may include complaints, anonymous or otherwise, to regulatory agencies, which may arise from actions taken by third parties or our own commercial actions. As a result of such conduct, we may be subject to government or regulatory investigation and may be required to expend significant time and incur substantial costs to address such conduct. There is no guarantee that we will be able to conclusively refute each of the allegations within a reasonable period of time, or at all.

Any failure to maintain, protect and enhance our reputation and brands, whether as a result of our own actions or those of third parties, could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our investments in marketing may fail to yield the desired results.***

In order to reach a diverse customer base in the e-commerce industry and to further build awareness of our brand, we have incurred, and continue to incur, substantial marketing expenses. While we significantly reduced our marketing expenses in 2023 compared to prior years, and expect to maintain lower marketing expenses in 2024, we may incur a higher level of marketing expenses in the future. We cannot guarantee that our investment in marketing will be effective in growing the usage of our platform.

For purposes of planning our future marketing efforts, including deciding on the mix of marketing channels and setting our marketing budget, we rely on data regarding the effectiveness of marketing measures and channels collected in the past. Any inability to accurately measure the effectiveness of our marketing measures and channels, for example due to the time lag between the first customer contact and the placement of an order as well as the time of the order and revenue realization, may lead to our marketing efforts not having the desired effect, which may negatively affect our growth and business. Furthermore, there can be no assurance that our assumptions regarding required customer acquisition costs and resulting revenue, including those relating to the effectiveness of our marketing investments, will prove to be correct.

We cannot guarantee that our current marketing channels will continue to be effective or generally available to us in the future. Our online partners may not be able to deliver the anticipated number of customer visits, or visitors attracted to our marketplace by such events may not make the anticipated purchases. New regulation may adversely affect certain marketing channels, in particular regulation aimed at controlling and censoring social media and increasing data protection of natural persons. If we are not able to use our existing marketing channels due to increasing regulatory scrutiny, it could limit our ability to acquire and retain customers.

An inability to attract sufficient traffic to our platform, have potential customers download our app to their mobile devices, translate a sufficient number of website visits or app downloads into purchasers with sufficiently large order values, build and maintain a loyal customer base, increase the purchase frequency of these customers, or do any of the foregoing on a cost-effective basis, could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may be unable to effectively communicate with our customers through email, other messages or social media.***

We rely on newsletters in the form of emails and other messaging services in order to promote our marketplace and inform customers of our product offerings and/or the status of their transactions. Changes in how webmail services organize and prioritize emails, as well as actions by third parties to block, impose restrictions on, or charge for the delivery of emails and other messages, as well as legal or regulatory changes with respect to “permission-based marketing” or generally limiting our right to send such messages, could reduce the number of customers opening our emails.

Additionally, malfunctions of our email and messaging services could result in erroneous messages being sent and customers no longer wanting to receive any messages from us. Furthermore, our process of obtaining consent from visitors to our marketplace to receive newsletters and other messages from us and to allow us to use their data may be insufficient or invalid. As a result, such individuals or third parties may accuse us of sending unsolicited advertisements and other messages, and our use of email and other messaging services could result in claims against us.

Since we also rely on social media to communicate with our customers, changes to the terms and conditions of relevant providers could limit our ability to communicate through social media. These services may change their algorithms or interfaces without notifying us, which may reduce our visibility. In addition, there could be a decline in the use of such social media by our customers, in which case we may be required to find other, potentially more expensive, communication channels.

An inability to communicate through emails, other messages or social media could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We rely on service providers to drive traffic to our website, and these providers may change their search engine algorithms or pricing in ways that could negatively affect our business.***

Our success depends on our ability to attract customers in a cost-effective manner. With respect to our marketing channels, we rely heavily on relationships with providers of online services, search engines, social media, directories and other websites to provide content, advertising banners and other links that direct customers to our websites. We rely on these relationships as significant sources of traffic to our marketplace. We also depend on app store providers to allow potential customers to download our app to their mobile devices.

Search engine companies change their natural search engine algorithms periodically, and our ranking in organic search results may be adversely affected by those changes. Search engine companies may also determine that we are not in compliance with their guidelines and consequently penalize us in their algorithms. If search engines change or penalize us with their algorithms, terms of service, display and featuring of search results, or if competition increases for advertisements, we may be unable to cost-effectively drive customers to our website and apps. Any removal of our app from app stores could materially and adversely affect our business operations.

***Investments in our technology platform and technology infrastructure may not yield the desired results.***

We have developed a scalable technology platform to facilitate and integrate our business operations, data gathering analysis and online marketing capabilities and have invested significant capital and time into building and updating our technology platform and infrastructure. In order to remain competitive, we expect to continue to make

significant investments in our technology. However, there is no guarantee that the resources we have invested or will invest in the future will allow us to develop suitable technology solutions and maintain and expand our technology platform and technology infrastructure as intended, which may adversely affect our ability to compete or require us to purchase expensive software solutions from third-party developers.

If our investments in our technology platform and technology infrastructure do not yield the desired results, it could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may fail to operate, maintain, integrate and upgrade our technology infrastructure, or to adopt and apply technological advances.***

Our growth and success depend on our websites and apps being accessible to customers at all times and to be fault tolerant. It may become increasingly difficult to maintain and improve the availability of our websites and apps, especially during peak usage times and as our product offering becomes more complex and the number of visitors to our marketplace increases. We have experienced disruptions in the past, including temporary downtimes of our websites due to third-party outages, and we may experience disruptions, outages, or other issues in the future, due to changes in our technology infrastructure, software malfunctions, third-party outages, fires, natural disasters, acts of terrorism, vandalism or sabotage. If we fail to effectively address capacity constraints, respond adequately to disruptions or upgrade our technology infrastructure, our mobile apps or websites could become unavailable or fail to load quickly, and customers may decide to shop elsewhere, and may not return, which could adversely affect our business.

Given that the internet and mobile devices are characterized by rapid technological advances, including advances in the field of machine learning, artificial intelligence, micro-services and server-less architecture, our future success will depend on our ability to adapt our websites, apps and other parts of our technology platform to such advances and to sustain their interoperability with relevant operating systems. Our customers largely rely on mobile devices to access our offerings. The variety of technical and other configurations across mobile devices and platforms makes it more difficult to develop websites and apps that are suitable for multiple channels. In addition, any changes in popular operating systems may reduce the functionality of our websites and apps or give preferential treatment to competitors. Any failure to adapt to technological advances in a timely manner and to integrate our offerings through our websites and apps could decrease the attractiveness of our websites and apps and could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our use of open-source software may pose particular risks to our proprietary software and systems.***

We use open-source software in our proprietary software and systems and intend to continue using open-source software in the future. From time to time, we may face claims from third parties claiming infringement of their intellectual property rights or demanding the release or license of the open-source software or derivative works that we developed using such software (which could include our proprietary source code) or otherwise seeking to enforce the terms of the applicable open-source license. These claims could result in litigation and could require us to purchase a costly license, publicly release the affected portions of our source code, be limited in or cease using the implicated software unless and until we can re-engineer such software to avoid infringement or change the use of, or remove, the implicated open-source software.

In addition to risks related to license requirements, use of certain open-source software can lead to greater risks than use of third-party commercial software, as open-source licensors generally do not provide warranties, indemnities or other contractual protections with respect to the software (for example, non-infringement or functionality). Our use of open-source software may also present additional security risks because the source code for open-source software is publicly available, which may make it easier for hackers and other third parties to determine how to breach our website and systems that rely on open-source software.

Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We depend on our personnel to grow and operate our business and may not be able to retain and replace existing personnel or to attract new personnel.***

We depend upon the continued services and performance of our senior officers and other key personnel, many of whom have a level of experience and local knowledge that would be difficult to replicate. The unexpected departure or loss

of any of our senior officers or other key personnel could have a material adverse effect on our business, financial condition and results of operations, and there can be no assurance that we will be able to attract or retain suitable replacements for such personnel in a timely manner or at all. We may also incur significant additional costs in recruiting and retaining suitable replacements. In addition, from time to time, there may be changes in our management team and our overall employee headcount that may be disruptive to our business. The reduction in our overall employee headcount may lead to capacity constraints. In addition, terminated employees might seek to negatively affect our reputation or may disclose confidential information to the public or third parties, such as competitors.

Our success and growth strategy also depend on our ability to expand our business by identifying, attracting, recruiting, training, integrating, managing and motivating new and talented personnel, which may require significant time, investments, and management attention. Competition for talent is intense, particularly for technology experts and other qualified personnel in our fields of operations. For example, other leading technology platforms also operate technology centers in Porto, Portugal, and compete directly with us for the same talent pool. In addition, certain governments started to promote access of indigenous peoples to better workplaces by limiting the number of expatriates or foreign workers. While our local workforces are mostly comprised of local employees, some of our group-level management and certain key personnel on a local level are expatriates from countries outside Africa, and any employment and immigration regulations may adversely affect our ability to retain or replace the required personnel. In addition, our employees and/or the third-party service providers with whom we collaborate may experience accidents or become victims of criminal actions in carrying out their duties, which may make it more difficult for us to recruit new employees or may even require us to change our business model. Finally, we may experience difficulty in staffing, developing, and managing our operations as a result of distance, language, and cultural differences among our employees operating in different countries.

An inability to retain and replace existing personnel or to attract new personnel could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We manage our operations on a decentralized basis, which presents certain risks, including the risk that we may be slower or less able to identify or react to problems affecting our business than we would in a more centralized environment.***

While we have a central technology, research and development and data team located in Porto, Portugal, we manage most of our operations on a decentralized basis. Our local managers are given significant freedom concerning day-to-day operations. This structure presents various risks, including the risk that we may be slower or less able to identify or react to problems affecting our business than we would in a more centralized environment. In addition, we may be slower to detect compliance related problems, and “company-wide” business initiatives, such as the integration of disparate information technology systems, may be more challenging and costly to implement, and their risk of failure higher, than they would be in a more centralized environment. Depending on the nature of the problem or initiative in question, such failure could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our corporate culture has contributed to our success, and if we cannot maintain this culture, we could lose the innovation, creativity and teamwork fostered by our culture, which could harm our business.***

We believe that our entrepreneurial and collaborative corporate culture has been an important contributor to our success, which we believe fosters innovation, teamwork and passion among our employees. As we continue to grow, we may have difficulties in maintaining or adapting our culture to sufficiently meet the needs of our future and evolving operations, and we must be able to effectively integrate, develop and motivate a growing number of employees. Any failure to preserve our culture could also negatively affect our ability to retain and recruit personnel, maintain our performance or execute on our business strategy, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We are subject to various risks for which we may not be adequately insured.***

While we have purchased what we consider to be market standard insurance coverage customary in our industry, such insurance does not cover all risks associated with our business. Accidents and other events, including interruptions or security breaches of our technology platform, could potentially lead to interruptions of our operations or cause us to incur significant costs, all of which may not be covered or fully covered by our insurance policies. In addition, our insurance coverage is subject to various limitations and exclusions, retentions amounts and limits. Furthermore, if any of our insurance providers becomes insolvent, we may not be able to successfully claim payment from such insurance provider. In

the future, we may not be able to obtain coverage at current levels, or at all, and premiums for our insurance may increase significantly.

A lack of adequate insurance coverage could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may be subject to allegations, enforcement proceedings, and lawsuits concerning anti-money laundering and anti-terrorist financing.***

As cash payments continue to be the most trusted and most widely used payment method in the countries in which we currently operate, our operations mainly depend on our “cash on delivery” payment option, where customers pay for their order in cash upon delivery. We have implemented various group-wide policies and procedures, including internal controls and “know-your-customer” procedures, to comply with all applicable anti-money laundering and anti-terrorist financing laws and regulations for preventing money laundering and terrorist financing. However, our policies and procedures may not be completely effective in preventing other parties from using our platform, or any financial institutions we collaborate with, as a conduit for money laundering (including illegal cash operations) or terrorist financing without our knowledge. Although we take steps to conduct due diligence on our sellers, we cannot guarantee that our ecosystem is void of individuals and entities (collectively, “persons”) who are the target of U.S. sanctions, including persons designated on the U.S. Department of the Treasury’s Office of Foreign Assets Control’s (“OFAC”) Specially Designated Nationals and Blocked Persons List or other international sanctions. In addition to our own internal procedures, we rely on certain payment and lending service providers, including banks and other financial institutions, to have their own appropriate anti-money laundering compliance policies and procedures. Any strengthening of our know-your-customer efforts as well as penalties for non-compliance with our policies, may deter certain sellers from doing business with us or may cause a number of our existing seller accounts to close, which may negatively affect the development of our business.

We have not been subject to fines or other penalties or suffered business or other reputational harm as a result of actual or alleged money laundering or terrorist financing activities. However, if we were to be associated with money laundering or terrorist financing, our reputation could suffer and we could become subject to regulatory fines, sanctions, potential criminal charges for failure to report such activity, or other forms of legal enforcement, including being added to any “blacklists” that would prohibit certain parties (for example, U.S. banks and financial institutions) from engaging in transactions with us, all of which could have a material adverse effect on our business, reputation, financial condition and results of operations. Even if we and any financial institutions with whom we collaborate continue to seek to comply with applicable anti-money laundering and anti-terrorist financing laws and regulations, we and such financial institutions may not be able to ensure full compliance with anti-money laundering and anti-terrorist financing laws and regulations in light of their complexity and the secrecy of these activities.

Any negative perception of us or our industry, such as that arising from any failure of us or others in our industry to detect or prevent money laundering or terrorist financing activities, even if factually incorrect or based on isolated incidents, could compromise our reputation, undermine the trust and credibility we have established, and negatively impact our business, financial condition, results of operations and prospects.

***Our activities or the activities of our partners in countries targeted by economic sanctions may negatively affect our reputation.***

Various members of the international community have targeted certain countries with economic sanctions and other restrictive measures. Any violation by us of applicable economic sanctions laws or regulations or other restrictive measures could result in criminal, civil and/or material financial penalties. Any negative publicity or financial penalties may harm our reputation and may lead to us being targeted by divestment and similar initiatives.

***If we are unable to accurately assess our performance through certain key performance indicators, this may adversely affect our ability to determine and implement appropriate strategies.***

We assess the success of our business through a set of key performance indicators such as the number of Annual Active Customers, Quarterly Active Customers, orders, GMV, TPV and JumiaPay Transaction, as well as Adjusted EBITDA. Our key performance indicators may not be comparable to similarly named indicators used by our competitors and are not verified by an independent third-party.

Capturing accurate data to calculate our key performance indicators may be difficult, and there is no guarantee that the information we have collected thus far is accurate or reliable. For example, we use customer accounts to determine the number of Annual Active Customers. The number of customer accounts may, however, be higher than the number of actual individual Annual Active Customers. TPV includes indirect payments volumes and, accordingly, may not be comparable with similar measures used by other companies. GMV could be inflated due to weak or error-prone data collection processes, misconduct, or malicious seller or customer behavior. Furthermore, we obtain certain information from third-party service providers who help us assess the performance of our business, including Google Analytics. Such relevant third-party service providers may not fully disclose the methods of how they compile such information and we cannot guarantee that such information is accurate.

As a result, our key performance indicators may not reflect our actual operating or financial performance and are not reliable indicators of our current or future revenue or profitability. Potential investors should therefore not place undue reliance on these key performance indicators in connection with an investment in our ADSs. The management of our business depends on our key performance indicators and other indicators derived from them, and if any of these indicators are inaccurate, we may make poor decisions. Furthermore, if we report key performance indicators that are significantly wrong, investors may lose confidence in the accuracy and reliability of information we report, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may not accurately forecast revenue and appropriately plan our expenses.***

We base our current and future expense levels on our operating forecasts and estimates of future revenue. Revenue and operating results are difficult to forecast because they generally depend on the volume and timing of orders placed on our marketplace and their fulfillment, all of which are uncertain. Additionally, our business is affected by general economic and business conditions around the world and by political and economic conditions in our countries of operation. A softening in revenue, whether caused by changes in customer preferences, supply and logistics disruption or a weakening in local or global economies, may result in decreased revenue levels, and we may be unable to adjust our spending in a timely manner to compensate for any unexpected shortfall in revenue. This inability could cause our loss after tax in a given quarter to be higher than expected. If actual results differ from our estimates, our financial results for the relevant period may be lower than expected.

We make provisions based on management's risk assessment at the time of finalization of the relevant financial statements. Where risks are estimated as probable, we make provisions in our financial statements. The risk assessment may change from one period to another, and additional risks may emerge. Changes in the risk assessment may lead to the recognition of additional provisions or the reversal of existing provisions, which can have a material impact on our financial results. Further, while the impact of risks that have already been provided for on our financial results is limited, the materialization of such risks may lead to substantial cash outflows, which may have a material adverse effect on our liquidity. As of December 31, 2023, we had current and non-current provisions for liabilities and other charges of \$18.9 million, including tax provisions of \$15.3 million.

If we do not accurately forecast revenue or appropriately plan our expenses, it could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our business is subject to seasonal fluctuation which may have a material impact on our results.***

Our business is seasonal and, consequently, our revenue tends to fluctuate from quarter to quarter. For example, we consider the fourth quarter, which includes Black Friday and in many countries the year-end holidays, as especially important for generating revenue. Certain special events, including elections or Jumia Anniversary, result in increased demand for goods on our marketplace. In the future, such seasonality may become even more pronounced if customers focus more strongly on certain special events.

As a result of this seasonality, any factor that adversely affects demand for goods on our marketplace during periods where we generally experience particularly high demand, including unfavorable economic or political conditions or the outbreak of an epidemic at the relevant time, logistics and other fulfillment constraints resulting in higher delivery times, malfunctions of our websites, and special offers from our competitors, may have a disproportionate effect on our performance, and we may incur lower revenue and losses due to write-offs on excess inventory. For example, Ramadan has positive effects, such as higher orders for certain products prior to Ramadan, and negative effects, such as logistics and fulfillment constraints due to a limited workforce during Ramadan.

In addition, any negative effects of weak overall demand during those periods are likely to be exacerbated by industry-wide price reductions designed to clear out excess merchandise. Seasonality also makes it difficult for us to accurately forecast demand for our goods and source sufficient volumes of these goods. If we fail to anticipate high demand for our goods and do not meet such demand, we may lose customers and revenue and may be unable to grow our business. Our results of operations have fluctuated and are likely to continue to fluctuate due to these and other factors, some of which are beyond our control. Historically, our rapid growth has masked the seasonality that might otherwise be apparent in our results of operations. We expect that the seasonality in our business may become more pronounced in years when we experience slower growth.

Given that our results may vary from quarter to quarter and year to year, our results of operations for one quarter or year cannot necessarily be compared to another quarter or year and may not be indicative of our future financial performance in subsequent quarters or years. Period to period comparisons of our results of operations may not be meaningful, and you should not rely upon them as an indication of future performance.

***Required licenses, permits or approvals may be difficult to obtain in the countries in which we currently operate, and once obtained may be amended or revoked arbitrarily or may not be renewed.***

Given our diversified offering of goods and services, we require numerous approvals and licenses from national, regional, and local governmental or regulatory authorities in the countries in which we currently operate. For example, we may be required to obtain licenses to be able to continue offering or expand certain of our payment solutions or other financial services, or our logistics services, and there can be no assurance that we will obtain any such licenses in a timely manner or at all. Even if obtained, licenses are subject to review, interpretation, modification or termination by the relevant authorities.

Additionally, we do not have the licenses necessary to operate as a direct payment service provider in our markets other than Nigeria, Kenya and Egypt. Instead, in those jurisdictions where such licenses are required, we typically seek to offer our JumiaPay services through agreements with existing licensed banks or payment service providers. If any of these partners were to lose their license, it might prohibit them from continuing to offer services and could inhibit our operations as well. Any unfavorable interpretation or modification of applicable license requirements or any termination of a required license may significantly harm our operations in the relevant country or may require us to close down parts or all of our operations in the relevant country. For example, the implementation as of January 1, 2021 of the Payment Systems and Services Act 2019 in Ghana and the National Payment Systems Act of 2020 implemented in Uganda introduced new licensing requirements applicable to JumiaPay and its partners. We may seek to acquire payment service provider or other licenses related to our JumiaPay services, including by acquiring licensed entities, and any license we may acquire will be subject to review, interpretation, modification or termination by the relevant authorities and will subject our business to oversight and compliance obligations that we may not be able to address in a timely manner.

We can offer no assurance that the relevant authorities will not take any action that could materially and adversely affect these licenses, permits or approvals or our ability to sell goods and provide our services, such as actions to increase license, permit or approval fees or reduce the scope of permitted services. We may experience difficulties in obtaining or maintaining some of these licenses, approvals and permits, which may require us to undertake significant efforts and incur additional expenses. To the extent we operate without a license, we could be subject to fines, criminal prosecution or other legal action including suspension of our operations. Any difficulties in obtaining or maintaining licenses, approvals or permits or the amendment or revocation thereof could have a material adverse effect on our business, financial condition, results of operations and prospects.

## **Legal, Regulatory and Tax Risks**

***Our global operations involve additional risks, and we are subject to or may otherwise face exposure under numerous, complex and sometimes conflicting legal and regulatory regimes.***

Our business is subject to numerous laws in different countries, including laws applicable to the e-commerce sector such as laws with respect to privacy, data protection and data security, online content and telecommunications and laws applicable to public companies in general, in particular laws with respect to intellectual property protection, local employment, tax, finance, money laundering, online payment, consumer protection, product liability and the labeling of our goods, competition, anti-corruption and international sanctions. Operating in foreign countries entails an inherent risk of misinterpreting and incorrectly implementing local laws and regulations. In addition, numerous laws and regulations apply to goods on our marketplace. Since we do not manufacture these goods ourselves, our ability to ensure that such goods



comply with all applicable regulations is limited. A change in laws and regulations relating to consumer products, products liability or consumer protection in any of the markets in which we operate could require additional investments in order to develop better quality control measures for our platform, increase product safety, or defend against potential products liability litigation.

We cannot guarantee that we have always been in full compliance with applicable laws and regulations in the past, nor that we will be able to fully comply with them in the future. Additionally, we strive to obtain and retain all necessary business licenses, permissions and clearances in each of the countries in which we operate. However, we cannot guarantee that relevant regulators will agree with our position regarding the adequacy of our existing regulatory licenses and permissions or our legal analyses concerning the requirement to obtain clearances, including anti-trust clearances. We take a dynamic approach with respect to compliance with applicable laws and regulations, relying on senior management, our internal legal department and our network of legal advisers in each jurisdiction where we operate to identify and interpret on an ongoing basis the laws and regulations that apply to our business activities. Uncertainties in the legal and regulatory framework may, from time to time, affect our judgment or the legal assessment and opinion of outside legal counsel and lead to incorrect risk-based judgments regarding the relevance of certain legal requirements. Additionally, at times we have failed to delist in a timely manner noncompliant products and sellers due to uncertainty regarding the legality or regulatory compliance of certain products. The violation of any of the laws or regulations applicable to us — including laws and regulations relating to consumer products, product liability or consumer protection — may result in litigation, criminal prosecution, damage claims from customers, business partners and/or competitors or extensive investigations by governmental authorities and substantial fines being imposed on us. Even unfounded allegations of non-compliance may adversely affect our reputation and business.

Any changes in the legal framework applicable to our business could adversely affect our operations and profitability. If we continue to expand our business, we will become subject to new legal frameworks that are even more complex. The laws and regulations of various countries in which we currently operate or may operate in the future are evolving. Consequently, such laws and regulations may change and sometimes may conflict with each other, making it more difficult to observe them.

***We are subject to governmental regulation and other legal obligations related to privacy, data protection and information security. If we are unable to comply with these, we may be subject to governmental enforcement actions, litigation, fines and penalties or adverse publicity.***

We collect personally identifiable information and other data from our customers and prospective customers. We use this information to provide services and relevant products to our customers, to support, expand and improve our business, and to tailor our marketing and advertising efforts. We may also share customers' personal data with certain third parties as authorized by the customer or as described in our privacy policy. As a result, we are subject to governmental regulation and other legal obligations related to the protection of personal data, privacy and information security in certain countries where we do business. There has been, and we expect there will continue to be, a significant increase globally in laws that restrict or control the use of personal data.

For example, in Europe the General Data Protection Regulation ("GDPR"), which came into force in 2018, implemented stringent operational requirements for the use of personal data. These stringent requirements include expanded disclosures to inform customers about the use of personal data, increased controls on profiling customers and increased rights for customers to access, control and delete their personal data. In addition, there are mandatory data breach notification requirements and significant financial penalties for failures to comply. Additionally, the regulatory landscape surrounding data protection, data privacy and information security is rapidly changing across Africa. All countries in which we operate have personal data protection laws. Many of these data protection laws and regulations were only recently enacted and are evolving. In some countries, data protection legislation is not yet fully resourced and operational. Our business collects personal data from users of our websites, customers, sellers, suppliers, contractors and other individuals. Compliance with nascent data protection regulations presents a challenge, particularly where practical guidelines on implementation of new legislation have not yet been issued.

Compliance with the various data protection laws in Africa is challenging due to the complex and sometimes contradictory nature of the different regulatory regimes. Because data protection regulations are not uniform among the various African nations in which we operate, our ability to transmit customer information across borders is limited by our ability to comply with conditions and restrictions that vary from country to country. In countries with particularly strict data protection laws, we might not be able to transmit data out of the country at all and may be required to host individual

servers in each such country where we collect data. In many countries relevant laws also require that a company notify customers in the event of a personal data breach.

Moreover, many data protection regimes apply based on where a customer is located, and as we expand and new laws are enacted or existing laws change, we may be subject to new laws, regulations or standards or new interpretations of existing laws, regulations or standards, including those in the areas of data security, data privacy and regulation of email providers and those that require localization of certain data, which could require us to incur additional costs and restrict our business operations.

Any failure or perceived failure by us to comply with rapidly evolving privacy or security laws, policies, legal obligations or industry standards or any security incident that results in the unauthorized release or transfer of personally identifiable information or other customer data may result in governmental enforcement actions, litigation (including class actions), criminal prosecution, fines and penalties or adverse publicity and could cause our customers to lose trust in us, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may be adversely affected by changes in the regulations applicable to the use of the internet and the e-commerce sector.***

As the internet continues to revolutionize commercial relationships on a global scale and online penetration increases, new laws and regulations relating to the use of the internet in general and the e-commerce sector in particular may be adopted. These laws and regulations may govern the collection, use and protection of data, consumer protection, online payments, pricing, anti-bribery, tax, country specific prices and website contents and other aspects relevant to our business. The adoption or modification of laws or regulations relating to our operations could adversely affect our business by increasing compliance costs, including as a result of confidentiality or security breaches in case of non-compliance, and administrative burdens. In particular, privacy related regulation could interfere with our strategy to collect and use personal information as part of our data-driven approach along the value chain. We must comply with applicable regulations in all of the countries in which we operate, and any non-compliance could lead to fines and other sanctions.

Changes to the regulation applicable to the use of the internet and the e-commerce sector could have a material adverse effect on our business, financial condition, results of operations and prospects.

***The legal and regulatory environment in certain countries in which we operate can be unstable, which may slow economic development.***

Our business, and the goods and services we offer, are subject to a variety of legislative and regulatory measures in the countries in which we currently operate. Many of the countries in which we currently operate have a less established legal system than the United States.

Weaknesses in legal systems and legislation in many of these countries create uncertainty for investments and business due to changing requirements that may be costly, incoherent and contradictory, limited budgets for judicial systems, questionable judicial interpretations and/or inadequate regulatory regimes. These risks could have a negative impact on economic conditions in the countries in which we currently operate. These factors could also result in the interruption of certain of our businesses or an increase in operating expenses in the relevant countries. Changes in legislative and regulatory provisions in these countries, which we may not be able to anticipate, could have a material adverse effect on our business, financial condition, results of operations and prospects.

Furthermore, government authorities have a high degree of discretion in many of the markets in which we currently operate, and have sometimes exercised their discretion in ways that may be perceived as selective or arbitrary, or in a manner that could be seen as being influenced by political or commercial considerations. Moreover, many of the governments in the countries in which we currently operate have the power in certain circumstances, by regulation or other government action, to interfere with the performance of contracts or to terminate them or declare them null and void. Governmental actions may include withdrawal of licenses, withholding of permits, criminal prosecutions and civil actions. In some countries, when the economic environment has deteriorated and in order to compensate for the resulting revenue shortages, authorities have imposed new regulations, in particular relating to tax and customs duties, sometimes unexpectedly. There is no guarantee that legislative authorities in the countries in which we currently operate will not pass new laws or regulations or amend existing laws and regulations in a manner that would significantly negatively impact our business model or may even render our business model no longer viable.

The weakness of the legal systems in the emerging countries in which we currently operate could have a material adverse effect on our business, financial condition, results of operations and prospects.

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

Anti-corruption laws and regulations in force in many countries generally prohibit companies from making direct or indirect payments to civil servants, public officials or members of governments for the purpose of entering into or maintaining business relationships. In addition, we are subject to certain provisions of the U.S. Foreign Corrupt Practices Act of 1977 (“FCPA”). The FCPA prohibits providing, offering, promising, or authorizing, directly or indirectly, anything of value to government officials, political parties, or political candidates for the purposes of obtaining or retaining business or securing any improper business advantage. We conduct business in, or may expand our business to, certain countries where there is a high risk of corruption and extortion and in some cases, where corruption and extortion are considered to be widespread and where our companies may have to obtain approvals, licenses, permits, or other regulatory approvals from public officials.

Therefore, we are exposed to the risk that our employees, consultants, agents, or other third parties working on our behalf, could make, offer, promise or authorize payments or other benefits in violation of anti-corruption laws and regulations, especially in response to demands or attempts at extortion. We have implemented prevention and training programs as well as internal policies and procedures designed to promote best practices and detect and prevent such violations. However, these prevention and training measures may prove to be insufficient, and our employees, consultants and agents may have been or could be engaged in activities for which we or the relevant officers could be held liable. We can make no assurance that the policies and procedures, even if enhanced, will be followed at all times or effectively detect and prevent all violations of the applicable laws and every instance of fraud, bribery and corruption.

In addition, some anti-corruption laws and regulations, including the FCPA, require that we maintain accurate books and records that reflect the disposition of company assets in reasonable detail, and that we implement appropriate internal controls, to ensure that our operations do not involve corruption, illegal payments or extortion. The great diversity and complexity of these local laws and regulations and the decentralized nature of our business in various countries and markets create a risk that, in some instances, we may be deemed liable for violations of applicable laws and regulations, in particular, in connection with a failure to comply with those laws and regulations relating to books and records, financial reporting, or internal controls, among others.

Any actual or perceived violation or breach of these anti-corruption laws and regulations, including any potential governmental or internal investigations of perceived or actual misconduct, could affect our overall reputation and, depending on the case, expose us to administrative or judicial proceedings, which could result in criminal and civil judgments, including fines and monetary penalties, a possible prohibition on maintaining business relationships with suppliers or customers in certain countries, and other negative consequences which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may face exposure under certain export controls and trade and economic sanctions laws and regulations that could impair our ability to compete in international markets and subject us to liability for non-compliance.***

Our business activities may expose us to various trade and economic sanctions laws and regulations, including, without limitation, OFAC’s trade and economic sanctions programs (“Trade Controls”). In such circumstances, such Trade Controls may prohibit or restrict our ability to, directly or indirectly, conduct activities or dealings in or with certain countries that are the subject of comprehensive embargoes (i.e., sanctioned countries), as well as with individuals or entities that are the target of Trade Controls-related prohibitions and restrictions (i.e., sanctioned parties). Additionally, our sales and services to certain customers may at times trigger reporting requirements under U.S. law.

Although we have implemented controls designed to ensure compliance with applicable Trade Controls, our failure to successfully comply therewith may expose us to negative legal and business consequences, potentially including civil or criminal penalties, government investigations, and financial and reputational harm, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Increased labor costs, compliance with labor laws and regulations and failure to maintain good relations with labor unions may adversely affect our results of operations.***

We are required to comply with extensive labor regulations in each of the countries in which we have employees, including with respect to wages, social security benefits and termination payments. If we fail to comply with these regulations we may face labor claims and government fines, which could have a material adverse effect on our business, financial condition, results of operations and prospects. We use the services of freelancers to promote our offerings. There can be no guarantee that the relationship we have with these freelancers will not be viewed as an employment arrangement, which may lead to an increase in our personnel expenses.

Governments may adopt laws, regulations and other measures requiring companies in the private sector to increase wages and provide specified benefits to employees. For example, although we currently compensate members of our JForce program as independent sales consultants, it is possible that certain jurisdictions may reclassify them as employees, which would require us to change their compensation and benefits structure. We may face pressure from our labor unions or otherwise to increase employee salaries, and we face the risk that other labor-related disputes may arise. Labor disputes that result in strikes or other disruptions could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our risk management and compliance structure may prove inadequate.***

We have implemented a group-wide risk management and compliance program that is aimed at preventing corruption, fraud and other criminal or other forms of non-compliance by our management, employees, consultants, agents and sellers. Although we seek to improve the effectiveness and efficiency of this program and the frequency at which we perform systematic compliance checks, given the broad scope of our operations and, in particular, the fact that corruption and extortion are common in some countries in which we currently operate or in which we have operated in the past, such controls may prove to be insufficient to prevent or detect non-compliant conduct. Additionally, certain employees, consultants, agents or sellers may engage in illegal practices or corruption to win business or to conspire in order to circumvent our compliance controls. Similarly, we may fail to identify, mitigate or manage relevant risk exposures. For example, we have identified failures of our internal controls in the past, including fraudulent behavior by our independent JForce agents, employees and sellers, improper orders placed by employees and JForce agents and an allegation of fraudulent local management behavior in contravention of company policy with respect to cash management. While we have implemented improvements to, and routinely monitor, our internal controls at a country and group level, we cannot be sure that such internal control procedures will prove effective or that our policies will be followed.

Non-compliance with applicable laws and regulations may harm our reputation and ability to compete and result in legal action, criminal and civil sanctions, or administrative fines and penalties, such as a loss of business licenses or permits, against us, members of our governing bodies and our employees. They may also result in damage claims by third parties or other adverse effects, including class action lawsuits or enforcement actions by national and international regulators resulting in limitations to our business).

Any failure of our compliance structure to prevent or detect non-compliant behavior could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may not be able to adequately protect our intellectual property against infringements from third parties.***

We believe that our intellectual property, including our copyrights, brands, trademarks, trade secrets and proprietary technology, is critical to our success. We have developed, and will continue to develop, a substantial quantity of proprietary software, processes and other know-how, including assortment related know-how, that are especially important to our operations. However, we may not be able to obtain effective protection for such intellectual property or other proprietary know-how in all relevant countries. If the laws and regulations applicable to our intellectual property change, this may make it even more difficult to effectively protect such intellectual property.

In addition, we may be required to spend significant funds on monitoring and protecting our intellectual property and there is no guarantee that we can successfully discover all infringements, misappropriations or other violations of our intellectual property and pursue them successfully. We provide certain information to third-party service providers who help us assess the performance of our business, such as Google Analytics. Consequently, we only have limited control to ensure that such information is not misused by the relevant third-party service providers or passed on to other third parties, including our competitors.

If we initiate litigation against infringements of our intellectual property, such litigation may prove costly and there is no guarantee that it will ultimately be successful and that the rulings we obtain will adequately remedy the damage we have suffered. Where we rely on contractual agreements to protect our intellectual property, such agreements may be found to be invalid or unenforceable. Furthermore, some of our intellectual property could be challenged or found invalid through administrative processes or litigation, and third parties may independently develop or otherwise acquire equivalent intellectual property.

An inability to adequately protect our intellectual property could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may be accused of infringing on the intellectual property of third parties.***

As we utilize a variety of intellectual property for our business, customers, regulatory authorities or other third parties may allege that intellectual property we use infringes on their intellectual property, and we may therefore become subject to allegations and litigation. Even unfounded allegations of infringement may adversely affect our reputation and business and may require significant resources to defend against. If we try to obtain licenses from such third parties to settle any disputes, there is no guarantee that such licenses will be available to us on acceptable terms, or at all, in which case we may be required to alter our brands or change the way we currently operate.

In addition, we may not be able to continue to market certain goods in instances where our suppliers manufacture these goods without regard for the intellectual property rights of third parties. Furthermore, some of the agreements we entered into with third parties may contain clauses regarding the protection of their intellectual property licensed to us. A violation of these clauses, such as the unauthorized sub licensing or disclosure of a confidential source code, may require us to pay significant penalties, prevent us from utilizing such intellectual property in the future and may result in litigation against us. Moreover, some of our proprietary technology was developed on the basis of licensed proprietary and non-proprietary software that we licensed from third parties. If these licenses were to be challenged or found invalid through litigation or other proceedings, we may be unable to continue utilizing such proprietary technology.

Any infringements on the intellectual property of third parties could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may be unable to acquire, utilize and maintain our domains and trademarks.***

We have registered various word and figurative trademarks as well as internet domains and may register additional similar rights in the future. These rights are regulated by the relevant regulatory bodies and subject to trademark laws and other related laws in the countries in which we have registered them.

If we cannot obtain or maintain our existing or future word and figurative trademarks as well as internet domains on reasonable terms, we may be forced to incur significant additional expenses or be unable to operate our business as intended. Furthermore, the regulations governing domain names and laws protecting trademarks and similar proprietary rights could change (e.g., through the establishment of additional generic or country code top level domains or changes in registration processes), which may prevent us from using these rights as intended. In addition, we may not be able to prevent third parties from registering and utilizing domains and trademarks that interfere with those that we have registered.

An inability to maintain our domains and trademarks could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We may be involved in litigation or other proceedings that could adversely affect our business.***

In the ordinary course of our business activities, we are regularly exposed to various litigation, particularly in the areas of product warranty, delays of payments or deliveries, competition law, intellectual property disputes, labor disputes and tax matters. Such litigation is subject to inherent uncertainties, and unfavorable rulings could require us to pay monetary damages or provide for an injunction prohibiting us from performing a critical activity, such as marketing certain goods. Even if legal claims brought against us are without merit, defending against such claims could be time-consuming and expensive and could divert management's attention from other business concerns. Additionally, we may decide to settle such claims, which could prove expensive to us.

If we become involved in litigation or other proceedings, this could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We use standardized documents, contracts and terms and conditions, compounding the negative impact on our business if any clause is held to be void.***

We use standardized documents, contracts and terms and conditions to govern our relationships with a large number of sellers and customers. If such documents, contracts or terms and conditions are found to contain provisions that are interpreted in a manner disadvantageous to us, or if any clauses are held to be void and thereby replaced by statutory provisions that are disadvantageous to us, a large number of our contractual relationships could be affected.

In addition, standardized terms and conditions must comply with the statutory laws on general terms and conditions in the various countries in which we currently operate, which means that in many countries such standardized terms and conditions are subject to intense scrutiny by the courts or relevant authorities. We cannot guarantee that all standardized terms and conditions we use currently comply and will continue to comply with the relevant requirements. Even if terms and conditions are prepared with legal advice, it is impossible for us to guarantee that they are valid, given that changes may continue to occur in the laws applicable to such terms and conditions and/or their interpretation by the courts.

If clauses in our standardized documents, contracts or terms and conditions are found to be void, this could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We are subject to customs and foreign trade regulations that may require us to modify our current business practices and incur increased costs or could result in a delay in processing goods through customs, which may limit our growth and cause us to suffer reputational damage.***

We import a large number of goods and services as part of our day-to-day business and such imports and exports may be subject to customs or foreign trade regulations. In addition, we rely on third parties, in particular our sellers, to make certain import, export or customs declarations and we therefore only have limited control over such declarations. Any non-compliance with customs or foreign trade regulations could lead to the imposition of fines or result in our goods being seized, in which case delivery of our goods may be delayed or fail entirely. If these laws or regulations were to change or were violated by our management, employees or sellers, we could experience delays in shipments of our goods, be subject to fines or penalties, or suffer reputational harm, which could reduce demand for our services and negatively impact our results of operations.

Legal requirements are frequently changed and subject to interpretation, and we are unable to predict the ultimate cost of compliance with these requirements or their effects on our operations. We may be required to make significant expenditures or modify our business practices to comply with existing or future laws and regulations, which may increase our costs and materially limit our ability to operate our business.

Our business depends on our ability to source and distribute goods in a timely manner. As a result, we rely on the free flow of goods through open and operational ports worldwide. Labor disputes or other disruptions at ports or along key shipping routes create significant risks for our business, particularly if work slowdowns, lockouts, strikes, acts of terrorism or other disruptions occur. Any of these factors could result in reduced sales or cancelled orders, which may limit our growth and damage our reputation and have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our business is subject to the general tax environment in the countries in which we currently operate, and any changes to this tax environment may increase our tax burden.***

Our business is subject to the general tax environment in the countries in which we currently operate. Our ability to use tax loss carryforwards and other favorable tax provisions depends on national tax laws and their interpretation in these countries. Changes in tax legislation, administrative practices or case law could increase our tax burden and such changes might even occur retroactively. Furthermore, tax laws may be interpreted differently by the competent tax authorities and courts, and their interpretation may change at any time, which could lead to an increase of our tax burden. For example, in a number of countries, tax authorities seek to characterize income from the provision of services as royalties under their domestic legislation and/or tax treaties, which would lead to the imposition of withholding tax and may significantly increase our tax burden. In addition, legislators and tax authorities have changed or may change

territoriality rules or their interpretation for the application of value-added tax (“VAT”) on cross border services, which could lead to significant additional payments for past and future periods. In addition, court decisions are sometimes ignored by competent tax authorities or overruled by higher courts, which could lead to higher legal and tax advisory costs and create significant uncertainty.

Tax authorities in various countries are currently reviewing the appropriate treatment of e-commerce activities. Recently, several countries in Africa have imposed new, or increased existing, taxes on e-commerce and mobile services. For example, from 2018 to 2021, Uganda imposed a daily tax of 200 Uganda shillings (equivalent to \$0.05) on Over-the-Top (“OTT”) services including Facebook, WhatsApp and Twitter. Users who failed to make this daily payment were unable to access the designated OTT services. This OTT daily tax was repealed and replaced in 2021 by a 12% levy on mobile internet services. In addition, mobile money transfer tax applies in Uganda on money transfer fees and a 0.5% tax is charged on withdrawals. The Ivory Coast imposed a similar 7.2% tax on mobile money transfer fees as from 2019 onwards. Similarly, Kenya has been taxing mobile money transfer fees as well as internet access services for several years up to 20% until being reduced to 15% in 2023. In Ghana, an electronic transfer tax of 1.5% was introduced in 2022, before being reduced to 1% in 2023. It is possible that other African countries will enact new taxes on OTT services, mobile money transfers or other e-commerce and mobile services or that countries with existing e-commerce and mobile service taxes will raise their current tax rates. Existing or new e-commerce and mobile service taxes may increase the cost of mobile phone usage and data plans for customers, which may discourage mobile phone usage or slow the rate of mobile phone adoption across our markets. Additionally, taxes on mobile money transfers may increase the costs associated with and discourage the use of JumiaPay.

Moreover, due to the global nature of our e-commerce business, various countries might attempt to levy additional sales, income or other taxes relating to our activities. Such new tax regulation may subject us or our customers to additional taxes, which would increase our tax burden and may reduce the attractiveness of our online offering. In certain countries in which we operate, VAT rates are especially high. For example, the VAT is 20% in Morocco and 18% in Ivory Coast. In such countries, we face the risk that organizational sellers on our marketplace may attempt to transact as individual sellers in order to avoid the responsibility of collecting VAT. Sellers may also seek to structure their operations in a way that facilitates the non-payment of VAT. New taxes could also result in additional costs necessary to collect the data required to assess these taxes and to remit them to the relevant tax authorities.

In some of the countries in which we currently operate, tax authorities may also use the tax system to advance their agenda and may exercise their discretion in ways that may be perceived as selective or arbitrary, or in a manner that could be seen as being influenced by political or commercial considerations. Accordingly, we may face unfounded tax claims in such countries.

We are subject to audits by tax officials in various jurisdictions in which we operate. For example, in Germany, the authorities challenged the status of some of the Group’s German partnerships as entrepreneurs. A loss of such entrepreneur status would have resulted in substantial additional VAT assessments. We have reached a joint understanding with the competent tax authorities, according to which the German partnerships in question should be regarded as entrepreneurs, provided certain conditions are met. We cannot guarantee that the tax authorities will not change their view on the status of such partnerships for past or future periods. While we are making good progress toward meeting these conditions, any failure to meet them in a timely manner, or any changes in the tax authorities’ view, may result in substantial additional VAT assessments.

We are also in ongoing discussions with the German authorities regarding corporate income tax treatment of services rendered by these partnerships. While we believe the position of the German tax authorities on this issue is not correct and would not be successful if challenged in court, we may be required to pay additional corporate income taxes in an upper single to very low double digit euro million amount if the tax authorities’ view were to prevail and have taken provisions accordingly. See also Note 29 to our audited consolidated financial statements included elsewhere in this Annual Report.

Taxes actually assessed in future tax audits for periods not yet covered by this last tax audit may exceed the taxes already paid by us. As a result, we may be required to make significant additional tax payments with respect to previous periods. Furthermore, the competent tax authorities could revise their original tax assessments (e.g., with respect to the recognition of invoiced value added taxes). Any tax assessments that deviate from our expectations could lead to an increase in our tax burden. In addition, we may be required to pay interest on these additional taxes as well as late filing penalties.

Changes in the tax environment and future tax audits could have a material adverse effect on our business, financial condition, results of operations and prospects.

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

We are an internationally operating enterprise continuously engaged in cross-border business dealings which may trigger unforeseen adverse tax consequences in Germany and abroad, in particular with respect to transfer pricing and double taxation issues. While our business operations focus on three regions in Africa, our Company is incorporated in Germany and we manage our operations on a decentralized basis. Our technology and data team is predominantly located in Portugal. The decentralized nature of our organization may lead to interpretative questions by tax authorities as to where we have to pay taxes on our income or assets. Any reassessment of our current status could lead to substantial tax claims and/or costly and time consuming administrative and legal proceedings.

This high degree of interconnectivity necessitates the cross-border transfer of certain goods and services including services, from and between us, our subsidiaries and affiliates. Tax authorities often challenge the prices charged for intra-group services. Past and current intra-group transfer prices, particularly those for services rendered by the Company, including the provision of technology, management services, personnel or financing could be deemed to not be at arm's length.

Additionally, in light of the fact that these intra-group services are usually not offered to third parties, it may become difficult for us to mitigate intra-group transfer price risks by documenting the prices, particularly paid in comparable transactions by or with independent third parties. The preparation of customary transfer price documentation may also be delayed due to the need to hire an external advisory team with the resources to prepare such transfer price documentation for us.

In addition, we may be unaware of or infringe upon tariffs, quotas, customs and export control regulations, trading bans or similar restrictions, thereby creating exposure to the risk of fines and sanctions.

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, results of operations and prospects.

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

We are a German tax resident and, accordingly, subject to the tax laws and regulations of Germany. We operate in a number of African countries and have shared service centers in certain European countries as well as in the United Arab Emirates, subjecting several of our entities to the tax laws of these countries. Our tax burden depends on various aspects of tax laws and regulations including double taxation treaties as well as their respective application and interpretation. Amendments to tax laws and double taxation treaties, for example, an increase of statutory tax rates or the limitation of double tax relief, may have a retroactive effect, and their application or interpretation by tax authorities or courts is subject to change and may cause an increase in our tax burden. Furthermore, tax authorities occasionally limit court decisions to their specific facts by way of non-application decrees. This may also increase our tax burden.

Prior to the completion of our initial public offering in April 2019, we streamlined our group structure by exchanging interests held by current or former members of management, employees, supporters or business partners in our subsidiaries into shares of the Company. While we do not believe that these transactions triggered adverse tax consequences for which we are liable, there is no guarantee that tax authorities will agree with this assessment.

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

Thin-capitalization rules in various countries restrict the tax deductibility of interest expenses and the possibility of companies to carry forward non-deducted interest expenses to future assessment periods. As the interpretation of these



rules is not entirely clear in many countries, it cannot be ruled out that the competent tax authorities will take a different view regarding the tax deductibility of interest expenses than our entities.

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

The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Economic challenges faced by governments may lead to an increase in our tax burden.***

Governments may seek to find additional financing. Accordingly, governments may seek to impose additional tax burdens on us. For example, tax authorities may state that platform owners are responsible to account for and pay VAT or sales tax for the goods and services traded via their platform. Jumia is currently engaged in active discussions with the tax authorities in several countries regarding VAT or sales tax collection for the goods and services traded via its platform. There is no guarantee that the authorities will maintain the position that we are not responsible to account for and pay VAT for the goods and services traded via our marketplace for the prior periods. New regulations have been adopted in several African countries about e-invoicing and/or non-resident VAT obligations which has increased our cost of tax compliance and may lead to an increase of our overall tax burden.

**Risks Related to the Ownership of our ADSs**

***Investor perceptions of risks in emerging economies could reduce investor appetite for investments in these countries or for the securities of issuers operating in these countries.***

Investing in securities of issuers in emerging markets generally involves a higher degree of risk than investing in securities of corporate or sovereign issuers from more developed countries. Economic crises in one or more emerging market countries may reduce overall investor appetite for securities of emerging market issuers generally, even for emerging market issuers located outside the regions directly affected by the crises. Past economic crises in emerging markets, such as in South America and Russia, have often resulted in significant outflows of international capital from emerging markets and caused emerging market issuers to face higher costs for raising funds, and in some cases have effectively impeded access to international capital markets for extended periods.

Thus, even if the economies of the countries in which we operate remain relatively stable, financial turmoil in any emerging market country could have a material adverse effect on our business, financial condition, results of operations and prospects.

***The market price of our ADSs has fluctuated significantly in the past and may continue to do so in the future and any such fluctuations could result in substantial losses for holders of our ADSs.***

The market price of our ADSs is affected by the supply and demand for our ADSs, which may be influenced by numerous factors, many of which are beyond our control, including:

- fluctuation in actual or projected results of operations;
- changes in projected earnings or failure to meet securities analysts' earnings expectations;
- the absence of analyst coverage;
- negative analyst recommendations;
- changes in trading volumes in our ADSs;
- changes in our shareholder structure;
- changes in macroeconomic conditions including changes in foreign exchange rates and periods of inflation;
- the activities of competitors and sellers;

- changes in the market valuations of comparable companies;
- changes in investor and analyst perception with respect to our business or the e-commerce industry in general; and
- changes in the statutory framework applicable to our business.

As a result, the market price of our ADSs may be subject to substantial fluctuation.

General market conditions and fluctuation of share prices and trading volumes could lead to pressure on the market price of our ADSs, even if there may not be a reason for this based on our business performance or earnings outlook. In addition, prices for e-commerce or technology companies have traditionally been more volatile compared to share prices for companies from other industries. The market price of our ADSs has fluctuated substantially in the past. The market prices of our ADSs may continue to fluctuate substantially in the future.

Any fluctuations in the market price of our ADSs as a result of the realization of any of these risks, investors could lose part or all of their investment in our ADSs. Additionally, in the past, when the market price of a stock has been volatile, holders of that stock have sometimes instituted securities class action litigation against the company that issued the shares. These lawsuits may result in substantial expenses and could also divert the time and attention of our management board from our business, which could significantly harm our profitability and reputation.

***We do not expect to pay any dividends in the foreseeable future.***

We have not yet paid any dividends to our shareholders and do not currently intend to pay dividends for the foreseeable future. Under German corporate law, dividends may only be distributed from our net retained profit (*Bilanzgewinn*). The net retained profit is calculated based on our unconsolidated financial statements prepared in accordance with German generally accepted accounting principles of the German Commercial Code (*Handelsgesetzbuch*). Such accounting principles differ from International Financial Reporting Standards, as issued by the International Accounting Standards Board, in material respects.

Our ability to pay dividends therefore depends upon the availability of sufficient net retained profits. In addition, future financing arrangements may contain covenants that impose restrictions on our business and on our ability to pay dividends under certain circumstances.

Any determination to pay dividends in the future will be at the discretion of our management board and will depend upon our results of operations, financial condition, contractual restrictions, including restrictions imposed by existing or future financing agreements, restrictions imposed by applicable laws and other factors management deems relevant.

Consequently, we may not pay dividends in the foreseeable future, or at all, and any return on investment in our ADSs is solely dependent upon the appreciation of the price of our ADSs on the open market, which may not occur. See “Dividend Policy.”

***As in prior periods, we and our auditor have identified a material weakness in our internal control over financial reporting related to 2023. Our failure to correct these control deficiencies or our failure to discover and address any other control deficiencies could result in inaccuracies in our financial statements.***

Our management, including our chief executive officer and executive vice president, finance & operations, and our auditor have concluded that our internal control over financial reporting was not effective as of December 31, 2023 due to the presence of a material weakness resulting from continued insufficient personnel resources to ensure the timely execution of user access controls.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim consolidated financial statements may not be prevented or detected on a timely basis.

Notwithstanding these material weaknesses, our management, based on the substantial work performed, concluded that our consolidated financial statements for the periods covered by and included in this Annual Report are fairly stated in all material respects in accordance with IFRS.

As of December 31, 2022, we had identified material weaknesses related to:

- lack of sufficient corporate finance and accounting personnel to assess appropriate accounting, classification and disclosure of certain financial statement information, which lead to the correction of our previous year financial statements, including the restatement of our 2021 statement of operations and footnote 13 to the consolidated financial statements.
- inadequate design of controls around payments to vendors.
- insufficient personnel resources to ensure the consistent and timely execution of user access controls.
- lack of sufficiently robust, timely documentation to evidence the procedures performed and conclusions reached by the owners of controls related to certain classes of transactions.

In 2023, we made a significant effort to improve and strengthen our internal controls to remedy the material weakness that existed as of December 31, 2022. As a result of our efforts, the material weaknesses related to lack of sufficient corporate finance and accounting personnel to assess appropriate accounting, classification and disclosure of certain financial statement information, inadequate design of controls around payments to vendors and lack of sufficiently robust, timely documentation to evidence the procedures performed and conclusions reached by the owners of controls related to certain classes of transactions have been remediated. As of December 31, 2023, the material weakness related to insufficient personnel resources to ensure the timely execution of user access controls remained.

Additional effort is necessary to strengthen our internal controls. We intend to strengthen our access management controls infrastructure to allow for more timely execution of control procedures. However, we cannot guarantee that our efforts will be sufficient to remediate the remaining material weakness or that material weaknesses in our internal control over financial reporting will not be identified in the future. Our failure to correct these control deficiencies or our failure to discover and address any other control deficiencies could result in inaccuracies in our financial statements and impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis.

***If we fail to implement and maintain an effective system of internal controls over financial reporting, we may be unable to accurately report our results of operations, meet our reporting obligations or prevent fraud.***

Since our initial public offering in 2019, we have been a public company in the United States subject to the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act requires that we include a report from management on the effectiveness of our internal control over financial reporting in our annual report on Form 20-F. As a result, we are required to disclose changes made in our internal controls and procedures and our management is required to assess the effectiveness of these controls annually. In addition, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Our management, including our chief executive officer and executive vice president, finance & operations, concluded that our internal control over financial reporting was not effective as of December 31, 2023 due to the presence of a material weakness. Our reporting obligations may place a significant strain on our management, operational and financial resources and systems for the foreseeable future. We may be unable to timely complete our evaluation testing and any identified remediation.

During the course of documenting and testing our internal control procedures in the future, we may identify other weaknesses and deficiencies in our internal control over financial reporting. In addition, if we fail to maintain the adequacy of our internal control over financial reporting, as these standards are modified, supplemented or amended from time to time, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. If we fail to achieve and maintain an effective internal control environment, we could suffer material misstatements in our financial statements and fail to meet our reporting obligations, which would likely cause investors to lose confidence in our reported financial information. This could, in turn, limit our access to capital markets, harm our results of operations, and lead to a decline in the trading price of the ADSs. Additionally, ineffective internal control over financial reporting could expose us to increased risk of fraud or misuse of corporate assets and subject us to potential delisting from the stock exchange on which we list, regulatory investigations and civil or criminal sanctions. We may also be required to restate our financial statements for prior periods.

***Future offerings of debt or equity securities by us could adversely affect the market price of our ADSs, and future issuances of equity securities could lead to a substantial dilution of our shareholders.***

We may require additional capital in the future to finance our business operations and growth. The Company may seek to raise such capital through the issuance of additional ADSs or debt securities with conversion rights (e.g.,

convertible bonds and option rights). An issuance of additional ADSs or debt securities with conversion rights could potentially reduce the market price of our ADSs and the Company currently cannot predict the amounts and terms of such future offerings.

If such offerings of equity or debt securities with conversion rights are made without granting subscription rights to our existing shareholders, these offerings would dilute the economic and voting rights of our existing shareholders. In addition, such dilution may arise from the acquisition or investments in companies in exchange, fully or in part, for newly issued ADSs, options granted to our business partners or from the exercise of stock options by our employees in the context of existing or future stock option programs or the issuance of ADSs to employees in the context of existing or future employee participation programs.

Any future issuance of ADSs could reduce the market price of our ADSs and dilute the holdings of existing shareholders.

***The sale or availability for sale of substantial amounts of the ADSs could adversely affect their market price.***

Sales of substantial amounts of the ADSs in the public market, or the perception that these sales could occur, could adversely affect the market price of the ADSs and could materially impair our ability to raise capital through equity offerings in the future. We cannot predict what effect, if any, market sales of securities held by our shareholders or the availability of these securities for future sale will have on the market price of the ADSs.

***An investment in our ADSs by an investor whose principal currency is not the US dollar may be affected by exchange rate fluctuation.***

Our ADSs are, and any dividends to be paid in respect of them will be, denominated in US dollars. An investment in our ADSs by an investor whose principal currency is not the US dollar will expose such investor to exchange rate risks. Any depreciation of the US dollar in relation to the principal currency of the respective investor will reduce the value of the investment in our ADSs or any dividends in relation to such currency.

***If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, the market price for our ADSs and trading volume could decline.***

The trading market for our ADSs depends in part on the research and reports that securities or industry analysts publish about us or our business. If securities or industry analyst coverage results in downgrades of our ADSs or publishes inaccurate or unfavorable research about our business, our ADS price will likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets and demand for our ADSs could decrease, which, in turn, could cause the market price or trading volume for our ADSs to decline significantly.

***Investors may have difficulty enforcing civil liabilities against us or the members of our management and supervisory boards.***

We are incorporated in Germany and conduct substantially all of our operations in Africa through our subsidiaries. In total, four members of our management board and supervisory board are non-residents of the United States. The majority of our assets and the assets of half of the members of our management board and supervisory board are located outside the United States. As a result, it may not be possible, or may be very difficult, to serve process on company representatives or the company in the United States, or to enforce judgments obtained in U.S. courts against company representatives or the company based on civil liability provisions of the securities laws of the United States.

There is no treaty between the United States and Germany for the mutual recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the U.S. federal securities laws, would not be enforceable in Germany unless the underlying claim is re-litigated before a German court of competent jurisdiction.

Based on the foregoing, there can be no assurance that U.S. investors will be able to enforce any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws, against us, members of our management board and supervisory board, or our senior management. In addition, there is doubt as to

whether a German court would impose civil liability on us, the members of our management and supervisory board or our senior management in an original action predicated solely upon the U.S. federal securities laws brought in a court of competent jurisdiction in Germany against us or such members, respectively.

***Holders of our ADSs may be subject to limitations on transfer of their ADSs.***

Our ADSs are transferable on the books of the depository. However, the depository may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depository may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depository are closed, or at any time if we or the depository deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***The exercise of voting rights of holders of our ADSs is limited by the terms of the deposit agreement.***

For so long as holders of our ADSs do not convert their ADSs into ordinary shares, they may not attend our shareholder's meetings and may exercise their voting rights with respect to the ordinary shares underlying their ADSs only in accordance with the provisions of the deposit agreement. Upon receipt of voting instructions from a holder of our ADSs in the manner set forth in the deposit agreement, the depository for our ADSs will endeavor to vote such holder's underlying ordinary shares in accordance with these instructions. Under our articles of association, the minimum notice period required for convening a shareholders' meeting corresponds to the statutory minimum period, which is currently 36 days. When a shareholders' meeting is convened, a holder of our ADSs may not receive sufficient notice of a shareholders' meeting to permit such holder to withdraw its ordinary shares to allow the holder to cast its vote with respect to any specific matter at the meeting. In addition, the depository and its agents may not be able to send voting instructions to a holder of our ADSs or carry out such holder's voting instructions in a timely manner. We will make all reasonable efforts to cause the depository to extend voting rights to a holder of our ADSs in a timely manner, but such holder may not receive the voting materials in time to ensure that such holder can instruct the depository to vote its shares. Furthermore, the depository and its agents will not be responsible for any failure to carry out any instructions to vote, for the manner in which any vote is cast or for the effect of any such vote. As a result, a holder of our ADSs may not be able to exercise its right to vote and may lack recourse if the ordinary shares are not voted as requested by such holder.

***The rights of shareholders in companies subject to German corporate law differ in material respects from the rights of shareholders of corporations incorporated in the United States.***

We are a stock corporation (*Aktiengesellschaft*) incorporated under German law. Our corporate affairs are governed by our articles of association and by the laws governing stock corporations incorporated in Germany. The rights of shareholders and the responsibilities of members of our management board and supervisory board may be different from the rights and obligations of shareholders in companies governed by the laws of U.S. jurisdictions and the management or directors of those corporations. In the performance of their duties, our management board and supervisory board are required by German law to consider the interests of our company, its shareholders, its employees and other stakeholders. It is possible that some of these parties will have interests that are different from, or in addition to, your interests as an ADS holder.

***German and European insolvency laws are substantially different from U.S. insolvency laws and may offer our shareholders less protection than they would have under U.S. insolvency laws.***

As a company with its registered office in Germany, we are subject to German insolvency laws in the event any insolvency proceedings are initiated against us including, among other things, Regulation (EU) 2015/848 of the European Parliament and of the Council of May 20, 2015 on insolvency proceedings. Should courts in another European country determine that the insolvency laws of that country apply to us in accordance with and subject to such EU regulations, the courts in that country could have jurisdiction over the insolvency proceedings initiated against us. Insolvency laws in Germany or the relevant other European country, if any, may offer our shareholders less protection than they would have under U.S. insolvency laws and make it more difficult for our shareholders to recover the amount they could expect to recover in a liquidation under U.S. insolvency laws.

***As a foreign private issuer, we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company.***

As of the date of this Annual Report, we report under the Exchange Act as a non-U.S. company with foreign private issuer status. Because we qualify as a foreign private issuer under the Exchange Act and although we are subject to German laws and regulations with regard to such matters and intend to furnish quarterly performance updates and half year interim reports to the SEC, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. domestic public companies, including (1) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act, (2) the sections of the Exchange Act requiring insiders to file public reports of their share ownership and trading activities and liability for insiders who profit from trades made in a short period of time and (3) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information, although we intend to provide certain quarterly information on Form 6-K. In addition, foreign private issuers are not required to file their annual report on Form 20-F until 120 days after the end of each fiscal year, while U.S. domestic issuers that are accelerated filers are required to file their annual report on Form 10-K within 75 days after the end of each fiscal year and U.S. domestic issuers that are large accelerated filers are required to file their annual report on Form 10-K within 60 days after the end of each fiscal year. Foreign private issuers are also exempt from Regulation FD, which is intended to prevent issuers from making selective disclosures of material information. As a result of all of the above, holders of our ADSs may not have the same protections afforded to shareholders of a company that is not a foreign private issuer.

***We may lose our foreign private issuer status in the future, which could result in significant additional costs and expenses.***

As discussed above, we are a foreign private issuer, and therefore, we are not required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act. The determination of foreign private issuer status is made annually on the last business day of an issuer's most recently completed second fiscal quarter, and, accordingly, the next determination will be made with respect to us on June 30, 2024.

In the future, we would lose our foreign private issuer status if (1) more than 50% of our outstanding voting securities are owned by U.S. residents and (2) a majority of our directors or executive officers are U.S. citizens or residents, or we fail to meet additional requirements necessary to avoid loss of foreign private issuer status. If we lose our foreign private issuer status, we will be required to file with the SEC periodic reports and registration statements on U.S. domestic issuer forms, which are more detailed and extensive than the forms available to a foreign private issuer. We will also have to mandatorily comply with U.S. federal proxy requirements, and our officers, directors and principal shareholders will become subject to the short-swing profit disclosure and recovery provisions of Section 16 of the Exchange Act. In addition, we will lose our ability to rely upon exemptions from certain corporate governance requirements under the listing rules of the NYSE. As a U.S. listed public company that is not a foreign private issuer, we would incur significant additional legal, accounting and other expenses that we would not incur as a foreign private issuer. These expenses would relate to, among other things, the obligation to present our financial information in accordance with U.S. GAAP in the future. Additionally, a loss of our foreign private issuer status would divert our management's attention from other business concerns, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***As we are a foreign private issuer and intend to follow certain home country corporate governance practices, holders of our ADSs may not have the same protections afforded to shareholders of companies that are subject to all NYSE corporate governance requirements.***

As a foreign private issuer, we have the option to follow certain home country corporate governance practices rather than those of the NYSE, provided that we disclose the requirements we are not following and describe the home country practices we are following. The standards applicable to us are considerably different than the standards applied to domestic U.S. issuers. For instance, we are not required to:

- have a majority of the board be independent (although all of the members of the audit committee must be independent under the Exchange Act);
- have a compensation committee or a nominating or corporate governance committee consisting entirely of independent directors;

- have regularly scheduled executive sessions with only independent directors; or
- adopt and disclose a code of ethics for directors, officers and employees.

We have relied on and intend to continue to rely on some of these exemptions. As a result, holders of our ADSs may not have the same protections afforded to shareholders of companies that are subject to all NYSE corporate governance requirements.

***The interpretation of the treatment of ADSs by the German tax authorities is subject to change.***

The specific treatment of ADSs under German tax law is based on administrative provisions by the fiscal authorities, which are not codified law and are subject to change. Tax authorities may modify their interpretation and the current treatment of ADSs may change, as the circular issued by the German Federal Ministry of Finance (*BMF-Schreiben*), dated November 8, 2017, reference number IV C 1 – S 1980-1/16/10010 :010 (as amended), shows. According to this circular, ADSs are not treated as capital participation (*Kapitalbeteiligung*) within the meaning of Section 2 para. 8 of the Investment Tax Code (*Investmentsteuergesetz*). Such changes in the interpretation by the fiscal authorities may have adverse effects on the taxation of investors.

***We may become a passive foreign investment company (“PFIC”), which could result in adverse United States federal income tax consequences to United States investors.***

We believe we were not a PFIC in the prior taxable year and do not expect to become a PFIC in the current taxable year or the foreseeable future. However, the determination of whether or not we are a PFIC is made on an annual basis and will depend on the composition of our income and assets from time to time. Specifically, we will be classified as a PFIC for United States federal income tax purposes if either: (1) 75% or more of our gross income in a taxable year is passive income, or (2) the average percentage of our assets by value in a taxable year which produce or are held for the production of passive income (which includes cash) is at least 50%. It is therefore possible that we could become a PFIC in a future taxable year. In addition, our current expectation regarding our PFIC status is based in part upon the value of our goodwill which is based on the market value for our shares and ADSs, and in part on the rate at which our cash and cash equivalents are spent. Accordingly, we could become a PFIC in the future if there is a substantial decline in the value of our shares and ADSs or we spend our cash or cash equivalents at a slower rate than expected.

If we are or were to become a PFIC, such characterization could result in adverse United States federal income tax consequences to a holder of our ADSs if such holder is a United States investor. For example, if we are a PFIC, our United States investors will become subject to increased tax liabilities under United States federal income tax laws and regulations and will become subject to burdensome reporting requirements. We cannot assure that we will not be a PFIC for our current taxable year or any future taxable year.

#### **Item 4. Information on the Company**

##### **A. History and Development of the Company**

###### **Corporate History and Recent Transactions**

We were incorporated on June 26, 2012 as a limited liability company (*Gesellschaft mit beschränkter Haftung*) under German law. On December 17 and 18, 2018, our shareholders resolved upon the change of our legal form into a German stock corporation (*Aktiengesellschaft*) and the change of our company name to Jumia Technologies AG. The change of our legal form and company name became effective upon registration with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) in Berlin, Germany, on January 31, 2019. The legal effect of the conversion on Africa Internet Holding GmbH under German law is limited to the change in the legal form. Africa Internet Holding GmbH was neither dissolved nor wound up, but continues its existence as the same legal entity with a new legal form and name. Our agent for service of process in the United States is Puglisi & Associates, 850 Library Avenue, Suite 204, Newark, Delaware 19711.

On April 12, 2019, our ADSs, each representing two of our ordinary shares, commenced trading on the New York Stock Exchange under the symbol “JMIA.” Concurrently with our initial public offering, Mastercard purchased from us €50.0 million of our ordinary shares in a private placement. We received approximately US\$280.2 million in net proceeds

from our initial public offering and corresponding private placement with Mastercard and issuance of shares to existing shareholders, after deducting underwriting commissions and discounts and the offering expenses payable by us.

In December 2020, we completed an equity offering. We received approximately \$231.4 million in net proceeds from our equity offering, after deducting underwriting commissions and discounts and the offering expenses, payable by us. In March 2021, we completed a second equity offering. We received approximately \$341.0 million in net proceeds from this second equity offering, after deducting underwriting commissions and discounts and the offering expenses, payable by us. As appropriate opportunities present themselves, we have pursued and, in the future, we intend to continue to pursue additional dispositions and other strategic growth opportunities and initiatives that we believe are strategic and will be accretive to earnings.

From 2012 to 2023, we operated a food delivery business called Jumia Food in most of our markets. Following a strategic review of our business, we determined that our food delivery business is not suitable to the current operating environment and macroeconomic conditions in our markets, and closed our food delivery business in all markets by the end of December 2023.

## Corporate Information

We are registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) in Berlin, Germany, under number HRB 203542 B. Our principal executive offices are located at Skalitzer Straße 104, 10997 Berlin, Federal Republic of Germany (“Germany”). Our telephone number is +49 (30) 398 20 34 54.

The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers, such as us, that file electronically with the SEC at [www.sec.gov](http://www.sec.gov). Our website address is <https://group.jumia.com>. The information contained on, or that can be accessed through, our website is not incorporated by reference into this Annual Report, and you should not consider any information contained on, or that can be accessed through, our website as part of this Annual Report or in deciding whether to purchase our ADSs.

## B. Business Overview

### Our Mission

Our mission is to improve the quality of everyday life in Africa by leveraging technology to deliver innovative, convenient and affordable online services to customers, while helping businesses grow as they use our platform to reach and serve customers.

### Overview

We are the leading pan-African e-commerce platform. Our platform consists of our marketplace, which connects sellers with customers, our logistics service, which enables the shipment and delivery of packages from sellers to customers, and our payment service, JumiaPay, which, together with its network of licensed payment service providers and other partners, facilitates transactions among participants active on our platform in selected markets.

We are active in three regions in Africa, which consist of 11 countries that together accounted for almost 70% of Africa’s GDP of \$2.9 trillion in 2023, according to estimates by the International Monetary Fund. Though still nascent, we believe that e-commerce in Africa is well positioned to grow.

We intend to benefit from the expected growth of e-commerce in Africa through the investments that we have made and the extensive local expertise that we have developed since our founding in 2012. Through our operations, we have developed a deep understanding of the economic, technical, geographic and cultural complexities that are unique to Africa, and which vary from country to country. We believe that our deep understanding has enabled us to create solutions that address the needs and preferences of our sellers and customers in the most comprehensive and efficient way. We possess extensive local knowledge of the logistics and payment landscapes in the markets in which we operate, which we consider to be a key component of the success of our company. In addition, we take full advantage of the mobile-centric aspects of the African market, having adopted a “mobile-first” approach in our product development and marketing efforts, which allows us to expand the audience for our goods and services, increase engagement and conversion and reduce our customer acquisition costs.



On our marketplace, a large and diverse group of over 64 thousand sellers offer goods across a wide range of categories, such as phones, electronics, home & living, fashion, beauty and other including fast-moving consumer goods to customers (i.e., consumers, retailers, distributors and other local buyers). In connection with our marketplace offering, we also engage in corporate sales, where we sell physical goods to local and regional retailers, distributors and other corporate buyers. On our JumiaPay app, we offer a number of digital lifestyle services including utility bills payment, airtime recharge, gaming and entertainment, transport ticketing as well as financial services such as micro-loans, insurance or savings products. We had 5.7 million Annual Active Customers as of December 31, 2023. We believe that the number and quality of sellers on our marketplace, and the breadth of their respective offerings, attract more customers to our platform, increasing traffic and orders, which in turn attracts even more sellers to Jumia, creating powerful network effects. Our marketplace operates with limited inventory risk, as the goods sold via our marketplace are predominantly sold by third-party sellers, meaning the cost and risk of inventory remains with the seller. In 2023, over 80% of the items sold on our marketplace were offered by third-party sellers.

Our logistics service, Jumia Logistics, facilitates the delivery of goods in a convenient and reliable way. It consists of a large network of leased warehouses, pick up stations for customers and drop-off locations for sellers and a significant number of local third-party logistics service providers, whom we integrate and manage through our proprietary technology, data and processes. In certain cities, where we believe it is beneficial to enhance our logistics service, we also operate our own last-mile fleet.

Our payment service, JumiaPay, has been designed to facilitate cashless online transactions between participants on our platform. JumiaPay encompasses a number of functionalities positioning African customers, who have traditionally relied on cash, to transact in a cash-less manner. JumiaPay, with its network of licensed payment service providers and other partners, provides digital payment processing on our platform allowing for a fast and secure payment experience at checkout. JumiaPay also has a dedicated payment app, the JumiaPay app, through which we offer customers a number of digital lifestyle services from a broad range of third-party service providers. As of December 31, 2023, one or more JumiaPay services were available in nine markets: Egypt, Ghana, Ivory Coast, Kenya, Morocco, Nigeria, Tunisia, Uganda and Algeria. In line with our strategic focus on adding value to our ecosystem, we have deliberately rationalized the range of digital services offered on the JumiaPay app and scaled back some of our marketing initiatives which impacted negatively the JumiaPay performance in 2023. Our strategic focus is now on cultivating a customer base with greater long-term value. The number of JumiaPay Transactions reached 8.4 million in 2023 compared to 9.7 million in 2022. Total Payment Volume (“TPV”) reached \$192.2 million in 2023, a decrease of 25% compared to 2022.

Our operations benefit from a uniform technology platform coupled with coordinated local presence. Our unified, scalable technology platform has been developed by our technology and data team, which is predominantly located in Portugal and Egypt. This technology platform covers all relevant aspects of our operations, from data management, business intelligence, traffic optimization and customer engagement to infrastructure, logistics and payments. We constantly collect and analyze data to help us optimize our operations, make our customer experience more personal and relevant, and enable us, selected sellers and logistics partners to make informed real-time decisions. Our local teams in each of our countries of operations have access to, and may benefit from, the centralized data collection and analytics and are empowered to use the insights gained from our platform in order to take action locally.

We remain committed to taking the business to profitability, through a combination of fundamentals-led growth, enhanced cost discipline and balanced monetization. Navigating a very challenging macroeconomic backdrop in 2023, we have implemented several initiatives focused on enhancing our financial performance and building a more robust foundation for our e-commerce operations. This involved discontinuing business activities with limited growth potential, optimizing marketing spending, and streamlining our organization. While these changes impacted our performance in 2023, they were deemed necessary to ensure long-term sustainability and success in a complex and evolving economic landscape.

Annual Active Customers reached 5.7 million, a decrease of 22% compared to 2022. Orders reached 21.3 million, a decrease of 22% compared to 2022. GMV reached \$749.8 million, a decrease of 20% compared to 2022. In terms of financial indicators, we made significant progress in 2023. Our Adjusted EBITDA loss for 2023 decreased by 68% from \$182.1 million to \$58.2 million, steadily improving quarter after quarter. Our Loss before Income tax from continuing operations for 2023 decreased by 52% from \$206.2 million to \$98.6 million.

## Our Market Opportunity

Comprised of 54 countries and with a total population of 1.4 billion people, Africa is the second-largest continent in the world by land mass and population. According to the IMF, in 2023, the 11 countries in which we operate counted around 650 million people and accounted for almost 70% of Africa's GDP. Internet penetration continues to grow in Africa with 71% of Africa's internet users based in the countries in which we operate, according to Internet World Stats, a site of the Miniwatts Marketing Group.

The African e-commerce landscape is characterized by certain relevant favorable macroeconomic factors and favorable demographic conditions, including strong expected real GDP growth over the medium term, a young population and an expected rapid increase in mobile internet penetration.

### *Attractive Fundamentals*

Africa represents a large and growing customer market that is positioned for growth, driven by the following key macroeconomic facts and trends:

- **Economic development:** Despite a challenging environment, economic growth across Africa was positive in 2023. According to the IMF, Africa's real GDP is estimated to have grown 3.2% in 2023, faster than global GDP which is estimated to be 3%. Africa is expected to grow by 3.8% in 2024, and averaging 4% for 2023-2028. This compares to global averages of 2.9% in 2024 and 3.1% for 2023-2028. In parallel, household spending is expected to grow at robust rates. According to Brookings Institution, household spending in sub-Saharan Africa has grown 150% faster than the population over the past 20 years and household consumption in Africa is expected to reach \$2.1 trillion by 2025 and \$2.5 trillion by 2030.
- **Infrastructure investments:** Investments in infrastructure are a key driver of growth in Africa. According to United Nations Conference on Trade and Development, in 2022, foreign direct investments declined to \$45 billion from the record high in 2021 of \$83 billion.
- **Large, fast-growing and young population:** As of 2023, Africa comprised approximately 18% of the world's population, according to the United Nations. The United Nations projects a 70% increase in Africa's population by the year 2050. The United Nations also projects that Nigeria will become the third most populated country in the world by 2050 (on par with the United States), after India and China. The average age across the African continent was 18.8 years in 2023, more than ten years younger than the global average of 30.5 in 2023, according to the United Nations. We believe that this younger generation, born into an "online" world is increasingly seeking access to a wider choice of consumer goods and entertainment options as it becomes increasingly connected to, and aware of, global customer trends.
- **Increasing urbanization:** Urban centers play a critical role in driving economic growth. As of 2023, it is estimated that only 45% of Africans lived in urban centers, compared to 83% in North America and 53% in Asia, according to a report from Statista. However, Africa has the fastest urban growth in the world with approximately 60% of Africans expected to be living in urban areas by 2050, indicating an organic and migration-driven growth of over 950 million people to urban centers during that period, according to a 2020 report from the United Nations.

### *Increasing Internet Penetration*

Africa is rapidly becoming a "connected" market, representing a large opportunity for internet-based businesses. According to Internet World Stats, as of December 2021, Africa had an estimated 590 million internet users and, as of April 30, 2022, 255 million Facebook users across the continent. 71% of internet users and 78% of Facebook users lived in the regions in which we operate. Some of the key factors driving this evolution are:

- **Investments in mobile network infrastructure:** According to GSMA, in 2023, telecommunication operators invested over \$8 billion in Sub-Saharan Africa and telecommunication operators across the continent are committed to making additional significant investments in cellular network infrastructure in order to meet rising demand. GSMA estimates the total investments in cellular network infrastructure within Sub-Saharan Africa will continuously increase up to over \$10 billion in 2027.

- **Growing mobile internet penetration:** According to GSMA, 4G adoption in Africa reached 35% of total connections at the end of 2022 (equivalent to 370 million 4G connections). This figure is expected to reach 44% in 2026, thereby surpassing 3G as the most widely adopted mobile network generation in Africa. The increase is expected to be fueled by growing adoption in Ethiopia and Nigeria, where the number of 4G connections are expected to more than triple between 2022 and 2030.
- **Increasing smartphone adoption:** While feature phones remain popular in Africa, smartphone penetration as a percentage of the total mobile connections is growing, amounting to 51% in Sub-Saharan Africa and to 82% in Northern Africa in 2022, and is expected by GSMA to increase to 88% and 91%, respectively, by 2030.

### ***Evolving Shopping Trends from Offline to Online***

As Africa becomes more affluent and “connected,” we believe that African customers will increasingly become aware of online shopping. Moreover, organized retail is underdeveloped across most of the continent, making the distribution of goods less efficient than in other regions in the world. Against this backdrop, we believe that e-commerce is an attractive alternative to the general lack of organized retail outlets. We believe that the expansion and success of e-commerce solutions across Africa will be driven by the following factors:

- **Increasing customer awareness and trust:** As e-commerce and the internet are both relatively new to Africa, educating African customers about the benefits of online shopping (including for “non-standard” items such as apparel) will be a key factor driving customer adoption.
- **Availability and quality of logistics infrastructure:** Outside of certain major cities, many Africans live in areas that lack clear addresses, including in rural areas that are often far from the nearest warehouse or distribution center. As infrastructure continues to improve across Africa and urbanization rates increase, we expect increasing availability of reliable, high-quality and cost effective delivery solutions to contribute to the rise of e-commerce in Africa.
- **Customer adoption of mobile and digital payments:** Electronic payments in the form of mobile phone-based solutions, credit, debit or prepaid card or other similar methods are already an important form of payment in Africa. According to data from GSMA, Africa was home to 781 million registered mobile money accounts in 2022, 49% of mobile money accounts globally, with a transaction value of \$837 billion, 66% of global mobile money transaction value. Mobile payment allows customers to participate in the formal economy while enabling electronic payment of e-commerce orders, driving higher delivery success rate vs. cash on delivery transactions, thus increasing the overall efficiency of e-commerce.

## **Our Value Proposition**

### ***Our Value Proposition to Sellers***

- **Access to a large and growing customer base:** We believe that our brand has become synonymous with online and mobile shopping in our markets, and we have built a logistics service that provides sellers with access to customers across a wide delivery footprint. As a result, through our platform, local sellers can efficiently reach customers across a particular country, and international sellers can efficiently reach a large number of customers across most major markets in Africa. In 2023, we connected sellers with 5.7 million Annual Active Customers.
- **Unique data:** We offer our sellers data and analytics services, helping them to more effectively tailor and customize their offerings and marketing efforts. For example, we are able to inform sellers which products have the best conversion rates and at which price points, positioning them to adjust their assortment, price points and marketing campaigns to enhance their performance. This data may also help sellers improve their inventory management processes from forecasting to buying to end-of-life promotions, leading to increased business and capital efficiency.
- **Brand building & advertising:** We offer our sellers and third-party advertisers access to millions of users across 11 African countries with the ability to target audiences in a very granular manner. Leveraging extensive user signals data and the multiple touch points we have with customers, we offer sellers and advertisers a comprehensive range of ad solutions including sponsored product ads, sponsored display banners, CRM ad products and many more. Many sellers have successfully built their brand awareness and run successful

advertising campaigns on our marketplace, embracing our platform as a way to distinguish their own brand identities and build brand awareness.

- **Infrastructure & business support:** Sellers rely on our platform for a range of essential support services to operate their businesses, such as content creation facilities and web-based and mobile interfaces to manage listings, orders or promotional campaigns.

#### ***Our Value Proposition to Customers***

- **Integrated ecosystem:** We have built an integrated customer ecosystem around our marketplace, which allows us to offer customers a broad selection of goods and services that are relevant for their everyday needs. Besides the ability to purchase a wide range of goods from our marketplace, customers can pay their utility bills or recharge their mobile plans. This provides a higher level of convenience to customers compared to the traditional, fragmented nature of African commerce.
- **Selection, price and convenience:** With over 64 thousand sellers active on our platform in 2023, customers have access to goods from a wide range of categories, such as phones, electronics, home & living, fashion, beauty and other including fast-moving consumer goods. As part of our strategic priorities for 2023 and 2024, we have focused our attention on priority categories (phones, electronics, home & living, fashion and beauty), in which we aim to offer a wide choice of assortment and attractive prices. Our marketplace includes high volume items as well as more niche, tailored and personalized goods, which we refer to as “long-tail” goods. These long-tail goods offer customers greater selection and help us increase customer loyalty. The large number of sellers on our marketplace, and the pricing transparency that is inherent to our platform, lead to competition among our sellers and attractive prices for our customers. Our customers can access goods and services on our platform 24-hours a day, 7-days a week through our mobile applications and websites.
- **Product quality and customer protection:** In order to provide a quality experience, we have implemented standards that encourage our sellers to make quality their priority. Many of our sellers offer customer protection programs, such as guaranteed returns and product warranties. We have established a data-driven seller scoring program that rewards sellers who consistently offer high-quality goods and are responsive to customer needs, and we have a policy to delist sellers who violate our defined standards and rules. Our approach provides strong incentives for sellers to improve their operations.
- **Secure and convenient payments:** Given that many customers in Africa are new to e-commerce, reliability and security are critical in convincing customers to make purchases online. We have developed tools and processes to enable customers who prefer not to use cashless payment to pay in cash on delivery for most transactions. We have also developed our own payment solution, JumiaPay, in order to offer our customers a safe, fast and cashless payment solution, whether they shop using a desktop computer or a mobile device, and whether they wish to prepay (upon ordering) or pay on delivery. As of December 31, 2023, one or more JumiaPay services were available in nine markets: Egypt, Ghana, Ivory Coast, Kenya, Morocco, Nigeria, Tunisia, Uganda and Algeria.
- **Reliable and timely delivery:** We have developed an integrated logistics service, Jumia Logistics, enabling us to fulfill and deliver orders even outside main urban centers in a timely and reliable manner. Through Jumia Express, we seek to provide customers with a superior experience, as we store goods in our warehouses, seek to ensure full availability of all Jumia Express labeled goods and handle the packaging and delivery process, thus providing customers with even faster delivery and more reliable fulfillment. Real-time information on delivery status makes the delivery process transparent for customers.

#### **Our Strengths**

We believe that the following competitive strengths have contributed to our success and position us well for future growth.

##### ***Strengths Related to Our Competitive Position***

**Pan-African leader.** We believe that we are the only e-commerce business successfully operating across multiple regions in Africa. Our reach and capabilities position us as the preferred partner in Africa for sellers, from individuals to

large global brands, and as the preferred digital shopping destination for customers. On our platform, we had a total of 5.7 million Annual Active Customers as of December 31, 2023.

**Deep local expertise.** Africa has unique economic, technical, geographic and cultural complexities that must be overcome to build a successful business. We operate exclusively in Africa and have invested significant resources to innovate and tailor our platform to reflect local market characteristics since our founding in 2012. Through our operations, we have developed a deep understanding of the needs and preferences of our sellers and customers, which has enabled us to develop solutions that address those needs in the most comprehensive and efficient way. We possess extensive local knowledge of the logistics and payment landscapes in the markets in which we operate. Our ability to manage the key complexities in Africa is an advantage relative to potential international entrants, who may lack our on-the-ground capabilities and local seller and customer insights. We are also well positioned against local competitors within individual markets, who may struggle to expand their reach across multiple markets or build the capabilities necessary to support their operations at scale.

**Trusted brand.** Trust is critical in Africa, where people traditionally rely on face-to-face interaction to transact business. We believe that our targeted marketing efforts and consistent focus on delivering a high-quality seller and customer experience have helped us to build a strong reputation and create a leading brand that customers and sellers recognize and trust. Our brand is well known by customers and sellers and is among the most recognizable in our regions of operation. For example, Jumia was a leading online marketplace in Africa as of 2023, based on number of monthly visits, according to Statista. In addition, Jumia topped the list in the online retail sector in Egypt for the second year in a row.

**Integrated ecosystem driving customer engagement.** We have built an integrated customer ecosystem around our marketplace, which allows us to maximize the lifetime value of our customers by offering a broad selection of goods and services that address their everyday needs. Besides the ability to purchase a wide range of goods, such as apparel or electronics, on our marketplace, customers pay their utility bills or recharge their mobile plans. This integrated ecosystem approach, combined with delivering all our goods and services under our recognized brands, allows us to have multiple touch points with our customers, which leads to increased customer engagement and time spent on our platform and higher customer acquisition and engagement efficiency.

**Leading seller platform that fuels powerful network effects.** From large international brands to smaller local sellers, we are the go-to partner for e-commerce transactions in Africa. We offer sellers a wide variety of services, including integration to our platform and training on e-commerce, content production, pricing, sales and marketing services, payments, logistics and seller support. These services help our sellers market, sell and deliver goods to customers across Africa. In addition, we enable certain international sellers from selected non-African countries to list their goods on our marketplace, providing them with efficient and scalable access to African markets. The number and quality of sellers on our platform, including an increasing number of international sellers, and the breadth of their product offerings attract more customers, increasing traffic and orders, which in turn attracts even more sellers to our marketplace.

**Powerful data insights.** Our advanced technology platform enables us to collect significant amounts of data that in turn drives our proprietary algorithms, unlocking new capabilities and generating incremental value for our platform. Our data management system, including powerful data analytics services and machine learning algorithms, helps us run our business more efficiently and enables our sellers, customers and partners to maximize the value of our platform. For example, we provide data to sellers to enable them to better understand demand for their goods, help them optimize their assortment and pricing and target and acquire a broader base of customers with similar attributes. For customers, we use our data to create a better shopping experience by personalizing as much as possible every step of the experience, from browsing to delivery. We also leverage our data to help our logistics partners improve their fulfillment and delivery processes.

### ***Strengths Related to Our Business Model***

**Proven and efficient business model.** We operate a marketplace that has by design proven successful in many non-African markets. Our operations center predominantly around our e-commerce marketplace. We also directly sell goods to customers (i.e., consumers, retailers, distributors and other local buyers). Our direct sales to consumers focus on selected categories where we see unmet demand or the need to better control the customer experience. In response to any sales we make, third-party sellers often decide to offer the same or similar goods, allowing us to discontinue our own sales of the relevant product. Accordingly, we typically hold limited inventory.

**Scalable, asset-light logistics.** We believe that Jumia Logistics is the leading e-commerce fulfillment and express delivery service in Africa. It seamlessly integrates a significant number of logistics partners across Africa, offering sellers on our marketplace the benefits of a distributed and scalable logistics service and customers more rapid access to the goods that they desire. Jumia Logistics is technology and data-centric and asset-light given that most of the last-mile deliveries are made by our logistics partners. Jumia Logistics facilitates the delivery of packages generated from transactions on our marketplace, from the large cities to remote rural villages of Africa. We are deeply engaged with our logistics partners and take an active role in designing and monitoring processes and tools that allow them to operate their businesses in a more effective way.

**Diversified pan-African footprint.** We operate in 11 countries which provides us with macroeconomic and foreign exchange diversification benefits as we are not overly reliant on any one currency or market. In addition, our large footprint makes us a valuable partner for our sellers, especially international brands and overseas sellers, as they are able to access multiple large markets in Africa through a single platform and partner. Lastly, our diversified footprint provides us with economies of scale. For instance, we invest centrally in product development and technology and are able to deploy a unified technology backbone, processes and tools across all markets.

**Proprietary technology infrastructure.** We have built a highly reliable and scalable technology infrastructure that can handle the large transaction volumes generated on our platform, and we continue to invest in technology to support the strong growth of our business and the ongoing evolution of our services. We have focused the development of our technology infrastructure on building a comprehensive platform rather than disconnected products, which we believe support our ability to handle significant increases in traffic and the number of customers, sellers and orders throughout the Jumia ecosystem.

**“Mobile-first” approach in a mobile-centric market.** Smartphone penetration in Africa is expected to increase. We have adopted a “mobile-first” approach in our product development and marketing efforts. This allows us to expand the audience for our goods and services, drive up engagement and conversion and reduce our customer acquisition costs. We believe that we have developed a deep understanding of the shopping habits of mobile customers in Africa and deliver the mobile experience to our customers through three types of mobile technologies: native applications, progressive web applications and light browsers (an interface that is compatible with low data consumption browsers). Progressive web applications load like regular web pages but can offer enhanced functionality such as working offline, push notifications, and device hardware access traditionally available only to native mobile applications. We expect the importance of a mobile-first approach to increase even further in the future, as more households use smartphones and tablets as primary devices to access the internet.

**Strong corporate culture.** We have a diverse management team which is largely based within our operating countries and possess the necessary skills, experience and leadership qualities to effectively guide the organization towards achieving its strategic objectives. Our corporate culture is central to our success and is based on core values shared by everyone at Jumia. We believe that all our employees are leaders, that every challenge has a solution, that even big organizations need to be innovative and that diversity, meritocracy and team work are paramount to success. We invest in the career development of our employees, knowing that diversity of perspective, backgrounds and talents strengthens our business. We recognize the importance of diversity and are committed to increasing diversity within Jumia taking into account the particular environment in our local markets. As we do not have a majority shareholder, we believe that we have developed a strong corporate governance model focused on long-term success.

## **Our Growth Strategy**

In determining our strategy, we seek to balance usage growth, platform monetization and cost efficiency. The key elements of our growth strategy include:

**Continue to grow our business and leadership position across our current markets.** We intend to leverage our e-commerce platform to continue expanding our customer base in each of the markets in which we operate by accelerating the shift towards online and capturing an increased share of our addressable markets. Favorable trends in our markets, such as a growing urban population, increase in the access to mobile phones and broadband networks and an increasing proportion of young, tech-savvy people, as well as growing awareness of the Jumia brand, position us to unlock this potential and to increase the volume of transactions conducted on our platform.

**Continue enhancing the diversity and relevance of product assortment on our platform.** Based on our knowledge of the African customer, we believe selection and depth of assortment are critical drivers of customer adoption

and continuing loyalty in e-commerce. Over the past couple of years, we have significantly diversified our assortment and category mix with increased exposure to product categories that are relevant to customers as part of their daily lives. We intend to provide an even more relevant and deeper product assortment by further enhancing our relationships with key brands and local distributors, particularly, in our priority categories, which are phones, electronics, home & living, fashion and beauty. Furthermore, we intend to continue to invest in our seller platform, educating our sellers on how best to establish and grow their online presence, encouraging them to increase their assortment and improve the quality and usage of the data and marketing tools available to them. We are leveraging both local supply and our cross-border platform and tailoring our assortment to align with local customer preferences.

***Drive customer adoption and repurchase through customer education and relevant marketing activities.*** As we operate in a nascent e-commerce environment, we view customer education through appropriate marketing channels as critical levers to drive e-commerce adoption. Our customers often cite the lack of understanding of how transactions work in practice as a hurdle to e-commerce adoption, e.g., that having a bank card is not a prerequisite for transacting online, that purchased goods can be returned and that one can shop online for a broad range of everyday needs. To drive customer education and e-commerce adoption, we are investing in a multi-channel marketing approach. Historically, our marketing strategy largely relied on online performance marketing channels such as search engines and social media to drive traffic and conversion rates. Going forward, while online performance marketing will remain relevant, we intend to place much more focus on local marketing channels to drive customer awareness and education in a more relevant and cost effective manner. As part of our local marketing approach, we intend to further leverage offline channels such as our JForce channel which is a network of independent sales consultants that raise awareness of Jumia locally while educating customers about e-commerce. Offline channels are particularly relevant in secondary cities and rural areas, where people are less aware of e-commerce than in the main cities. We aim to increase our customer repurchase rates through continued focus on the app, which allows us to drive re-engagement and repurchase in an effective manner with tailored push-notifications. Our Customer relationship management (CRM) growth tool is also a core lever of our retention marketing efforts allowing us to push personalized content and promotions to customers leveraging data and user signals.

***Enhance user experience throughout the customer journey and touch points with Jumia.*** We invest in our technology platform to build more products and features aimed at improving user engagement and enhancing the user experience. As part of our product development roadmap, we prioritize products aimed at simplifying our user experience, making it more user friendly and intuitive for our customers. In parallel, as we increase our depth of assortment, we continuously enhance our search and product sorting algorithm to improve user experience and product discovery. To further enhance our customer experience offline, we are continuously improving our fulfillment services with a focus on reducing delivery times and increasing convenience including expanding our network of pick-up stations where relevant to customers.

***Gradually monetize usage and assets of our platform through diversified revenue streams.*** We consider monetization a by-product of scale and intend to generate more revenue as we continue to drive sales for our partners and to develop our customer base outside of capital cities and primary urban centers. We will focus on building strong joint business plans with our top brands and on unveiling more advertising inventory for our marketplace sellers through sponsored products. We continue to better monetize our Jumia Express service as we charge sellers a premium for the ability to store their products in our warehouse, allowing faster delivery to customers. We also intend to monetize our JumiaPay payment processing solution as we take the services of JumiaPay off-platform in Egypt where we have obtained the relevant licenses to do so.

***Increase cost efficiencies.*** We intend to grow usage of our platform in a cost effective, cash disciplined manner. We are seeking to drive efficiencies across the full cost structure, which will include the following measures:

- On fulfillment expense, we intend to step up our efforts on the efficiency initiatives initiated in late 2022. We aim to work on optimizing the freight and shipping costs of deliveries, for instance by consolidating our pool of third party logistics providers and negotiating better rates. We have also been increasing efficiencies in our physical infrastructure, for instance by improving staff productivity and reducing the use of packaging materials. In 2024, we aim to move into new, larger warehouses in a number of countries, enabling us to consolidate several smaller locations and improve productivity. We will also take a more disciplined approach to product category development, scaling back on product categories with more challenging fulfillment economics.

- With respect to marketing expenses, we intend to improve marketing efficiency by leveraging best practices from countries with the best efficiency ratios, focusing our spend on the marketing channels that drive the best returns on investment. In particular, we intend to shift more focus to "free" channels such as Customer relationship management (CRM) and Search engine optimization (SEO). We will also put more focus on local marketing channels including above-the-line education and activation initiatives, shifting a higher share of marketing expense into local currency denominations while adopting a hyperlocal approach, tailored to our addressable markets.
- While we plan to continue investing in our technology backbone, we intend to prioritize our development roadmap on products and features that deliver immediate benefits in terms of user experience to customers and sellers, or that enable significant simplification and efficiencies in our operations.
- With respect to general and administrative expense, we reduced staff costs by streamlining our management structure with a view to creating a leaner and more agile organization and locating senior leadership and decision centers closer to our customers and sellers in Africa. As a part of this initiative, we significantly reduced overhead expenses in Dubai with meaningful general and administrative expense savings for the group. Beyond the management structure, we aim to continue optimizing staffing and administrative expenses across functions and countries, as we improve our internal processes and IT systems.

## **Our Geographic Footprint**

We operate in eleven African countries and our geographic footprint encompasses a diverse landscape. These countries are Algeria, Egypt, Ghana, Ivory Coast, Kenya, Morocco, Nigeria, Senegal, South Africa, Tunisia and Uganda.

Our footprint allows us to reach 46% of Africa's 1.4 billion population and 71% of the 590 million internet users on the African continent. Countries in our footprint account for almost 70% of Africa's \$2.9 trillion gross domestic product.

Our reach and capabilities position us as a preferred e-commerce partner in Africa for sellers, from individuals to large global brands, and as the preferred shopping destination for customers.

Our presence across Africa positions us to address the diverse needs of the continent's e-commerce environment. Our unified platform and operating model ensure consistency in core functionalities. This allows us to leverage economies of scale and best practices, while maintaining the flexibility to adapt specific elements to local requirements. We operate under the brand "Jumia" in most of our markets, except for South Africa, where we operate under the brand "Zando."

## **Our Platform**

We believe that our integrated platform, consisting of Jumia Marketplace, Jumia Logistics and JumiaPay, helps sellers and customers to easily connect and transact with each other.

We have developed our platform based on a centralized approach that allows for strong local execution. We operate on the basis of standardized principles, software and processes, in particular with respect to our strategy, brand, overall marketing strategy and our technology platform. This allows us to realize synergies and increase efficiency for elements that are best handled centrally as well as to share our knowledge and best practices gained with our local teams in the markets in which we operate.

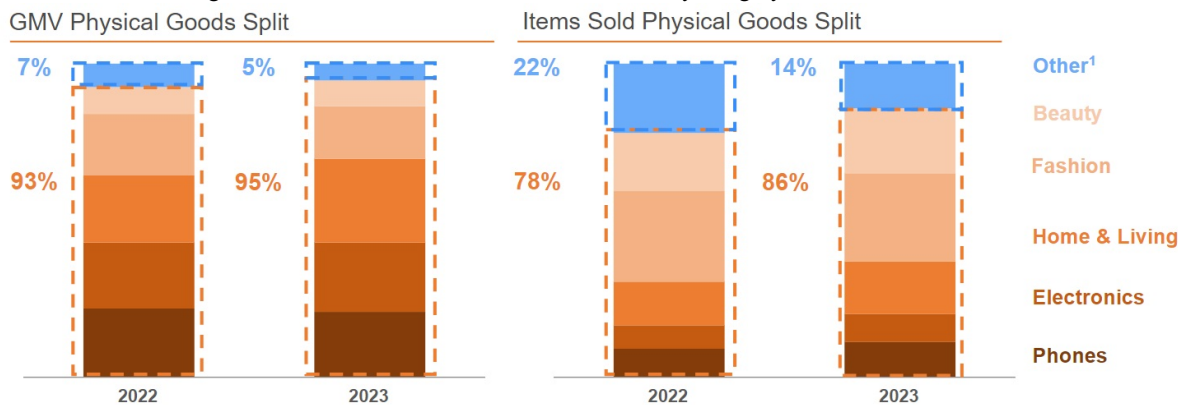
### ***Jumia Marketplace***

Our marketplace allows customers to discover, research and buy goods and services and allows sellers to establish their own online presence and efficiently manage their online operations. Our sellers are comprised of key accounts, local sellers and international sellers. Key accounts are typically international and large local brands, local official distributors of international brands, local large manufacturers or assemblers of goods or medium to large local retailers. Local sellers are usually professional traders, shop owners or small manufacturers or individuals, which accounted for the vast majority of our sellers in 2023. A small percentage of our sellers are overseas sellers based outside of Africa, mostly in Asia. These sellers are generally experienced in conducting cross-border business and are familiar with the processes of e-commerce. We also act as a seller ourselves, selling goods to customers, including consumers, retailers, distributors and other local buyers. We refer to sales to retailers, distributors and other corporate buyers as corporate sales.



On our marketplace, sellers offer goods from a wide range of categories, such as phones, electronics, home & living, fashion, beauty and other including fast-moving consumer goods. We also offer customers easy access to a number of digital services, such as airtime recharge, utility bills payments and many more.

The following chart shows the share of GMV and items sold by category in 2023 and 2022:



Source: Company information

(1) Other includes fast-moving consumer goods and other categories

In 2023, we focused on improving our supply in our priority product categories (phones, electronics, home & living, fashion and beauty). The successful implementation of that strategy has driven changes in our category mix. In particular, we have improved our performance in our home & living and electronics categories across countries, driven by successful inventory planning in advance of our Black Friday promotional event and new sourcing methods, primarily direct imports in our North African markets.

In 2023, we had over 800 million visits. We believe that our marketplace is a starting point for many customers to discover, research and buy goods and services.

We believe that our marketplace has the most extensive and relevant online collection of goods across Africa. In 2023, over 80% of items sold on our platform were offered by third-party sellers (i.e., third-party sales). However, we also act as a seller ourselves by directly selling goods to consumers (i.e., first-party sales) and we engage in corporate sales, selling goods directly to local and regional retailers, distributors and other corporate buyers; we refer to these sales (i.e., both sales to consumers and corporate sales) as first-party sales. Sales to consumers focus on selected categories where we see unmet demand or the need to better control the customer experience. While the vast majority of our sellers are located in the country in which the relevant transaction takes place, we allow sellers from selected non-African countries such as China to list their goods on our marketplace, providing them with easy access to African markets and valuable data and insights concerning commerce in Africa. Such sellers often offer goods that are not readily available in Africa or have better prices, which improves our attractiveness to African customers.

We drive customer engagement by focusing on a product selection along three dimensions: anchor brands (e.g., iconic, sought-after brands), bestsellers (e.g., fastest moving goods in the market) and “long-tail” goods (e.g., wide selection of goods not often sought, but that address specific customer needs). We believe that our offering appeals to customers, who value ease-of-use, a large product selection and competitive prices.

Most of our sellers are required, either by local regulations or by our operating standards, to allow customers to return goods within a certain number of days, providing our customers with the certainty that they will only keep those goods they actually want to keep. The ability to easily return undesired goods is a fundamental pillar of our value proposition to customers, and we believe that it helps us to increase customer trust and loyalty.

We seek to minimize returns and the costs associated with our return policy, in particular by improving the presentation of goods and the information available on goods on our marketplace, offering customer service through our telephone hotline and other online channels, seller education and maintaining and improving our strict quality control. Based on our experience, the vast majority of goods returned to us have not been opened or used and may be resold through the original channel at full price.

In addition to physical goods, we offer a broad range of digital services on the JumiaPay app to provide customers with more digital payment use cases as part of their daily lives. Customers can easily top up credits for their prepaid phone numbers or pay bills for postpaid numbers from most major mobile service providers using their JumiaPay payment app. They can also pay their utility bills such as gas, water, electricity, television subscriptions as well as school tuition. We are also offering coupons (local deals), vouchers (gaming, playstores: iTunes, Google Play), tickets (e.g. transportation, events) and financial services (insurance, credit and savings products). We have been focused on developing our digital services in a disciplined manner and have reduced marketing investment for the most heavily promotional categories, airtime recharge in particular, to support our unit economics. As of December 31, 2023, our JumiaPay app was available in Egypt, Ghana, Ivory Coast, Kenya, Morocco, Nigeria, Tunisia and Uganda.

From 2012 to 2023, we operated a food delivery business called Jumia Food in most of our markets. Following a strategic review of our business, we determined that our food delivery business is not suitable to the current operating environment and macroeconomic conditions in our markets, and closed our food delivery business in all markets by the end of December 2023.

### ***Jumia Logistics***

The logistics landscape in Africa is characterized by a high degree of fragmentation, often with no clear leading player in a particular country or region, a high degree of variability between regions and players, a general lack of automation of logistic centers and an overall challenging infrastructure. While some of Africa's major cities are reasonably well-served by third-party logistics sellers, such sellers often do not operate with the standards required to ensure a good seller and customer experience in the context of e-commerce. In addition, many Africans live in settings which lack clear addresses and are often far from the nearest warehouse or distribution center. As a result, logistics and delivery services are not readily available in such areas or may be prohibitively expensive. Furthermore, many local logistics companies operate without the technology required to provide customers with high quality service (e.g., tracking of their order, timely delivery). Finally, logistics companies may struggle to gain access to financing, making it difficult for them to expand and grow their businesses.

We have built an innovative logistics and delivery infrastructure that we believe is the leading e-commerce fulfillment and express delivery service in Africa. Our technology and data allow us to integrate our service providers, our own logistics management solutions and our partner network solutions. We support local entrepreneurs to help them enter into and succeed in the logistics industry by offering them relevant know-how, data, technology and tools. We have also developed a number of processes to benchmark the performance of service providers and to promote healthy competition between such service providers.

Jumia Logistics covers all stages of the fulfillment chain, including warehousing, inbound deliveries, picking and packing, last-mile and payment, tracking and return handling. Our warehouse infrastructure is based on a standardized model and software technology, operated and executed on a local level, and specifically tailored to e-commerce needs. It is designed to increase mid-mile efficiency and reduce lead times in fulfillment processes. As of December 31, 2023, Jumia Logistics platform consisted of over 400 logistics partners, almost 70,000 sqm of warehousing space, almost 90 drop-off stations for sellers and almost 1,500 pick-up stations for customers. All of our warehouse space is leased from third parties. We control the vast majority of inbound deliveries, whether they are made by sellers at our drop-off stations, picked-up from seller facilities, or picked and packed orders on behalf of sellers who use our storage service. Our tracking solution provides full visibility over the package journey. As part of our full-service fulfillment and express delivery infrastructure, we also control the collection and processing of returned merchandise for our sellers. For international sellers, we provide additional support concerning the import/export process.

Through our Jumia Express program, we seek to provide our customers and sellers with a superior experience. Goods offered under our Jumia Express program are stored in our warehouses, allowing faster delivery to customers without any involvement from the sellers. Sellers benefit as they do not need to arrange for storage of goods they offer via our marketplace or become involved in the fulfillment of individual customer orders.

Our current logistics set-up is the result of significant investments we have made to scale our data and technology tools across the value chain, including investments in end-to-end process optimization and back-end fulfillment systems. We believe that our current fulfillment infrastructure positions us well for scaling, in particular due to our standardized model and software technology. When required, we are able to onboard new logistics partners thanks to our automated systems or expand our current warehouse set-up by adding floors. Furthermore, our business operations do not have special requirements that would be hard to meet, which facilitates the opening of additional warehouse facilities. Our current

fulfillment set-up generally allows us to keep our operations asset-light, only requiring minimal capital expenditures with respect to our logistics service. Historically, we offered logistics services to third party businesses in certain of our markets and we continue to offer this service in Ivory Coast.

### ***JumiaPay***

The African banking and payment landscape is characterized by a high degree of fragmentation of financial institutions and service providers, a general lack of infrastructure, low customer trust and high perceived levels of fraud. Customers are often wary of using bank accounts or other banking platforms, as they are afraid that their money may not reach the intended recipient. The challenges are relevant in the context of our marketplace because they contribute to the desire of many of our customers to pay in cash and make it especially important that we offer reliable and secure payment options for prepaid transactions on our platform. We do this through our payment service, JumiaPay.

In connection with our initial public offering in April 2019, we entered into a private placement agreement with Mastercard, pursuant to which Mastercard purchased from us €50.0 million of our ordinary shares. In connection with this agreement, we entered into a commercial agreement with Mastercard Asia/Pacific, an affiliate of Mastercard. For more information, see Item 10. “Additional Information—C. Material Contracts—Mastercard Agreements.”

We secured a payment solution service provider license in Nigeria in 2022, and a payment service provider license in Kenya in 2023, allowing us to offer payment processing solutions on our platform in Nigeria and Kenya, respectively. Additionally, through the National Bank of Egypt, we secured the relevant license to offer payment processing services in Egypt in 2021.

### ***Payment and Digital Services***

Our payment service, JumiaPay, together with its network of licensed payment service providers and other partners, enables sellers and customers to transact using a variety of payment methods for transactions conducted on our marketplace. As of December 31, 2023, JumiaPay was available in nine markets: Egypt, Ghana, Ivory Coast, Kenya, Morocco, Nigeria, Tunisia, Uganda and Algeria.

JumiaPay operates as a pass through with a number of different payment gateways to give our customers multiple payment options and provides our customers with cashback and top-ups, which are similar to vouchers and have the primary purpose of encouraging customer loyalty. Cashback and top ups generally cannot be withdrawn or transferred from a customer's Jumia account. Instead, they can only be used as credit toward subsequent purchases on our platform.

To drive customer engagement and to benefit from the increasing share of mobile internet penetration, we developed our JumiaPay app, which allows customers to access a broad range of digital services offered by third-party providers (e.g., airtime recharge, utility payments, financial services). We designed our app to offer an easy and efficient mobile-only user experience, with innovative features to optimize customer experience, drive higher conversion and encourage repeat transactions. To use the app, customers may use their existing Jumia account, which they can link to an underlying payment method of their preference, including a credit or debit card, bank account or third-party e-wallet. The JumiaPay app is currently available in eight countries: Egypt, Ghana, Ivory Coast, Kenya, Morocco, Nigeria, Tunisia and Uganda.

TPV reached \$192.2 million in 2023, a decrease of 25.0% compared to 2022. On-platform use of JumiaPay as a percentage of GMV decreased from 27.5% in 2022 to 25.6% in 2023. The number of JumiaPay Transactions reached 8.4 million in 2023 compared to 9.7 million in 2022, but JumiaPay Transactions as a percentage of orders increased to 39.5% in 2023, compared to 35.3% in 2022 mostly due to the growth in JumiaPay Transactions in our e-commerce platform.

We believe that the growth of JumiaPay has significantly benefited, and will continue to benefit, from our marketplace, which gives us access to a large potential user base. We intend to continue to add more payment options, digital services and financial services to enhance the relevance of our payment and fintech proposition to customers.

### **Marketing**

We have a coordinated approach to market our offering to sellers and customers across our geographic footprint.

### ***Seller Recruitment and Management***

The vast majority of our sellers join our marketplace through a dedicated online portal where they can easily input information to create their online store on our marketplace. We use a variety of channels to advertise the opportunity for sellers to open a store, including attending conferences and trade shows for traders and local manufacturers. Our objective is to make it easy for sellers to create an online store, while ensuring the quality and the professionalism of the sellers to execute the required operational activities to conduct their online businesses.

To manage and further drive seller engagement following successful registration on our platform, we have developed a number of tools that are offered through a self-managed and scalable platform. For example, to build their online reputation and brand image, sellers can refer to a “seller score,” which is a data-driven scoring of the seller’s performance. Based on certain performance indicators, such as tenure, seller score, revenue and key performance indicators at product level (visibility, add to cart rate, number of items sold), we rank our sellers and their products which impacts their visibility in the search algorithms. Furthermore, we have implemented a fully automated operational performance system designed to drive our sellers’ operational performance and improve customer experience. Based on seller performance, we set certain limits on order volumes and implement financial penalties in case of cancellations, product quality or return issues. Finally, our sellers can benefit from our commercial planning tool, which is easily accessible through the sellers’ interface. This tool allows them to participate in and manage promotional and commercial events, such as Jumia Anniversary or Jumia Black Fridays.

### ***Customer Education and Engagement***

We have built a brand that is well known by customers and among the most recognizable in our regions of operation. Through our customer education and engagement efforts, we continuously work on turning our strong brand into relevant traffic. We believe that educating customers about the options offered by our platform will translate into relevant traffic to our mobile applications, mobile-optimized websites and traditional websites.

With a view to increasing e-commerce adoption and growing customer engagement, we leverage both performance channels (i.e., marketing channels where we only pay based on measurable results) and non-performance channels in our marketing activities. Some of our performance marketing channels include:

- *Search engine optimization / app store optimization:* By analyzing the relevance of key search terms and seeking to ensure that our mobile applications, mobile-optimized websites and traditional websites are designed to efficiently utilize such relevant terms, we constantly work to improve our design with a view to ensuring that our mobile applications, mobile-optimized websites and traditional websites are ranked high in organic searches and the maximum relevant traffic is directed to them.
- *Search engine marketing:* We further selectively rely on search engine marketing that involves the promotion of our websites by increasing their visibility in search engine results pages, primarily through paid advertising.
- *Paid social media:* In our use of social media channels, we rely primarily on Facebook. We also use other social media platforms such as Instagram. Social media channels help us improve our brand recognition and generate additional word-of-mouth referrals and thereby new customers. Our online marketing strategy follows a full-funnel approach, going beyond direct response ads, which are focused on customer conversion, towards top-of-the-funnel activities such as video advertising to drive brand awareness and customer consideration.
- *Customer relationship management:* Our CRM activities serve as a free engine for re-engagement of our visitors and customers through all type of notifications (e.g., app notifications, web notifications, SMS, emails). Our artificial intelligence-powered CRM growth tool is a core lever of our marketing efforts allowing us to target our audiences in a more granular manner and push personalized content leveraging data which helps us to both reduce opt-outs and drive usage uplift.

Alongside online performance marketing channels, a number of non-performance online channels form a core part of our marketing strategy, including the following:

- *Social media influencers:* To strategically increase our overall reach and enhance brand perception, we also selectively work with influencers (e.g., local celebrities, Key Opinion Leaders, or KOLs, niche publishers and content creators) across a large number of social media channels as well as YouTube.

- *YouTube:* We further leverage our YouTube channel to run video campaigns to maximize our coverage, especially during our promotional events. By using videos as a separate marketing channel, we are able to achieve quantifiable impact over our organic channels, while also using video as a market research tool.

While historically the vast majority of our marketing spend was allocated to online performance and non-performance marketing channels, going forward, we intend to shift a higher share of our marketing spend to local, offline marketing channels. A number of offline marketing channels have proven to be highly relevant and effective in driving customer awareness, education and increase traffic to our platform, while being more cost effective than online channels. Offline channels include:

- *On-the-ground activation.* We have a significant on-the-ground presence through agencies and street activation teams. In certain markets, we have launched our sales program JForce, which consists of independent sales consultants that earn commissions by selling the goods and services that we offer on our platform to their personal or professional networks. Our consultants raise awareness of Jumia locally while educating customers about e-commerce, enabling us to further promote our brand. The profile of our consultants is very diverse, comprising students, young professionals as well as small shops and retailers.
- *Mass media.* These channels include localized radio campaigns as well as geotargeted billboards. They help us further build trust and awareness through targeted out-of-home campaigns to increase our reach in strategic yet underpenetrated geographical areas.

As part of our general marketing strategy, we create promotional events that are relevant to customers. Large campaigns are typically executed simultaneously in all our major markets. However, start dates may vary by a few days due to local holidays. For other campaigns, more flexibility exists as to the dates and the commercial intensity of the campaign.

## **Our Support**

### ***Our Seller Support***

We have developed strong seller support processes to help our sellers manage their operations, further grow their businesses and deepen their level of engagement with us. We take the seller experience beyond the traditional “business only” approach by thinking of, and treating, our sellers as partners. Benefiting from our locally deployed teams with deep knowledge of market characteristics, we offer our sellers fast and localized operational and technological assistance. For example, our seller support teams provide sellers with personalized assistance and answer questions relating to operations, category management, inventory management and pricing. In addition to dedicated Key Account Managers for nominated strategic partners, we have enhanced our support to vendors, by offering an omnichannel support system, offering claim forms and real-time messaging channels to reach out to our dedicated support service teams. We also have an online training platform called “Vendor Hub” in each country that supports seller growth while helping new sellers thrive on our platform.

### ***Our Customer Support***

In line with our focus on providing a superior customer experience, we consider customer support to be a key element of our operations. Our dedicated customer service teams focus on serving customers on our marketplace through telephone hotlines, live chat and social media channels. To provide such services, we operate a multilingual omnichannel customer service center supporting the languages spoken in our markets. In order to ensure consistent and high quality customer service, all of our customer service centers operate based on standardized principles, software and processes. By focusing on the high quality of our customer service, we seek to ensure a frictionless customer journey and an enhanced customer experience at each touch point, from product search, checkout, to delivery and after sales support.

## **Technology and Data**

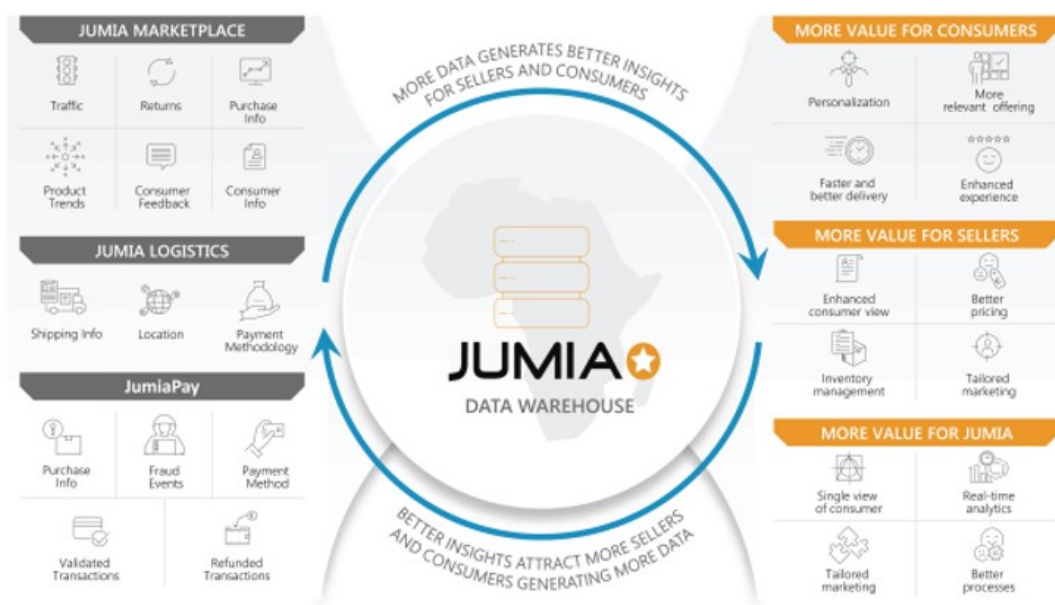
We believe that we have the most advanced and sophisticated e-commerce platform in the markets in which we operate. Our platform is operated by more than 300 technology professionals, providing us with significant innovative potential as we continually seek to expand and optimize our technology and infrastructure. Our technology experts are

predominantly located in our global technology centers in Porto, Portugal, and in Cairo, Egypt. Portugal is well located to serve Africa in terms of time zones and travel options, is part of the European Union, which allows us to recruit talent on a European level and provides a favorable cost of living environment. Our technology center in Egypt allows us to tap into the growing technology talent pool in Egypt and supports all business areas and countries.

### ***Technology and Data Platform***

We have created a custom- and purpose-built modular technology and data platform that is highly adapted to our markets and highly scalable. Our technology and data platform covers all steps along the value chain, from seller recruitment and support to customer acquisition and engagement, traffic optimization, payments, logistics, infrastructure and business intelligence and is built with a service-oriented architecture approach for every component.

The following graphic demonstrates the powerful network effects generated by the interactions of our sellers and customers with our platform:



Source: Company information

To meet customers' expectations, we have developed our mobile applications, mobile-optimized websites and traditional websites, which are programmed and updated in-house as a resilient storefront for our product offering, focusing on reducing downtime while providing a state-of-the-art customer experience. Our services are designed in a High-Availability (HA) architecture helping us to ensure the stability and reliability of our technology backbone. In our technology operations, we rely on a hybrid infrastructure, based on the cloud computing platform provided by third parties, and a private hosting provider for part of our back-office systems for which services we pay licensing fees. Cloud computing helps us to efficiently store data and maintain and speed up the availability of our mobile applications, mobile-optimized websites and traditional websites.

While we offer a variety of different interfaces (e.g., through our mobile applications, mobile-optimized websites and traditional websites), our platform is based on our central authentication system, allowing our customers to access all our services and platform with the same credentials.

As mobile traffic accounted for the majority of our overall platform traffic in 2023, our front-end development focuses primarily on features that improve user experience on mobile devices. We specifically optimize our mobile

applications for size, in order to make them easier for customers to download or to upgrade. We also invest significant resources in optimizing the performance of our mobile applications to help customers save time and optimize the use of mobile data while browsing our mobile applications.

We analyze seller and customer behavior, and we tailor the design and the content of our mobile applications, mobile-optimized websites and traditional websites to ensure that they stay relevant to customers. We prioritize all new developments and new features based on local insights that we are able to gather with our local teams.

We make significant investments in our innovation and research and development activities. For example, we currently focus on machine learning and artificial intelligence, Kubernetes and spot instances (e.g., enhanced elasticity and resilience of infrastructure, cost efficiency) applied to both our application and data-lake infrastructure. Those investments typically contribute to improved user experience of our platforms, higher conversion rates as well as improved cost efficiency. In 2024, we intend to keep the focus on investments into information technology and systems to protect the security, integrity and confidentiality of our data.

### ***Payment Services Technology***

JumiaPay integrates relevant local and international payment methods to facilitate payments. This is done either with a direct integration, if the expected transaction volume warrants the effort, or by using aggregators. We generally aim to present a unified experience to our users, irrespective of the payment method used, and process payment information in a secure environment based on the Payment Card Industry Data Security Standard (PCI DSS). At the same time, we offer a unified application programming interface (API) across all payment methods

We have developed our fraud scoring and risk monitoring processes using what we believe to be industry-leading software that utilizes algorithms that analyze different criteria. We are also developing a proprietary tool for fraud and risk monitoring. Our focus on disciplined fraud risk management through our scoring algorithms has allowed us to further reduce the share of bad debts and credit or debit card chargebacks, while at the same time accelerating our growth.

### ***Security***

When expanding and operating our technology platform, we constantly focus on security and reliability. To this end, we undertake administrative and technical measures to protect our systems and the customer data that those systems process and store (e.g., cloud storage, data encryption, VPN network). We have developed policies and procedures designed to manage data security risks (e.g., disaster recovery systems, penetration and security testing) and implemented various security measures, including zero-trust architecture, password security, firewalls, automated backup systems and high-quality antivirus software. We also store proprietary information and business secrets, and we employ third-party service providers that store, process and transmit such information on our behalf, in particular payment details. We also rely on encryption and authentication technology licensed from third parties to securely transmit sensitive and confidential information. We take steps such as the use of password policies and firewalls to protect the security, integrity and confidentiality of sensitive and confidential information that we and our third-party service providers store, process and transmit.

### **Competition**

The African retail landscape is characterized by a high degree of fragmentation, which often exhibits no clear leading player in the markets in which we operate. On a regional or country level, we face competition from both offline and online companies across our broad offering. The vast majority of customer expenditures is, however, still taking place offline.

Our offline competitors vary from market to market but typically include traditional brick-and-mortar retailers such as local or regional retail chains and informal, local stores. Our main online competitors include Amazon and noon in Egypt, Takealot and Superbalist (all part of the Naspers group) in South Africa, Konga in Nigeria, Kilimall in Kenya and Marjane Mall in Morocco. Several global websites, such as Amazon, Asos, AliExpress (part of Alibaba group), and Shein also offer shipping services to certain African countries for a selection of products. With respect to JumiaPay, we face competition from a fragmented and growing base of fintech firms such as OPay and PalmPay in Nigeria.

## **Employees and Culture**

Our employees are based in 16 countries, and 36% of our employees were female and 64% were male as of December 31, 2023. Our corporate culture is anchored in our entrepreneurial and collegial roots, and our employees are deeply committed to our success.

We seek to promote the following core values to drive the action of our employees every day:

- We are a group of leaders committed to winning the digital landscape in Africa.
- We achieve impact by thinking faster and executing better than any other business.
- We grow people who build businesses.

We believe that we maintain a good working relationship with our employees, and we have not experienced any significant labor disputes or any difficulty in recruiting staff for our operations. Our employees are not represented by any collective bargaining agreement or labor union, other than standard and non-binding personnel representations. Furthermore, we are committed to establishing and developing our workforce through succession planning, internal development and targeted external recruiting.

## **Intellectual Property**

Our intellectual property, including copyrights and trademarks, is important to our business. We have registered trademarks in most relevant jurisdictions for “Jumia” and for “Zando” in South Africa. Our intellectual property portfolio includes numerous domain names for websites that we use in our business.

We control access to, use and distribution of our intellectual property through confidentiality procedures, non-disclosure agreements with third parties and our employment and contractor agreements. We rely on contractual provisions with our partners to protect our proprietary technology, brands and creative assets. We constantly monitor our trademarks in order to maintain and protect our intellectual property portfolio, including by pursuing any infringements by third parties.

## **Insurance Coverage**

We have taken out a number of group insurance policies that are customary in our industry, such as property and loss of earnings insurance, business liability insurance, including insurance for product liability, transport insurance and environmental liability insurance. We believe that our insurance policies contain market-standard exclusions and deductibles. We regularly review the adequacy of our insurance coverage and consider the scope of our insurance coverage to be customary in our industry.

## **Facilities**

Our headquarters are located at Skalitzer Straße 104, 10997 Berlin, Germany. Our lease is on a monthly basis.



As of the date of this Annual Report, we do not own any real estate property. The following table provides an overview of our material leased real estate property:

Location	Approximate size of effective area (in square meters)	Primary use
Land 21692, Nairobi, Kenya	9,290	Warehouse
Plot 312, Idu Industrial District, Abuja, Nigeria	6,000	Warehouse
Rua Ricardo Severo, No. 3 - 1st Floor, 4050-515 Porto, Portugal	894	Office
Plot 4, Block A, Surulere Industrial Road, Ogba Scheme, Ikeja, Lagos, Nigeria	9,566	Warehouse
14, Montgomery Road, Sabo, Yaba, Lagos State, Nigeria	980	Office
Cité Ouled Zidane N°25 Commune des Eucalyptus, Wilaya d'Alger	5,900	Warehouse
Plot M232, Ntinda-Nakawa Industrial area, Uganda	6,676	Warehouse
Unit 6, 7, 8, West Building North Precinct, Topaz Boulevard Montagu Park, Cape Town, South Africa	8,900	Warehouse
Plot No. 272-273 sector, New Cairo, Egypt	2,174	Office
Boulevard Valery Giscard   d'Estaing, carrefour Solibra, Côte d'Ivoire	1,736	Office
349 Herbert Macaulay, Yaba Lagos State, Nigeria	1,898	Office
Plot No. 85 (eighty-five) - Industrial Zone - New Cairo - Cairo, Egypt	4,895	Warehouse

### Legal Proceedings

From time to time, we may be involved in various claims and legal proceedings relating to claims arising out of our operations.

### Regulatory Environment

Our business is subject to numerous regulations and requirements under the applicable national laws of the various African countries in which we operate. Many of these jurisdictions are characterized by evolving and sometimes uncertain legal systems and regulatory regimes. Below we summarize a non-exhaustive list of significant regulations or requirements in the jurisdictions where we conduct our material business operations.

#### *Data Protection*

Following the introduction of comprehensive data protection legislation in Nigeria, Kenya and Uganda in 2019, and in Egypt in 2020, all countries in which we operate have personal data protection laws, although the regulatory authorities responsible for implementation of data protection legislation are not yet fully resourced and operational in some of our countries of operation. We are furthermore subject to the EU General Data Protection Regulation which came into force in May 2018 and has extra territorial effect in respect of data collected from individuals situated in the European Union.

The applicable data protection laws regulate the collection, storage, transfer, disclosure and other use of personal data. All the jurisdictions require that personal data transferred outside the jurisdiction is adequately safeguarded. In Morocco, Ivory Coast, Algeria and Tunisia, authorization from the regulatory authority is required for transfer of personal data outside the jurisdiction.

Our business collects personal data from users of our websites, customers, sellers, suppliers, contractors and other individuals. Compliance with nascent data protection regulations presents a challenge, particularly where practical guidelines on implementation of new legislation have not yet been issued. Our group Data Privacy Policy covers the handling of all personal data in accordance with local and international regulatory requirements.

#### *Consumer Protection*

We are subject to several laws and regulations designed to protect consumer rights. These consumer protection laws typically set out basic consumer rights, which often include the right to obtain clear and accurate information about

products and services offered on the consumer market, and the right to obtain clear and accurate terms and conditions of the sale of goods. In Ivory Coast consumer protection legislation requires customers to be offered free returns up to ten days after delivery, and in Egypt we are required to allow free returns up to fourteen days after delivery.

In 2020, the Standards Organisation of Nigeria published draft E-Commerce Guidelines for consultation, which includes proposals for extensive product warranties in respect of products sold online. Other countries in which we operate, including Egypt and Kenya, have announced initiatives to evaluate e-commerce regulation or are in the early stages of preparing draft legislation to expand e-commerce regulation.

### ***Product Safety***

Product safety laws operate across all our markets, with varying degrees of maturity and specificity. Many of the goods sold on our marketplace are offered and delivered by third parties, which makes it difficult for us to predict our liability exposure or establish standard procedures for product safety. Nevertheless, we take a proactive approach to quality control and product safety in all of our markets, with specific quality checks in place based upon the sensitivity of goods and services offered in various markets. We seek to limit liability exposure across markets through standard contractual terms that require all sellers on our marketplace to accept responsibility for any loss or damage caused by their products and indemnify us accordingly. We also penalize, including by delisting, sellers who offer prohibited products. Furthermore, we implement country-specific product safety, quality control, and liability-limiting procedures as necessary.

### ***Payment Services***

Some of the countries in which we operate lack advanced financial infrastructure, and the percentage of Africans with a bank account, although increasing rapidly, remains relatively low. Accordingly, most of our transactions are completed using a cash on delivery system. Integrated payment and delivery systems are relatively new in Africa, and regulation of such services is constantly evolving.

We offer certain payment and financial services to our customers and sellers across the various African markets in which we operate. In a number of jurisdictions we offer services as a payment service provider (“PSP”) for our marketplace. While we do not hold licenses to operate as a PSP for third-party merchants in all of our markets, we are permitted to offer JumiaPay services in certain markets for our marketplace through agreements we have with existing licensed banks or PSPs. We secured a payment solution service provider license in Nigeria in 2022, and a payment service provider license in Kenya in 2023, which allow us to operate as an independent PSP in Nigeria and Kenya, respectively. Additionally, through the National Bank of Egypt, we secured the relevant license to offer payment processing services off-platform in Egypt in 2021.

Our marketplace enables licensed third-party lenders to offer loans to our customers or sellers in other jurisdictions such as Nigeria and Ivory Coast. Because we only operate as an intermediary in the lending market in these countries, our partners are responsible for the underwriting and credit scoring process.

Other financial regulations and payment standards in Africa vary greatly from country to country. Certain jurisdictions have enacted legislation to prevent money laundering, fraud and terrorist financing. For example, in 2001, the Egyptian Government established the Information Technology Industry Development Authority and tasked it with regulating online transactions and other aspects of the information technology industry. Other jurisdictions require that we obtain licenses to offer certain of our payment solutions. Furthermore, in Ghana, the Payment Systems and Services Bill has been implemented allowing the Bank of Ghana to regulate an estimated 150,000 active mobile-money agents and enforce anti-money-laundering and data protection standards. Internet activity in Ghana is currently regulated by the National Communications Authority (“NCA”). The NCA enforces the Electronic Transactions Act of 2008, which provides a comprehensive legal framework for, among other things, electronic transactions, data protection and electronic funds transfer.

The general inconsistency of financial regulations adds to the security concerns of credit worthy customers that make them reluctant to electronically transfer funds or pre-pay for goods. Resolving the barriers to creating a reliable financial infrastructure would require cooperation between governments, financial institutions and mobile service providers.

### ***Shipping Services***

Logistics and transportation services are regulated and operators, including our 3PL partners, are generally required to secure licenses in our countries of operation. In some of the countries in which we operate the postal service has monopoly rights. For example, in Morocco, the postal service has monopoly rights for the distribution of letters and parcels weighing no more than one kilogram, limiting our options concerning last-mile delivery.

### **C. Organizational Structure**

Please refer to Note 5 to our audited consolidated financial statements included elsewhere in this Annual Report for a listing of the company's consolidated subsidiaries, including name, country of incorporation, and proportion of ownership interest.

### **D. Property, Plants and Equipment**

See “—B. Business Overview—Facilities.”

### **Item 4A. Unresolved Staff Comments**

Not applicable.

### **Item 5. Operating and Financial Review and Prospects**

The following discussion and analysis should be read in conjunction with the information included under Item 4. “Information on the Company” and Item 18. “Financial Statements”. This following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions, including, but not limited to, those described in Item 3. “Key Information—D. Risk Factors.” Our actual results may differ materially from those anticipated in these forward-looking statements.

Our consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB.

For a discussion of the year ended December 31, 2022 compared to December 31, 2021, refer to the section contained in our Annual Report on Form 20-F for the year ended December 31, 2022, “Item 5: Operating and financial review and prospects.”

#### **Overview**

We are the leading pan-African e-commerce platform. Our platform consists of our marketplace, which connects sellers with customers, our logistics service, which enables the shipment and delivery of packages from sellers to customers, and our payment service, JumiaPay, which, together with its network of licensed payment service providers and other partners, facilitates transactions among participants active on our platform in selected markets.

On our marketplace, a large and diverse group of over 64 thousand sellers offer goods across a wide range of categories, such as phones, electronics, home & living, fashion, beauty and other including fast-moving consumer goods, to customers (i.e., consumers, retailers, distributors and other local buyers). In connection with our marketplace offering, we also engage in corporate sales, where we sell physical goods to local and regional retailers, distributors and other corporate buyers. On our JumiaPay app, we offer a number of digital lifestyle services including utility bills payment, airtime recharge, gaming and entertainment, transport ticketing as well as financial services such as micro-loans, insurance or savings products. We had 5.7 million Annual Active Customers as of December 31, 2023. We believe that the number and quality of sellers on our marketplace, and the breadth of their respective offerings, attract more customers to our platform, increasing traffic and orders, which in turn attracts even more sellers to Jumia, creating powerful network effects. Our marketplace operates with limited inventory risk, as the goods sold via our marketplace are predominantly sold by third-party sellers, meaning the cost and risk of inventory remains with the seller. In 2023, over 80% of the items sold through our marketplace were offered by third-party sellers.

Our logistics service, Jumia Logistics, facilitates the delivery of goods in a convenient and reliable way. It consists of a large network of leased warehouses, pick up stations for customers and drop-off locations for sellers and a significant number of local third-party logistics service providers, whom we integrate and manage through our proprietary technology,

data and processes. In certain cities, where we believe it is beneficial to enhance our logistics service, we also operate our own last-mile fleet.

Our payment service, JumiaPay, has been designed to facilitate cashless online transactions between participants on our platform, with the intention of integrating additional financial services in the future. JumiaPay encompasses a number of functionalities positioning African customers, who have traditionally relied on cash, to transact in a cash-less manner. JumiaPay, with its network of licensed payment service providers and other partners, provides digital payment processing on our platform allowing for a fast and secure payment experience at checkout. JumiaPay also has a dedicated payment app, the JumiaPay app, through which we offer customers a number of digital lifestyle services from a broad range of third-party service providers. As of December 31, 2023, one or more JumiaPay services were available in nine markets: Egypt, Ghana, Ivory Coast, Kenya, Morocco, Nigeria, Tunisia, Uganda and Algeria. In line with our strategic focus on adding value to our ecosystem, we have deliberately rationalized the range of digital services offered on the JumiaPay app and scaled back some of our marketing initiatives which impacted negatively the JumiaPay performance in 2023. Our strategic focus is now on cultivating a customer base with greater long-term value. The number of JumiaPay Transactions reached 8.4 million in 2023 compared to 9.7 million in 2022. Total Payment Volume (“TPV”) reached \$192.2 million in 2023, a decrease of 25% compared to 2022.

Our operations benefit from a uniform technology platform coupled with coordinated local presence. Our unified, scalable technology platform has been developed by our technology and data team, which is predominantly located in Portugal and Egypt. This technology platform covers all relevant aspects of our operations, from data management, business intelligence, traffic optimization and customer engagement to infrastructure, logistics and payments. We constantly collect and analyze data to help us optimize our operations, make our customer experience more personal and relevant, and enable us, selected sellers and logistics partners to make informed real-time decisions. Our local teams in each of our countries of operations have access to, and may benefit from, the centralized data collection and analytics and are empowered to use the insights gained from our platform in order to take action locally.

We remain committed to taking the business to profitability, through a combination of fundamentals-led growth, enhanced cost discipline and balanced monetization. Navigating a very challenging macroeconomic backdrop in 2023, we have implemented several initiatives focused on enhancing our financial performance and building a more robust foundation for our e-commerce operations. This involved discontinuing business activities with limited growth potential, optimizing marketing spending, and implementing organizational streamlining measures. While these changes impacted our performance in 2023, they were deemed necessary to ensure long-term sustainability and success in a complex and evolving economic landscape. Annual Active Customers reached 5.7 million, a decrease of 22% compared to 2022. Orders reached 21.3 million, a decrease of 22% compared to 2022. GMV reached \$0.75 billion, a decrease of 20% compared to 2022. In terms of financial indicators, we made significant progress in 2023. Our Adjusted EBITDA loss for 2023 decreased by 68% from \$182.1 million to \$58.2 million, steadily improving quarter after quarter. Our Loss before tax from continuing operations for 2023 decreased by 52% from \$206.2 million to \$98.6 million.

### **Our Revenue Model**

We distinguish between marketplace revenue and first-party sales. Marketplace revenue is generated from sales of third-party sellers and from services provided via our platform. First-party sales are generated from sales where we act directly as the seller. Within our marketplace revenue, we distinguish the following revenue streams:

- Commissions, which are charged to third-party sellers based on the value of the goods and services they sell to customers (i.e., consumers, retailers, distributors and other local buyers) via our marketplace, net of cancellations and returns. Usually, these fees are a percentage of the value of the transaction. The percentage varies by goods or service category and region. We refer to the sales producing these commissions as third-party sales.
- Fulfillment, which comprises delivery fees charged to customers for delivery of goods purchased on our marketplace.
- Marketing & advertising, which corresponds to the revenue generated from the sale of a diversified range of ad solutions to sellers and advertisers.
- Value added services, which includes revenue from services charged to our sellers, such as logistics services, packaging or content creation.

Our first-party sales are derived from activities where we act directly as the seller. We generally undertake them in an opportunistic manner to complement the breadth of the product assortment on our platform, usually in areas where we see unmet customer demand. Under first-party sales, we also engage in corporate sales, i.e. sales where we directly sell goods to local and regional retailers, distributors and other corporate buyers.

Non-platform revenue mainly includes at this stage revenue generated from our logistics-as-a-service offering where third-party businesses access the Jumia Logistics platform for their fulfillment needs.

The following table shows a breakdown of our revenue for the years ended December 31, 2021, 2022 and 2023 by source:

	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023 <sup>(1)</sup>
	(in USD millions)		
<b>Marketplace revenue<sup>(2)</sup></b>	<b>97.9</b>	<b>115.1</b>	<b>97.8</b>
Commissions	30.3	39.9	46.7
Fulfillment	32.2	26.1	18.5
Marketing and advertising	10.1	16.9	12.4
Value added services	25.2	32.2	20.3
<b>First-party sales<sup>(3)</sup></b>	<b>65.1</b>	<b>81.7</b>	<b>86.4</b>
<b>Platform revenue<sup>(4)</sup></b>	<b>163.0</b>	<b>196.9</b>	<b>184.2</b>
Non-platform revenue <sup>(5)</sup>	4.6	6.4	2.2
<b>Total revenue</b>	<b>167.6</b>	<b>203.3</b>	<b>186.4</b>
Cost of revenue	(66.2)	(85.1)	(79.3)
<b>Gross profit</b>	<b>101.5</b>	<b>118.2</b>	<b>107.1</b>

(1) All periods adjusted for the exclusion of food delivery operations in 2023.

(2) Marketplace revenue is the sum of commissions, fulfillment, marketing and advertising and value-added services.

(3) First-party revenue corresponds to sales of goods shown in Note 23 to our audited consolidated financial statements.

(4) Platform revenue is the sum of marketplace revenue and first-party revenue.

(5) Non-platform revenue corresponds to other revenue shown in Note 23 to our audited consolidated financial statements.

Our primary sources of revenue are first-party sales and commissions, fulfillment and value added services from third-party sales.

The relative proportion of third-party and first-party sales varies from period to period. Shifts in the relative proportion of third-party and first-party sales do not have a meaningful impact on GMV. However, these shifts trigger variations in our revenue, as we record the full sales price net of returns and VAT as revenue for first-party sales and only a percentage of the sales price (commission) net of returns and VAT as revenue for third-party sales. For first-party sales, we incur cost of revenue, primarily related to the purchase price of the goods sold. For third-party sales, we do not incur comparable cost of revenue as the purchase price of the goods sold is borne by the third-party seller. Accordingly, while we track revenue, we recognize that the relative proportion of third-party and first-party sales can impact its interpretation. Therefore, we utilize a combination of metrics, including gross profit, to steer our operations.

## Key Performance Indicators

The following table sets forth our key performance indicators for the years ended December 31, 2021, 2022 and 2023.

	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023 <sup>(1)</sup>
	(in millions)		
Annual Active Customers	7.0	7.3	5.7
Orders	26.1	27.5	21.3
GMV	\$ 902.0	\$ 932.5	\$ 749.8
TPV	\$ 242.0	\$ 256.2	\$ 192.2
JumiaPay Transactions	10.3	9.7	8.4
Adjusted EBITDA	\$ (177.4)	\$ (182.1)	\$ (58.2)

(1) All periods adjusted for the exclusion of food delivery operations in 2023.

**Annual Active Customers** means unique customers who placed an order for a product or a service on our platform, within the 12-month period preceding the relevant date, irrespective of cancellations or returns. On a quarterly basis, we report Quarterly Active Customers, which refer to unique customers who placed an order for a product or a service on our platform, within the 3-month period preceding the relevant date, irrespective of cancellations or returns.

**Orders** corresponds to the total number of orders for products and services on our platform, irrespective of cancellations or returns, for the relevant period.

**GMV** (Gross Merchandise Value) corresponds to the total value of orders for products and services, including shipping fees, value added tax, and before deductions of any discounts or vouchers, irrespective of cancellations or returns for the relevant period. We believe that GMV is a useful indicator for the usage of our platform that is not influenced by shifts in our sales between first-party and third-party sales or the method of payment.

**TPV** (Total Payment Volume) corresponds to the total value of orders for products and services for which JumiaPay was used including shipping fees, value-added tax, and before deductions of any discounts or vouchers, irrespective of cancellations or returns for the relevant period.

**JumiaPay Transactions** corresponds to the total number of orders for products and services on our marketplace for which JumiaPay was used, irrespective of cancellations or returns for the relevant period.

**Adjusted EBITDA** corresponds to loss for the period from continuing operations, adjusted for income tax expense (benefit), finance income, finance costs, depreciation and amortization and share-based payment expense.

Adjusted EBITDA is a supplemental non-IFRS measure of our operating performance that is not required by, or presented in accordance with IFRS. Adjusted EBITDA is not a measurement of our financial performance under IFRS and should not be considered as an alternative to loss for the year, loss before income tax or any other performance measure derived in accordance with IFRS. We caution investors that amounts presented in accordance with our definition of Adjusted EBITDA may not be comparable to similar measures disclosed by other companies, because not all companies and analysts calculate Adjusted EBITDA in the same manner. We present Adjusted EBITDA because we consider it to be an important supplemental measure of our operating performance. Management believes that investors' understanding of our performance is enhanced by including non-IFRS financial measures as a reasonable basis for understanding our ongoing results of operations. By providing this non-IFRS financial measure, together with a reconciliation to the nearest IFRS financial measure, we believe we are enhancing investors' understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing our strategic initiatives.

Management uses Adjusted EBITDA:

- as a measurement of operating performance because it assists us in comparing our operating performance on a consistent basis, as it removes the impact of items not directly resulting from our core operations.

- for planning purposes, including the preparation of our internal annual operating budget and financial projections.
- to evaluate the performance and effectiveness of our strategic initiatives; and
- to evaluate our capacity to expand our business.

Items excluded from this non-IFRS measure are significant components in understanding and assessing financial performance. Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation, or as an alternative to, or a substitute for analysis of our results reported in accordance with IFRS, including loss for the year. Some of the limitations are:

- Adjusted EBITDA does not reflect our share-based payments, income tax expense (benefit) or the amounts necessary to pay our taxes.
- although depreciation and amortization are eliminated in the calculation of Adjusted EBITDA, the assets being depreciated and amortized will often have to be replaced in the future and such measures do not reflect any costs for such replacements; and
- other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Due to these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these and other limitations by providing a reconciliation of Adjusted EBITDA to the most directly comparable IFRS financial measure, loss for the year.

The following table provides a reconciliation of loss for the year from continuing operations to Adjusted EBITDA for the periods indicated:

(USD million)	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023 <sup>(1)</sup>
Loss for the year from continuous operations	(207.6)	(213.1)	(99.3)
Income tax expense	0.4	7.0	0.7
Net Finance costs / (income)	(14.4)	4.4	25.3
Depreciation and amortization	9.6	11.5	9.8
Share-based compensation	34.5	8.2	5.3
<b>Adjusted EBITDA<sup>(2)</sup></b>	<b>(177.4)</b>	<b>(182.1)</b>	<b>(58.2)</b>

(1) All periods adjusted for the exclusion of food delivery operations in 2023.

(2) Unaudited

The following table provides a reconciliation of loss for the year from continuing operations to Adjusted EBITDA for each fiscal quarter for the periods indicated.

(USD million)	2022 <sup>(1)(2)</sup>				2023 <sup>(1)(2)</sup>			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Loss for the year from continuous operations	(62.0)	(61.4)	(39.3)	(50.4)	(29.3)	(30.7)	(22.7)	(16.6)
Income tax expense	0.1	0.3	0.8	5.8	0.1	(0.2)	1.3	(0.6)
Net Finance costs / (income)	2.9	1.0	0.6	(0.2)	0.8	8.8	3.0	12.7
Depreciation and amortization	2.6	2.8	3.1	2.9	2.8	2.6	2.2	2.1
Share-based compensation	8.4	7.6	(5.5)	(2.3)	0.9	1.3	1.3	1.7
<b>Adjusted EBITDA<sup>(3)</sup></b>	<b>(47.9)</b>	<b>(49.7)</b>	<b>(40.3)</b>	<b>(44.1)</b>	<b>(24.7)</b>	<b>(18.2)</b>	<b>(14.8)</b>	<b>(0.6)</b>

(1) Due to rounding, the sum of quarterly amounts may not equal the amounts reported for the relevant full-year period.

(2) All periods adjusted for the exclusion of food delivery operations in 2023.

(3) Unaudited

### Factors Affecting our Financial Condition and Results of Operation

Our financial condition and results of operations have been, and will continue to be, affected by a number of important factors, including the following:

#### Financial Strategy

Our new management board of Jumia, appointed in November 2022, has a clear mandate of accelerating the progress of Jumia towards profitability. As part of that, we have developed a strategy that includes a number of levers that have important financial implications:

- **Enhanced business focus:** We are working on increasing our business focus by allocating capital and resources to core areas where we see attractive returns on investments and clear ecosystem benefits. For example, following a strategic review of our food delivery business called Jumia Food, we determined that our food delivery business is not suitable to the current operating environment and macroeconomic conditions in our markets, and closed our food delivery business in all markets by the end of December 2023.
- **Stronger cost discipline:** We are taking decisive action on the cost front to drive efficiencies across the full cost structure.
  - Since the fourth quarter of 2022 extending through 2023, we have streamlined our organizational structure, creating leaner, more effective teams, fully committed to the execution of our strategy. In 2023, we decreased our headcount by 1,403, which corresponded to a 32% headcount reduction. As part of our organizational changes, we have meaningfully reduced the size of our team in Dubai and relocated some team members to our African offices, closer to our consumers, sellers and operations.

We expect these headcount reductions to allow us to generate staff costs savings in 2024 compared to 2023.

- We have also been focused on driving marketing efficiencies to significantly reduce our Sales & Advertising expense. As part of that, we are working on optimizing the returns on our paid online marketing investments by rationalizing marketing channels. In addition, we focus our efforts on the most efficient online channels such as CRM and SEO. We are also allocating a higher share of investment to local offline channels that help us build brand awareness and consideration in a cost-effective manner.



- **Fundamentals-led approach to growth:** We seek to enhance the fundamentals of our platform to drive sustainable usage growth. Historically, usage growth was primarily fueled by higher promotional intensity and marketing spend leading to a deterioration of unit economics in phases of growth acceleration. Instead, to drive usage growth, our new management board is focused on further enhancing platform fundamentals including by strengthening supply and improving pricing while adopting a much more disciplined approach to marketing spend.

#### **Number of sellers and goods and services offered by those sellers**

The success of our marketplace, which is central to our business model, is driven by the breadth and quality of the goods and services offered, which depend largely on the number and quality of sellers on our marketplace as well as their ability to increase the range of goods and services they offer to our customers. The number of sellers who received an order on our marketplace within the 12-month period preceding the relevant date, irrespective of cancellations or returns, was more than 64 thousand as of December 31, 2023. The number of sellers offering similar goods on our marketplace is a key driver of price attractiveness and quality of service, as they compete for market share on our marketplace. Competition between sellers is also essential to our monetization, as it increases the appetite for sellers to use our services that are geared toward enhancing the sellers' visibility or their quality of service.

We experienced material supply challenges on our platform in 2023. The depreciation of local currencies against the US Dollar alongside a more challenging access to foreign currencies in a number of countries within our portfolio caused import and supply disruption that affected our sellers.

A key focus of our new management board is to further strengthen supply on our platform, building stronger relationships with key brands and local distributors across our priority categories, which are phones, electronics, home & living, fashion and beauty.

#### **Growth and engagement of our Annual Active Customers**

The acquisition, engagement and retention of users on our platform is a key driver of our financial performance. As of December 31, 2023, Annual Active Customers reached 5.7 million compared to 7.3 million as of December 31, 2022. This decline was driven by changes in our category mix as we shifted focus from categories with high usage but unfavorable unit economics, particularly fast-moving consumer goods, and reduced spending on customer incentives and promotions.

The pace of customer acquisition and level of repurchase tend to be closely related to the strength of our customer value proposition and relevance of our marketing strategy. In addition to further enhancing our customer value proposition, including enhancing the depth and quality of supply and improving pricing and customer experience, we are working on increasing the relevance and effectiveness of our marketing strategy. In particular, we have shifted our marketing investments towards local marketing channels to support brand awareness and customer education with tailored activation campaigns on the ground.

#### **Payment method and return rate**

The ability for customers to pay cash on delivery is an important feature of our platform, in particular for new customers who are transacting online for the first time. In case of cash on delivery, the customer needs to be present at the time of the delivery to pay for the order. While we are constantly improving our operations to make delivery schedules more convenient and predictable, some customers are not present at the time of the delivery attempt, which means that cash on delivery results in a significantly higher portion of returns than other delivery options. These returns are driving higher fulfillment costs, higher costs of operations for our sellers and lower monetization for us as we are not able to collect commissions for such returns. In comparison, orders that are "pre-paid" electronically tend to drive much lower returns than cash on delivery, driving better monetization for us and, ultimately, lower fulfillment costs and less operational complexities.

The Cancellations, Failed Deliveries, and Returns ("CFDR") rate as a percentage of GMV increased slightly from approximately 23% in 2022 to 25% in 2023. We also experienced an increase in the CFDR rate as a percentage of Orders from approximately 16% in 2022 to 20% in 2023. The ratio is typically lower when expressed as a percentage of Orders than GMV as higher average item value orders tend to show higher CFDR rates. The increase in the CFDR rate can affect customer experience. We are actively working to minimize CFDR through improved communication and operational efficiency.

## **Efficiency of our fulfillment operations**

With Jumia Logistics, we have built an innovative logistics and delivery ecosystem that we believe is the leading e-commerce and express delivery service in Africa. We generate revenue from our fulfillment services mainly through delivery charges charged to our customers and to our sellers. We incur fulfillment expense mainly for third-party logistics providers and for our network of warehouses, where we provide storage services to our sellers, inbound and outbound logistics services and control and consolidate packages.

Fulfillment expense is influenced by a number of factors including:

- The origin of the goods: for example the cost of shipping a product from a cross-border seller based overseas is higher than shipping from a local seller;
- The destination of the package and type of delivery: for example, the cost of delivery to a secondary city or a rural area is higher than the cost of delivery to a main city and the cost of a home delivery is higher than for pick-up station delivery; and
- The type of goods: for example, the cost of delivery is higher for a large home appliance than a fashion accessory.

Our fulfillment expense consists of expense related to the services of third-party logistics providers, which we refer to as freight and shipping, alongside expense mainly related to our network of warehouses, including employee benefit expense, which we refer to as fulfillment expense other than freight and shipping. As part of our strategy to accelerate progress towards profitability, we are working on a comprehensive plan to drive fulfillment cost efficiencies. This includes a number of actions such as optimizing our footprint and logistics routes, improving warehousing staff management and productivity, and reducing packaging costs.

## **Technology and data**

We continuously invest in our technology, data collection and analytics capabilities. Our main technology centers are located in Porto, Portugal, and in Cairo, Egypt, which provide the centralized and harmonized technology backbone for our operations across our three regions. We see our technology and content expense as an investment in future growth and improved experience and satisfaction for our ecosystem participants. We continue to focus on information technology and systems to protect the security, integrity and confidentiality of our data in addition to investments that contribute to improved user experience of our platforms and higher conversion rates.

## **Seasonality**

Our business is seasonal and, consequently, our results tend to fluctuate from quarter to quarter. For example, we consider the fourth quarter, which includes Black Friday and in many countries the year-end holidays, as especially important for generating revenue. Certain special events, including Ramadan, elections or Jumia Anniversary, can result in peak or low demand for our products. For example, increased inventory in preparation for special events such as Black Friday can have significant impacts on working capital, cash flow, stock losses and write-downs.

The following tables show the development of our quarterly GMV, orders, revenue and gross profit for each quarter in 2021, 2022 and 2023:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(unaudited, in USD millions)			
<b>2021<sup>(1)(2)</sup></b>				
GMV	181.7	204.5	215.2	300.6
Orders	5.2	5.9	6.4	8.5
Revenue	30.0	37.9	39.9	59.8
Gross profit	21.8	24.6	23.0	32.1
<b>2022<sup>(1)(2)</sup></b>				
GMV	225.1	242.9	212.1	252.4
Orders	6.6	7.4	6.6	6.9
Revenue	44.6	53.3	44.8	60.6
Gross profit	24.9	27.3	28.7	37.3
<b>2023<sup>(1)(2)</sup></b>				
GMV	173.2	179.2	164.1	233.3
Orders	4.5	4.5	5.7	6.6
Revenue	41.2	44.0	41.7	59.4
Gross profit	24.9	22.9	22.2	37.1

(1) Due to rounding, the sum of quarterly amounts may not equal the amounts reported for the relevant full-year period.

(2) All periods adjusted for the exclusion of food delivery operations in 2023.

We believe that our business will continue to show seasonal patterns in the future. For further information on our quarterly performance, see Item 5. “Operating and Financial Review and Prospects—A. Operating Results—Comparison of Fiscal Years Ended December 31, 2022 and December 31, 2023—Consolidated Statement of Operations—Quarterly Data.”

### Macroeconomic condition and political environment

Our customers are primarily located in three African regions comprising 11 countries. Our results of operations and financial condition are significantly influenced by political and economic developments in these countries and the effect that these factors may have on demand for goods and services. The COVID-19 pandemic, the high inflationary and interest rate environment as well as fluctuations in oil and commodity prices may in the short to medium term pose significant macroeconomic challenges. We look at the macroeconomic environment based on a number of factors, which include inflation indicators, consumer confidence index, business confidence index, GDP growth, currency exchange rates, and access to capital and foreign exchange. In particular, inflation indicators reached multi-decade highs across a number of our countries at the end of 2023, with core CPI year-over-year increases in December 2023 of 34% in Egypt, 29% in Nigeria and 23% in Ghana, according to IMF data and National Bureau of Statistics (NBS) of Nigeria. Inflationary pressure and currency devaluations are further exacerbated by the regional conflicts with notable exposures in a number of African countries such as Egypt that are dependent on the agricultural product imports from Russia and/or Ukraine. Overall, inflation levels are expected to remain elevated throughout 2023. Higher inflation rates are putting significant pressure on consumer sentiment and spending power, while affecting our sellers’ ability to import and source goods. In the fourth quarter of 2022, challenges on both the supply and demand fronts negatively affected the performance of our usage indicators, GMV, Orders and Quarterly Active Customers. On the cost front, while we are experiencing inflation pressure on wages, utility and fuel, we are implementing a number of efficiency initiatives across the full cost structure to mitigate inflation impact and drive cost reduction.

## Components of our Results of Operations

### Revenue

We generate revenue primarily from first-party sales, third-party sales, marketing and advertising, and the provision of other services.

*First-party sales:* Revenue from first-party sales relates to sales of goods where we enter into an agreement with a customer to sell goods and act directly as the seller. We also engage in corporate sales, i.e. sales where we directly sell goods to local and regional retailers, distributors and other corporate buyers. These goods are sold for a fixed price as determined by us and we bear the obligation to deliver those goods to the customer. As such, we are considered to be the principal in these transactions and recognizes sales on a gross basis for the selling price at the point in time when the goods are delivered to the consumer. The delivery of the goods is not a separate performance obligation, as the consumer cannot benefit from the goods without the delivery, which must be performed by us. Therefore, revenue for goods and delivery are recognized at the same point in time.

*Third-party sales:* Revenue from third-party sales is related to our online marketplace which provides third-party sellers the ability to sell goods directly to customers (i.e., consumers, retailers, distributors and other local buyers) through our platform. Our performance obligation with respect to these transactions is to arrange for the sale of goods provided by sellers and deliver them to the customers on behalf of the sellers. We consider that we have one performance obligation in respect of these transactions which is to arrange the sale and delivery of goods to customers on behalf of sellers. Since we do not control the goods, we are an agent in these transactions. The revenue from these transactions is recognized when we satisfy our performance obligation, which is at a point in time when the goods are delivered to the customer.

We generate the following revenues from these third-party sales:

- a. *Commissions:* We generate a commission fee (normally a percentage of the selling price), which we charge to sellers based on agreements with the sellers.
- b. *Fulfillment revenue:* We charge a delivery fee to customers when delivering goods on behalf of the sellers which we recognize as fulfillment revenue.
- c. *Value added services:* In some instances, we also charge a delivery fee to sellers when delivering goods to customers on behalf of the sellers which we recognize as part of value-added services.

*Marketing and advertising:* We provide advertising services to sellers and non-sellers, such as performance marketing campaigns, placing banners on our platform or sending newsletters and notifications. The advertising services are contractually agreed with the advertisers. As we establish pricing and are primarily obliged to deliver these advertising services, revenue is recognized on a gross basis. The campaigns and banners can be run for a short period as well as be spread over a year and are therefore recognized at a point in time or over the period.

*Value added services:* In addition to the delivery fees charged to sellers relative to third-party sales noted above, we also provide other services to sellers for which we charges a fee such as warehousing services of products ahead of shipment and technical support. As we establish pricing, revenue is recognized on a gross basis. Revenue for warehousing is recognized over the period of storage of the goods while revenue for technical support is recognized when the respective service is completed.

*Other revenue:* We provide logistics services, such as transportation of goods, to non-sellers. We are deciding the price and assuming the risk of non-performing these services and are deemed the principal in this activity. The performance obligation is satisfied when the shipping services are completed.

If the consideration in a contract includes a variable amount, we estimate the amount of consideration to which we will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

We use the expected value method to estimate the variable consideration given the large number of contracts that have similar characteristics. We then apply the requirements on constraining estimates of variable consideration in order to

determine the amount of variable consideration that can be included in the transaction price and recognized as revenue. A refund liability is recognized for the goods that are expected to be returned (i.e., the amount not included in the transaction price), and a right of return asset for the right to recover products when a refund liability is settled.

We grant incentives to our end consumers and subsidies to our sellers. Incentives to end consumers, which include discounts or vouchers, and marketplace subsidies to sellers are consideration payable to a customer and are recognized as a reduction of revenue.

We pay sales commission or fees to parties for each contract that we obtain. We apply the optional practical expedient to immediately expense costs to obtain a contract if the amortization period of the asset that would have been recognized is one year or less. As such, sales commissions and fees are immediately recognized as an expense and included as part of sales and advertising expense.

**Cost of revenue:** Our cost of revenue includes the external costs directly attributable to fulfilling the performance obligations mentioned above, such as the purchase price of customer products where we act directly as the seller. Certain expenses associated with third-party sales, such as compensation paid to sellers for lost, damaged or late delivery items, and shipping costs related to logistics services to non-sellers are also included in cost of revenue.

**Fulfillment expense:** Fulfillment expense consists of expense related to services of third-party logistics providers and payment processing expenses, which we refer to as freight and shipping, and expense mainly related to our network of warehouses, including employee benefit expense, which we refer to as fulfillment expense other than freight and shipping. Fulfillment expense other than freight and shipping represents those expenses incurred in operating and staffing our fulfillment and customer service centers, including expense attributable to procuring, receiving, inspecting, and warehousing inventories and picking, packaging, and preparing customer orders for shipment, including packaging materials. Lease expenses are primarily classified as “General and administrative expense”. Fulfillment expense also includes expense relating to customer service operations.

**Sales and advertising expense:** Sales and advertising expenses represent expenses associated with the promotion of our marketplace and include online and offline marketing expenses, promotion of the brand through traditional media outlets, certain expense related to our customer acquisition and engagement activities and other expense associated with our market presence.

**Technology and content expense:** Technology and content expenses consist principally of research and development activities, including wages and benefits, for employees involved in application, production, maintenance, operation for new and existing goods and services, as well as other technology infrastructure expense.

**General and administrative expense:** General and administrative expense contains wages and benefits, including share-based payment expense, of management, seller management expense, commercial development expense, accounting and legal staff expense, consulting expense, audit expense, lease expense, office related utilities expense, insurance expense, tax expense other than income tax, other overheads and other material general expenses.

## A. Operating Results

### Comparison of Fiscal Years Ended December 31, 2022 and December 31, 2023

#### Consolidated Statement of Operations

	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023 <sup>(1)</sup>
	(in USD millions)		
Revenue	167.6	203.3	186.4
Cost of revenue	(66.2)	(85.1)	(79.3)
<b>Gross profit</b>	<b>101.5</b>	<b>118.2</b>	<b>107.1</b>
Fulfillment expense	(74.7)	(76.8)	(43.9)
Sales and advertising expense	(73.7)	(66.9)	(21.5)
Technology and content expense	(36.7)	(52.4)	(41.5)
General and administrative expense <sup>(2)</sup>	(139.1)	(122.2)	(74.4)
Other operating income	1.4	2.1	1.2
Other operating expense	(0.3)	(0.1)	(0.3)
Termination benefits	—	(3.7)	—
<b>Operating loss</b>	<b>(221.6)</b>	<b>(201.8)</b>	<b>(73.3)</b>
Finance income	24.8	15.3	6.2
Finance costs	(10.3)	(19.6)	(31.5)
<b>Loss before Income tax from continuing operations</b>	<b>(207.1)</b>	<b>(206.2)</b>	<b>(98.6)</b>
Income tax expense	(0.4)	(7.0)	(0.7)
<b>Loss for the year from continuing operations</b>	<b>(207.6)</b>	<b>(213.1)</b>	<b>(99.3)</b>
Loss after Income tax for the period from discontinued operations	(19.3)	(25.1)	(4.9)
<b>Loss for the year</b>	<b>(226.9)</b>	<b>(238.3)</b>	<b>(104.2)</b>

(1) All periods adjusted for the exclusion of food delivery operations in 2023.

(2) Includes share-based payment expense of \$34.5 million in 2021, \$8.2 million in 2022 and \$5.3 million in 2023.

#### Revenue

The following table shows a breakdown of our revenue in 2021, 2022 and 2023 by source:

	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023 <sup>(1)</sup>
	(in USD millions)		
<b>Marketplace revenue<sup>(2)</sup></b>	<b>97.9</b>	<b>115.1</b>	<b>97.8</b>
Commissions	30.3	39.9	46.7
Fulfillment	32.2	26.1	18.5
Marketing and advertising	10.1	16.9	12.4
Value-added services	25.2	32.2	20.3
<b>First-party sales</b>	<b>65.1</b>	<b>81.7</b>	<b>86.4</b>
<b>Platform revenue<sup>(3)</sup></b>	<b>163.0</b>	<b>196.9</b>	<b>184.2</b>
Non-platform revenue <sup>(4)</sup>	4.6	6.4	2.2
<b>Total revenue</b>	<b>167.6</b>	<b>203.3</b>	<b>186.4</b>

(1) All periods adjusted for the exclusion of food delivery operations in 2023.

(2) Marketplace revenue is the sum of commissions, fulfillment, marketing and advertising and value-added services.

(3) Platform revenue is the sum of marketplace revenue and first-party revenue.

(4) Non-platform revenue corresponds to other revenue shown in Note 23 to our audited consolidated financial statements.



Our primary sources of revenue are first-party sales and commissions, fulfillment and value added services from third-party sales.

Revenue decreased by 8.3% from \$203.3 million in 2022 to \$186.4 million in 2023. This decrease was driven by a decline in marketplace revenue combined with growth in first-party sales.

Revenue from first-party sales increased by 5.7% from \$81.7 million in 2022 to \$86.4 million in 2023.

Marketplace revenue decreased by 15.0% from \$115.1 million in 2022 to \$97.8 million in 2023.

Despite the significant headwinds to Revenue performance from foreign exchange fluctuations, in particular the Nigerian Naira and the Egyptian Pound depreciation year-over-year, we experienced growth in commissions within our marketplace revenue and in first-party sales driven by growth in corporate sales to local and regional retailers, distributors and other corporate buyers in selected countries (primarily Egypt). The challenging macroeconomic context, with cautious advertiser spending, and the lower traffic on our platform affected the remaining marketplace revenue streams.

#### *Cost of Revenue*

Cost of revenue decreased by 6.8% from \$85.1 million in 2022 to \$79.3 million in 2023, mostly driven by improved first-party sales margins. Cost of revenue primarily includes the purchase price of customer products sold in first-party sales. Certain expenses associated with third-party sales, such as compensation paid to sellers for lost, damaged or late delivery items, and shipping costs related to logistics services to non-sellers are also included in cost of revenue.

#### *Gross Profit*

Gross profit decreased by 9.4% from \$118.2 million in 2022 to \$107.1 million in 2023, mainly driven by the performance of Revenue. Gross Profit as a percentage of GMV reached 14.3% compared to 12.7% in 2022, supported by improved first-party sales margins and reduced spending on customer incentives and promotions.

#### *Fulfillment Expense*

Fulfillment expense decreased by 42.8% from \$76.8 million in 2022 to \$43.9 million in 2023, driven by foreign exchange effects, the reduction in the number of orders and cost reduction initiatives. On a per Order basis, fulfillment expense decreased from \$2.79 to \$2.06. We continuously seek to achieve greater efficiencies in our logistics chain, while improving the quality and reliability of our service and expanding our reach beyond the main urban centers.

#### *Sales and Advertising Expense*

Sales and advertising expense decreased by 67.9% from \$66.9 million in 2022 to \$21.5 million in 2023, mostly as a result of a significant reduction in marketing expenditure in 2023 compared to 2022 as we brought more discipline to our marketing spending. This led to an improvement in marketing efficiency ratios with Sales and Advertising expense per Order decreasing by 58.6% to \$1.01 in 2023, compared to \$2.43 in 2022. As a percentage of GMV, Sales and Advertising expense improved from 7.2% in 2022 to 2.9% in 2023.

#### *Technology and Content Expense*

Technology and content expense decreased by 20.8% from \$52.4 million in 2022 to \$41.5 million in 2023, as a result of our efforts to increase the efficiency of our technology investments by streamlining our infrastructure and software costs and our staff structure. Technology is a core part of our DNA and we remain committed to developing more products and features to improve the experience of all participants on our platform.

#### *General and Administrative Expense*

General and administrative expense decreased by 39.1% from \$122.2 million in 2022 to \$74.4 million in 2023, primarily driven by a significant reduction in tax expense and staff costs. General and administrative expense included a \$18.6 million beneficial impact from a tax provision release. Tax provisions are expected to be utilized or released as a result of the regular tax audits in the Countries where we operate. When the technical merits of our tax filings get clarified and confirmed with the tax authorities, as happened in 2023, this reduces the overall uncertainty in our tax positions,



resulting in a reversal of provisions. Excluding the impact of this tax provision release and share-based compensation, General and administrative expense was \$87.8 million in 2023.

Excluding share-based compensation expense, General and administrative expense decreased to \$69.2 million in 2023 compared to \$114.0 million in 2022. The staff costs component of General and administrative expense, excluding share-based compensation expense, decreased by 24.2% from \$52.6 in 2022 to \$39.9 in 2023, as a result of the organizational changes that have been implemented since the end of 2022. As part of the organizational changes, we have meaningfully reduced the size of our team in Dubai and relocated some team members to our African offices, closer to our consumers, sellers and operations.

#### *Termination benefits*

We took significant action in the fourth quarter of 2022 to streamline our organization structure and reduce our headcount. The implementation of these organizational changes resulted in \$3.7 million in one-off restructuring costs booked in the fourth quarter of 2022. These headcount reductions allowed us to generate staff costs savings in 2023 compared to 2022. Regular termination benefits incurred as part of the recurring operating cycle of the business are recorded by function under Staff costs and amounted to \$3.1 million in 2023 and \$0.3 million in 2022.

#### *Operating Loss*

Operating loss decreased by 63.7% from \$201.8 million in 2022 to \$73.3 million in 2023, primarily as a result of the significant cost reduction initiatives over the period.

Adjusting our operating loss for depreciation and amortization and share-based payment expense, our Adjusted EBITDA loss decreased by 68.0% from \$182.1 million in 2022 to \$58.2 million in 2023, in line with the reduction in the operating loss.

#### *Finance Income*

Finance income decreased from \$15.3 million in 2022 to \$6.2 million in 2023, primarily due to a decrease of foreign exchange gains.

#### *Finance Costs*

Finance costs increased from \$19.6 million in 2022 to \$31.5 million in 2023, primarily due to the increase of foreign exchange losses and fair value losses on financial assets at fair value through profit or loss, related to our treasury and investment portfolio management activities. These financial assets, which constitute investments in securities measured at fair value through profit or loss, incurred fair value losses of \$13.6 million in 2023 compared to \$7.2 million in 2022 and were disposed of during the period.

#### *Loss before Income Tax from continuing operations*

Loss before income tax from continuing operations decreased by 52.2% from \$206.2 million in 2022 to \$98.6 million in 2023, mostly due to the significant cost reduction initiatives over the period.

#### *Income Tax Expense*

Income tax expense decreased from \$7.0 million in 2022 to \$0.7 million in 2023, primarily due to the recognition in 2022 of deferred taxes liabilities on unrealized foreign exchange gains and on financial assets at fair value through profit or loss.

#### *Loss for the Year from continuing operations*

Loss for the year from continuing operations decreased by 53.4% from \$213.1 million in 2022 to \$99.3 million in 2023.

#### *Constant Currency Data*

We use constant currency information to provide us with a picture of underlying business dynamics, excluding currency effects. Constant currency metrics are calculated using the average monthly exchange rates for each month during

2022 and applying them to the corresponding months in 2023, so as to calculate what our results would have been had exchange rates remained stable from one year to the next. The comparative constant currency metrics are calculated using the average monthly exchange rates for each month during 2021 and applying them to the corresponding months in 2022. Constant currency information is not a measure calculated in accordance with IFRS. While we believe that constant currency information may be useful to investors in understanding and evaluating our results of operations in the same manner as our management, our use of constant currency metrics has limitations as an analytical tool, and you should not consider it in isolation, or as an alternative to, or a substitute for analysis of our financial results as reported under IFRS. Further, other companies, including companies in our industry, may report the impact of fluctuations in foreign currency exchange rates differently, which may reduce the value of our constant currency information as a comparative measure.

The following table sets forth certain unaudited constant currency data for fiscal years ended December 31, 2021, December 31, 2022 and December 31, 2023.

	For the year ended December 31,					
	As reported		YoY	As reported	Constant currency	YoY
	2022 <sup>(1)</sup>	2023 <sup>(1)</sup>	Change	2022 <sup>(1)</sup>	2023 <sup>(1)</sup>	Change
	(in USD millions)					
GMV	932.5	749.8	(19.6)%	932.5	942.9	1.1 %
TPV	256.2	192.2	(25.0)%	256.2	263.3	2.8 %
Revenue	203.3	186.4	(8.3)%	203.3	245.1	20.6 %
Gross Profit	118.2	107.1	(9.4)%	118.2	138.2	17.0 %
Fulfillment expense	(76.8)	(43.9)	(42.8)%	(76.8)	(55.9)	(27.2)%
Sales and Advertising expense	(66.9)	(21.5)	(67.9)%	(66.9)	(26.2)	(60.9)%
Technology and Content expense	(52.4)	(41.5)	(20.8)%	(52.4)	(42.8)	(18.4)%
General and administrative expense <sup>(2)</sup>	(122.2)	(74.4)	(39.1)%	(122.2)	(86.0)	(29.6)%
Termination benefits	(3.7)	—	n.a.	(3.7)	—	n.a.
Adjusted EBITDA	(182.1)	(58.2)	(68.0)%	(182.1)	(54.6)	(70.0)%
Operating Loss	(201.8)	(73.3)	(63.7)%	(201.8)	(71.6)	(64.5)%

(1) All periods adjusted for the exclusion of food delivery operations in 2023.

(2) Includes share-based payment expense of \$8.2 million in 2022 and \$5.3 million in 2023. In constant currency, share-based payment expense of \$5.3 million included in 2023.

	For the year ended December 31,					
	As reported		YoY	As reported	Constant currency	YoY
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	Change	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	Change
	(in USD millions)					
GMV	902.0	932.5	3.4 %	902.0	1,043.6	15.7 %
TPV	242.0	256.2	5.9 %	242.0	290.1	19.9 %
Revenue	167.6	203.3	21.3 %	167.6	227.9	36.0 %
Gross Profit	101.5	118.2	16.5 %	101.5	131.4	29.5 %
Fulfillment expense	(74.7)	(76.8)	2.8 %	(74.7)	(88.9)	19.0 %
Sales and Advertising expense	(73.7)	(66.9)	(9.2)%	(73.7)	(71.0)	(3.6)%
Technology and Content expense	(36.7)	(52.4)	42.8 %	(36.7)	(56.5)	53.8 %
General and administrative expense <sup>(2)</sup>	(139.1)	(122.2)	(12.2)%	(139.1)	(133.8)	(3.8)%
Termination benefits	—	(3.7)	n.a.	—	(4.0)	n.a.
Adjusted EBITDA	(177.4)	(182.1)	2.6 %	(177.4)	(198.3)	11.7 %
Operating Loss	(221.6)	(201.8)	(8.9)%	(221.6)	(220.7)	(0.4)%

(1) All periods adjusted for the exclusion of food delivery operations in 2023.

(2) Includes share-based payment expense of \$34.5 million in 2021 and \$8.2 million in 2022. In constant currency, share-based payment expense of \$9.6 million included in 2022.

#### Quarterly Data

The following table sets forth certain unaudited financial data for each fiscal quarter for the periods indicated. The unaudited quarterly information includes all normal recurring adjustments that we consider necessary for a fair statement of the information shown. This information should be read in conjunction with the audited consolidated financial statements and related notes thereto appearing elsewhere in this Annual Report. Our quarterly results are not necessarily indicative of future operating results.

	2022 <sup>(1)(2)</sup>				2023 <sup>(1)(2)</sup>			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(unaudited, in USD millions)							
Revenue	44.6	53.3	44.8	60.6	41.2	44.0	41.7	59.4
Cost of revenue	(19.7)	(26.0)	(16.1)	(23.2)	(16.3)	(21.1)	(19.5)	(22.3)
<b>Gross profit</b>	<b>24.9</b>	<b>27.3</b>	<b>28.7</b>	<b>37.3</b>	<b>24.9</b>	<b>22.9</b>	<b>22.2</b>	<b>37.1</b>
Fulfillment expense	(18.7)	(21.8)	(17.7)	(18.6)	(11.8)	(10.6)	(9.8)	(11.7)
Sales and advertising expense	(15.9)	(19.5)	(14.7)	(16.8)	(5.3)	(5.5)	(4.4)	(6.2)
Technology and content expense	(12.4)	(13.5)	(12.9)	(13.7)	(11.2)	(10.7)	(9.7)	(9.9)
General and administrative expense <sup>(3)</sup>	(37.5)	(33.0)	(21.7)	(30.1)	(25.2)	(18.5)	(16.8)	(13.9)
Other operating income	0.6	0.4	0.3	0.8	0.2	0.4	0.1	0.5
Other operating expense	—	—	—	—	—	—	—	(0.2)
Termination benefits	—	—	—	(3.7)	—	—	—	—
<b>Operating loss</b>	<b>(58.9)</b>	<b>(60.2)</b>	<b>(37.9)</b>	<b>(44.7)</b>	<b>(28.4)</b>	<b>(22.1)</b>	<b>(18.3)</b>	<b>(4.5)</b>

(1) Due to rounding, the sum of quarterly amounts may not equal the amounts reported for the relevant full-year period.

(2) All periods adjusted for the exclusion of food delivery operations in 2023.

(3) Includes share-based payment expense of \$8.4 million in the first quarter of 2022, \$7.6 million in the second quarter of 2022, \$5.5 million in the third quarter of 2022 and \$2.3 million in the fourth quarter of 2022. Includes share-based payment expense of \$0.9 million in the first quarter of 2023 and \$1.3 million in the second quarter of 2023 and share-based payment income of \$1.3 million in the third quarter of 2023 and \$1.7 million in the fourth quarter of 2023.

The following table set forth certain key performance indicators, for each fiscal quarter for the periods indicated.

	2022 <sup>(1)(2)</sup>				2023 <sup>(1)(2)</sup>			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(unaudited, in millions)							
Quarterly Active Customers	2.6	2.8	2.6	2.8	2.0	2.0	2.0	2.3
Orders	6.6	7.4	6.6	6.9	4.5	4.5	5.7	6.6
GMV	\$ 225.1	\$ 242.9	\$ 212.1	\$ 252.4	\$ 173.2	\$ 179.2	\$ 164.1	\$ 233.3
Adjusted EBITDA	\$ (47.9)	\$ (49.7)	\$ (40.3)	\$ (44.1)	\$ (24.7)	\$ (18.2)	\$ (14.8)	\$ (0.6)

(1) Due to rounding, the sum of quarterly amounts may not equal the amounts reported for the relevant full-year period.

(2) All periods adjusted for the exclusion of food delivery operations in 2023.

## B. Liquidity and Capital Resources

At December 31, 2023, we had a liquidity position of \$120.6 million comprised of \$35.5 million of cash and cash equivalents and \$85.1 million of Term deposits and other financial assets. Most of our liquid means can be freely transferred, for a small fraction of our liquid means we may need authorization or permits for a cross-border transfer.

Since our inception, we have financed our operations primarily through equity issuances. We received net proceeds of \$280.2 million from our April 2019 initial public offering, a concurrent private placement with Mastercard and the issuance of shares to existing shareholders to protect them from dilution. In December 2020, we completed an equity offering, the proceeds of which, net of commissions and expenses, amounted to \$231.4 million and in March 2021, we completed another equity offering, raising proceeds, net of commissions and expenses, of \$341.0 million. Our primary requirements for liquidity and capital are to finance working capital, capital expenditures, which primarily consist of computer equipment, office equipment and lease-hold improvements, as well as general corporate purposes. We believe, based on our current operating plan, that our existing cash and cash equivalents and cash flows from operating activities will be sufficient to meet our anticipated cash needs for working capital, capital expenditures, general corporate needs and business expansion for at least the next twelve months. However, external effects, such as the COVID-19 pandemic, which caused supply and logistics challenges for our business and our sellers' businesses, may also negatively affect our growth trajectory. For example, our local sellers, some of whom rely on imports for supply, may be negatively affected by global supply chain disruptions. Curtailed access to supply for our local sellers may negatively affect the breadth of assortment on our platform which in turn may affect the overall performance of the business and result in a decrease in cash flows from operating activities. Hence, although we believe that we have sufficient cash and cash equivalents to cover our working capital needs in the ordinary course of business and to continue to expand our business, we may, from time to time, explore additional financing sources.

### *Impact of inflation*

At the end of 2023, inflation indicators reached multi-decade highs across a number of countries in which we operate, with core CPI year-over-year increases in December 2023 of 34% in Egypt, 29% in Nigeria and 23% in Ghana, according to IMF data and National Bureau of Statistics (NBS) of Nigeria. Inflationary pressure and currency devaluations are further exacerbated by the regional conflicts with notable exposures in a number of African countries such as Egypt that are dependent on the agricultural product imports from Russia and/or Ukraine. Overall, inflation levels are expected to remain elevated throughout 2024.

In the countries in which we operate, higher inflation rates have been putting significant pressure on consumer sentiment and spending power, while affecting our sellers' ability to import and source goods. In 2023, challenges on both the supply and demand fronts negatively affected the performance of our usage indicators, GMV, Orders and Quarterly Active Customers. On the cost front, while we are experiencing inflation pressure on wages, utility and fuel, we are implementing a number of efficiency initiatives across the full cost structure to mitigate inflation impact and drive cost reduction.

## Consolidated Statement of Cash Flows

	For the year ended December 31,		
	2021	2022	2023
	(in USD millions)		
Net cash flows used in operating activities	(171.2)	(240.2)	(73.0)
Net cash flows (used in) / from investing activities	(404.8)	212.2	62.5
Net cash flows (used in) / from financing activities	334.2	(8.8)	(7.4)
Net (decrease)/increase in cash and cash equivalents	(241.7)	(36.7)	(17.9)
Effect of exchange rate changes on cash and cash equivalents	(15.1)	(8.8)	(18.2)
Cash and cash equivalents at the beginning of the year	373.9	117.1	71.6
Cash and cash equivalents at the end of the year	117.1	71.6	35.5

### *Net Cash Flows used in Operating Activities*

Net cash used in operating activities decreased by 69.6% from a cash outflow of \$240.2 million in 2022 to a cash outflow of \$73.0 million in 2023, primarily driven by a positive impact in working capital and significant cost reduction initiatives. A decrease in accounts receivable and an increase in inventories and accounts payable led to a net cash inflow of \$8.6 million in 2023 compared to a net cash outflow of \$46.7 million in 2022.

### *Net Cash Flows from Investing Activities*

Net cash flows from investing activities has shown a significant cash inflow of \$62.5 million (2022: \$212.2 million mainly related to the maturing and selling of part of the financial investments during 2023 in the amount of \$59.1 and million (2022: \$220.4 million).

### *Net Cash Flows used in Financing Activities*

Net cash flows used in financing activities amounted to a cash outflow of \$7.4 million in 2023 (2022: \$8.8 million) mainly due to the repayment of lease liabilities and payment of lease interest.

## Contractual Obligations

Below is a summary of short-term and long-term anticipated cash requirements as of December 31, 2023:

In thousands of USD	Payments due by period	
	Less than one year	More than one year
Leases	4,404	2,357
Purchase obligations	67,925	13,125
Tax payables	23,999	474
<b>Total</b>	<b>96,328</b>	<b>15,956</b>

Purchase obligations relate primarily to trade payables, accrued employee benefits and other third-party agreements.

### C. Research and Development, Patents and Licenses, Etc.

We continuously invest in our technology and data collection and analytics capabilities. Our technology centers in Porto, Portugal and in Cairo, Egypt provide the centralized and harmonized technology backbone for our operations across our three regions. Our research and development activities focus on the production, maintenance and operation of new and existing goods and services. We see our technology and content expense as an investment in future growth and seller and customer experience and satisfaction. Going forward, we intend to maintain or increase our investments into our technology and data capabilities.

## **D. Trend Information**

See Item 4. "Information on the Company—B. Business Overview."

## **E. Critical Accounting Estimates and Judgments**

The preparation of our consolidated financial statements requires our management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expense, assets and liabilities, and the accompanying disclosures, including disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. For more information on our critical accounting estimates and judgments, see Note 3 to our audited consolidated financial statements included elsewhere in this Annual Report.

### **Judgments**

In the process of applying our accounting policies, our management has made the following judgments. These judgments have the most significant effect on the amounts recognized in the consolidated financial statements:

#### *Climate change*

Up to now, we have not been significantly impacted by climate change, and, currently, we have not considered the climate-related risks as part of our top key risks. Nevertheless, we will continue monitoring every year the potential risks resulting from the effects of climate change. So far, we have not identified nor considered any material impacts of climate change on assumptions used and, on our financial reporting (e.g. provisions, fixed assets, etc.).

#### *Determining the lease term of contracts with renewal and termination options – Group as lessee*

We determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

We have several lease contracts that include extension and termination options. We apply judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, we consider all relevant factors that create an economic incentive for us to exercise either the renewal or termination. After the commencement date, we reassess the lease term if there is a significant event or change in circumstances that is within our control and affects our ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

We have several lease contracts that include extension and termination options. These options are negotiated by management to align with our business needs.

We have assessed potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term, and determined that there are no significant extension options expected not to be exercised nor significant termination options expected to be exercised.

#### *Revenue from contracts with customers*

We applied the following judgements that significantly affect the determination of the amount of revenue from contracts with customers:

#### *Principal versus agent considerations*

We enter into contracts where we act as a seller and determine the price and bear the obligation to deliver those goods to the customer. Under these contracts, we determine that we control the goods before they are transferred to customers and hence are a principal. Additionally, in cases where we enter into transactions wherein we provide marketing services, we are obliged to render the services as well as have the discretion to set the price, and hence are considered as a principal in such transactions.

In cases where we enter into a contract that provides the selling platform to sellers to sell goods and services to customers, we have no discretion in setting the price and have no inventory risk and hence are considered to be the agent in such transactions. The fulfillment services are seen as activities to fulfill the promise to transfer the goods to customers. The sale and the delivery services together constitute a single performance obligation.

#### ***Classification and presentation of other financial assets***

We acquired investment grade bonds managed via a discretionary fund and securities. These investments are included in the statement of financial position as other financial assets. Investments in securities are fully disposed of in 2023. Further details can be found in Note 12 to our audited consolidated financial statements included elsewhere in this Annual Report.

Based on the terms of the discretionary fund agreement, we determine ourselves to be the principal in holding the investments in the bonds, which, as set out in the investment parameters, are held under a “hold to collect and sell” business model. The investments held via the discretionary fund are directly recognized by us and classified as financial assets measured at fair value through other comprehensive income.

The amounts of other financial assets are presented as current whenever maturity of the investments is within 12 months of the reporting date or if we expect to sell the asset within 12 months.

#### **Estimates and assumptions**

##### ***Regional Conflicts***

The effects of ongoing regional conflicts have required reassessment of significant judgments and estimates to be made, including but not limited to:

- Estimates of net realizable value (NRV) of inventory may be subject to more estimation uncertainty than in the past, and determining the appropriate assumptions may require significant judgment.; and,
- Estimates of expected credit losses (ECL) attributable to accounts receivable arising from sales to customers on credit terms, including the incorporation of forward-looking information to supplement historical credit loss rates.

The Group has assessed that the ongoing regional conflicts did not have a significant impact on estimates and judgments. The Group continues to assess potential impact on an ongoing basis, more particularly as it relates to ECL and NRV provisions.

##### ***Uncertain tax positions***

We operate in certain countries where the application of tax rules to complex transactions is sometimes open to interpretation, both by us and taxation authorities. Tax systems, regulations and enforcement processes also have varying stages of development creating uncertainty regarding application of tax law and interpretation of tax treatments. We are also subject to regular tax audits in the countries where we operate. When there is uncertainty over whether the taxation authority will accept a specific tax treatment under the local tax law, that tax treatment is considered uncertain. The resolution of tax positions taken by us, through negotiations with relevant tax authorities or through litigation, can take several years to complete and, in some cases, it is difficult to predict the ultimate outcome. Therefore, Management’s estimate is required to determine provisions for taxes.

Uncertain tax positions are assessed and reviewed by management at the end of each reporting period. Liabilities are recorded for tax positions that are determined by management as more likely than not to result in additional taxes being levied if the positions were to be challenged by the tax authorities. The assessment relies on estimates and assumptions and may involve a series of judgments about future events. These judgments are based on the interpretation of tax laws that have been enacted or substantively enacted by the end of the reporting period, and any known court or other rulings on such issues. Liabilities for penalties, interest and taxes are recognized based on management’s best estimate of the expenditure required to settle the obligations at the end of the reporting period. Management’s best estimate of the amount

to be provided is determined by their judgment and, in some cases, reports from independent experts. Further details can be found in Note 21 to our audited consolidated financial statements included elsewhere in this Annual Report.

***Impairment of trade and other receivables***

We apply the IFRS 9 simplified approach to measuring expected credit losses (ECL), which uses a lifetime expected loss allowance for all trade receivables. The estimated ECL are calculated based on actual credit loss experience over a period that, per business, countries and type of customers, is considered statistically relevant and representative of the specific characteristics of the underlying credit risk.

Using the practical expedient that is allowed by the standard, we have established provision matrices that are based on our historical credit loss experience for the previous years, adjusted for non-recurring events and for forward-looking factors per country, which incorporated several macroeconomic elements such as the countries' GDP and unemployment rates. The expected loss rates are reviewed annually, or when there is a significant change in external factors potentially impacting credit risk, and are updated where management's expectations of credit losses change.

Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity under credit risk.

***Quantitative and qualitative disclosures about market risk***

We are exposed to a variety of risks in the ordinary course of our business, including, but not limited to, foreign currency risk, interest rate risk on other financial assets and securities price risk on other financial assets. We regularly assess each of these risks to minimize any adverse effects on our business as a result of those factors. For discussion and sensitivity analyses of our exposure to these risks, see Note 33 to our audited consolidated financial statements included elsewhere in this Annual Report.



## Item 6. Directors, Senior Management and Employees

### A. Directors and Management

#### Overview

We are a German stock corporation (*Aktiengesellschaft* or *AG*) with registered seat in Germany. We are subject to German legislation on stock corporations, most importantly the German Stock Corporation Act (*Aktiengesetz*). In accordance with the German Stock Corporation Act, our corporate bodies are the management board (*Vorstand*), the supervisory board (*Aufsichtsrat*) and the shareholders' meeting (*Hauptversammlung*). Our management and supervisory boards are entirely separate and, as a rule, no individual may simultaneously be a member of both boards.

Our management board is responsible for the day-to-day management of our business in accordance with applicable laws, our articles of association (*Satzung*) and the management board's internal rules of procedure (*Geschäftsordnung*). Our management board represents us in our dealings with third parties. The authority to direct the Company is vested in the management board by applicable laws.

The principal function of our supervisory board is to supervise our management board. The supervisory board is also responsible for appointing and removing the members of our management board and determining their remuneration, representing us in connection with transactions between a current or former member of the management board and us, and granting approvals for certain significant matters. The supervisory board is not permitted to make management decisions and, unlike the management board, the supervisory board does not have the authority to direct the Company. As a result, the supervisory board is not the equivalent of a board of directors in the United States.

Our management board and our supervisory board are solely responsible for and manage their own areas of competency (*Kompetenztrennung*); therefore, neither board may make decisions that, pursuant to applicable law, our articles of association or the internal rules of procedure, are the responsibility of the other board. Members of both boards owe a duty of loyalty and care to us. In carrying out their duties, they are required to exercise the standard of care of a prudent and diligent businessperson. If they fail to observe the appropriate standard of care, they may become liable to us.

In carrying out their duties, the members of both boards must take into account a broad range of considerations when making decisions, including our interests and the interests of our shareholders, employees, creditors and, to a limited extent, the general public, while respecting the rights of our shareholders to be treated on equal terms. Additionally, the management board is responsible for implementing an internal control and risk management system that is effective and appropriate for the scope of our business activities and our risk situation.

Our supervisory board has comprehensive monitoring responsibilities. To ensure that our supervisory board can carry out these functions properly, our management board must, among other duties, regularly report to our supervisory board regarding our current business operations and future business planning (including financial, investment and personnel planning). In addition, our supervisory board or any of its members is entitled to request special reports from the management board on all matters regarding the Company, our legal and business relations with affiliated companies and any business transactions and matters at such affiliated companies that may have a significant impact on our position at any time.

Under German law, our shareholders have no direct recourse against the members of our management board or the members of our supervisory board if they are believed to have breached their duty of loyalty and care to us. Apart from insolvency or other special circumstances, only we have the right to claim damages against the members of our two boards.

We may waive these claims to damages or settle these claims only if at least three years have passed since a claim associated with any violation of a duty has arisen and only if our shareholders approve the waiver or settlement at a shareholders' meeting with a simple majority of the votes cast; provided that no shareholders who in the aggregate hold one-tenth or more of our share capital oppose the waiver or settlement and have their opposition formally recorded in the meeting's minutes maintained by a German civil law notary.

#### Supervisory Board

German law requires that the supervisory board consists of at least three members, whereby the articles of association may stipulate a certain higher number. Our supervisory board currently consists of six members. German law

further requires the number of supervisory board members to be divisible by three if this is necessary for the fulfillment of workers' co-determination requirements. This does not apply to us as we are currently not subject to co-determination. As we grow, this may change and our supervisory board may be required to include employee representatives subject to the provisions of the German One-Third Employee Representation Act (*Drittelbeteiligungsgesetz*), which applies to companies that have at least 500 employees, and the German Codetermination Act (*Mitbestimmungsgesetz*), which applies to companies that have at least 2,000 employees. In case the German Codetermination Act (*Mitbestimmungsgesetz*) applies to a company, at least 30% of the supervisory board members must be women and at least 30% of the members must be men. This currently does not apply to us.

The supervisory board has set certain targets for the composition of the supervisory board, including:

- at least 37.5% female members serving on our supervisory board by December 31, 2023 and
- an age limit of seventy years at the time of appointment.

The members of our supervisory board are elected by the shareholders' meeting in accordance with the provisions of the German Stock Corporation Act (*Aktiengesetz*). German law does not require the majority of our supervisory board members to be independent and neither our articles of association nor the rules of procedure for our supervisory board provide otherwise. However, the rules of procedure for our supervisory board provide that the supervisory board shall, taken as a whole, comprise of, in its own estimation, an adequate number of independent members. In addition, the rules of procedure of our audit committee set forth that all members of that committee shall be independent.

Under German law, a member of a supervisory board may be elected for a maximum term of up to approximately five years, depending on the date of the shareholders' meeting at which such member is elected. Re-election, including repeated re-election, is permissible. However, the rules of procedure of our supervisory board stipulate that persons having been a member of our supervisory board for 12 years or longer should not be proposed to the shareholders' meeting for re-election. The shareholders' meeting may specify a term of office for individual members or all the members of our supervisory board, which is shorter than the standard term of office and, subject to statutory limits, may set different start and end dates for the terms of members of our supervisory board.

The shareholders' meeting may, at the same time as it elects the members of the supervisory board, elect one or more substitute members. The substitute members replace members who cease to be members of our supervisory board and take their place for the remainder of their respective terms of office. Currently, no substitute members have been elected or have been proposed to be elected.

Members of our supervisory board may be dismissed at any time during their term of office by a resolution of the shareholders' meeting adopted by at least a simple majority of the votes cast. In addition, any member of our supervisory board may resign at any time by giving one month's written notice of his or her resignation to the chairperson of our supervisory board (in case the chairperson resigns, such notice is to be given to the deputy chairperson) or to the management board. The management board, the chairperson of our supervisory board or in case of a resignation by the chairperson, his/her deputy may agree upon a shorter notice period.

Our supervisory board elects a chairperson and a deputy chairperson from its members. The deputy chairperson exercises the chairperson's rights and obligations whenever the chairperson is unable to do so. The members of our supervisory board have elected Jonathan D. Klein as chairperson and Angela K. Mwanza as deputy chairperson, each for the term of their respective membership on our supervisory board. Our supervisory board considers each of Jonathan D. Klein and Angela K. Mwanza to be independent.

The supervisory board meets at least twice during the first half and twice during the second half of each calendar year. Our articles of association and the supervisory board's rules of procedure provide that a quorum of the supervisory board members is present if at least half of its members participate in the vote. Members of our supervisory board are deemed present if they participate via telephone or other electronic means of communication (especially via video conference) or abstain from voting unless the chairperson issues an order deviating therefrom. Any absent member may also participate in the voting by submitting his or her written vote through another member.

Resolutions of our supervisory board are passed by the vote of a simple majority of the votes cast unless otherwise required by law, our articles of association or the rules of procedure of our supervisory board. In the event of a tie, the chairperson of the supervisory board has the casting vote. Our supervisory board is not permitted to make management

decisions, but, in accordance with German law and in addition to its statutory responsibilities, it has determined that certain matters require its prior consent, including:

- material modification of the fields of business of our company and the termination of existing and commencement of new fields of business;
- change of our company's tax residence, registered office or principal place of business or change of the legal form;
- disposition of any of the "Jumia" word marks or any other word and figurative marks currently owned by our company;
- adoption, amendment or rescission of the combined annual business plan for our company including the related investment, budget and financial planning;
- entering into credit or loan agreements or other financing agreements as a borrower in excess of €5.0 million in the individual case as well as changes to our credit line in excess of €5.0 million;
- granting of loans (i) in excess of €1.0 million in the individual case or €2.0 million in the aggregate per year (excluding loans to majority-owned companies or loans granted in the ordinary course of business, e.g., to suppliers or landlords) or (ii) to employees in excess of €100,000 in the individual case excluding wage and salary advances;
- individual investments in fixed assets exceeding €4.0 million in the individual case or exceeding the agreed annual investment budget by more than €8.0 million in total;
- granting of collateral, pledge or transfer as security of assets of our company, assumption or taking over of guarantees or similar liabilities or of sureties or personal guarantees, payment guarantees and of any and all obligations similar to personal guarantees (*bürgerschaftsähnliche Verpflichtungen*), issuance of letters of comfort (*Patronatserklärungen*) as well as issuance of notes payable (*Eingehen von Wechselverbindlichkeiten*) in excess of an amount of €7.0 million or outside the ordinary course of business, provided, however, that statutory and/or customary securities and/or liabilities of the aforementioned kind (e.g. lessor's lien, liens in connection with commercial loan insurances, retention of title, custom and tax deposits, etc.) or securities and/or liabilities for the benefit of majority-owned companies shall always be considered as inside the ordinary course of business;
- futures transactions concerning currencies, securities and exchange traded goods and rights as well as other transactions with derivative financial instruments in excess of €2.0 million and made outside the ordinary course of business, provided, however, that hedging transactions to limit corresponding risks shall always be in the ordinary course of business;
- acquisition or disposal of operational subsidiaries or enterprises, including joint ventures, participations in enterprises or independent divisions of a business, other than the acquisition of shelf companies, exceeding an amount of €1.0 million in the individual case or €2.5 million in total on an annual basis;
- capital measures in companies in which an interest is held, provided that third parties participate in such capital measure and that such third parties pay more than €3.5 million for the subscription of the shares;
- encumbrance of shares, if such shares secure a claim of more than €7.0 million, as well as liquidation of companies;
- material changes to the business of a subsidiary which accounts for at least €2.0 million in terms of total assets, revenues or gross profit;
- introduction and amendment of an employee incentive system involving the granting of shares in our company or virtual shares, or other share price-related incentives;
- execution, amendment or termination of agreements with definitively committed payment obligations exceeding €8.0 million unless specifically provided for in an approved business plan, in which case an approval is only required in case the payment obligations exceed €12.0 million;

- initiation or termination of court cases or arbitration proceedings involving an amount in controversy greater than €1.0 million in the individual case;
- conclusion, amendment or termination of enterprise agreements pursuant to Sections 291 et seqq. of the German Stock Corporation Act (*Aktiengesetz*); and
- business dealings of our company or its subsidiaries on the one side and a major shareholder or a party related to such major shareholder on the other side, except for (i) transactions that do not exceed (individually or together with related or similar transactions) a market value of €200,000 and (ii) the purchase of merchandise, services and licenses in the ordinary course of business of our company at arm's length terms.

Our supervisory board last updated this list on November 5, 2022 and may further amend the list or designate further types of actions as requiring its approval.

The following table sets forth the names and functions of the current members of our supervisory board, their ages, their terms (which expire on the date of the relevant year's general shareholders' meeting) and their principal occupations outside of our Company:

Name	Age	Term expires	Principal occupation
Jonathan D. Klein	63	2026	Co-Founder & Member of the Board, Getty Images
Anne Eriksson	65	2026	Non-Executive Director on various boards
Blaise Judja-Sato	59	2026	Founder, VillageReach; Founder, Resilience Trust
Angela Kaya Mwanza	53	2024	Managing Director, Private Advisor, Rockefeller Capital Management
Elizabeth J. Huebner	66	2026	Non-Executive Director on various boards
Pierre-Yves Calloc'h	49	2026	Chief Digital Officer, Pernod Ricard

Elizabeth J. Huebner and Pierre-Yves Calloc'h were appointed to the supervisory board by the annual shareholders' meeting of August 14, 2023.

The business address of the members of our supervisory board is the same as our business address: Skalitzer Straße 104, 10997 Berlin, Germany.

The following is a brief summary of the prior business experience of the members of our supervisory board:

**Jonathan D. Klein** has been an independent member and the chairman of our supervisory board since January 2019. Mr. Klein is the co-founder of Getty Images and served as the chief executive officer of Getty Images for over 20 years, prior to becoming its chairman in 2015 and he currently serves as a member of the board of directors. Mr. Klein currently serves as a member of the board of directors for several other institutions including Squarespace, Etsy, Bloom & Wild, The New Press and the Committee to Protect Journalists. Mr. Klein also served as executive-in-residence/catalyst advisor at General Catalyst until June 2023. Mr. Klein is a member of The Council on Foreign Relations. He received his master's degree in law from the University of Cambridge.

**Pierre-Yves Calloc'h** has been an independent member of our supervisory board since August 2023. Mr. Calloc'h has been Chief Digital Officer of wine & spirits group Pernod Ricard since 2020. After leading digital marketing and e-commerce acceleration including M&A of marketplace and e-business players, he currently leads business innovation and deployment of AI at scale. With an engineering degree from École Polytechnique, he started his career at KPMG consulting on B2B e-commerce and SAP for retail practice, then joined Gérard Darel fashion group, before joining Pernod Ricard in 2003, as CIO for France. After various IT leading positions, he became Managing Director of Pernod Ricard affiliates in Colombia and Venezuela based in Bogota until 2017. Mr. Calloc'h has been a mentor for Endeavor Latin America.

**Anne Eriksson** has been an independent member of our supervisory board since June 2021. Ms. Eriksson serves as a non-executive director on the boards and chairs the audit committee of the African Asset Finance Company and RAXIO Group respectively. Ms. Eriksson also serves on the board of trustees of M-PESA Foundation. In addition, Ms.

Eriksson is an independent member of the audit, finance, and risk committee of CGIAR. Ms Eriksson has previously served on the board and chaired the audit committee of KCB Group Plc in addition to serving on the boards of two of its subsidiaries. Other previous roles include serving as an independent member and chair of the audit committee of the Africa Local Currency Bond Fund, and as an independent chair of the investment committee of Catalyst Fund. Anne retired from PricewaterhouseCoopers (PwC) in 2018, where she was the Regional Senior Partner and CEO for Eastern Africa and Senior Country Partner Kenya. Her previous roles at PwC included leading the assurance practice, with responsibility for both East and West Africa. She worked for PwC for 40 years, 31 years as a partner and is widely recognized as one of Africa's leading professionals in the industry. Anne holds an MBA with Distinction from the University of Warwick and is a Fellow of the Association of Certified and Chartered Accountants (FCCA) and a Fellow of the Institute of Certified Accountants of Kenya (FCPA).

**Elizabeth J Huebner** has been an independent member of our supervisory board since August 2023. Ms. Huebner is a seasoned financial professional with public company CFO experience as well as public and private company board experience. She currently serves on the boards of REI, Curology and Boom Supersonic. She served on four additional public company boards in the past in addition to serving on the Board of the PNW Chapter of NACD. Ms. Huebner is a qualified financial expert and has chaired several board committees including Audit, Nominations and Governance and Compensation. She has spoken at numerous events focusing on promoting more diversity, particularly women, on boards. Ms. Huebner held numerous executive finance positions before retiring in 2006. She was most recently the Senior Vice President and Chief Financial Officer for Getty Images, Inc. Prior to Getty Images, Ms. Huebner was the Chief Financial Officer for Primus Knowledge Solutions, Inc. and was also the Chief Financial Officer for Fluke Corporation from 1996 to 1998. She began her career at Arthur Andersen where she left as an audit manager and spent seven years with McCaw Cellular (ATTWireless) in a variety of senior financial positions.

**Blaise Judja-Sato** has been an independent member of our supervisory board since January 2019. Mr. Judja-Sato also serves on the board of directors at Grassroot Soccer and from 2022 to 2023 chaired the compensation committee and served on the audit committee at Leafly Holdings, Inc. He is an award-winning leader in the fields of technology, innovation, and social impact. He partners with governments, investors, founders, and management teams using technology to address global challenges and create opportunities for all. He founded VillageReach and Resilience Trust in 2000 and 2015 respectively. From 2009 to 2015, he served as executive director at the International Telecommunication Union (United Nations specialized agency for information and communications technology), founder and president of the Nelson Mandela Foundation USA from 2000 to 2012, co-head of global development initiatives at Google from 2006 to 2007, director of international business development at Teledesic Corporation from 1996 to 2002, regional managing director at AT&T International from 1994 to 1996, and senior consultant at Andersen Consulting (Accenture) from 1998 to 1992. He received an MBA from The Wharton School, a master's degree in engineering from Ecole Nationale Supérieure des Télécommunications de Paris, and a master's degree in mathematics from University of Montpellier.

**Angela Kaya Mwanza** has been an independent member of our supervisory board since March 2019. Ms. Mwanza is a Managing Director, Private Advisor at Rockefeller Capital Management and was formerly a co-founder of Evergreen Wealth Management at UBS Private Wealth Management. She serves on the boards of Grace Farms Foundation, Pharrell's Yellow, Project Drawdown, and is the Chair of the Cornell College of Business. She also is a member of the Advisory Board of Summit Junto, LLC. Ms. Mwanza is a leader in the field of Private Wealth Management and a thought leader in the field of responsible investing. She was named one of the "46 Leaders in Sustainable Investing (Who are Also Women)" by Forbes, received the "Women of Power & Influence Award" by the National Organization of Women, and was named one of "50 Most Influential Women in Private Wealth" by Private Asset Management Magazine. She is a frequent contributor in the global financial press, including appearances on Bloomberg and CNBC. She earned her M.A. in Linguistics from the University of Konstanz in Germany, and she holds a Master of Business Administration (MBA) From Cornell University.

## **Management Board and Senior Management**

### ***Management Board***

Pursuant to our articles of association, our management board consists of one or several members. Our supervisory board determines the exact number of members of our management board. The supervisory board may appoint one or several chairpersons and a deputy chairperson or a speaker of the management board. At present, our management board consists of two members.

The members of our management board are appointed by our supervisory board for a term of up to five years. They are eligible for reappointment or extension, including repeated re-appointment and extension, in each case again for

up to an additional five years. Prior to the expiration of his or her term, a management board member may only be removed from office by our supervisory board for cause. Examples of cause include a serious breach of duty by a member of the management board, the inability of a member of the management board to perform his or her duties or a vote of no confidence by the shareholders in a shareholders' meeting.

The members of our management board conduct the daily business of our company in accordance with applicable laws, our articles of association and the rules of procedure for the management board adopted by our supervisory board. They are generally responsible for the management of our company and for handling our daily business relations with third parties, the internal organization of our business and communications with our shareholders. In addition, the management board is primarily responsible for:

- preparing our annual financial statements;
- proposing to our shareholders' meeting on how our profits (if any) should be allocated; and
- regularly reporting to the supervisory board on our current operating and financial performance, our budgeting and planning processes and our performance under them, and on future business planning (including strategic, financial, investment and personnel planning).

A member of the management board may not deal with or vote on matters relating to proposals, arrangements or contractual agreements between himself or herself and our company and may be liable to us if he or she has a material interest in any contractual agreement between our company and a third-party which is not disclosed to and approved by our supervisory board.

The rules of procedure for our management board provide that certain matters require a resolution of the entire management board, in addition to transactions for which a resolution adopted by the entire management board is required by law or required by our articles of association. In particular, the entire management board shall decide on, among others:

- the strategy of our company, fundamental issues of the business policy and any other matters, especially national or international business relations, which are of special importance and scope for the Company;
- the annual and multi-year business planning for our company, and in particular the related investment and financial planning;
- the preparation of the annual financial statements and the management report, the consolidated financial statements and the group management report, as well as semi-annual and quarterly financial reports, interim announcements and other comparable reports;
- convening of our shareholders' meetings and proposed resolutions of the management board to be submitted to the shareholders' meeting for a resolution;
- the periodic reporting to the supervisory board;
- matters which require the approval of our supervisory board pursuant to the rules of procedure of the management board;
- matters which impact more than one member of the management board's area of responsibility; and
- fundamental issues relating to personnel matters.

#### *Members of our Management Board*

The following table sets forth the names and functions of the current members of our management board, their ages and their terms:

Name	Age	Term ends	Principal occupation
Francis Dufay	37	November 4, 2025	Chief Executive Officer
Antoine Maillet-Mezeray	54	November 4, 2025	Executive Vice President, Finance & Operations

The business address of the members of our management board is the same as our business address: Skalitzer Straße 104, 10997 Berlin, Germany.

With approval of the supervisory board, on October 31, 2023, we entered into new service agreements with the members of the management board. The management board term for both Francis Dufay and Antoine Maillet-Mezeray will expire under the current service agreements on November 4, 2025.

The following is a brief summary of the business experience of the members of our management board:

**Francis Dufay** was appointed as a member of our management board in 2022. He has been with the Company since 2014 and has held multiple senior leadership roles, including CEO of Ivory Coast and Executive Vice President Africa with responsibility for the group's e-commerce business across Africa. Before joining Jumia, Francis worked in Brussels (Belgium) for McKinsey & Company (2009-2014) where he managed projects in Europe and Sub-Saharan Africa, focused on e-commerce and retail, as well as public sector & economic development.

**Antoine Maillet-Mezeray** was appointed as a member of our management board in 2022. He joined our company in 2016 and served as our chief financial officer until his appointment as member of our management board in November 2022. Mr. Maillet-Mezeray began his career with Mazars, where he worked as an auditor from 1994 to 1997. From 1997 to 2015, Mr. Maillet-Mezeray worked for several technology companies as either chief executive officer or chief financial officer, in which roles he built and led finance teams with significant operating scale and complexity. Mr. Maillet-Mezeray holds a master's degree in finance from Neoma Business School in France as well as a master's degree in philosophy.

## B. Compensation

We set out below the amount of compensation paid and benefits in kind provided by us or our subsidiaries to our supervisory board members and our management board members for services in all capacities to us or our subsidiaries for the year ended December 31, 2023, as well as the amount contributed by us or our subsidiaries to retirement benefit plans for our supervisory board members and management board members.

### Compensation of Supervisory Board Members

Under mandatory German law, the compensation of the supervisory board of a German stock corporation (*Aktiengesellschaft*) is determined by the annual general meeting. In the annual general meeting held on August 14, 2023, our shareholders resolved the following compensation system:

- Ordinary members of the supervisory board and the deputy chairperson of the supervisory board receive a fixed compensation in the amount of \$125,000 per annum. The chairperson of the supervisory board receives a fixed compensation in the amount of \$250,000 per annum.
- The chairperson of the audit committee receives an additional fixed compensation of \$90,000 per annum and any other member of the audit committee an additional fixed compensation in the amount of \$75,000 per annum.
- The chairperson of the compensation committee receives an additional fixed compensation of \$40,000 per annum and any other member of the compensation committee an additional compensation in the amount of \$20,000 per annum.
- The chairperson of the corporate governance and nomination committee receives an additional fixed compensation of \$20,000 per annum and any other member of the corporate governance and nomination committee an additional compensation in the amount of \$12,000 per annum.
- We do not pay fees for attendance at supervisory board or committee meetings.
- The members of the supervisory board are entitled to reimbursement of their reasonable out-of-pocket expenses incurred in the performance of their duties as supervisory board members as well as the value added tax on their compensation and out-of-pocket expenses.
- The members of the supervisory board are included in our company's D&O insurance.



The following table shows the compensation for the members of our supervisory board for 2023 and 2022:

Name	Base compensation		Committee membership <sup>(1)</sup> 2023 <sup>(2)</sup>			Committee compensation		Total compensation	Base compensation		Committee compensation		Total compensation	
	in \$ <sup>(3)</sup> thousand	in %	Audit	Comp.	CG & Nom.	in \$ <sup>(3)</sup> thousand	in %	in \$ <sup>(3)</sup> thousand	2022					
									in \$ <sup>(3)</sup> thousand	in %	in \$ <sup>(3)</sup> thousand	in %	in \$ <sup>(3)</sup> thousand	in %
Jonathan D. Klein (Chairman)	247	81			M	58	19	305	237	71	95	29	331	
John H. Rittenhouse (until August 14, 2023)	72	54				62	46	134	121	53	105	47	226	
Gilles Bogaert <sup>4</sup> (until May 23, 2023)	—	—				—	—	—	53	100	—	—	53	
Anne Eriksson	117	57	C		M	90	43	207	105	57	79	43	184	
Andre Iguodala (until June 30, 2023)	54	68				25	32	79	105	69	47	31	152	
Blaise Judja-Sato	117	47	M	C	C	130	53	247	105	45	126	55	231	
Angela Kay Mwanza (Vice Chairman)	117	56	M	M	M	92	44	209	105	57	79	43	184	
Aminata Ndiaye <sup>5</sup> (until August 14, 2023)	—	—				—	—	—	—	—	—	—	—	
Pierre-Yves Calloc'h (since August 14, 2023)	42	87			M	6	13	49	—	—	—	—	—	
Elizabeth J. Huebner (since August 14, 2023)	42	57	M		M	31	43	74	—	—	—	—	—	

(1) Audit committee, compensation committee and corporate governance and nominations committee. “C” means chairperson, “M” means member.

(2) Committee membership since August 14, 2023.

(3) Amounts converted to USD using the average exchange rate of each corresponding period, when applicable.

(4) Gilles Bogaert waived 50% of his compensation in 2022 and his full compensation in 2023.

(5) Aminata Ndiaye, who is an employee of Orange, one of our shareholders, waived her compensation.

Our supervisory board was established for the first time upon the conversion of Africa Internet Holding GmbH into Jumia Technologies AG, which was resolved upon on December 17 and 18, 2018 and became effective by registration with the commercial register on January 31, 2019.

Jonathan D. Klein, Blaise Judja-Sato and Pierre-Yves Calloc'h are the only members of our supervisory board who beneficially own ordinary shares / ADS of our company. As of March 1, 2024, Mr. Klein held 173,585 ADS, Mr. Judja-Sato held 16,000 ADS and Mr. Calloc'h held 2,900 ADS.

## Compensation of the Members of our Management Board

Pursuant to section 120a(1) sentence 1 of the German Stock Corporation Act, our shareholders must approve a remuneration system for the members of our management board as proposed by our supervisory board at least every four years. Our shareholders approved our management board remuneration system at our July 2022 annual general meeting.

The compensation system for our management board has been set with a view to promoting our corporate strategy and long-term development. It has both fixed and variable components. The compensation system for members of our management board is summarized below:

Overview of the compensation system

Fixed compensation	Base salary	– Fixed annual compensation is paid out in twelve equal monthly installments
	Fringe benefits	– Primarily include contributions to market-standard insurances (health and nursing care insurance as well as survivors and accident insurance) and reimburses of expenses
Variable compensation	Short-term Restricted Stocks	– Type of plan: Short-term VRSUP or equivalent later plan – Performance period: Two years vesting, two years performance measurement – Performance targets: Gross Merchandise Volume growth rate
	Long-term Restricted Stocks	– Type of plan: Long-term VRSUP or equivalent later plan – Performance period: Four years vesting or waiting period, four years performance measurement – Performance targets: Gross Merchandise Volume growth rate, Profitability, Operational and ESG targets
	Malus and clawback	– Variable compensation can be reduced (malus) or reclaimed (clawback) in case of an incorrect consolidated financial statement or in case of a breach of Compliance Guidelines, the Code of Conduct or a material contractual duty
	Share Ownership Guidelines	– Obligation to acquire shares of the Company worth 100% of annual gross base compensation and hold them permanently at least until the end of appointment
	Maximum compensation	– €15 million for every Management Board member for one fiscal year

Our core strategy is focused on both growth, which includes the goal to gain a leadership position across markets, to increase the number of sellers on our platform and to build for the long-term, and cost discipline, which includes the goal to reduce operating losses meaningfully in the near- and mid-term. Management board compensation takes into account our GMV development. An increase in GMV implies an increase in the usage of our marketplace and is an indicator for our growth. We also place high value on stabilizing the Group and managing costs to strengthen long-term development of our business. Therefore, a profitability measure is implemented in the long-term variable compensation component (Adjusted EBITDA). All elements of our strategy contribute to our value and hence will be reflected in the share price.

We have entered into service agreements with the members of our management board. These agreements generally provide for non-performance-based, i.e. fixed, and performance-based, i.e. variable, compensation components. The fixed compensation component includes the base salary and fringe benefits, while the variable compensation component includes virtual restricted stock units. In addition to these fixed and variable compensation components under the terms of their service agreements, the members of our management board are entitled to specific insurance benefits (including accident and directors' and officers' insurance) and reimbursement of necessary and reasonable disbursements.

We believe that the agreements between us and the members of our management board provide for payments and benefits (including upon termination of employment) that are in line with customary market practice.

Each year, we publish a compensation report that complies with the legal requirements of Section 162 of the German Stock Corporation Act (AktG).

### **Target Total Compensation for our Management Board**

The target compensation of the members of our management board includes a base salary as well as variable and other compensation. Target compensation refers to the fair value of each compensation component at the time each component is granted.

The following table shows the target compensation for each member of the management board in 2023, full year, and 2022, prorated to the length of their service in that year from November 5, 2022 to December 31, 2022. Fringe benefits represent expenses in the relevant year:

Name	Francis Dufay CEO				Antoine Maillet-Mezeray EVP Finance and Operations			
	2023		2022 <sup>(1)</sup>		2023		2022 <sup>(1)</sup>	
	in \$ <sup>(2)</sup> thousand	in %	in \$ <sup>(2)</sup> thousand	in %	in \$ <sup>(2)</sup> thousand	in %	in \$ <sup>(2)</sup> thousand	in %
Base salary	381	38	57	43	389	38	59	43
Fringe benefits <sup>(3)</sup>	5	1	—	—	4	—	4	3
<b>Sum fixed compensation</b>	<b>386</b>	<b>38</b>	<b>57</b>	<b>43</b>	<b>394</b>	<b>39</b>	<b>63</b>	<b>46</b>
<b>Short-Term Incentive</b>	<b>279</b>	<b>28</b>	<b>33</b>	<b>25</b>	<b>279</b>	<b>28</b>	<b>33</b>	<b>24</b>
Virtual Restricted Stock Unit Program 2021	—	—	33	25	—	—	33	24
Virtual Restricted Stock Unit Program 2023	279	28	—	—	279	28	—	—
<b>Long-Term Incentive</b>	<b>342</b>	<b>34</b>	<b>41</b>	<b>31</b>	<b>342</b>	<b>34</b>	<b>41</b>	<b>30</b>
Virtual Restricted Stock Unit Program 2021	—	—	41	31	—	—	41	30
Virtual Restricted Stock Unit Program 2023	342	34	—	—	342	34	—	—
<b>Sum variable compensation</b>	<b>621</b>	<b>62</b>	<b>74</b>	<b>57</b>	<b>621</b>	<b>61</b>	<b>74</b>	<b>54</b>
<b>Total target compensation</b>	<b>1,007</b>	<b>100</b>	<b>131</b>	<b>100</b>	<b>1,014</b>	<b>100</b>	<b>137</b>	<b>100</b>

(1) The compensation in 2022 was prorated to the length of their management board service in that year from November 5, 2022 to December 31, 2022.

(2) Amounts converted to USD using the average exchange rate of each corresponding period, when applicable

(3) Fringe benefits primarily include contributions to market-standard insurance, such as health and nursing care insurance for the management board member and his/her family, and accident insurance. We also reimburse each management board member for expenses incurred in the course of the due performance of his duties and grant an education allowance for eligible dependent children. Finally, we include the management board member in our D&O insurance.

There are no pension commitments or retirement benefit agreements.

### **Total Compensation Awarded and Due to our Current Management Board**

Compensation awarded and due refers to the value of each compensation component when settled (in the case of virtual restricted stock units).

The tables below show the compensation awarded and due to the members of the management board in 2023, full year, and 2022, prorated to the length of their service in that year from November 5, 2022 to December 31, 2022. The tables show total fixed compensation, including the base salary paid out and the expenses of the fringe benefits in 2023 and

2022, as well as total variable compensation, including virtual restricted stock units that vested and became awarded and due in 2023 and 2022:

Current Management Board members	Francis Dufay CEO				Antoine Maillet-Mezeray EVP Finance and Operations			
	2023		2022 <sup>(1)</sup>		2023		2022 <sup>(1)</sup>	
	in \$ <sup>(2)</sup> thousand	in %	in \$ <sup>(2)</sup> thousand	in %	in \$ <sup>(2)</sup> thousand	in %	in \$ <sup>(2)</sup> thousand	in %
<b>Name</b>								
Base salary	381	84	57	100	389	90	59	93
Fringe benefits <sup>(3)</sup>	5	1	—	—	4	1	4	7
<b>Sum fixed compensation</b>	<b>386</b>	<b>85</b>	<b>57</b>	<b>100</b>	<b>394</b>	<b>91</b>	<b>63</b>	<b>100</b>
<b>Short-Term Incentive</b>	<b>68</b>	<b>15</b>	<b>—</b>	<b>—</b>	<b>38</b>	<b>9</b>	<b>—</b>	<b>—</b>
Virtual Restricted Stock Unit Program 2021	68	15	—	—	38	9	—	—
Virtual Restricted Stock Unit Program 2023	—	—	—	—	—	—	—	—
<b>Long-Term Incentive</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
Virtual Restricted Stock Unit Program 2021	—	—	—	—	—	—	—	—
Virtual Restricted Stock Unit Program 2023	—	—	—	—	—	—	—	—
<b>Sum variable compensation</b>	<b>68</b>	<b>15</b>	<b>—</b>	<b>—</b>	<b>38</b>	<b>9</b>	<b>—</b>	<b>—</b>
<b>Total target compensation</b>	<b>454</b>	<b>100</b>	<b>57</b>	<b>100</b>	<b>432</b>	<b>100</b>	<b>63</b>	<b>100</b>

- (1) The compensation in 2022 was prorated to the length of their management board service in that year from November 5, 2022 to December 31, 2022.
- (2) Amounts converted to USD using the average exchange rate of each corresponding period, when applicable.
- (3) Fringe benefits primarily include contributions to market-standard insurance, such as health and nursing care insurance for the management board member and his/her family, and accident insurance. We also reimburse each management board member for expenses incurred in the course of the due performance of his duties and grant an education allowance for eligible dependent children.
- (4) Short-term incentive that vested and became awarded and due in 2023 is comprised of 25,000 VRSUs granted to Mr. Dufay on June 10, 2021 and 20,000 granted to Mr. Dufay on September 13, 2021, prior to his appointment to the management board, and 25,000 VRSUs granted to Mr. Maillet-Mezeray on June 10, 2021, prior to his appointment to the management board.

We do not separately set aside amounts from pensions, retirement or other benefits for members of our management board, other than pursuant to relevant statutory requirements.

#### *Share-based Compensation to our Management Board*

The following table provides a statement of all outstanding virtual restricted stock units held by each member of our management board. The table includes VRSUs granted prior and subsequent to Mr. Dufay and Mr. Maillet-Mezeray's appointment to the management board. The members of our management board do not hold any stock options.

Name	Number of granted Options/RSUs
<b>Francis Dufay</b>	
VRSUP 2021	457,000
VRSUP 2023	350,000
<b>Antoine Maillet-Mezeray</b>	
VRSUP 2021	417,000
VRSUP 2023	350,000

Each member of our management board received stock options under the Stock Options Plan 2019 and the Stock Options Plan 2020 in grants made in 2019 and 2020. The options were subject to a 10% compound annual growth rate of

GMV over a four-year performance period. The stock options did not vest and have been cancelled because the performance condition was not achieved.

Each member of our management board received virtual restricted stock units, or VRSUs, under the Virtual Restricted Unit Plan 2021 for awards made in 2021 and 2022 and under the Virtual Restricted Unit Plan 2023 for awards made in 2023. 217,000 VRSUs granted to Mr. Dufay and 177,000 VRSUs granted to Mr. Maillet-Mezeray prior to their management board appointments do not have performance conditions. 240,000 VRSUs granted to each Mr. Dufay and Mr. Maillet-Mezeray in 2022 as well as 350,000 VRSUs granted to each Mr. Dufay and Mr. Maillet-Mezeray in 2023 are subject to performance conditions linked to the growth rate of GMV and profitability of the Group (Adjusted EBITDA). The current management board awards vest in part after 2 years and in part after 4 years and have 2- and 4-year performance periods.

The vesting and performance period schedule applicable to the VRSUs granted in 2022 and 2023 to the members of our management board are summarized below:

Name	Grant value in \$	Average share price at grant date in \$( <sup>1</sup> )	Number of granted restricted stock units	Grant Date	Performance and/or vesting period
<b>Francis Dufay</b>					
VRSUP 2021	192,780	1.79	108,000	12/15/2022	Vesting: 12/15/2022 - 12/31/2024 Performance: 1/1/2023 - 12/31/2024
VRSUP 2021	235,620	1.79	132,000	12/15/2022	Vesting: 12/15/2022 - 12/31/2026 Performance: 1/1/2023 - 12/31/2026
VRSUP 2021	315,560	3.22	98,000	6/15/2022 <sup>(2)</sup>	Vesting: 6/15/2022 – 2/10/2024 No performance conditions
VRSUP 2021	157,780	3.22	49,000	6/15/2022 <sup>(2)</sup>	Vesting: 6/15/2022 – 2/10/2025 No performance conditions
VRSUP 2023	273,263	1.74	157,500	12/15/2023	Vesting: 15/12/2023 – 31/12/2025 Performance: 1/1/2024 – 31/12/2025
VRSUP 2023	333,988	1.74	192,500	12/15/2023	Vesting: 15/12/2023 – 31/12/2027 Performance: 1/1/2024 – 31/12/2027
<b>Antoine Maillet-Mezeray</b>					
VRSUP 2021	192,780	1.79	108,000	12/15/2022	Vesting: 12/15/2022 - 12/31/2024 Performance: 1/1/2023 - 12/31/2024
VRSUP 2021	235,620	1.79	132,000	12/15/2022	Vesting: 12/15/2022 - 12/31/2026 Performance: 1/1/2023 - 12/31/2026
VRSUP 2021	272,625	3.22	84,666	6/15/2022 <sup>(2)</sup>	Vesting: 6/15/2022 – 2/10/2024 No performance conditions
VRSUP 2021	136,315	3.22	42,334	6/15/2022 <sup>(2)</sup>	Vesting: 6/15/2022 – 2/10/2025 No performance conditions
VRSUP 2023	273,263	1.74	157,500	12/15/2023	Vesting: 15/12/2023 – 31/12/2025 Performance: 1/1/2024 – 31/12/2025
VRSUP 2023	333,988	1.74	192,500	12/15/2023	Vesting: 15/12/2023 – 31/12/2027 Performance: 1/1/2024 – 31/12/2027

(1) Average share price at grant means the closing price of our ordinary shares on NYSE on the grant date. Two ordinary shares is the equivalent of one ADS.

(2) Granted prior to management board appointment.

### ***Further Contractual Arrangements***

#### *Malus and Clawback Clauses*

The service agreements entered into by the members of our management board contain malus and clawback provisions. Under these, the remuneration from the payout of virtual restricted stock units and/or stock options can be reduced (malus) or reclaimed (clawback). The supervisory board has the right to reduce or reclaim compensation if a member of the management board intentionally breaches our code of conduct, compliance guidelines or a material

contractual duty or if a member of the management board commits significant breaches of duties of care under German corporate law.

No malus or clawback provisions were applied in fiscal year 2023.

#### *Share Ownership Guidelines*

Each management board member is required to acquire shares of Jumia worth 100% of such member's annual gross base salary and to hold those shares at least until the end of appointment as a member of the management board. Management board members are obligated to build up the required amount of shares within four years after initial appointment or after the effective date of the share ownership guidelines, respectively.

As of March 1, 2024, the value of shares held by Mr. Mailliet-Mezeray exceeded the shareholding requirement in his service agreement. As of March 1, 2024, the value of shares held by Mr. Dufay exceeded the shareholding requirement in his service agreement.

#### *Early Termination*

In the event of termination of the membership to the management board, in particular by revocation of the appointment or resignation, the service agreement also ends automatically in accordance with the statutory notice periods.

In the event the management board member's service agreement with us ends due to voluntary resignation from office prior to the regular end of term of office, or in case of a revocation from office by us in circumstances where there are grounds justifying a termination of the service relationship for good cause, all unvested as well as vested but not yet paid virtual restricted stock units and stock options will forfeit without compensation.

In cases of early termination other than those described above, a management board member shall retain all virtual restricted stock units or stock options already vested and not yet paid out.

#### *Change of Control*

In the event of a change of control, vesting of virtual restricted stock units and stock options will be accelerated. For purposes of our share-based compensation programs, a change of control is an event or process, in which a person or entity acquires a majority of our shares or all or substantially all of our assets. Another business combination transaction, such as a merger, having a similar effect will also be considered to be a change of control. Accelerated vesting means that all unvested virtual restricted stock units and stock options shall vest immediately at the date of the change of control. Under our VRSUP 2023, for members of our management board, virtual restricted stock units will accelerate only if he or she resigns for good reason or his or her employment is terminated without cause within one year after a change of control. The change of control does not trigger a termination right. Thus, no severance payment will be due solely due to the change of control.

#### *Severance Payments*

In the event of premature termination of the service agreement, any severance payment to be negotiated may not exceed two years' compensation and is also limited to the compensation for the remaining term of the service agreement.

#### *Post-contractual Prohibition on Competition*

Each management board member will be prohibited for 24 months after the ending of the service agreement from competing with us or with our direct and indirect subsidiaries. The post contractual prohibition on competition relates materially to all areas in which we are active at the time the service agreement ends, and geographically to the entire area of activity at the time the service agreement ends.

For the duration of the post-contractual non-competition period, the Company is obligated to pay the management board member compensation equivalent to half of the fixed monthly compensation last received by the management board member. Other income received by the management board member will be offset against the post contractual non-competition compensation.

We may waive the post-contractual non-competition period at any time. In this case, our obligation to pay compensation will end six months after granting of the waiver.

*Secondary Activities*

If a management board member receives compensation for serving on the supervisory boards of affiliated companies, this compensation will be offset against the regular compensation at Jumia.

## C. Supervisory Board Practices

### Supervisory Board Practices

Decisions are generally made by our supervisory board as a whole; however, decisions on certain matters may be delegated to committees of our supervisory board to the extent permitted by law. The chairperson, or if he or she is prevented from doing so, the deputy chairperson, chairs the meetings of the supervisory board and determines the order in which the agenda items are discussed, the method and order of voting, as well as any adjournment of the discussion and passing of resolutions on individual agenda items after a due assessment of the circumstances.

In addition, under German law, each member of the supervisory board is obliged to carry out his or her duties and responsibilities personally, and such duties and responsibilities cannot be generally and permanently delegated to third parties. However, the supervisory board and its committees have the right to appoint independent experts for the review and analysis of specific circumstances in accordance with its supervision duties under German law. We would bear the costs for any such independent experts that are retained by the supervisory board or any of its committees.

The supervisory board may form committees from among its members and charge them with the performance of specific tasks. The committees' tasks, authorizations and processes are determined by the supervisory board. Where permissible by law, important powers of the supervisory board may also be transferred to committees.

Under Section 10 of its rules of procedure, the supervisory board has established an audit committee, a compensation committee, and a corporate governance and nomination committee. Set forth in the table below are the current members of the audit committee, the compensation committee, and the corporate governance and nomination committee:

Name of committee	Current Members
Audit committee	Anne Eriksson (chairperson), Blaise Judja-Sato and Elizabeth J. Huebner
Compensation committee	Blaise Judja-Sato (chairperson), Angela Kaya Mwanza, Elizabeth J. Huebner and Pierre-Yves Calloc'h
Corporate governance and nomination committee	Jonathan D. Klein (chairperson), Anne Eriksson and Angela Kaya Mwanza

#### *Audit Committee*

Our audit committee assists the supervisory board in overseeing the accuracy and integrity of our financial statements, our accounting and financial reporting processes and audits of our financial statements, the effectiveness of our internal control system, our risk management system, our compliance with legal and regulatory requirements, the independent auditors' qualifications and independence, the performance of the independent auditors and the effectiveness of our internal audit functions. The audit committee's duties and responsibilities to carry out its purposes include, among others:

- the preparation of the supervisory board recommendation to the shareholders' meeting on the appointment of the independent auditors to audit our financial statements and the respective proposal to the supervisory board;
- direct responsibility for the appointment, compensation, retention and oversight of the work of the independent auditors, who shall report directly to the audit committee, provided that the auditor appointment and termination shall be subject to approval by the shareholders' meeting;
- the pre-approval, or the adoption of appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors;
- the handling of matters and processes related to auditor independence;
- the establishment, maintenance and review of procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters; and



- the review and approval of all our related party transactions in accordance with our policies in effect from time to time.

The audit committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other engagement terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the management board or supervisory board. We shall provide for appropriate funding, as determined by the audit committee, in its capacity as a committee of the supervisory board, for payment of compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for us, compensation of any advisers employed by the audit committee, and ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

The audit committee consists of at least three members and, subject to certain limited exceptions, each member of the audit committee must be independent according to the following criteria:

- no member of the audit committee may, directly or indirectly, accept any consulting, advisory or other compensatory fees from our company or its subsidiaries other than in such member's capacity as a member of our supervisory board or any of its committees; and
- no member of the audit committee may be an "affiliated person" of our company or any of its subsidiaries except for such member's capacity as a member of our supervisory board or any of its committees; for this purpose, the term "affiliated person" means a person that directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control of our company or any of its subsidiaries.

At least one member of the audit committee shall qualify as an "audit committee financial expert" as defined under the Exchange Act. Our audit committee financial experts are Anne Eriksson and Elizabeth J. Huebner.

In accordance with the recommendations of the German Corporate Governance Code, the audit committee shall have at least one member who has special knowledge and experience in the application of accounting principles and internal control and risk management systems ("accounting expertise") and at least one other member who has special knowledge and experience in the auditing of financial statements ("auditing expertise"). Each of accounting expertise and auditing expertise shall include sustainability reporting and its audit and assurance. The chairperson, who shall have accounting expertise or auditing expertise, and the audit committee financial expert may be considered to comply with this recommendation. Elizabeth J. Huebner and Anne Eriksson have accounting expertise and auditing expertise. The details of their expertise is set forth in —A. Directors and Management—Supervisory Board.

#### ***Compensation Committee***

Our compensation committee consists of at least three (currently four) members and is responsible for:

- considering all aspects of compensation and employment terms for the management board, and in this regard (i) making recommendations to and preparing decisions for the supervisory board, (ii) preparing presentations to the shareholders' meeting (as applicable), to discuss amendments to existing, or the establishment of new, employment agreements for the members of the management board, including issues of compensation guidelines, incentive programs, strategy and framework;
- considering the compensation and general employment terms for second level executives, and in this regard, it is authorized to make recommendations to the management board;
- commissioning, when appropriate, its own independent review of the compensation guidelines and the compensation packages paid to the members of the management board, to ensure that the guidelines reflect the best practices and that the packages remain competitive and in line with market practice;
- presenting an evaluation of the management board's performance and making a recommendation to the supervisory board regarding the employment terms and compensation of the management board;
- assisting the supervisory board in the oversight of regulatory compliance with respect to compensation matters, including monitoring our system for compliance with the relevant provisions of the German Corporate

Governance Code concerning the disclosure of information about compensation for the management board and other senior executives;

- assisting the Supervisory Board in the preparation and review of the annual compensation report to be submitted to the Annual General Meeting; and
- examining compensation guidelines that serve as a framework for all compensation matters to be submitted to and determined by the supervisory board.

***Corporate Governance and Nomination Committee***

Our corporate governance and nomination committee consists of at least three members. The committee is responsible for, among other things, preparing all recommendations to the supervisory board with regard to the following items:

- the appointment and dismissal of management board members, as well as the nomination of the management board chairperson;
- completion of, amendments to and termination of employment contracts with management board members;
- updates to the objectives of the composition of the Supervisory Board and the related profile of skills and expertise; and
- election proposals for suitable supervisory board candidates to be presented to the shareholders' meeting.

## German Corporate Governance Code

The German Corporate Governance Code, or Corporate Governance Code, was originally published by the German Ministry of Justice (*Bundesministerium der Justiz*) in 2002 and was most recently amended on April 28, 2022 and published in its revised version in the German Federal Gazette (*Bundesanzeiger*) on June 27, 2022. The Corporate Governance Code contains general principles (*Grundsätze*) of corporate law – for informational purposes only – as well as recommendations (*Empfehlungen*) and suggestions (*Anregungen*) relating to the management and supervision of German companies that are listed on a stock exchange. It follows internationally and nationally recognized standards for good and responsible corporate governance. The purpose of the Corporate Governance Code is to make the German system of corporate governance transparent for investors. The Corporate Governance Code includes corporate governance principles and makes recommendations and suggestions with respect to shareholders and general shareholders' meetings, the management and supervisory boards, transparency, accounting policies, and auditing.

There is no obligation to comply with the recommendations or suggestions of the Corporate Governance Code. However, the German Stock Corporation Act (*Aktiengesetz*) does require that the management board and supervisory board of a German listed company issue an annual declaration that either (i) states that the company has complied with the recommendations of the Corporate Governance Code or (ii) lists the recommendations that the company has not complied with and explains its reasons for deviating from the recommendations of the Corporate Governance Code (*Entsprechenserklärung*). In addition, a listed company is also required to state in this annual declaration whether it intends to comply with the recommendations or list the recommendations it does not plan to comply with in the future. The current declaration needs to be published on the company's website. In addition, the Corporate Governance Code recommends that previous compliance declarations remain on the website for five years. If the company changes its policy on certain recommendations between such annual declarations, it must disclose this fact and explain its reasons for deviating from the recommendations. Noncompliance with suggestions contained in the Corporate Governance Code need not be disclosed.

Following our listing on the New York Stock Exchange in April 2019, the Corporate Governance Code applies to us, and we are required to issue the annual declarations described above. We issued and published our most recent annual compliance declaration on December 19, 2023. You can find our annual compliance declarations on our website at [investor.jumia.com](http://investor.jumia.com) under Corporate Governance. This website address is included in this annual report as an inactive textual reference only.

#### D. Employees

As of December 31, 2023, we employed a total of 2,915 full-time equivalent (FTE) employees. Our employees were based in 17 countries, and 35% of our employees were female and 65% were male as of December 31, 2023.

The following table provides a breakdown of our employees by geography:

	As of December 31,		
	2021	2022	2023
West Africa	1,828	1,686	1,132
North Africa	1,520	1,498	941
East and South Africa	702	622	473
Others	434	512	369
<b>Total</b>	<b>4,484</b>	<b>4,318</b>	<b>2,915</b>

As of December 31, 2023, approximately 49% of our workforce consisted of marketplace operations and management employees followed by logistics employees at 37%.

The following table provides a breakdown of our employees by category:

	As of December 31,		
	2021	2022	2023
Marketplace operations and management	2,243	1,726	1,633
Fulfillment	1,877	2,294	1,043
Other	364	298	239
<b>Total</b>	<b>4,484</b>	<b>4,318</b>	<b>2,915</b>

The average remuneration per employee in 2023 decreased to €15.0 thousand (\$16.2 thousand) from €17.1 thousand (\$18.0 thousand) in 2022, mainly due to the reduced price of our ADS and the related lower value of share-based compensation to employees.

## **E. Share Ownership**

For information regarding the share ownership of directors and officers, see Item 7. “Major Shareholders and Related Party Transactions—A. Major Shareholders.” For information as to our equity incentive plans, see Item 6. “Director, Senior Management and Employees—B. Compensation—Compensation of the Members of our Management Board and Senior Management—Share-Based Compensation.”

### **Item 7. Major Shareholders and Related Party Transactions**

#### **A. Major Shareholders**

The following table sets forth information, as of March 1, 2024 regarding the beneficial ownership of our ordinary shares for:

- Members of our supervisory board;
- Members of our management board;
- Members of our senior management;
- Members of our supervisory board, management board and senior management as a group; and
- Each person, or group of affiliated persons, who has reported to us that such person beneficially owns 5% or more of our outstanding ordinary shares pursuant to the Exchange Act.

For further information regarding material transactions between us and principal shareholders, see “Related Party Transactions” below.

Beneficial ownership is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares over which the individual has sole or shared voting power or investment power as well as any shares that the individual has the right to acquire within 60 days of March 1, 2024, through the exercise of any option, warrant or other right. Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares held by that person.

Unless otherwise indicated below, the address for each beneficial owner listed is c/o Jumia Technologies AG, Skalitzer Straße 104, 10997 Berlin, Germany.

Shareholder	Shares beneficially owned as of March 1, 2024	
	Number	Percent
<b>5% Shareholders</b>		
Baillie Gifford & Co. <sup>(1)</sup>	18,606,508	9.2 %
Pernod Ricard Deutschland GmbH <sup>(2)</sup>	12,851,169	6.4 %
<b>Members of our supervisory board</b>		
Anne Eriksson	—	—
Blaise Judja-Sato	*	*
Jonathan D. Klein	*	*
Angela Kaya Mwanza	—	—
Elizabeth J. Huebner	—	—
Pierre-Yves Calloc'h	*	—
<b>Members of our management board</b>		
Antoine Maillet-Mezeray	*	*
Francis Dufay	*	*
<b>All members of our supervisory board, management board and senior management, as a group<sup>(3)</sup></b>	874,666	0.4 %

\* Indicates beneficial ownership of less than 1% of the total outstanding ordinary shares.

- (1) Consists of 9,303,254 ADS with two ordinary shares representing one ADS held by Baillie Gifford & Co. and/or one or more of its investment adviser subsidiaries, which may include Baillie Gifford Overseas Limited, on behalf of investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients. Securities representing more than 5% of the class are held on behalf of Vanguard International Growth Fund, a US registered investment company sub-advised by Baillie Gifford Overseas Limited.
- (2) Consists of ordinary shares held by Pernod Ricard Deutschland GmbH, a company organized under the laws of Germany with company number HRB 38302. The business address of Pernod Ricard Deutschland GmbH is Habsburgerring 2, 50674 Cologne, Germany. Pernod Ricard Deutschland GmbH is a wholly owned subsidiary of Pernod Ricard SA, which may be deemed to have beneficial ownership of all of these ordinary shares.
- (3) Includes ADS purchased by Messrs. Klein, Judja-Sato, Calloc'h, Dufay and Maillet-Mezeray.

The share capital of the Company consists of ordinary shares, which are issued only in bearer form. Accordingly, the Company generally cannot determine the identity of its shareholders or how many shares a particular shareholder owns. The Company's ordinary shares are traded in the United States by means of ADRs. Each ADR currently represents two ordinary shares of the Company. On March 1, 2024, based on information provided by The Bank of New York Mellon, as depository, there were 93,264,697 ADRs outstanding. The ordinary shares underlying such ADRs represented 92.2% of the then-outstanding ordinary shares. Subject to the provisions of the deposit agreement, none of our shareholders have different voting rights from other shareholders. We are not aware of any arrangement that may at a subsequent date, result in a change of control of Jumia.

## B. Related Party Transactions

The following is a description of related party transactions the Group has entered into since January 1, 2019, with members of our supervisory or management board, executive officers or holders of more than 10% of any class of our voting securities.

## Transactions with Key Management

Key management includes the senior executives. The compensation paid or payable to key management for employee services is shown below:

	For the year ended December 31,	
	2022	2023
	(in USD million)	
Short-term employee benefits	3.9	3.3
Other benefits	0.1	0.1
Share-based compensation	5.2	1.9
<b>Total</b>	<b>9.2</b>	<b>5.3</b>

### *Additional Compensation to the Former Members of the Management Board*

In 2022, the former Management Board were also entitled to receive an additional compensation in the amount of USD 1.7 million, following their resignations. This was fully paid in 2023.

See Note 17 to our audited consolidated financial statements included elsewhere in this Annual Report for additional information regarding the share-based compensation plans.

## C. Interest of Experts and Counsel

Not applicable.

## Item 8. Financial Information

### A. Consolidated Statements and Other Financial Information

See Item 18. “Financial Statements” and our audited consolidated financial statement beginning on page F-1.

### Dividend Policy

We have not paid any dividends on our ordinary shares since our inception, and we currently intend to retain any future earnings to finance the growth and development of our business. Therefore, we do not anticipate that we will declare or pay any cash dividends in the foreseeable future. Except as required by law, any future determination to pay cash dividends will be at the discretion of our management board and supervisory board and will be dependent upon our financial condition, results of operations, capital requirements, and other factors our management board and supervisory board deem relevant.

All of the shares represented by our ADSs will generally have the same dividend rights as all of our other outstanding shares. However, the depository may limit distributions based on practical considerations and legal limitations. Any distribution of dividends proposed by our management and supervisory boards requires the approval of our shareholders in a shareholders’ meeting.

We have not paid dividends in the years ended December 31, 2021, December 31, 2022 and December 31, 2023.

### B. Significant Changes

Except as otherwise disclosed in this Annual Report, there has been no undisclosed significant change since the date of the annual financial statements.

## Item 9. The Offer and Listing

### A. Offer and Listing Details

Our ADSs, each representing two of our ordinary shares, have been listed on the New York Stock Exchange since April 12, 2019. Our ADSs trade under the symbol “JMIA.”

#### **B. Plan of Distribution**

Not applicable.

#### **C. Markets**

See “—A. Offer and Listing Details.”

#### **D. Selling Shareholders**

Not applicable.

#### **E. Dilution**

Not applicable.

#### **F. Expenses of the Issue**

Not applicable.

### **Item 10. Additional Information**

#### **A. Share Capital**

Not applicable.

#### **B. Memorandum and Articles of Association**

A copy of our amended and restated memorandum and articles of association is attached as Exhibit 1.1 to this Annual Report. The information called for by this Item is set forth in Exhibit 2.3 to this Annual Report and is incorporated by reference into this Annual Report.

#### **C. Material Contracts**

Except as otherwise disclosed in this Annual Report (including the Exhibits), we are not currently, nor have we been for the past two years, party to any material contract, other than contracts entered into in the ordinary course of business.

#### **Mastercard Agreements**

In connection with our initial public offering, we entered into a private placement agreement with Mastercard whereby Mastercard agreed to purchase from us €50.0 million of our ordinary shares at a price per share equal to the euro equivalent of the initial public offering price per ordinary share. Based on the initial public offering price of \$14.50 per ADS and an exchange rate of \$1.1264 per €1.00, Mastercard purchased 7,763,976 ordinary shares (corresponding to 3,881,988 ADSs).

In connection with the private placement, we entered into a commercial agreement with Mastercard Asia/Pacific, an affiliate of Mastercard. This commercial agreement has a term of ten years and provides Mastercard Asia/Pacific with priority in delivering, and a right to partner with us on initiatives aimed at promoting, facilitating and driving, payment network based solutions, technologies and services related to our business.

Under the agreement, we use the Mastercard Payment Services Gateway (“MPGS”) to process card payments in all countries where this gateway is available and permitted under local law. We also agreed to work with local payment service providers to convert to MPGS within six months of the launch in any new market. Only where MPGS is not available due to regulations, we will continue to process cards not supported by MPGS through other payment service providers. Where possible, we enable the settlement of services sold via our platform via the Mastercard virtual card network. We also promote the use of the Mastercard technology as a preferred option to settle payments due to sellers via JumiaPay (e.g., via plastic or virtual cards). Further, we will work with Mastercard Asia/Pacific to launch and issue



consumer and commercial co-branded products (i.e., cards, virtual card networks and quick response code). Mastercard Asia/Pacific will work with us to enable JumiaPay account holders to make face-to-face payments where Mastercard's quick response code is accepted.

For the duration of the commercial agreement, Mastercard Asia/Pacific will provide us with dedicated support in Africa across advisory, marketing, product development and innovation, resources and training. Mastercard Asia/Pacific will offer this support on conditions it offers to similarly situated customers. After two to five years from the start of the contract, these conditions will depend on us meeting certain performance targets. In return for the support services provided by Mastercard Asia/Pacific, we will cooperate with Mastercard Asia/Pacific concerning the marketing of all payment network related offers on our platform for a period of five years. We will also provide Mastercard Asia/Pacific with equal brand prominence as our other partners and promote its products throughout our ecosystem.

At least annually, executives of Jumia and Mastercard Asia/Pacific will meet to review the performance of the parties under the commercial agreement against targets, including a review of the annual strategy of Jumia insofar as Mastercard Asia/Pacific is concerned.

Either party may terminate the commercial agreement in the event of a breach by the other party that is not cured within 45 days. In the event of a change of control, either party may terminate the commercial agreement by giving written notice. The termination will become effective after a three-year lock-in period. If the termination occurs within the first four years of the commercial agreement, we will be required to repay the value of the support provided under the agreement plus a penalty of \$4 million for each remaining year of the initial ten-year period. Jumia may terminate the commercial agreement in case Mastercard's stake in Jumia falls within the first five years below 70% of the shares purchased in the private placement or below 50% at any time thereafter.

#### **D. Exchange Controls**

There are currently no legal restrictions in Germany on international capital movements and foreign exchange transactions, except in limited embargo circumstances (*Teilembargo*) relating to certain areas, entities or persons as a result of applicable resolutions adopted by the United Nations and the EU. Restrictions currently exist with respect to, among others, Belarus, Congo, Egypt, Eritrea, Guinea, Guinea-Bissau, Iran, Iraq, Lebanon, Liberia, Libya, North Korea, Somalia, South Sudan, Sudan, Syria, Tunisia and Zimbabwe. In response to Russia's large-scale military action against Ukraine, a number of states and other organizations, including the EU, have imposed broad-based measures against Russian persons and transactions.

For statistical purposes, there are, however, limited notification requirements regarding transactions involving cross-border monetary transfers. With some exceptions, every corporation or individual residing in Germany must report to the German Central Bank (Deutsche Bundesbank) (i) any payment received from, or made to, a non-resident corporation or individual that exceeds €12,500 (or the equivalent in a foreign currency) and (ii) in case the sum of claims against, or liabilities payable to, non-residents or corporations exceeds €5,000,000 (or the equivalent in a foreign currency) at the end of any calendar month. Payments include cash payments made by means of direct debit, checks and bills, remittances denominated in euros and other currencies made through financial institutions, as well as netting and clearing arrangements.

#### **E. Taxation**

##### **German Taxation**

The following discussion addresses certain German tax consequences of acquiring, owning or disposing of the ADSs. With the exception of the subsection "German Taxation of Holders of ADSs—Taxation of Holders Tax Resident in Germany" below, which provides an overview of dividend and capital gain taxation of holders that are tax residents in Germany, this discussion applies only to U.S. treaty beneficiaries (defined below) that acquire our ADSs.

This discussion is based on domestic German tax laws, including, but not limited to, circulars issued by German tax authorities, which are not binding for German courts, and the Treaty (defined below). It is based upon tax laws in effect at the time of filing of this Annual Report. These laws are subject to change, possibly with retroactive effect. In addition, this discussion is based upon the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms. It does not purport to be a comprehensive or exhaustive description of all German tax considerations that may be of relevance in the context of acquiring, owning and disposing of ADSs.

The tax information presented in this section is not a substitute for tax advice. Prospective holders of ADSs should consult their own tax advisors regarding the German tax consequences of the purchase, ownership, disposition, donation or inheritance of ADSs in the light of their particular circumstances, including the effect of any state, local, or other foreign or domestic laws or changes in tax law or interpretation. The same applies with respect to the rules governing the refund of any German dividend withholding tax (*Kapitalertragsteuer*) withheld. Only an individual tax consultation can appropriately account for the particular tax situation of each investor.

The Company does not assume any responsibility for withholding tax at source.

### ***German Taxation of Holders of ADSs***

#### ***General***

Based on the Circular issued by the German Federal Ministry of Finance (BMF-Schreiben), dated May 24, 2013, reference number IV C 1-S2204/12/10003, as amended by the Circular dated December 18, 2018, reference number IV C 1-S2204/12/10003, in respect of the taxation of American Depositary Receipts (“ADRs”) on domestic shares (jointly the “ADR Tax Circular”), for German tax purposes, the ADSs represent a beneficial ownership interest in the underlying shares of the Company and should qualify as the ADRs for the purpose of the ADR Tax Circular even though it has to be noted that the ADR Tax Circular does not explicitly address ADSs. If the ADSs qualify as the ADRs under the ADR Tax Circular, dividends would accordingly be attributable to holders of the ADSs for tax purposes, and not to the legal owner of the ordinary shares (i.e., the financial institution on behalf of which the ordinary shares are stored at a domestic depository for the ADS holders). Furthermore, holders of the ADSs should be treated as beneficial owners of the capital of the Company with respect to capital gains (see below in section “German Taxation of Capital Gains of the U.S. Treaty Beneficiaries of the ADSs”). However, investors should note that Circulars published by the German tax authorities (including the ADR Tax Circular) are not binding for German courts, including German tax courts, and it is unclear whether a German court would follow the ADR Tax Circular in determining the German tax treatment of the ADSs. For the purpose of this German tax section, it is assumed that the ADSs qualify as the ADRs within the meaning of the ADR Tax Circular.

#### ***Taxation of Holders Not Tax Resident in Germany***

The following discussion describes material German tax consequences for a holder that is a U.S. treaty beneficiary of acquiring, owning and disposing of the ADSs. For purposes of this discussion, a “U.S. treaty beneficiary” is a resident of the United States for purposes of the Convention between the United States of America and the Federal Republic of Germany for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital and to Certain Other Taxes as of June 4, 2008 (*Abkommen zwischen der Bundesrepublik Deutschland und den Vereinigten Staaten von Amerika zur Vermeidung der Doppelbesteuerung und zur Verhinderung der Steuerverkürzung auf dem Gebiet der Steuern vom Einkommen und vom Vermögen und einiger anderer Steuern in der Fassung vom 4. Juni 2008*) (the “Treaty”), who is fully eligible for benefits under the Treaty.

A holder will be a U.S. treaty beneficiary entitled to full Treaty benefits in respect of the ADSs if it is, inter alia:

- the beneficial owner of the ADSs (and the dividends paid with respect thereto);
- a U.S. holder (as defined below in U.S. Taxation);
- not also a resident of Germany for German tax purposes; and
- not subject to the limitation on benefits restrictions (i.e., anti-treaty shopping article 28 of the Treaty or German domestic rules) that applies in limited circumstances.

Special rules apply to pension funds and certain other tax-exempt investors.

This discussion does not address the treatment of ADSs (i) held in connection with a permanent establishment or fixed base through which a U.S. treaty beneficiary carries on business or performs personal services in Germany or (ii) which are part of business assets for which a permanent representative in Germany has been appointed.

### **General Rules for the Taxation of Holders Not Tax Resident in Germany**

Non-German resident holders of ADSs are subject to German taxation with respect to certain German source income (*beschränkte Steuerpflicht*). Income from the shares should be attributed to the holder of the ADSs for German tax purposes in line with the principles of the ADR Tax Circular. Consequently, income from the ADSs should be treated as German source income, as income of a corporation with a statutory seat and/or its place of central management in Germany. However, the repayment of capital contributions (*Einlagenrückgewähr*) for tax purposes is considered as reduction of the acquisition costs of the respective shares rather than as dividend payment (subject to proper tax declaration by the company in accordance with German tax law).

### **German Taxation of Dividends of the U.S. Treaty Beneficiaries of the ADSs**

The full amount of a dividend distributed by the Company to a non-German resident holder which does neither maintain a permanent establishment or fixed place of business or other taxable presence in Germany, nor the ADSs form part of business assets for which a permanent representative in Germany has been appointed, is subject to (final) German withholding tax at a 25% rate plus a solidarity surcharge (*Solidaritätszuschlag*) of 5.5% on the amount of withholding tax (amounting in total to a rate of 26.375%) and church tax (*Kirchensteuer*), if applicable. The relevant dividend is deemed to be received for German tax purposes at the payout date as determined by the company's general shareholders' meeting, or if such date is not specified, the day after such general shareholders' meeting. The amount of the relevant taxable income is based on the gross amount in Euro. The assessment basis for the withholding tax is the dividend approved by the shareholders' meeting; any expenses and costs related to such taxable income in principle should not reduce the taxable income.

German withholding tax on capital investment income (*Kapitalertragsteuer*) is withheld and remitted to the competent German tax authorities by (i) the German disbursing agent (in particular, the German domestic credit or financial services institution (*inländisches Kredit- or Finanzdienstleistungsinstitut*), including domestic branches of such foreign enterprises), by the domestic securities trading company (*inländisches Wertpapierhandelsunternehmen*), or the German domestic securities trading bank (*inländische Wertpapierhandelsbank*) which keeps or administers the shares and disburses or credits the dividends to the holder or disburses the dividends to a foreign agent, (ii) the central securities depository (*Wertpapiersammelbank*) to which the shares were entrusted for collective custody if the dividends are disbursed to a foreign agent by such central securities depository (*Wertpapiersammelbank*), or (iii) by the company itself if and to the extent shares held in collective custody (*Sammelverwahrung*) by the central securities depository (*Wertpapiersammelbank*), so-called "abgesetzte Bestände" (stock being held separately) ("Dividend Paying agent").

This, however, will not apply if and to the extent that dividend payments are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto*) pursuant to Section 27 of the German Corporation Tax Act (*Körperschaftsteuergesetz*); in this case no withholding tax will be withheld. However, these payments will reduce the acquisition costs of the shares and may, consequently, result in or increase a taxable gain upon the disposal of the ADSs (see below "German Taxation of Capital Gains").

With respect to distributions made to a U.S. treaty beneficiary or any holder not tax resident in Germany, the withholding tax may be at least partially refunded in accordance with an applicable double taxation treaty Germany has entered into with the respective holder's country of tax domicile if the ADRs neither form part of the assets of a permanent establishment or a fixed place of business in Germany, nor form part of business assets for which a permanent representative in Germany has been appointed. The withholding tax refund is generally granted by the German Federal Central Tax Office upon application in such a manner that the difference between the total amount withheld, including the solidarity surcharge, and the reduced withholding tax owed under the relevant double taxation treaty (15.0% for U.S. treaty beneficiary) is refunded by the German Federal Central Tax Office.

A refund is not required if the Federal Central Tax Office has, upon application on the officially prescribed form, issued an exemption certificate (*Freistellungsbescheinigung*) which documents that the prerequisites for the application of the reduced withholding tax rates have been met. Dividends covered by the exemption certificate of the ADR holder are then only subject to the reduced withholding tax rates stipulated in the exemption certificate. An exemption certificate is only available for corporate ADR holders.

For example, for a declared dividend in the amount of €100, a U.S. treaty beneficiary initially receives €73.625 (€100 minus the 26.375% withholding tax including solidarity surcharge). The U.S. treaty beneficiary is entitled to a partial withholding tax refund from the German tax authorities in the amount of €11.375 of the gross dividend (of €100). As a result, the U.S. treaty beneficiary ultimately receives a total of €85 (85% of the declared dividend) following the refund of

the excess withholding tax. However, investors should note that it is unclear how the German tax authorities will apply the refund process to dividends on the ADSs with respect to non-German resident holders of the ADSs. Further, such refund is subject to the German anti-avoidance treaty shopping rules (as described below in section “—Withholding Tax Refund for U.S. Treaty Beneficiaries”).

A reduced permitted German withholding tax rate of 5% would apply according to the Treaty provisions, if the U.S. treaty beneficiary is a corporation and holds directly at least 10% of the voting shares of the dividend paying company.

#### ***Withholding Tax Refund for U.S. Treaty Beneficiaries***

U.S. treaty beneficiaries are generally eligible for treaty benefits under the Treaty, as described above in Section “—Taxation of Holders Not Tax Resident in Germany.” Accordingly, U.S. treaty beneficiaries are in general entitled to claim a refund of the portion of the otherwise applicable 26.375% German withholding tax (corporate income tax including solidarity surcharge) on dividends that exceed the applicable Treaty rate of 15% (subject to presenting a German withholding tax certificate).

However, in respect of dividends, refund described in the preceding paragraph is only possible if, due to special rules on the restriction of withholding tax credit, the following three cumulative requirements are met (the tests under (i) to (iii) below are together described as the “minimum risk test”):

- a. the holder must qualify as beneficial owner of the ADSs for an uninterrupted minimum holding period of 45 days within a period starting 45 days prior to and ending 45 days after the due date of the dividends, (ii)
- b. the holder has been exposed (if taking into account claims of the holder from transactions reducing the risk of changes of the market value of the ADRs and corresponding claims of related parties of the holder) to at least 70.0% of the risk resulting from a decrease-in-value of the ADRs continuously during the Minimum Holding Period (the minimum change-in-value risk (*Mindestwertänderungsrisiko*))
- c. the holder must not be obliged to fully or largely compensate directly or indirectly the dividends to third parties.

If these requirements are not met, then for a holder not being tax-resident in Germany who applied for a full or partial refund of the withholding tax pursuant to a double taxation treaty, no refund is available.

This restriction generally does only apply, if (i) the tax on the dividends underlying the refund application is below 15% of the gross amount of the dividends pursuant to a double taxation treaty and (ii) the holder is not a corporate entity which directly owns 10% or more of the shares in the company and is subject to income taxes in his state of residence, without being tax-exempt.

In addition to the aforementioned restrictions, in particular, pursuant to a Circular published by the German Federal Ministry of Finance dated July 9, 2021 IV C 1 — S 2252/19/10035 :014, the withholding tax credit may also be denied under the general German anti-abuse rule.

The special rule on the restriction of withholding tax credit does not apply to a holder if he has been, upon actual receipt of the dividend, the beneficial owner of the ADRs for a continuous period of at least one year, whereby ADRs of the holder acquired first are deemed to be sold first (first in – first out).

Further, such refund is subject to the German anti-avoidance treaty shopping rule according to Section 50d para 3 of the German Income Tax Act (*Einkommensteuergesetz*). With the Withholding Tax Relief Modernization Act (*Abzugsteuerentlastungsmodernisierungsgesetz*) as of 2 June 2021, Section 50d para 3 of the German Income Tax Act has been modified.

The holder i.e. recipient of dividends is only entitled to any relief from German withholding taxes if:

- a. he has shareholders who would also be entitled to the same treaty or directive relief if they directly received the dividends; or

- b. the source of income has a significant connection with a genuine economic activity of the holder; or
- c. he provides proof that there are no main purposes for the interposition of the foreign holder to obtain a tax advantage; or
- d. the main class of shares in the holder is traded substantially and regularly on a recognized stock exchange.

Under the Withholding Tax Relief Modernization Act (*Abzugsteuerentlastungsmodernisierungsgesetz*), the withholding tax certificate will be replaced for dividend income (including under ADRs) accruing after December 31, 2024 by a notification to be submitted by the disbursing agent directly to the Federal Central Tax Office upon request of the holder. In particular with regard to ADRs, the disbursing agent will be required to include substantial additional information in the notification and will have to obtain certain confirmations from the issuer of the ADRs and will only be allowed to submit the notification (which will be a pre-requisite for any refund) to the Federal Central Tax Office once it has collected all information and confirmations.

Further requirements to the entitlement to claim withholding tax exemption or refund could arise from the European Commission's proposal for a Council Directive on the misuse of shell entities for improper tax purposes dated December 22, 2021, amended January 17, 2023 referred to as Anti-Tax Avoidance Directive 3. This draft Council Directive is however still subject to discussion and the legislative process has not yet been completed at both European and national level.

Forms for the reimbursement and the exemption from the withholding at source procedure are available at the German Federal Central Tax Office (online at <http://www.bzst.bund.de>), as well as at German embassies and consulates. Among others a German withholding tax certificate must be attached.

#### ***German Taxation of Capital Gains of the U.S. Treaty Beneficiaries of the ADSs***

Capital gains from the disposition of the ADSs realized by a non-German tax resident holder in case the ADSs neither form part of the assets of a permanent establishment or a fixed place of business or other taxable presence in Germany, nor form part of business assets for which a permanent representative in Germany will be treated as German source income and be subject to German (corporate) income tax if such holder at any time during the five years preceding the disposition, directly or indirectly, owned 1% or more of the Company's share capital (or other equity related instruments, as specified by law), irrespective of whether through the ADSs or shares of the Company ("qualified holding"). If such holder had acquired the ADSs without consideration, the previous owner's holding period and quota would be considered when calculating the above holding period and the participation threshold.

However, U.S. treaty beneficiaries are eligible for treaty benefits under the Treaty (as described above in the section "—General Rules for the Taxation of Holders Not Tax Resident in Germany"). Pursuant to the Treaty, U.S. treaty beneficiaries are not subject to German tax with any capital gain derived from the sale of the ADSs, even in case of qualified holding and therefore should not be taxed on capital gains from the disposition of the ADSs.

If the shares are held in custody or administered by a credit institution, financial services institution, securities trading company or securities trading bank in Germany, including German branches of foreign credit institutions or financial service institutions, or if such an office executes the disposal of the shares and pays out or credits the capital gains (a "Domestic Paying Agent"), the tax on the capital gains will in general be satisfied by the Domestic Paying Agent withholding the withholding tax on investment income at an aggregate withholding tax rate of 26.375% (including solidarity surcharge (*Solidaritätszuschlag*)) plus church tax, if any, on the capital gain and transferring it to the tax authority for the account of the seller.

It should be noted that the German statutory law does not explicitly condition the obligation to withhold taxes on capital gains being subject to taxation in Germany under German statutory law or on an applicable income tax treaty permitting Germany to tax such capital gains. However, a Circular issued by the German Federal Ministry of Finance (BMF-Schreiben), dated May 19, 2022, reference number IV C 1-S2252/19/10003:009, as last amended by a circular dated July 11, 2023, reference number IV C 1-S 2252/19/10003:013, provides that German taxes on capital gains need not be withheld when the holder of the custody account is not a resident of Germany for tax purposes and the income is not subject to German taxation. The Circular further states that there is no obligation to withhold such tax even if the non-German resident holder owns 1% or more of the share capital of a German corporation. Although Circulars issued by the German Federal Ministry of Finance are in principle only binding on the German tax authorities, a Domestic Paying Agent

is expected not to withhold tax on capital gains derived by a U.S. treaty beneficiary from the disposition of ADSs held in a custodial account in Germany, unless the holder of the ADSs does not provide evidence on his tax status as non-German tax resident by a certificate of domicile issued by a foreign tax authority. In any other case, the U.S. treaty beneficiary may be entitled to claim a refund of the withholding tax from the German Federal Central Tax Office under the Treaty, as described below in the section “—Withholding Tax Refund for U.S. Treaty Beneficiaries”.

### ***Taxation of Holders Tax Resident in Germany***

This subsection provides an overview of dividend taxation regarding the general principles applicable to the Company’s holders of ADSs who have their tax domicile in Germany. A holder has its tax domicile in Germany if the place of residence, habitual abode, registered office, or place of management is in Germany.

The German dividend and capital gains taxation rules applicable to German tax residents require a distinction between ADSs held as private assets (*Privatvermögen*) and ADSs held as business assets (*Betriebsvermögen*).

#### ***ADSs as Private Assets (Privatvermögen)***

##### ***Taxation of Dividends***

If the ADSs are held as private assets (*Privatvermögen*) by a German tax resident individual, dividends are taxed as capital investment income (*Einkünfte aus Kapitalvermögen*) and are principally subject to 25% German flat rate income tax on capital investment income (*Abgeltungsteuer*) (plus a 5.5% solidarity surcharge (*Solidaritätszuschlag*) thereon, resulting in an aggregate rate of 26.375% plus church tax (*Kirchensteuer*), if applicable), which is generally levied in the form of withholding tax on capital investment income (*Kapitalertragsteuer*) by the dividend paying agent.

This, however, would not apply if and to the extent that dividend payments are funded from the Company’s contribution account for tax purposes (*steuerliches Einlagekonto*) pursuant to Section 27 of the German Corporation Tax Act (*Körperschaftsteuergesetz*); in this case no withholding tax will be withheld. However, these payments would reduce the acquisition costs of the shares and may, consequently, result in or increase a taxable gain upon the disposal of the ADSs, (see below “-Taxation of Capital Gains”).

The holder is taxed on gross capital investment income (including dividends or gains with respect to ADSs), minus the annual saver’s tax-free allowance (*Sparer-Pauschbetrag*) of currently €1,000 for an individual or €2,000 for married couples and registered civil unions (*eingetragene Lebenspartnerschaften*) filing taxes jointly. The deduction of actual expenses relating to the capital investment income (including dividends or gains with respect to ADSs) is generally not permitted. The withholding tax on capital investment income generally settles the income tax liability of the holder with respect to the capital investment income. However, private investors may request the application of their personal progressive income tax rate on the total income from capital investments in a given year if this results in a lower tax liability (*Günstigerprüfung*). This request may only be exercised consistently for all capital investment income and be exercised jointly in the case of married couples, or registered civil unions (*eingetragene Lebenspartnerschaften*) assessed jointly. If this is the case, any tax withheld in excess will be refunded during the personal income tax assessment procedure.

For holders subject to church tax, the tax will be withheld by way of an automated procedure and remitted to the religious community levying the tax. Church tax withheld at source may not be deducted as a special expense (*Sonderausgabe*) during the tax assessment, but the Dividend Paying Agent may reduce the standard aggregate withholding tax rate of 26.375% (including the solidarity surcharge) by a fraction of the church tax to be withheld on the dividends. Where holders have lodged a timely written objection with the German Federal Central Tax Office (*Bundeszentralamt für Steuern* (at the above address)) (so-called blocking notice (*Sperrvermerk*) as regards the automated retrieval of data on their religious affiliation, church tax will not be automatically deducted. In this case, a holder subject to church tax is obliged to declare the dividends in his income tax return. The church tax on the dividends is then levied by way of a tax assessment.

Such withholding tax credit might be limited under the rules in connection with the Minimum Risk Test; however, the German Federal Ministry of Finance published a decree dated April 3, 2017 (BMF-Schreiben vom 3.4.2017, IV C 1—S 2299/16/10002, as amended) according to which this provision should only exceptionally apply to shares held as private assets.

Exceptions from the special uniform income tax rate apply upon application for holders who have a shareholding of at least 25% in the Company and for holders who have a shareholding of at least 1% in the Company and work for the

Company in a professional capacity, which enables them to exercise significant entrepreneurial influence on the Company's business activities.

On December 13, 2019, the law regarding a significant reduction of the solidarity surcharge (*Gesetz zur Rückführung des Solidaritätszuschlags 1995*) came into force. Even though, this new law has no impact on the solidarity surcharge levied in addition to the withholding tax, it can affect the solidarity surcharge levied on the income tax liability which the withholding tax is credited against. The threshold as of which solidarity surcharge is levied will be significantly increased, so that the solidarity surcharge shall be abolished in full for approximately 90% of the German taxpayers and partly for a further 6.5% of German taxpayers. The new rules apply as of 2021. Holders are advised to monitor further future developments.

### ***Taxation of Capital Gains***

Gains on the disposal of ADRs acquired after December 31, 2008 by a holder with a tax domicile in Germany and held as non-business assets are generally—regardless of the holding period—subject to a uniform tax rate on capital investment income in Germany (25% plus the solidarity surcharge (*Solidaritätszuschlag*) of 5.5% thereon, i.e., 26.375% in total plus any church tax (*Kirchensteuer*) if applicable). The taxable capital gain is, in general, computed from the difference between (i) the proceeds of the disposal, and (ii) the acquisition costs of the ADRs and the expenses related directly and materially to the disposal.

Regardless of the holding period and the time of acquisition, gains from the disposal of ADRs are not subject to a uniform withholding tax but to progressive income tax in the case of a Qualified Holding. In this case, the partial income method applies to gains on the disposal of shares, which means that only 60% of the capital gains are subject to German income tax and only 60% of the losses on the disposal and expenses economically related thereto are tax deductible.

Losses resulting from the disposal of ADSs can only be offset with capital gains from the disposition of shares of corporations (*Aktien*) and other ADSs treated similar to shares. However, the German Federal Fiscal Court (*Bundesfinanzhof*) recently decided that the limitation on the offset possibilities constitutes a violation of the equal protection clause under the German constitution and submitted the legal question to the German Federal Constitutional Court (*Bundesverfassungsgericht*) for decision on its constitutionality; the German Federal Constitutional Court has not yet decided on this question. If, however, a holder directly or indirectly held at least 1% of the share capital of the company at any time during the five years preceding the disposition, the German flat rate income tax on capital income does not apply with regard to such capital gain, but 60% of the capital gain resulting from the disposition are taxable at the holder's personal progressive income tax rate (plus 5.5% solidarity surcharge and church tax, if applicable, thereon). Correspondingly, only 60% of any capital losses and disposal costs are tax deductible.

If gains are exceeded by losses, such excess losses may be carried forward to subsequent assessment periods. If losses result from the derecognition (*Ausbuchung*) or transfer to a third party of certain worthless assets or any other total loss of such assets, such losses, together with losses resulting from the full or partial non-recoverability of the repayment claim of capital receivables of the same year, and loss-carry forwards of previous years can only be offset against capital investment income up to an amount of €20,000 ("Limitation on Loss Deduction") per calendar year. Any exceeding loss amount can be carried forward and offset against future investment income, but again subject to the €20,000 limitation.

If the shares are held in custody or administered by a Domestic Paying Agent, the tax on the capital gains will in general be satisfied by the Domestic Paying Agent withholding the withholding tax on investment income at an aggregate withholding tax rate of 26.375% (including solidarity surcharge (*Solidaritätszuschlag*)) plus church tax, if any, on the capital gain and transferring it to the tax authority for the account of the seller.

### ***ADSs as Business Assets (Betriebsvermögen)***

In case the ADSs are held as business assets, the actual taxation depends on the legal form of the holder (i.e., whether the holder is a corporation, a partnership or an individual).

### ***Taxation of dividends***

As a general rule, dividends distributed to a holder are subject to a withholding tax (*Kapitalertragsteuer*) of 25% and a solidarity surcharge of 5.5% thereon (i.e., 26.375% in total plus church tax, if applicable). This, however, will not apply if and to the extent that dividend payments are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto* pursuant to Section 27 of the German Corporation Tax Act (*Körperschaftsteuergesetz*)); in this

case no withholding tax will be withheld. However, these payments will reduce the acquisition costs of the shares and may, consequently, result in or increase a taxable gain upon the disposal of the shares (see below "Taxation of Capital Gains").

The tax actually withheld is credited against the respective holder's final (corporate or personal) income tax liability. Due to special rules on the restriction of withholding tax credits in respect of dividends, the holder must fulfill the minimum risk test. If these requirements are not met, three-fifths of the withholding tax imposed on the dividends must not be credited against the holder's corporate income tax or income tax liability, but may, upon application, be deducted from the holder's tax base for the relevant tax assessment period.

The special rules on the restriction of withholding tax credit do not apply to a holder whose overall dividend earnings within an assessment period do not exceed €20,000 or who has been the beneficial owner of the ADSs for at least one uninterrupted year until receipt (*Zufluss*) of the dividends.

A holder who is generally subject to German income tax or corporate income tax and who has received gross dividends without any deduction of withholding tax due to a tax exemption without qualifying for a full tax credit under the minimum risk test has to notify the competent local tax office accordingly and must make a payment in the amount of the omitted withholding tax deduction.

In addition to the aforementioned restrictions, in particular, pursuant to a Circular published by the German Federal Ministry of Finance dated July 9, 2021 IV C 1 — S2252/19/10035 :014, the withholding tax credit may also be denied based on the general German anti-abuse rules.

To the extent the amount withheld exceeds the (corporate or personal) income tax liability, the withholding tax will be refunded, provided that certain requirements are met.

Dividends from ADSs are only 95% exempt from corporate income tax if the corporation holds at least 10% of the share capital (*Grundkapital oder Stammkapital*) in the Company at the beginning of the respective calendar year. To the extent ADSs and/or shares of 10% or more of the Company have been acquired during a calendar year, the acquisition will be deemed to be made at the beginning of the calendar year. Business expenses actually incurred in direct relation to the dividends may be deducted. Participations of at least 10% acquired in accordance with the view of the German tax authorities in a single transaction during a calendar year are deemed to have been acquired at the beginning of the calendar year. Participations which a holder holds through a partnership (including those that are co-entrepreneurships (*Mitunternehmenschaften*)) are attributable to the holder only on a pro rata basis at the ratio of the interest share of the holder in the equity of the relevant partnership.

Furthermore, dividends (after deducting business expenses economically related to the dividends) are subject to trade tax in the full amount, unless the holder held an interest of at least 15% in the share capital of the Company at the beginning of the relevant assessment period. In this latter case, the dividends are not subject to trade tax; however, trade tax is levied on the amount considered to be non-deductible business expenses (amounting to 5% of the dividend). The average trade tax rate in Germany amounts to approximately 15% (with a statutory minimum rate of 7%).

### ***Taxation of capital gains***

Regarding holders in the legal form of a corporation, capital gains from ADSs are in general effectively 95% tax exempt from corporate income tax (including solidarity surcharge) and trade tax.

With regard to individuals holding ADSs as business assets, 60% of capital gains are taxed at the personal progressive income tax rate of the holder of the ADSs (plus 5.5% solidarity surcharge and church tax, if applicable, thereon). Correspondingly, only 60% of business expenses related to the respective income are principally deductible for income tax purposes. Furthermore, trade tax may apply, provided the ADSs are held as assets of a German trade or business (*Gewerbebetrieb*) of the holder, but the resulting trade tax might be (partly) credited against the income tax liability of the holder pursuant to a lump sum procedure.

Irrespective of the legal form of the holder, capital gains are generally subject to the aggregate withholding tax rate of 26.375%.

However, the Domestic Paying Agent will not withhold the withholding tax in accordance with Section 43 para. 2 sent. 3 of the German Income Tax Act, if (i) the holder is a corporation, association of persons or estate with a tax domicile



in Germany, or (ii) the ADRs belong to the domestic business assets of a holder, and the holder declares so to the Domestic Paying Agent using the designated official form and certain other requirements are met.

Special taxation rules apply to German tax resident credit institutions (*Kreditinstitute*), financial services institutions (*Finanzdienstleistungsinstitute*), financial enterprises (*Finanzunternehmen*), life insurance and health insurance companies (*Lebens- und Krankenversicherungsunternehmen*), pension funds (*Pensionsfonds*) and investment funds (*Investmentfonds*).

#### ***German Inheritance and Gift Tax (Erbschaft- und Schenkungsteuer)***

Generally, a transfer of ADSs by inheritance or by way of gift will be subject to German inheritance or gift tax, respectively, if:

- (i) the place of residence, habitual abode, place of management or registered office of the decedent, the donor, the heir, the donee or another acquirer is at the time of the asset transfer in Germany or such person, as a German national, has prior to the transfer not spent more than generally five consecutive years outside of Germany without maintaining a place of residence in Germany; or,
- (ii) the ADSs or ordinary shares are part of the business property of a permanent establishment in Germany or a fixed base for which a permanent representative in Germany has been appointed; or
- (iii) the ADSs or ordinary shares subject to such transfer form part of a portfolio that represents at the time of the transfer 10% or more of the registered share capital of the Company and has been held, directly or indirectly, by the decedent or donor alone or jointly with related persons.

However, the right of Germany to impose gift or inheritance tax on a non-resident holder may be limited by an applicable estate tax treaty. In the case of a U.S. resident holder, a transfer of ADSs by a U.S. resident holder at death or by way of gift generally will not be subject to German gift or inheritance tax pursuant to the estate tax treaty between the U.S. and Germany (Convention between the Federal Republic of Germany and the United States of America for the Avoidance of Double Taxation with respect to Estate, Gift and Inheritance Taxes, (*Abkommen zwischen der Bundesrepublik Deutschland und den Vereinigten Staaten von Amerika zur Vermeidung der Doppelbesteuerung auf dem Gebiet der Nachlass-, Erbschaft- und Schenkungssteuern*) as published on December 21, 2000 (the “Estate Tax Treaty”), provided the decedent or donor, or the heir, donee or other transferee was not domiciled in Germany for purposes of the Estate Tax Treaty at the time the gift was made, or at the time of the decedent’s death, and the ADSs were not held in connection with a permanent establishment or a fixed base in Germany. In general, the Estate Tax Treaty provides a credit against the U.S. federal gift or estate tax liability for the amount of gift or inheritance tax.

#### ***Other German Taxes***

There are currently no German net worth, transfer, stamp or other similar taxes that would apply to a U.S. holder on the acquisition, ownership, sale or other disposition of the ADSs. Certain member states of the European Union are considering introducing a financial transaction tax (*Finanztransaktionssteuer*) which, if and when introduced, may also be applicable on sales and/or transfer of ADSs.

### **U.S. Taxation**

#### ***Material U.S. Federal Income Tax Considerations***

This section describes the material United States federal income tax consequences of owning and disposing of ADSs. It applies to you only if you are a U.S. holder (as defined below) and you hold your ADSs as capital assets for United States federal income tax purposes. This discussion addresses only United States federal income taxation and does not discuss all of the tax consequences that may be relevant to you in light of your individual circumstances, including foreign, state or local tax consequences, estate and gift tax consequences, and tax consequences arising under the Medicare

contribution tax on net investment income or the alternative minimum tax. This section does not apply to you if you are a member of a special class of holders subject to special rules, including:

- a broker or dealer in securities,
- a trader in securities that elects to use a mark-to-market method of accounting for securities holdings,
- a tax-exempt organization or governmental organization,
- a tax-qualified retirement plan,
- a bank, insurance company or other financial institution,
- a real estate investment trust or regulated investment company,
- a person that actually or constructively owns 10% or more of the combined voting power of our voting stock or of the total value of our stock,
- a person that holds ADSs as part of a straddle or a hedging or conversion transaction,
- a person that purchases or sells ADSs as part of a wash sale for tax purposes,
- a person whose functional currency is not the US dollar,
- a corporation that accumulates earnings to avoid U.S. federal income tax,
- an S corporation, partnership or other entity or arrangement treated as a partnership for U.S. federal income tax purposes (and investors therein), and
- a person deemed to sell ADSs under the constructive sale provisions of the Internal Revenue Code of 1986

This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations, published rulings and court decisions, all as currently in effect, as well as on the Treaty. These laws are subject to change, possibly on a retroactive basis. In addition, this section is based in part upon the representations of the depository and the assumption that each obligation in the Deposit Agreement and any related agreement will be performed in accordance with its terms.

If an entity or arrangement that is treated as a partnership for United States federal income tax purposes holds the ADSs, the United States federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding the ADSs should consult its tax advisor with regard to the United States federal income tax treatment of an investment in the ADSs.

You are a U.S. holder if you are a beneficial owner of ADSs and you are, for United States federal income tax purposes:

- a citizen or resident of the United States,
- a domestic corporation,
- an estate whose income is subject to United States federal income tax regardless of its source, or
- a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

You should consult your own tax advisor regarding the United States federal, state and local tax consequences of owning and disposing of ADSs in your particular circumstances.

In general, and taking into account the earlier assumptions, for United States federal income tax purposes, if you hold ADRs evidencing ADSs, you will be treated as the owner of the shares represented by those ADRs. Exchanges of shares for ADRs, and ADRs for shares, generally will not be subject to United States federal income tax.

Except as described below under “PFIC Rules,” this discussion assumes that we are not, and will not become, a PFIC for United States federal income tax purposes.

### ***Dividends***

Under the United States federal income tax laws, if you are a U.S. holder, the gross amount of any distribution we pay out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes), other than certain pro-rata distributions of our shares, will be treated as a dividend that is subject to United States federal income taxation. If you are a noncorporate U.S. holder, dividends that constitute qualified dividend income will be taxable to you at the preferential rates applicable to long-term capital gains provided that you hold the ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends we pay with respect to the ADSs generally will be qualified dividend income provided that, in the year that you receive the dividend, the ADSs are readily tradable on an established securities market in the United States. Our ADSs are listed on the NYSE and we therefore expect that dividends will be qualified dividend income.

You must include any German tax withheld from the dividend payment in this gross amount even though you do not in fact receive it. The dividend is taxable to you when the depository receives the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. If dividends are paid in a currency other than the US dollar, the amount of the dividend distribution that you must include in your income will be the US dollar value of the payments made, determined at the rate on the date the dividend is distributed, regardless of whether the payment is in fact converted into US dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date the dividend is distributed to the date you convert the payment into US dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits, as determined for United States federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the ADSs and thereafter as capital gain. However, we do not expect to calculate earnings and profits in accordance with United States federal income tax principles. Accordingly, you should expect to generally treat distributions we make as dividends.

Subject to certain limitations, the German tax withheld in accordance with the Treaty and paid over to Germany will be creditable or deductible against your United States federal income tax liability. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the preferential tax rates. To the extent a reduction or refund of the tax withheld is available to you under German law or under the Treaty, the amount of tax withheld that could have been reduced or that is refundable will not be eligible for credit against your United States federal income tax liability. See “—German Taxation—German Taxation of Holders of ADSs—Withholding Tax Refund for U.S. Treaty Beneficiaries,” above, for the procedures for obtaining a tax refund.

Dividends will generally be income from sources outside the United States and will generally be “passive” income for purposes of computing the foreign tax credit allowable to you.

### ***Capital Gains***

If you are a U.S. holder and you sell or otherwise dispose of your ADSs, you will recognize capital gain or loss for United States federal income tax purposes equal to the difference between the US dollar value of the amount that you realize and your tax basis, determined in US dollars, in your ADSs. Capital gain of a noncorporate U.S. holder is generally taxed at preferential rates where the property is held for more than one year. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. The deductibility of capital losses is subject to limitations.

### ***PFIC Rules***

We believe we were not a PFIC in the prior taxable year and do not expect to become a PFIC in the current taxable year or the foreseeable future. However, this conclusion is a factual determination that is made annually and thus

may be subject to change. It is therefore possible that we could become a PFIC in a future taxable year. In addition, our current expectation regarding our PFIC status is based in part upon the value of our goodwill, which is based on the market value for our shares and ADSs, and in part on the rate at which our cash and cash equivalents are spent. Accordingly, we could become a PFIC in the future if there is a substantial decline in the value of our shares and ADSs or we spend our cash or cash equivalents at a slower rate than expected.

In general, if you are a U.S. holder, we will be a PFIC with respect to you if for any taxable year in which you held our ADSs:

- at least 75% of our gross income for the taxable year is passive income, or
- at least 50% of the value, determined on the basis of a quarterly average, of our assets is attributable to assets that produce or are held for the production of passive income.

“Passive income” generally includes dividends, interest, gains from the sale or exchange of investment property, rents and royalties (other than certain rents and royalties derived in the active conduct of a trade or business) and certain other specified categories of income. If a foreign corporation owns at least 25% by value of the stock of another corporation, the foreign corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation, and as receiving directly its proportionate share of the other corporation’s income.

If we are treated as a PFIC, and you are a U.S. holder that did not make a mark-to-market election, as described below, you will generally be subject to special rules with respect to:

- any gain you realize on the sale or other disposition of your ADSs and
- any excess distribution that we make to you (generally, any distributions to you during a single taxable year, other than the taxable year in which your holding period in the ADSs begins, that are greater than 125% of the average annual distributions received by you in respect of the ADSs during the three preceding taxable years or, if shorter, the portion of your holding period for the ADSs that preceded the taxable year in which you receive the distribution).

Under these rules:

- the gain or excess distribution will be allocated ratably over your holding period for the ADSs,
- the amount allocated to the taxable year in which you realized the gain or excess distribution or to prior years before the first year in which we were a PFIC with respect to you will be taxed as ordinary income,
- the amount allocated to each other prior year will be taxed at the highest tax rate in effect for that year for individuals or corporations, as applicable, and
- the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each such year.

Special rules apply for calculating the amount of the foreign tax credit with respect to excess distributions by a PFIC.

If we are a PFIC in a taxable year and our ADSs are treated as “marketable stock” in such year, you may make a mark-to-market election with respect to your ADSs. If you make this election, you will not be subject to the PFIC rules described above. Instead, in general, you will include as ordinary income each year the excess, if any, of the fair market value of your ADSs at the end of the taxable year over your adjusted basis in your ADSs. You will also be allowed to take an ordinary loss in respect of the excess, if any, of the adjusted basis of your ADSs over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). Your basis in the ADSs will be adjusted to reflect any such income or loss amounts. Any gain that you recognize on the sale or other disposition of your ADSs would be ordinary income and any loss would be an ordinary loss to the extent of the net amount of previously included income as a result of the mark-to-market election and, thereafter, a capital loss.

Under certain attribution rules, if we are considered a PFIC, you will generally be deemed to own a proportionate share of our direct or indirect equity interest in any company that is also a PFIC (a “Subsidiary PFIC”), and will be subject to U.S. federal income tax on any indirect gain realized on the stock of a Subsidiary PFIC upon the sale of ADSs, and your proportionate share of any excess distributions on the stock of a Subsidiary PFIC and any gain on a disposition or deemed disposition of the stock of a Subsidiary PFIC by us or by another Subsidiary PFIC. A mark-to-market election will not be available with respect to the stock of any Subsidiary PFIC.

Your ADSs will generally be treated as stock in a PFIC if we were a PFIC at any time during your holding period in your ADSs, even if we are not currently a PFIC unless you make a “deemed sale” election.

In addition, notwithstanding any election you make with regard to the ADSs, dividends that you receive from us will not constitute qualified dividend income to you if we are a PFIC (or are treated as a PFIC with respect to you) either in the taxable year of the distribution or the preceding taxable year. Dividends that you receive that do not constitute qualified dividend income are not eligible for taxation at the preferential rates applicable to qualified dividend income. Instead, you must include the gross amount of any such dividend paid by us out of our accumulated earnings and profits (as determined for United States federal income tax purposes) in your gross income, and it will be subject to tax at rates applicable to ordinary income.

If you own ADSs during any year that we are a PFIC with respect to you, you may be required to file U.S. Internal Revenue Service (“IRS”) Form 8621.

**THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE IMPORTANT TO YOU. EACH PROSPECTIVE PURCHASER SHOULD CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN ADSs UNDER THE INVESTOR’S OWN CIRCUMSTANCES.**

#### **F. Dividends and Paying Agents**

Not applicable.

#### **G. Statement by Experts**

Not applicable.

#### **H. Documents on Display**

We are required to make certain filings with the SEC. The SEC maintains an Internet website that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The address of that site is [www.sec.gov](http://www.sec.gov).

We are subject to the reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, as applied to foreign private issuers (the “Exchange Act”). Because we are a foreign private issuer, the SEC’s rules do not require us to deliver proxy statements or to file quarterly reports. In addition, our “insiders” are not subject to the SEC’s rules that prohibit short-swing trading. We prepare quarterly and annual reports containing consolidated financial statements in accordance with IFRS. Our annual consolidated financial statements are certified by an independent accounting firm. We furnish quarterly financial information to the SEC on Form 6-K and file annual reports on Form 20-F within the time period required by the SEC, which is currently four months from the end of the fiscal year on December 31. These quarterly and annual reports can be obtained over the internet at the SEC’s website.

We also make available on our website, free of charge, our annual reports on Form 20-F and the text of our reports on Form 6-K, including any amendments to these reports, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website address is <https://group.jumia.com>. The information contained on our website is not incorporated by reference in this document.

We will furnish The Bank of New York Mellon, the depository of the ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with in accordance with IFRS as issued by the IASB, and all notices of shareholders’ meetings and other reports and communications that are made generally available to our shareholders. The depository will make such notices, reports and

communications available to holders of ADSs and, upon our request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depositary from us.

## I. Subsidiary Information

Not applicable.

### Item 11. Quantitative and Qualitative Disclosures About Market Risk

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Our market risk relates to foreign currency risks. Financial instruments affected by foreign currency risk include cash and cash equivalents, trade and other receivables and trade and other payables. We do not hedge our foreign currency risk. Financial instruments affected by interest rate risk and security price risk include financial assets measured at fair value.

#### Foreign currency risk

Currency risk is the risk that the fair value of financial assets or financial liabilities held in foreign currency or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Due to our international business activities, we are exposed to the risk of changes in foreign exchange rates in connection with trade payables and trade receivables resulting from purchase and sales transactions denominated in a different currency from the functional currency of the respective operation as well as intercompany financing. However, we maintain a natural hedge across most of our cash flows as our revenue streams are generated in local currencies matched by our costs mostly incurred in the respective local currencies, limiting the risk of foreign currency exposure.

In respect of currency risk, management sets limits on the level of exposure by currency and in total. The positions are monitored monthly. We do not use derivatives as hedging instruments to limit its exposure from foreign currency risks.

#### Foreign currency sensitivity

As of December 31, 2023, if the EUR or USD had strengthened/weakened by +/-5 or +/-10% against all other currencies with all other variables held constant, the hypothetical impact in the major local currencies on pre-tax equity and profit before tax would have been as follows, mainly as a result of foreign exchange gains/losses on translation of trade and other receivables, cash as well as trade and other payables denominated in EUR or USD.

The following tables demonstrate the sensitivity to a reasonably possible change in Euros and US dollars and major currencies to which we are exposed (EUR, AED, XOF, KES, MAD, NGN, DZD, GHS, UGX, ZAR, EGP, TND), with all other variables held constant. Our exposure to foreign currency changes for all other currencies is not material.

Foreign Currency Considerations for the Egyptian Pound (EGP) and the Nigerian Naira (NGN):

The Central Bank of Egypt (CBE) and the Central Bank of Nigeria (CBN) set the official reference rates for foreign currency transactions in their respective countries. These rates serve as the benchmark for foreign currency translation within Egypt and Nigeria.

Both Egypt and Nigeria face significant macroeconomic challenges, further exacerbated by ongoing regional conflicts. In 2023, the Egyptian government, while seeking increased access to a support program, collaborated with the International Monetary Fund (IMF) to implement policies aimed at promoting exchange rate flexibility and enhancing economic resilience. This resulted in a devaluation of the Egyptian Pound in March 2024, as anticipated by the HSBC forecast. The EGP was allowed to float more freely on the market, aligning with IMF loan conditions. Our foreign currency sensitivity analysis for the EGP reflects this actual devaluation by incorporating a 60% decrease against the US Dollar (USD) and the Euro (EUR).

Similarly, in June 2023, Nigeria experienced a significant devaluation of the Nigerian Naira against the US Dollar and the Euro following a policy shift by the CBN. They abandoned their previous system of multiple exchange rates and

allowed the NGN to trade more freely on the foreign exchange market. In February 2024, there was a further devaluation as the methodology for calculating the official exchange rate was revised, bringing it closer to the freely traded rate. Our foreign currency sensitivity analysis for the NGN incorporates a 80% devaluation against the USD and the EUR, reflecting the actual devaluation experienced in February 2024.

We assessed a possible change of +/- 5% to Euro (EUR), Moroccan Dirham (MAD), Algerian Dinar (DZD), West African CFA franc (XOF), Tunisian Dinar (TND) and Ugandan Shilling (UGX) due to valuation fluctuations in 2023 of (5.5)% to 1.7% of these currencies to the USD, a possible change of +/- 10% to South African Rand (ZAR), Kenyan Shilling (KES) and Ghanaian Cedi (GHS) due to valuation fluctuations in 2023 of 7.5% to 27.1% of these currencies to the USD. We also assessed a possible change of +/- 5% to Algerian Dinar (DZD), Ugandan Shilling (UGX ), UAE Dirham (AED), Moroccan Dirham (MAD) and Tunisian Dinar (TND) due to valuation fluctuations in 2023 of (2.5)% to 4.9% of these currencies to the EUR, a possible change of +/- 10% to Kenyan Shilling (KES), South African Rand (ZAR) and Ghanaian Cedi (GHS) due to valuation fluctuations in 2023 of 10.9% to 31.1% of these currencies to the EUR. Intercompany loans bear the majority of the Group's foreign currency risk as they are issued and are repayable in Euro or US dollars. Fluctuation of various exchange rates in Africa and the resulting related foreign exchange gains or losses are recognized in other comprehensive income, when designated as net investment in a foreign operation, finance income or finance costs.

The impacts in the major local currencies are as follows:

<i>In thousands of USD</i>		<b>Effect on pre-tax equity</b>	<b>Effect on profit before tax</b>
<b>Change in EUR/USD</b>			
	5 %	35,553	6,475
	(5)%	(35,553)	(6,475)
<b>Change in EUR/AED</b>			
	5 %	106	4
	(5)%	(106)	(4)
<b>Change in EUR/KES</b>			
	10 %	(5,386)	(4,672)
	(10)%	5,386	4,672
<b>Change in EUR/MAD</b>			
	5 %	(5,760)	(149)
	(5)%	5,760	149
<b>Change in EUR/NGN</b>			
	80 %	(166,050)	(247)
<b>Change in EUR/DZD</b>			
	5 %	(1,328)	(16)
	(5)%	1,328	16
<b>Change in EUR/GHS</b>			
	10 %	(1,997)	(18)
	(10)%	1,997	18
<b>Change in EUR/UGX</b>			
	5 %	(1,528)	(28)
	(5)%	1,528	28
<b>Change in EUR/ZAR</b>			
	10 %	(1,643)	(7)
	(10)%	1,643	7
<b>Change in EUR/EGP</b>			
	60 %	(51,213)	(32,002)
<b>Change in EUR/TND</b>			
	5 %	(651)	(22)
	(5)%	651	22



*In thousands of USD*

		Effect on pre-tax equity	Effect on profit before tax
<b>Change in USD/XOF</b>			
	5 %	(1,653)	(389)
	(5)%	1,653	389
<b>Change in USD/KES</b>			
	10 %	(2,114)	(1,506)
	(10)%	2,114	1,506
<b>Change in USD/MAD</b>			
	5 %	(1,664)	(153)
	(5)%	1,664	153
<b>Change in USD/NGN</b>			
	80 %	(83,807)	(13,379)
<b>Change in USD/DZD</b>			
	5 %	(818)	—
	(5)%	818	—
<b>Change in USD/GHS</b>			
	10 %	(856)	(73)
	(10)%	856	73
<b>Change in USD/UGX</b>			
	5 %	(1,041)	(72)
	(5)%	1,041	72
<b>Change in USD/ZAR</b>			
	10 %	(990)	7
	(10)%	990	(7)
<b>Change in USD/EGP</b>			
	60 %	(33,898)	(19,310)
<b>Change in USD/TND</b>			
	5 %	(850)	1
	(5)%	850	(1)

### ***Interest rate risk***

Interest rate risk is the risk that:

- i. the fair value of financial assets or financial liabilities will change due to movements in the interest rate curve; and,
- ii. the cash flows of financial assets or financial liabilities will change due to movements in the interest rate curve.

The Group has invested excess cash in financial instruments such as listed investment grade bonds and exchange traded funds pursuant to its cash management strategy, as discussed in Note 12. Changes in the interest rate curve will affect the fair value and/or cash flows of the listed investment grade bonds.

In respect of interest rate risk, management monitors the change in interest rates. The Group does not use derivatives as hedging instruments to limit its exposure from interest rate risks.

As of December 31, 2023, the listed investment grade bonds held by the Group are fixed-rate instruments.

### ***Interest rate sensitivity***

As of December 31, 2023, if the interest rate curves had changed by +/-50bps, with all other variables held constant, the hypothetical impact on pre-tax equity would have been as follows:

<b>As of December 31, 2023</b> <i>In thousands of USD</i>	<b>Effect on pre-tax equity</b>	
<b>CITI - listed investment grade bonds</b>		
	0.5 %	(496)
	(0.5)%	496

### **Liquidity risk**

The primary objective of our liquidity and capital management is to monitor the availability of cash and other financial assets and capital in order to support our business expansion and growth. We manage our liquidity and capital structure with reference to economic conditions, performance of our local operations and local regulations. Funding is managed by a central treasury department that monitors the amounts of funds to be granted according to management and Shareholder approval. All funding follows strict operational and legal monitoring executed by the treasury and legal departments.

In 2019, we secured funding via our IPO and a private placement. Most of the funding is transferred to operating entities in the form of loans which are eliminated in consolidation. In December 2020, the Group completed an equity offering. Proceeds from the offering, net of commissions and expenses, were approximately \$231.4 million. During March 2021, the Group raised additional equity funding with proceeds, net of commissions and expenses, of \$341.0 million.

As all funding has been exclusively obtained from the shareholders and there are no external borrowings, the Group does not incur an interest rate risk at this regard.

Based on the cash flow forecast for 2024, we have sufficient liquidity as of December 31, 2023 for the next twelve months.

### **Item 12. Description of Securities Other Than Equity Securities**

#### **A. Debt Securities**

Not applicable.

#### **B. Warrants and Rights**

Not applicable.

#### **C. Other Securities**

Not applicable.

#### **D. American Depositary Shares**

### **Fees and Expenses Our ADS Holders May Have to Pay**

The Bank of New York Mellon, as depositary, will register and deliver ADSs. Each ADS represents 2 of our ordinary shares (or a right to receive 2 ordinary shares) deposited with The Bank of New York Mellon SA/NV, as custodian for the depositary. Each ADS will also represent any other securities, cash or other property which may be held by the depositary. The deposited shares together with any other securities, cash or other property held by the depositary are

referred to as the deposited securities. The depository's office at which the ADSs will be administered and its principal executive office are located at 240 Greenwich Street, New York, NY 10286.

<i>Persons depositing or withdrawing shares or ADS holders must pay:</i>	<i>For:</i>
\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)	Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
\$0.05 (or less) per ADS	Any cash distribution to ADS holders
A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs	Distribution of securities distributed to holders of deposited securities (including rights) that are distributed by the depository to ADS holders
\$0.05 (or less) per ADS per calendar year	Depository services
Registration or transfer fees	Transfer and registration of shares on our share register to or from the name of the depository or its agent when you deposit or withdraw shares
Expenses of the depository	Cable and facsimile transmissions (when expressly provided in the deposit agreement)  Converting foreign currency to US dollars
Taxes and other governmental charges the depository or the custodian has to pay on any ADSs or shares underlying ADSs, such as stock transfer taxes, stamp duty or withholding taxes	As necessary
Any charges incurred by the depository or its agents for servicing the deposited securities	As necessary

The depository collects its fees for delivery and surrender of ADSs directly from investors depositing ordinary shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depository collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depository may collect its annual fee for depository services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depository may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depository may generally refuse to provide fee-attracting services until its fees for those services are paid.

From time to time, the depository may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depository or share revenue from the fees collected from ADS holders. In performing its duties under the deposit agreement, the depository may use brokers, dealers, foreign currency dealers or other service providers that are owned by or affiliated with the depository and that may earn or share fees, spreads or commissions.

The depository may convert currency itself or through any of its affiliates and, in those cases, acts as principal for its own account and not as agent, advisor, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the deposit agreement and the rate that the depository or its affiliate receives when buying or selling foreign currency for its own account. The depository makes no representation that the exchange rate used or obtained in any currency conversion under the deposit agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depository's obligations under the deposit agreement. The methodology used to determine exchange rates used in currency conversions is available upon request.

### **Fees and Other Payments Made by the Depository to Us**

From time to time, the depository may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depository or share revenue from the fees collected from ADS holders. For the year ended December 31, 2021, we received reimbursement in the amount of approximately US\$0.5 million from the depository. For the year ended December 31, 2022 and 2023, no reimbursement was received.

## **PART II**

### **Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

### **Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

#### **Material Modifications to the Rights of Securities Holders**

See Item 10. “Additional Information” for a description of the rights of securities holders, which remain unchanged.

#### **Use of Proceeds**

Not applicable.

### **Item 15. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”)) that are designed to ensure that information required to be disclosed in the Company’s reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our chief executive officer and executive vice president, finance & operations, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management, with the participation of our chief executive officer and executive vice president, finance & operations, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2023. Based upon that evaluation, our chief executive officer and executive vice president, finance & operations concluded that, as a result of the material weakness in our internal control over financial reporting described below, the design and operation of our disclosure controls and procedures were not effective, as of December 31, 2023.

#### **Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Our management assessed the effectiveness of our internal control over financial reporting based on the criteria set forth in “Internal Control - Integrated Framework (2013)” issued by the Committee of Sponsoring Organizations of the Treadway Commission.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim consolidated financial statements may not be prevented or detected on a timely basis.

As disclosed in our annual report for the year ended December 31, 2022, we identified material weaknesses with respect to:

- lack of sufficient corporate finance and accounting personnel to assess appropriate accounting, classification, and disclosure of certain financial statement information, which lead to the correction of our previous year financial statements, including the restatement of our 2021 statement of operations and footnote 13 to the consolidated financial statements.
- inadequate design of controls around payments to vendors.
- insufficient personnel resources to ensure the consistent and timely execution of user access controls.
- lack of sufficiently robust, timely documentation to evidence the procedures performed and conclusions reached by the owners of controls related to certain classes of transactions.

During 2023, in response to the material weaknesses described above, the Company implemented a remediation plan, including:

- increased internal resources to strengthen the quality of technical analysis of classification and disclosure of certain financial statement information,
- staged deployment of an integrated vendor payout process,
- strengthened access management controls infrastructure to allow for more consistent and timely execution of control procedures, and
- expanded and refined control documentation.

As a result of our efforts, the material weaknesses related to lack of sufficient corporate finance and accounting personnel to assess appropriate accounting, classification and disclosure of certain financial statement information, inadequate design of controls around payments to vendors and lack of sufficiently robust, timely documentation to evidence the procedures performed and conclusions reached by the owners of controls related to certain classes of transactions have been remediated. As of December 31, 2023, the material weakness related to insufficient personnel resources to ensure the timely execution of user access controls remained.

In response to the remaining material weakness described above, the Company plans to implement a remediation plan, including the strengthening of access management controls infrastructure to allow for more timely execution of control procedures.

Based upon the above evaluation, management, including our chief executive officer and executive vice president, finance and operations, concluded that our internal control over financial reporting was not effective as of December 31, 2023 due to the presence of a material weakness. Notwithstanding this material weakness, our management, based on the substantial work performed, concluded that our consolidated financial statements for the periods covered by and included in this Annual Report are fairly stated in all material respects in accordance with IFRS.

#### **Attestation Report of the Registered Public Accounting Firm**

Ernst & Young, Société Anonyme, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report, has audited our internal control over financial reporting as of December 31, 2023, as stated in its report on page F-1.

#### **Changes in Internal Control over Financial Reporting**

Except for the remediation efforts described above taken to address the prior year material weaknesses, during the year ended December 31, 2023, there were no other changes in our internal control over financial reporting that occurred during the period covered by this Annual Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **Item 16A. Audit Committee Financial Expert**

See Item 6. “Directors, Senior Management and Employees —C. Board Practices—Audit Committee.”

#### **Item 16B. Code of Ethics**

In accordance with NYSE listing requirements and SEC rules, the Company adopted a written code of business conduct and ethics, or code of conduct, which outlines the principles of legal and ethical business conduct under which we

do business. The code of conduct applies to all of our supervisory board members, management board members and employees. The full text of the code of conduct is available on our website at <https://group.jumia.com>.

#### Item 16C. Principal Accountant Fees and Services

The Audit Committee has adopted a pre-approval policy that requires the pre-approval of all services performed for us by our independent registered public accounting firm. Additionally, the Audit Committee has delegated to the Committee Chairman full authority to approve any management request for pre-approval, provided the Chairman presents any approval given at its next scheduled meeting. All audit-related services, tax services and other services rendered by our independent registered public accounting firm or their affiliates were pre-approved by the Audit Committee and are compatible with maintaining the auditor's independence.

Ernst & Young, Société Anonyme, has served as our principal independent registered public auditor for the years 2022 and 2023 for which audited Consolidated Financial Statements appear in this Annual Report. Set forth below are the total fees billed (or expected to be billed), on a consolidated basis, by Ernst & Young, Société Anonyme, and affiliates for providing audit and other professional services in each of the last three years:

	For the year ended December 31,	
	2022	2023
	(in \$ millions)	
Audit fees	3.0	5.5
<b>Total</b>	<b>3.0</b>	<b>5.5</b>

Audit fees consist of fees and expenses billed for the annual audit and quarterly review of Jumia's consolidated financial statements.

Audit-related fees consist of fees and expenses billed for assurance and related services that are related to the performance of the audit or review of Jumia's financial statements.

#### Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

#### Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

#### Item 16F. Change in Registrant's Certifying Accountant

Ernst & Young SA has been the Group's auditor since 2014. On November 14, 2023, the chair of the audit committee of the Company's supervisory board informed Ernst & Young SA of its intent to dismiss them as registered independent public accountant upon completion of their audit of the Company's consolidated financial statements as of and for the year ended December 31, 2023 and the issuance of their report thereon. The term of Ernst & Young SA as the Group's auditor will therefore terminate at the end of the Annual General Meeting of Shareholders in 2024.

The Supervisory Board of Jumia Technologies AG has decided to engage Mazars SA as the Group's auditor, and to propose Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft as statutory auditor for the financial year 2024. The selection procedure of the auditors to be appointed by the Annual General Meeting of Shareholders in 2024 was overseen by the Audit Committee, following which a recommendation to the Supervisory Board was issued. The engagement of Mazars SA is subject to the appointment of Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft as statutory auditor by the Annual General Meeting of Shareholders in 2024.

The reports of Ernst & Young SA on the consolidated financial statements for each of the years ended December 31, 2023 and 2022 did not contain an adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles. During each of the years ended December 31, 2023 and 2022:

- there were no “disagreements” (as that term is described in Item 16F.(a)(1)(iv) of the Instructions to Form 20-F and the instructions to Item 16F.) between Jumia Technologies AG and Ernst & Young SA on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreement(s), if not resolved to Ernst & Young SA satisfaction, would have caused Ernst & Young SA to make reference to the subject matter of the disagreement(s) in connection with its report; and
- there were no “reportable events” (as that term is defined in Item 16F.(a)(1)(v) of the Instructions to Form 20-F), except as it relates to the identification of material weaknesses in internal control over financial reporting as disclosed in Item 15 of the Company’s 2022 Annual Report on Form 20-F and a material weakness in internal control over financial reporting as disclosed in Item 15 of the Company’s 2023 Annual Report on Form 20-F.

During the Company’s two most recent fiscal years, and any subsequent interim period prior to engaging Mazars SA as the Group’s auditor (such engagement will be subject to the vote of shareholders at the next Annual General Meeting of Shareholders), neither the Company, nor anyone on its behalf, has consulted Mazars SA or any affiliate regarding either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the registrant’s financial statements; and neither a written report was provided to the Company, nor oral advice was provided, that Mazars SA concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or any matter that was either the subject of a disagreement (as described in Item 16F(a)(1)(iv) of the Instructions to Form 20-F and the related instructions to this Item) or a reportable event (as defined in Item 16F(a)(1)(v) of the Instructions to Form 20-F).

The Company has provided Ernst & Young SA with a copy of the foregoing disclosure and has requested and received from Ernst & Young SA a letter addressed to the SEC stating whether or not they agree with the above statements and, if not, stating the respects in which it does not agree.

A copy of Ernst & Young SA’s letter, dated March 28, 2024, is filed as Exhibit 15.1 to this Annual Report on Form 20-F.

## **Item 16G. Corporate Governance**

### **Differences Between Our Corporate Governance Practices and Those Set Forth in the NYSE Listed Company Manual**

In general, under Section 303A.11 of the NYSE Listed Company Manual, foreign private issuers such as us are permitted to follow home country corporate governance practices instead of certain provisions of the NYSE Listed Company Manual without having to seek individual exemptions from the NYSE. A foreign private issuer making its initial U.S. listing on the NYSE and following home country corporate governance practices in lieu of the corresponding corporate governance provisions of the NYSE Listed Company Manual must disclose in its registration statement or on its website any significant ways in which its corporate governance practices differ from those followed by U.S. companies under the NYSE Listed Company Manual. In addition, we also may qualify for certain exemptions under the NYSE Listed Company Manual as a foreign private issuer that may affect our corporate governance practices. The significant differences between the corporate governance practices that we follow and those set forth in the NYSE Listed Company Manual are described below:

- Section 303A.01 of the NYSE Listed Company Manual requires listed companies to have a majority of independent directors. There is no requirement under German law that the majority of members of a supervisory board be independent, and the rules of procedure of our supervisory board provide that our supervisory board should be composed of, in its own estimation, an adequate number of independent members, though this is not a mandatory requirement.
- Section 303A.09 of the NYSE Listed Company Manual requires all listed companies to adopt and disclose corporate governance guidelines. German law does not require a company to adopt separate corporate governance guidelines. Instead, we follow the German Corporate Governance Code as described above.
- Section 312.03(c) of the NYSE Listed Company Manual require listed companies to obtain stockholder approval prior to issuing or selling securities (or securities convertible into or exercisable for common stock) that equal 20% or more of the issuer’s outstanding common stock or voting power prior to such

issuance or sale. Under German law, every shareholder is generally entitled to subscription rights (commonly known as preemptive rights) to any new shares issued within the framework of a capital increase, including convertible bonds, bonds with warrants, profit sharing rights or income bonds in proportion to the number of shares the respective shareholder holds in the corporation's existing share capital. The shareholders' meeting may, however, authorize the management board (together with the supervisory board), subject to certain conditions, to issue or sell shares in the company without the need for prior shareholder approval and to exclude subscription rights of existing shareholders.

**Item 16H. Mine Safety Disclosure**

Not applicable.

**Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

**Item 16J. Insider Trading Policies**

Not applicable.

**Item 16K. Cybersecurity**

**Cybersecurity Risk Management and Strategy**

We have developed and implemented a cybersecurity risk management program with a comprehensive, multilayered approach intended to enhance security, manage emerging threats, ensure compliance, and protect infrastructure integrity.

We design and assess our program by integrating best practices from established frameworks and compliance guidelines, including NIST Cybersecurity Framework, AWS CAF (Amazon Web Services Cloud Adoption Framework), Mitre and the Sarbanes-Oxley Act. This does not mean that we meet any particular technical standards, specifications, or requirements, but only that we use these frameworks and guidelines to help us identify, assess, and manage cybersecurity risks relevant to our business. Our JumiaPay business is PCI-DSS certified.

Information about cybersecurity risks and our risk management processes is collected, analyzed and considered as part of our overall risk management program.

Key components of our cybersecurity risk management program include:

- risk assessments designed to help identify cybersecurity risks to our critical systems, information, services, and our broader enterprise IT environment;
- a security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;
- cybersecurity awareness training of our employees, incident response personnel and senior management;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- secure access control measures applied to critical IT systems, equipment and devices, designed to prevent unauthorized users, processes, and devices from accessing IT systems and data.

At this time, we have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations,



or financial condition. We may in the future face certain risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See Item 3. “Key Information—D. Risk Factors—We may experience malfunctions or disruptions of our technology systems.” and “Key Information—D. Risk Factors— We may experience security breaches and disruptions due to hacking, viruses, fraud, malicious attacks and other circumstances.”

### **Cybersecurity Governance**

Our supervisory board considers cybersecurity risk as part of its risk oversight function and has delegated to the audit committee oversight of cybersecurity and other information technology risks. The audit committee oversees our management board’s implementation of our cybersecurity risk management program.

The audit committee receives periodic reports from our management board on our cybersecurity risks. In addition, our management board updates the audit committee, as necessary, regarding any significant cybersecurity incidents.

The management board receives monthly updates from the information security team on our cybersecurity risks. In addition, the information security team updates the management board, as necessary, regarding any material cybersecurity incidents, as well as any incidents with lesser impact potential.

Our information security team, composed of both full-time employees and external professional service suppliers, is led by our CISO and is responsible for assessing and managing our material risks from cybersecurity threats. We work with an external consulting firm with expertise in cybersecurity governance, risk management and compliance to supplement our internal resources. The consulting firm supports the implementation, management and audit of our cybersecurity management systems. This partnership is designed to enable Jumia to implement a structured, methodical approach to cybersecurity and incident response, and to ensure that the company is protected against current threats and prepared to assess and manage material cybersecurity risks.

Our information security team, led by our CISO, is informed about and monitors the prevention, detection, mitigation, and remediation of cybersecurity risks and incidents through various means, which may include, among other things, briefings with internal security personnel, threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us, and alerts and reports produced by security tools deployed in our IT environment.

## **PART III**

### **Item 17. Financial Statements**

We have responded to Item 18 in lieu of responding to this Item.

### **Item 18. Financial Statements**

See page F-1 of this Annual Report.

**Item 19. Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
1.1*	<a href="#">Articles of Association of the Registrant, dated March 13, 2024</a>
1.2	<a href="#">Rules of Procedure of the Supervisory Board of the Registrant (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form F-3 (File No. 333-240016) filed with the SEC on July 22, 2020)</a>
1.3*	<a href="#">Rules of Procedure of the Management Board of the Registrant</a>
2.1	<a href="#">Form of American Depositary Receipt evidencing American Depositary Shares (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form F-1 (File No. 333-230207) filed with the SEC on March 28, 2019)</a>
2.2	<a href="#">Form of Deposit Agreement between the Registrant, the depository and holders of American Depositary Shares evidenced by American Depositary receipts issued thereunder (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form F-1 (File No. 333-230207) filed with the SEC on March 28, 2019)</a>
2.3*	<a href="#">Description of Securities</a>
4.1	<a href="#">Jumia UG (haftungsbeschränkt) &amp; Co. KG, Option Program 2016 (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form F-1 (File No. 333-230207) filed with the SEC on March 28, 2019)</a>
4.2	<a href="#">Jumia Technologies AG, Stock Option Program 2019 (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form F-1 (File No. 333-230207) filed with the SEC on March 28, 2019)</a>
4.3	<a href="#">Jumia, Virtual Restricted Stock Unit Program 2019 (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form F-1 (File No. 333-230207) filed with the SEC on March 28, 2019)</a>
4.4	<a href="#">Jumia Technologies AG, Stock Option Program 2020 (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-8 (File No. 333-240017) filed with the SEC on July 22, 2020)</a>
4.5	<a href="#">Jumia, Virtual Restricted Stock Unit Program 2020 (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-8 (File No. 333-240017) filed with the SEC on July 22, 2020)</a>
4.6	<a href="#">Jumia Technologies AG, Stock Option Program 2021 (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-8 (File No. 333-258675) filed with the SEC on August 10, 2021)</a>
4.7	<a href="#">Jumia, Virtual Restricted Stock Unit Program 2021 (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-8 (File No. 333-258675) filed with the SEC on August 10, 2021)</a>
4.8	<a href="#">Jumia, Virtual Restricted Stock Unit Program 2023 (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form F-3 (File No. 333-274004) filed with the SEC on August 15, 2023)</a>
8.1	<a href="#">List of Significant Subsidiaries (incorporated by reference to Exhibit 8.1 to the Company's Annual Report on Form 20-F (File No. 001-38863) filed with the SEC on April 3, 2020)</a>
12.1*	<a href="#">CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
12.2*	<a href="#">EVP, Finance &amp; Operations Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
13.1**	<a href="#">CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
13.2**	<a href="#">EVP, Finance &amp; Operations Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
15.1*	<a href="#">EY Change in Auditors 16F Item Letter</a>
15.2*	<a href="#">Consent of Ernst &amp; Young, Société Anonyme</a>
97.1*	<a href="#">Policy for the Recovery of Erroneously Awarded Compensation</a>
101*	INS XBRL Instance Document the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. SCH XBRL Taxonomy Extension Scheme Document CAL XBRL Taxonomy Extension Calculation Linkbase Document

LAB XBRL Taxonomy Extension Definition Linkbase Document

PRE XBRL Taxonomy Extension Label Linkbase Document

DEF XBRL Taxonomy Extension Presentation Linkbase Document

104\* Cover page Interactive Data File (embedded within the XBRL document)

\* Filed herewith

\*\* Furnished herewith

### Signatures

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for the filing of Form 20-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

JUMIA TECHNOLOGIES AG

Date: March 28, 2024

By /s/ Francis Dufay

Name: Francis Dufay

Title: Chief Executive Officer and  
Member of the Management Board

JUMIA TECHNOLOGIES AG

Date: March 28, 2024

By /s/ Antoine Maillet-Mezeray

Name: Antoine Maillet-Mezeray

Title: Executive Vice President, Finance & Operations and  
Member of the Management Board

**JUMIA TECHNOLOGIES AG**  
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## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Supervisory Board of Jumia Technologies AG

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Jumia Technologies AG (the “Group”) as of December 31, 2023 and 2022, the related consolidated statements of operations and comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Group's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 28, 2024 expressed an adverse opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Group’s management. Our responsibility is to express an opinion on the Group’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

***Provisions for uncertain tax positions***

*Description of the Matter*

The Group operates in countries with developing economies, where tax systems, regulations and enforcement processes have varying stages of development. As described in Notes 3 and 21 of the consolidated financial statements, this creates uncertainty in the application of tax law and the interpretation of tax treatments for indirect tax. The resolution of tax positions taken by the Group, through negotiations with relevant tax authorities or through litigation, can take several years to complete, and, in some cases, is difficult to predict.

The Group has provisions for uncertain tax positions of \$15.3 million as of December 31, 2023.

Auditing management's evaluation of the Group's provisions for uncertain tax provisions was complex due to the significant judgment and the level of subjectivity required to assess the likely application of tax law and the interpretations of tax treatments made by management for indirect tax.

*How We Addressed the Matter in Our Audit*

Our audit procedures included, among others, assessing the mathematical accuracy of the calculations of provisions for uncertain tax positions and assumptions used therein, by jurisdiction. We involved our tax professionals and specialists to assist us in evaluating the Group's recognition of provisions for uncertain tax positions and its interpretation and application of relevant tax laws, litigation and trends against our understanding of the same. Where applicable, we assessed the accuracy of management's provision for uncertain tax positions by comparing the prior period estimates with the resolution of those tax uncertainties. We also assessed the adequacy of disclosures in Notes 3 and 21 of the consolidated financial statements related to these tax matters.

/s/ Ernst & Young S.A.

We have served as the Group's auditor since 2014.

Luxembourg, Grand Duchy of Luxembourg

March 28, 2024

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and Supervisory Board of Jumia Technologies AG

### **Opinion on Internal Control Over Financial Reporting**

We have audited Jumia Technologies AG’s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, because of the effect of the material weakness described below on the achievement of the objectives of the control criteria, Jumia Technologies AG (the Company) has not maintained effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management’s assessment. The Company continues to have insufficient personnel resources to ensure the timely execution of user access controls.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated statements of financial position of the Company as of December 31, 2023, and 2022, the related consolidated statements of operations and comprehensive income (loss), changes in equity, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2023 consolidated financial statements, and this report does not affect our report dated March 28, 2024, which expressed an unqualified opinion thereon.

### **Basis for Opinion**

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young S.A.

Luxembourg, Grand Duchy of Luxembourg

March 28, 2024

**JUMIA TECHNOLOGIES AG**
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

<i>In thousands of USD</i>	Note	As of December 31,	
		2022	2023
<b>Assets</b>			
<b>Non-current assets</b>			
Property and equipment	7	28,498	14,361
Deferred tax assets	8	710	531
Other taxes receivable	20	5,967	4,721
Other non-current assets	9	3,589	1,289
<b>Total Non-current assets</b>		<b>38,764</b>	<b>20,902</b>
<b>Current assets</b>			
Inventories	10	11,437	9,699
Trade and other receivables	13	23,101	23,157
Income tax receivables	29	1,792	2,000
Other taxes receivable	20	6,368	4,143
Prepaid expenses	14	21,334	9,470
Term deposits and other financial assets	12	155,846	85,088
Cash and cash equivalents	11	71,579	35,483
<b>Total Current assets</b>		<b>291,457</b>	<b>169,040</b>
<b>Total Assets</b>		<b>330,221</b>	<b>189,942</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Share capital	15	235,659	236,800
Share premium	15	1,736,469	1,736,469
Other reserves	16	163,174	160,729
Accumulated losses		(1,960,584)	(2,064,763)
<b>Equity attributable to the equity holders of the Company</b>		<b>174,718</b>	<b>69,235</b>
<b>Non-controlling interests</b>		<b>(469)</b>	<b>(511)</b>
<b>Total Equity</b>		<b>174,249</b>	<b>68,724</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Non-current borrowings	19	8,709	2,357
Trade and other payables	18	209	125
Deferred tax liabilities	8	899	204
Other taxes payable	20	1,749	474
Provisions for liabilities and other charges	21	889	514
Deferred income	22	345	—
<b>Total Non-current liabilities</b>		<b>12,800</b>	<b>3,674</b>
<b>Current liabilities</b>			
Current borrowings	19	5,138	3,718
Trade and other payables	18	64,230	55,425
Income tax payables	29	12,986	13,427
Other taxes payable	20	20,947	23,452
Provisions for liabilities and other charges	21	35,899	18,420
Deferred income	22	3,972	3,102
<b>Total Current liabilities</b>		<b>143,172</b>	<b>117,544</b>
<b>Total Liabilities</b>		<b>155,972</b>	<b>121,218</b>
<b>Total Equity and Liabilities</b>		<b>330,221</b>	<b>189,942</b>

The accompanying notes are an integral part of these consolidated financial statements.

**JUMIA TECHNOLOGIES AG**
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

<i>In thousands of USD</i>	Note	For the years ended December 31,		
		2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023
Revenue	23	167,624	203,300	186,402
Cost of revenue		(66,156)	(85,127)	(79,298)
<b>Gross profit</b>		<b>101,468</b>	<b>118,173</b>	<b>107,104</b>
Fulfillment expense	24	(74,696)	(76,783)	(43,884)
Sales and advertising expense	25	(73,650)	(66,859)	(21,458)
Technology and content expense	26	(36,697)	(52,411)	(41,528)
General and administrative expense	27	(139,120)	(122,211)	(74,425)
Other operating income		1,415	2,086	1,203
Other operating expense		(279)	(86)	(320)
Termination benefits	27	—	(3,706)	—
<b>Operating loss</b>		<b>(221,559)</b>	<b>(201,797)</b>	<b>(73,308)</b>
Finance income	28	24,764	15,253	6,189
Finance costs	28	(10,331)	(19,618)	(31,481)
<b>Loss before Income tax from continuing operations</b>		<b>(207,126)</b>	<b>(206,162)</b>	<b>(98,600)</b>
Income tax expense	29	(442)	(6,979)	(661)
<b>Loss for the period from continuing operations</b>		<b>(207,568)</b>	<b>(213,141)</b>	<b>(99,261)</b>
Loss after Income tax for the period from discontinued operations	6	(19,337)	(25,128)	(4,917)
<b>Loss for the period</b>		<b>(226,905)</b>	<b>(238,269)</b>	<b>(104,178)</b>
<b>Attributable to:</b>				
Equity holders of the Company		(226,865)	(238,232)	(104,155)
from continuing operations		(207,528)	(213,104)	(99,238)
from discontinued operations		(19,337)	(25,128)	(4,917)
Non-controlling interests		(40)	(37)	(23)
from continuing operations		(40)	(37)	(23)
<b>Loss for the period</b>		<b>(226,905)</b>	<b>(238,269)</b>	<b>(104,178)</b>
<b>Other comprehensive loss that may be classified to profit or loss in subsequent periods</b>				
Exchange differences gain / (loss) on translation of foreign operations		(12,282)	178,932	218,516
Other comprehensive loss on net investment in foreign operations		(3,549)	(182,501)	(228,976)
Other comprehensive income / (loss) on financial assets at fair value through OCI		(3,941)	(5,672)	3,793
Other comprehensive loss		(19,772)	(9,241)	(6,667)
<b>Total comprehensive loss for the period</b>		<b>(246,677)</b>	<b>(247,510)</b>	<b>(110,845)</b>
<b>Attributable to:</b>				
Equity holders of the Company		(246,666)	(247,490)	(110,803)
Non-controlling interests		(11)	(20)	(42)
<b>Total comprehensive loss for the period</b>		<b>(246,677)</b>	<b>(247,510)</b>	<b>(110,845)</b>
<b>Earnings per share (EPS) from continuing operations in USD:</b>				
Basic and Diluted Loss for the period attributable to ordinary equity holders of the parent	30	(1.07)	(1.06)	(0.49)
<b>Earnings per share (EPS) from discontinued operations in USD:</b>				
Basic and Diluted Loss for the period attributable to ordinary equity holders of the parent	30	(0.10)	(0.13)	(0.02)
<b>Earnings per share (EPS) in USD:</b>				
Basic and Diluted Loss for the period attributable to ordinary equity holders of the parent	30	(1.17)	(1.19)	(0.52)

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(1) Re-presented for discontinued operations. See Note 6. The accompanying notes are an integral part of these consolidated financial statements.

**JUMIA TECHNOLOGIES AG**
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

<i>In thousands of USD</i>	Attributable to equity holders of the Company					Non-controlling interests	Total Equity
	Share Capital	Share premium	Accumulated losses	Other reserves	Total		
<b>As of January 1, 2021</b>	<b>219,843</b>	<b>1,478,230</b>	<b>(1,566,600)</b>	<b>143,871</b>	<b>275,344</b>	<b>(447)</b>	<b>274,897</b>
Loss for the year	—	—	(226,865)	—	(226,865)	(40)	(226,905)
Other comprehensive loss	—	—	—	(19,801)	(19,801)	29	(19,772)
<b>Total comprehensive loss for the period</b>	<b>—</b>	<b>—</b>	<b>(226,865)</b>	<b>(19,801)</b>	<b>(246,666)</b>	<b>(11)</b>	<b>(246,677)</b>
Capital contribution (Note 15)	21,320	327,326	—	—	348,646	—	348,646
Exercised stock options and stock units issued	2,915	—	—	(2,846)	69	—	69
Translation to presentation currency	(9,924)	(69,089)	79,013	—	—	—	—
Share-based payments (Note 17)	—	—	—	43,451	43,451	—	43,451
Equity transaction costs (Note 15)	—	—	(7,816)	—	(7,816)	—	(7,816)
Change in Non-controlling interests	—	2	8	—	10	4	14
<b>As of December 31, 2021</b>	<b>234,154</b>	<b>1,736,469</b>	<b>(1,722,260)</b>	<b>164,675</b>	<b>413,038</b>	<b>(454)</b>	<b>412,584</b>
Loss for the year	—	—	(238,232)	—	(238,232)	(37)	(238,269)
Other comprehensive (loss) / income	—	—	—	(9,258)	(9,258)	17	(9,241)
<b>Total comprehensive loss for the period</b>	<b>—</b>	<b>—</b>	<b>(238,232)</b>	<b>(9,258)</b>	<b>(247,490)</b>	<b>(20)</b>	<b>(247,510)</b>
Exercised stock options and stock units issued	1,505	—	—	(1,480)	25	—	25
Share-based payments (Note 17)	—	—	—	9,237	9,237	4	9,241
Equity transaction costs (Note 15)	—	—	(91)	—	(91)	—	(91)
Change in Non-controlling interests	—	—	(1)	—	(1)	1	—
<b>As of December 31, 2022</b>	<b>235,659</b>	<b>1,736,469</b>	<b>(1,960,584)</b>	<b>163,174</b>	<b>174,718</b>	<b>(469)</b>	<b>174,249</b>
Loss for the year	—	—	(104,155)	—	(104,155)	(23)	(104,178)
Other comprehensive loss	—	—	—	(6,648)	(6,648)	(19)	(6,667)
<b>Total comprehensive loss for the period</b>	<b>—</b>	<b>—</b>	<b>(104,155)</b>	<b>(6,648)</b>	<b>(110,803)</b>	<b>(42)</b>	<b>(110,845)</b>
Stock units issued	1,141	—	—	(1,141)	—	—	—
Share-based payments (Note 17)	—	—	—	5,344	5,344	—	5,344
Equity transaction costs (Note 15)	—	—	(24)	—	(24)	—	(24)
<b>As of December 31, 2023</b>	<b>236,800</b>	<b>1,736,469</b>	<b>(2,064,763)</b>	<b>160,729</b>	<b>69,235</b>	<b>(511)</b>	<b>68,724</b>

The accompanying notes are an integral part of these consolidated financial statements.

**JUMIA TECHNOLOGIES AG**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

<i>In thousands of USD</i>	Note	For the years ended December 31,		
		2021	2022	2023
<b>Cash flows from operating activities</b>				
Loss before Income tax from continuing operations		(207,126)	(206,162)	(98,600)
Loss before Income tax from discontinued operations	6	(19,337)	(25,128)	(4,917)
<b>Loss before Income tax</b>		<b>(226,463)</b>	<b>(231,290)</b>	<b>(103,517)</b>
Depreciation and amortization of tangible and intangible assets		9,656	11,646	9,841
Impairment losses on loans, receivables and other assets	13	2,011	6,008	1,054
Impairment losses on obsolete inventories	10	416	1,947	215
Share-based payment expense	17	34,548	8,240	5,276
Net loss from disposal of tangible and intangible assets		180	35	173
Change in provision for liabilities and other charges		(243)	473	(17,089)
Lease modification (income)/expense		(37)	23	95
Interest income	28	(996)	(2,721)	(2,353)
Discounting effect (income) / expense		—	486	(73)
Net foreign exchange (gain)/loss		(7,656)	5,517	10,942
Net loss on financial instruments at fair value through profit or loss	28	998	7,167	13,364
Impairment losses / (reversals) on financial assets at fair value through OCI		88	(35)	—
Net loss recognized on disposal of debt instruments held at fair value through OCI	28	—	2,290	3,908
Share-based payment expense - settlement		(1,237)	(444)	(291)
(Increase)/Decrease in trade and other receivables, prepaid expenses and other tax receivables		(3,017)	(39,526)	8,159
Increase in inventories		(3,751)	(4,036)	(236)
Increase/(Decrease) in trade and other payables, deferred income and other tax payables		26,341	(3,099)	699
Income taxes paid		(2,017)	(2,859)	(3,143)
<b>Net cash flows used in operating activities</b>		<b>(171,179)</b>	<b>(240,178)</b>	<b>(72,976)</b>
<b>Cash flows from investing activities</b>				
Purchase of property and equipment		(7,166)	(11,147)	(2,253)
Proceeds from sale of property and equipment		22	11	112
Purchase of intangible assets		(19)	—	—
Interest received		2,602	4,762	4,826
Movement in other non-current assets		(683)	(1,586)	471
Movement in term deposits and other financial assets	12	(399,566)	220,207	59,377
<b>Net cash flows (used in) / from investing activities</b>		<b>(404,810)</b>	<b>212,247</b>	<b>62,533</b>
<b>Cash flows from financing activities</b>				
Interest settled - financing		(74)	(41)	(1,083)
Payment of lease interest	19	(1,543)	(1,496)	(1,105)
Repayment of lease liabilities	19	(5,072)	(7,170)	(5,185)
Equity transaction costs		(7,779)	(79)	(40)
Capital Contributions		348,646	—	—
Proceeds from exercise of stock options		68	26	—
<b>Net cash flows (used in) / from financing activities</b>		<b>334,246</b>	<b>(8,760)</b>	<b>(7,413)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(241,743)</b>	<b>(36,691)</b>	<b>(17,856)</b>
Effect of exchange rate changes on cash and cash equivalents		(15,098)	(8,820)	(18,241)
<b>Cash and cash equivalents at the beginning of the period</b>	11	<b>373,931</b>	<b>117,090</b>	<b>71,579</b>
<b>Cash and cash equivalents at the end of the period</b>	11	<b>117,090</b>	<b>71,579</b>	<b>35,483</b>

The accompanying notes are an integral part of these consolidated financial statements.



## JUMIA TECHNOLOGIES AG

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2021, 2022 AND 2023

#### 1 Corporate information

The accompanying consolidated financial statements and notes present the operations of Jumia Technologies AG (the “Company” or “Jumia Tech”) and its subsidiaries (the “Group” or “Jumia”).

The Company was incorporated as Africa Internet Holding GmbH on June 26, 2012, and was transformed into Jumia Technologies AG, a German stock corporation on January 31, 2019. The Company is domiciled in Germany and has its registered office located at Skalitzer Strasse 104, 10997 Berlin, Germany. The Group operates in e-commerce across the African continent.

In April 2019 Jumia Tech became a listed company on New York Stock Exchange (NYSE), with ticker symbol “JMIA”.

Jumia is the leading pan-African e-commerce platform. Jumia’s platform consists of a marketplace, which connects sellers with customers, a logistics service, which enables the shipping and delivery of packages from sellers to customers, and a payment service, which facilitates transactions among participants active on Jumia’s platform.

The Group has incurred significant losses since its incorporation. The Group expects to continue generating losses as it makes the necessary investments to grow and/or rebalance its business. The Group will therefore continue to require additional funding either from existing or new shareholders.

The consolidated financial statements disclose all matters of which the Group is aware, and which are relevant to the Group’s ability to continue as a going concern, including all significant events and mitigating factors. Further details can be found in Note 33. The consolidated financial statements have been prepared on a basis which assumes that the Group will continue as a going concern, and which contemplates the recoverability of assets and the satisfaction of the liabilities and commitments in the normal course of business. The Group has sufficient resources to operate as a going concern for the next 12 months.

On March 27, 2024 the Supervisory Board authorized these consolidated financial statements for issuance.

#### 2 Summary of accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### a) Basis of preparation

The consolidated financial statements of the Group (“consolidated financial statements”) have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the IASB.

The consolidated financial statements have been prepared on a historical cost basis except for certain financial assets and share based compensation plans, which have been measured at fair value (as further disclosed within this Note). The consolidated financial statements are presented in US dollars and all values are rounded to the nearest thousand (\$000), except when otherwise indicated.

##### b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as the Company, using consistent accounting policies.

Subsidiaries are those investees that the Group controls because the Group (i) has power to direct relevant activities of the investees that significantly affect their returns, (ii) has exposure, or rights, to variable returns from its

involvement with the investees, and (iii) has the ability to use its power over the investees to affect the amount of Group's returns.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, revenue and expense of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognizes the related assets, liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognized in profit or loss. As of December 31, 2021, 2022 and 2023, the Group consolidated 67, 67 and 65 subsidiaries, respectively.

#### c) Current versus non-current classification

The Company presents assets and liabilities in the consolidated statement of financial position based on current/non-current classification. An asset is current when it is expected to be realized or intended to be sold or consumed in the normal operating cycle, held primarily for the purpose of trading or expected to be realized within twelve months after the reporting period. Cash and cash equivalents are presented as current unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current. A liability is current when it is expected to be settled in the normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are non-current.

#### d) Property and equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment losses.

Costs of minor repairs and maintenance are expensed when incurred. The cost of replacing major parts or components of property and equipment items are capitalized and the replaced part is written off.

Whenever events or changes in market conditions indicate a risk of impairment of property and equipment, management estimates the recoverable amount, which is determined as the higher of an asset's fair value less costs to sell and its value in use. The carrying amount is reduced to the recoverable amount and the impairment loss is recognized in profit or loss for the year.

Depreciation on items of property and equipment is calculated using the straight-line method over their estimated useful lives, as follows:

	<u>Useful life in years</u>
<b>Buildings</b>	Up to 40
<b>Transportation equipment</b>	5 to 8
<b>Technical equipment and machinery</b>	3 to 10
<b>Office equipment</b>	5 to 15
<b>Leasehold improvements</b>	Shorter of useful life and the term of the underlying lease

The assets' useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. A recognized item of property and equipment and any significant part is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of operations when the asset is derecognized.

#### e) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group only acts as a lessee.

### *Group as a lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are recognized in the statement of financial position as “Property and equipment” and are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Offices and Warehouses - 2 to 10 years
- Motor vehicles and other equipment 2 to 6 years

#### Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including, in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. The lease liabilities are recognized in the statement of financial position as 'Current borrowings' or 'Non-current borrowings'.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

#### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognized as expense on a straight-line basis over the lease term.

Lease expenses are primarily classified as ‘General and administrative expense’.

### **f) Financial instruments – initial recognition and subsequent measurement**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### *Financial assets*

The Group has financial assets in the form of bank deposits, trade notes and accounts receivable and other receivables and financial investments included in the item “Term deposits and other financial assets”.

#### Initial recognition and subsequent measurement

With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15. Trade and other receivables are subsequently measured at amortized cost using the effective interest rate method.

The classification of financial assets that are debt instruments at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Contractual cash flows arising from the financial assets are assessed by the Group as to whether they are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The business model for managing financial assets that are debt instruments is either "hold to collect", "hold to collect and sell" or other (such as when the asset is held for trading or is otherwise managed on a fair value basis).

In order for a financial asset that is a debt instrument to be classified and subsequently measured at amortized cost, contractual cash flows need to arise as SPPI and the business model for the financial asset must be to "hold to collect". Amortized cost is measured according to effective interest rate method and interest income is recognized in "Finance income".

A financial asset that is a debt instrument is classified and subsequently measured at fair value through other comprehensive income, if arising contractual cash flows are SPPI and the business model for the financial asset is "hold to collect and sell".

Interest income is measured according to effective interest rate method and recognized in "Finance income". Changes in fair value are recognized in other comprehensive income, and the accumulated amount is presented in the statement of financial position in Other reserves. The fair value reserve is reclassified to profit or loss when the investments are derecognized. Gains and losses upon disposal or maturity are recognized in "Finance income" or "Finance costs". Changes in the allowance for expected credit losses are recognized in the statement of profit or loss in "Finance income" or "Finance costs", against the fair value reserve.

Investments in debt instruments for which cash flows are not SPPI or for which the business model is "hold to sell" are subsequently measured at fair value through profit or loss. Interest income is recognized on an accrual basis and presented in "Finance income". Changes in fair value are recognized in the statement of profit or loss in "Finance income" or "Finance costs".

#### Impairment – expected credit losses model

Impairment of investments in debt instruments subsequently measured at amortized cost or fair value through other comprehensive income, as well as of contract assets within the scope of IFRS 15, is recognized as an expected credit loss allowance against these assets, according to the IFRS 9 3-stage model based on changes in credit quality since initial recognition. A simplified approach is available for trade receivables and contract assets that do not contain a significant financing component.

Stage 1 includes financial instruments that have not had a significant increase in credit risk since initial recognition or that, under the available practical expedient, have low credit risk at the reporting date. For these assets, 12-month expected credit losses are recognized and interest revenue is calculated on their gross carrying amount.

Stage 2 includes financial instruments that have had a significant increase in credit risk since initial recognition (except if they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these assets, the allowance includes lifetime expected credit losses, and interest revenue is calculated on their gross carrying amount.

Stage 3 includes financial assets that have objective evidence of impairment at the reporting date. For these assets, the allowance is for lifetime expected credit losses and interest revenue is calculated on their carrying amount (net of the expected credit loss allowance).

#### Impairment – accounts receivable

The Group applies the IFRS 9 simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables. The estimated ECL are calculated based on actual credit loss experience over a period that, per business, countries and type of customers, is considered statistically relevant and representative of the specific characteristics of the underlying credit risk. When calculating ECL, the expected recovery from collateral is taken into account. The Group has the contractual right to dispose of marketplace products and apply all proceeds of sales to discharge any amounts that are owed by sellers.

Using the practical expedient that is allowed by the standard, the Group has established provision matrices that are based on its historical credit loss experience for the previous years, adjusted for non-recurring events and for forward-looking factors per country which incorporate several macroeconomic elements such as the countries' GDP and unemployment rates. The expected loss rates are reviewed annually, or when there is a significant change in external factors potentially impacting credit risk, and are updated where management's expectations of credit losses change. The Group writes off accounts receivable no later than when the balance becomes 12 months past due.

#### *Default and write-off of financial assets*

The Group determines the probability of default upon the initial recognition of the asset. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### *Impairment – other financial assets*

The Group's maximum exposure to credit risk for other financial assets as of December 31, 2022 and 2023 is the respective carrying amount.

As of December 31, 2022 and 2023, all of the Group's debt investments measured at fair value through other comprehensive income are considered to have low credit risk, and the loss allowance recognized during the period was therefore limited to the expected credit losses for 12 months. Management considers 'low credit risk' for listed bonds to be an investment grade credit rating by a major rating agency. The Group considers that credit risk increases significantly if the credit rating deteriorates to a non-investment grade rating.

The probability of default (PD) and loss given default (LGD) are determined for the investments on an individual basis, using available public corporate PD and LGD assessments of the securities performed by credit rating agencies, which incorporate both historical and forward-looking information, according to market standards. Forward-looking information includes credit rating outlooks and economic forecast measured using country gross domestic product (GDP) and credit default swap (CDS).

#### *Financial liabilities*

The Group has financial liabilities in the form of trade and other payables that are initially recognized at fair value which primarily represents the original invoiced amount. They are subsequently measured at amortized cost using the effective interest method. Interest expense is recognized in "Finance costs". Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Deferred income is subsequently recognized as revenue in the Consolidated Statement of Operations and Comprehensive Income (Loss). A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

#### *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

### **g) Impairment of non-financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating-unit's (CGU) fair value less costs of disposal and its value-in-use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU is considered impaired and is written down to its recoverable amount.

### **h) Inventories**

Inventories are valued at the lower of cost or net realizable value. Cost of inventory is determined on the first-in-first out basis (FIFO) method. The cost of inventory includes purchase costs and costs incurred to bring the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Impairment losses, if any, due to obsolete materials and slow inventory movement are deducted from the carrying amount of the inventories.

### **i) Cash and cash equivalents and term deposits**

Cash and cash equivalents include cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less, for which the risk of changes in value is insignificant.

Term deposits are deposits placed with banks with an original maturity of more than three months and, therefore, not included as 'cash and cash equivalents' in the statements of financial position and consolidated statement of cash flows.

### **j) Value added tax**

Output value added tax ("VAT") related to sales is payable to tax authorities on the earlier of (a) collection of receivables from customers or (b) delivery of goods or services to customers. Input VAT is generally recoverable against output VAT upon receipt of the VAT invoice. The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. When input and output VAT expire or are settled in different patterns, VAT is recognized in the statement of financial position and disclosed separately as an asset and liability.

Where a provision has been made for impairment of receivables, the gross amount of the debtor, including VAT, is provided for.

If the effect of the time value of money is material, tax receivables and payables are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the asset or liability. When discounting is used, the increase in the asset or liability due to the passage of time is recognized as a finance cost.

### **k) Provisions and contingent liabilities**

Provisions are recognized when the Group has a present obligation (legal or constructive) because of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain.

The expense relating to a provision is presented in the consolidated statement of operations and comprehensive income (loss) along with any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Where it is more likely that no present obligation exists at the reporting date, the Group discloses a contingent liability, unless the possibility of an outflow of resources embodying economic benefit is remote, in which case no disclosure is required.

**I) Foreign currency translation*****Functional and presentation currency***

Amounts included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in US dollars (USD), which is the Group's presentation currency.

***Transactions and balances***

Transactions in foreign currencies are initially recorded by the Group's entities using exchange rates at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of operations within finance costs and finance income.

The Group considers that monetary long-term receivables from or loans to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future is, in substance, a part of the Group's net investment in that foreign operation. The related foreign exchange differences and income tax effect of the foreign exchange differences are included in the exchange difference on net investment in foreign operations within equity. In case of repayment, the Group has elected to maintain exchange differences in equity until disposal of the foreign operation. On disposal of a foreign operation, the deferred cumulative amount recognized in equity relating to that particular foreign operation is reclassified to the consolidated statement of operations and comprehensive income (loss).

The following tables present currency translation rates against the US dollar for the Group's most significant operations.

Country	Currency	Year Ended December 31, 2021	
		Average Rate	Period-end Rate
Algeria	Algerian Dinar (DZD)	134.56	138.50
Cameroon	CFA Franc BEAC (XAF)	554.72	578.23
China	Yuan Renminbi	6.45	6.36
Ivory Coast	CFA Franc BCEAO (XOF)	554.72	578.23
Egypt	Egyptian Pound (EGP)	15.67	15.68
Germany	Euro (EUR)	0.85	0.88
Ghana	Cedi (Ghana) (GHS)	5.90	6.13
Kenya	Kenyan Shilling (KES)	108.79	112.25
Morocco	Moroccan Dirham (MAD)	8.90	9.16
Nigeria	Naira (NGN)	399.35	410.97
Portugal	Euro (EUR)	0.85	0.88
Rwanda	Rwanda Franc (RWF)	986.02	1,016.15
Senegal	CFA Franc BCEAO (XOF)	554.72	578.23
South Africa	Rand (ZAR)	14.78	15.92
Tunisia	Tunisian Dinar (TND)	2.75	2.87
United Republic Of Tanzania	Tanzanian Shilling (TZS)	2,307.88	2,296.51
Uganda	Uganda Shilling (UGX)	3,567.41	3,526.41
United Arab Emirates	UAE Dirham (AED)	3.67	3.67

Country	Currency	Year Ended December 31, 2022	
		Average Rate	Period-end Rate
Algeria	Algerian Dinar (DZD)	141.96	137.36
Cameroon	CFA Franc BEAC (XAF)	623.87	612.84
China	Yuan Renminbi (CNY)	6.73	6.90
Ivory Coast	CFA Franc BCEAO (XOF)	623.87	612.84
Egypt	Egyptian Pound (EGP)	19.20	24.75
Ghana	Cedi (Ghana) (GHS)	8.99	10.20
Kenya	Kenyan Shilling (KES)	117.60	123.50
Morocco	Moroccan Dirham (MAD)	10.13	10.46
Nigeria	Naira (NGN)	423.01	448.08
Portugal	Euro (EUR)	0.95	0.93
Rwanda	Rwanda Franc (RWF)	1,031.64	1,067.00
Senegal	CFA Franc BCEAO (XOF)	623.87	612.84
South Africa	Rand (ZAR)	16.37	17.02
Tunisia	Tunisian Dinar (TND)	3.08	3.11
United Republic Of Tanzania	Tanzanian Shilling (TZS)	2,322.97	2,332.45
Uganda	Uganda Shilling (UGX)	3,682.08	3,717.61
United Arab Emirates	UAE Dirham (AED)	3.67	3.67

Country	Currency	Year Ended December 31, 2023	
		Average Rate	Period-end Rate
Algeria	Algerian Dinar (DZD)	135.98	134.32
Cameroon	CFA Franc BEAC (XAF)	606.62	594.31
China	Yuan Renminbi (CNY)	7.07	7.08
Ivory Coast	CFA Franc BCEAO (XOF)	606.62	594.31
Egypt	Egyptian Pound (EGP)	30.67	30.93
Ghana	Cedi (Ghana) (GHS)	11.69	11.97
Kenya	Kenyan Shilling (KES)	139.98	157.01
Morocco	Moroccan Dirham (MAD)	10.13	9.88
Nigeria	Naira (NGN)	636.97	896.64
Portugal	Euro (EUR)	0.92	0.91
Rwanda	Rwanda Franc (RWF)	1,159.04	1,259.53
Senegal	CFA Franc BCEAO (XOF)	606.62	594.31
South Africa	Rand (ZAR)	18.45	18.30
Tunisia	Tunisian Dinar (TND)	3.10	3.07
United Republic Of Tanzania	Tanzanian Shilling (TZS)	2,422.54	2,512.42
Uganda	Uganda Shilling (UGX)	3,725.37	3,780.17
United Arab Emirates	UAE Dirham (AED)	3.67	3.67

#### ***Translation into presentation currency***

On consolidation, the results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- i. Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;



- ii. Income and expense for each item of the statement of comprehensive income (loss) are translated at average exchange rates;

All resulting exchange differences arising on translation for consolidation are recognized in other comprehensive income.

#### **m) Revenue from contracts with customers**

The Group generates revenue primarily from first-party sales, third-party sales, marketing and advertising, and the provision of other services.

Revenue from contracts with customers is recognized when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group evaluates if it is a principal or an agent in a transaction to determine whether revenue should be recorded on a gross or a net basis, which requires Management judgment. In performing their analysis, the Group considers first whether it controls the goods or services before they are transferred to the customers and if it has the ability to direct the use of the goods or services or obtain benefits from them. The Group also considers the following indicators:

- The latitude in establishing prices and selecting suppliers
- The inventory risk borne by the Group before and after the goods have been transferred to the customer

When the Group is primarily obliged in a transaction, is subject to inventory risk, has all, or has several but not all, of the indicators, the Group acts as principal and revenue is recorded on a gross basis. When the Group is not the primary obligor, does not bear the inventory risk and does not have the ability to establish price, the Group acts as agent and revenue is recorded on a net basis.

Revenue recognition policies for each type of revenue stream are as follows:

##### ***(1) First-party sales***

Revenue from first-party sales relates to sales of goods where Jumia enters into an agreement with a customer to sell goods and acts directly as the seller. The Group also engages in corporate sales, i.e. sales where Jumia directly sells goods to local and regional retailers, distributors and other corporate buyers. These goods are sold for a fixed price as determined by the Group and the Group bears the obligation to deliver those goods to the customer. As such, the Group is considered to be the principal in these transactions and recognizes sales on a gross basis for the selling price at the point in time when the goods are delivered to the consumer. The delivery of the goods is not a separate performance obligation, as the consumer cannot benefit from the goods without the delivery, which must be performed by Jumia. Therefore, revenue for goods and delivery are recognized at the same point in time.

##### ***(2) Third-party sales***

Revenue from third-party sales is related to the third-party sellers' ability to sell goods to customers (i.e., consumers, retailers, distributors and other local buyers) through Jumia's marketplace. The Group's performance obligation with respect to these transactions is to arrange for the sale of goods provided by sellers and deliver them to the customers on behalf of the sellers. The Group considers that Jumia has one performance obligation in respect of these transactions which is to arrange the sale and delivery of goods to customers on behalf of sellers. Since Jumia does not control the goods, it is an agent in these transactions. The revenue from these transactions is recognized when the Group satisfies its performance obligation, which is at a point in time when the goods are delivered to the customer.

Jumia generates the following revenues from these third-party sales transactions:

##### **2 a) Commissions**

Jumia generates a commission fee (normally a percentage of the selling price) which it charges to sellers based on agreements with the sellers.

## **2 b) Fulfillment**

Jumia charges a delivery fee to customers when delivering goods on behalf of the sellers which it recognizes as fulfillment revenue.

## **2 c) Value added services**

In some instances, Jumia also charges a delivery fee to sellers when delivering goods to customers on behalf of the sellers which it recognizes as part of value-added services revenue.

### ***(3) Marketing and advertising***

The Group provides advertising services to sellers and non-sellers, such as performance marketing campaigns, placing banners on the Jumia platform or sending newsletters and notifications. The advertising services are contractually agreed with the advertisers. As Jumia establishes pricing and is primarily obliged to deliver these advertising services, revenue is recognized on a gross basis. The campaigns and banners can be run for a short period as well as be spread over a year and are therefore recognized at a point in time or over the period.

### ***(4) Value added services***

In addition to the fees charged to sellers related to third-party sales noted above, the Group also provides other services to sellers for which it charges a fee such as warehousing services for products ahead of shipment and technical support. As Jumia establishes pricing, revenue is recognized on a gross basis. Revenue for warehousing is recognized over the period of storage of the goods while revenue for technical support is recognized when the respective service is completed.

### ***(5) Other revenue***

The Group provides logistic services, such as transportation of goods, to non-sellers. Jumia is deciding the price and assuming the risk of non-performing these services and is deemed the principal in this activity. The performance obligation is satisfied when the shipping services are completed.

### ***Variable consideration***

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The Group uses the expected value method to estimate the variable consideration given the large number of contracts that have similar characteristics. The Group then applies the requirements on constraining estimates of variable consideration in order to determine the amount of variable consideration that can be included in the transaction price and recognized as revenue. A refund liability is recognized for the goods that are expected to be returned (i.e., the amount not included in the transaction price) and a right of return asset for the right to recover products when a refund liability is settled.

### ***Customer incentives and subsidies***

The Group grants incentives to its end customers and subsidies to its marketplace sellers. Incentives to end customers, which include discounts or vouchers, and marketplace subsidies to sellers are consideration payable to a customer and are recognized as a reduction of revenue.

### ***Cost to obtain a contract***

The Group pays sales commission or fees to parties for each contract that they obtain. The Group applies the optional practical expedient to immediately expense costs to obtain a contract if the amortization period of the asset that would have been recognized is one year or less. As such, sales commissions and fees are immediately recognized as an expense and included as part of sales and advertising expense.

### *Cost of revenue*

The Group's cost of revenue includes the external costs directly attributable to fulfilling the performance obligations mentioned above, such as the purchase price of customer products where Jumia acts directly as the seller. Certain expenses associated with third-party sales, such as compensation paid to sellers for lost, damaged or late delivery items, and shipping costs related to logistics services to non-sellers are also included in cost of revenue.

#### **n) Fulfillment expense**

Fulfillment expense consists of expense related to services of third-party logistics providers and payment processing expenses, which we refer to as freight and shipping, and expense mainly related to our network of warehouses, including employee benefit expense, which we refer to as fulfillment expense other than freight and shipping. Fulfillment expense other than freight and shipping represents those expenses incurred in operating and staffing our fulfillment and customer service centers, including expense attributable to procuring, receiving, inspecting, and warehousing inventories and picking, packaging, and preparing customer orders for shipment, including packaging materials. Lease expenses are primarily classified as "General and administrative expense". Fulfillment expense also includes expense relating to customer service operations.

#### **o) Sales and advertising expense**

Sales and advertising expenses represent expenses associated with the promotion of our marketplace and include online and offline marketing expenses, promotion of the brand through traditional media outlets, certain expense related to our customer acquisition and engagement activities and other expense associated with our market presence.

#### **p) Technology and content expense**

Technology and content expenses consist principally of research and development activities, including wages and benefits for employees involved in application, production, maintenance, operation for new and existing goods and services, as well as other technology infrastructure expense.

#### **q) General and administrative expense**

General and administrative expense contains wages and benefits, including share-based payment expense, of management, seller management expense, accounting and legal staff expense, consulting expense, audit expense, lease expense, office related utilities expense, insurance expense, tax expense other than income tax, other overheads and other material general expenses.

#### **r) Employee benefits**

##### *Short-term benefits*

Wages, salaries, paid annual leave and sick leave, bonuses, and other benefits (such as health services) are accrued in the year in which the associated services are rendered by the employees of the Group.

#### **s) Share-based compensation**

The Group operates share-based payment plans, under which directors and employees receive compensation in the form of equity instruments of the Company or cash for the services provided, which is based on the fair value of equity instruments. Awards are granted with service and/or performance conditions.

For equity settled instruments, the total amount to be expensed for services received is determined by reference to the grant date fair value of the share-based payment award made. For share-based payment awards, we analyze whether the exercise price paid (or payable) by a participant, if any, exceeds the market price of the underlying equity instruments at the grant date. Any excess of (i) the estimated market value of the equity instruments and (ii) the exercise price results in share-based payment expense.

The share-based payment is expensed on a straight-line basis over the vesting period with a corresponding credit to equity. Management estimates the number of awards that will eventually vest. For awards with graded-vesting features,

each installment of the award is treated as a separate grant (i.e., each installment is separately expensed over the related vesting period).

For equity settled instruments,

- i. option awards issued by the Group are initially measured using Black-Scholes valuation model on the grant date and are not subsequently re-measured, and
- ii. virtual restricted stock units (VRSUs) are initially measured at the observable stock price of Jumia on the grant date and are not subsequently re-measured

For cash-settled share-based payments, a liability is recognized for the goods or services acquired, measured initially at the fair value derived from the observable stock price of Jumia at grant date. At each reporting date until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognized in general and administrative expenses.

Certain of Jumia's share-based compensation transactions are subject to non-market performance targets.

Depending on the vesting period and the performance measurement period, performance targets are classified as (i) non-vesting conditions or (ii) non-market performance vesting conditions.

For non-vesting condition, the probability of achieving the performance target derived from a Monte Carlo simulation, is included in the computation of the award's fair value and is not subsequently re-assessed.

Non-market performance vesting conditions are not taken into consideration when determining the grant date fair value of an award. Instead, they are taken into consideration when estimating the number of awards that will vest. On a cumulative basis, no amount is recognized for goods or services received where an award does not vest, because a specified non-market performance vesting condition has not been met. As a result, the IFRS 2 expense can change during the vesting period, depending on changes in expectations. The number of awards, subject to non-market performance conditions, that will vest is based on the most likely outcome derived from a Monte Carlo valuation model.

For certain share-based compensation transactions the length of the vesting period depends on meeting a certain market condition. A market condition is a performance condition upon which the exercise price, vesting or exercisability of an equity instrument depends/ relates to the market price of the entity's equity instruments. Where the length of the vesting period depends on when a market performance condition is satisfied, the estimate of the expected length of the vesting period is based on the most likely outcome of the performance condition derived from a Monte Carlo valuation model and is not subsequently revised.

When an award is cancelled (other than by forfeiture for failure to satisfy the vesting conditions) during the vesting period, it is treated as an acceleration of vesting, and the entity recognizes immediately the amount that would otherwise have been recognized for services received over the remainder of the vesting period. When an award is surrendered by an employee (other than by forfeiture for failure to satisfy the vesting conditions), it is accounted for as a cancellation.

When new equity instruments are granted during the vesting period of the currently vesting awards, and on the date that they are granted, they are identified as replacement of the currently vesting awards, they are treated as a modification. The incremental fair value of replacement awards is recognized over its vesting period, and the replaced awards continue to be expensed as scheduled.

In case there is modification of awards, from equity-settled to cash-settled, a liability is recognized based on the fair value of the cash-settled award on the date of the modification and to the extent to which the vesting period has expired. The entire corresponding debit is taken to equity.

Where an award is modified from cash-settled to equity-settled, the amount recognized as a liability, up to the modification date is reclassified to equity. The expense for the remainder of the vesting period is based on the award's fair value, measured at the modification date.

## t) Income taxes

The income tax charge comprises of current tax and deferred tax and is recognized in profit or loss for the year, unless it relates to transactions that are recognized directly in equity.

Current taxes are measured at the amount expected to be paid to or recovered from the taxation authorities on the taxable profits or losses based on the prevailing tax rates on the reporting date and any adjustments to taxes payable in previous years. Taxable profits or losses are based on estimates if financial statements are authorized prior to filing relevant tax returns. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The calculation of deferred taxes is based on the balance sheet liability method that refers to the temporary differences between the tax bases of assets and liabilities and their carrying amounts. The method of calculating deferred taxes depends on how the asset's carrying amount is expected to be realized and how the liabilities will be paid. However, in accordance with the initial recognition exemption, deferred taxes are not recorded for temporary differences on initial recognition of an asset or a liability in a transaction other than a business combination if the transaction, when initially recorded, affects neither accounting nor taxable profit and does not give rise to equal taxable and deductible temporary differences. Deferred taxes are measured at tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets are offset against deferred tax liabilities if the taxes are levied by the same taxation authority and the entity has a legally enforceable right to offset current tax assets against current tax liabilities. Deferred tax assets for deductible temporary differences and tax loss carry forwards are recorded only to the extent that they are believed to be recoverable.

## u) Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM), which are the same figures as those presented in the statement of operations. The chief operating decision maker is comprised of the CEO and the Executive Vice President, Finance & Operations. In the periods presented, the Group had one operating and reportable segment. The CODM makes decisions as to how to allocate resources based on the long-term growth potential of the Group as determined by market research, growth potential in regions, and various internal key performance indicators. The Group's geographical distribution of revenue and property and equipment was as follows:

Revenue <i>In thousands of USD</i>	For the year ended December 31,		
	2021 <sup>(5)</sup>	2022 <sup>(5)</sup>	2023
West Africa <sup>(1)</sup>	79,860	103,402	83,608
North Africa <sup>(2)</sup>	57,041	57,495	76,641
East and South Africa <sup>(3)</sup>	28,728	33,507	24,365
Europe <sup>(4)</sup>	329	294	1,152
United Arab Emirates	1,666	8,576	629
Others	—	26	8
<b>Total</b>	<b>167,624</b>	<b>203,300</b>	<b>186,402</b>

Property and equipment <i>In thousands of USD</i>	As of December 31,	
	2022	2023
West Africa <sup>(1)</sup>	12,237	6,709
North Africa <sup>(2)</sup>	8,973	3,584
East and South Africa <sup>(3)</sup>	5,812	3,409
Europe <sup>(4)</sup>	1,209	532
China	163	80
United Arab Emirates	104	47
<b>Total</b>	<b>28,498</b>	<b>14,361</b>

(1) West Africa covers Nigeria, Ivory Coast, Senegal and Ghana.

- (2) North Africa covers Egypt, Tunisia, Morocco and Algeria.
- (3) East and South Africa covers Kenya, Uganda and South Africa.
- (4) Portugal and Germany
- (5) Re-presented for discontinued operations. See Note 6.

#### **v) Discontinued operations**

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale.

In the 'Consolidated Statements of Operations and Comprehensive Income (Loss)', discontinued operations are excluded from the results of continuing operations and are presented as a single amount as 'Loss after Income tax for the period from discontinued operations'. Corresponding notes to the 'Consolidated Statements of Operations and Comprehensive Income (Loss)' exclude amounts for discontinued operations, unless stated otherwise. Discontinued Operations are disclosed in Note 6.

#### **x) Hyperinflationary economies**

A recent International Monetary Fund (IMF) World Economic Outlook (WEO) report released in October 2023 projects significant inflation in Ghana. The projected three-year cumulative inflation is estimated to reach 128% by the end of 2023 and 133% by the end of 2024. This aligns with data from the Ghana Statistical Service, further supporting the conclusion. Accordingly, Ghana met the requirements to be designated as an hyperinflationary economy under IAS 29 'Financial Reporting in Hyperinflationary Economies' in the year ended December 31, 2023. The Group has therefore applied hyperinflationary accounting, as specified in IAS 29, to Jade E-Services Ghana Ltd.'s operations in Ghana where the Ghanaian Cedi is the functional currency for the reporting period beginning January 1, 2023.

The inflation index selected to reflect the change in purchasing power was the consumer price index (CPI) issued by the Ghana Statistical Service. The CPI reached 200.5 in December 31, 2023 and 162.8 in December 31, 2022. The annual movement on the index in 2023 was 23,2%.

In accordance with IAS 29, for the Group's operations in Ghana:

- The carrying amounts of non-monetary assets and liabilities have been re-presented to reflect the change in the general price index from the date of acquisition to the end of the reporting period. All items recognized in the income statement have been re-presented by applying the change in the general price index from the dates when the items of income and expenses were initially earned or incurred to the end of the reporting period.
- As the presentation currency of the Group is that of a non-hyperinflationary economy, comparative amounts have not been re-presented for changes in the price level or exchange rates in the current year. The combined effect of the re-presentation in accordance with IAS 29 and the currency translation adjustment in accordance with IAS 21 is recognized in 'Other reserves' through 'Other comprehensive loss on net investment in foreign operations', to reflect the impacts in opening balance as of January 1, 2023.

There are no material impacts on the consolidated financial statements of the Group.

### **3 Significant accounting estimates, judgments and assumptions in applying accounting policies**

The preparation of the Group's consolidated financial statements requires its management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, including disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

## **Judgments**

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements:

### ***Climate change***

Up to now, the Group has not been significantly impacted by climate change, and, currently, Management has not considered the climate-related risks as part of the Group's top key risks. Nevertheless, Management will continue monitoring every year the potential risks resulting from the effects of climate change. So far, Management has not identified nor considered any material impacts of climate change on assumptions used and, on the Group's financial reporting (e.g. provisions, fixed assets, etc.).

### ***Determining the lease term of contracts with renewal and termination options – Group as lessee***

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to align with the Group's business needs.

The Group has assessed potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term, and determined that there are no significant extension options expected not to be exercised nor significant termination options expected to be exercised.

### ***Revenue from contracts with customers***

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

#### ***Principal versus agent considerations***

The Group enters into contracts where it acts as a seller and determines the price and bears the obligation to deliver those goods to the customer. Under these contracts, the Group determines that it controls the goods before they are transferred to customers and hence is a principal. Additionally, in cases where the group enters into transactions wherein it provides marketing services, it is obliged to render the services as well as has the discretion to set the price, and hence is considered as a principal in such transactions.

In cases where the Group enters into a contract that provides the selling platform to sellers to sell goods and services to customers, the Group has no discretion in setting the price and has no inventory risk and hence is considered to be the agent in such transactions. The fulfillment services are seen as activities to fulfill the promise to transfer the goods to customers. The sale and the delivery services together constitute a single performance obligation.

### ***Classification and presentation of other financial assets***

The Group acquired investment grade bonds managed via a discretionary fund and securities. These investments are included in the statement of financial position as other financial assets. Investments in securities were fully disposed of in 2023. Further details can be found in Note 12.

Based on the terms of the discretionary fund agreement, the Group determines itself to be the principal in holding the investments in the bonds, which, as set out in the investment parameters, are held under a “hold to collect and sell” business model. The investments held via the discretionary fund are directly recognized by the Group and classified as financial assets measured at fair value through other comprehensive income.

The amounts of other financial assets are presented as current whenever maturity of the investments is within 12 months of the reporting date or if the Group expects to sell the asset within 12 months.

## **Estimates and assumptions**

### ***Regional Conflicts***

The effects of ongoing regional conflicts have required reassessment of significant judgments and estimates to be made, including but not limited to:

- Estimates of net realizable value (NRV) of inventory may be subject to more estimation uncertainty than in the past, and determining the appropriate assumptions may require significant judgment.; and,
- Estimates of expected credit losses (ECL) attributable to accounts receivable arising from sales to customers on credit terms, including the incorporation of forward-looking information to supplement historical credit loss rates.

The Group has assessed that the ongoing regional conflicts did not have a significant impact on estimates and judgments. The Group continues to assess potential impact on an ongoing basis, more particularly as it relates to ECL and NRV provisions.

### ***Uncertain tax positions***

The Group operates in certain countries where the application of tax rules to complex transactions is sometimes open to interpretation, both by the Group and taxation authorities. Tax systems, regulations and enforcement processes also have varying stages of development creating uncertainty regarding application of tax law and interpretation of tax treatments. The Group is also subject to regular tax audits in the countries where it operates. When there is uncertainty over whether the taxation authority will accept a specific tax treatment under the local tax law, that tax treatment is considered uncertain. The resolution of tax positions taken by the Group, through negotiations with relevant tax authorities or through litigation, can take several years to complete and, in some cases, it is difficult to predict the ultimate outcome. Therefore, Management’s estimate is required to determine provisions for taxes.

Uncertain tax positions are assessed and reviewed by management at the end of each reporting period. Liabilities are recorded for tax positions that are determined by management as more likely than not to result in additional taxes being levied if the positions were to be challenged by the tax authorities. The assessment relies on estimates and assumptions and may involve a series of judgments about future events. These judgments are based on the interpretation of tax laws that have been enacted or substantively enacted by the end of the reporting period, and any known court or other rulings on such issues. Liabilities for penalties, interest and taxes are recognized based on management’s best estimate of the expenditure required to settle the obligations at the end of the reporting period. Management’s best estimate of the amount to be provided is determined by their judgment and, in some cases, reports from independent experts. Further details can be found in note 21.

### ***Impairment of trade and other receivables***

The Group applies the IFRS 9 simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables. The estimated ECL are calculated based on actual credit loss experience over a period that, per business, countries and type of customers, is considered statistically relevant and representative of the specific characteristics of the underlying credit risk.

Using the practical expedient that is allowed by the standard, the Group has established provision matrices that are based on its historical credit loss experience for the previous years, adjusted for non-recurring events and for forward-looking factors per country which incorporate several macroeconomic elements such as the countries’ GDP and



unemployment rates. The expected loss rates are reviewed annually, or when there is a significant change in external factors potentially impacting credit risk, and are updated where management's expectations of credit losses change.

Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity under credit risk.

#### **4 New accounting pronouncements**

##### **a) New standards, interpretations and amendments adopted by the Group**

The impact of the adoption of the new standards and amendments to standards that became effective as of January 1, 2023 is as follows:

###### ***IFRS 17 – Insurance contracts (new)***

On 18 May 2017, the IASB issued 'IFRS 17 – Insurance contracts'. This new standard replaces IFRS 4 and applies to all entities issuing insurance contracts, reinsurance contracts and investment contracts with discretionary participation characteristics. IFRS 17 is based on the current measurement of technical liabilities at each reporting date. The current measurement can be based on a general model "building block approach" or a simplified one "premium allocation approach". The "building block approach" is based on discounted, probability-weighted cash flows, a risk adjustment and a contractual service margin ('CSM'), which represents the unearned profit of the contract. Subsequent changes in estimated cash flows are adjusted against the contractual service margin, unless it becomes negative. IFRS 17 is applied retrospectively. This amendment is not applicable to the financial statements of Jumia.

###### ***IFRS 17 – Insurance contracts (amendment)***

On 25 June 2020, the IASB issued 'Amendments to IFRS 17' that includes specific changes in eight areas of IFRS 17, such as: i) scope; ii) level of aggregation of insurance contracts; iii) recognition; iv) measurement; v) modification and derecognition; vi) presentation of the Statement of Financial Position; vii) recognition and measurement of the Income statement; and viii) disclosures. This amendment also includes clarifications, which aim to simplify some of the requirements of this standard and ease transition. IFRS 17 is applied retrospectively. This amendment is not applicable to the financial statements of Jumia.

###### ***IFRS 17 and IFRS 9 – Comparative Information (Amendment to IFRS 17)***

On 9 December 2021, the IASB issued 'Initial Application of IFRS 17 and IFRS 9' that relates only to insurers' transitioning to the IFRS 17 and allows the adoption of a classification overlay to a financial asset for which the entity does not restate IFRS 9 comparative information. This amendment seeks to avoid temporary accounting mismatches between financial assets and insurance contract liabilities in the comparative information presented, when applying IFRS 17 for the first time, providing for (i) the application on a financial asset-by-financial asset basis; (ii) the presentation of comparative information as if the classification and measurement requirements of IFRS 9 had been applied to that financial asset, but without requiring an entity to apply the impairment requirements of IFRS 9; and (iii) the obligation to use reasonable and supported information available at the transition date, to determine how the entity expects that financial asset to be classified in accordance with IFRS 9. This amendment is not applicable to the financial statements of Jumia.

###### ***IAS 1 amendments on Disclosure of accounting policies***

On 12 February 2021, the IASB issued 'Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)'. Amendment to the requirement to disclose the accounting policies based on "material" instead of "significant". The amendment specifies that an accounting policy information is expected to be material if, in its absence, the users of the financial statements would be unable to understand other material information in those same financial statements. Immaterial accounting policy information need not be disclosed. The IFRS Practice Statement 2 was also amended to provide guidance for the application of the concept of materiality to accounting policy disclosures. There is no material impact of the adoption of this amendment in the financial statements.

###### ***IAS 8 amendment on Definition of accounting estimates***

On 12 February 2021, the IASB issued 'Definition of Accounting Estimates (Amendments to IAS 8)' to help entities to distinguish between accounting policies and accounting estimates. Introduction of the definition of accounting estimate and the way it is distinct from changes to accounting policies. The accounting estimates are defined as corresponding to monetary amounts that are subject to measurement uncertainty, used to achieve an accounting policy's objective(s). There is no material impact of the adoption of this amendment in the financial statements.

**IAS 12 amendment on Deferred Tax related to Assets and Liabilities arising from a Single Transaction**

On 7 May 2021, the IASB issued 'Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)' that clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. IAS 12 will require entities to recognize deferred tax on specific transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. These applies to the recognition of: i) right-of-use assets and lease liabilities; and ii) decommissioning, restoration and similar liabilities, and the corresponding amounts recognized as part of the cost of the related asset, when not relevant for tax purposes. Such temporary differences are no longer subject to the initial recognition exemption for deferred taxes. The cumulative effect of initially applying the amendment is recognized as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the earliest comparative period presented. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Group has estimated the impact of the adoption of this amendment in the financial statements, considering the retrospective application. The effect of adoption IAS 12 amendment on Deferred Tax related to Assets and Liabilities arising from a Single Transaction affects the gross amounts recognized as deferred taxes and the deferred taxes offset but does not affect the previously reported loss, equity, assets or liabilities of the Group.

The effects on note 8 Deferred Tax Assets and Liabilities as of January 1, 2021, December 31, 2021 and December 31, 2022 (increase/(decrease)) are as follows:

<i>In thousands of USD</i>	January 1, 2021		
	Before re-presentation	IAS 12 amendment adjustment	After re-presentation
Tax Losses	—	311	311
Tax benefits	125	—	125
Leases	—	3,220	3,220
Deferred tax assets offset	—	(3,531)	(3,531)
<b>Total Deferred tax assets</b>	<b>125</b>	<b>—</b>	<b>125</b>

<i>In thousands of USD</i>	December 31, 2021		
	Before re-presentation	IAS 12 amendment adjustment	After re-presentation
Financial assets measured at fair value through PL	517	—	517
Tax Losses	5,783	390	6,173
Tax benefits	665	—	665
Leases	—	2,804	2,804
Others	80	—	80
Deferred tax assets offset	(6,380)	(3,194)	(9,574)
<b>Total Deferred tax assets</b>	<b>665</b>	<b>—</b>	<b>665</b>

<i>In thousands of USD</i>	December 31, 2022		
	Before re- presentation	IAS 12 amendment adjustment	After re-presentation
Financial assets measured at fair value through OCI	4,124	—	4,124
Financial assets measured at fair value through PL	973	—	973
Tax Losses	9,313	549	9,862
Tax benefits	699	—	699
Leases	—	3,302	3,302
Deferred tax assets offset	(14,399)	(3,851)	(18,250)
<b>Total Deferred tax assets</b>	<b>710</b>	<b>—</b>	<b>710</b>

<i>In thousands of USD</i>	January 1, 2021		
	Before re- presentation	IAS 12 amendment adjustment	After re-presentation
Assets depreciation and amortization	(61)	—	(61)
Leases	—	(3,531)	(3,531)
Deferred tax liabilities offset	—	3,531	3,531
<b>Total Deferred tax liabilities</b>	<b>(61)</b>	<b>—</b>	<b>(61)</b>

<i>In thousands of USD</i>	December 31, 2021		
	Before re- presentation	IAS 12 amendment adjustment	After re-presentation
Assets depreciation and amortization	(458)	—	(458)
Unrealized foreign exchange gains - P&L	(5,388)	—	(5,388)
Leases	—	(3,194)	(3,194)
Others	(534)	—	(534)
Deferred tax liabilities offset	6,380	3,194	9,574
<b>Total Deferred tax liabilities</b>	<b>—</b>	<b>—</b>	<b>—</b>

<i>In thousands of USD</i>	December 31, 2022		
	Before re- presentation	IAS 12 amendment adjustment	After re-presentation
Assets depreciation and amortization	(987)	—	(987)
Unrealized foreign exchange gains - P&L	(13,876)	—	(13,876)
Leases	—	(3,851)	(3,851)
Others	(435)	—	(435)
Deferred tax liabilities offset	14,399	3,851	18,250
<b>Total Deferred tax liabilities</b>	<b>(899)</b>	<b>—</b>	<b>(899)</b>

#### *IAS 12 amendment on International tax reform – Pillar two model rules*

On 23 May 2023, the IASB issued 'International tax reform – Pillar two model rules (Amendments to IAS 12)' that, following the implementation of the OECD's Global Anti-Base Erosion ("GloBE") rules, there may be significant impacts on the calculation of deferred taxes of the entities impacted which, at this date, are difficult to estimate, introduces: i) a temporary exception to the requirements to recognise and disclose information about deferred tax assets and liabilities related to Pillar Two income taxes; and ii) targeted disclosure requirements for affected entities (entities belonging to multinational groups that have consolidated revenues of €750m in at least two out of the last four years), such as: the fact that the exception was applied, the current tax expense related to Pillar Two rules, and the reasonable estimate of the impact of Pillar Two rules between the date the legislation becomes enacted and the date it becomes effective. The

amendment is effective immediately or for annual reporting periods beginning on or after January 1, 2023. There is no impact of the adoption of this amendment in the financial statements as the Group is currently below the threshold defined.

#### **b) Standards issued but not yet effective**

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below.

##### ***IFRS 16 amendment on Lease Liability in a Sale and Leaseback***

On 22 September 2022, the IASB issued 'Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)' that requires a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognizing in profit or loss any gain or loss relating to the partial or full termination of a lease. The amendments are effective for annual reporting periods beginning on or after January 1, 2024.

##### ***IAS 1 amendment on the classification of debt with covenants***

On 31 October 2022, the IASB issued 'Non-current Liabilities with Covenants (Amendments to IAS 1)' that i) modifies the requirements introduced by amendments to IAS 1: Classification of Liabilities as Current or Non-current in January 2020 on how an entity classifies debt and other financial liabilities as current or non-current in particular circumstances: Only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months.; and ii) defers the effective date of the 2020 amendments to 1 January 2024. The amendments are applied retrospectively in accordance with IAS 8 and earlier application is permitted. The amendments are effective for annual reporting periods beginning on or after January 1, 2024.

##### ***IAS 7 and IFRS 7 amendment on supplier finance arrangements***

On 25 May 2023, the IASB issued 'Supplier finance arrangements (Amendments to IAS 7 and IFRS 7)' that require an entity to provide additional disclosures about its supplier finance arrangements to enable: i) the assessment of how supplier finance arrangements affect an entity's liabilities and cash flows; and ii) the understanding of the effect of supplier finance arrangements on an entity's exposure to liquidity risk and how the entity might be affected if the arrangements were no longer available. The amendments are effective for annual reporting periods beginning on or after January 1, 2024.

##### ***IAS 21 amendment on lack of exchangeability***

On 15 August 2023, the IASB issued 'The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendment to IAS 21)' that adds requirements for determining whether a currency can be exchanged for another currency (exchangeability) and defining how to determine the spot exchange rate to be used when it is not possible to exchange a currency for a long period of time. This change also requires the disclosure of information that allows understanding how the currency that cannot be exchanged for another currency affects, or is expected to affect, the financial performance, financial position and cash flows of the entity, in addition to the spot exchange rate used on the reporting date and how it was determined. The amendment is effective for annual reporting periods beginning on or after January 1, 2025.

The group does not expect a material impact upon adoption of any of these standards.

#### **5 Group Information**

At December 31, 2023, Jumia consolidated the Parent entity (Jumia Technologies AG) and the following subsidiaries:

Company name	Country of incorporation	% control		Principal activities <sup>(1)</sup>
		December 31, 2022	December 31, 2023	
Africa Internet General Trading LLC	UAE	100.00	100.00	Services

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Africa Internet Services SAS	FRANCE	100.00	100.00	Not active
AIH General Merchandise Algeria UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH General Merchandise Cameroon UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH General Merchandise Egypt UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH General Merchandise Ivory Coast UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH General Merchandise Kenya UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH General Merchandise Morocco UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH General Merchandise Nigeria UG (haftungsbeschränkt) & Co. KG	GERMANY	99.89	99.89	Holding
AIH General Merchandise Tanzania UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH General Merchandise UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH Subholding Nr. 10 UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH Subholding Nr. 11 UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
AIH Subholding Nr. 8 UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
Atol Internet Services Rwanda	RWANDA	100.00	—	Not active
Atol Internet Services S.a.r.l. Tunisia	TUNISIA	100.00	100.00	Not active
Atol Ivory Coast SARL	IVORY COAST	100.00	100.00	Not active
Atol Services Gabon SARL	GABON	100.00	100.00	Not active
Atol Technology PLC	ETHIOPIA	100.00	100.00	Not active
Bambino 162. V V UG (haftungsbeschränkt)	GERMANY	100.00	100.00	General Partner
Ecart Internet Services Nigeria Ltd.	NIGERIA	99.89	99.89	Online retailer
Ecart Services Algeria SARL	ALGERIA	100.00	100.00	Not active
Ecart Services Cameroon Ltd.	CAMEROON	100.00	100.00	Not active
Ecart Services Ivory Coast SARL	IVORY COAST	100.00	100.00	Online retailer
Ecart Services Kenya Ltd.	KENYA	100.00	100.00	Online retailer
Ecart Services Morocco Sarlau	MOROCCO	100.00	100.00	Online retailer
Ecart Services Tanzania Ltd.	TANZANIA	100.00	100.00	Not active
Hellopay Africa Integrated Services Ltd.	NIGERIA	100.00	100.00	JumiaPay
Jade E-Services Algeria SARL	ALGERIA	100.00	100.00	Marketplace
Jade E-Services Ghana Ltd.	GHANA	100.00	100.00	Online retailer
Jade E-Services Kenya Ltd.	KENYA	100.00	100.00	Not active
Jade E-Services Senegal SARL	SENEGAL	100.00	100.00	Online retailer
Jade E-Services South Africa Proprietary Ltd.	SOUTH AFRICA	100.00	100.00	Online retailer
Jade E-Services Tunisia SARL	TUNISIA	100.00	100.00	Not active
Jade E-Services Uganda Ltd.	UGANDA	100.00	100.00	Online retailer
Jolali Global Resources Ltd.	NIGERIA	99.89	99.89	Not active

Jumia Egypt LLC	EGYPT	100.00	100.00	Online retailer
Jumia Electronic Payment Services S.A.E	EGYPT	100.00	100.00	JumiaPay
Jumia Eservices SARL	TUNISIA	100.00	100.00	Online retailer
Jumia Financial Services Ltd.	Nigeria	100.00	100.00	JumiaPay
Jumia for Trading LLC	EGYPT	100.00	100.00	Trading
Jumia Payment Services Kenya Ltd.	KENYA	100.00	100.00	JumiaPay
Jumia Payment Services Ltd.	UGANDA	100.00	100.00	JumiaPay
Jumia Services FZ-LLC	UAE	100.00	100.00	Services
Jumia Services GmbH	GERMANY	100.00	100.00	Services
Jumia Technologies Cote D'Ivoire SARLU	IVORY COAST	100.00	100.00	Marketing services
Jumia Technologies Spain SLU	SPAIN	100.00	—	Services
Jumia Technologies SUARL	TUNISIA	100.00	100.00	Services
Jumia Technology Services (Shenzhen) Co., Ltd	CHINA	100.00	100.00	Services
Jumia UG (haftungsbeschränkt) & Co. KG	GERMANY	100.00	100.00	Holding
Jumia USA LLC	USA	100.00	100.00	Services
JumiaPay Tunisie Suarl	TUNISIA	100.00	100.00	JumiaPay
Juwel 193 V V UG (haftungsbeschränkt) & Co. Zwölfte Verwaltungs KG	GERMANY	100.00	100.00	Holding
Juwel 193. V V UG (haftungsbeschränkt)	GERMANY	100.00	100.00	General Partner
Juwel 193. V V UG (haftungsbeschränkt) & Co. 132. Verwaltungs KG	GERMANY	100.00	100.00	Holding
Juwel 193. V V UG (haftungsbeschränkt) & Co. 23. Verwaltungs KG	GERMANY	100.00	100.00	Holding
Juwel 193. V V UG (haftungsbeschränkt) & Co. 24. Verwaltungs KG	GERMANY	100.00	100.00	Holding
Juwel 193. V V UG (haftungsbeschränkt) & Co. Fünfte Verwaltungs KG	GERMANY	100.00	100.00	Holding
Juwel 193. V V UG (haftungsbeschränkt) & Co. Vierte Verwaltungs KG	GERMANY	100.00	100.00	Holding
Juwel 194. V V UG (haftungsbeschränkt)	GERMANY	100.00	100.00	General Partner
Juwel 194. V V UG (haftungsbeschränkt) & Co. Erste Verwaltungs KG	GERMANY	100.00	100.00	Holding
Juwel E-Services Tanzania Ltd.	TANZANIA	100.00	100.00	Not active
Lendico S.A (PTY) Ltd.	SOUTH AFRICA	100.00	100.00	Not active
Lipco Internet Services Zimbabwe Ltd.	ZIMBABWE	100.00	100.00	Not active
Silveroak Internet Services Portugal, Unipessoal Lda	PORTUGAL	100.00	100.00	Services
Vamido Global Resources Ltd.	NIGERIA	99.89	99.89	Not active

(1) Principal activities as of December 31, 2023

The only changes in scope during 2023 resulted from the liquidation of Atol Internet Services Rwanda and Jumia Technologies Spain SLU.

## 6 Discontinued Operations

From 2012 to 2023, the Group operated a food delivery business called Jumia Food in most of its markets. Following a strategic review of our business, the Group determined that the food delivery business is not suitable to the current operating environment and macroeconomic conditions, and closed the food delivery business in all markets by the end of December 2023.

As required by IFRS 5, changes have been made to the Consolidated Statements of Operations and Comprehensive Income (Loss) for the year ended December 31, 2023, December 31, 2022 and December 31, 2021 to reflect in a single line item (Loss after Income tax for the period from discontinued operations).

The Consolidated Statements of Operations and Comprehensive Income (Loss) for discontinued operations for the year ended December 31, 2023, December 31, 2022 and December 31, 2021 are as follows:

<i>In thousands of USD</i>	For the years ended December 31,		
	2021	2022	2023
Revenue	10,310	18,582	14,632
Expenses	(29,647)	(43,710)	(19,549)
<b>Loss before Income tax from discontinued operations</b>	<b>(19,337)</b>	<b>(25,128)</b>	<b>(4,917)</b>
<b>Loss after Income tax for the period from discontinued operations</b>	<b>(19,337)</b>	<b>(25,128)</b>	<b>(4,917)</b>

The impacts in Consolidated Statements of Cash Flows from discontinued operations for the year ended December 31, 2023, December 31, 2022 and December 31, 2021 are as follows:

<i>In thousands of USD</i>	For the years ended December 31,		
	2021	2022	2023
Net cash flows used in operating activities	(16,114)	(24,147)	(6,729)
Net cash flows (used in) / from investing activities	164	(227)	47

## 7 Property and Equipment

Movements in the carrying amount of property and equipment were as follows:

<i>In thousands of USD</i>	Buildings	Technical equipment and machinery	Transportation equipment, office equipment and other equipment	Right of use assets - Office and Warehouse	Total
<b>Cost</b>					
<b>Balance as of January 1, 2022</b>	<b>2,389</b>	<b>3,733</b>	<b>17,616</b>	<b>24,676</b>	<b>48,414</b>
Additions	878	3,051	7,218	10,391	21,538
Lease modifications	—	—	—	(2,901)	(2,901)
Disposals	(31)	—	(67)	—	(98)
Effect of translation	(409)	(582)	(2,559)	(3,780)	(7,330)
<b>Balance as of December 31, 2022</b>	<b>2,827</b>	<b>6,202</b>	<b>22,208</b>	<b>28,386</b>	<b>59,623</b>
Additions	141	196	1,577	1,030	2,944
Lease modifications	—	—	—	(5,348)	(5,348)
Disposals	(127)	(80)	(376)	—	(583)
Effect of hyperinflationary economies	13	92	482	—	587
Effect of translation	(371)	(1,147)	(5,367)	(3,475)	(10,360)
<b>Balance as of December 31, 2023</b>	<b>2,483</b>	<b>5,263</b>	<b>18,524</b>	<b>20,593</b>	<b>46,863</b>
<b>Accumulated depreciation</b>					
<b>Balance as of January 1, 2022</b>	<b>(1,770)</b>	<b>(2,135)</b>	<b>(10,460)</b>	<b>(12,225)</b>	<b>(26,590)</b>
Depreciation charge	(408)	(899)	(3,667)	(6,480)	(11,454)
Accumulated depreciation on disposals	3	—	50	—	53
Lease modifications	—	—	—	3,444	3,444
Effect of translation	267	263	1,412	1,480	3,422
<b>Balance as of December 31, 2022</b>	<b>(1,908)</b>	<b>(2,771)</b>	<b>(12,665)</b>	<b>(13,781)</b>	<b>(31,125)</b>
Depreciation charge	(270)	(925)	(3,342)	(5,204)	(9,741)
Accumulated depreciation on disposals	59	44	197	—	300
Lease modifications	—	—	—	3,389	3,389
Effect of hyperinflationary economies	(12)	(6)	(353)	—	(371)
Effect of translation	282	462	3,045	1,257	5,046
<b>Balance as of December 31, 2023</b>	<b>(1,849)</b>	<b>(3,196)</b>	<b>(13,118)</b>	<b>(14,339)</b>	<b>(32,502)</b>
<b>Carrying amount as of December 31, 2022</b>	<b>919</b>	<b>3,431</b>	<b>9,543</b>	<b>14,605</b>	<b>28,498</b>
<b>Carrying amount as of December 31, 2023</b>	<b>634</b>	<b>2,067</b>	<b>5,406</b>	<b>6,254</b>	<b>14,361</b>



Set out below, are the carrying amounts of the Group's right-of-use assets and lease liabilities and the movements during the period:

<i>In thousands of USD</i>	Right of use assets	Lease Liabilities
<b>As of January 1, 2022</b>	<b>12,451</b>	<b>12,537</b>
Additions	10,391	10,160
Depreciation	(6,480)	—
Interest expense	—	1,710
Lease modifications	543	595
Payments	—	(8,666)
Effect of translation	(2,300)	(2,489)
<b>As of January 1, 2023</b>	<b>14,605</b>	<b>13,847</b>
Additions	1,030	1,057
Depreciation	(5,204)	—
Interest expense	—	1,074
Lease modifications	(1,959)	(2,046)
Payments	—	(6,279)
Effect of translation	(2,218)	(1,578)
<b>As of December 31, 2023</b>	<b>6,254</b>	<b>6,075</b>

During 2023, the Group's main additions on Right of use assets include new lease contracts for a new warehouse facility in Nigeria. Lease modifications are mainly driven by the early termination of office contracts in Portugal and Egypt and warehouse contracts in Egypt, Algeria and Uganda. These effects are partially offset by the renewal of warehouse contracts in Ivory Coast and Tunisia.

During 2022, the Group's main additions on Right of use assets includes new contracts for offices in Nigeria, Uganda, Egypt and China and warehouse facilities in Kenya, Algeria, Egypt, Ivory Coast and Nigeria.

The Group recognized rent expense from short-term leases of USD 2,035 thousand in the year ended December 31, 2023 (2022: USD 2,708 thousand and 2021: USD 1,740 thousand).

The following are the amounts recognized in profit or loss:

<i>In thousands of USD</i>	2021	2022	2023
Depreciation expense of right-of-use assets	(5,405)	(6,480)	(5,204)
Interest expense on lease liabilities	(1,527)	(1,710)	(1,074)
Expense relating to short-term leases	(1,740)	(2,708)	(2,035)
<b>Total amount recognized in profit or loss</b>	<b>(8,672)</b>	<b>(10,898)</b>	<b>(8,313)</b>

The Group had total cash outflows for leases of USD 6,279 thousand in 2023 (2022: USD 8,666 thousand and 2021: USD 6,615 thousand). The Group also had non-cash additions to right-of-use assets and lease liabilities of USD 1,030 thousand and USD 1,057 thousand in 2023, respectively (2022: USD 10,391 thousand and USD 10,160 thousand, respectively and 2021: USD 3,485 thousand and USD 3,427 thousand, respectively).

## 8 Deferred Tax Assets and Liabilities

The Group records the tax effect resulting from temporary differences between the assets and liabilities determined on an accounting basis and on a tax basis. As of December 31, 2023 and December 31, 2022, on a consolidated basis, the movement by nature of Net Deferred Tax Assets and Liabilities are as follows:

<i>In thousands of USD</i>	As of December 31,				
	2022 <sup>(1)</sup>	Profit / (Loss)	OCI Gain / (Loss)	Effect of translation	2023
Financial assets measured at fair value through OCI	4,124	—	(2,066)	—	2,058
Financial assets measured at fair value through PL	973	(973)	—	—	—
Tax losses	9,862	1,588	—	(3,986)	7,464
Tax benefits	699	(201)	—	(1)	497
Leases	3,302	(1,895)	—	—	1,407
Deferred tax assets offset	(18,250)	3,382	—	3,973	(10,895)
<b>Total Deferred tax assets</b>	<b>710</b>	<b>1,901</b>	<b>(2,066)</b>	<b>(14)</b>	<b>531</b>

(1) Re-presented to reflect the adoption of IAS 12 amendment on Deferred Tax related to Assets and Liabilities arising from a Single Transaction. See Note 4.

<i>In thousands of USD</i>	As of December 31,				
	2022 <sup>(1)</sup>	Profit / (Loss)	OCI Gain / (Loss)	Effect of translation	2023
Assets depreciation and amortization	(987)	566	—	—	(421)
Unrealized foreign exchange gains - P&L	(13,876)	1,036	—	3,986	(8,854)
Leases	(3,851)	2,167	—	—	(1,684)
Others	(435)	295	—	—	(140)
Deferred tax liabilities offset	18,250	(3,382)	—	(3,973)	10,895
<b>Total Deferred tax liabilities</b>	<b>(899)</b>	<b>682</b>	<b>—</b>	<b>13</b>	<b>(204)</b>

(1) Re-presented to reflect the adoption of IAS 12 amendment on Deferred Tax related to Assets and Liabilities arising from a Single Transaction. See Note 4.

<i>In thousands of USD</i>	As of December 31,				
	2021 <sup>(1)</sup>	Profit / (Loss)	OCI Gain / (Loss)	Effect of translation	2022 <sup>(1)</sup>
Financial assets measured at fair value through OCI	—	—	4,124	—	4,124
Financial assets measured at fair value through PL	517	456	—	—	973
Tax losses	6,173	4,266	—	(577)	9,862
Tax benefits	665	70	—	(36)	699
Leases	2,804	498	—	—	3,302
Others	80	(81)	—	1	—
Deferred tax assets offset	(9,574)	(9,253)	—	577	(18,250)
<b>Total Deferred tax assets</b>	<b>665</b>	<b>(4,044)</b>	<b>4,124</b>	<b>(35)</b>	<b>710</b>

(1) Re-presented to reflect the adoption of IAS 12 amendment on Deferred Tax related to Assets and Liabilities arising from a Single Transaction. See Note 4.

<i>In thousands of USD</i>	As of December 31,				2022 <sup>(1)</sup>
	2021 <sup>(1)</sup>	Profit / (Loss)	OCI Gain / (Loss)	Effect of translation	
Assets depreciation and amortization	(458)	(529)	—	—	(987)
Unrealized foreign exchange gains - P&L	(5,388)	(9,068)	—	580	(13,876)
Leases	(3,194)	(657)	—	—	(3,851)
Others	(534)	99	—	—	(435)
Deferred tax liabilities offset	9,574	9,253	—	(577)	18,250
<b>Total Deferred tax liabilities</b>	<b>—</b>	<b>(902)</b>	<b>—</b>	<b>3</b>	<b>(899)</b>

(1) Re-presented to reflect the adoption of IAS 12 amendment on Deferred Tax related to Assets and Liabilities arising from a Single Transaction. See Note 4.

As mentioned on the accounting policies, Note 2 t), the offset between deferred tax assets and liabilities is performed at each subsidiary level.

Deferred tax liability for foreign currency exchange on net investment amounting to USD 491 thousand (2022: USD 2,217 thousand) was not recognized as the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

### 9 Other non-current assets

As of December 31, 2023, other non-current assets were comprised of rent, trade, and other term deposits amounting to USD 1,245 thousand (2022: USD 3,441 thousand), restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period, and other non-current assets amounting to USD 44 thousand as of December 31, 2023 (2022: USD 148 thousand).

### 10 Inventories

Inventories are comprised of the following:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Merchandise available for sale	13,920	10,868
Less: Provision for slow moving and obsolete inventories	(2,483)	(1,169)
<b>Total Inventories</b>	<b>11,437</b>	<b>9,699</b>

The total cost of inventory, which consists primarily of the purchase price of customer products, recognized as an expense in the consolidated profit or loss was USD 75,657 thousand (2022: USD 77,927 thousand and 2021: USD 60,972 thousand). The total cost of revenue amounted to USD 79,298 thousand (2022: USD 85,127 thousand and 2021: USD 66,156 thousand) and consists primarily of the cost of inventory.

The amount of write-down of inventories recognized in the consolidated profit or loss was USD 414 thousand (2022: USD 2,221 thousand and 2021: USD 765 thousand). The amount of reversal of write-down recognized as reduction in the amount of inventories recognized as an expense in the consolidated profit or loss was USD 199 thousand (2022: USD 274 thousand and 2021: USD 349 thousand). The reversal of write-down primarily arises from our ability to increase the net realizable value of certain inventory items through price increases, driving higher margins.

## 11 Cash and cash equivalents

Cash and cash equivalents are comprised of the following:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Cash at bank and in hand	58,083	29,367
Short-term deposits	13,496	6,116
<b>Total Cash and cash equivalents</b>	<b>71,579</b>	<b>35,483</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

The Group has no restricted cash on cash and cash equivalents as of December 31, 2023 (2022: nil).

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified expected credit loss was immaterial, due to low credit risk rating of the financial institutions.

## 12 Term deposits and other financial assets

Term deposits and other financial assets are comprised of the following:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Financial assets at fair value through profit or loss	38,646	—
Financial assets at fair value through OCI	116,116	84,023
Short term deposits - banks	1,084	1,065
<b>Term Deposits and other financial assets</b>	<b>155,846</b>	<b>85,088</b>

Deposits represent interest bearing deposits with a commercial bank for a fixed period of more than 3 months.

Other financial assets comprised the following:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Current financial assets measured at fair value through profit or loss	38,646	—
Current financial assets measured at fair value through other comprehensive income	116,116	84,023
<b>Other financial assets – current</b>	<b>154,762</b>	<b>84,023</b>

Financial assets measured at fair value through other comprehensive income comprise investments in listed investment grade bonds, via a discretionary account managed by Citi Private Bank, with the objective of maintaining capital and obtaining benchmark yields. The Group holds these investments under a “hold to collect and sell” business model as defined under IFRS 9. Interest income from financial assets at fair value through OCI are disclosed in Note 28. The reduction in the amount of the assets occurred throughout 2023, is explained by the sale of listed investment grade bonds and the fair value loss.

Financial assets measured at fair value through profit or loss comprise investments in securities, with the objective of obtaining returns in line with specific market benchmarks. Fair value variances are disclosed in Note 28. These financial assets were fully disposed of in 2023.

Other financial assets are presented as current whenever maturity of the investments is within 12 months of the reporting date or if management expects to sell the asset within 12 months.

**Fair value reserve**

The movement in the fair value reserve for financial assets at fair value through other comprehensive income (“FVOCI”), including the allowance for expected credit losses (“ECL”), is as follows:

<i>In thousands of USD</i>	<b>OCI on financial assets at fair value</b>
<b>Balance as of December 31, 2021</b>	<b>(3,941)</b>
Changes in fair value of financial assets	(12,051)
Deferred tax assets on fair value loss through other comprehensive income	4,124
Reclassification from fair value reserve to profit or loss of the period due to maturity or sale of financial assets	2,290
Changes in allowance for expected credit losses - reversal	(35)
<b>Changes recognized in other comprehensive income of the period (Note 16)</b>	<b>(5,672)</b>
<b>Balance as of December 31, 2022</b>	<b>(9,613)</b>
Changes in fair value of financial assets	1,970
Deferred tax assets on fair value loss through other comprehensive income	(2,066)
Reclassification from fair value reserve to profit or loss of the period due to maturity or sale of financial assets	3,908
Changes in allowance for expected credit losses - reversal	(19)
<b>Changes recognized in other comprehensive income of the period (Note 16)</b>	<b>3,793</b>
<b>Balance as of December 31, 2023</b>	<b>(5,820)</b>

**Allowance for expected credit losses**

The movement of allowance for expected credit losses (“ECL”) of other financial assets measured at fair value through other comprehensive income is as follows:

<i>In thousands of USD</i>	<b>ECL of other financial assets</b>
<b>Balance as of December 31, 2021</b>	<b>88</b>
Changes recognized in profit or loss as net impairment gains/losses on financial assets at fair value through other comprehensive income	(35)
<b>Total changes in allowance for expected credit losses</b>	<b>(35)</b>
<b>Balance as of December 31, 2022</b>	<b>53</b>
Changes recognized in profit or loss as net impairment gains/losses on financial assets at fair value through other comprehensive income	(19)
<b>Total changes in allowance for expected credit losses</b>	<b>(19)</b>
<b>Balance as of December 31, 2023</b>	<b>34</b>

### 13 Trade and other receivables

Trade and other receivables are comprised of the following:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Advances to suppliers	1,266	2,667
Trade notes and accounts receivable	24,422	16,357
Unbilled revenues	2,254	6,786
Other receivables	2,695	2,448
	<b>30,637</b>	<b>28,258</b>
Less: Allowance for expected credit loss	(7,536)	(5,101)
<b>Trade and other receivables</b>	<b>23,101</b>	<b>23,157</b>

#### Allowance for expected credit losses

The movement of allowance for expected credit losses (“ECL”) of trade and other receivables is as follows:

<i>In thousands of USD</i>	ECL of trade and other receivables
<b>Balance as of January 01, 2022</b>	<b>6,412</b>
Provision for expected credit losses	6,008
Write-off	(3,456)
Effect of translation	(1,428)
<b>Balance as of December 31, 2022</b>	<b>7,536</b>
Provision for expected credit losses	1,054
Write-off	(1,357)
Effect of translation	(2,132)
<b>Balance as of December 31, 2023</b>	<b>5,101</b>

The aging analysis of trade and other receivables is as follows:

<i>In thousands of USD</i>	Total net	Total gross	Total expected credit losses	Current	Past due but not impaired		
					< 30 days	30 - 90 days	>90 days
<b>As of December 31, 2022</b>	23,101	30,637	(7,536)	10,040	8,180	1,399	3,482
<b>As of December 31, 2023</b>	23,157	28,258	(5,101)	18,602	2,423	166	1,966

See Note 33 for disclosure of how the Group manages and measures credit quality of trade and other receivables that are neither past due nor impaired.

### 14 Prepaid expenses

As of December 31, 2023, prepaid expenses were comprised of prepaid server hosting fees and software licenses of USD 5,155 thousand (2022: USD 14,421 thousand), prepaid rent of USD 2,550 thousand (2022: USD 3,015 thousand), prepaid insurance of USD 1,064 thousand (2022: USD 1,627 thousand) and advance payments to the Group’s partners for online payment services amounting to USD 364 thousand (2022: USD 1,155 thousand). The remaining amount of USD 337 thousand (2022: USD 1,116 thousand) relates to other goods and services, namely travel and entertainment and professional fees.

**15 Share capital and share premium****Ordinary shares issued and fully paid as of December 31, 2023**

Number of shares	Class	Par value (EUR)	Share capital (in thousands of USD)	Share premium (in thousands of USD)	Total
202,277,366	Ordinary	1	236,800	1,736,469	1,973,269
<b>Total</b>		<b>1</b>	<b>236,800</b>	<b>1,736,469</b>	<b>1,973,269</b>

The total issued number of ordinary shares is 202,277,366 shares as of December 31, 2023 with a par value of EUR 1.00 per share. All issued ordinary shares are fully paid. Each ordinary share carries one vote.

During 2023, 1,044,806 shares were issued, all fully paid, relating to the settlement of different equity programs of the company. Related transaction costs of USD 24 thousand are recognized directly in the accumulated losses.

**Ordinary shares issued and fully paid as of December 31, 2022**

Number of shares	Class	Par value (EUR)	Share capital (in thousands of USD)	Share premium (in thousands of USD)	Total
201,232,560	Ordinary	1	235,659	1,736,469	1,972,128
<b>Total</b>		<b>1</b>	<b>235,659</b>	<b>1,736,469</b>	<b>1,972,128</b>

The total issued number of ordinary shares is 201,232,560 shares as of December 31, 2022 with a par value of EUR 1.00 per share. All issued ordinary shares are fully paid. Each ordinary share carries one vote.

During 2022, 1,478,438 shares were issued, all fully paid, relating to the settlement of different equity programs of the company. Related transaction costs of USD 91 thousand are recognized directly in the accumulated losses.

**Ordinary shares issued and fully paid as of December 31, 2021**

Number of shares	Class	Par value (EUR)	Share capital (in thousands of USD)	Share premium (in thousands of USD)	Total
199,754,122	Ordinary	1	234,154	1,736,469	1,970,623
<b>Total</b>		<b>1</b>	<b>234,154</b>	<b>1,736,469</b>	<b>1,970,623</b>

The total issued number of ordinary shares is 199,754,122 shares as of December 31, 2021 with a par value of EUR 1.00 per share. All issued ordinary shares are fully paid. Each ordinary share carries one vote.

During 2021, 2,568,954 shares were issued, all fully paid, relating to the settlement of different equity programs of the company. Related transaction costs of USD 179 thousand are recognized directly in the accumulated losses. Furthermore, during March 2021, we completed an equity offering for which 17,925,922 shares were issued, all fully paid. Proceeds from the offering, net of commissions and expenses, were approximately USD 341 million. Transaction costs of USD 7,638 thousand related to the offering are recognized directly in the accumulated losses.

## 16 Other Reserves

<i>In thousands of USD</i>	<i>Share-based payment capital reserves</i>	<i>Exchange difference on net investment in foreign operations</i>	<i>Fair value reserve of financial assets at FVOCI</i>	<i>Currency translation adjustment</i>	<i>Total other reserves</i>
<b>As of January 01, 2021</b>	<b>135,684</b>	<b>(161,902)</b>	<b>—</b>	<b>170,089</b>	<b>143,871</b>
Other comprehensive loss	—	(3,554)	(3,941)	(12,306)	(19,801)
<b>Total comprehensive loss for the period</b>	<b>—</b>	<b>(3,554)</b>	<b>(3,941)</b>	<b>(12,306)</b>	<b>(19,801)</b>
Share-based payments	43,451	—	—	—	43,451
Exercise of options	(2,846)	—	—	—	(2,846)
<b>As of December 31, 2021</b>	<b>176,289</b>	<b>(165,456)</b>	<b>(3,941)</b>	<b>157,783</b>	<b>164,675</b>
Other comprehensive (loss) / income	—	(182,489)	(5,672)	178,903	(9,258)
<b>Total comprehensive (loss) / income for the period</b>	<b>—</b>	<b>(182,489)</b>	<b>(5,672)</b>	<b>178,903</b>	<b>(9,258)</b>
Share-based payments	9,237	—	—	—	9,237
Exercise of options	(1,480)	—	—	—	(1,480)
<b>As of December 31, 2022</b>	<b>184,046</b>	<b>(347,945)</b>	<b>(9,613)</b>	<b>336,686</b>	<b>163,174</b>
Hyperinflation effect in comprehensive income	—	290	—	—	290
Other comprehensive (loss) / income	—	(229,078)	3,793	218,347	(6,938)
<b>Total comprehensive (loss) / income for the period</b>	<b>—</b>	<b>(228,788)</b>	<b>3,793</b>	<b>218,347</b>	<b>(6,648)</b>
Share-based payments	5,344	—	—	—	5,344
Exercise of options	(1,141)	—	—	—	(1,141)
<b>As of December 31, 2023</b>	<b>188,249</b>	<b>(576,733)</b>	<b>(5,820)</b>	<b>555,033</b>	<b>160,729</b>

The share-based payment reserve represents the Group's cumulative equity settled share option expense.

The exchange difference on net investment in foreign operations represents the cumulative amount of the exchange differences related to foreign operations that are consolidated.

The fair value reserve of financial assets at FVOCI represents the fair value changes on financial assets at fair value through other comprehensive income.

The Currency translation adjustment reserve represents the cumulative exchange differences on the translation of the Group's overseas subsidiaries into the Group's presentation currency.

## 17 Share-based compensation

### Stock Option Program 2016 (JSOP 2016)

As of December 31, 2023, all options granted under the JSOP 2016 have been fully vested.

Junia Technologies AG is authorized to opt to make payments in cash or settle in equity at the time of settlement of the awards. In some cases, the company is aware of restrictions, that generally relate to country-specific limitations on individual investment in foreign assets, that may require it to settle awards in cash. For the beneficiaries impacted by these restrictions, the Company's intention is to cash settle all outstanding awards in the future and they are recognized as cash-settled. The remaining awards are recognized as equity-settled as there is no constructive obligation to settle in cash as the past practice has always been to settle in equity and there is no valid expectation that the awards would be settled in cash.

During the year 2023, 279,148 options of the JSOP 2016 have been exercised. All outstanding options of JSOP 2016 have been exercised or expired in 2023. In total, 259,552 options, exercised in 2023 will be settled in 2024.



In 2023, the Group recognized expenses in connection with the JSOP 2016 amounting to nil (2022: USD (0.3) million and 2021: USD (0.6) million).

## **Equity Programs 2019**

### ***Stock Option Program 2019***

In 2019, Jumia Technologies AG established a new stock option plan, the SOP 2019, under which stock options were granted to beneficiaries. On May 15, 2020 additional stock options were granted under the SOP 2019.

Each stock option entitles the holder to receive one share of Jumia Technologies AG upon exercise and payment of an exercise price of EUR 1.00 per share. The stock options may be exercised after a waiting period of four years from the grant date and expire following seven years after the end of the waiting period. The exercise of stock options is not possible during defined blackout periods. Jumia may, at its sole discretion, settle vested stock options in cash instead of issuing shares in Jumia Technologies AG.

The stock options can only be exercised, if the average annual growth rate of the Gross Merchandise Value amounts to at least 10% during the four-year waiting period. If this target is not met, all options will lapse. This condition is classified under IFRS 2 as a non-market performance condition. The probability of achievement of the performance target is based on the most likely outcome derived from a Monte Carlo valuation model and it has to be reassessed at each reporting date. Only for certain grants in 2020 this condition has been classified as a non-vesting condition, as the vesting period is shorter than the performance period. In this case, the probability of achievement has been derived from a Monte Carlo valuation model at the grant date, is reflected in the fair value and is not reassessed subsequently.

Moreover, the stock options are subject to vesting requirements. The stock options shall generally vest in one or more tranches. The SOP 2019 plan sets out several criteria of bad leaver and good leaver cases. For beneficiaries, who are members of the management board, the total vesting period shall be at least four years and all unexercised options will be forfeited, if the employee resigns and start working for a competitor within six months after resignation. If other beneficiaries (i.e. not members of the management board) resign before the vesting date as specified in the individual grant agreements and are classified as good leaver, all vested stock options will be retained.

However, all unexercised stock options will be forfeited, if a beneficiary terminates the employment within four years after the IPO on April 12, 2019. This period has passed.

The stock options granted in 2020 will vest either 3 or 4 years after the IPO according to the individual grant agreements.

If Jumia Technologies AG pays dividends during the waiting period or exercise period, the beneficiaries are entitled to receive a dividend payment for each vested but not yet exercised stock option. However, Jumia Technologies AG does not expect to pay dividends during the next years.

Jumia Technologies AG is entitled, at its sole discretion, to settle any claims under the SOP 2019 either in cash or in equity. As specified above, for JSOP 2016, the SOP 2019 was recognized as a cash-settled plan for certain beneficiaries and as an equity-settled plan for all other beneficiaries.

The awards vested during the period were subject to a non-vesting condition. The condition was not met. Therefore, the options lapsed and cannot be exercised.

In 2023, the Group recognized expenses in connection with the SOP 2019 amounting to nil (2022: USD (5.5) million and 2021: USD 3.6 million).

SOP 2019	Number of awards	Weighted average remaining life (years)	Weighted average exercise price (EUR)	Weighted average fair value (USD)
Unvested awards outstanding at January 01, 2023	60,857	0.3	1.00	0.78
Granted during the period	—	—	—	—
Exercised during the period	—	—	—	—
Forfeited during the period	—	—	—	—
Cancelled during the period	—	—	—	—
Vested during the period	(60,857)	—	—	—
<b>Unvested awards outstanding at December 31, 2023</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

#### ***Virtual Restricted Stock Unit Program 2019***

In 2019, Jumia Technologies AG established a new Virtual Restricted Stock Unit Program (VRSUP 2019), under which Restricted Stock Units (RSU) were granted to beneficiaries. In 2020, additional RSUs were granted under the VRSUP 2019.

Jumia Technologies AG is entitled, at its sole discretion, to settle any claims under the VRSUP 2019 either in cash or in equity. As specified above, for JSOP 2016, the VSRUP 2019 was recognized as a cash-settled plan for certain beneficiaries and as an equity-settled plan for all other beneficiaries.

No RSUs are subject to any performance conditions or a maximum payout amount (cap).

All RSUs will be forfeited if a beneficiary, who is a member of the board of management, resigns and starts working for a competitor within twelve months after the resignation. Other beneficiaries need to remain employed with Jumia Technologies AG until the vesting date as specified in the individual grant agreement in order to avoid any forfeiture.

All RSUs granted under VRSUP 2019 have vested, as of December 31, 2023.

In 2023, the Group recognized expenses in connection with the VRSUP 2019 amounting to nil (2022: nil and 2021: USD 1.3 million).

#### **Equity Programs 2020**

##### ***Stock Option Program 2020***

In 2020, with the approval of the annual general meeting of shareholders, Jumia Technologies AG established a new stock option plan, the SOP 2020, under which Jumia granted an individual number of stock options to beneficiaries under the terms and conditions of the SOP 2020.

Each stock option entitles the holder to receive one share in Jumia Technologies AG (or 0.5 American Depositary Shares (ADS) as 1 ADS represents 2 shares of Jumia). The option can be exercised after a waiting period of four years at a price which is determined based on the average share price of the last 60 trading days prior to the contract date of the individual grant agreements. The exercise period starts directly after the waiting period and ends two years following the expiry of the waiting period. The exercise of stock options is prohibited during defined blackout periods. Jumia may, at its sole discretion, settle each vested stock option in cash instead of issuing a share in Jumia Technologies AG.

The stock options can only be exercised, if the average annual growth rate of the Gross Merchandise Value amounts to at least 10% during the four years waiting period. If this performance target is not met, all options will lapse. For specific grants under the 2020 Plan this condition is classified under IFRS 2 as a non-market performance condition. The probability of achievement of the performance target is based on the most likely outcome derived from a Monte Carlo

valuation model and it has to be reassessed at each reporting date. For all other grants this condition has been classified as a non-vesting condition. In this case, the probability of achievement has been derived from a Monte Carlo valuation model at the grant date, is reflected in the fair value and is not reassessed subsequently.

Moreover, there are stock options granted to certain beneficiaries with an additional criteria which relates to reaching certain profitability targets. This second condition is as well either classified as a non-market performance condition or as a non-vesting condition depending on the vesting period of the grants and the respective period in which the condition has to be met.

The stock options are subject to vesting requirements.

The stock options shall generally vest in two tranches. Two-thirds of the granted stock options vest after two years from the grant date. The remaining one-third of the granted stock options vest after three years from the grant date.

Beneficiaries who are members of the management board will forfeit the right to exercise their options if they resign and start working for a competitor within six months after resignation.

Other beneficiaries will keep all vested stock options.

If Jumia pays dividends during the waiting period or exercise period, the beneficiaries are entitled to receive a dividend payment for each vested but not yet exercised stock option. However, Jumia does not expect to pay dividends during the next years.

Jumia Technologies AG is entitled, at its sole discretion, to settle any claims under the SOP 2020 either in cash or in equity. As specified above, for JSOP 2016 and others, the SOP 2020 was recognized as a cash-settled plan for certain beneficiaries and as an equity-settled plan for all other beneficiaries.

The awards vested during the period were subject to a non-vesting condition. The condition was not met. Therefore, the options lapsed and cannot be exercised.

In 2023, the Group recognized expenses / (reversals) in connection with the SOP 2020 amounting to USD (0.1) million (2022: USD (1.0) million and 2021: USD 1.9 million).

	Number of awards	Weighted average remaining life (years)	Weighted average exercise price (USD)	Weighted average fair value (USD)
Unvested awards outstanding at January 01, 2023	167,500	0.4	1.84	1.26
Granted during the period	—	—	—	—
Granted as a replacement during the period	—	—	—	—
Replaced during the period	—	—	—	—
Forfeited during the period	(6,667)	—	—	—
Cancelled during the period	—	—	—	—
Vested during the period	(160,833)	—	—	—
<b>Unvested awards outstanding at December 31, 2023</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

***Virtual Restricted Stock Unit Program 2020***

The 2020 annual general meeting of shareholders also approved the Virtual Restricted Stock Unit Program 2020 (VRSUP 2020). Jumia granted an individual number of restricted stock units (RSU) to beneficiaries under the terms and conditions of the VRSUP 2020.

Grants are based on individual grant agreements.

Each beneficiary received an individual grant agreement that includes the individual number of RSUs. Each RSU entitles the holder to receive a cash payment equal to the ten trading days average share price after the publication by the Company of the later of its last half year report or its last annual financial statements.

In general, the RSUs shall vest one year after the grant and will be paid out as soon as reasonably practicable following the expiration of a period of twelve trading days after the publication of Jumia's first half year report or annual financial statements after the vesting date.

No RSUs are subject to any performance conditions or a maximum payout amount (cap).

Jumia Technologies AG is entitled, at its sole discretion, to settle any claims under the VRSUP 2020 either in cash or in equity. As specified above, for JSOP 2016, the VSRUP 2020 was recognized as a cash-settled plan for certain beneficiaries and as an equity-settled plan for all other beneficiaries.

All RSUs granted under VRSUP 2020 have vested, as of December 31, 2023.

In 2023, the Group recognized no expenses in connection with the VRSUP 2020 (2022: USD 1.1 million and 2021: USD 7.1 million).

## **Equity Programs 2021**

### ***Stock Option Program 2021***

By resolution of the Company's General Meeting, dated June 9, 2021, the Stock Option Program 2021 (SOP 2021) was approved. Jumia granted a specific number of stock options to beneficiaries under the terms and conditions of the SOP 2021.

Each stock option entitles the holder to receive one share of Jumia (or 0.5 ADS as 1 ADS represents 2 shares of Jumia). The option can be exercised after a four-year waiting period, commencing on the grant date, at a price which is determined based on the average share price of the last 30 trading days prior to the grant date. The exercise period starts directly after the waiting period and ends two years following the expiration of the waiting period. The exercise of stock options is prohibited during defined black-out periods. Jumia is entitled to elect, at its sole discretion, a cash payment for each vested stock option instead of issuing one share.

The stock options are subject to vesting requirements. The awards are (i) divided in tranches of options vesting upon defined years of service and (ii) can only be exercised if a non-market performance condition, related to reaching a certain growth target of the Gross Merchandise Value during a defined period, is met. The probability of achievement of this performance target is based on the most likely outcome derived from a Monte Carlo valuation model and it has to be reassessed at each reporting date.

Beneficiaries who are members of the management board will forfeit the right to exercise their options if they resign (before the term of office) and start working for a competitor within the six months following the resignation.

Other beneficiaries will keep all stock options that are vested.

If Jumia pays dividends during the waiting period or exercise period, the beneficiaries are entitled to receive a dividend payment for each vested but not yet exercised stock option. However, Jumia does not expect to pay dividends during the next years.

As each stock option entitles the holder to receive one share of Jumia, the Fair value per ADS and the exercise price per ADS have to be divided by 2 in order to derive the value per option.

During 2022, the two beneficiaries of SOP2021 unconditionally forfeited the stock options granted to them under the program. SOP2021 and its associated conditional capital were subsequently cancelled without payment of any kind in order to allow the Company in the future to create a new virtual restricted stock unit or other equity incentive program.

In 2023, the Group recognized no expenses in connection with the SOP 2021 (2022: USD 4.2 million and 2021: USD 0.7 million).

#### ***Virtual Restricted Stock Unit Program 2021***

The 2021 annual general meeting of shareholders also approved the Virtual Restricted Stock Unit Program 2021 (VRSUP 2021). Jumia granted a specific number of virtual restricted stock units (VRSUs) to beneficiaries under the terms and conditions of the VRSUP 2021.

Grants are based on individual grant agreements.

Each beneficiary received an individual grant agreement that includes the specific number of VRSUs. Each VRSU entitles the holder to receive a cash payment equal to the average of the Relevant Closing Price on the first five Trading Days after the publication by the Company of its first press release announcing year-end financial results after the vesting date.

Jumia Technologies AG is entitled, at its sole discretion, to settle any claims under the VRSUP 2021 either in cash or in equity. As specified above, for JSOP 2016 and others, the VSRUP 2021 was recognized as a cash-settled plan for certain beneficiaries and as an equity-settled plan for all other beneficiaries.

The vesting period and conditions may vary according to participants seniority. The awards are divided in tranches which vest upon determined years of service. Moreover, certain awards are subject to additional criteria which includes reaching certain growth target, profitability and share price targets. These conditions are either classified as non-market performance conditions or as non-vesting conditions depending on the vesting period of the grants and the respective period in which the condition has to be met.

In the event the Participant's office term as member of the Management Board or the Participant's service or employment relationship with the Company ends before settlement and the Participant qualifies as a "Bad Leaver", all VRSUs will be forfeited.

If the Participant does not qualify as a "Bad Leaver", it shall retain all VRSUs already vested and not yet settled.

The fair value per VRSU was derived based on the observable stock price of Jumia on the reporting date or on the grant date depending on the cash- or equity-settled classification. The fair value per cash-settled VRSU amounts to USD 1.77 as of December 31, 2023. The average fair value per equity-settled RSU amounts to USD 3.95 as of December 31, 2023. The average fair value per equity-settled RSU amounts to USD 1.74 for the VRSUP 2021 granted in 2023.

In 2023, the Group recognized expenses in connection with the VRSUP 2021 amounting to USD 5.2 million (2022: USD 9.8 million and 2021: USD 20.5 million).

#### **Virtual Restricted Stock Unit Program 2023**

The 2023 annual general meeting of shareholders also approved the Virtual Restricted Stock Unit Program 2023 (VRSUP 2023). Jumia granted a specific number of virtual restricted stock units (VRSUs) to beneficiaries under the terms and conditions of the VRSUP 2023.

Grants are based on individual grant agreements.

Each beneficiary received an individual grant agreement that includes the specific number of VRSUs. Each VRSU entitles the holder to receive a cash payment equal to the average of the Relevant Closing Price on the first five Trading

Days after the publication by the Company of its first press release announcing year-end financial results after the vesting date.

Jumia Technologies AG is entitled, at its sole discretion, to settle any claims under the VRSUP 2023 either in cash or in equity. As specified above, for JSOP 2016 and others, the VSRUP 2023 was recognized as a cash-settled plan for certain beneficiaries and as an equity-settled plan for all other beneficiaries.

The vesting period and conditions may vary according to participants seniority. The awards are divided in tranches which vest upon determined years of service. Moreover, certain awards are subject to additional criteria which includes reaching certain growth target and profitability targets. These conditions are classified as non-market performance conditions.

In the event the Participant's office term as member of the Management Board or the Participant's service or employment relationship with the Company ends before settlement and the Participant qualifies as a "Bad Leaver", all VRSUs will be forfeited.

If the Participant does not qualify as a "Bad Leaver", it shall retain all VRSUs already vested and not yet settled.

The fair value per VRSU was derived based on the observable stock price of Jumia on the reporting date or on the grant date depending on the cash- or equity-settled classification.

The fair value per cash-settled VRSU amounts to USD 1.77 as of December 31, 2023.

At December 31, 2023, there are 3,451,600 unvested equity settled awards outstanding and their weighted average fair value at grant date is USD 1.74.

In 2023, the Group recognized expenses in connection with the VRSUP 2023 amounting to USD 0.1 million (2022: nil and 2021: nil).

### **Share-Based compensation**

For all plans, the Group recognized share-based compensation expenses of USD 5.3 million for the twelve months ended December 31, 2023 (2022: USD 8.2 million and 2021: USD 34.5 million).

For certain geographies, equity awards are settled on a net basis, i.e., the group withhold shares for settlement of tax obligations plan on behalf of employees under share-based compensation plans.

During 2023, Jumia modified the classification of certain awards from equity-settled to cash-settled, driven by a change in expectations regarding the method of settlement.

At the date of modification, a liability was recognized based on the fair value of the cash-settled award on that date and to the extent to which the vesting period has expired.

## 18 Trade and other payables

Trade and other payables are comprised of the following:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Trade payables	18,193	20,780
Invoices not yet received	19,248	15,246
Accrued employee benefit costs	11,772	9,191
Share-based compensation - Cash settled payable	566	206
Trade Deposits	1,082	730
Sundry accruals	13,578	9,397
<b>Trade and Other Payables</b>	<b>64,439</b>	<b>55,550</b>
Current	64,230	55,425
Non-current	209	125

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 0-90 day terms
- Other payables are non-interest bearing and have an average term of 1-2 months
- For terms and conditions with related parties, refer to Note 31.
- For explanations on the Group's financial risk management processes, refer to Note 33.

Sundry accruals relate principally to audit, IT, consulting and marketing.

## 19 Borrowings

Lease liabilities are presented in the statement of financial position as follows:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Current	5,138	3,718
Non-current	8,709	2,357
<b>Total Lease liabilities</b>	<b>13,847</b>	<b>6,075</b>

Set out below is the maturity of the lease liabilities classified as non-current:

<i>In thousands of USD</i>	One to five years	More than five years	Total
Lease liability future payments	2,357	—	2,357

The Group has several lease contracts that include extension and termination options. Whenever the contracts do not include a mutual agreement clause, the Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. Future cash outflows as of December 31, 2023 to which the Group is potentially exposed that are not reflected in the measurement of lease liabilities amounts to USD 0.2 million and relates to new contracts signed in 2024 and potential renewals.

### Changes in liabilities arising from financing activities

<i>In thousands of USD</i>	January 1, 2022	Additions and modifications	Payments	Reclassification	Effect of translation	December 31, 2022
Current lease liabilities	3,906	5,584	(8,666)	4,944	(630)	5,138
Non-current lease liabilities	8,631	6,881	—	(4,944)	(1,859)	8,709
<b>Total liabilities from financing activities</b>	<b>12,537</b>	<b>12,465</b>	<b>(8,666)</b>	<b>—</b>	<b>(2,489)</b>	<b>13,847</b>

<i>In thousands of USD</i>	January 1, 2023	Additions and modifications	Payments	Reclassification	Effect of translation	December 31, 2023
Current lease liabilities	5,138	2,783	(6,279)	2,461	(385)	3,718
Non-current lease liabilities	8,709	(2,698)	—	(2,461)	(1,193)	2,357
<b>Total liabilities from financing activities</b>	<b>13,847</b>	<b>85</b>	<b>(6,279)</b>	<b>—</b>	<b>(1,578)</b>	<b>6,075</b>

Additions and modifications include USD 1,074 thousand of accrued interest as of December 31, 2023 (2022: USD 1,710 thousand) as described in Note 7.

### Lease payments not recognized as a liability

The group has elected not to recognize a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognized as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the lease liability is as follows:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Short-term leases	2,708	2,035
Variable lease payments	79	100
<b>Total expense</b>	<b>2,787</b>	<b>2,135</b>

At December 31, 2023 the Group was committed to short-term leases and the total commitment at that date was USD 686 thousand (2022: USD 1,107 thousand).

### 20 Other taxes receivable & Other taxes payable

Other taxes receivable are comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,	
	2022	2023
Value added taxes	12,052	8,785
Other taxes receivable	283	79
<b>Other taxes receivable</b>	<b>12,335</b>	<b>8,864</b>
Current	6,368	4,143
Non-Current	5,967	4,721



Other taxes payable are comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,	
	2022	2023
Value added taxes	11,841	10,106
Withholding Tax	10,412	11,840
Other taxes payable	443	1,980
<b>Other taxes payable</b>	<b>22,696</b>	<b>23,926</b>
Current	20,947	23,452
Non-Current	1,749	474

Value added taxes receivable comprises an average maturity of 2.7 years and value added taxes payable comprises an average maturity of 1.3 years.

## 21 Provisions for liabilities and other charges

Movements in provisions for liabilities and other charges are as follows:

<i>In thousands of USD</i>	Uncertain tax positions	Marketplace and consignment goods	Provision for other expenses	Total
<b>Balance as of January 1, 2022</b>	<b>34,221</b>	<b>817</b>	<b>2,047</b>	<b>37,085</b>
Additions	3,061	247	1,137	4,445
Reversals	(2,297)	(299)	(97)	(2,693)
Use of provision	(670)	—	(609)	(1,279)
Effect of translation	(445)	(102)	(223)	(770)
<b>Balance as of December 31, 2022</b>	<b>33,870</b>	<b>663</b>	<b>2,255</b>	<b>36,788</b>
Additions	1,640	207	2,244	4,091
Reversals	(18,627)	(200)	(198)	(19,025)
Use of provision	(1,261)	—	(894)	(2,155)
Effect of translation	(334)	(216)	(215)	(765)
<b>Balance as of December 31, 2023</b>	<b>15,288</b>	<b>454</b>	<b>3,192</b>	<b>18,934</b>
Current	15,288	454	2,678	18,420
Non-current	—	—	514	514

### Uncertain tax positions

Uncertain tax positions includes provisions related to VAT for USD 3,253 thousand (2022: USD 9,854 thousand), provisions related to Withholding Tax (WHT) for USD 10,758 thousand (2022: USD 22,044 thousand) and provisions related to other taxes for USD 1,277 thousand (2022: USD 1,972 thousand). Provision is calculated based on the detailed review of uncertain tax positions completed by management across the group and in consideration of the probability of a liability arising, within the applicable statute of limitations. These provisions are expected to be utilized or released as a result of the regular tax audits in the Countries where the Group operates. When the technical merits of tax filings get clarified and confirmed with the tax authorities, as happened in 2023, this reduces the overall uncertainty in the Group's tax positions, resulting in a reversal of provisions.

### Marketplace and consignment goods

The provision for marketplace and consignment goods relates to the lost and damaged items, which are to be reimbursed to the sellers. The provision is calculated based on the detailed review of these items, and it is expected that these costs will be incurred in the next financial year.

## Provision for other expenses

Provision for other expense includes the end-of-service gratuity provision of USD 631 thousand (2022: USD 889 thousand), various litigation and penalty provisions of USD 2,561 thousand (2022: USD 1,246 thousand), and no restructuring provision was recorded in 2023 (2022: USD 120 thousand). The provisions are calculated based on our best estimate considering past experience.

## 22 Deferred income

Deferred income consists of USD 390 thousand (2022: USD 880 thousand) related to a depositary fee from BNY Mellon, deferred over the course of 5 years. The amount classified as non-current in the consolidated statement of financial position is nil as of December 31, 2023 (2022: USD 345 thousand). Our depositary agreement with BNY Mellon contains a compensation for each ADS issued during our primary (IPO) and secondary offerings. This compensation is accrued over the term of the agreement. Other amounts refer to contract liabilities related to payments received from end customers in advance for goods that have been ordered but are not yet delivered. As of December 31, 2023 contract liabilities amounts to USD 2,712 thousand (2022: USD 3,437 thousand). The total amount of the contract liability, as of the beginning of the period, was recognized as revenue in 2023.

## 23 Revenue

Revenue is comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023
First-party sales	65,148	81,728	86,384
Commissions	30,305	39,879	46,666
Fulfillment	32,245	26,076	18,506
Value added services	25,248	32,237	20,278
Marketing and advertising	10,057	16,940	12,392
Other revenue	4,621	6,440	2,176
<b>Revenue</b>	<b>167,624</b>	<b>203,300</b>	<b>186,402</b>

(1) Re-presented for discontinued operations. See Note 6.

No single customer accounted for more than 5% of Group revenues for the years ended December 31, 2023, 2022 and 2021.

The breakdown of the Group's revenue from contracts with customers by region is disclosed in the Note 2 u) Segments.

## 24 Fulfillment expense

Fulfillment expense is comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023
Fulfillment staff costs	18,747	20,062	13,293
Fulfillment centers expense	4,978	6,057	2,630
Freight and shipping expense	50,971	50,664	27,961
<b>Fulfillment expense</b>	<b>74,696</b>	<b>76,783</b>	<b>43,884</b>

(1) Re-presented for discontinued operations. See Note 6.

Fulfillment expense decreased by 42.8% from USD 76.8 million in 2022 to USD 43.9 million in 2023. On a per Order basis, fulfillment expense decreased from \$2.79 to \$2.06, driven by foreign exchange effects, the reduction in the number of orders and cost reduction initiatives.

## 25 Sales and advertising expense

Sales and advertising expense is comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023
Staff costs	9,305	9,916	6,755
Advertising campaigns	62,016	54,123	12,867
Selling expenses	2,329	2,820	1,836
<b>Sales and advertising expense</b>	<b>73,650</b>	<b>66,859</b>	<b>21,458</b>

(1) Re-presented for discontinued operations. See Note 6.

Sales and advertising expense decreased by 67.9% from USD 66.9 million in 2022 to USD 21.5 million in 2023, mostly as a result of a significant reduction in marketing expenditure in 2023 compared to 2022, as the Group brought more discipline to marketing spending.

## 26 Technology and content expense

Technology and content expense is comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023
Staff Costs	14,968	25,233	17,425
Technology license and maintenance expenses	21,729	27,178	24,103
<b>Technology and content expense</b>	<b>36,697</b>	<b>52,411</b>	<b>41,528</b>

(1) Re-presented for discontinued operations. See Note 6.

Technology and content expense decreased by 20.8% from USD 52.4 million in 2022 to USD 41.5 million in 2023, as a result of efforts to increase the efficiency of our technology investments by rationalizing our infrastructure and software costs and our staff structure.

## 27 General and administrative expense and Termination benefits

### General and administrative expense

General and administrative expense is comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021 <sup>(1)</sup>	2022 <sup>(1)</sup>	2023
Staff Costs	81,477	60,845	45,147
Occupancy Costs	1,725	2,500	2,099
Professional fees	18,250	11,952	11,278
Travel and entertainment	1,910	3,458	2,172
Office and related expenses	7,332	8,905	6,020
Bank fees & payment costs	646	778	650
Bad debt expense	1,267	6,211	212
Tax expense / (reversal)	11,125	11,214	(8,018)
Provisions for liabilities and other charges	209	195	1,745
Depreciation and amortization	9,587	11,464	9,806
Other general and administrative expense	5,592	4,689	3,314
<b>General and administrative expense</b>	<b>139,120</b>	<b>122,211</b>	<b>74,425</b>

(1) Re-presented for discontinued operations. See Note 6.

Staff costs expense includes share options and stock units granted to eligible employees of USD 5,276 thousand (2022: USD 8,240 thousand and 2021: USD 34,548 thousand).

Tax expense / (reversal), refers to tax expense / (reversal) other than income tax and is comprised of the following:

<i>In thousands of USD</i>	As of December 31,		
	2021	2022	2023
Withholding taxes	7,064	4,952	(6,398)
VAT	994	3,020	(2,999)
Other taxes	3,067	3,242	1,378
<b>Total</b>	<b>11,125</b>	<b>11,214</b>	<b>(8,018)</b>

The beneficial impact in tax expenses relates to the release of tax provisions as described in Note 21.

As of December 31, 2023 Other general and administrative expense includes USD 3,192 thousand (2022: USD 4,274 thousand and 2021: USD 4,238 thousand) for insurance premiums.

### Termination benefits

As of December 31, 2022, termination benefits relate to redundancy expenses amounting to USD 3,706 thousand as a result of an announced and significant action in the fourth quarter of 2022 to streamline the Group's organization structure and reduce the Group's headcount. Regular termination benefits incurred as part of the recurring operating cycle of the business are recorded by function under Staff costs and amounted to USD 3,076 thousand as of December 31, 2023 (2022: USD 326 thousand and 2021: USD 324 thousand).

**28 Finance income and finance costs**

Finance income and finance costs comprise of the following:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021	2022	2023
Foreign exchange gain	22,162	10,496	1,336
Interest and similar income	258	388	1,738
Interest income from financial assets at fair value through OCI	2,344	4,064	2,788
Fair value gain on financial assets at fair value through profit or loss	—	—	237
Other income	—	305	90
<b>Finance income</b>	<b>24,764</b>	<b>15,253</b>	<b>6,189</b>
Foreign exchange loss	7,485	7,492	11,804
Interest and similar expense	1,606	1,718	2,168
Fair value loss on financial assets at fair value through profit and loss	998	7,167	13,601
Loss recognized on disposal of debt instruments held at fair value through OCI (Note 12)	—	2,290	3,908
Other charges	242	951	—
<b>Finance costs</b>	<b>10,331</b>	<b>19,618</b>	<b>31,481</b>

In 2023, financial assets measured at fair value through profit or loss included investments in securities (Note 12). These financial assets yielded a fair value gain of USD 237 thousand in 2023 (2022: nil and 2021: nil) and incurred a fair value loss of USD 13,601 thousand (2022: 7,167 thousand and 2021: 998 thousand) realized upon sale, along with transaction costs of USD 1,080 thousand (2022: nil and 2021: nil) recognized under interest and similar expense. These were fully disposed of in 2023.

Interest income from financial assets at fair value through OCI includes the interest measured and recognized according to effective interest rate method and amounts to USD 2,788 thousand (2022: 4,064 thousand and 2021: 2,344 thousand).

**29 Income tax**

Income tax payables and receivables are comprised of the following:

<i>In thousands of USD</i>	As of December 31,	
	2022	2023
Income Tax Prepayments	1,792	2,000
<b>Total Income tax receivables</b>	<b>1,792</b>	<b>2,000</b>
Income Tax Payables	301	547
Provision for Income Tax	12,685	12,880
<b>Total Income tax payables</b>	<b>12,986</b>	<b>13,427</b>

The reconciliation of tax expense and the effective tax rate was as follows:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021	2022	2023
Loss before Income tax from continuing operations	(207,126)	(206,162)	(98,600)
Loss before Income tax from discontinued operations	(19,337)	(25,128)	(4,917)
<b>Loss before income tax</b>	<b>(226,463)</b>	<b>(231,290)</b>	<b>(103,517)</b>
Statutory tax rate <sup>(1)</sup>	24.02 %	19.25 %	27.98 %
<b>Expected income tax benefit</b>	<b>54,406</b>	<b>44,512</b>	<b>28,963</b>
<b>Tax effects of:</b>			
Sundry permanent differences	970	(1,141)	(2,547)
Effect of functional to local reporting currency in Germany	(338)	(4,948)	(3,040)
Equity Transaction costs	1,878	18	8
Share based payments	(7,520)	(1,734)	(1,506)
Tax Expenses	(1,605)	(1,438)	19
Bad debt expense	(439)	(1,180)	(1,841)
Management fees	(6,167)	(4,367)	(4,268)
Interest expense	(1,324)	(777)	(567)
<i>Unrecognized deferred tax asset arising from timing differences relating to:</i>			
FX unrealized gain/loss	(1,575)	863	(1,407)
Share based payments	(443)	277	85
Tax Expenses	277	192	3,328
Sundry temporary differences	(308)	(101)	1,079
Minimum tax	(395)	(637)	(665)
Deferred tax not recognized (mainly tax losses carried forward)	(38,707)	(31,573)	(20,885)
Deferred tax: relating to origination and reversal of temporary differences and tax losses	848	(4,946)	2,583
<b>Income tax expense</b>	<b>(442)</b>	<b>(6,979)</b>	<b>(661)</b>
<b>Effective tax rate</b>	<b>0.20 %</b>	<b>3.02 %</b>	<b>0.64 %</b>

(1) The Statutory tax rate consists of an average tax rate weighted in proportion to accounting profit/(loss) in each geographical territory.

Income tax expense is comprised of the following:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021	2022	2023
Current tax (expense) / income	(1,102)	(2,033)	(3,244)
Deferred tax (expense) / income	660	(4,946)	2,583
<b>Total Income tax (expense) / income</b>	<b>(442)</b>	<b>(6,979)</b>	<b>(661)</b>

Tax losses available for offsetting against future taxable profits were as follows:

<i>In thousands of USD</i> Country	Duration	Rate	As of December 31,		
			2021	2022	2023
			Accumulated tax loss [gross]	Accumulated tax loss [gross]	Accumulated tax loss [gross]
Germany **	Indefinite	30.2 % *	(37,933)	(27,142)	(36,125)
Morocco	4 years	31.0 %	(29,580)	(37,863)	(29,780)
Egypt	5 years	22.5 %	(151,823)	(100,454)	(62,390)
Nigeria	Indefinite	30.0 %	(269,961)	(252,909)	(137,013)
South Africa	Indefinite	28.0 %	(49,591)	(53,251)	(56,532)
Kenya	10 Years	30.0 %	(87,785)	(86,933)	(74,817)
Ivory Coast	5 years	25.0 %	(34,784)	(35,101)	(30,144)
Ghana	3 years	25.0 %	(9,560)	(6,852)	(6,316)
Other	N/A	N/A	(67,864)	(81,040)	(71,163)
<b>Total</b>			<b>(738,881)</b>	<b>(681,545)</b>	<b>(504,280)</b>

\*

In Germany, the calculation of current tax is based on a combined tax rate of 30.2%, consisting of a corporate income tax rate of 15.8% and a trade tax rate of 14.4%.

\*\*

Accumulated tax losses related to Trade Tax amount to USD 64,942 thousand as of December 31, 2023 (USD 53,474 thousand as of December 31, 2022 and USD 64,276 thousand as of December 31, 2021), not included in the table above.

Various tax rules may limit the use of the tax losses above.

No deferred tax asset has generally been recognized in respect of the tax losses as the latter may either be time barred at the time when they could have otherwise offset taxable profits, may be subject to limitations as to their use, or there is no tax opportunity or other evidence of recoverability within a short timeline. This general principle is subject to a few exceptions disclosed in Note 8. The previously unrecognized tax losses of prior periods used to reduce current tax expense amounts to USD 1,502 thousand.

### 30 Earnings per share

Basic EPS is calculated by dividing the loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares and excludes all potential shares outstanding during the year, as their inclusion would be anti-dilutive. The Group potential shares consist of incremental shares issuable upon the assumed exercise of share options and the incremental shares issuable upon the assumed vesting of unvested share awards.

The following table reflects the loss and share data used in the basic and diluted EPS calculations from continuous operations:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021	2022	2023
<b>Numerator</b>			
Loss for the period from continuing operations	(207,568)	(213,141)	(99,261)
Less: net loss attributable to non-controlling interest from continuing operations	(40)	(37)	(23)
<b>Loss attributable to Equity of the Company from continuing operations</b>	<b>(207,528)</b>	<b>(213,104)</b>	<b>(99,238)</b>
<b>Denominator</b>			
Weighted average number of shares for basic and diluted EPS	193,835,475	200,349,548	201,789,219
<b>Loss per share from continuing operations - basic and diluted</b>	<b>(1.07)</b>	<b>(1.06)</b>	<b>(0.49)</b>

The following table reflects the loss and share data used in the basic and diluted EPS calculations from discontinued operations:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021	2022	2023
<b>Numerator</b>			
Loss for the period from discontinued operations	(19,337)	(25,128)	(4,917)
<b>Loss attributable to Equity of the Company from discontinued operations</b>	<b>(19,337)</b>	<b>(25,128)</b>	<b>(4,917)</b>
<b>Denominator</b>			
Weighted average number of shares for basic and diluted EPS	193,835,475	200,349,548	201,789,219
<b>Loss per share from discontinued operations - basic and diluted</b>	<b>(0.10)</b>	<b>(0.13)</b>	<b>(0.02)</b>

The following table reflects the loss and share data used in the basic and diluted EPS calculations:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021	2022	2023
<b>Numerator</b>			
Loss for the period	(226,905)	(238,269)	(104,178)
Less: net loss attributable to non-controlling interest	(40)	(37)	(23)
<b>Loss attributable to Equity of the Company</b>	<b>(226,865)</b>	<b>(238,232)</b>	<b>(104,155)</b>
<b>Denominator</b>			
Weighted average number of shares for basic and diluted EPS	193,835,475	200,349,548	201,789,219
<b>Loss per share - basic and diluted</b>	<b>(1.17)</b>	<b>(1.19)</b>	<b>(0.52)</b>

Potential dilutive securities that are not included in the diluted earnings per share calculations because they would be anti-dilutive are as follows:

	For the year ended December 31,		
	2021	2022	2023
Share Options and Stock Units	2,070,033	1,874,830	2,017,355



### 31 Transactions and balances with related parties

#### Terms and conditions of transactions with related parties

The following is a description of related party transactions the Group has entered into since January 1, 2021, with members of our supervisory or management board, executive officers or holders of more than 10% of any class of our voting securities.

##### *Transactions with Key management*

Key management includes the senior executives. The compensation paid or payable to key management for employee services is shown below:

<i>In thousands of USD</i>	For the year ended December 31,		
	2021	2022	2023
Short-term employee benefits	4,236	3,889	3,332
Other benefits	81	107	114
Share-based compensation	9,299	5,155	1,858
<b>Total</b>	<b>13,616</b>	<b>9,151</b>	<b>5,304</b>

##### *Additional Compensation to the Former Members of the Management Board*

In 2022, the former Management Board were also entitled to receive an additional compensation in the amount of USD 1.7 million, following their resignations. This was fully paid in 2023.

See Note 17 for additional information regarding the share-based compensation plans.

### 32 Fair Values of Financial Instruments

Financial instruments comprise of financial assets and financial liabilities. Financial assets consist of term deposits and other financial assets, cash and cash equivalents and trade and other receivables. Financial liabilities consist of borrowings and trade and other payables.

Management considers that the carrying amounts of financial assets measured at amortized cost, and financial liabilities in the financial statements approximate their fair values, due to their short term maturities.

##### *Financial investments measured at fair value*

As of December 31, 2023 other financial assets were measured using as inputs quoted prices in an active market, corresponding to the Level 1 of the fair value hierarchy of IFRS 13.

When transfers into and out of fair value hierarchy levels are required, it is the Group's policy to transfer the amounts at the end of the reporting period.

Amounts of other financial assets corresponding to the Level 1 of the fair value hierarchy are transferred to Level 2 when quoted prices cease to be available. Level 2 measurements of fair value are determined by maximizing the use of market data other than the quoted price, such as interest rate yield curves and publicly available credit ratings. Conversely, amounts of other financial assets corresponding to the Level 2 are transferred to Level 1 when quoted prices become available.

### 33 Financial risk management objectives and policies

The Group is exposed to market risk, credit risk and liquidity risk. The risks are monitored by appropriate management at each level. The Group's financial risk activities are governed by appropriate policies and procedures, and financial risks are identified, measured and managed in accordance with the Group's policies. The Supervisory Board reviews and approves the policies for managing each of these risks, which are summarized below.

## Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's market risk relates to foreign currency risks, interest rate risk and security prices. Financial instruments affected by foreign currency risk include cash and cash equivalents, trade and other receivables and trade and other payables. The Group does not hedge its foreign currency risk. Financial instruments affected by interest rate risk and security price risk include financial assets measured at fair value.

### *Foreign currency risk*

Currency risk is the risk that the fair value of financial assets or financial liabilities held in foreign currency or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Due to its international business activities, the Group is exposed to the risk of changes in foreign exchange rates in connection with trade payables and trade receivables resulting from purchase and sales transactions denominated in a different currency from the functional currency of the respective operation as well as intercompany financing. However, the Group maintains a natural hedge across most of the Group's cash flows as the Group's revenue streams are generated in local currencies matched by Group's costs mostly incurred in the respective local currencies, limiting the risk of foreign currency exposure.

In respect of currency risk, management sets limits on the level of exposure by currency and in total. The positions are monitored monthly. The Group does not use derivatives as hedging instruments to limit its exposure from foreign currency risks.

### *Foreign currency sensitivity*

As of December 31, 2023, if the EUR or USD had strengthened/weakened by +/- 5 or +/-10% against all other currencies with all other variables held constant, the hypothetical impact in the major local currencies on pre-tax equity and profit before tax would have been as follows, mainly as a result of foreign exchange gains/losses on translation of trade and other receivables, cash as well as trade and other payables denominated in EUR or USD.

The following tables demonstrate the sensitivity to a reasonably possible change in Euros and US dollars and major currencies to which the Group is exposed (EUR, AED, XOF, KES, MAD, NGN, DZD, GHS, UGX, ZAR, EGP, TND), with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material.

As a result of devaluations in the Egyptian Pound (EGP) and the Nigerian Naira (NGN) in 2024, further described in Note 35, our foreign currency sensitivity analysis reflects these changes with a 60% and 80% decrease assumed for EGP and NGN, respectively, against the USD and the EUR.

The Group assessed a possible change of +/- 5% to EUR, Algerian Dinar (DZD), West African CFA franc (XOF), Moroccan Dirham (MAD), Ugandan Shilling (UGX) and Tunisian Dinar (TND) due to valuation fluctuations in 2023 of (5.5)% to 1.7% of these currencies to the USD, a possible change of +/- 10% of South African Rand (ZAR), Kenyan Shilling (KES), Ghanaian Cedi (GHS) due to valuation fluctuations in 2023 of 7.5% to 27.1% of these currencies to the USD. The Group also assessed a possible change of +/- 5% to Algerian Dinar (DZD), Ugandan Shilling (UGX), Moroccan Dirham (MAD), UAE Dirham (AED) and Tunisian Dinar (TND) due to valuation fluctuations in 2023 of (2.5)% to 4.9% of these currencies to the EUR, a possible change of +/- 10% to Kenyan Shilling (KES), South African Rand (ZAR) and Ghanaian Cedi (GHS) due to valuation fluctuations in 2023 of 10.9% to 31.1% of these currencies to the EUR.

Intercompany loans bear the majority of the Group's foreign currency risk as they are issued and are repayable in Euro or US dollars. Fluctuation of various exchange rates in Africa and the resulting related foreign exchange gains or losses are recognized in other comprehensive income, when designated as net investment in a foreign operation, finance income or finance costs. The impacts in the major local currencies are as follows:

*In thousands of USD*

		<b>Effect on pre-tax equity</b>	<b>Effect on profit before tax</b>
<b>Change in EUR/USD</b>			
	5 %	35,553	6,475
	(5)%	(35,553)	(6,475)
<b>Change in EUR/AED</b>			
	5 %	106	4
	(5)%	(106)	(4)
<b>Change in EUR/KES</b>			
	10 %	(5,386)	(4,672)
	(10)%	5,386	4,672
<b>Change in EUR/MAD</b>			
	5 %	(5,760)	(149)
	(5)%	5,760	149
<b>Change in EUR/NGN</b>			
	80 %	(166,050)	(247)
<b>Change in EUR/DZD</b>			
	5 %	(1,328)	(16)
	(5)%	1,328	16
<b>Change in EUR/GHS</b>			
	10 %	(1,997)	(18)
	(10)%	1,997	18
<b>Change in EUR/UGX</b>			
	5 %	(1,528)	(28)
	(5)%	1,528	28
<b>Change in EUR/ZAR</b>			
	10 %	(1,643)	(7)
	(10)%	1,643	7
<b>Change in EUR/EGP</b>			
	60 %	(51,213)	(32,002)
<b>Change in EUR/TND</b>			
	5 %	(651)	(22)
	(5)%	651	22

<i>In thousands of USD</i>		<b>Effect on pre-tax equity</b>	<b>Effect on profit before tax</b>
<b>Change in USD/XOF</b>			
	5 %	(1,653)	(389)
	(5)%	1,653	389
<b>Change in USD/KES</b>			
	10 %	(2,114)	(1,506)
	(10)%	2,114	1,506
<b>Change in USD/MAD</b>			
	5 %	(1,664)	(153)
	(5)%	1,664	153
<b>Change in USD/NGN</b>			
	80 %	(83,807)	(13,379)
<b>Change in USD/DZD</b>			
	5 %	(818)	—
	(5)%	818	—
<b>Change in USD/GHS</b>			
	10 %	(856)	(73)
	(10)%	856	73
<b>Change in USD/UGX</b>			
	5 %	(1,041)	(72)
	(5)%	1,041	72
<b>Change in USD/ZAR</b>			
	10 %	(990)	7
	(10)%	990	(7)
<b>Change in USD/EGP</b>			
	60 %	(33,898)	(19,310)
<b>Change in USD/TND</b>			
	5 %	(850)	1
	(5)%	850	(1)

***Interest rate risk***

Interest rate risk is the risk that:

- i. the fair value of financial assets or financial liabilities will change due to movements in the interest rate curve; and,
- ii. the cash flows of financial assets or financial liabilities will change due to movements in the interest rate curve.

The Group has invested excess cash in financial instruments such as listed investment grade bonds pursuant to its cash management strategy, as discussed in Note 12. Changes in the interest rate curve will affect the fair value and/or cash flows of the listed investment grade bonds.

In respect of interest rate risk, management monitors the change in interest rates. The Group does not use derivatives as hedging instruments to limit its exposure from interest rate risks.

As of December 31, 2023, the listed investment grade bonds held by the Group are fixed-rate instruments.

### *Interest rate sensitivity*

As of December 31, 2023, if the interest rate curves had changed by +/-50bps, with all other variables held constant, the hypothetical impact on pre-tax equity would have been as follows:

<b>As of December 31, 2023</b> <i>In thousands of USD</i>	<b>Effect on pre-tax equity</b>	
<b>CITI - listed investment grade bonds</b>		
	0.5 %	(496)
	(0.5)%	496

### **Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, financial investments in bonds and foreign exchange transactions (the impacts of which are included in the sensitivity analysis above).

#### *Trade receivables*

As of December 31, 2023, the Group has as an allowance for uncollectible receivables of USD 5,101 thousand (2022: USD 7,536 thousand) as set out in the Note 13.

The Group evaluates this risk based on known troubled accounts and historical experience of losses incurred. The Group follows risk control procedures to assess the credit quality of the customers taking into account their financial position, past experience and other factors. The compliance with credit limits by corporate customers is regularly monitored by management.

Sales to retail customers are required to be settled in cash or using major credit cards, mitigating credit risk. There are no significant concentrations of credit risk, whether through exposure to Individual customers, specific industry sectors and/or regions.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables. The estimated ECL are calculated based on actual credit loss experience over a period that, per business, countries and type of customers, is considered statistically relevant and representative of the specific characteristics of the underlying credit risk.

Using the practical expedient that is allowed by the standard, the Group has established provision matrices that are based on its historical credit loss experience for the previous years, adjusted for non-recurring events and for forward-looking factors per country which incorporated several macroeconomic elements such as the countries' GDP and unemployment rates. The expected loss rates are reviewed annually, or when there is a significant change in external factors potentially impacting credit risk, and are updated where management's expectations of credit losses change.

Certain Group entities (namely, among others, Ecart Internet Services Nigeria Limited, Jade E-Services Uganda Ltd. and Ecart Services Kenya Ltd.) entered into account compensation and settlement agreements with certain international marketplace sellers. Therefore, the Group has offset associated trade receivables and payables for an amount of USD 184 thousand as of December 31, 2023. (2022: USD 152 thousand).

The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

#### *Cash deposits*

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. The Group's maximum exposure to credit risk for the components of the statement of financial position as of December 31, 2022 and 2023 is the carrying amount as illustrated in cash and cash equivalents in the consolidated statement of financial position.

The expected credit losses (“ECL”) from cash and cash equivalents, are estimated by the Group as immaterial as of December 31, 2021, 2022 and 2023, due to low credit risk rating of the financial institutions.

The Group considers cash deposits are in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. Cash deposits are written off when there is no reasonable expectation of recovering the contractual cash flows.

#### ***Other financial assets***

The Group’s maximum exposure to credit risk for other financial assets of December 31, 2023 is the respective carrying amount.

As of December 31, 2023, all of the Group’s debt investments measured at fair value through other comprehensive income are considered to have low credit risk (stage 1 of the 3-stage model), and the loss allowance recognized during the period was therefore limited to expected credit losses for 12 months. Management considers ‘low credit risk’ for listed bonds to be an investment grade credit rating by a major rating agency. The Group considers that credit risk increases significantly if the credit rating deteriorates to a non-investment grade rating.

The probability of default (PD) and loss given default (LGD) are determined for the investments on an individual basis, using available public corporate PD and LGD assessments of the securities performed by credit rating agencies, which incorporate both historical and forward-looking information, according to market standards. Forward-looking information includes credit rating outlooks and economic forecast measured using country GDP and CDS.

#### **Liquidity risk**

The primary objective of the Group’s liquidity and capital management is to monitor the availability of cash and other financial assets and capital in order to support its business expansion and growth. The Group manages its liquidity and capital structure with reference to economic conditions, performance of its local operations and local regulations. Funding is managed by a central treasury department that monitors the amounts of funds to be granted according to management and Shareholder approval. All funding follows strict operational and legal monitoring executed by the treasury and legal departments.

During 2019, the Group has secured funding relating to the entry of a new investor in January 2019 and the Initial Public Offering (IPO) with concurrent private placement in April 2019. We received approximately USD 280 million in net proceeds from our initial public offering and additional capital in the aggregate amount of USD 86 million from Pernod Ricard Deutschland GmbH. Most of this funding is transferred to operating entities in the form of loans which are eliminated in consolidation. In December 2020, the Group completed an equity offering. Proceeds from the offering, net of commissions and expenses, were approximately USD 231 million. During March 2021, the Group raised additional equity funding with proceeds, net of commissions and expenses, of USD 341 million.

As all funding has been exclusively obtained from the shareholders and there are no external borrowings, the Group does not incur an interest rate risk in this regard.

Based on the cash flow forecast for 2024, the Group has sufficient liquidity as of December 31, 2023 for the next twelve months.

#### **34 Commitments and contingencies**

##### **Tax contingencies**

The Group has contingent liabilities related to potential tax claims arising in the ordinary course of business.

As of December 31, 2023, there are ongoing tax audits in various countries. Some of these tax inquiries have resulted in re-assessments, whilst others are still at an early stage and no re-assessment has yet been raised. Management is required to make estimates and judgments about the ultimate outcome of these investigations or litigation in determining legal provisions. Final claims or court rulings may differ from management estimates. In addition, Management is required

to make estimates and judgements about the ultimate outcome of other tax risks that have not led to an investigation or litigation but that, based on Management's own assessment, may lead to potential tax claims.

As of December 31, 2023, the Group has accrued for net tax provisions (excluding Uncertainty over Income Tax payables in accordance with IFRIC 23 interpretation) in the amount of USD 15,288 thousand (2022: USD 33,870 thousand) as a result of the assessment of potential exposures due to uncertain tax positions as well as pending and resolved matters with the relevant tax authorities (Note 21). Additionally, as of December 31, 2023 Uncertainty over Income Tax payables in accordance with IFRIC 23 interpretation amounts to USD 12,880 thousand (2022: USD 12,685 thousand)

In addition to the above tax risks, in common with other international groups, the conflict between the Group's international operating model, the jurisdictional approach of tax authorities and some domestic tax requirements in relation to withholding tax and VAT compliance and recoverability rules, could lead to a further USD 20,629 thousand in additional uncertainty on tax positions. The likelihood of future economic outflows with regard to these potential tax claims is however considered as only possible, but not probable. Accordingly, no provision for a liability has been made in these consolidated financial statements.

The Group may also be subject to other tax claims for which the risk of future economic outflows is currently evaluated to be remote.

### **Guarantees**

The Group has other commitments such as bank guarantees issued. As of December 31, 2023 The Group bank guarantees amount to USD 561 thousand (2022: USD 1,092 thousand).

### **Lease commitments**

As disclosed in Note 19, the Group was committed to short term leases which at December 31, 2023 amounts to USD 686 thousand (2022: USD 1,107 thousand).

### **Other commitments**

The Group has committed to allocate USD 12.5 million to a service supplier by November 2024 and 13.0 million by November 2025.

### **Others**

The Group is involved in several ongoing cases with suppliers and employees. The Group continuously reviews and assesses these claims and records provisions based on management judgments and estimates from consultant at each reporting date.

When assessing the possible outcomes of legal claims and contingencies, the Group takes into consideration the advice of the legal counsel, which are based on the best of their professional judgment and take into consideration the current stage of the proceedings and legal experience accumulated with respect to the various matters. As the results of the claims may ultimately be determined by courts, or otherwise settled, they may be different from such estimates.

### **35 Subsequent events**

Foreign Currency Considerations for the Egyptian Pound (EGP) and the Nigerian Naira (NGN):

The Central Bank of Egypt (CBE) and the Central Bank of Nigeria (CBN) set the official reference rates for foreign currency transactions in their respective countries. These rates serve as the benchmark for foreign currency translation within Egypt and Nigeria.

Both Egypt and Nigeria face significant macroeconomic challenges, further exacerbated by ongoing regional conflicts. In 2023, the Egyptian government, while seeking increased access to a support program, collaborated with the International Monetary Fund (IMF) to implement policies aimed at promoting exchange rate flexibility and enhancing economic resilience. This resulted in a devaluation of the Egyptian Pound in March 2024, as anticipated by the HSBC forecast. The EGP was allowed to float more freely on the market, aligning with IMF loan conditions. Our foreign currency

sensitivity analysis for the EGP reflects this actual devaluation by incorporating a 60% decrease against the US Dollar (USD) and the Euro (EUR).

Similarly, in June 2023, Nigeria experienced a significant devaluation of the Nigerian Naira against the US Dollar and the Euro following a policy shift by the CBN. They abandoned their previous system of multiple exchange rates and allowed the NGN to trade more freely on the foreign exchange market. In February 2024, there was a further devaluation as the methodology for calculating the official exchange rate was revised, bringing it closer to the freely traded rate. Our foreign currency sensitivity analysis for the NGN incorporates a 80% devaluation against the USD and the EUR, reflecting the actual devaluation experienced in February 2024.



**DEUTSCHE FASSUNG**

**CONVENIENCE TRANSLATION**

**SATZUNG  
DER  
JUMIA TECHNOLOGIES AG**

**ARTICLES OF ASSOCIATION  
OF  
JUMIA TECHNOLOGIES AG**

**I.  
ALLGEMEINE BESTIMMUNGEN**

**I.  
GENERAL PROVISIONS**

**§ 1  
Firma und Sitz**

**Section 1  
Company Name and Registered Seat**

- (1) Die Firma der Gesellschaft lautet Jumia Technologies AG.
- (2) Die Gesellschaft hat ihren Sitz in Berlin.

- (1) The name of the Company is Jumia Technologies AG.
- (2) The Company has its registered seat in Berlin.

**§ 2  
Gegenstand des Unternehmens**

**Section 2  
Company Purpose**

Gegenstand des Unternehmens ist die direkte oder indirekte Verwaltung eigener Vermögenswerte, insbesondere die Gründung neuer Unternehmen oder der Erwerb existierender Unternehmen, die Entwicklung und Umsetzung neuer Geschäftskonzepte, der Erwerb, die Verwaltung und die Verfügung über Anteile an anderen Unternehmen und juristischen Personen in Deutschland oder im Ausland sowie die Erbringung von Dienst- und Beratungsleistungen, insbesondere mit Fokussierung auf so unterschiedliche Bereiche wie Internet, Online-Dienste, E-Commerce, Telekommunikation, Medien, Neue Medien, Technologien, Software, IT-Dienstleistungen, Marketing, Vertrieb, Personalbeschaffung, Finanzierung, Programmierung, Projektmanagement sowie Start-Up- und Wachstumsunternehmen.

The Company's purpose is the direct or indirect management of its own assets, in particular the incorporation of new companies or the acquisition of existing companies, the development and implementation of new business concepts, the acquisition, management and disposition of shares in other companies and legal entities in Germany or abroad as well as the provision of consulting and other services, in particular with a focus on areas as diverse as Internet, online services, e-commerce, telecommunications, media, new media, technologies, software, IT services, marketing, sales, recruitment, financing, programming, project management and start-up and growth companies.

- (1)

(2) Die Gesellschaft ist zu allen Handlungen und Maßnahmen berechtigt und kann alle Geschäfte betreiben, die mit dem Gegenstand des Unternehmens zusammenhängen oder ihm unmittelbar oder mittelbar zu dienen geeignet sind. Sie kann auch andere Unternehmen im In- und Ausland gründen, erwerben und sich an ihnen beteiligen sowie solche Unternehmen leiten oder sich auf die Verwaltung der Beteiligung beschränken. Sie kann ihren Betrieb, auch soweit es um die von ihr gehaltenen Beteiligungen geht, ganz oder teilweise durch verbundene Unternehmen führen lassen oder auf solche übertragen oder auslagern und sich auf die Tätigkeit als geschäftsleitende Holding beschränken. Die Gesellschaft darf auch Zweigniederlassungen und Betriebsstätten im In- und Ausland errichten. Sie kann ihre Tätigkeit auf einen Teil der in Absatz 1 bezeichneten Tätigkeitsfelder beschränken.

### § 3

#### Bekanntmachungen und Informationsübermittlung

(1) Die Bekanntmachungen der Gesellschaft erfolgen im Bundesanzeiger. Sofern gesetzlich zwingend eine andere Bekanntmachungsform erforderlich ist, tritt an die Stelle des Bundesanzeigers diese Bekanntmachungsform.

(2) Informationen an die Aktionäre der Gesellschaft können, soweit gesetzlich zulässig, auch im Wege der Datenfernübertragung übermittelt werden. Die Übermittlung von Mitteilungen nach § 125 Abs. 1 i.V.m. § 128 Abs. 1 AktG sowie nach § 125 Abs. 2 AktG ist auf den Weg elektronischer Kommunikation beschränkt. Der Vorstand ist - ohne dass hierauf ein Anspruch besteht - berechtigt, diese Mitteilungen auch auf anderem Weg zu versenden.

## II.

### GRUNDKAPITAL UND AKTIEN

#### § 4

##### Grundkapital

(1) Das Grundkapital der Gesellschaft beträgt EUR 202.502.750,00 (in Worten: Euro zweihundertzwei Millionen fünfhundertzweitausendsieben-hundertfünfzig). Es ist eingeteilt in 202.502.750 Stückaktien (Aktien ohne Nennbetrag).

(2) The Company is entitled to perform all acts and take all steps and conduct all transactions relating to its purpose or which are appropriate to directly or indirectly effect the accomplishment of the Company's purpose. The Company may also establish or acquire enterprises in Germany or abroad and participate in and manage such enterprises or confine itself to the management of its participation. The Company can completely or partially delegate management of its operations, including its participation in other companies, to affiliated companies or transfer or outsource its operations to such affiliated companies as well as confine itself to operation as a management holding company. The Company may also establish branch offices and permanent establishments in Germany and abroad. The Company may limit its activity to any part of the areas designated in paragraph 1.

### Section 3 Announcements and Communicating Information

(1) Company notices shall be published in the Federal Gazette. If another form of notice is required by mandatory provisions of law, such form shall replace the notice in the Federal Gazette.

(2) Notices to the shareholders of the Company may, to the extent permitted by law, also be communicated by data transmission. Notices pursuant to Section 125 para. 1 in conjunction with 128 para. 1 of the German Stock Corporation Act (*AktG*) as well as pursuant to Section 125 para. 2 of the AktG must be delivered by electronic communication. The Management Board is entitled, but not obliged, to deliver such notices also by other means.

## II.

### SHARE CAPITAL AND SHARES

#### Section 4 Share Capital

(1) The share capital of the Company amounts to EUR 202,502,750.00 (spelled out: Euro two hundred two million five hundred two thousand seven hundred fifty). It is divided into 202,502,750 no-par value shares (shares without a nominal value).

Das Grundkapital wurde in Höhe von EUR 139.736,00 (in Worten: Euro einhundertneunddreißigtausend siebenhundertsechunddreißig) durch Formwechsel gemäß §§ 190 ff. UmwG der im Handelsregister des Amtsgerichts Charlottenburg unter HRB 142937 B eingetragenen Africa Internet Holding GmbH mit dem Sitz in Berlin erbracht.

(2)

Der Vorstand ist ermächtigt, das Grundkapital der Gesellschaft in der Zeit bis einschließlich 13. August 2028 mit Zustimmung des Aufsichtsrats um insgesamt bis zu EUR 100.913.299,00 (in Worten: Euro einhundert Millionen neuhundertdreizehntausend zweihundertneundneunzig) durch Ausgabe von bis zu 100.913.299 auf den Inhaber lautenden Stückaktien gegen Bar- und/oder Sacheinlagen, einschließlich Forderungen gegen die Gesellschaft, einmalig oder mehrmals zu erhöhen („Genehmigtes Kapital 2023/I“).

Den Aktionären ist grundsätzlich ein Bezugsrecht einzuräumen. Die Aktien können dabei nach § 186 Abs. 5 AktG auch von einem oder mehreren Kreditinstitut(en) oder gemäß § 53 Abs. 1 Satz 1 oder § 53b Abs. 1 Satz 1 oder Abs. 7 des Gesetzes über das Kreditwesen tätigen Unternehmen mit der Verpflichtung übernommen werden, sie den Aktionären der Gesellschaft zum Bezug anzubieten (mittelbares Bezugsrecht).

Das Bezugsrecht der Aktionäre ist für eine oder mehrere Kapitalerhöhungen im Rahmen des Genehmigten Kapitals 2023/I ausgeschlossen, wenn

- die Ausnutzung des Genehmigten Kapitals 2023/I erfolgt, um bis zu maximal 51 neue Aktien der Gesellschaft zur Erfüllung von Erwerbsrechten (Optionsrechten), die von der Gesellschaft (oder einem ihrer Rechtsvorgänger) vor der Umwandlung der Gesellschaft in eine Aktiengesellschaft an gegenwärtige und/oder ehemalige Geschäftsführer und/oder Mitarbeiter der Gesellschaft und/oder ihrer direkten und indirekten Tochtergesellschaften und an Dienstleister, Förderer oder Geschäftspartner der Gesellschaft und/oder ihrer direkten und indirekten Tochtergesellschaften gewährt wurden;

The share capital has been provided in the amount of EUR 139,736.00 (spelled out: Euro one hundred thirty-nine thousand seven hundred thirty-six) by way of transformation pursuant to Sections 190 et seq. of the German Transformation Act (*UmwG*) of Africa Internet Holding GmbH with registered seat in Berlin, registered in the commercial register of the local court of Charlottenburg under registration number HRB 142937 B.

(2)

The Management Board is hereby authorized until 13 August 2028 (inclusive) to increase, once or repeatedly and each time with the consent of the Supervisory Board, the share capital of the Company by a total amount of up to EUR 100,913,299.00 (in words: Euro one hundred million nine hundred thirteen thousand two hundred ninety-nine) through the issuance of up to 100,913,299 new non-par value bearer shares against contributions in cash and/or in kind, including claims against the Company (“**Authorized Capital 2023/I**”).

In principle, the shareholders are to be granted subscription rights. The shares may also be subscribed for by one or more credit institution(s) or one or more enterprise(s) operating pursuant to sections 53(1) sentence 1, 53b(1) sentence 1 or 53b(7) of the German Banking Act (*Gesetz über das Kreditwesen*) with the obligation to offer the shares to the shareholders of the Company pursuant to section 186(5) of the German Stock Corporation Act (*indirect subscription right*).

The shareholders’ subscription rights are excluded for one or more capital increases in the context of the Authorized Capital 2023/I,

- if the utilization of the Authorized Capital 2023/I occurs in order to issue up to a maximum of 51 new shares of the Company to fulfil acquisition rights (option rights) granted by the Company (or its legal predecessors) prior to its conversion into a stock corporation to current and/or former managing directors and/or employees of the Company and/or its direct and indirect subsidiaries and to service providers, supporters or business partners of the Company and/or its direct and indirect subsidiaries;

- die Ausnutzung des Genehmigten Kapitals 2023/I erfolgt, um bis zu maximal 6.958.538 neue Aktien der Gesellschaft nach Wahl der Gesellschaft zur Bedienung von Zahlungsansprüchen aus erdienten Virtual Restricted Stock Units, die unter dem Virtual Restricted Stock Unit Program 2021 der Gesellschaft („**VRSUP 2021**“) an Mitglieder des Vorstands und Arbeitnehmer der Gesellschaft sowie an Mitglieder der Geschäftsführungen und Arbeitnehmer von mit der Gesellschaft verbundenen Unternehmen im Sinne des § 15 AktG bzw. deren Investmentvehikel nach näherer Maßgabe des VRSUP 2021 gewährt wurden, jeweils gegen Einlage dieser Zahlungsansprüche aus den Virtual Restricted Stock Units auszugeben; und/oder
- die Ausnutzung des Genehmigten Kapitals 2023/I erfolgt, um bis zu maximal 6.500.000 neue Aktien der Gesellschaft nach Wahl der Gesellschaft zur Bedienung von Zahlungsansprüchen aus erdienten Virtual Restricted Stock Units, die unter dem Virtual Restricted Stock Unit Program 2023 der Gesellschaft („**VRSUP 2023**“) an Mitglieder des Vorstands und Arbeitnehmer der Gesellschaft sowie an Mitglieder der Geschäftsführungen und Arbeitnehmer von mit der Gesellschaft verbundenen Unternehmen im Sinne des § 15 AktG bzw. deren Investmentvehikel nach näherer Maßgabe des VRSUP 2023 gewährt wurden, jeweils gegen Einlage dieser Zahlungsansprüche aus den Virtual Restricted Stock Units auszugeben.

In diesem Fall darf der auf die ausgegebenen neuen Aktien entfallende anteilige Betrag des Grundkapitals insgesamt 10 % des Grundkapitals der Gesellschaft, das im Zeitpunkt der Beschlussfassung über das Genehmigte Kapital 2023/I vorhanden ist oder, falls dieser Betrag niedriger ist, das im Zeitpunkt der Ausübung des Genehmigten Kapitals 2023/I vorhanden ist, nicht überschreiten. Auf diese 10 %-Grenze ist der anteilige Betrag des Grundkapitals anzurechnen, der auf Aktien entfällt, die seit der Beschlussfassung über das Genehmigte Kapital 2023/I aus genehmigtem Kapital, bedingtem Kapital oder aus eigenen Aktien an Mitglieder des Vorstands und Arbeitnehmer der Gesellschaft sowie an Mitglieder der Geschäftsführungen und Arbeitnehmer von mit der Gesellschaft verbundenen Unternehmen im Sinne des § 15 AktG bzw. deren Investmentvehikel zur Bedienung von Ansprüchen aus Beteiligungsprogrammen ausgegeben oder übertragen wurden.

- if the utilization of the Authorized Capital 2023/I occurs in order to issue up to a maximum of 6,958,538 new shares of the Company to settle, at the discretion of the Company, claims from vested Virtual Restricted Stock Units granted under the Virtual Restricted Stock Unit Program 2021 of the Company (“**VRSUP 2021**”) to members of the Management Board of the Company and employees of the Company, as well as members of the management and employees of companies affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act or their investment vehicles, subject to the details of the VRSUP 2021, in each case against contribution of the claims for payments originated under the Virtual Restricted Stock Units; and/or
- if the utilization of the Authorized Capital 2023/I occurs in order to issue up to a maximum of 6,500,000 new shares of the Company to settle, at the discretion of the Company, claims from vested Virtual Restricted Stock Units granted under the Virtual Restricted Stock Unit Program 2023 of the Company (“**VRSUP 2023**”) to members of the Management Board of the Company and employees of the Company, as well as members of the management and employees of companies affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act or their investment vehicles, subject to the details of the VRSUP 2023, in each case against contribution of the claims for payments originated under the Virtual Restricted Stock Units.

In this case, the pro rata amount of the share capital attributable to the new shares issued may not exceed 10% of the share capital of the Company existing at the time of the adoption of the resolution on the Authorized Capital 2023/I or, if this amount is lower, existing at the time of the exercise of the Authorized Capital 2023/I. Towards this 10%-limit shall count the pro-rata amount of the share capital attributable to any shares that were issued or transferred from authorized capital, conditional capital or from treasury shares to members of the Management Board of the Company and employees of the Company, as well as members of the management and employees of companies affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act or their investment vehicles to settle claims under participation programs since the resolution on the Authorized Capital 2023/I was adopted.

Ferner ist der Vorstand ermächtigt, das Bezugsrecht der Aktionäre mit Zustimmung des Aufsichtsrats für eine oder mehrere Kapitalerhöhungen im Rahmen des Genehmigten Kapitals 2023/I auszuschließen,

- um Spitzenbeträge vom Bezugsrecht auszunehmen;
- soweit es erforderlich ist, um Inhabern bzw. Gläubigern von Wandelschuldverschreibungen, Optionsschuldverschreibungen, Genussrechten und/oder Gewinnschuldverschreibungen (bzw. Kombinationen dieser Instrumente) (nachstehend gemeinsam „**Schuldverschreibungen**“), die mit Wandlungs- oder Optionsrechten bzw. Wandlungs- oder Optionspflichten ausgestattet sind und die von der Gesellschaft oder einer unmittelbaren oder mittelbaren Beteiligungsgesellschaft ausgegeben wurden oder noch werden, ein Bezugsrecht auf neue, auf den Inhaber lautende Stückaktien der Gesellschaft in dem Umfang zu gewähren, wie es ihnen nach Ausübung der Options- oder Wandlungsrechte bzw. nach Erfüllung von Wandlungs- oder Optionspflichten als Aktionär zustünde oder soweit die Gesellschaft ein Wahlrecht bezüglich solcher Schuldverschreibungen ausübt, ganz oder teilweise Aktien der Gesellschaft anstelle der Zahlung des fälligen Geldbetrags zu gewähren;

Further, the Management Board is authorized to exclude the shareholders' subscription rights with the consent of the Supervisory Board for one or more capital increases in the context of the Authorized Capital 2023/1,

- in order to exclude fractional amounts from the subscription right;
- to the extent necessary to grant holders 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, subscription rights to new no-par value bearer shares of the Company in the amount to which they would be entitled as shareholders after the exercise of the option or conversion rights, or after fulfilment of the conversion or option obligations or to the extent the Company exercises with regard to such Bonds its right to grant, totally or in part, shares of the Company in lieu of payment of the amount due;

- zur Ausgabe von Aktien gegen Bareinlagen, wenn der Ausgabepreis der neuen Aktien den Börsenpreis der bereits börsennotierten Aktien der Gesellschaft nicht wesentlich im Sinne der §§ 203 Abs. 1 und Abs. 2, 186 Abs. 3 Satz 4 AktG unterschreitet und der auf die unter Ausschluss des Bezugsrechts gemäß § 186 Abs. 3 Satz 4 AktG ausgegebenen neuen Aktien entfallende anteilige Betrag des Grundkapitals insgesamt 10 % des Grundkapitals der Gesellschaft nicht überschreitet, und zwar weder zum Zeitpunkt des Wirksamwerdens noch - wenn dieser Betrag geringer ist - im Zeitpunkt der Ausübung des Genehmigten Kapitals 2023/I. Auf diese Begrenzung von 10 % des Grundkapitals ist der anteilige Betrag des Grundkapitals anzurechnen, der auf Aktien entfällt, (i) die während der Laufzeit des Genehmigten Kapitals 2023/I aufgrund einer Ermächtigung zur Veräußerung eigener Aktien gemäß § 71 Abs. 1 Nr. 8 Satz 5 Halbsatz 2 AktG in Verbindung mit § 186 Abs. 3 Satz 4 AktG unter Ausschluss des Bezugsrechts der Aktionäre veräußert werden; (ii) die zur Bedienung von Schuldverschreibungen mit Wandlungs- oder Optionsrechten bzw. Wandlungs- oder Optionspflichten ausgegeben werden oder auszugeben sind, sofern diese Schuldverschreibungen in entsprechender Anwendung des § 186 Abs. 3 Satz 4 AktG während der Laufzeit des Genehmigten Kapitals 2023/I unter Ausschluss des Bezugsrechts der Aktionäre ausgegeben werden; (iii) die während der Laufzeit des Genehmigten Kapitals 2023/I aus anderem genehmigten Kapital unter Ausschluss des Bezugsrechts der Aktionäre gemäß § 203 Abs. 2 Satz 1 in Verbindung mit § 186 Abs. 3 Satz 4 AktG oder auf der Grundlage sonstiger Kapitalmaßnahmen unter Ausschluss des Bezugsrechts der Aktionäre in entsprechender Anwendung von § 186 Abs. 3 Satz 4 AktG ausgegeben werden;
- to issue shares for cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares of the Company already listed on the stock exchange in the meaning of sections 203(1) and (2), 186(3) sentence 4 of the German Stock Corporation Act and that the proportional amount of the share capital attributable to the new shares issued under the exclusion of subscription rights in accordance with section 186(3) sentence 4 of the German Stock Corporation Act does not exceed a total of 10% of the share capital of the Company, whether at the time the Authorized Capital 2023/I comes into effect or – in case such amount is lower – is exercised. Towards the above threshold of 10% of the share capital shall also count the pro-rata amount of the share capital attributable to any shares, (i) that are sold during the term of the Authorized Capital 2023/I on the basis of an authorization to sell treasury shares pursuant to section 71(1) no. 8 sentence 5 second half sentence in conjunction with section 186(3) sentence 4 of the German Stock Corporation Act subject to the exclusion of shareholders' subscription rights; (ii) that are issued to satisfy Bonds with conversion or option rights, or conversion or option obligations, provided that such Bonds were issued in analogous application of section 186(3) sentence 4 of the German Stock Corporation Act during the term of the Authorized Capital 2023/I subject to the exclusion of the shareholders' subscription rights; or (iii) that are issued during the term of the Authorized Capital 2023/I on the basis of other authorized capital, provided that such shares are issued subject to the exclusion of the shareholders' subscription rights pursuant to section 203(2) sentence 1 in conjunction with section 186(3) sentence 4 of the German Stock Corporation Act or on the basis of other capital measures subject to the exclusion of the shareholders' subscription rights in analogous application of section 186(3) sentence 4 of the German Stock Corporation Act;

- zur Ausgabe von Aktien gegen Sacheinlagen insbesondere - aber ohne Beschränkung hierauf - im Rahmen von Unternehmenszusammenschlüssen oder zum Zwecke des (auch mittelbaren) Erwerbs von Unternehmen, Betrieben, Unternehmensteilen, Beteiligungen an Unternehmen oder von sonstigen Vermögensgegenständen, einschließlich Forderungen gegen die Gesellschaft oder ihre Konzerngesellschaften, oder zur Bedienung von Schuldverschreibungen, die gegen Sacheinlagen ausgegeben werden;
- zur Durchführung einer Aktiendividende, in deren Rahmen Aktien der Gesellschaft (auch teilweise und/oder wahlweise) gegen Einlage von Dividendenansprüchen der Aktionäre ausgegeben werden (Aktiendividende).

Der Vorstand ist ermächtigt, mit Zustimmung des Aufsichtsrats den weiteren Inhalt der Aktienrechte und die Bedingungen der Aktienausgabe festzulegen; dies umfasst auch die Festlegung der Gewinnanteilsberechtigung der neuen Aktien, welche abweichend von § 60 Abs. 2 AktG auch für ein bereits abgelaufenes Geschäftsjahr festgelegt werden kann.

Der Aufsichtsrat ist ermächtigt, nach jeder teilweisen oder der vollständigen Ausnutzung des Genehmigten Kapitals 2023/I oder nach Ablauf der Frist für die Ausnutzung des Genehmigten Kapitals 2023/I die Fassung der Satzung entsprechend anzupassen.

- to issue shares for contributions in kind, in particular – but not limited thereto – in the context of mergers or for the purpose of (including indirect) acquisitions of companies, businesses, parts of companies, interests in companies or other assets, including claims against the Company or any of its group companies, or to satisfy Bonds issued for contributions in kind;
- in order to distribute a dividend in kind, in the context of which shares of the Company (also in part or subject to election) may be issued against contribution of dividend claims (*scrip dividend*).

The Management Board is authorized, with the consent of the Supervisory Board, to determine any additional content of the rights attached to the shares and the conditions of the share issue; this includes the determination of the profit participation of the new shares, which may, in deviation from section 60(2) of the German Stock Corporation Act, also participate in the profit of completed fiscal years.

The Supervisory Board is authorized to adjust the wording of the articles of association accordingly following any partial or the complete utilization of the Authorized Capital 2023/I or upon expiry of the period for the utilization of the Authorized Capital 2023/I.

Das Grundkapital der Gesellschaft ist um bis zu EUR 2.692.876,00 (in Worten: Euro zwei Millionen sechshundertzweiundneunzigtausend achthundertsechundsiebzig) durch Ausgabe von bis zu 2.692.876 auf den Inhaber lautenden Stammstückaktien bedingt erhöht („**Bedingtes Kapital 2019/I**“). Das Bedingte Kapital 2019/I dient ausschließlich der Ausgabe von Aktien der Gesellschaft zur Bedienung von Bezugsrechten auf Aktien der Gesellschaft, die an Mitglieder des Vorstands der Gesellschaft und Arbeitnehmer der Gesellschaft sowie an Mitglieder der Geschäftsführungen und Arbeitnehmer von mit der Gesellschaft verbundenen Unternehmen im Sinne der §§ 15 ff. AktG in Form von Aktienoptionen nach Maßgabe des Ermächtigungsbeschlusses der Hauptversammlung vom 15. Februar 2019 gewährt wurden oder werden. Die bedingte Kapitalerhöhung wird nur insoweit durchgeführt, wie nach Maßgabe des Ermächtigungsbeschlusses der Hauptversammlung vom 15. Februar 2019 Aktienoptionen gewährt wurden oder werden, die Inhaber der Aktienoptionen von ihrem Ausübungsrecht Gebrauch machen und die Gesellschaft zur Bedienung der Aktienoptionen keine eigenen Aktien gewährt, wobei für die Gewährung und Abwicklung von Aktienoptionen an die Mitglieder des Vorstands ausschließlich der Aufsichtsrat zuständig ist. Die neuen auf den Inhaber lautenden Stückaktien nehmen vom Beginn des Geschäftsjahres an, in dem die Ausgabe erfolgt, am Gewinn teil. Der auf die ausgegebenen neuen Aktien entfallende anteilige Betrag des Grundkapitals darf insgesamt 10% des Grundkapitals der Gesellschaft, das im Zeitpunkt der Beschlussfassung über die Änderung des Bedingten Kapitals 2019/I durch die Hauptversammlung vom 1. April 2019 vorhanden ist, nicht überschreiten. Auf diese 10%-Grenze ist der anteilige Betrag des Grundkapitals anzurechnen, der auf Aktien entfällt, die aus genehmigtem Kapital, bedingtem Kapital oder aus eigenen Aktien an Mitglieder des Vorstands und Arbeitnehmer der Gesellschaft sowie an Mitglieder der Geschäftsführungen und Arbeitnehmer von mit der Gesellschaft verbundenen Unternehmen im Sinne der §§ 15 ff. AktG bzw. deren Investmentvehikel seit der Beschlussfassung über das Bedingte Kapital 2019/I aus Beteiligungsprogrammen ausgegeben oder übertragen wurden. Zudem darf der anteilige Betrag des Grundkapitals der Gesellschaft, der auf die Aktien bzw. ADS, die die Aktien der Gesellschaft repräsentieren, entfällt, die aus dem Bedingten Kapital 2019/I, zur Bedienung des VRSUP 2019 aus dem Genehmigten Kapital 2019/I sowie aus dem Genehmigten Kapital 2018/I ausgegeben wurden, insgesamt EUR 10.196.556,00 nicht übersteigen. Der Aufsichtsrat ist ermächtigt, die Satzung entsprechend der jeweiligen Inanspruchnahme des Bedingten Kapitals 2019/I und nach Ablauf sämtlicher Ausübungsfristen zu ändern.

(3)

The share capital of the Company is conditionally increased by up to EUR 2,692,876.00 (spelled out: Euro two million six hundred ninety-two thousand eight hundred seventy-six) through issuance of up to 2,692,876 new no-par value ordinary bearer shares (“**Conditional Capital 2019/I**”). The Conditional Capital 2019/I may only be used to issue shares of the Company to fulfil the subscription rights for shares in the Company that have been or will be granted to members of the Management Board of the Company and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of §§ 15 et seq. AktG in the form of stock options in accordance with the authorizing resolution of the general meeting on 15 February 2019. The conditional capital increase will only be implemented to the extent that stock options have been or will be granted in accordance with the authorizing resolution of the general meeting on 15 February 2019, the holders of the stock options exercise their rights and the Company does not deliver treasury shares to satisfy the stock options, whereas the Supervisory Board shall be exclusively competent regarding the granting and settlement of stock options to the members of the Management Board. The new no-par value bearer shares shall participate in the profits from the beginning of the financial year, in which they are issued. The pro rata amount of the share capital attributable to the new shares issued may not exceed 10% of the share capital of the Company existing at the time of the adoption of the resolution on the Amendment of the Conditional Capital 2019/I by the general meeting on 1 April 2019. Towards this limit shall count the pro rata amount of the share capital attributable to any shares that were issued or transferred from authorized capital, conditional capital or from treasury shares to members of the Management Board of the Company and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of §§ 15 et seq. AktG, respectively their investment vehicles, in the context of participation programs ever since the resolution on the Conditional Capital 2019/I was adopted. Moreover, any shares or ADS, representing such shares, issued from the Conditional Capital 2019/I, from the restated Authorized Capital 2019/I to serve the VRSUP 2019 and from the Authorized Capital 2018/I shall, in the aggregate, not exceed the amount of EUR 10,196,556.00. The Supervisory Board is authorized to amend the Articles of Association accordingly after the respective utilization of the Conditional Capital 2019/I and upon the expiry of any and all exercise periods.

(3)



(4) Das Grundkapital der Gesellschaft ist um bis zu EUR 89.799.708,00 (in Worten: Euro neunundachtzig Millionen siebenhundertneunundneunzigtausend siebenhundertacht) durch Ausgabe von bis zu 89.799.708 auf den Inhaber lautenden Stückaktien bedingt erhöht („**Bedingtes Kapital 2021/II**“).

Das Bedingte Kapital 2021/II dient der Gewährung von Aktien bei der Ausübung von Wandlungs- oder Optionsrechten bzw. bei der Erfüllung von Wandlungs- oder Optionspflichten an die Inhaber bzw. Gläubiger von Wandelschuldverschreibungen, Optionsschuldverschreibungen, Genussrechten und/oder Gewinnschuldverschreibungen (bzw. Kombinationen dieser Instrumente) (nächstehend gemeinsam „**Schuldverschreibungen**“), die aufgrund des Ermächtigungsbeschlusses der Hauptversammlung vom 9. Juni 2021 ausgegeben worden sind.

Die Ausgabe der neuen Aktien erfolgt zu dem nach Maßgabe des Ermächtigungsbeschlusses der Hauptversammlung vom 9. Juni 2021 jeweils festzulegenden Wandlungs- oder Optionspreis. Die bedingte Kapitalerhöhung wird nur insoweit durchgeführt, wie die Inhaber bzw. Gläubiger von Schuldverschreibungen, die von der Gesellschaft oder einer von der Gesellschaft abhängigen oder in ihrem unmittelbaren oder mittelbaren Mehrheitsbesitz stehenden Gesellschaft aufgrund des Ermächtigungsbeschlusses der Hauptversammlung vom 9. Juni 2021 bis einschließlich 8. Juni 2026 ausgegeben bzw. garantiert werden, von ihren Wandlungs- oder Optionsrechten Gebrauch machen bzw. Wandlungs- oder Optionspflichten aus solchen Schuldverschreibungen erfüllen oder soweit die Gesellschaft anstelle der Zahlung des fälligen Geldbetrags Aktien der Gesellschaft gewährt und soweit die Wandlungs- oder Optionsrechte bzw. Wandlungs- oder Optionspflichten nicht durch eigene Aktien, durch Aktien aus genehmigtem Kapital oder durch andere Leistungen bedient werden.

Die neuen Aktien nehmen von dem Beginn des Geschäftsjahrs an, in dem sie entstehen, und für alle nachfolgenden Geschäftsjahre am Gewinn teil.

Der Vorstand ist ermächtigt, die weiteren Einzelheiten der Durchführung der bedingten Kapitalerhöhung festzusetzen.

Der Aufsichtsrat ist ermächtigt, die Fassung der Satzung entsprechend der jeweiligen Inanspruchnahme des Bedingten Kapitals 2021/II und nach Ablauf sämtlicher Options- und Wandlungsfristen entsprechend anzupassen.

(5) Entfällt ersatzlos.

(4) The share capital of the Company is conditionally increased by up to EUR 89,799,708.00 (spelled out: Euro eighty-nine million seven hundred ninety-nine thousand seven hundred eight) by issuing up to 89,799,708 no-par value bearer shares (“**Conditional Capital 2021/II**”).

The purpose of Conditional Capital 2021/II is to grant shares to holders or creditors of convertible bonds, options, profit rights and/or profit bonds (or combinations of these instruments) (together “**Bonds**”) issued on the basis of the authorization granted by the General Meeting of 9 June 2021 upon the exercise of conversion or option rights or the fulfilment of conversion or option obligations.

The new shares are issued based on the conversion or option price to be determined in accordance with the authorization granted by the General Meeting of 9 June 2021. The conditional capital increase will only be implemented to the extent that the holders or creditors of Bonds, which are issued or guaranteed by the Company, dependent companies or by companies in which the Company owns a majority interest either directly or indirectly by including 8 June 2026 based on the authorization granted by the General Meeting of 9 June 2021, exercise any conversion or option right or fulfill any conversion or option obligation under Bonds, or to the extent the Company grants shares in the Company instead of paying the amount due as well as to the extent the conversion or option rights or the conversion or option obligations are not serviced by treasury shares but rather by shares from authorized capital or other consideration.

The new shares have the right to participate in any profits from the beginning of the financial year in which they are created and for all subsequent financial years.

The Management Board is authorized to determine the further details of the implementation of the conditional capital increase.

The Supervisory Board is authorized to amend the Articles of Association accordingly after any utilization of the Conditional Capital 2021/II and upon expiration of all option or conversion periods.

(5) Deleted.

Das Grundkapital der Gesellschaft ist um bis zu EUR 3.700.000,00 (in Worten: Euro drei Millionen siebenhunderttausend) durch Ausgabe von bis zu 3.700.000 auf den Inhaber lautenden Stammstückaktien bedingt erhöht („**Bedingtes Kapital 2020/I**“). Das Bedingte Kapital 2020/I dient ausschließlich der Ausgabe von Aktien der Gesellschaft zur Bedienung von Bezugsrechten auf Aktien der Gesellschaft, die an Mitglieder des Vorstands der Gesellschaft und Arbeitnehmer der Gesellschaft sowie an Mitglieder der Geschäftsführungen und Arbeitnehmer von mit der Gesellschaft verbundenen Unternehmen im Sinne von § 15 AktG in Form von Aktienoptionen nach Maßgabe des Ermächtigungsbeschlusses der Hauptversammlung vom 9. Juni 2020 gewährt wurden oder werden. Die bedingte Kapitalerhöhung wird nur insoweit durchgeführt, wie nach Maßgabe des Ermächtigungsbeschlusses der Hauptversammlung vom 9. Juni 2020 Aktienoptionen gewährt wurden oder werden, die Inhaber der Aktienoptionen von ihrem Ausübungsrecht Gebrauch machen und die Gesellschaft zur Bedienung der Aktienoptionen keine eigenen Aktien gewährt, wobei für die Gewährung und Abwicklung von Aktienoptionen an die Mitglieder des Vorstands ausschließlich der Aufsichtsrat zuständig ist. Die neuen, auf den Inhaber lautenden Stückaktien sind ab dem Beginn des letzten Geschäftsjahres, für das die Hauptversammlung zum Zeitpunkt der Ausgabe noch keinen Beschluss über die Gewinnverwendung gefasst hat, gewinnanteilsberechtig. Der auf die ausgegebenen neuen Aktien entfallende anteilige Betrag des Grundkapitals darf insgesamt 10 % des zum Zeitpunkt der Beschlussfassung der Hauptversammlung vom 9. Juni 2020 über die Änderung des Bedingten Kapitals 2020/I bestehenden Grundkapitals der Gesellschaft nicht überschreiten. Auf diese 10 %-Grenze ist der anteilige Betrag des Grundkapitals anzurechnen, der auf Aktien entfällt, die seit Beschlussfassung über das Bedingte Kapital 2020/I aus genehmigtem Kapital, bedingtem Kapital oder aus eigenen Aktien an Mitglieder des Vorstands und Arbeitnehmer der Gesellschaft sowie an Mitglieder der Geschäftsführungen und Arbeitnehmer von mit der Gesellschaft im Sinne von § 15 AktG verbundenen Unternehmen bzw. deren Investmentvehikel im Rahmen von Beteiligungsprogrammen ausgegeben oder übertragen worden sind. Der Aufsichtsrat ist ermächtigt, die Fassung der Satzung entsprechend der jeweiligen Inanspruchnahme des Bedingten Kapitals 2020/I und nach Ablauf sämtlicher Ausübungszeiträume entsprechend anzupassen.

(6)

### § 5 Aktien

(1) Die Aktien lauten auf den Inhaber.

Ein Anspruch der Aktionäre auf Verbriefung ihrer Anteile ist ausgeschlossen, soweit dies gesetzlich zulässig und nicht eine Verbriefung nach den Regeln einer Börse erforderlich ist, an der die Aktie zum Handel zugelassen ist. Die Gesellschaft ist berechtigt, Aktienurkunden auszustellen, die einzelne Aktien (Einzelaktien) oder mehrere Aktien (Sammelaktien) verkörpern. Ein Anspruch der Aktionäre auf Ausgabe von Gewinnanteil- und Erneuerungsscheinen ist ausgeschlossen.

(2)

Die Form und den Inhalt von Aktienurkunden, etwaigen Gewinnanteils- und Erneuerungsscheinen setzt der Vorstand fest. Das gleiche gilt für Schuldverschreibungen und Zinsscheine.

(3)

### III. VORSTAND

### § 6 Zusammensetzung und Geschäftsordnung

The share capital of the Company is conditionally increased by up to EUR 3,700,000.00 (in words: Euro three million seven hundred thousand) through the issuance of up to 3,700,000 new no-par value ordinary bearer shares (“**Conditional Capital 2020/I**”). The Conditional Capital 2020/I may only be used to issue shares of the Company to fulfil the subscription rights for shares in the Company that have been or will be granted to members of the Management Board of the Company and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act in the form of stock options in accordance with the authorization of the Annual General Meeting of 9 June 2020. The conditional capital increase will only be implemented to the extent that stock options have been or will be granted in accordance with the authorization of the Annual General Meeting of 9 June 2020, the holders of the stock options exercise their rights and the Company does not deliver treasury shares to satisfy the stock options, whereas the Supervisory Board shall be exclusively competent regarding the granting and settlement of stock options to the members of the Management Board. The new no-par value bearer shares shall participate in the profits from the beginning of the most recent financial year for which, at the time of the issuance, the Annual General Meeting has not yet resolved on the appropriation of any profit. The pro-rata amount of the share capital attributable to the new shares issued may not exceed 10% of the share capital of the Company existing at the time of the adoption of the resolution on the amendment of the Conditional Capital 2020/I by the Annual General Meeting of 9 June 2020. Towards this limit shall count the pro-rata amount of the share capital attributable to any shares that were issued or transferred from authorized capital, conditional capital or from treasury shares to members of the Management Board of the Company and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act or their investment vehicles in the context of participation programs ever since the resolution on the Conditional Capital 2020/I was adopted. The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after any utilization of the Conditional Capital 2020/I or upon the expiry of all exercise periods.

(6)

### Section 5 Shares

(1) The shares are bearer shares.

As far as legally permissible and not required by the rules and procedures of a stock exchange on which the shares are admitted for trading, the right of shareholders to receive share certificates shall be excluded. The Company is entitled to issue share certificates representing individual shares (individual share certificates) or several shares (global share certificates). The shareholders shall have no claim to the issue of dividend or renewal coupons.

(2)

Form and content of share certificates as well as dividend and renewal coupons, if any, shall be determined by the Management Board. The same applies with regard to bonds and interest coupons.

(3)

### III. MANAGEMENT BOARD

### Section 6 Composition and Rules of Procedure

(1) Der Vorstand besteht aus einem oder mehreren Mitgliedern. Der Aufsichtsrat bestimmt die Zahl der Mitglieder des Vorstands.

(2) Der Aufsichtsrat kann einen Vorsitzenden oder mehrere Vorsitzende des Vorstands sowie einen stellvertretenden Vorsitzenden ernennen.



(1)

(2)

The Management Board consists of one or several members. The number of members of the Management Board shall be determined by the Supervisory Board.

The Supervisory Board may appoint a Chairperson or several Chairpersons as well as a Deputy Chairperson of the Management Board.

Die Bestellung von Vorstandsmitgliedern, der Abschluss der Anstellungsverträge und der Widerruf der Bestellung sowie die Änderung und Beendigung der Anstellungsverträge erfolgen durch den Aufsichtsrat. Der Aufsichtsrat kann für den Vorstand eine Geschäftsordnung erlassen.

(3)

#### § 7

### Geschäftsführung und Vertretung der Gesellschaft

(1) Der Vorstand leitet die Gesellschaft in eigener Verantwortung. Er hat die Geschäfte der Gesellschaft nach Maßgabe des Gesetzes, der Satzung und der Geschäftsordnung für den Vorstand zu führen. Unbeschadet der Gesamtverantwortung des Vorstands leitet jedes Vorstandsmitglied den ihm durch die Geschäftsordnung zugewiesenen Geschäftsbereich selbstständig.

(2)

Besteht der Vorstand aus mehreren Personen, so wird die Gesellschaft durch zwei Vorstandsmitglieder oder durch ein Vorstandsmitglied gemeinsam mit einem Prokuristen im Sinne der §§ 48 ff. HGB gesetzlich vertreten. Ist nur ein Vorstandsmitglied bestellt oder hat der Aufsichtsrat ein Vorstandsmitglied zur Alleinvertretung ermächtigt, so vertritt es die Gesellschaft allein.

(3)

Der Aufsichtsrat kann alle oder einzelne Vorstandsmitglieder generell oder für den Einzelfall vom Verbot der Mehrfachvertretung gemäß § 181 2. Alternative BGB befreien; § 112 AktG bleibt unberührt. Im Übrigen wird die Gesellschaft durch Prokuristen im Sinne der §§ 48 ff. HGB oder andere Zeichnungsberechtigte nach näherer Bestimmung des Vorstands vertreten.

#### IV. AUF SICHTSRAT

#### § 8

### Zusammensetzung, Wahlen, Amtsdauer

(1) Der Aufsichtsrat besteht aus sechs (6) Mitgliedern, die von der Hauptversammlung gewählt werden.

The Supervisory Board is responsible for the appointment of members of the Management Board, the conclusion of their employment contracts and the revocation of appointments as well as for any amendment to or termination of Management Board employment contracts. The Supervisory Board may adopt Rules of Procedure for the Management Board.

(3)

#### Section 7

### Management and Representation of the Company

(1) The Management Board shall have sole responsibility for the management of the Company. The Management Board shall manage the Company's business in accordance with the law, the Articles of Association and the Rules of Procedure for the Management Board. Notwithstanding the collective responsibility of the Management Board, the various board members are individually responsible for the management of their respective business divisions as outlined in the Management Board Rules of Procedure.

(2)

If the Management Board consists of several members, the Company shall be legally represented by two members of the Management Board or by one member of the Management Board together with the holder of a general commercial power of attorney within the meaning of Section 48 et seq. of the German Commercial Code (*HGB*). If only one member of the Management Board is appointed or if the Supervisory Board has authorized one member of the Management Board to represent the Company alone, such member shall solely represent the Company.

(3)

The Supervisory Board may generally or in specific cases issue to all members or to specific members of the Management Board an exemption from the prohibition of representing more than one party pursuant to Section 181 2<sup>nd</sup> alternative of the German Civil Code (*BGB*); Section 112 of the AktG remains unaffected. The Company is otherwise represented by holders of a general commercial power of attorney within the meaning of Section 48 et seq. of the HGB (*Prokuristen*) or by other authorized signatories (*andere Zeichnungsberechtigte*) to be determined by the Management Board.

#### IV. SUPERVISORY BOARD

#### Section 8

### Composition, Elections, Term of Office

(1) The Supervisory Board consists of six (6) members who shall be elected by the General Meeting.

(2) Die Mitglieder des Aufsichtsrats werden vorbehaltlich einer anderweitigen Festlegung der Amtszeit bei der Wahl bis zur Beendigung der Hauptversammlung bestellt, die über die Entlastung für das vierte Geschäftsjahr nach dem Beginn der Amtszeit beschließt. Das Geschäftsjahr, in welchem die Amtszeit beginnt, wird hierbei nicht mitgerechnet.

(3) Die Wahl eines Nachfolgers eines vor Ablauf der Amtszeit ausgeschiedenen Mitglieds erfolgt für den Rest der Amtszeit des ausgeschiedenen Aufsichtsratsmitglieds, soweit die Hauptversammlung die Amtszeit des Nachfolgers nicht abweichend bestimmt. Entsprechendes gilt, falls eine Nachwahl wegen Wahlanfechtung notwendig wird.

(4) Die Hauptversammlung kann gleichzeitig Ersatzmitglieder bestellen, die in einer bei der Wahl festzulegenden Reihenfolge an die Stelle vorzeitig oder aufgrund von Wahlanfechtung ausscheidender Aufsichtsratsmitglieder treten. Tritt ein Ersatzmitglied an die Stelle des ausgeschiedenen Mitglieds, so erlischt sein Amt mit Ende der Hauptversammlung, in der eine Nachwahl nach vorstehendem § 8 Abs. 3 stattfindet, spätestens jedoch mit Ablauf der Amtszeit des ausgeschiedenen Aufsichtsratsmitglieds. War das infolge einer Nachwahl ausgeschiedene Ersatzmitglied für mehrere Aufsichtsratsmitglieder bestellt worden, lebt seine Stellung als Ersatzmitglied wieder auf.

(5) Jedes Aufsichtsratsmitglied und Ersatzmitglied kann sein Amt auch ohne wichtigen Grund durch schriftliche Erklärung gegenüber dem Vorstand oder dem Vorsitzenden des Aufsichtsrats oder, im Falle einer Amtsniederlegung durch den Vorsitzenden, seinem Stellvertreter, mit einer Frist von einem Monat niederlegen. Der Aufsichtsratsvorsitzende kann den Vorsitz gegenüber dem Stellvertreter und der Stellvertreter kann das Stellvertreteramt gegenüber dem Vorsitzenden durch schriftliche Erklärung ohne wichtigen Grund mit einer Frist von einem Monat niederlegen. Der Vorstand, der Aufsichtsratsvorsitzende oder, im Falle der Niederlegung durch den Aufsichtsratsvorsitzenden, sein Stellvertreter, kann einer Verkürzung der vorgenannten Niederlegungsfristen oder einem Verzicht auf die Wahrung der Niederlegungsfristen zustimmen.

**§ 9  
Vorsitzender und Stellvertreter**

(2) Unless otherwise specified at the time of their election, the members of the Supervisory Board are elected for a period terminating at the end of the General Meeting that resolves on the formal approval of the members' acts for the fourth fiscal year following the commencement of their term of office. The fiscal year in which the term of office begins shall not be included in this calculation.

(3) If a member of the Supervisory Board leaves office before the end of his/her term, a successor shall be elected for the remaining term of the member who has left office unless the General Meeting specifies a different term of office for such a successor. The same procedure applies if a re-election becomes necessary due to the challenge of an election.

(4) For members of the Supervisory Board, the General Meeting may, at the time of their election, appoint substitute members who shall replace members of the Supervisory Board leaving office before the end of their term or whose election has been successfully contested in an order to be determined at the time at which such substitute members are appointed. The term of office of such substitute members shall terminate at the end of the General Meeting in which a successor is elected in accordance with Section 8 para. 3 above and at the latest at the end of the term of office of the leaving member. If the substitute member whose term of office has terminated due to the election of a successor was appointed as a substitute member for several members of the Supervisory Board, his/her position as a substitute member shall renew.

(5) Each member of the Supervisory Board and each substitute member may resign from office even without good cause by providing one month's written notice to the Management Board, the Chairperson of the Supervisory Board or, in case of a resignation by the Chairperson, to his/her deputy. The Chairperson of the Supervisory Board can resign from chairmanship with written notice issued to the Deputy and his/her Deputy can resign from his/her Deputy position with written notice issued to the Chairperson, in each case, with or without good cause by providing one month's notice. The Management Board, the Chairperson of the Supervisory Board, or in case of a resignation by the Chairperson his/her Deputy, may consent to a shortening or waiving the aforementioned periods.

**Section 9  
Chairman and Deputy Chairman**

Der Aufsichtsrat wählt aus seiner Mitte einen Vorsitzenden und einen Stellvertreter. Die Wahl soll im Anschluss an die Hauptversammlung, in der die Aufsichtsratsmitglieder neu gewählt worden sind, erfolgen; zu dieser Sitzung bedarf es keiner besonderen Einladung. Die Amtszeit des Vorsitzenden und des Stellvertreters entspricht, soweit nicht bei ihrer jeweiligen Wahl eine kürzere Amtszeit bestimmt wird, ihrer Amtszeit als Mitglied des Aufsichtsrats.

(1)

Scheidet der Vorsitzende oder sein Stellvertreter vorzeitig aus diesem Amt aus, so hat der Aufsichtsrat jeweils unverzüglich eine Neuwahl vorzunehmen.

(2)

Der Stellvertreter des Vorsitzenden hat in allen Fällen, in denen er bei Verhinderung des Vorsitzenden in dessen Stellvertretung handelt, vorbehaltlich anderer Regelungen in dieser Satzung, die gleichen Rechte und Pflichten wie der Vorsitzende.

(3)

Willenserklärungen des Aufsichtsrats sind im Namen des Aufsichtsrats von dem Vorsitzenden, im Falle seiner Verhinderung von seinem Stellvertreter abzugeben. Der Vorsitzende ist ermächtigt, Erklärungen für den Aufsichtsrat entgegen zu nehmen.

(4)

#### § 10

##### Rechte und Pflichten des Aufsichtsrats

Der Aufsichtsrat hat alle Aufgaben und Rechte, die ihm durch Gesetz und die Satzung zugewiesen werden.

(1)

Der Aufsichtsrat hat in der Geschäftsordnung für den Vorstand oder den Aufsichtsrat oder durch Beschluss zu bestimmen, dass bestimmte Geschäfte oder Arten von Geschäften nur mit seiner Zustimmung vorgenommen werden dürfen.

(2)

Der Aufsichtsrat kann die Zustimmung zu einem bestimmten Kreis von Geschäften widerruflich allgemein oder für den Fall, dass das einzelne Geschäft bestimmten Anforderungen genügt, im Voraus erteilen.

(3)

Der Aufsichtsrat ist befugt, Änderungen der Satzung zu beschließen, die nur deren Fassung betreffen.

(4)

#### § 11

##### Geschäftsordnung und Ausschüsse

Der Aufsichtsrat gibt sich eine Geschäftsordnung im Rahmen der gesetzlichen Vorschriften und der Bestimmungen dieser Satzung.

(1)

The Supervisory Board elects from among its members a Chairperson and a Deputy Chairperson. The election shall take place following the General Meeting that has elected the new members of the Supervisory Board; no special invitation is necessary for this meeting. The term of office of the Chairperson and his/her Deputy corresponds to their term of office as members of the Supervisory Board unless a shorter term is determined at the time of their respective election.

(1)

If the Chairperson or his/her Deputy leaves such office before the end of its term, the Supervisory Board shall conduct a new election without undue delay.

(2)

In all cases in which the Chairperson being absent or prevented from performing his office and the Deputy acts on his/her behalf, subject to other provisions of these Articles of Association, he/she has the same rights and obligations as the Chairperson.

(3)

The Chairperson and, where he is unable to do so, the Deputy Chairperson shall be authorized to submit declarations of intention in the name of the Supervisory Board. The Chairperson is authorized to accept declarations on behalf of the Supervisory Board.

(4)

#### Section 10

##### Rights and Obligations of the Supervisory Board

The Supervisory Board shall have all rights and obligations assigned to it by law and by these Articles of Association.

(1)

The Supervisory Board shall determine within the Rules of Procedure of the Management Board or of the Supervisory Board or by a resolution of its members that certain transactions or types of transactions shall be subjected to its approval.

(2)

The Supervisory Board may give revocable consent in advance to a certain group of transactions in general or to individual transactions that meet certain requirements.

(3)

The Supervisory Board is entitled to resolve amendments to the Articles of Association if such amendments relate only to the wording of the Articles.

(4)

#### Section 11

##### Rules of Procedure and Committees

The Supervisory Board shall adopt its own Rules of Procedure in accordance with the law and the provisions of these Articles of Association.

(1)

- (2) Der Aufsichtsrat kann nach Maßgabe der gesetzlichen Vorschriften Ausschüsse bilden. Soweit das Gesetz oder die Satzung es zulassen, kann der Aufsichtsrat ihm obliegende Aufgaben, Entscheidungsbefugnisse und Rechte auf seinen Vorsitzenden, einzelne seiner Mitglieder oder aus seiner Mitte gebildete Ausschüsse übertragen. Zusammensetzung, Befugnisse und Verfahren der Ausschüsse werden vom Aufsichtsrat festgelegt.

#### § 12

##### **Sitzungen und Beschlussfassung des Aufsichtsrats**

Die Sitzungen des Aufsichtsrats werden vom Vorsitzenden des Aufsichtsrats unter Einhaltung einer Frist von mindestens sieben Tagen einberufen, wobei der Tag der Absendung der Einladung und der Tag der Sitzung nicht mitgerechnet werden. Die Einberufung kann schriftlich, per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher (einschließlich elektronischer) Kommunikationsmittel erfolgen. Der Vorsitzende kann diese Frist in dringenden Fällen abkürzen und die Sitzung mündlich oder fernmündlich einberufen. Im Übrigen gelten hinsichtlich der Einberufung des Aufsichtsrats die gesetzlichen Bestimmungen sowie die Regelungen der Geschäftsordnung für den Aufsichtsrat.

- (1) Die Sitzungen des Aufsichtsrats werden vom Vorsitzenden geleitet.
- (2)

- (2) The Supervisory Board may set up committees in accordance with the law. To the extent permitted by law or by these Articles of Association, the Supervisory Board may delegate any of its duties, decision-making powers and rights to its Chairperson, to one of its members or to committees established from among its members. The Supervisory Board shall determine the composition, powers and procedures of such committees.

#### Section 12

##### **Meetings and Resolutions of the Supervisory Board**

The Chairperson of the Supervisory Board shall convene the meetings of the Supervisory Board by providing at least seven days' notice, not including the day on which the invitation is sent and the day of the meeting itself. Notice of meetings may be given in writing, by telefax, by email or any other customary means of communication (including electronic means of communication). In urgent cases the Chairperson may shorten this notice period and may call the meeting orally or by telephone. In all other respects regarding the calling of Supervisory Board meetings the rules provided by law as well as by the Rules of Procedure of the Supervisory Board shall apply.

- (1) Meetings of the Supervisory Board are chaired by the Chairperson.
- (2)

(3) Beschlüsse des Aufsichtsrats werden in der Regel in Sitzungen gefasst. Auf Anordnung des Vorsitzenden oder mit Zustimmung aller Mitglieder des Aufsichtsrats können Sitzungen auch in Form einer Telefonkonferenz oder mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) abgehalten und einzelne Aufsichtsratsmitglieder telefonisch oder mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) zugeschaltet werden; in diesen Fällen kann die Beschlussfassung im Wege der Telefonkonferenz oder mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) erfolgen. Abwesende bzw. nicht an der Konferenzschaltung mittels Telefon oder Videokonferenz teilnehmende Aufsichtsratsmitglieder können auch dadurch an der Beschlussfassung des Aufsichtsrats teilnehmen, dass sie schriftliche Stimmabgaben durch ein anderes Aufsichtsratsmitglied überreichen lassen. Darüber hinaus können abwesende Mitglieder ihre Stimme auch im Vorfeld der Sitzung, während der Sitzung oder nachträglich innerhalb einer vom Vorsitzenden des Aufsichtsrats zu bestimmenden angemessenen Frist abgeben. Solche Stimmen können mündlich, fernmündlich, per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher (einschließlich elektronischer) Kommunikationsmittel abgegeben werden. Ein Recht zum Widerspruch gegen die vom Vorsitzenden angeordnete Form der Beschlussfassung besteht nicht.

(4) Eine Beschlussfassung über Gegenstände der Tagesordnung, die nicht in der der Einladung beigelegten Tagesordnung enthalten waren und auch nicht bis zum dritten Tag vor der Sitzung mitgeteilt worden sind, falls nicht ein dringender Fall eine spätere Mitteilung rechtfertigt, ist nur zulässig, wenn kein Aufsichtsratsmitglied widerspricht. Abwesenden Mitgliedern ist in einem solchen Fall Gelegenheit zu geben, binnen einer vom Vorsitzenden des Aufsichtsrats zu bestimmenden angemessenen Frist schriftlich, mündlich, fernmündlich, per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher (einschließlich elektronischer) Kommunikationsmittel der Beschlussfassung zu widersprechen oder ihre Stimme abzugeben. Der Beschluss wird erst wirksam, wenn kein abwesendes Aufsichtsratsmitglied innerhalb der Frist widersprochen hat. Telefonisch oder mittels sonstiger elektronischer Kommunikationsmittel zugeschaltete Mitglieder des Aufsichtsrats gelten als anwesend.

(3) Resolutions of the Supervisory Board shall generally be passed in meetings. At the order of the Chairperson or with the consent of all Supervisory Board members, the meetings of the Supervisory Board may also be held in the form of a telephone conference or by other electronic means of communication (especially by video conference); individual members of the Supervisory Board may connect to the meetings via telephone or by other electronic means of communication (especially by video conference); in such cases resolutions may also be passed by way of the telephone conference or by other electronic means of communication (especially by video conference). Members of the Supervisory Board who are absent from a meeting or who do not participate in a meeting via telephone or video conference can also participate in the passing of resolutions by submitting their votes in writing by way of another Supervisory Board member. In addition, absent members are permitted to cast their vote prior to or during the meeting or following the meeting within a reasonable period as determined by the Chairperson of the Supervisory Board. Such votes may be cast in oral form, by telephone, by telefax, by email or any other customary means of communication (including electronic means of communication). Objections to the form of voting determined by the Chairperson are not permitted.

(4) Resolutions on matters not included in the agenda enclosed with the meeting invitation and for which notice has not been provided at least three days prior to the meeting, except in situations where later notification is justified by urgent circumstances, shall only be permitted for consideration if no member of the Supervisory Board objects thereto. In such a case, absent members must be given the opportunity to object to the adoption of such resolutions or to cast their vote in writing, orally, by telephone, telefax, email or any other customary means of communication (including electronic means of communication) within an adequate period of time to be determined by the Chairperson. Such resolutions become effective only after no absent Supervisory Board member has objected within such a period. Members of the Supervisory Board taking part via telephone or other electronic means of communication are considered to be present.



(5) Beschlüsse können auch außerhalb von Sitzungen (im Sinne von § 12 Abs. 3) schriftlich, mündlich, fernmündlich, per Telefax, per E-Mail oder mittels sonstiger vergleichbarer Kommunikationsmittel sowie in Kombination der vorgenannten Formen, einschließlich im Umlaufverfahren, und in Kombination mit einer Beschlussfassung in einer Sitzung gefasst werden, wenn der Vorsitzende des Aufsichtsrats dies unter Beachtung einer angemessenen Frist anordnet oder sich alle Aufsichtsratsmitglieder an der Beschlussfassung beteiligen. Mitglieder, die sich bei der Beschlussfassung der Stimme enthalten, nehmen in diesem Sinne an der Beschlussfassung teil. Ein Recht zum Widerspruch gegen die vom Vorsitzenden angeordnete Form der Beschlussfassung besteht nicht.

Der Aufsichtsrat ist beschlussfähig, wenn mindestens die Hälfte seiner Mitglieder an der Beschlussfassung teilnimmt. Abwesende bzw. nicht telefonisch oder über sonstige elektronische Kommunikationsmittel (insbesondere Videokonferenz) teilnehmende oder zugeschaltete Aufsichtsratsmitglieder, die nach Maßgabe von § 12 Abs. 3 bzw. Abs. 5 ihre Stimme abgeben, sowie Mitglieder, die sich bei der Beschlussfassung der Stimme enthalten, nehmen in diesem Sinne an der Beschlussfassung teil.

(6) Beschlüsse des Aufsichtsrats werden, soweit das Gesetz nicht zwingend etwas anderes bestimmt, mit einfacher Mehrheit der abgegebenen Stimmen gefasst. Stimmenthaltungen gelten in diesem Sinne nicht als abgegebene Stimmen. Ergibt eine Abstimmung im Aufsichtsrat Stimmgleichheit, gibt die Stimme des Vorsitzenden des Aufsichtsrats den Ausschlag. Im Falle der Verhinderung des Vorsitzenden des Aufsichtsrats steht dieses Recht seinem Stellvertreter zu.

(7) Über die Beschlüsse und Sitzungen des Aufsichtsrats (im Sinne von § 12 Abs. 3) sowie über in diesen Sitzungen verabschiedete Beschlüsse sind Niederschriften zu fertigen, die vom Vorsitzenden zu unterzeichnen sind. Beschlüsse außerhalb von Sitzungen (im Sinne von § 12 Abs. 3) werden vom Vorsitzenden schriftlich festgehalten und allen Aufsichtsratsmitgliedern zugeleitet. In der Niederschrift sind Ort und Tag der Sitzung, die Teilnehmer und die Art und Weise ihrer Teilnahme, die Gegenstände der Tagesordnung, der wesentliche Inhalt der Verhandlung und die Beschlüsse des Aufsichtsrats wiederzugeben.

(8)

**§ 13**  
**Vergütung**

Die Vergütung der Mitglieder des Aufsichtsrats wird von der Hauptversammlung bewilligt.

(5) Resolution may also be adopted outside of meetings (in the meaning of Section 12 para. 3) in writing, orally, by telephone, by telefax or by email or any other comparable means of communication, whereas the aforementioned forms may also be combined, including by way of circular resolution, or in combination with adopting the resolution in a meeting at the order of the Chairperson of the Supervisory Board if preceded by reasonable notice or if all members of the Supervisory Board participate in the adoption of the resolution. Members who abstain from voting are considered to take part in the resolution. Objections to the form of voting determined by the Chairperson are not permitted.

(6) The Supervisory Board has a quorum if at least half of its members take part in the voting. Absent members of the Supervisory Board or members who do not participate or are connected via telephone or via other electronic means of communication (especially via video conference) and who cast their vote in accordance with Section 12 para. 3 or para. 5 above, as well as members who abstain from voting, are considered to take part in the voting for this purpose.

(7) Unless otherwise provided by mandatory law, resolutions of the Supervisory Board are passed with a simple majority of the votes cast. Abstentions shall not count as a vote cast in this case. If any vote of the Supervisory Board results in a tie, the vote of the Chairperson of the Supervisory Board shall be decisive. In the absence of the Chairperson of the Supervisory Board, the Deputy Chairperson's vote shall be decisive.

(8) Minutes shall be taken of the resolutions and meetings of the Supervisory Board (in the meaning of Section 12 para. 3) and of the resolutions adopted in such meetings. Such minutes shall be signed by the Chairperson. Resolutions which were adopted outside meetings (in the meaning of Section 12 para. 3) must be recorded by the Chairperson in writing and shall be made available to all members of the Supervisory Board. The minutes of meetings shall state the place and date of the meeting, the participants and the manner of their participation, the items on the agenda, the principal contents of the proceedings and the resolutions of the Supervisory Board.

**Section 13**  
**Compensation**

The compensation of the members of the Supervisory Board is approved by the General Meeting.

**V.  
HAUPTVERSAMMLUNG**

**§ 14  
Ort und Einberufung**

- (1) Innerhalb der ersten acht Monate jedes Geschäftsjahres findet eine ordentliche Hauptversammlung der Aktionäre statt.  
Die Hauptversammlung wird vorbehaltlich der gesetzlichen Einberufungsrechte des Aufsichtsrats und einer Aktionärsminderheit durch den Vorstand einberufen. Die Hauptversammlung findet nach Wahl des einberufenden Organs am Sitz der Gesellschaft oder am Sitz einer deutschen Wertpapierbörse statt.
- (2)
- (3) Die Hauptversammlung ist mindestens mit der gesetzlich vorgeschriebenen Mindestfrist einzuberufen.

**§ 15  
Teilnahme und Ausübung des Stimmrechts**

- (1) Zur Teilnahme an der Hauptversammlung und zur Ausübung des Stimmrechts sind die Aktionäre berechtigt, die sich rechtzeitig angemeldet und ihren Aktienbesitz nachgewiesen haben. Die Anmeldung muss der Gesellschaft unter der in der Einberufung hierfür mitgeteilten Adresse mindestens sechs Tage vor der Hauptversammlung (Anmeldefrist) zugehen. In der Einberufung kann eine kürzere, in Tagen zu bemessende Frist vorgesehen werden. Der Tag der Hauptversammlung und der Tag des Zugangs der Einberufungsmitteilung sind jeweils nicht mitzurechnen.
- (2) Die Anmeldung muss in Textform (§ 126b BGB) oder auf einem sonstigen, von der Gesellschaft näher zu bestimmenden elektronischen Weg in deutscher oder englischer Sprache erfolgen.
- (3) Der Nachweis des Aktienbesitzes nach § 15 Abs. 1 ist durch Vorlage eines in Textform (§ 126b BGB) in deutscher oder englischer Sprache erteilten besonderen Nachweises über den Anteilsbesitz durch das depotführende Institut zu erbringen; hierzu genügt eine Bestätigung gemäß § 67c Abs. 3 AktG. Der besondere Nachweis über den Anteilsbesitz hat sich auf den Beginn des 21. Tages vor der Hauptversammlung (Nachweisstichtag) zu beziehen und muss der Gesellschaft unter der in der Einberufung hierfür mitgeteilten Adresse mindestens sechs Tage vor der Hauptversammlung zugehen. In der Einberufung kann eine kürzere, in Tagen zu bemessende Frist vorgesehen werden. Der Tag der Hauptversammlung und der Tag des Zugangs der Einberufungsmitteilung sind jeweils nicht mitzurechnen.

**V.  
GENERAL MEETING**

**Section 14  
Place and Convocation**

- (1) An annual General Meeting shall be held within the first eight months of each fiscal year.
- (2) Subject to any existing legal rights authorizing the Supervisory Board and a minority of the shareholders to convene the General Meeting, the General Meeting shall be convened by the Management Board. The General Meeting shall be held, at the option of the body convening the General Meeting, either at the registered seat of the Company or at the place of a German stock exchange.
- (3) The General Meeting shall be at least convened within the statutory minimum period.

**Section 15  
Attending and exercise of voting right**

- (1) All shareholders who have duly submitted notification of attendance and of evidence of shareholding shall be entitled to attend the General Meeting. This registration must be received by the Company at the address specified in the convening notice at least six days prior to the day of the General Meeting (registration period). The convening notice of the General Meeting may provide for a shorter period to be measured in days. This period does not include the day of the General Meeting or the day of receipt of the convening notice.
- (2) A shareholder's registration notification must be in text form (Section 126b German Civil Code (*BGB*)) or by way of other electronic means as specified by the Company in greater detail and must be in German or English.
- (3) The evidence of shareholding pursuant to section 15(1) is to be submitted in the form of proof prepared by a depository institution in text form (section 126b BGB) in the German or English language; hereto a confirmation in accordance with section 67c(3) AktG shall be sufficient. The special proof of ownership of shares must refer to the start of the 21st day prior to the General Meeting (record date) and be received by the Company at the address specified in the notice of the General Meeting at least six days prior to the General Meeting. The convening notice of the General Meeting may provide for a shorter period to be measured in days. This period does not include the day of the General Meeting or the day of receipt of the notice.

(4) Das Stimmrecht kann durch Bevollmächtigte ausgeübt werden. Die Erteilung einer Vollmacht, ihr Widerruf und der Nachweis der Bevollmächtigung gegenüber der Gesellschaft bedürfen der Textform (§ 126b BGB), sofern in der Einberufung keine Erleichterungen bestimmt werden. Die Einzelheiten für die Erteilung der Vollmachten, ihren Widerruf und ihren Nachweis gegenüber der Gesellschaft werden mit der Einberufung der Hauptversammlung bekannt gemacht. § 135 AktG bleibt unberührt.

(5) Der Vorstand ist ermächtigt vorzusehen, dass Aktionäre ihre Stimmen, ohne an der Hauptversammlung teilzunehmen, schriftlich oder im Wege elektronischer Kommunikation abgeben dürfen (Briefwahl). Der Vorstand ist auch ermächtigt, Bestimmungen zum Umfang und Verfahren der Rechtsausübung von abwesenden Aktionären nach Satz 1 zu treffen.

(6) Der Vorstand ist ermächtigt vorzusehen, dass Aktionäre an der Hauptversammlung auch ohne Anwesenheit an deren Ort und ohne einen Bevollmächtigten teilnehmen und sämtliche oder einzelne ihrer Rechte ganz oder teilweise im Wege elektronischer Kommunikation ausüben können (Online-Teilnahme). Der Vorstand ist auch ermächtigt, Bestimmungen zum Umfang und Verfahren der Teilnahme und Rechtsausübung der abwesenden Aktionäre nach Satz 1 zu treffen.

#### **§ 16 Leitung der Hauptversammlung**

(1) Den Vorsitz in der Hauptversammlung führt der Vorsitzende des Aufsichtsrats. Die Hauptversammlung kann auch von einem anderen Mitglied des Aufsichtsrats oder einem externen Dritten geleitet werden, wenn das Mitglied des Aufsichtsrats oder der externe Dritte vom Aufsichtsrat zu diesem Zweck im Voraus für den Einzelfall oder für eine Mehrzahl von Fällen bestimmt worden ist. Übernimmt weder der Vorsitzende des Aufsichtsrats, noch ein anderes vorher bestimmtes Mitglied des Aufsichtsrats bzw. ein externer Dritter den Vorsitz der Hauptversammlung, wird der Versammlungsleiter unter dem Vorsitz des Aktionärs mit dem höchsten in der Hauptversammlung erschienenen Anteilsbesitz oder seines Vertreters durch die Hauptversammlung gewählt.

(2) Der Versammlungsleiter leitet die Verhandlungen und regelt den Ablauf der Hauptversammlung. Er kann sich hierbei, insbesondere bei der Ausübung des Hausrechts, der Unterstützung von Hilfspersonen bedienen. Er bestimmt die Reihenfolge der Redner und der Behandlung der Tagesordnungspunkte sowie die Form, das Verfahren und die weiteren Einzelheiten der Abstimmung und kann, soweit gesetzlich zulässig, über die Zusammenfassung von sachlich zusammengehörigen Beschlussgegenständen zu einem Abstimmungspunkt entscheiden.

(4) Voting rights may be exercised by proxy. The granting of a proxy, its revocation and the evidence of authority must be provided to the Company in text form (Section 126b BGB) unless the convening notice provides for a less strict form. Details on the granting of the proxy, its revocation and the evidence provided to the Company shall be announced together with the notice convening the General Meeting. Section 135 of the AktG remains unaffected.

(5) The Management Board is authorized to provide that shareholders may cast their votes in writing or by electronic communication without attending the General Meeting (absentee vote). The Management Board is also authorized to determine the scope and procedure of the exercise of absentee voting rights according to sentence 1.

(6) The Management Board is authorized to provide that shareholders may participate in the General Meeting without being present in person at the place of the General Meeting or being represented and may exercise all or specific shareholders' rights in total or in part by electronic communication (online participation). The Management Board is also authorized to determine the scope and the procedure of the exercise of online participation rights of absent shareholders according to sentence 1.

#### **Section 16 Chair of the General Meeting**

(1) The General Meeting is chaired by the Chairperson of the Supervisory Board. The General Meeting may also be chaired by any other member of the Supervisory Board or a third party who have been designated in advance by the Supervisory Board for a single instance or multiple instances. If neither the Chairperson of the Supervisory Board, nor another previously-designated member of the Supervisory Board nor another previously designated third party takes the chair of the General Meeting, then the Chairperson of the General Meeting shall be elected by the General Meeting, which election shall be chaired by the shareholder with the highest number of shares present at the General Meeting, or his/her representative.

(2) The Chairperson of the General Meeting chairs the proceedings of the General Meeting and directs the course of the proceedings at the General Meeting. He/she may, particularly in exercising rules of order, make use of assistants. He/she shall determine the sequence of speakers and the consideration of the items on the agenda as well as the form, the procedure and the further details of voting; he/she may also, to the extent permitted by law, decide on the bundling of factually-related resolution items into a single voting item.

Der Versammlungsleiter ist ermächtigt, das Rede- und Fragerecht zeitlich angemessen zu beschränken. Er kann dabei insbesondere Beschränkungen der Redezeit, der Fragezeit oder der zusammengenommenen Rede- und Fragezeit sowie den angemessenen zeitlichen Rahmen für den ganzen Hauptversammlungsverlauf, für einzelne Gegenstände der Tagesordnung und für einzelne Redner zu Beginn oder während des Verlaufs der Hauptversammlung angemessen festlegen; das schließt insbesondere auch die Möglichkeit ein, erforderlichenfalls die Wortmeldeliste vorzeitig zu schließen und den Schluss der Debatte anzuordnen.

(3)

#### **§ 17**

##### **Übertragung der Hauptversammlung**

- (1) Der Vorstand ist ermächtigt, die Bild- und Tonübertragung der Hauptversammlung zuzulassen. Die näheren Einzelheiten regelt der Vorstand.
- (2) Die Teilnahme von Mitgliedern des Aufsichtsrats an der Hauptversammlung kann in Abstimmung mit dem Versammlungsleiter im Wege der Bild- und Tonübertragung erfolgen, sofern das Mitglied des Aufsichtsrats seinen Wohnsitz im Ausland hat oder am Tag der Hauptversammlung an der Teilnahme der Hauptversammlung verhindert ist.

#### **§ 18**

##### **Beschlussfassung**

- (1) Jede Aktie gewährt in der Hauptversammlung eine Stimme.
- (2) Beschlüsse der Hauptversammlung werden mit einfacher Mehrheit der abgegebenen Stimmen und, soweit eine Kapitalmehrheit erforderlich ist, mit der einfachen Mehrheit des bei der Beschlussfassung vertretenen Grundkapitals gefasst, sofern nicht das Gesetz oder diese Satzung zwingend etwas anderes vorschreibt; dies gilt insbesondere für Kapitalerhöhungen gegen Einlagen (§ 182 Abs. 1 Satz 2 AktG), Kapitalerhöhungen aus Gesellschaftsmitteln (§§ 207 Abs. 2 Satz 1, 182 Abs. 1 Satz 2 AktG) und Satzungsänderungen mit Ausnahme der Änderung des Gegenstands des Unternehmens (§ 179 Abs. 2 Satz 2 AktG).

### **VI.**

#### **JAHRESABSCHLUSS UND GEWINNVERWENDUNG**

#### **§ 19**

##### **Geschäftsjahr**

Das Geschäftsjahr der Gesellschaft ist das Kalenderjahr.

#### **§ 20**

##### **Jahresabschluss**

The Chairperson 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 debate.

(3)

#### **Section 17**

##### **Transmission of the General Meeting**

- (1) The Management Board is authorized to allow an audio-visual transmission of the General Meeting. The details shall be determined by the Management Board.
- (2) Members of the Supervisory Board may be allowed to participate in the General Meeting by means of audio and video transmission in coordination with the Chairperson of the General Meeting, provided that the member of the Supervisory Board resides abroad or is unable to attend the General Meeting on the day of the General Meeting.

#### **Section 18**

##### **Voting**

- (1) Each share carries one vote in the General Meeting.
- (2) Resolutions of the General Meeting shall pass with a simple majority of the votes cast, and, in so far as a majority of the share capital is necessary for a passing vote, with a simple majority of the registered share capital represented at the voting, unless mandatory law or these Articles of Association stipulate otherwise; this applies in particular to capital increases against contributions (Section 182 para. 1 sentence 2 of the AktG), capital increases from the Company's own funds (Sections 207 para. 2 sentence 1, 182 para. 1 sentence 2 of the AktG) and amendments to these Articles of Association, except for a change of the company purpose (Section 179 para. 2 sentence 2 of the AktG).

### **VI.**

#### **ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF PROFIT**

##### **Section 19**

##### **Fiscal Year**

The fiscal year of the Company is the calendar year.

#### **§ 20**

##### **Annual Financial Statements**

- (1) Der Vorstand hat den Jahresabschluss und den Lagebericht sowie, soweit gesetzlich vorgeschrieben, den Konzernabschluss und den Konzernlagebericht für das vergangene Geschäftsjahr innerhalb der gesetzlichen Fristen aufzustellen und diese Unterlagen unverzüglich dem Aufsichtsrat und dem Abschlussprüfer vorzulegen. Zugleich hat der Vorstand dem Aufsichtsrat einen Vorschlag vorzulegen, den er der Hauptversammlung für die Verwendung des Bilanzgewinns machen will.

- (2) Sofern Vorstand und Aufsichtsrat den Jahresabschluss feststellen, sind sie ermächtigt, den Jahresüberschuss, der nach Abzug der in die gesetzliche Rücklage einzustellenden Beträge und eines Verlustvortrags verbleibt, zum Teil oder ganz in andere Gewinnrücklagen einzustellen. Die Einstellung eines größeren Teils als der Hälfte des Jahresüberschusses ist nicht zulässig, soweit die anderen Gewinnrücklagen die Hälfte des Grundkapitals übersteigen oder nach der Einstellung übersteigen würden.

#### § 21

##### Gewinnverwendung und ordentliche Hauptversammlung

- (1) Die Hauptversammlung beschließt alljährlich in den ersten acht Monaten des Geschäftsjahres über die Verwendung des Bilanzgewinns, über die Entlastung der Mitglieder des Vorstands und des Aufsichtsrats und über die Wahl des Abschlussprüfers (ordentliche Hauptversammlung) sowie in den im Gesetz vorgesehenen Fällen über die Feststellung des Jahresabschlusses.
- (2) Die Anteile der Aktionäre am Gewinn bestimmen sich nach dem Anteil am Grundkapital des jeweiligen Aktionärs.
- (3) Im Falle der Erhöhung des Grundkapitals kann die Gewinnbeteiligung der neuen Aktien abweichend von § 60 Abs. 2 AktG bestimmt werden.
- (4) Die Hauptversammlung kann anstelle oder neben einer Barausschüttung eine Verwendung des Bilanzgewinns im Wege einer Sachausschüttung beschließen. Sie kann in dem Beschluss über die Verwendung des Bilanzgewinns Beträge in Gewinnrücklagen einstellen oder als Gewinn vortragen.

#### VII.

##### SCHLUSSBESTIMMUNGEN

#### § 22

##### Formwechsellaufwand

- (1) The Management Board shall prepare the annual financial statements and the management report as well as, where required by law, the consolidated financial statements and the group management report for the preceding fiscal year within the statutory terms, and submit these documents without undue delay to the Supervisory Board and the auditors. At the same time the Management Board shall submit to the Supervisory Board a proposal for the appropriation of the distributable profit (*Bilanzgewinn*) that shall be presented to the General Meeting.

- (2) If the Management Board and the Supervisory Board approve the annual financial statements, they shall be authorized to allocate the net income for the financial year, which remains after deduction of the amounts which must be allocated to statutory reserves and losses carried forward, in whole or in part, to other retained earnings. They shall not be permitted to allocate to retained earnings an amount exceeding half of the net income for the financial year to the extent that other retained earnings exceed half of the registered share capital or after such allocation would exceed half of the registered share capital.

#### § 21

##### Appropriation of Profit and Ordinary General Meeting

- (1) The appropriation of distributable profits, formal approval of the acts of members of the Management Board and the Supervisory Board, the election of the auditor (ordinary General Meeting) and, to the extent required by law, the approval of financial statements shall be determined annually by a resolution of the General Meeting within the first eight months of each fiscal year.
- (2) Shareholder profits shares are determined in proportion to the number of shares in the registered share capital held by each respective shareholder.
- (3) In case of an increase in share capital, the participation of the new shares in the profit sharing may be determined in divergence from Section 60 para. 2 of the AktG.
- (4) The General Meeting may resolve to distribute the distributable profit by way of a dividend in kind in addition to or instead of a cash dividend. The General Meeting may allocate further amounts to retained earnings or carry such amounts forward as profit in the resolution on the appropriation of distributable profits.

#### VII.

##### FINAL PROVISIONS

#### § 22

##### Costs of Transformation

Die Kosten des Formwechsels der Gesellschaft in die Rechtsform der Aktiengesellschaft (insbesondere Notar- und Gerichtsgebühren, Kosten der Veröffentlichung, Steuern, Prüfungs- und Beratungskosten) trägt die Gesellschaft bis zu einem Betrag von EUR 200.000,00.

**§ 23**  
**Sprachfassung**

Die deutsche Sprachfassung dieser Satzung ist maßgeblich. Die englische Sprachfassung ist nicht Teil der Satzung und nur eine unverbindliche Übersetzung.

The costs associated with changing the legal form of the Company into a stock corporation (in particular the notary and court fees, publication fees, taxes, audit fees and consultants fees) shall be borne by the Company in an amount up to EUR 200,000.00.

**§ 23**  
**Language Version**

The German language version of these Articles of Association shall prevail. The English version is not part of these Articles of Association and only a non-binding convenience translation.

Deutsche Fassung

**Bescheinigung gem. § 181 AktG**

Zu dem vorstehend wiedergegebenen Wortlaut der Satzung bescheinige ich, dass die geänderten Bestimmungen der Satzung mit den Beschlüssen des Aufsichtsrats vom 18. Dezember 2023 und die unveränderten Bestimmungen mit der zuletzt zum Handelsregister eingereichten Fassung der Satzung übereinstimmen.

Berlin, 13. März 2024 / 13 March 2024

L.S.

Convenience Translation

**Certificate according to Sec. 181 AktG (German Stock Corporation Act)**

With regard to the text of the Articles of Association as quoted above, I hereby certify that the amended provisions of the Articles of Association correspond to the resolutions of the Supervisory Board of 18 December 2023 and that the provisions which have not been amended correspond to the version of the Articles of Association that was last submitted to the Commercial Register.

*gez. C. Steinke*

Christian Steinke, Notar / Notary

## Exhibit 1.3

**Verbindliche Deutsche Fassung**  
**Geschäftsordnung für den**  
**Vorstand**  
**der**  
**Jumia Technologies AG**

Der Aufsichtsrat der Jumia Technologies AG (die „**Gesellschaft**“, die Gesellschaft zusammen mit ihren Konzernunternehmen nachfolgend auch das „**Unternehmen**“) hat durch Beschluss vom 5. November 2022 gemäß § 6 Abs. 3 Satz 2 der Satzung die folgende Geschäftsordnung für den Vorstand, einschließlich des als Anlage 1 beigefügten Geschäftsverteilungsplans und des als Anlage 2 beigefügten Katalogs von zustimmungsbedürftigen Geschäften und Maßnahmen beschlossen.

**§ 1**  
**Allgemeines**

- (1) Der Vorstand leitet die Geschäfte der Gesellschaft in eigener Verantwortung. Der Vorstand ist dabei an das Unternehmensinteresse gebunden und der Steigerung des nachhaltigen Unternehmenswertes verpflichtet. Er entwickelt die strategische Ausrichtung des Unternehmens, stimmt diese regelmäßig mit dem Aufsichtsrat ab und sorgt für ihre Umsetzung.
- (2) Der Vorstand führt die Geschäfte der Gesellschaft unter Beachtung der Sorgfalt eines ordentlichen und gewissenhaften Geschäftsleiters nach Maßgabe der Gesetze, der Satzung, dieser Geschäftsordnung und den jeweiligen Anstellungsverträgen. Er arbeitet mit den übrigen Organen der Gesellschaft zum Wohle des Unternehmens kollegial und vertrauensvoll zusammen.
- (3) Der Vorstand hat für die Einhaltung der gesetzlichen Bestimmungen und der unternehmensinternen Richtlinien zu sorgen und wirkt auf deren Beachtung durch die Konzernunternehmen hin (Compliance). Er sorgt für ein angemessenes Risikomanagement und Risikocontrolling.

**Convenience translation**  
**Rules of procedure for the**  
**Management Board**  
**of**  
**Jumia Technologies AG**

The Supervisory Board of Jumia Technologies AG (the “**Company**”, the Company together with its group companies hereinafter also the “**Enterprise**”) has adopted the following Rules of Procedure for the Management Board, including the Business Responsibilities Plan attached hereto as Annex 1, and the catalogue of transactions and measures requiring approval attached hereto as Annex 2 pursuant to Section 6 para. 3 sentence 2 of the Articles of Association by resolution dated 5 November 2022.

**Section 1**  
**General Provisions**

- (1) The Management Board shall manage the business of the Company in its own responsibility. In doing so, the Management Board is obliged to act in the best interest of the Enterprise and to pursue the objective of increasing the sustainable value of the Enterprise. The Management Board develops and regularly coordinates with the Supervisory Board on the strategic direction of the Enterprise, and ensures its implementation.
- (2) The Management Board conducts the Company’s business with the due care and diligence of a prudent and conscientious manager in accordance with the applicable law, the Articles of Association, these Rules of Procedure, and the relevant employment agreements. It cooperates in an atmosphere of collegiality and trust with the other bodies of the Company to the benefit of the Enterprise.
- (3) The Management Board shall ensure compliance with all legal requirements and internal policies of the Enterprise and works to effectuate compliance by the group companies (compliance). It ensures appropriate risk management and risk controlling in the Enterprise.



## § 2 Geschäftsverteilung

Die aktuelle Verteilung der Geschäftsbereiche ergibt sich aus dem als **Anlage 1** beigefügten Geschäftsverteilungsplan, der Bestandteil dieser Geschäftsordnung ist. Der Geschäftsverteilungsplan kann bei wesentlichen Änderungen durch einstimmigen Beschluss des Vorstands mit vorheriger Zustimmung des Aufsichtsrats geändert werden. Unwesentliche Änderungen des Geschäftsverteilungsplans können durch den Vorstand, mit unverzüglicher Nachricht an den Aufsichtsrat, vorgenommen werden.

## § 3 Führung der Geschäftsbereiche und Gesamtverantwortung

- (1) Die Aufgabenbereiche der Vorstandsmitglieder ergeben sich aus dem Geschäftsverteilungsplan. Jedes Vorstandsmitglied führt den ihm zugewiesenen Geschäftsbereich im Rahmen der Vorstandsbeschlüsse in eigener Verantwortung; eine generelle Einzelvertretungsbefugnis wird dadurch nicht begründet.
- (2) Die Führung aller Geschäftsbereiche ist einheitlich auf die durch die Beschlüsse des Vorstands festgelegten Ziele auszurichten.
- (3) Unbeschadet der Geschäftsverteilung tragen die Vorstandsmitglieder gemeinsam die Verantwortung für die gesamte Geschäftsführung der Gesellschaft. Sie arbeiten kollegial zusammen und unterrichten sich gegenseitig laufend über wichtige Maßnahmen und Vorgänge in ihren Geschäftsbereichen.
- (4) Jedes Vorstandsmitglied kann von jedem anderen Vorstandsmitglied jederzeit Auskunft über konkrete Geschäftsangelegenheiten aus dem jeweiligen Geschäftsbereich des Vorstandsmitglieds verlangen. Der Vorstand ist regelmäßig über die Geschäftsentwicklung in den einzelnen Geschäftsbereichen von dem jeweils zuständigen Vorstandsmitglied zu informieren.

## Section 2 Allocation of Business Responsibilities

The current allocation of the responsibilities for business areas is set forth in the Business Responsibilities Plan attached hereto as an **Annex 1**, being part of these Rules of Procedure. Material changes to the Business Responsibilities Plan may be made on the basis of a unanimous Management Board resolution with the prior consent of the Supervisory Board. Non-material changes to the Business Responsibilities Plan may be made by the Management Board with prompt notice to the Supervisory Board.

## Section 3 Management of Business Areas and Joint Responsibility

- (1) The responsibilities of the individual members of the Management Board are determined by the Business Responsibility Plan. Each member of the Management Board is independently responsible for managing the business areas allocated to him/her within the framework of the Management Board resolutions; no general power to represent the Company solely shall be established hereby.
- (2) The conduct of all business areas shall uniformly be oriented towards the objectives established by the resolutions of the Management Board.
- (3) Notwithstanding the allocation of business areas, the members of the Management Board bear joint responsibility for the entire management of the Company's business. They work together in a spirit of collegiality and keep one another informed about all major business transactions and measures adopted in their respective business areas.
- (4) Each member of the Management Board is entitled to demand information at any time from any other member of the Management Board on individual matters relating to their respective business areas. The Management Board shall be regularly informed about developments in the individual business areas by the Management Board member bearing the relevant responsibility.

- (5) Soweit Maßnahmen und Geschäfte eines Geschäftsbereichs zugleich einen oder mehrere andere Geschäftsbereiche betreffen, muss sich das Mitglied des Vorstands zuvor mit den anderen beteiligten Mitgliedern abstimmen. Wenn eine Einigung nicht zustande kommt, ist jedes beteiligte Mitglied des Vorstands verpflichtet, eine Beschlussfassung des Vorstands herbeizuführen. In diesem Fall hat die Maßnahme bis zur Entscheidung des Gesamtvorstands zu unterbleiben, soweit nicht ein sofortiges Tätigwerden nach pflichtgemäßem Ermessen zur Vermeidung drohender schwerer Nachteile für die Gesellschaft und/oder ihre Konzernunternehmen erforderlich ist. Über ein solches selbstständiges Handeln ist der Gesamtvorstand unverzüglich zu unterrichten.
- (6) Jedes Mitglied des Vorstands ist verpflichtet, bei schwerwiegenden Bedenken bezüglich einer Angelegenheit eines anderen Geschäftsbereichs der Maßnahme zu widersprechen, wenn die Bedenken nicht durch eine Aussprache mit dem anderen Mitglied des Vorstands behoben werden können. Wenn eine Einigung zwischen den beiden Vorstandsmitgliedern nicht zustande kommt, gilt Absatz 5 Sätze 2 bis 4 entsprechend.
- (7) Maßnahmen und Geschäfte im Geschäftsbereich eines Vorstandsmitglieds, die für die Gesellschaft und/oder ihre Konzernunternehmen von außergewöhnlicher Bedeutung sind oder mit denen ein außergewöhnliches wirtschaftliches Risiko verbunden ist, bedürfen der vorherigen Zustimmung des Gesamtvorstands. Absatz 5 Sätze 2 bis 4 gelten entsprechend.
- (8) Der Vorstand legt die Regeln fest, nach denen sich die Vorstandsmitglieder bei Abwesenheit oder Verhinderung vertreten.

#### **§ 4**

##### **Entscheidungen des Gesamtvorstands**

- (1) Unbeschadet der Regelung in § 3 dieser Geschäftsordnung entscheidet der Vorstand in seiner Gesamtheit über alle Angelegenheiten, in denen das Gesetz, die Satzung oder diese Geschäftsordnung eine Entscheidung durch den Vorstand vorsehen. Der Gesamtvorstand entscheidet insbesondere über

- (5) Insofar as measures and transactions in any business area affect one or more other business areas, the Management Board members in charge of the affected areas shall consult with each other in advance. If no agreement is achieved at such consultation, each involved Management Board member is obliged to cause a resolution to be passed by the Management Board. In this event, the measure or transaction may not be undertaken before the entire Management Board has decided on this issue unless immediate action is required, as reasonably determined, to prevent impending material prejudice to the Company and/or its group companies. Such independent action shall be reported to the entire Management Board without undue delay.
- (6) Each member of the Management Board is obliged to object to measures in the business responsibility area of another Management Board member if he/she has serious concerns about the measure, and these concerns cannot be resolved by discussion with the other member. In the absence of agreement between the two members, paragraph 5 sentences 2 through 4 shall apply accordingly.
- (7) Measures and transactions within the scope of the business area of a Management Board member which are of exceptional importance for the Company and/or its group companies or involve an exceptional economic risk require the prior consent of the entire Management Board. Paragraph 5 sentences 2 through 4 shall apply accordingly.
- (8) The Management Board shall adopt regulations concerning the representation of Management Board members in case of absence or unavailability.

#### **Section 4**

##### **Decisions of the Entire Management Board**

- (1) Notwithstanding the provisions of Section 3 of these Rules of Procedure, the entire Management Board shall decide matters for which a decision of the entire Management Board is required by law, by the Articles of Association or by these Rules of Procedure. In particular, the entire Management Board shall decide on

- a) die Strategie des Unternehmens, wesentliche Fragen der Geschäftspolitik sowie alle übrigen Angelegenheiten, insbesondere nationale oder internationale Geschäftsbeziehungen, die von besonderer Bedeutung und Tragweite für die Gesellschaft und/oder ihre Konzernunternehmen sind;
  - b) die Jahres- und Mehrjahresplanung für das Unternehmen sowie insbesondere die dazugehörige Investitions- und Finanzplanung;
  - c) die Aufstellung des Jahresabschlusses und des Lageberichts sowie des Konzernabschlusses und des Konzernlageberichts sowie von Halbjahres- und Quartalsfinanzberichten, Zwischenmitteilungen und sonstigen vergleichbaren Berichten;
  - d) die Einberufung der Hauptversammlung und Vorschläge des Vorstands zur Beschlussfassung durch die Hauptversammlung;
  - e) die periodische Berichterstattung an den Aufsichtsrat;
  - f) die Maßnahmen und Rechtsgeschäfte, die nach Gesetz, Satzung oder dieser Geschäftsordnung der Zustimmung des Aufsichtsrats oder der Hauptversammlung bedürfen;
  - g) wichtige Personalangelegenheiten;
  - h) (i) Festlegung oder Änderung der Vergütungsgrundsätze für die 2. Führungsebene sowie (ii) Vereinbarung oder Änderung der Anstellungsbedingungen von Angestellten der 2. Führungsebene (einschließlich im Hinblick auf Gehalt oder andere Vergütung);
  - i) Erlass, Änderung und Aufhebung des Geschäftsverteilungsplans für den Vorstand;
- a) the strategy of the Enterprise, fundamental issues of the business policy and any other matters, especially national or international business relations, which are of special importance and scope for the Company and/or its group companies;
  - b) the annual and multi-year business planning for the Enterprise and in particular the related investment and financial planning;
  - a) the preparation of the annual financial statements and the management report, the consolidated financial statements and the group management report, as well as semi-annual and quarterly financial reports, interim announcements and other comparable reports;
  - a) the convocation of the General Meeting and the Management Board's proposals for resolutions to be passed by the General Meeting;
  - a) the periodical reporting to the Supervisory Board;
  - a) measures and legal transactions requiring the approval of the Supervisory Board or of the General Meeting pursuant to relevant laws, the Articles of Association or these Rules of Procedure;
  - a) fundamental issues relating to personnel matters;
  - a) (i) setting up or amending of the compensation principles for second level executives and (ii) entering into or amending the terms of employment of any second level executive (including with respect to salary or other compensation);
  - a) adoption, amendment and rescission of the Business Responsibility Plan for the Management Board;
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- j) die Abgabe der Erklärung zum Deutschen Corporate Governance Kodex gem. § 161 AktG, soweit eine solche abzugeben ist;
  - k) alle Angelegenheiten, die nicht durch den Geschäftsverteilungsplan dem Geschäftsbereich eines Vorstandsmitglieds zugewiesen sind;
  - l) in allen Angelegenheiten, die dem Vorstand durch ein Mitglied des Vorstands zur Beschlussfassung vorgelegt werden oder bei denen ein Mitglied des Vorstands die Beschlussfassung verlangt.
- (2) Der Gesamtvorstand kann einzelne Vorstandsmitglieder mit der Durchführung der Beschlüsse und mit der Ausführung von Maßnahmen beauftragen, die dem Gesamtvorstand obliegen oder Vorstandsausschüsse bilden.

#### **§ 5 Vorstandsvorsitzende**

- (1) Der bzw. die Vorstandsvorsitzenden koordinieren die gesamte Vorstandstätigkeit. Ihm bzw. ihnen obliegt es, die Führung der Vorstandsbereiche auf die durch die Beschlüsse des Vorstands festgelegten Ziele auszurichten.
- (2) Der bzw. die Vorstandsvorsitzenden, einzeln oder gemeinsam, repräsentieren den Vorstand und die Gesellschaft gegenüber der Öffentlichkeit. Der bzw. die Vorstandsvorsitzenden können diese Aufgabe für bestimmte Bereiche oder im Einzelfall jeweils auf ein anderes Vorstandsmitglied übertragen.
- (3) Dem bzw. den Vorstandsvorsitzenden ob-liegt die Federführung in der Zusammenarbeit mit dem Aufsichtsrat und dessen Mitgliedern sowie die Information des Aufsichtsratsvorsitzenden über außergewöhnliche Ereignisse von besonderer Bedeutung.

- a) the issuance of the declaration relating to the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (if applicable);
  - a) all matters which are not allocated to the business area of an individual member of the Management Board under the Business Responsibility Plan;
  - a) all matters which have been presented for resolution to the Management Board by a member of the Management Board or with respect to which a member of the Management Board has requested a resolution by the entire Management Board.
- (2) The entire Management Board may authorize individual members to implement resolutions and measures which fall within the responsibility of the entire Management Board or set up committees of the Management Board.

#### **Section 5 Chairpersons of the Management Board**

- (1) The Chairperson or Chairpersons of the Management Board coordinate all Management Board activities. He/she or they shall align the management of all business areas with the goals set by the resolutions of the Management Board.
- (2) The Chairperson or Chairpersons, individually or jointly, represent the Management Board and the Company to the public. The Chairperson or Chairpersons each may transfer this task to another member of the Management Board for specific areas or in individual cases.
- (3) The Chairperson or Chairpersons shall lead the cooperation with the Supervisory Board and its members as well as inform the Chairperson of the Supervisory Board about extraordinary events of particular importance.

- (4) Der bzw. die Vorstandsvorsitzenden regeln im Einvernehmen mit dem Aufsichtsratsvorsitzenden die Vertretung bei Urlaub, Erkrankung und sonstiger Verhinderung von Vorstandsmitgliedern. Der bzw. die Vorstandsvorsitzenden stimmen die Urlaubswünsche der anderen Vorstandsmitglieder miteinander ab.
- (5) Hat der Aufsichtsrat keinen Vorstandsvorsitzenden ernannt, so kann der Aufsichtsrat einen Sprecher des Vorstandes ernennen, der die Aufgaben nach § 5 Abs. 2 bis 4 dieser Geschäftsordnung übernimmt.

- (4) The Chairperson or Chairpersons shall determine, in agreement with the Chairperson of the Supervisory Board, the manner in which members of the Management Board represent each other in cases of absence due to vacation, sickness or for other reasons. He/she or they shall coordinate the vacation requests of the other members of the Management Board.
- (5) If no Chairperson has been appointed by the Supervisory Board, a Speaker of the Management Board can be nominated by the Supervisory Board to assume the responsibilities according to section 5 paras. 2 to 4 of these Rules of Procedure.
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**§ 6**  
**Sitzungen und Beschlussfassung**

- (1) Vorstandssitzungen sollen regelmäßig, mindestens jedoch alle zwei Wochen stattfinden. Sie müssen stattfinden, wenn es das Wohl der Gesellschaft erfordert.
- (2) Jedes Vorstandsmitglied sowie der Aufsichtsrat kann die unverzügliche Einberufung einer Sitzung unter Mitteilung des Beratungsgegenstands verlangen. Jedes Mitglied des Vorstands hat das Recht, die Aufnahme eines Punktes auf die Tagesordnung zu verlangen.
- (3) Die Einberufung der Sitzungen, deren Anberaumung, Vorbereitung und Durchführung sowie die Überwachung der Durchführung der Beschlüsse des Gesamtvorstands durch das jeweils zuständige Vorstandsmitglied obliegt einem der Vorstandsvorsitzenden.
- (4) Der Vorstand beschließt in der Regel in Sitzungen. Auf Antrag eines Vorstandsmitglieds können Sitzungen auch in Form einer Telefonkonferenz oder mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) abgehalten oder einzelne Vorstandsmitglieder telefonisch oder mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) zugeschaltet werden, wenn kein Mitglied des Vorstands diesem Verfahren unverzüglich widerspricht. In diesen Fällen kann die Beschlussfassung auch im Wege der Telefonkonferenz oder mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) erfolgen und die so zugeschalteten Mitglieder gelten als an der Sitzung teilnehmende Mitglieder.

**Section 6**  
**Meetings and Resolutions**

- (1) The Management Board shall meet on a regular basis, at least once every two weeks. The Management Board must meet whenever it is necessary for the Company's benefit.
  - (2) Each member of the Management Board, as well as the Supervisory Board, may demand the immediate convocation of a meeting of the Management Board stating the matters to be discussed. Each member of the Management Board has the right to demand that an item shall be placed on the agenda.
  - (3) Each Chairperson may convene the meetings and is responsible for their scheduling, preparation and execution as well as for monitoring the implementation of the resolutions of the entire Management Board through the respectively competent member of the Management Board.
  - (4) Resolutions of the Management Board shall generally be passed in meetings. At the request of a member of the Management Board, meetings may also be held in the form of a telephone conference or by other electronic means of communication (in particular by video conference) and individual members of the Management Board may be connected to meetings via telephone or by other electronic means of communication (in particular by video conference) if no member of the Management Board objects to this procedure without undue delay. In such cases resolutions may also be passed by way of telephone conference or by other electronic means of communication (in particular by video conference), and the members connected in this way are deemed to participate in the meeting.
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- (5) Beschlüsse können auch außerhalb von Sitzungen durch schriftliche, per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher (einschließlich elektronischer) Kommunikationsmittel, in Kombination der vorgenannten Formen (einschließlich im Umlaufverfahren) sowie in Kombination mit einer Beschlussfassung in einer Sitzung gefasst werden, wenn ein Vorstandsmitglied dies beantragt und kein Vorstandsmitglied diesem Verfahren unverzüglich widerspricht. Sofern ein Mitglied des Vorstands nicht an einer solchen Beschlussfassung teilgenommen hat, soll es unverzüglich über die gefassten Beschlüsse informiert werden.
- (6) Ein aus nur zwei Personen bestehender Vorstand ist nur beschlussfähig wenn alle Mitglieder an der Beschlussfassung teilnehmen. Ein aus drei oder mehr Personen bestehender Vorstand ist beschlussfähig, wenn mindestens die Hälfte der Mitglieder, aus denen er insgesamt besteht, an der Beschlussfassung in einer der in Absatz 4 oder 5 genannten Formen teilnimmt. Ein Vorstandsmitglied nimmt für diese Zwecke auch an der Beschlussfassung teil, wenn es sich bei der Abstimmung der Stimme enthält.
- (7) Der Vorstand soll sich nach Kräften bemühen, alle seine Beschlüsse einstimmig zu fassen. Sollte keine Einstimmigkeit erreicht werden, wird der Beschluss mit der einfachen Mehrheit der abgegebenen Stimmen gefasst, sofern nicht im Gesetz oder der Satzung oder diese Geschäftsordnung andere Mehrheiten zwingend vorgeschrieben sind. Wenn der Vorstand aus nur zwei Personen besteht, kann der Vorstand nur einstimmig beschließen.
- (8) Über die im Geschäftsbereich eines nicht an einer Sitzung teilnehmenden Vorstandsmitglieds fallenden Angelegenheiten soll nur in dringenden Ausnahmefällen beraten und entschieden werden. Das betroffene Vorstandsmitglied ist über die Beratung und das Ergebnis zu unterrichten. Findet das Ergebnis einer Beschlussfassung nicht die Zustimmung des betroffenen Vorstandsmitglieds, so hat dies unverzüglich gegenüber den anderen Mitgliedern zu widersprechen. Über den Gegenstand der Beschlussfassung ist sodann in der nächsten Sitzung aufgrund des schriftlichen oder mündlichen Widerspruchs erneut zu beraten und zu beschließen.
- (5) Resolutions of the Management Board may also be adopted outside of meetings by votes cast in writing, by telefax, by e-mail or any other customary (including electronic) means of communication or in a combination of the aforementioned forms, including by way of circular resolution, as well as in a combination with adopting the resolution in a meeting at the request of a member of the Management Board if no other member objects to this procedure without undue delay. If a member of the Management Board has not participated in such voting, he/she shall be informed of the passed resolutions without undue delay.
- (6) If the Management Board has only two members, the presence of all members shall constitute a quorum. If the Management Board has three or more members, a quorum shall be present if at least half of its members take part in the voting pursuant to para. 4 or 5. Members of the Management Board who abstain from voting are also considered to take part in the voting for these purposes.
- (7) The Management Board shall use its best efforts to ensure that resolutions are adopted unanimously. If unanimity cannot be achieved, resolutions are passed with a simple majority of the votes cast, unless other majorities are required by applicable laws, the Articles of Association or these Rules of Procedure. If the Management Board has only two members, any resolutions must be adopted unanimously.
- (8) Matters belonging to the business area within the responsibility of a member of the Management Board who does not participate in a meeting shall be discussed and resolved upon only in urgent exceptional cases. The relevant member shall be informed about the discussions and the result. If the relevant member does not agree with the result of the resolution, he/she shall raise an objection to the other members without undue delay. Following the necessary written or oral objection, the matter shall again be discussed and resolved upon in the next meeting.
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- (9) Über die Sitzungen des Vorstands ist eine Niederschrift in Textform anzufertigen, aus der sich Ort und Tag der Sitzung, die Teilnehmer und die Art ihrer Teilnahme, die Tagesordnung und der Wortlaut der Beschlüsse unter Angabe des Abstimmungsergebnisses ergeben. Eine Abschrift der Niederschrift soll jedem Vorstandsmitglied unverzüglich zur Verfügung gestellt werden. Die Niederschrift gilt als genehmigt, wenn kein Mitglied des Vorstands in der nächsten, dem Zugang der Niederschrift folgenden Sitzung widerspricht.

#### § 7

##### **Berichterstattung an den Aufsichtsrat**

- (1) Der Vorstand hält mit dem Aufsichtsratsvorsitzenden regelmäßig Kontakt, unterrichtet diesen über den Gang der Geschäfte und die gegenwärtige Lage der Gesellschaft und ihrer Konzernunternehmen und berät mit ihm Strategie, Planung und Geschäftsentwicklung und das Risikomanagement des Unternehmens. Bei wichtigen Anlässen und bei geschäftlichen Angelegenheiten, die für die Beurteilung der Lage und Entwicklung sowie für die Leitung des Unternehmens von erheblichem Einfluss sein könnten, hat er an den Vorsitzenden des Aufsichtsrats unverzüglich zu berichten; hierzu gehören insbesondere Mängel, die im Rahmen des Überwachungssystems nach § 91 Abs. 2 AktG bekannt werden.
- (2) Der Vorstand hat gegenüber dem Aufsichtsrat die nach geltendem Recht und in dieser Geschäftsordnung (insbesondere § 9) vorgesehenen Berichts- und Informationspflichten. Insbesondere hat der Vorstand auf Verlangen des Aufsichtsrats oder eines seiner Mitglieder jederzeit dem Aufsichtsrat über alle Angelegenheiten der Gesellschaft, ihre rechtlichen und geschäftlichen Beziehungen mit verbundenen Unternehmen sowie alle Geschäftsvorgänge und Angelegenheiten bei diesen verbundenen Unternehmen, die eine erhebliche Auswirkung auf die Lage der Gesellschaft haben können, Bericht zu erstatten. Der Vorstand nimmt an den Sitzungen des Aufsichtsrats teil, soweit der Aufsichtsratsvorsitzende nichts anderes bestimmt.

- (9) Minutes for each meeting of the Management Board shall be recorded in text form, and include the location and date of the meeting, the participating members and the manner of their participation, the agenda and the wording of the resolutions with the respective voting results. A copy of the minutes shall be made available to all members of the Management Board without undue delay. The minutes are deemed to be approved if no member of the Management Board objects to them in the next meeting following the receipt of the minutes.

#### Section 7

##### **Reporting Obligations to the Supervisory Board**

- (1) The Management Board shall maintain regular contact with the Chairperson of the Supervisory Board, informs him/her about the course of business and the present business situation of the Company and its group companies and discusses with him/her the business strategy, planning, business development and risk management of the Enterprise. The Management Board shall inform the Chairperson of the Supervisory Board without undue delay about important events and business matters, which may be essential to the Company's position or development as well as the management of the Enterprise, in particular on any deficiencies being found by the monitoring system pursuant to Section 91 para. 2 of the German Stock Corporation Act.
- (2) The Management Board has reporting and information obligations towards the Supervisory Board as provided by applicable law and these Rules of Procedure (in particular Section 9). In particular, the Management Board shall, at any time upon request of the Supervisory Board or any of its members, report to the Supervisory Board on all matters regarding the Company, its legal and business relations with affiliated companies and any business transactions and matters at such affiliated companies that may have a significant impact on Company's position. The Management Board shall attend the meetings of the Supervisory Board unless the Chairperson of the Supervisory Board decides otherwise.



- (3) Der Vorstand hat den Aufsichtsrat über alle Änderungen der zuvor mit dem Aufsichtsrat besprochenen oder von diesem genehmigten Strategie der Gesellschaft zu informieren.

**§ 8**  
**Zustimmungspflichtige Geschäfte**

- (1) Neben den Geschäften, die nach Gesetz oder Satzung der Zustimmung des Aufsichtsrats bedürfen, darf der Vorstand die Geschäfte und Maßnahmen, die in **Anlage 2** aufgeführt sind, nur nach vorheriger Zustimmung (Einwilligung) des Aufsichtsrats bzw. eines vom Aufsichtsrat hiermit betrauten Aufsichtsratsausschusses vornehmen.
- (2) Die vorherige Zustimmung ist auch erforderlich, wenn die in Anlage 2 aufgeführten Maßnahmen und Geschäfte von Tochterunternehmen oder Gemeinschaftsunternehmen (§ 310 HGB) vorgenommen werden sollen. Der Vorstand soll im Rahmen des rechtlich Möglichen dafür Sorge tragen, dass Maßnahmen und Geschäfte entsprechend Anlage 2 bei Tochtergesellschaften oder Gemeinschaftsunternehmen seiner vorherigen Zustimmung bedürfen und darf diesen erst nach Erteilung der Einwilligung durch den Aufsichtsrat bzw. des hiermit betrauten Aufsichtsratsausschusses zustimmen.
- (3) Der Aufsichtsrat kann die Zustimmung zu einem bestimmten Kreis von Geschäften widerruflich allgemein oder für den Fall, dass das einzelne Geschäft bestimmten Anforderungen genügt, im Voraus erteilen.

- (3) The Management Board shall inform the Supervisory Board about any changes to the strategy of the Company as previously aligned with or approved by the Supervisory Board.

**Section 8**  
**Transactions Requiring Approval**

- (1) Apart from transactions which must be approved by the Supervisory Board under applicable law or the Articles of Association, the Management Board may undertake the transactions and measures listed in **Annex 2** only after prior approval by the Supervisory Board or, if applicable, after prior approval by a Supervisory Board committee which has been appointed for these purposes by the Supervisory Board.
- (2) Prior approval of the Supervisory Board is also required when transactions and measures listed in Annex 2 are carried out by subsidiaries or joint ventures (Section 310 Commercial Code). The Management Board shall ensure, to the extent legally permitted, that the transactions and measures listed in Annex 2 carried out by subsidiaries or joint ventures require the prior consent of the Management Board and may only give its consent after receiving approval from the Supervisory Board or, if applicable, a competent committee of the Supervisory Board.
- (3) The Supervisory Board may give revocable consent in advance to a certain group of transactions in general or to individual transactions that meet certain requirements.

- (4) Sofern die Einwilligung des Aufsichtsrats bzw. des hiermit betrauten Aufsichtsratsausschusses in Folge besonderer Umstände nicht ohne erheblichen Nachteil für die Gesellschaft abgewartet werden kann, ist die Einwilligung zumindest des Aufsichtsratsvorsitzenden einzuholen. Die Genehmigung durch den Aufsichtsrat bzw. durch den betrauten Aufsichtsratsausschuss ist in diesem Fall unverzüglich nachzuholen.
- (5) Die Einwilligung des Aufsichtsrats zu Geschäften und Maßnahmen ist nicht erforderlich, wenn der Aufsichtsrat bzw. der betraute Aufsichtsratsausschuss diese Art von Geschäft bzw. Maßnahme bereits im Allgemeinen oder im Einzelfall im Zusammenhang mit der Unternehmensplanung genehmigt hat oder soweit dieses Geschäft oder diese Maßnahmen bereits im Budget der Gesellschaft und ihrer Konzernunternehmen enthalten ist.

### **§ 9 Berichterstattung**

- (1) Der Vorstand berichtet dem Aufsichtsrat mindestens einmal im Kalenderquartal über die beabsichtigte Geschäftspolitik der Gesellschaft und andere grundsätzliche Fragen der Unternehmensplanung (insbesondere die Finanz-, Investitions- und Personalplanung), wenn nicht Änderungen der Lage oder neue Fragen eine unverzügliche Berichterstattung gebieten. Der Vorstand hat dabei auf Abweichungen der tatsächlichen Entwicklung von früher berichteten Zielen unter der Angabe von Gründen einzugehen.
- (2) Der Vorstand berichtet in der Sitzung des Aufsichtsrats, in der über den Jahresabschluss verhandelt wird, über die Rentabilität der Gesellschaft, insbesondere die Rentabilität des Eigenkapitals.
- (3) Der Vorstand berichtet dem Aufsichtsrat in Textform regelmäßig, mindestens vierteljährlich, über den Gang der Geschäfte, insbesondere den Umsatz, und die Lage der Gesellschaft.

- (4) If, due to special circumstances, awaiting the approval of the Supervisory Board or, if applicable, a competent Supervisory Board Committee would have a material adverse effect on the Company, the Management Board shall obtain at minimum the approval of the Chairperson of the Supervisory Board. In such cases, the approval of the Supervisory Board or, if applicable, a competent committee shall be obtained thereafter without undue delay.
- (5) The Supervisory Board's approval of any transaction or measure is not required if the Supervisory Board or, if applicable, the competent committee has already approved such transactions or measures in general or on an individual basis in connection with the business planning, or to the extent that such a transaction or measure is already included in the budget of the Company and its group companies.

### **Section 9 Reporting**

- (1) At least once per quarter, the Management Board shall inform the Supervisory Board of its intended business policy in relation to the Company and of other fundamental issues related to business planning (especially financial, investment and human resources planning), unless changes in the Company's situation or new issues demand an immediate reporting. In this regard, the Management Board shall report on deviations of the actual business development from previously formulated plans and targets, including the reasons for such deviation.
- (2) The Management Board shall inform the Supervisory Board of the Company's profitability, especially in relation to the return on equity, in the Supervisory Board meeting that discusses the annual financial statements.
- (3) On a regular basis, at least once every quarter, the Management Board shall inform the Supervisory Board in text form of the Company's business progress, especially its sales revenues, and the Company's position.

- (4) Der Vorstand berichtet dem Aufsichtsrat so rechtzeitig über Geschäfte, die für die Rentabilität oder Liquidität der Gesellschaft von erheblicher Bedeutung sein können, dass der Aufsichtsrat vor Vornahme der Geschäfte Gelegenheit hat, zu ihnen Stellung zu nehmen.
- (5) Die Berichterstattung nach den vorstehenden Absätzen 1 bis 4 hat auch auf Tochterunternehmen und Gemeinschaftsunternehmen (§ 310 HGB) einzugehen.
- (6) Der Vorstand berichtet bei wichtigen Anlässen gem. § 90 Abs. 1 Satz 3 AktG und bei geschäftlichen Angelegenheiten, die auf die Lage der Gesellschaft von erheblichem Einfluss sein können, unverzüglich an den Vorsitzenden des Aufsichtsrats. Als wichtiger Anlass ist auch ein dem Vorstand bekannt gewordener geschäftlicher Vorgang bei einem verbundenen Unternehmen anzusehen, der auf die Lage der Gesellschaft von erheblichem Einfluss sein kann.
- (7) Die Berichte des Vorstands haben den Grundsätzen einer gewissenhaften und getreuen Rechenschaft zu entsprechen. Sie sind, mit Ausnahme des Berichts an den Vorsitzenden des Aufsichtsrats nach § 90 Abs. 1 Satz 3 AktG, in der Regel in Textform zu erstatten. Entscheidungsnotwendige Unterlagen, insbesondere der Jahresabschluss, der Konzernabschluss und der Prüfungsbericht, werden den Mitgliedern des Aufsichtsrats möglichst rechtzeitig vor der Sitzung zugeleitet. Die Berichterstattung hat so zu erfolgen, dass der Aufsichtsrat regelmäßig, zeitnah und umfassend über alle für das Unternehmen relevanten Fragen der Strategie, der Planung, der Geschäftsentwicklung, der Risikolage, des Risikomanagements und der Compliance informiert ist. In den Berichten hat der Vorstand auf die Strategieumsetzung sowie auf Abweichungen der Geschäftsentwicklung von den aufgestellten Plänen und Zielen unter Angabe von Gründen der Abweichungen einzugehen.
- (8) § 90 AktG bleibt unberührt.

**§ 10  
Interessenkonflikte**

- (4) The Management Board shall inform the Supervisory Board sufficiently in advance of any transactions which may have a significant impact on the Company's profitability or liquidity so that the Supervisory Board may comment on such transactions before they are undertaken.
- (5) All reporting in accordance with the preceding para. 1 through 4 shall include information relating to subsidiaries and joint ventures (Section 310 Commercial Code).
- (6) The Management Board shall inform the Chairperson of the Supervisory Board without undue delay of any important event according to Section 90 para. 1 sent. 3 of the Stock Corporation Act, as well as business matters which may have a significant impact on the position of the Company. An important event shall be deemed to include business matters at an affiliated company of which the Management Board has become aware which may have a significant impact on the Company's position.
- (7) The reports of the Management Board shall be prepared in accordance with the principles of conscientious and faithful accounting. The reports shall be issued, with the exception of the reports to be provided to the Chairperson of the Supervisory Board pursuant to Section 90 para. 1 sent. 3 of the Stock Corporation Act, in text form. Documents required for decisions, in particular the annual financial statements, the consolidated financial statements and the auditor's report, shall be sent to the members of the Supervisory Board in a timely fashion before the meeting. The reports are to be issued in a way that the Supervisory Board is regularly, in a timely fashion and comprehensively informed about all relevant issues of the Enterprise concerning strategy, planning, business development, risk position, risk management and compliance. The reports of the Management Board shall address implementation of the Company's strategy and deviations of the course of business from the underlying planning and targets and shall state the respective reasons for such deviations.
- (8) Section 90 of the Stock Corporation Act remains unaffected.

**Section 10  
Conflicts of Interest**

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- (1) Die Mitglieder des Vorstands dürfen im Zusammenhang mit ihrer Tätigkeit weder für sich noch für andere Personen von Dritten Zuwendungen oder sonstige Vorteile fordern oder annehmen oder Dritten ungerechtfertigte Vorteile gewähren.
- (2) Die Vorstandsmitglieder sind dem Unternehmensinteresse verpflichtet. Kein Mitglied des Vorstands darf bei seinen Entscheidungen persönliche Interessen verfolgen und Geschäftschancen, die der Gesellschaft oder einem ihrer Tochterunternehmen zustehen, für sich nutzen.
- (3) Jedes Vorstandsmitglied muss Interessenkonflikte unverzüglich gegenüber dem Aufsichtsrat zu Händen des Aufsichtsratsvorsitzenden offen legen und die anderen Vorstandsmitglieder hierüber informieren.
- (4) Alle Geschäfte zwischen der Gesellschaft oder Konzernunternehmen einerseits und den Vorstandsmitgliedern sowie ihnen nahestehenden Personen oder ihnen persönlich nahestehende Unternehmungen andererseits haben den Standards zu entsprechen, wie sie bei Geschäften mit fremden Dritten maßgeblich wären.

**§ 11  
Verschwiegenheitspflicht**

Die Mitglieder des Vorstands sind - auch nach dem Ausscheiden als Mitglied des Vorstands - zur Verschwiegenheit verpflichtet. Sie stellen sicher, dass die von ihnen eingeschalteten Mitarbeiter die Verschwiegenheitsverpflichtung in gleicher Weise einhalten.

**§ 12  
Inkrafttreten**

Diese Geschäftsordnung tritt am 5. November 2022 in Kraft und bleibt in dieser Form wirksam, bis sie durch den Aufsichtsrat geändert oder aufgehoben wird. Die Regelungen dieser Geschäftsordnung finden nur insoweit Anwendung, als sie der jeweils geltenden Fassung der Satzung nicht widersprechen.

- (1) 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 unlawful advantages to any third parties.
- (2) The members of the Management Board are required to act in the best interest of the Enterprise. No member of the Management Board may pursue personal interests in his/her decisions or make personal use of business opportunities of the Company or any of its subsidiaries.
- (3) Each member of the Management Board shall disclose conflicts of interest without undue delay to the Supervisory Board, to the attention of the Chairperson of the Supervisory Board, and inform the other members of the Management Board thereof.
- (4) All transactions between the Company or members of the group on the one hand and the members of the Management Board or parties they are close to or companies they have a personal association with on the other hand must comply with the standards applicable to arm's length transactions.

**Section 11  
Confidentiality**

The members of the Management Board are bound to confidentiality even after leaving the Management Board. They shall ensure that the staff members employed by them observe the confidentiality obligation accordingly.

**Section 12  
Effective Date**

These Rules of Procedure shall become effective on 5 November 2022, and shall remain in force in this form until amended or abolished by the Supervisory Board. The provisions of these Rules of Procedure only apply to the extent that there are no inconsistencies with the respective up-to-date version of the Articles of Association.

New York, December 8, 2022

Place/Ort, Date/Datum

/s/ Jonathan D. Klein

Jonathan D. Klein, Chairman (Aufsichtsratsvorsitzender)

**Annex/Anlage 1 - Geschäftsverteilungsplan / Business Responsibilities Plan**

**Annex/Anlage 2 - Zustimmungspflichtige Geschäfte / Transactions Requiring the Approval of the Supervisory Board**

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**Anlage 1 / Annex 1**  
**Geschäftsverteilungsplan / Business Responsibilities Plan**

**Verantwortlichkeiten**

Alle Vorstandsmitglieder sind gemeinsam verantwortlich für die strategische Ausrichtung, das Management und die operative Tätigkeit der Gesellschaft.

Im Rahmen der gemeinsamen Verantwortlichkeit liegt der Schwerpunkt von Francis Dufay hauptsächlich bei den Geschäften des Unternehmens in Afrika; der Schwerpunkt von Antoine Maillet-Mezeray liegt hauptsächlich bei globalen Finanzen und Operationen.

**Responsibilities**

All Management Board members are jointly responsible for the strategic direction, management and operations of the Company.

Within this framework of shared responsibility, Francis Dufay is currently primarily focused on the company's businesses in Africa; Antoine Maillet-Mezeray is currently primarily focused on global finance and operations.

New York, December 8, 2022  
Place/Ort, Date/Datum

/s/ Jonathan D. Klein

Jonathan D. Klein, Chairman (Aufsichtsratsvorsitzender)

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**Anlage 2 / Annex 2**  
**Zustimmungsbedürftige Geschäfte / Transactions Requiring Approval**

**Verbindliche Deutsche Fassung**  
**Zustimmungsbedürftige Geschäfte**  
**- Fassung vom 5. NOVEMBER 2022 -**

**Convenience translation**  
**Transactions requiring the approval of the Supervisory Board**  
**- As of 5 NOVEMBER 2022-**

Der Vorstand darf die folgenden Geschäfte und Maßnahmen nur mit vorheriger Zustimmung (Einwilligung) des Aufsichtsrats vornehmen:

The Management Board may undertake the following transactions and measures only upon prior approval from the Supervisory Board:

**1.**

**Strategie, Geschäftspolitik, Organisation**

- Wesentliche Änderung der Geschäftszweige der Gesellschaft sowie Beendigung bestehender und Aufnahme neuer Geschäftszweige;
- a)
- b) Änderungen des steuerlichen Sitzes, des Sitzes oder des Standorts der Hauptverwaltung der Gesellschaft sowie Änderungen der Rechtsform;
- c) Verfügungen hinsichtlich jeglicher „Jumia“ Wortmarken oder Wort- und Bildmarken, die gegenwärtig im Eigentum der Gesellschaft stehen.

**2.**

**Planung, Investitionen, Budget**

- a) Annahme, Änderung oder Aufhebung des Jahresplans für die Gesellschaft einschließlich der dazugehörigen Investitions-, Budget- und Finanzplanung;
- b) Eingehen von Kredit-, Darlehensverträgen und sonstigen Finanzierungsverträgen als Kredit- oder Darlehensnehmer in einem Umfang von mehr als EUR 5.000.000 im Einzelfall sowie Veränderungen des Kreditrahmens von mehr als EUR 5.000.000;

**1.**

**Strategy, Business Policy, Organisation**

- a) Material modification of the fields of business of the Company and the termination of existing and commencement of new fields of business;
- b) change of the Company's tax residence, registered office or principal place of business or change of the legal form;
- c) disposition of any of the "Jumia" word marks or any other word and figurative marks currently owned by the Company.

**2.**

**Planning, Investments, Budget**

- a) adoption, amendment or rescission of the combined annual business plan for the Company including the related investment, budget and financial planning;
- b) entering into credit or loan agreements or other financing agreements as a borrower in excess of EUR 5,000,000 in the individual case as well as changes to our credit line in excess of EUR 5,000,000;

- c) Gewährung von Darlehen (i) soweit sie im Einzelfall einen Betrag von EUR 1.000.000 oder in ihrer Gesamtheit einen Betrag von EUR 2.000.000 pro Jahr übersteigen (ausgenommen Darlehen an Unternehmen, deren Mehrheitsgesellschafter die Gesellschaft ist, sowie Darlehen, die im Laufe des gewöhnlichen Geschäftsbetriebs z.B. an Lieferanten oder Vermieter gewährt werden) oder (ii) an Mitarbeiter, sofern diese im Einzelfall EUR 100.000 übersteigen (ausgenommen Lohn- und Gehaltsvorschüsse);
- d) Einzelinvestitionen in Sachanlagen, soweit sie im Einzelfall einen Betrag von EUR 4.000.000 oder in ihrer Gesamtheit das festgelegte jährliche Investitionsbudget um einen Betrag von mehr als EUR 8.000.000 übersteigen;
- e) Bestellung von Sicherheiten, Verpfändungen oder Sicherungsabtretungen bezüglich Gegenständen des Gesellschaftsvermögens, Gewährung oder Übernahme von Garantien oder ähnlichen Verpflichtungen oder Bürgschaften, selbstschuldnerischen Bürgschaften, Zahlungsgarantien oder jeglichen bürgschaftsähnlichen Verpflichtungen, die Abgabe von Patronatserklärungen sowie das Eingehen von Wechselverbindlichkeiten, die jeweils einen Betrag von EUR 7.000.000 übersteigen oder außerhalb des gewöhnlichen Geschäftsbetriebs liegen, wobei gesetzliche und/oder übliche Sicherheiten und/oder Verbindlichkeiten der vorgenannten Art (z.B. Vermieterpfandrechte, Pfandrechte im Zusammenhang mit gewerblichen Kreditversicherungen, Eigentumsvorbehalte, Hinterlegungen bei Zoll- oder Steuerbehörden etc.) oder Sicherheiten und/oder Verbindlichkeiten, die zugunsten eines Unternehmens, deren Mehrheitsgesellschafter die Gesellschaft ist, gewährt bzw. eingegangen werden, immer als innerhalb des gewöhnlichen Geschäftsbetriebs liegend gelten sollen;
- c) granting of loans (i) in excess of EUR 1,000,000 in the individual case and EUR 2,000,000 in the aggregate per year (excluding loans to majority-owned companies or loans granted in the ordinary course of business, e.g. to suppliers or landlords) or (ii) to employees in excess of EUR 100,000 in the individual case excluding wage and salary advances;
- d) individual investments in fixed assets exceeding an amount of EUR 4,000,000 in the individual case or exceeding the agreed annual investment budget by more than an amount of EUR 8,000,000 in total;
- e) granting of collateral, pledge or transfer as security of assets of the Company, assumption or taking over of guarantees or similar liabilities or of sureties or personal guarantees, payment guarantees and of any and all obligations similar to personal guarantees (*bürgschaftsähnliche Verpflichtungen*), issuance of letters of comfort (*Patronatserklärungen*) as well as issuance of notes payable (*Eingehen von Wechselverbindlichkeiten*) in excess of an amount of EUR 7,000,000 or outside the ordinary course of business, provided, however, that statutory and/or customary securities and/or liabilities of the aforementioned kind (*e.g. lessor's lien, liens in connection with commercial loan insurances, retention of title, custom and tax deposits, etc.*) or securities and/or liabilities for the benefit of majority-owned companies shall always be considered as inside the ordinary course of business;
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- f) Termingeschäfte über Devisen, Wertpapiere und an Börsen gehandelte Waren und Rechte sowie sonstige Geschäfte mit derivativen Finanzinstrumenten, sofern diese einen Betrag von EUR 2.000.000 übersteigen und außerhalb des gewöhnlichen Geschäftsbetriebs vorgenommen werden, wobei Hedging-Geschäfte zur Absicherung gegen Arbitrage-Risiken immer als innerhalb des gewöhnlichen Geschäftsbetrieb liegend gelten sollen.

### **3. Beteiligungen**

- a) Erwerb oder Veräußerung von aktiven Tochtergesellschaften oder Unternehmen, einschließlich Gemeinschaftsunternehmen, Beteiligungen an Unternehmen oder an Teilbetrieben eines Unternehmens mit Ausnahme des Erwerbs von Vorratsgesellschaften, soweit sie im Einzelfall einen Betrag von EUR 1.000.000 oder in ihrer Gesamtheit innerhalb eines Jahres EUR 2.500.000 übersteigen;  
Kapitalmaßnahmen bei Gesellschaften, an denen eine Beteiligung besteht, sofern sich Dritte an der Kapitalmaßnahme beteiligen und diese Dritten einen Betrag von mehr als EUR 3.500.000 für die Zeichnung der Anteile zahlen;
- b) Belastungen von Anteilen, sofern diese einen Anspruch von mehr als EUR 7.000.000 sichern, sowie die Liquidation von Gesellschaften;
- c) Ausübung von Stimmrechten und anderen Rechten (einschließlich der Erteilung von Weisungen oder Genehmigungen) in einem Konzernunternehmen, soweit diese Maßnahme oder dieses Geschäft einem Zustimmungserfordernis gemäß dieser Anlage 2 unterliegen würde, fände sie bzw. es auf der Ebene der Gesellschaft statt;
- d)

- f) futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments in excess of EUR 2,000,000 and made outside the ordinary course of business; provided, however, that hedging transactions to limit corresponding risks shall always be in the ordinary course of business.

### **3. Participations**

- a) acquisition or disposal of operational subsidiaries or enterprises, including joint ventures, participations in enterprises or independent divisions of a business other than the acquisition of shelf companies, exceeding an amount of EUR 1,000,000 in the individual case or EUR 2,500,000 in total on an annual basis;
- b) capital measures in companies in which an interest is held, provided that third parties participate in such capital measure and that such third parties pay more than EUR 3,500,000 for the subscription of the shares;
- c) encumbrance of shares, if such shares secure a claim of more than EUR 7,000,000, as well as liquidation of companies;
- d) exercise of voting rights and other rights (including by way of giving directions or granting approvals) in a group company to the extent such measure or transaction would be subject to a consent requirement pursuant to this Annex 2 if it were to occur on the level of the Company;

- e) wesentliche Änderungen im Hinblick auf die Geschäftstätigkeit einer Tochtergesellschaft, die eine Bilanzsumme, Umsatzerlöse oder Bruttogewinn von mindestens EUR 2.000.000 aufweist.

**4.  
Personal**

- a) Einführung und Änderung eines Mitarbeiterbeteiligungsprogramms, welches die Übertragung von Aktien der Gesellschaft, virtuelle Aktien oder andere mit dem Aktienwert in Verbindung stehende Prämien umfasst;
- b) Gewährung, Einführung und Änderung von Versorgungszusagen jeglicher Art;  
Abschluss, Änderung oder Beendigung von Unternehmenstarifverträgen, Betriebsvereinbarungen (von erheblicher Bedeutung), allgemeiner Grundsätze über die betriebliche Altersversorgung sowie Gesamtzusagen;
- c)
- d) Restrukturierungsmaßnahmen, die zur Entlassung von 100 oder mehr Arbeitnehmern führen;  
Abschluss oder wesentliche Änderung von Arbeitsverträgen mit einem jährlichen Grundgehalt (d.h. ohne Berücksichtigung von Beteiligungen, (virtueller) Optionen, Boni etc.) von über EUR 200.000 sowie die Änderung solcher Arbeitsverträge. Dasselbe gilt für Dienstverträge von Vorstands- oder Geschäftsführungsmitgliedern verbundener Unternehmen.
- e)

**5.  
Verträge**

- a) Erwerb, Veräußerung und Belastung von Grundstücken und grundstücksgleichen Rechten oder Rechten an Grundstücken, soweit der Wert im Einzelfall EUR 4.000.000 übersteigt;

- e) material changes to the business of a subsidiary which accounts for at least EUR 2,000,000 in terms of total assets, revenues or gross profit.

**4.  
Human Resources**

- a) introduction and amendment of an employee incentive system involving the granting of shares in the Company or virtual shares, or other share price-related incentives;
- b) granting, introducing or amending pension commitments of any kind;
- c) conclusion, amendment or termination of company collective agreements (*Unternehmenstarifverträge*), works agreements (of substantial importance), general guidelines regarding the company pension scheme and of overall commitments (*Gesamtzusagen*);
- d) restructuring measures resulting in the dismissal of 100 or more employees;
- e) conclusion, termination or material amendment to employment agreements providing an annual base salary (*i.e.* excluding any participations, (virtual) options, bonus payments and the like) exceeding EUR 200,000 and the amendment of such employment agreements. The same shall apply to service agreements with members of the management board of affiliated companies.

**5.  
Contracting**

- a) acquisition, sale or encumbrance of real estate and similar rights or rights in real estate with a value greater than EUR 4,000,000;

- b) Abschluss, Änderung oder Beendigung von Vereinbarungen mit einer verbindlichen Zahlungsverpflichtung von über EUR 8.000.000, außer wenn die Zahlungsverpflichtung ausdrücklich in einem genehmigten Business Plan enthalten ist; dann ist eine Zustimmung nur erforderlich, falls die Zahlungsverpflichtung EUR 12.000.000 übersteigt;

**6.  
Sonstiges**

- a) Einleitung und Beendigung von Gerichts- oder Schiedsgerichtsverfahren mit einem Streitwert von über EUR 1.000.000 im Einzelfall;
- b) Das Eingehen, die Beendigung oder die Änderung von stillen Gesellschaften und Unterbeteiligungen bei der Gesellschaft;
- c) Abschluss, Änderung und Beendigung von Unternehmensverträgen im Sinne der §§ 291 ff. AktG;

- b) execution, amendment or termination of agreements with definitively committed payment obligations exceeding EUR 8,000,000, unless specifically provided for in an approved business plan, in which case an approval is only required in case the payment obligations exceed EUR 12,000,000;

**6.  
Miscellaneous**

- a) initiation or termination of court cases or arbitration proceedings involving an amount in controversy greater than EUR 1,000,000 in the individual case;
- b) entering into, terminating or amending silent partnerships or sub-participations in the Company;
- c) conclusion, amendment or termination of enterprise agreements pursuant to Sections 291 *et seq.* of the German Stock Corporation Act (*Aktiengesetz*);

Geschäfte zwischen der Gesellschaft und/oder ihren Tochtergesellschaften auf der einen Seite und einem Großaktionär oder einem diesem nahestehenden Dritten auf der anderen Seite. "Großaktionär" in diesem Sinne ist jeder Aktionär, der an der Gesellschaft direkt mit drei oder mehr Prozent beteiligt ist, wobei sich eine solche Beteiligung in Übereinstimmung mit § 34 WpHG bestimmt; ein "dem Großaktionär nahestehender Dritter" ist (i) jedes mit einem Großaktionär verbundene Unternehmen im Sinne der §§ 15 ff. AktG oder (ii) in Bezug auf einen Großaktionär, der eine natürliche Person ist, auch jede anderweitig dem Großaktionär nahestehende Person oder Einheit im Sinne von § 138 Abs. 1 InsO.

d)

Das Zustimmungserfordernis gemäß diesem Buchstaben d) findet keine Anwendung auf (i) Geschäfte, die (im Einzelfall oder zusammen mit verbundenen oder ähnlichen Geschäften) einen Marktwert von EUR 200.000 nicht übersteigen sowie (ii) den Einkauf von Waren, Dienstleistungen und Lizenzen im gewöhnlichen Geschäftsverkehr der Gesellschaft zu Marktbedingungen wie zwischen fremden Dritten.

New York, December 8, 2022  
Place/Ort, Date/Datum

/s/ Jonathan D. Klein

Jonathan D. Klein, Chairman (Aufsichtsratsvorsitzender)

d) business dealings of the Company or its subsidiaries on the one side and a Major Shareholder or a Major Shareholder Related Party on the other side. For the purpose of this lit. d), a "Major Shareholder" shall mean any party directly holding an interest of three percent or more in the Company, whereby such interest shall be determined in accordance with Section 34 of the German Securities Trading Act (*WpHG*), and a "Major Shareholder Related Party" shall mean (i) any undertaking (*Unternehmen*) affiliated (*verbunden*) with a Major Shareholder within the meaning of Sections 15 *et seqq.* of the German Stock Corporation Act (*Aktiengesetz*) or (ii) with regard to any Major Shareholder that is an individual, also any person or entity otherwise related to (*nahestehend*) such Major Shareholder within the meaning of Section 138(1) of the German Insolvency Code (*Insolvenzordnung*).

The consent requirement pursuant to this lit. (d) does not apply to (i) transactions that do not exceed (individually or together with related or similar transactions) a market value of EUR 200,000 and (ii) the purchase of merchandise, services and licenses in the ordinary course of business of the Company at arm's length terms.

## DESCRIPTION OF SECURITIES

The following description of the capital stock of Jumia Technologies AG (“us,” “our,” “we” or the “Company”) is a summary of the rights of our ordinary shares and certain provisions of our articles of association in effect as of March 28, 2024. This summary does not purport to be complete and is qualified in its entirety by the provisions of our articles of association previously filed with the Securities and Exchange Commission and incorporated by reference as an exhibit to the Annual Report on Form 20-F of which this Exhibit 2.3 is a part, as well as to the applicable provisions of German legislation on stock corporations. We encourage you to read our articles of association and applicable German legislation on stock corporations carefully.

### Share Capital

As of March 28, 2024, our share capital as registered in the commercial register amounts to €202,502,750.00, which is divided into 202,502,750 ordinary bearer shares (*Inhaberaktien*). All shares are shares with no par value (*Stückaktien ohne Nennbetrag*) with a notional amount attributable to each ordinary share of €1.00.

### General Information on Capital Measures

Pursuant to our articles of association, an increase of our share capital generally requires a resolution passed at our shareholders’ meeting with both a simple majority of the share capital represented at the vote (three-quarters if the resolution excludes shareholders’ preemptive rights) and a simple majority of the votes cast.

The shareholders at such meeting may authorize our management board to increase our share capital with the consent of our supervisory board within a period of five years by issuing shares for a certain total amount, which we refer to as authorized capital (*genehmigtes Kapital*) and is a concept under German law that enables us to issue shares without going through the process of obtaining another shareholders’ resolution. The aggregate nominal amount of the authorized capital created by the shareholders may not exceed one-half of the share capital existing at the time of registration of the authorized capital with the commercial register.

Furthermore, our shareholders may resolve to amend or create conditional capital (*bedingtes Kapital*). However, they may do so only to issue conversion or subscription rights to holders of convertible bonds, in preparation for a merger with another company or to issue subscription rights to employees and members of the management of our company or of an affiliated company by way of a consent or authorization resolution. The resolution requires an affirmative vote of three quarters of the share capital represented at the vote and a simple majority of the votes cast. According to German law, the aggregate nominal amount of the

conditional capital created at the shareholders' meeting may not exceed one-half of the share capital existing at the time the resolution is adopted. The aggregate nominal amount of the conditional capital created for the purpose of granting subscription rights to employees and members of the management of our company or of an affiliated company may not exceed 20% of the share capital existing at the time the resolution is adopted.

Shareholders may also resolve to increase the share capital from own resources (*Kapitalerhöhung aus Gesellschaftsmitteln*) by converting capital reserves and profit reserves into registered share capital. Pursuant to our articles of association, any resolution pertaining to an increase in share capital from own resources (*Kapitalerhöhung aus Gesellschaftsmitteln*) requires the vote of a simple majority of the share capital represented at the vote and a simple majority of the votes cast.

All shares issued by the Company are fully paid in (meaning that shareholders are not liable to the Company to pay in any further amount in relation to their existing shares). Any resolution relating to a reduction of our share capital requires the vote of at least three-quarters of the share capital represented at the vote as well as a simple majority of the votes cast.

### **Authorized Capital**

Under the German Stock Corporation Act (*Aktiengesetz*), a stock corporation's shareholders' meeting can authorize the management board to issue, with the consent of the supervisory board, shares in a specified aggregate nominal amount of up to 50% of the issued share capital of such company at the time the resolution becomes effective. The shareholders' authorization becomes effective upon registration in the commercial register (*Handelsregister*) and may extend for a period of no more than five years thereafter. Our authorized capital is summarized below.

As of the date of this Annual Report, our articles of association provide for the following authorized capital:

#### ***Authorized Capital 2023/I***

Pursuant to paragraph 2 of section 4 of our articles of association, the management board is authorized until August 13, 2028 (inclusive) to increase, once or repeatedly and each time with the consent of the supervisory board, the share capital by a total amount of up to €100,913,299.00 through the issuance of up to 100,913,299 new no-par value bearer shares against contributions in cash and/or in kind, including claims against us ("Authorized Capital 2023/I"). In principle, the shareholders are to be granted preemptive rights. The shares may also be subscribed for by one or more credit institution(s) or one or several enterprise(s) operating pursuant to sections 53(1) sentence 1, 53b(1) sentence 1 or 53b(7) of the German Banking Act

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(*Gesetz über das Kreditwesen*) with the obligation to offer the shares to our shareholders pursuant to Section 186(5) of the German Stock Corporation Act (so-called indirect subscription right).

The shareholders' preemptive rights are excluded for one or more capital increases in the context of the Authorized Capital 2023/I,

- if the utilization of the Authorized Capital 2023/I occurs in order to issue up to a maximum of 51 new shares to fulfil acquisition rights (option rights) granted by us (or our legal predecessors), prior to our conversion into a stock corporation, to current and/or former managing directors and/or employees of Jumia Technologies AG and/or its direct and indirect subsidiaries and to service providers, supporters or business partners of Jumia Technologies AG and/or its direct and indirect subsidiaries;

- if the utilization of the Authorized Capital 2023/I occurs in order to issue up to a maximum of 6,985,538 new shares to settle, at our discretion, claims from vested Virtual Restricted Stock Units granted under the VRSUP 2021 to members of the management board of Jumia Technologies AG and its employees as well as to members of the management and employees of companies affiliated with Jumia Technologies AG within the meaning of section 15 of the German Stock Corporation Act (*Aktiengesetz*) or their investment vehicles, subject to the details of the VRSUP 2021, in each case against contribution of the claims for payments originated under the Virtual Restricted Stock Units; and/or

- if the utilization of the Authorized Capital 2023/I occurs in order to issue up to a maximum of 6,500,000 new shares to settle, at our discretion, claims from vested Virtual Restricted Stock Units granted under the VRSUP 2023 to members of the management board of Jumia Technologies AG and its employees as well as to members of the management and employees of companies affiliated with Jumia Technologies AG within the meaning of section 15 of the German Stock Corporation Act (*Aktiengesetz*) or their investment vehicles, subject to the details of the VRSUP 2023, in each case against contribution of the claims for payments originated under the Virtual Restricted Stock Units.

In this case, the pro rata amount of the share capital attributable to the new shares issued may not exceed a total of 10% of our share capital existing at the time of (i) the adoption of the resolution on the Authorized Capital 2023/I or, (ii) if this amount is lower, the exercise of the Authorized Capital 2023/I. Towards this limit of 10% shall count the pro rata amount of the share capital attributable to any shares that were issued or transferred from authorized capital, conditional capital or from treasury shares to members of the management board of Jumia

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Technologies AG and its employees as well as members of the management and employees of companies affiliated with Jumia Technologies AG within the meaning of section 15 of the German Stock Corporation Act (*Aktiengesetz*) or their investment vehicles to settle claims under participation programs ever since the resolution of the Authorized Capital 2023/I was adopted.

Further, the management board, with the consent of the supervisory board, is authorized to exclude the preemptive rights of the shareholders for one or more capital increases in the context of the Authorized Capital 2023/I,

- in order to exclude fractional amounts from the preemptive right;
  - to the extent necessary to grant holders 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 Jumia Technologies AG or a direct or indirect subsidiary, preemptive rights to new no-par value bearer shares in Jumia Technologies AG in the amount to which they would be entitled as shareholders after the exercise of the option or conversion rights, or after fulfillment of the conversion or option obligations or to the extent we exercise, with regard to such Bonds, our right to grant, totally or in part, shares in us in lieu of payment of the amount due;
  - to issue shares for cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of our shares already listed on the stock exchange in the meaning of sections 203(1) and (2), 186(3) sentence 4 of the German Stock Corporation Act and that the proportional amount of the share capital attributable to the new shares issued under the exclusion of subscription rights in accordance with section 186(3) sentence 4 of the German Stock Corporation Act, does not exceed a total of 10% of our share capital, whether at the time the Authorized Capital 2023/I comes into effect or - in case such amount is lower - is exercised. Towards the above threshold of 10 % of the share capital shall also count the pro-rata amount of the share capital attributable to any shares, (i) that are sold during the term of the Authorized Capital 2023/I on the basis of an authorization to sell treasury shares pursuant to section 71(1) no. 8 sentence 5 second half sentence in conjunction with section 186(3) sentence 4 of the German Stock Corporation Act subject to the exclusion of shareholders’ preemptive rights; (ii) that are issued to satisfy Bonds with conversion or option rights, or conversion or option obligations, provided that such Bonds were issued in analogous application of section 186(3) sentence 4 of the German Stock Corporation Act during the term of the Authorized Capital 2023/I subject to the exclusion of the shareholders’ preemptive rights; or (iii) that are issued during the term of the Authorized Capital 2023/I on the basis of other authorized capital, provided that such shares are issued subject to the exclusion of the shareholders’ subscription rights pursuant to section 203(2) sentence 1 in conjunction with section 186(3) sentence 4 of the German Stock Corporation Act or on the basis of other capital measures subject to the exclusion of the shareholders’ preemptive rights in analogous application of section 186(3) sentence 4 of the German Stock Corporation Act;
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- to issue shares for contributions in kind, in particular - but not limited thereto - in the context of mergers or for the purpose of (including indirect) acquisitions of companies, businesses, parts of companies, interests in companies or other assets, including claims against us or any of our group companies, or to satisfy Bonds issued for contributions in kind; or
- in order to distribute a dividend in kind, in the context of which our shares (also in part or subject to election) may be issued against contribution of dividend claims (scrip dividend).

The management board is authorized, with the consent of the supervisory board, to determine any additional content of the rights attached to the shares and the conditions of the share issue; this includes the determination of the profit participation of the new shares, which may, in deviation from section 60(2) of the German Stock Corporation Act, also participate in the profit of completed fiscal years. The supervisory board is authorized to adjust the wording of our articles of association accordingly following any utilization of the Authorized Capital 2023/I or upon expiry of the period for the utilization of the Authorized Capital 2023/I.

### **Conditional Capital**

As of the date of this Annual Report, our articles of association provide for the following conditional capital:

#### ***Conditional Capital 2019/I***

Pursuant to paragraph 3 of section 4 of our articles of association, our share capital is conditionally increased by up to €2,692,876.00 through issuance of up to 2,692,876 new no-par value ordinary bearer shares (“Conditional Capital 2019/I”). The Conditional Capital 2019/I may only be used to issue shares of the Company to fulfil the subscription rights for shares in the Company that have been or will be granted to members of our management board and employees as well as members of the management and employees of companies affiliated with us, within the meaning of Sections 15 et seqq. of the German Stock Corporation Act, in the form of stock options in accordance with the authorizing resolution of the shareholders’ meeting held on February 15, 2019. The conditional capital increase will only be implemented to the extent that (i) stock options have been or will be granted in accordance with the authorizing resolution of the shareholders’ meeting of February 15, 2019, (ii) the holders of the stock options exercise their rights and (iii) the Company does not deliver treasury shares to satisfy the stock options, whereas the supervisory board shall be exclusively competent regarding the granting and settlement of stock options to the members of the management board. The new no-par value bearer shares shall participate in the profits from the beginning of the financial year in which they are issued. A shareholders’ meeting of the Company held on April 1, 2019 adopted a resolution pursuant to which the pro rata amount of the share capital attributable to the new shares issued may not exceed 10% of the share capital of the Company existing at the time of the adoption of the

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resolution on the amendment of the Conditional Capital 2019/I by such shareholders' meeting held on April 1, 2019 and that towards this 10% limit shall count the pro rata amount of the share capital attributable to any shares that were issued or transferred from authorized capital, conditional capital or from treasury shares to members of the management board of the Company and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of Sections 15 *et seqq.* of the German Stock Corporation Act (*Aktiengesetz*), respectively, their investment vehicles, in the context of participation programs since such resolution of the shareholders' meeting on the Conditional Capital 2019/I was adopted. The supervisory board is authorized to amend our articles of association accordingly after the respective utilization of the Conditional Capital 2019/I and upon the expiry of any and all exercise periods.

### ***Conditional Capital 2020/I***

Pursuant to paragraph 6 of section 4 of our articles of association, our share capital is conditionally increased by up to €3,700,000.00 through the issuance of up to 3,700,000 new no-par value ordinary bearer shares ("Conditional Capital 2020/I"). The Conditional Capital 2020/I may only be used to issue shares of the Company to fulfil the subscription rights for shares in the Company that have been or will be granted to members of the management board of the Company and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act in the form of stock options in accordance with the authorization of the shareholders' meeting of June 9, 2020. The conditional capital increase will only be implemented to the extent that stock options have been or will be granted in accordance with the authorization of the shareholders' meeting of June 9, 2020, the holders of the stock options exercise their rights and the Company does not deliver treasury shares to satisfy the stock options, whereas the supervisory board shall be exclusively competent regarding the granting and settlement of stock options to the members of the management board. The new no-par value bearer shares shall participate in the profits from the beginning of the most recent financial year for which, at the time of the issuance, the annual general meeting of shareholders has not yet resolved on the appropriation of any profit. The pro-rata amount of the share capital attributable to the new shares issued may not exceed 10% of the share capital of the Company existing at the time of the adoption of the resolution on the amendment of the Conditional Capital 2020/I by the shareholders' meeting of June 9, 2020. Towards this limit shall count the pro-rata amount of the share capital attributable to any shares that were issued or transferred from authorized capital, conditional capital or from treasury shares to members of the management board of the Company and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of section 15 of the German Stock Corporation Act or their investment vehicles in the context of participation programs ever since

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the resolution on the Conditional Capital 2020/I was adopted. The supervisory board is authorized to amend the wording of the Articles of Association accordingly after any utilization of the Conditional Capital 2020/I or upon the expiry of all exercise periods.

### ***Conditional Capital 2021/II***

Pursuant to paragraph 4 of section 4 of our articles of association, our share capital is conditionally increased by up to €89,799,708.00 through issuance of up to 89,799,708 new no-par value bearer shares (“Conditional Capital 2021/II”). The purpose of Conditional Capital 2021/II is to grant shares to holders or creditors of convertible bonds, options, profit rights and/or profit bonds (or combinations of these instruments) (together “Bonds”) issued on the basis of the authorization granted by the shareholders’ meeting of June 9, 2021 upon the exercise of conversion or option rights or the fulfilment of conversion or option obligations. The new shares are issued based on the conversion or option price to be determined in accordance with the authorization granted by the shareholders’ meeting of June 9, 2021. The conditional capital increase will only be implemented to the extent that the holders or creditors of the Bonds, which are issued or guaranteed by the Company, dependent companies or by companies in which the Company owns a majority interest either directly or indirectly by June 8, 2026 (inclusive) based on the authorization granted by the shareholders’ meeting of June 9, 2021, exercise any conversion or option right or fulfill any conversion or option obligation under the Bonds, or to the extent the Company grants shares in the Company instead of paying the amount due as well as to the extent the conversion or option rights or the conversion or option obligations are not serviced by treasury shares but rather by shares from authorized capital or other consideration. The new shares have the right to participate in any profits from the beginning of the financial year in which they are created and for all subsequent financial years. The management board is authorized to determine the further details of the implementation of the conditional capital increase. The supervisory board is authorized to amend our articles of association accordingly after any utilization of the Conditional Capital 2021/II and upon expiration of all option or conversion periods.

### **Subscription Rights (Preemptive Rights)**

According to the German Stock Corporation Act (*Aktiengesetz*), every shareholder is generally entitled to subscription rights (commonly known as preemptive rights) to any new shares issued within the framework of a capital increase, including convertible bonds, bonds with warrants, profit sharing rights or income bonds in proportion to the number of shares the respective shareholder holds in the corporation’s existing share capital. Under German law, these rights do not apply to shares issued out of conditional capital. A minimum subscription period of two weeks must be provided for the exercise of such subscription rights.

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Under German law, the shareholders' meeting may pass a resolution excluding preemptive rights if at least three-quarters of the share capital represented at the vote and a simple majority of the votes cast adopts the resolution. To exclude preemptive rights, the management board must also make a report available to the shareholders justifying the exclusion and demonstrating that the company's interest in excluding the subscription rights outweighs the shareholders' interest in having them. Such justification may be subject to judicial review. In the case of a so-called simplified exclusion of preemptive rights, we may issue new shares without preemptive rights but with no specific justification, either. The statutory requirements for this simplified exclusion under German law are that (i) we increase the share capital against cash contributions, (ii) the amount of the capital increase does not exceed 20% of the existing share capital and (iii) the issue price of the new shares is not significantly lower than the market price of our shares (for this purpose, the market price may also be considered the market price of an ADS listed on the NYSE divided by the number of our shares or the fraction of one of our shares represented by an ADS, as the case may be). Our current Authorized Capital 2023/I allows our management board, with the consent of the supervisory board, to issue shares using this simplified procedure, subject to a lower 10% threshold.

The authorization of the management board to issue convertible bonds or other securities convertible into shares must be limited to a period not exceeding five years from the date of the relevant shareholders' resolution.

### **Form, Certification and Transferability of the Shares**

The form and contents of our global share certificates, any dividend certificates, renewal certificates and interest coupons are determined by our management board with the approval of our supervisory board. A shareholder's right to certificated shares is excluded, to the extent permitted by law and to the extent that certification is not required by the stock exchange on which the shares are admitted to trading. We are permitted to issue global share certificates that represent one or more shares.

All of our outstanding shares are bearer shares with no par value (*auf den Inhaber lautende Stückaktien ohne Nennbetrag*). Any resolution regarding a capital increase may determine the profit participation of the new shares resulting from such capital increase.

Our shares are freely transferable under German law, with the transfer of ownership governed by the rules of the relevant clearing system.

Our articles of association do not include any provisions that would have a direct effect of delaying, deferring or preventing a change of control. However, in the event of a hostile takeover, we could use our authorized capital to increase our share capital to issue new shares to

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an investor at a premium. See “-Authorized Capital.” An increase in the number of shares outstanding could have a negative effect on a party’s ability to carry out a hostile takeover.

### **Shareholders’ Meetings, Resolutions and Voting Rights**

Pursuant to our articles of association, shareholders’ meetings may be held at our registered seat or at the place of a German stock exchange. In general, shareholders’ meetings are convened by our management board.

The supervisory board is additionally required to convene a shareholders’ meeting in cases where this is required under binding statutory law (i.e., if this is in the best interest of our company). In addition, shareholders who, individually or as a group, own at least 5% of our share capital may request that our management board convene a shareholders’ meeting. If our management board does not convene a shareholders’ meeting upon such a request, the shareholders may petition the competent German court for authorization to convene a shareholders’ meeting.

Pursuant to our articles of association, the convening notice for a shareholders’ meeting must be made public at least 36 days prior to the meeting. Shareholders who, individually or as a group, own at least 5% or €500,000 of our share capital may require that modified or additional items be added to the agenda of the shareholders’ meeting. For each new item, an explanation of the requested change must be provided or a voting proposal (*Beschlussvorlage*). Any request for an amendment of the agenda of the shareholders’ meeting must be received by the Company within 30 days prior to the meeting. The Company must publish any requests for the amendment of the agenda of the shareholders’ meeting immediately. Under German law, our annual general shareholders’ meeting must take place within the first eight months of each fiscal year.

Among other things, it is the general shareholders’ meeting competence to decide on the following issues:

- appropriation and use of annual net income;
  - discharge or ratification of the actions taken by the members of our management board and our supervisory board;
  - the approval of our statutory auditors;
  - increases or decreases in our share capital;
  - the election of supervisory board members; and
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- to the extent legally required, the approval of our financial statements.

Each ordinary share grants one vote in a shareholders' meeting. Voting rights may be exercised by authorized proxies, which may be appointed by the Company (*Stimmrechtsvertreter*). The granting of a power of attorney must be made in text form. Generally, the shareholder or an authorized proxy must be present at the shareholders' meeting to cast a vote. However, under the Company's articles of association, the management board may determine in the invitation to the shareholders' meeting that shareholders may submit their votes in writing or by means of electronic communication without attending the shareholders' meeting in person (absentee vote) or that shareholders may participate in the shareholders' meeting in total or in part via electronic communication without attending the shareholders' meeting in person (online participation).

Our articles of association provide in Section 18 that the resolutions of the shareholders' meeting be adopted by a simple majority of the votes cast. To the extent required by law, certain resolutions may have to be approved by a simple majority of the share capital represented at the meeting, in addition to the majority of the votes cast.

Neither German law nor our articles of association provide for a minimum participation requirement to form a quorum at our shareholders' meetings.

Under German law, certain resolutions of fundamental importance require the affirmative vote of at least three-quarters of the share capital present or represented in the voting at the time of adoption of the resolution. Resolutions of fundamental importance include, in particular, capital increases with exclusion of subscription rights, capital decreases, the creation of authorized or conditional share capital, the dissolution of a company, a merger into or with another company, split-offs and split-ups, the conclusion of inter-company agreements (*Unternehmensverträge*) as defined in the German Stock Corporation Act (*Aktiengesetz*) (in particular domination agreements (*Beherrschungsverträge*) and profit and loss transfer agreements (*Ergebnisabführungsverträge*) or a combination thereof), and a change of the company's purpose or legal form.

A company's articles of association may set forth for a period of no more than five years (with the potential for renewal by way of a shareholders' resolution) that a general shareholders' meeting shall be held as virtual meeting or may authorize the management board to decide to hold a general shareholders' meeting as virtual meeting without the physical presence of the shareholders or their proxies at the place of the meeting. Such virtual meeting must comply with, among others, the following requirements: shareholders must be able to exercise voting rights by way of electronic communication or via proxies; shareholders shall be able to submit statements on agenda items ahead of the meeting by way of electronic communication; there must be audio

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and video transmission of the whole meeting; shareholders who have electronically tuned into the meeting shall be able to speak at the meeting and to submit applications or voting proposals, in each case by way of video communication during the meeting, and to contest any resolution adopted at the meeting by way of electronic communication; shareholders shall be able to request information by way of electronic communication. Currently, our articles of association do not include such a provision.

## **Dividends**

Under German law, distributions of dividends on shares for a given fiscal year are generally determined by a process in which the management board and supervisory board submit a proposal to our annual general shareholders' meeting held in the subsequent fiscal year and such annual general shareholders' meeting adopts a resolution.

German law provides that a resolution concerning dividends and distribution thereof may be adopted only if the company's unconsolidated financial statements prepared in accordance with German law show net retained profits. In determining the profit available for distribution, the result for the relevant year must be adjusted for profits and losses brought forward from the previous year and for withdrawals from or transfers to reserves. Certain reserves are required by law and must be deducted when calculating the profit available for distribution.

Shareholders participate in profit distributions in proportion to the number of shares they hold. Dividends on shares resolved by the general shareholders' meeting are paid annually, shortly after the general shareholders' meeting, in compliance with the rules of the respective clearing system. Dividend payment claims are subject to a three-year statute of limitation in the company's favor.

## **Liquidation Rights**

Apart from liquidation as a result of insolvency proceedings, we may be liquidated only with a vote of the holders of at least three-quarters of the share capital represented at the shareholders' meeting at which such a vote is taken. If we are liquidated, any assets remaining after all of our liabilities have been paid off would be distributed among our shareholders in proportion to their holdings in accordance with German statutory law. The German Stock Corporation Act (*Aktiengesetz*) provides certain protections for creditors which must be observed in the event of liquidation.

## **Authorization to Acquire Our Own Shares**

We may not acquire our own shares unless authorized by the shareholders' meeting or in other very limited circumstances as set out in the German Stock Corporation Act (*Aktiengesetz*).

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Shareholders may not grant a share repurchase authorization lasting for more than five years. The German Stock Corporation Act (*Aktiengesetz*) generally limits repurchases to 10% of our share capital and resales must generally be made either on a stock exchange, in a manner that treats all shareholders equally, or in accordance with the rules that apply to subscription rights relating to a capital increase.

The shareholders' meeting adopted a resolution on August 14, 2023 authorizing the management board, for a period until August 13, 2028, subject to the consent of the supervisory board and provided it complies with the legal requirement of equal treatment, to purchase our shares in an amount up to 10% of the lower of our total share capital existing on August 14, 2023 or our total share capital existing at the time the authorization is exercised. At the discretion of the management board, such purchase may be effected on the stock market or by means of a public offer or a public solicitation to submit sales offers.

The management board is generally authorized to use treasury shares for all legally permissible purposes.

### **Squeeze-Out of Minority Shareholders**

Under German law, the shareholders' meeting of a stock corporation (*Aktiengesellschaft*) may resolve upon request of a shareholder that holds at least 95% of the share capital that the shares held by any remaining minority shareholders be transferred to this shareholder against payment of "adequate cash compensation" (*Ausschluss von Minderheitsaktionären*). This amount must take into account the full value of the company at the time of the resolution, which is generally determined using the future earnings value method (*Ertragswertmethode*).

A squeeze-out in the context of a merger (*umwandlungsrechtlicher Squeeze-Out*) only requires a majority shareholder to hold at least 90% of the share capital.

### **Shareholder Notification Requirements**

In accordance with the provisions of the German Stock Corporation Act (*Aktiengesetz*), an enterprise has to inform a stock corporation (*Aktiengesellschaft*) without undue delay and in writing when its shares held in the share capital exceed or fall below 25% and/or 50%, respectively, in the capital or voting rights. Following receipt of the written notification, the corporation has to publish this information without undue delay in the German Federal Gazette (*Bundesanzeiger*).

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## DESCRIPTION OF AMERICAN DEPOSITARY SHARES

### American Depositary Shares

The Bank of New York Mellon, as depositary, will register and deliver ADSs. Each ADS will represent two ordinary shares (or a right to receive two ordinary shares) deposited with The Bank of New York Mellon SA/NV, as custodian for the depositary. Each ADS will also represent any other securities, cash or other property which may be held by the depositary. The deposited shares together with any other securities, cash or other property held by the depositary are referred to as the deposited securities. The depositary's office at which the ADSs will be administered and its principal executive office are located at 240 Greenwich Street, New York, NY 10286.

You may hold ADSs either (a) directly (i) by having an American Depositary Receipt ("ADR"), which is a certificate evidencing a specific number of ADSs, registered in your name, or (ii) by having uncertificated ADSs registered in your name, or (b) indirectly by holding a security entitlement in ADSs through your broker or other financial institution that is a direct or indirect participant in The Depository Trust Company, also called DTC. If you hold ADSs directly, you are a registered ADS holder ("ADS holder"). If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution for more information regarding those products. Registered holders of uncertificated ADSs will receive statements from the depositary confirming their holdings.

As an ADS holder, we will not treat you as one of our shareholders and you will not have shareholder rights. German law governs shareholder rights. The depositary will be the holder of the ordinary shares underlying your ADSs. As a registered holder of ADSs, you will have ADS holder rights. A deposit agreement among us, the depositary, ADS holders and all other persons indirectly or beneficially holding ADSs sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs.

The following is a summary of the material provisions of the deposit agreement. For more complete information, you should read the entire deposit agreement and the form of ADR, which are available on the SEC's website at <http://www.sec.gov>.

### Dividends and Other Distributions

#### *How will you receive dividends and other distributions on the shares?*

The depositary has agreed to pay or distribute to ADS holders the cash dividends or other distributions it or the custodian receives on ordinary shares or other deposited securities, upon

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payment or deduction of its fees and expenses. You will receive these distributions in proportion to the number of shares your ADSs represent.

*Cash.* The depositary will convert any cash dividend or other cash distribution we pay on our ordinary shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any government approval is needed and cannot be obtained, the deposit agreement allows the depositary to distribute the foreign currency only to those ADS holders to whom it is possible to do so. It will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and it will not be liable for any interest.

Before making a distribution, any withholding taxes, or other governmental charges that must be paid will be deducted. See “Taxation.” The depositary will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, you may lose some of the value of the distribution.

*Shares.* The depositary may distribute additional ADSs representing any ordinary shares we distribute as a dividend or free distribution. The depositary will only distribute whole ADSs. It will sell ordinary shares which would require it to deliver a fraction of an ADS (or ADSs representing those shares) and distribute the net proceeds in the same way as it does with cash. If the depositary does not distribute additional ADSs, the outstanding ADSs will also represent the new shares. The depositary may sell a portion of the distributed ordinary shares (or ADSs representing those shares) sufficient to pay its fees and expenses in connection with that distribution.

*Rights to purchase additional shares.* If we offer holders of our securities any rights to subscribe for additional ordinary shares or any other rights, the depositary may (i) exercise those rights on behalf of ADS holders, (ii) distribute those rights to ADS holders or (iii) sell those rights and distribute the net proceeds to ADS holders, in each case after deduction or upon payment of its fees and expenses. To the extent the depositary does not do any of those things, it will allow the rights to lapse. In that case, you will receive no value for them. The depositary will exercise or distribute rights only if we ask it to and provide satisfactory assurances to the depositary that it is legal to do so. If the depositary will exercise rights, it will purchase the securities to which the rights relate and distribute those securities or, in the case of shares, new ADSs representing the new shares, to subscribing ADS holders, but only if ADS holders have paid the exercise price to the depositary. U.S. securities laws may restrict the ability of the depositary to distribute rights or ADSs or other securities issued on exercise of rights to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer.

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There can be no assurance that you will be given the opportunity to exercise rights on the same terms and conditions as the holders of our ordinary shares or be able to exercise such rights at all.

*Other Distributions.* The depositary will send to ADS holders anything else we distribute on deposited securities by any means it thinks is legal, equitable and practical. If it cannot make the distribution in that way, the depositary has a choice. It may decide to sell what we distributed and distribute the net proceeds, in the same way as it does with cash. Or, it may decide to hold what we distributed, in which case ADSs will also represent the newly distributed property. However, the depositary is not required to distribute any securities (other than ADSs) to ADS holders unless it receives satisfactory evidence from us that it is legal to make that distribution. The depositary may sell a portion of the distributed securities or property sufficient to pay its fees and expenses in connection with that distribution. U.S. securities laws may restrict the ability of the depositary to distribute securities to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer.

The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. We have no obligation to register ADSs, shares, rights or other securities under the Securities Act. We also have no obligation to take any other action to permit the distribution of ADSs, shares, rights or anything else to ADS holders. This means that you may not receive the distributions we make on our shares or any value for them if it is illegal or impractical for us to make them available to you.

## **Deposit, Withdrawal and Cancellation**

### ***How are ADSs issued?***

The depositary will deliver ADSs if you or your broker deposits shares or evidence of rights to receive shares with the custodian. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depositary will register the appropriate number of ADSs in the names you request and will deliver the ADSs to or upon the order of the person or persons that made the deposit.

### ***How can ADS holders withdraw the deposited securities?***

You may surrender your ADSs to the depositary for the purpose of withdrawal. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depositary will deliver the ordinary shares and any other deposited securities underlying the ADSs to the ADS holder or a person the ADS holder designates at the office of the custodian. Or, at your request, risk and expense, the depositary will deliver the deposited securities at its office, if feasible. The depositary may charge you a fee and its

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expenses for instructing the custodian regarding delivery of deposited securities. Under certain circumstances, the right to surrender ADSs and withdraw deposited securities may be suspended temporarily.

***How do ADS holders interchange between certificated ADSs and uncertificated ADSs?***

You may surrender your ADR to the depositary for the purpose of exchanging your ADR for uncertificated ADSs. The depositary will cancel that ADR and will send to the ADS holder a statement confirming that the ADS holder is the registered holder of uncertificated ADSs. Upon receipt by the depositary of a proper instruction from a registered holder of uncertificated ADSs requesting the exchange of uncertificated ADSs for certificated ADSs, the depositary will execute and deliver to the ADS holder an ADR evidencing those ADSs.

**Voting Rights**

***How do you vote?***

ADS holders may instruct the depositary how to vote the number of deposited ordinary shares their ADSs represent at any meeting at which you are entitled to vote pursuant to applicable law and our articles of association. Upon receipt of notice of any shareholders' meeting, the depositary will notify you of such shareholders' meeting and send or make voting materials available to you. Those materials will describe the matters to be voted on and explain how ADS holders may instruct the depositary how to vote. For instructions to be valid, they must reach the depositary by a date set by the depositary. The depositary will try, as far as practical, subject to the laws of Germany and the provisions of our articles of association or similar documents, to vote or to have its agents vote the ordinary shares or other deposited securities as instructed by ADS holders. If we do not request the depositary to solicit your voting instructions, you can still send voting instructions, and, in that case, the depositary may try to vote as you instruct, but it is not required to do so.

Except by instructing the depositary as described above, you will not be able to exercise voting rights unless you surrender your ADSs and withdraw the ordinary shares. However, you may not know about the meeting enough in advance to withdraw the ordinary shares. In any event, the depositary will not exercise any discretion in voting deposited securities and it will only vote or attempt to vote as instructed.

We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote your ordinary shares. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. This means that you may not be able to exercise voting rights and there may be nothing you can do if your ordinary shares are not voted as you requested.

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In order to give you a reasonable opportunity to instruct the depositary as to the exercise of voting rights relating to Deposited Securities, if we request the depositary to act, we agree to give the depositary notice of any such meeting and details concerning the matters to be voted upon at least 40 days in advance of the meeting date.

The depositary will not vote or attempt to exercise the right to vote or exercise any voting discretion, other than in accordance with such instructions received or deemed to have been received from any ADS holder.

If we asked the depositary to solicit your instructions at least 40 days before the meeting date but the depositary does not receive voting instructions from you by the specified date, and we confirm to the depositary that:

- we wish to receive a discretionary proxy,
- as of the instruction cutoff date, we reasonably do not know of any substantial shareholder opposition to the particular question and
- the particular question would not be materially adverse to the interests of our shareholders,

then the depositary will consider you to have authorized and directed it to give a discretionary proxy to a person designated by us to vote the number of deposited securities represented by your ADSs as to that question.

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## Fees and Expenses

*Persons depositing or withdrawing shares or ADS holders must pay:*

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\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

\$0.05 (or less) per ADS

A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs

\$0.05 (or less) per ADS per calendar year

Registration or transfer fees

Expenses of the depositary

Taxes and other governmental charges the depositary or the custodian has to pay on any ADSs or shares underlying ADSs, such as stock transfer taxes, stamp duty or withholding taxes

Any charges incurred by the depositary or its agents for servicing the deposited securities

*For:*

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Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property

Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates

Any cash distribution to ADS holders

Distribution of securities distributed to holders of deposited securities (including rights) that are distributed by the depositary to ADS holders

Depositary services

Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares

Cable and facsimile transmissions (when expressly provided in the deposit agreement)

Converting foreign currency to U.S. dollars

As necessary

As necessary

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing ordinary shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by

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deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

From time to time, the depositary may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depositary or share revenue from the fees collected from ADS holders. In performing its duties under the deposit agreement, the depositary may use brokers, dealers, foreign currency dealers or other service providers that are owned by or affiliated with the depositary and that may earn or share fees, spreads or commissions.

The depositary may convert currency itself or through any of its affiliates and, in those cases, acts as principal for its own account and not as agent, advisor, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the deposit agreement and the rate that the depositary or its affiliate receives when buying or selling foreign currency for its own account. The depositary makes no representation that the exchange rate used or obtained in any currency conversion under the deposit agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depositary's obligations under the deposit agreement. The methodology used to determine exchange rates used in currency conversions is available upon request.

### **Payment of Taxes**

You will be responsible for any taxes or other governmental charges payable on your ADSs or on the deposited securities represented by any of your ADSs. The depositary may refuse to register any transfer of your ADSs or allow you to withdraw the deposited securities represented by your ADSs until those taxes or other charges are paid. It may apply payments owed to you or sell deposited securities represented by your ADSs to pay any taxes owed and you will remain liable for any deficiency. If the depositary sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to ADS holders any proceeds, or send to ADS holders any property, remaining after it has paid the taxes.

### **Tender and Exchange Offers; Redemption, Replacement or Cancellation of Deposited Securities**

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The depositary will not tender deposited securities in any voluntary tender or exchange offer unless instructed to do by an ADS holder surrendering ADSs and subject to any conditions or procedures the depositary may establish. If deposited securities are redeemed for cash in a transaction that is mandatory for the depositary as a holder of deposited securities, the depositary will call for surrender of a corresponding number of ADSs and distribute the net redemption money to the holders of called ADSs upon surrender of those ADSs. If there is any change in the deposited securities such as a subdivision, combination or other reclassification, or any merger, consolidation, recapitalization or reorganization affecting the issuer of deposited securities in which the depositary receives new securities in exchange for or in lieu of the old deposited securities, the depositary will hold those replacement securities as deposited securities under the deposit agreement. However, if the depositary decides it would not be lawful to hold the replacement securities because those securities could not be distributed to ADS holders or for any other reason, the depositary may instead sell the replacement securities and distribute the net proceeds upon surrender of the ADSs.

If there is a replacement of the deposited securities and the depositary will continue to hold the replacement securities, the depositary may distribute new ADSs representing the new deposited securities or ask you to surrender your outstanding ADRs in exchange for new ADRs identifying the new deposited securities.

If there are no deposited securities underlying ADSs, including if the deposited securities are cancelled, or if the deposited securities underlying ADSs have become apparently worthless, the depositary may call for surrender of those ADSs or cancel those ADSs upon notice to the ADS holders.

## **Amendment and Termination**

### ***How may the deposit agreement be amended?***

We may agree with the depositary to amend the deposit agreement and the ADRs without your consent for any reason. If an amendment adds or increases fees or charges, except for taxes and other governmental charges or expenses of the depositary for registration fees, facsimile costs, delivery charges or similar items, or prejudices a substantial right of ADS holders, it will not become effective for outstanding ADSs until 30 days after the depositary notifies ADS holders of the amendment. At the time an amendment becomes effective, you are considered, by continuing to hold your ADSs, to agree to the amendment and to be bound by the ADRs and the deposit agreement as amended.

### ***How may the deposit agreement be terminated?***

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The depositary will initiate termination of the deposit agreement if we instruct it to do so. The depositary may initiate termination of the deposit agreement if:

- 60 days have passed since the depositary told us it wants to resign but a successor depositary has not been appointed and accepted its appointment;
- we delist our shares from an exchange on which they were listed and do not list the shares on another exchange;
- we appear to be insolvent or enter insolvency proceedings;
- all or substantially all the value of the deposited securities has been distributed either in cash or in the form of securities;
- there are no deposited securities underlying the ADSs or the underlying deposited securities have become apparently worthless; or
- there has been a replacement of deposited securities.

If the deposit agreement will terminate, the depositary will notify ADS holders at least 90 days before the termination date. At any time after the termination date, the depositary may sell the deposited securities. After that, the depositary will hold the money it received on the sale, as well as any other cash it is holding under the deposit agreement, unsegregated and without liability for interest, for the pro rata benefit of the ADS holders that have not surrendered their ADSs. Normally, the depositary will sell as soon as practicable after the termination date.

After the termination date and before the depositary sells, ADS holders can still surrender their ADSs and receive delivery of deposited securities, except that the depositary may refuse to accept a surrender for the purpose of withdrawing deposited securities if it would interfere with the selling process. The depositary may refuse to accept a surrender for the purpose of withdrawing sale proceeds until all the deposited securities have been sold. The depositary will continue to collect distributions on deposited securities, but, after the termination date, the depositary is not required to register any transfer of ADSs or distribute any dividends or other distributions on deposited securities to the ADSs holder (until they surrender their ADSs) or give any notices or perform any other duties under the deposit agreement except as described in this paragraph.

## **Limitations on Obligations and Liability**

*Limits on our Obligations and the Obligations of the Depositary; Limits on Liability to Holders of ADSs*

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The deposit agreement expressly limits our obligations and the obligations of the depositary. It also limits our liability and the liability of the depositary. We and the depositary:

- are only obligated to take the actions specifically set forth in the deposit agreement without negligence or bad faith and the depositary will not be a fiduciary or have any fiduciary duty to holders of ADSs;
- are not liable if we are or it is prevented or delayed by law or by events or circumstances beyond our or its control from performing our or its obligations under the deposit agreement;
- are not liable if we or it exercises discretion permitted under the deposit agreement;
- are not liable for the inability of any holder of ADSs to benefit from any distribution on deposited securities that is not made available to holders of ADSs under the terms of the deposit agreement, or for any special, consequential or punitive damages for any breach of the terms of the deposit agreement;
- have no obligation to become involved in a lawsuit or other proceeding related to the ADSs or the deposit agreement on your behalf or on behalf of any other person;
- are not liable for the acts or omissions of any securities depository, clearing agency or settlement system;
- may rely upon any documents we believe or it believes in good faith to be genuine and to have been signed or presented by the proper person; and
- the depositary has no duty to make any determination or provide any information as to our tax status, or any liability for any tax consequences that may be incurred by ADS holders as a result of owning or holding ADSs or be liable for the inability or failure of an ADS holder to obtain the benefit of a foreign tax credit, reduced rate of withholding or refund of amounts withheld in respect of tax or any other tax benefit.

In the deposit agreement, we and the depositary agree to indemnify each other under certain circumstances.

### **Requirements for Depositary Actions**

Before the depositary will deliver or register a transfer of ADSs, make a distribution on ADSs, or permit withdrawal of ordinary shares, the depositary may require:

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- payment of stock transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any shares or other deposited securities;
- satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with regulations it may establish, from time to time, consistent with the deposit agreement, including presentation of transfer documents.

The depositary may refuse to deliver ADSs or register transfers of ADSs when the transfer books of the depositary or our transfer books are closed or at any time if the depositary or we think it advisable to do so.

### **Your Right to Receive the Shares Underlying your ADSs**

ADS holders have the right to cancel their ADSs and withdraw the underlying ordinary shares at any time except:

- when temporary delays arise because: (i) the depositary has closed its transfer books or we have closed our transfer books; (ii) the transfer of ordinary shares is blocked to permit voting at a shareholders' meeting; or (iii) we are paying a dividend on our ordinary shares;
- when you owe money to pay fees, taxes and similar charges; or
- when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

### **Direct Registration System**

In the deposit agreement, all parties to the deposit agreement acknowledge that the Direct Registration System (“DRS”) and Profile Modification System (“Profile”) will apply to the ADSs. DRS is a system administered by DTC that facilitates interchange between registered holding of uncertificated ADSs and holding of security entitlements in ADSs through DTC and a DTC participant. Profile is a feature of DRS that allows a DTC participant, claiming to act on behalf of a registered holder of uncertificated ADSs, to direct the depositary to register a transfer of those ADSs to DTC or its nominee and to deliver those ADSs to the DTC account of that DTC participant without receipt by the depositary of prior authorization from the ADS holder to register that transfer.

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In connection with and in accordance with the arrangements and procedures relating to DRS/Profile, the parties to the deposit agreement understand that the depository will not determine whether the DTC participant that is claiming to be acting on behalf of an ADS holder in requesting registration of transfer and delivery as described in the paragraph above has the actual authority to act on behalf of the ADS holder (notwithstanding any requirements under the Uniform Commercial Code). In the deposit agreement, the parties agree that the depository's reliance on and compliance with instructions received by the depository through the DRS/Profile system and in accordance with the deposit agreement will not constitute negligence or bad faith on the part of the depository.

### **Shareholder Communications; Inspection of Register of Holders of ADSs**

The depository will make available for your inspection at its office all communications that it receives from us as a holder of deposited securities that we make generally available to holders of deposited securities. The depository will send you copies of those communications or otherwise make those communications available to you if we ask it to. You have a right to inspect the register of holders of ADSs, but not for the purpose of contacting those holders about a matter unrelated to our business or the ADSs.

### **Jury Trial Waiver**

The deposit agreement provides that, to the extent permitted by law, ADS holders waive the right to a jury trial of any claim they may have against us or the depository arising out of or relating to our shares, the ADSs or the deposit agreement, including any claim under the U.S. federal securities laws. If we or the depository opposed a jury trial demand based on the waiver, the court would determine whether the waiver is enforceable in the facts and circumstances of that case in accordance with applicable case law.

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Francis Dufay, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 20-F of Jumia Technologies AG;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 28, 2024

By: /s/ Francis Dufay  
Chief Executive Officer and  
Member of the Management Board

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Antoine Maillet-Mezeray, Executive Vice President, Finance & Operations, certify that:

1. I have reviewed this annual report on Form 20-F of Jumia Technologies AG;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 28, 2024

By: /s /Antoine Maillet-Mezeray  
Executive Vice President, Finance & Operations and  
Member of the Management Board

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Francis Dufay, Chief Executive Officer of Jumia Technologies AG, a stock corporation incorporated under the laws of Germany (the “Company”), hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Annual Report on Form 20-F of the Company for the year ended December 31, 2023 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 28, 2024

By: /s / Francis Dufay  
Chief Executive Officer and  
Member of the Management Board

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Antoine Maillet-Mezeray, Executive Vice President, Finance & Operations of Jumia Technologies AG, a stock corporation incorporated under the laws of Germany (the “Company”), hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Annual Report on Form 20-F of the Company for the year ended December 31, 2023 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 28, 2024

By: /s / Antoine Maillet-Mezeray

Executive Vice President, Finance & Operations and  
Member of the Management Board

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.



**EY CHANGE IN AUDITORS 16F ITEM LETTER**

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Ladies and Gentlemen

We have read Item 16F. Change in Registrant's Certifying Accountant on pages 127 and 128 of Form 20-F dated March 28, 2024 of Jumia Technologies AG and are in agreement with the statements contained in paragraphs one, three and five. Regarding the registrant's statement concerning material weaknesses in internal control over financial reporting as disclosed in Item 15 of the Company's 2022 Annual Report on Form 20-F and material weaknesses in internal control over financial reporting as disclosed in Item 15 of the Company's 2023 Annual Report on Form 20-F, included in paragraph three on pages 127 and 128 therein, we had considered such matter in determining the nature, timing, and extent of procedures performed in our audit of the registrant's 2022 and 2023 financial statements. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young S.A.

Luxembourg, Grand Duchy of Luxembourg

March 28, 2024

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form F-3 No. 333-240016) of Jumia Technologies AG,
- (2) Registration Statement (Form F-3 No. 333-274004) of Jumia Technologies AG,
- (3) Registration Statement (Form F-1 No. 333-230207) of Jumia Technologies AG,
- (4) Registration Statement (Form S-8 No. 333-274007) pertaining to the Virtual Restricted Stock Unit Program 2023 of Jumia Technologies AG,
- (5) Registration Statement (Form S-8 No. 333-258675) pertaining to the Stock Option Program 2021 and the Virtual Restricted Stock Unit Program 2021 of Jumia Technologies AG,
- (6) Registration Statement (Form S-8 No. 333-240017) pertaining to the Stock Option Program 2020 and the Virtual Restricted Stock Unit Program 2020 of Jumia Technologies AG, and
- (7) Registration Statement (Form S-8 No. 333-237839) pertaining to the Option Program 2016, the Stock Option Program 2019, and the Virtual Restricted Stock Unit Program 2019 of Jumia Technologies AG;

of our reports dated March 28, 2024, with respect to the consolidated financial statements of Jumia Technologies AG, and the effectiveness of internal control over financial reporting of Jumia Technologies AG, included in this Annual Report (Form 20-F) of Jumia Technologies AG for the year ended December 31, 2023.

/s/ Ernst & Young S.A.

Luxembourg, Grand Duchy of Luxembourg

March 28, 2024

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**RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION POLICY**

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Under Section 10D and Rule 10D-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), companies listed on the Nasdaq and the New York Stock Exchange, including Jumia Technologies AG (the “Company”), are required to adopt SEC-compliant clawback policies by December 1, 2023, which apply to incentive-based compensation received by covered executives on or after October 2, 2023. This policy implements the requirements of Rule 10D-1.

**1. OVERVIEW**

In accordance with the applicable rules of The New York Stock Exchange Listed Company Manual (the “NYSE Rules”), Section 10D and Rule 10D-1 of the Exchange Act, the Supervisory Board (the “Board”) of Jumia Technologies AG (the “Company”) has adopted this Policy (the “Policy”) to provide for the recovery of erroneously awarded Incentive-based Compensation from Executive Officers. All capitalized terms used and not otherwise defined herein shall have the meanings set forth in Section H, below.

**2. RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION**

(1) In the event of an Accounting Restatement, the Company will reasonably promptly recover the Erroneously Awarded Compensation Received in accordance with NYSE Rules and Rule 10D-1 as follows:

(i) After an Accounting Restatement, the Compensation Committee (if composed entirely of independent directors, or in the absence of such a committee, a majority of independent directors serving on the Board) (the “Committee”) shall determine the amount of any Erroneously Awarded Compensation Received by each Executive Officer and shall promptly notify each Executive Officer with a written notice containing the amount of any Erroneously Awarded Compensation and a demand for repayment or return of such compensation, as applicable.

(a) For Incentive-based Compensation based on (or derived from) the Company’s stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement:

i. The amount to be repaid or returned shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the Company’s stock price or total shareholder return upon which the Incentive-based Compensation was Received; and

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ii. The Company shall maintain documentation of the determination of such reasonable estimate and provide the relevant documentation as required to the NYSE.

(ii) The Committee shall have discretion to determine the appropriate means of recovering Erroneously Awarded Compensation based on the particular facts and circumstances. Notwithstanding the foregoing, except as set forth in Section B(2) below, in no event may the Company accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of an Executive Officer's obligations hereunder.

(iii) To the extent that the Executive Officer has already reimbursed the Company for any Erroneously Awarded Compensation Received under any duplicative recovery obligations established by the Company or applicable law, it shall be appropriate for any such reimbursed amount to be credited to the amount of Erroneously Awarded Compensation that is subject to recovery under this Policy.

(iv) To the extent that an Executive Officer fails to repay all Erroneously Awarded Compensation to the Company when due, the Company shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive Officer. The applicable Executive Officer shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

(2) Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated by Section B(1) above if the Committee determines that recovery would be impracticable and any of the following three conditions are met:

(i) The Committee has determined that the direct expenses paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before making this determination, the Company must make a reasonable attempt to recover the Erroneously Awarded Compensation, documented such attempt(s) and provided such documentation to the NYSE;

(ii) Recovery would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to the NYSE, that recovery would result in such a violation and a copy of the opinion is provided to NYSE; or

(iii) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code of 1986, as amended, and regulations thereunder.

### **3. DISCLOSURE REQUIREMENTS**

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The Company shall file all disclosures with respect to this Policy required by applicable U.S. Securities and Exchange Commission (“SEC”) filings and rules, including the requirement to file this policy as an exhibit to its annual report on 20-F and the requirement to disclose any time the company was required to prepare an Accounting Restatement.

#### **4. PROHIBITION OF INDEMNIFICATION**

The Company shall not be permitted to insure or indemnify any Executive Officer against (i) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (ii) any claims relating to the Company’s enforcement of its rights under this Policy. Further, the Company shall not enter into any agreement that exempts any Incentive-based Compensation that is granted, paid or awarded to an Executive Officer from the application of this Policy or that waives the Company’s right to recovery of any Erroneously Awarded Compensation, and this Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date of this Policy).

#### **5. ADMINISTRATION AND INTERPRETATION**

This Policy shall be administered by the Committee, and any determinations made by the Committee shall be final and binding on all affected individuals.

The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy and for the Company’s compliance with NYSE Rules, Section 10D, Rule 10D-1 and any other applicable law, regulation, rule or interpretation of the SEC or NYSE promulgated or issued in connection therewith. The Committee may engage outside counsel to support its interpretation of the relevant rules and regulations.

#### **6. AMENDMENT; TERMINATION**

The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary. Notwithstanding anything in this Section F to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rule or NYSE rule.

#### **7. OTHER RECOVERY RIGHTS**

This Policy shall be binding and enforceable against all Executive Officers and, to the extent required by applicable law or guidance from the SEC or NYSE, their beneficiaries, heirs, executors, administrators or other legal representatives. The Committee intends that this Policy will be applied to the fullest extent required by applicable law. Any employment agreement, equity award agreement, compensatory plan or any other agreement or arrangement with an Executive Officer shall be deemed to include, as a condition to the grant of any benefit thereunder, an agreement by the Executive Officer to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company under applicable law, regulation or rule or

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pursuant to the terms of any policy of the Company or any provision in any employment agreement, equity award agreement, compensatory plan, agreement or other arrangement.

## 8. DEFINITIONS

For purposes of this Policy, the following capitalized terms shall have the meanings set forth below.

- (1) “**Accounting Restatement**” means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a “Big R” restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a “little r” restatement).
  - (2) “**Clawback Eligible Incentive Compensation**” means all Incentive-based Compensation Received by an Executive Officer (i) on or after the effective date of this policy, (ii) after beginning service as an Executive Officer, (iii) who served as an Executive Officer at any time during the applicable performance period relating to any Incentive-based Compensation (whether or not such Executive Officer is serving at the time the Erroneously Awarded Compensation is required to be repaid to the Company), (iv) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (v) during the applicable Clawback Period (as defined below).
  - (3) “**Clawback Period**” means, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date (as defined below), and if the Company changes its fiscal year, any transition period of less than nine months within or immediately following those three completed fiscal years.
  - (4) “**Erroneously Awarded Compensation**” means, with respect to each Executive Officer in connection with an Accounting Restatement, the amount of Clawback Eligible Incentive Compensation that exceeds the amount of Incentive-based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid.
  - (5) “**Executive Officer**” means each individual who is currently or was previously a member of the Management Board of the Company and each executive officer who is or was identified pursuant to Item 6.A of Form 20-F as well as the principal financial officer and principal accounting officer (or, if there is no principal accounting officer, the controller), any vice-president of the issuer in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the issuer. Executive officers of the Company’s subsidiaries are deemed executive officers of the Company if they perform such policy making functions for the issuer.
  - (6) “**Financial Reporting Measures**” means measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and all other measures that are derived wholly or in part from such measures. Stock price and total shareholder return
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(and any measures that are derived wholly or in part from stock price or total shareholder return) shall, for purposes of this Policy, be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented in the Company's financial statements or included in a filing with the SEC.

(7) “**Incentive-based Compensation**” means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(8) “**NYSE**” means the New York Stock Exchange.

(9) “**Received**” means, with respect to any Incentive-based Compensation, actual or deemed receipt, and Incentive-based Compensation shall be deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if the payment or grant of the Incentive-based Compensation to the Executive Officer occurs after the end of that period.

(10) “**Restatement Date**” means the earlier to occur of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

Effective date: October 2, 2023