Corporate governance report and statement

In this statement, Jumia Technologies AG (the "Company") reports in accordance with Section 289f of the German Commercial Code (*Handelsgesetzbuch*, "HGB"), as applicable to the Company's financial year 2019, on the principles of corporate governance and in accordance with Section 161 of the German Stock Corporation Act (*Aktiengesetz*, "AktG").

Compliance with the German Corporate Governance Code

One of the objectives of the German Corporate Governance Code (the "Code") is to make the German corporate governance system transparent and understandable. It aims to promote confidence in the management and supervision of German listed companies by investors, customers, employees and the general public. Moreover, it is the Code's objective to present internationally and nationally accepted standards of good and responsible governance as recommendations and suggestions, and to (further) improve the quality of corporate governance of German enterprises by incorporating best practices into the set of corporate governance rules. While the recommendations and suggestions of the Code are not mandatory, deviations from the recommendations – not the suggestions – have to be explained and disclosed in an annual declaration of conformity (comply or explain).

Jumia Technologies AG is committed to complying with the recommendations of the Code to the greatest extent possible, considering its specific situation and customs in the different relevant jurisdictions as well as its investors' and other stakeholders' expectations.

The current version of the Code became effective on March 20, 2020 and was therefore not applicable during our financial year 2019.

Declaration of conformity

The Company's management (the "Management Board") board and its supervisory board (the "Supervisory Board") issued the following joint declaration of conformity in accordance with Section 161 AktG in December 2019 based on the then-current version of the Code as amended on February 7, 2017 (the declaration is also available on the Corporate Governance section of the Company's investor relations website (https://investor.jumia.com) under the heading "Governance Documents"):

The Management Board and Supervisory Board of Jumia Technologies AG (the "Company") declare that the Company complies since April 12, 2019, the day of the initial admission of the Company's shares to trading on a regulated market, and intends to comply in future with the recommendations of the German Corporate Governance Code as amended on February 7, 2017 (published on April 24, 2017 and in the corrected version published on May 19, 2017) (the "Code") except for the following:

• No. 3.8 paragraph 3 of the Code

No. 3.8 paragraph 3 of the Code recommends that if the corporation takes out a directors' and officers' liability insurance D&O policy (D&O policy) for the Supervisory Board, a deductible of at least 10% of the loss up to at least the amount of one and a half times the fixed annual remuneration of the Supervisory Board member shall be agreed. The D&O policy of the Company does not set forth such a deductible for the members of the Supervisory Board as the members of the Supervisory Board do not need such incentive to fulfill their duty of care adequately.

• No. 4.2.1 sentence 1 of the Code

No. 4.2.1 sentence 1 of the Code recommends that the Management Board shall have a Chair or Spokesperson. The Company's Management Board currently consists of the two co-Chief Executive Officers. The Supervisory Board believes that these two members can work together efficiently and collegially without one formally being appointed as chair.

• No. 4.2.3 paragraph 2 sentences 3 and 7 of the Code

According to no. 4.2.3 paragraph 2 sentence 3 of the Code variable remuneration components generally have a multiple-year assessment basis that shall have essentially forward-looking characteristics. No. 4.2.3 paragraph 2 sentence 7 of the Code recommends that variable remuneration components shall be based on demanding and relevant comparison parameters. The Company has three incentive programs: the Option Program 2016, the Stock Option Program 2019 and the Virtual Restricted Stock Unit Program 2019. The Option Program 2016 is a legacy program consisting of several tranches, mostly setting forth certain vesting conditions (e.g., cliff periods, profitability targets or exit conditions) but no multiple-year assessment basis and not all tranches were subject to comparison parameters. The issuance of call options under the 2016 Plan closed in December 2018 and a multi-year assessment basis and a minimum performance target based on the gross merchandise value of the Jumia group was introduced into the new Stock Option Program 2019. Under the Stock Option Program 2019, the Supervisory Board may determine additional performance targets for each grant of stock options to members of the Management Board. Under the Virtual Restricted Stock Unit Program 2019 virtual restricted stock units may be issued which will vest at the expiration of one year following the grant date, unless the grant agreement specifies a longer period. Vesting is subject to an ongoing employment relationship with us and will be suspended for time periods in which the Participant does not work for us and we do not owe the whole compensation. No performance targets apply. The Virtual Restricted Stock Unit Program 2019 supplements the Stock Option Program 2019 with a short-term component. We are of the view that such complementary short-term variable component is necessary for us as an international company in order to attract and retain competent and dedicated individuals.

• No. 4.2.3 paragraph 2 sentence 6 of the Code

No. 4.2.3 paragraph 2 sentence 6 of the Code recommends that the amount of remuneration shall be capped with maximum levels, both as regards variable components and in the aggregate. Neither the aggregate, nor the variable components of remuneration of the members of the Management Board are capped. The largest part of the variable components of remuneration consists of stock options which, as a default, are settled in shares of the Company. Accordingly, upon exercise of these stock options, the members of the Management Board, like our shareholders, would fully participate in any development of the price of the Company's shares as represented by American Depositary Shares. The Company believes that the nature of variable remuneration components prevents this form of remuneration from being capped. The primary aim of the variable remuneration is to create value for our shareholders by aligning the interests of the members of the Management Board with the long-term interests of our shareholders. This is also in line with U.S. market practice. Any cap would limit the alignment between management's and shareholders' interests.

• No. 4.2.3 paragraph 5 of the Code

No. 4.2.3 paragraph 5 of the Code recommends that benefit commitments made in connection with the early termination of a Management Board member's activity due to a change of control (Change of Control) shall not exceed 150% of the severance cap. The service agreements of the members of the Management Board or the Company's incentive plans do not contain this recommended limitation. In case of a Change of Control, the Management Board member may request that a portion of the then-outstanding vested stock options held by the member shall be cancelled in exchange for a payment by the Company on the basis of the then-current relevant share price. This payment is not subject to a cap. Since an early termination of the service agreement or a Change of Control may occur outside of the scope of influence of the individual member of the Management Board, the Supervisory Board does not think a cap is appropriate as it would impede the alignment of interests between the Management Board and the shareholders in a change of control situation.

• No. 4.2.5 paragraph 4 of the Code

No. 4.2.5 paragraph 4 of the Code recommends that the model tables provided as appendices to the Code shall be used to disclose the Management Board remuneration. The Company has not used and does not expect to use these tables in the future. It will disclose Management Board remuneration in accordance with U.S. market practice. Furthermore, it is expected that the revised version of the German Corporate Governance Code will no longer include the model tables. Therefore, from the Company's point of view introducing this disclosure format for a very limited time would result in appropriate costs.

• No. 4.3.3 sentence 4 of the Code

No. 4.3.3 sentence 4 of the Code recommends that significant transactions with a Management Board member's related parties shall be subject to Supervisory Board approval. The rules of procedure of the Management Board of the Company stipulate that all transactions between the Company or members of the group on the one hand and the members of the Management Board or related parties or companies they personally are related to on the other hand must comply with the standards applicable to arm's length transactions. The Supervisory Board is of the view that this provision provides sufficient protection to the interests of the Company.

• No. 6.2 of the Code

No. 6.2 of the Code recommends that as part of regular information policy, the corporation shall disclose in a "financial calendar" on its website, giving sufficient advance notice, the publication dates of the annual reports and interim financial information as well as the dates of the General Meeting, the annual report press conferences and analyst conferences. For German stock corporations listed in the Prime Standard segment of the Frankfurt Stock Exchange, this recommendation mainly repeats post-listing obligations. Since the Company is not listed on a regulated market in Germany but only on the New York Stock Exchange, the Company follows U.S. market practice and announces its upcoming earnings releases by way of advance press releases. The date of a general meeting will be published in accordance with statutory requirements under the German Stock Corporation Act as well as applicable U.S. rules (including NYSE listing rules).

• No. 7.1.2 sentence 3 of the Code

No. 7.1.2 sentence 3 of the Code recommends that the consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period. The Company complied and will comply with statutory financial reporting requirements under German law and NYSE listing rules. However, ensuring compliance with the more stringent publication periods under the Code with respect to all financial statements would currently increase costs in terms of financial and personnel resources. The Management Board and the Supervisory Board do not consider this appropriate also taking into account U.S. market practice and the limited additional value to investors.

December 26, 2019

Other information on corporate governance pursuant to Section 289f HGB

The corporate governance of Jumia Technologies AG is primarily determined by the legal requirements, – with a limited number of exceptions – the recommendations of the German Corporate Governance Code and the Company's internal policies.

Directors and Management

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.

Working practices of the Management Board

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.

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 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;
- preparing the joint proposal of the Management Board and the Supervisory Board to our annual shareholders' meeting on how our profits (if any) should be allocated; and
- regular 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.

Certain matters require a resolution of the entire Management Board under applicable law, our articles of association or the rules of procedure for our Management Board. In particular, the entire Management Board shall decide on, among others:

- the strategy of the 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 the 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.

The following is a brief summary of the business experience of the members of our Management Board:

Jeremy Hodara cofounded our company in 2012, and has been serving as our co-chief executive officer since that time. Together with Sacha Poignonnec, he has built Jumia into a leading e-commerce platform in Africa. Prior to founding Jumia, Mr. Hodara worked as an engagement manager at McKinsey and Company from 2006 to 2012, where he specialized in retail and e-commerce consulting. Mr. Hodara earned a master's degree in business management from the HEC School of Management in Paris, France.

Sacha Poignonnec cofounded our company in 2012, and has been serving as our co-chief executive officer since that time. Together with Jeremy Hodara, he has built Jumia into a leading e-commerce ecosystem in Africa. Prior to founding Jumia, Mr. Poignonnec worked at McKinsey and Company from 2007 to 2012, first as an associate, then as an engagement manager, and finally as an associate partner. While at McKinsey and Company, Mr. Poignonnec developed expertise in the packaged goods and retail sectors. From 2005 to 2007, Mr. Poignonnec was a manager at Aon Accuracy and from 2002 to 2004 he was an associate at Ernst & Young. Mr. Poignonnec holds a master's degree in finance from the EDHEC Business School.

The allocation of the responsibilities for business areas is set forth in the Business Responsibilities Plan. As of December 31, 2019, the Management Board shares joint responsibility for all business responsibilities without a special distinction of the individual fields of operation.

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. As of December 31, 2019, our Supervisory Board consisted of eight members. In February 2020, Mr. Alioune Ndiaye resigned from our Supervisory Board. German law further requires the number of supervisory board members to be divisible by three if this is necessary for the fulfillment of 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. As of January 1, 2016, 30% of the supervisory board members must be women in case the company is a fully co-determined (*voll mitbestimmungspflichtig*) company, which requires that the company has at least 2,000 employees. This currently does not apply to us.

The Supervisory Board has set certain targets for the composition of the Supervisory Board that at least one woman serving on our Supervisory Board by December 31, 2019 and at least three by December 31, 2023. Persons having reached the age of seventy at the time of their election or, as a rule, having been a member of the Supervisory Board for 12 years or longer should not be proposed as candidates. The members of the Supervisory Board, taken together, must have the required knowledge, abilities and professional experience required to successfully complete their tasks. At least one Supervisory Board member must have expert knowledge in the field of accounting or auditing; the members of the Supervisory, taken together, must be familiar with the sector the Company is operating in. Accordingly, the target as set forth by the Supervisory Board was met.

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. A Supervisory Board member is not to be considered independent in particular if he/she has personal or business relations with the Company, its executive bodies, a controlling shareholder or an enterprise affiliated with the latter which may cause a substantial and not merely temporary conflict of interests. The Supervisory Board considers that five members and therefore the majority of the Supervisory Board are independent. The following members are considered independent: Jonathan D. Klein, John H. Rittenhouse, Andre T. Iguodala, Angela Kaya Mwanza and Blaise Judja-Sato.

In addition, each member of the audit committee of our Supervisory Board is independent as required and defined by NYSE Rule 303A.06 in connection with Rule 10A-3 under the United States Securities Exchange Act of 1934 (the "Exchange Act").

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. The shareholders' meeting may specify a term of office for individual members or all of 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 John H. Rittenhouse as deputy chairperson, each for the term of their respective membership on our Supervisory Board.

The Supervisory Board meets at least twice during the first half and twice during the second half of each calendar year. In 2019, the Supervisory Board held four regular meetings. 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 chairman 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:

- adoption, amendment or rescission of the combined annual business plan for the Company including the related investment, budget and financial planning;

- individual investments in fixed assets exceeding €5.0 million in the individual case or exceeding the agreed annual investment budget by more than €10.0 million in total;

- 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 €2.0 million in the individual case or €3.5 million in the aggregate per year (excluding loans to wholly owned subsidiaries or loans granted in the ordinary course of business, e.g., to suppliers or landlords) or (ii) to employees in excess of €70,000 in the individual case excluding wage and salary advances;

- granting the assets of the Company as collateral, pledges or security in the form of security assignments (*Sicherungsabtretung*), granting or assuming guarantees or similar liabilities or of sureties or personal guarantees, payment guarantees or 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 €7.0 million or outside the ordinary course of business, provided, however, that statutory and/or contractual 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 wholly owned subsidiaries 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 €3.5 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 enterprises, including joint ventures, participations in enterprises or independent divisions of a business, other than the acquisition of shelf companies, exceeding an amount of €7.0 million in the individual case or €10.0 million in total on an annual basis;

- encumbrance of shares, if such shares secure a claim of more than €7.0 million, as well as liquidation of companies;

- introduction of an employee incentive system involving the granting of shares in the Company or virtual shares, or other share price-related incentives;

- execution or amendment of agreements with definitively committed payment obligations exceeding €10.0 million;

- business dealings of the Company or its subsidiaries on the one side and a major shareholder or a party related to such major shareholder on the other side;

- initiation or termination of court cases or arbitration proceedings involving an amount in controversy greater than €3.5 million in the individual case; and

- conclusion, amendment or termination of enterprise agreements pursuant to Sections 291 et seqq. of the German Stock Corporation Act (*Aktiengesetz*).

The following table sets forth the names and duration of membership of the members of our Supervisory Board as of December 31, 2019, their ages, their terms (which expire on the date of the relevant year's ordinary general shareholders' meeting) as well as their principal occupations outside of our Company:

Name	Age	Member since	Term expires	Principal occupation
Gilles Bogaert[1]	50	Dec. 2018	2023	Chairman & Chief Executive Officer, EMEA and LATAM, Pernod Ricard SA
Andre T. Iguodala	36	Dec. 2018	2023	Professional Basketball Player, Miami Heat, National Basketball Association
Blaise Judja-Sato	55	Dec. 2018	2023	Founder, VillageReach; Founder, Resilience Trust
Jonathan D. Klein	59	Dec. 2018	2023	Co-Founder & Deputy Chairman of the Board, Getty Images
Angela Kaya Mwanza	49	Mar. 2019	2024	Private Wealth Advisor & Senior Portfolio Manager, UBS Private Wealth Management
Alioune Ndiaye[2]	60	Dec. 2018	N/A	Chief Executive Officer, Orange Middle East and Africa
Matthew Odgers[1]	44	Dec. 2018	2023	Executive, Group Business Development, MTN Group
John H. Rittenhouse	63	Dec. 2018	2023	Chairman & Chief Executive Officer, Cavallino Capital LLC; Chairman & Chief Executive Officer, VinAsset Inc.

(1) Pursuant to Section 7.2 of our shareholders agreement entered into with our then-existing shareholders on December 18, 2018, we and the shareholders agreed to appoint Gilles Bogaert and Matthew Odgers to the Supervisory Board.

(2) Alioune Ndiaye resigned from our Supervisory Board in February 2020.

The Supervisory Board ensured that statutory regulations, the articles of association and the rules of procedure of the Supervisory Board and the Management Board were followed. It passed resolutions required by law and the articles of association. Insofar as business transactions required the approval of the Supervisory Board, the members discussed these in detail with the Management Board before the resolution was passed. Further information can be found in the report of the Supervisory Board 2019.

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 control and 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.

Pursuant to Section 107 para. 3 of the German Stock Corporation Act (*Aktiengesetz*), 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 in line with recommendation 5 of Commission Recommendation of February 15, 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC). Set forth in the table below are the members of the audit committee, the compensation committee, and the corporate governance and nomination committee as of December 31, 2019:

Name of committee	**Members**
Audit committee	Blaise Judja-Sato, Angela Kaya Mwanza and John H. Rittenhouse (chairperson)
Compensation committee...	Andre T. Iguodala, Blaise Judja-Sato and Jonathan D. Klein (chairperson)
Corporate governance and nomination committee.........	Blaise Judja-Sato, Andre Iguodala and Matthew Odgers (chairperson)*

* Since the incorporation of the Company through his resignation from the Supervisory Board in February 2020, Alioune Ndiaye was a member of the Corporate governance and nomination committee. Andre Iguodala was elected member of the committee by the Supervisory Board on March 31, 2020.

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 expert is John Rittenhouse.

Compensation Committee

Our compensation committee consists of three members, one of whom is the chairperson of the Supervisory Board. Our compensation committee 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; 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; and

- election proposals for suitable Supervisory Board candidates to be presented to the shareholders' meeting.

Additionally, subject to mandatory responsibilities of the entire Supervisory Board, the corporate governance and nomination committee, rather than the entire Supervisory Board, will resolve on most of the transactions requiring the approval of the Supervisory Board, and it has the capacity to provide consent for transactions between us and members of our Management Board.

Review of the Supervisory Board’s functioning

The members of the Supervisory Board regularly review the efficiency of its activities in particular its proceedings as well as the timely supply of information that is sufficient in terms of content to the Supervisory Board. As a result of this review, improvements were suggested to-, and implemented by the Management Board, e.g. the setup of a new board communication software, which was completed in February 2020. Furthermore, some general guidelines on timing and availability of information were discussed and implemented. It is also planned to revise the rules of procedure for the Management Board and the Supervisory Board in 2020.

Management Board committees

The Management Board has not established any committees. It performs its management function as a collective body, with responsibility for specific areas being assigned to the individual members of the Management Board.

Annual General Meeting and shareholders

The Annual General Meeting is the central body through which shareholders can exercise their rights and exercise their voting rights. Each share grants one vote. Those shareholders who are entered in the share register and who registered in good time are entitled to vote. The chair of the general meeting is generally chaired by the chairman of the supervisory board. In order to make it easier for shareholders to safeguard their interests during the Annual General Meeting, voting rights can be exercised by proxy. Jumia also nominates a proxy for the Annual General Meeting whom shareholders can entrust with the exercise of their voting rights in accordance with the instructions. All required reports and documents are also made available to the shareholders beforehand on the company's website.

The Annual General Meeting in particular on the appropriation of the balance sheet profit, the discharge of the members of the Management Board and the Supervisory Board, the election of the members of the Supervisory Board, the election of the auditor and other matters assigned to it by law, such as capital matters and other changes to the articles of association. The resolutions of the general meeting require a majority of the votes cast, unless the law or the articles of association stipulate otherwise. The articles of association can be viewed at the Corporate Governance section of our investor relations website (https://investor.jumia.com).

Other corporate governance issues

Management Board remuneration

The remuneration of the Management Board members consists of fixed and variable components. All remuneration components are appropriate for themselves and in their entirety. The Supervisory Board deals intensively with the appropriateness and customary remuneration of the Management Board and takes particular account of the criteria listed in Section 87 AktG. These include, for example, the duties of the individual board member, his personal performance, the economic situation, the success and future prospects of the Company. The company's industry environment is also taken into account.

On February 15, 2019, in accordance with Sections 314(3) and 286(5) HGB, the shareholders meeting of the Company resolved not to do disclose the individualized remuneration of the members of the Management Board through the fiscal year 2023. Accordingly, and as provided by Section 4.2.4 sentence 3 of the German Corporate Governance Code as amended on February 7, 2017, no disclosure is made regarding the total remuneration of every Management Board member, benefit commitments granted to Management Board members in the event of early or regular termination of Management Board activity, and benefit commitments amended during the financial year 2019 as set forth in Section 4.2.4 sentence 1 and 2 of the German Corporate Governance Code as amended on February 7, 2017.

Supervisory Board remuneration

Under mandatory German law, the compensation of the supervisory board of a German stock corporation (*Aktiengesellschaft*) is specified by resolution of a shareholders' meeting or in the articles of association. In a shareholders' meeting held on February 15, 2019, our shareholders adopted the following compensation system:

- Ordinary members of the Supervisory Board receive a fixed compensation in the amount of €75,000 per annum. The chairperson of the Supervisory Board receives a fixed compensation in the amount of €150,000 per annum.
- The chairperson of the audit committee receives an additional fixed compensation of €40,000 per annum and any other member of the audit committee an additional fixed compensation in the amount of €20,000 per annum.
- The chairperson of the compensation committee as well as the chairperson of the corporate governance and nomination committee each receives an additional fixed compensation of €20,000 per annum and any other member of the compensation committee as well as the corporate governance and nomination committee an additional compensation in the amount of €10,000 per annum.
- The chairperson of the IPO committee receives an additional fixed compensation of €30,000 per annum and any other member of the IPO committee an additional compensation in the amount of €25,000 per annum.
- We do not pay fees for attendance at Supervisory Board 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.

Code of Business Conduct and Ethics / Compliance management system

We have adopted a written code of business conduct and ethics 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 purpose of the code of conduct is to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest; promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission and in other public communications made by the Company; promote compliance with applicable laws and governmental rules and regulations; ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information; promote fair dealing; and deter wrongdoing.

In addition, we have implemented compliance policies which describe the compliance management systems that have been implemented for us and our subsidiaries. Our compliance policies are designed to ensure compliance with all legal requirements, while at the same time implementing high ethical standards that are mandatory for both management and each employee. The overall responsibility for the compliance management system lies with the Management Board, which reports regularly to the audit committee. Our major compliance-relevant risk areas are evaluated according to a systematic approach, taking into account our current business strategy and priorities. We have appointed a chief compliance officer, who informs management and employees about relevant legal requirements. Employees and third parties are given the opportunity to report suspected violations of the law within the Group in a protected manner to whistleblow@jumia.com.

The full text of our Code of Business Conduct and Ethics is available at the Corporate Governance section of our investor relations website (https://investor.jumia.com).

Mandatory targets for the share of women in certain leadership roles

In accordance with Section 111(5) AktG, on February 8, 2019, our Supervisory Board adopted its rules of procedure which stipulate that by December 31, 2019 one member of the Supervisory Board (*i.e.*, 12.5% and an increase by one member compared to the status quo at the time of the resolution) shall be female and by December 31, 2023 three of the members of the Supervisory Board (*i.e.*, 37.5%) shall be female. Since March 7, 2019, prior to the Company's IPO in April 2019, the Supervisory Board has had one female member. Accordingly, the target as set forth by the Supervisory Board was met.

The Management Board currently consists of two members and the implementation of a women's quota is considered not to be reasonable at this early stage in the company history. Both members of the Management Board are co-founders of the company and to increase the share of woman would only be possible if the number of members is increased or one member leaves the Management Board. Therefore, the Supervisory Board has decided to retain the current Management Board structure.

Transparency

All important dates for shareholders, investors and analysts during the fiscal year are published at the Investors Relation section on the Company's website (https://investor.jumia.com).

The Company informs shareholders, analysts and journalists according to uniform criteria. The information is transparent and consistent for all capital market participants. Press releases as well as presentations of press and analyst conferences are published on the Company's website.

Jumia Technologies AG does not have direct employees in the two top management levels below the Management Board and, therefore, has not set a diversity target in accordance with Section 76(4) AktG. Even though the legal obligation to set such targets only relates to Jumia Technologies AG, the Management Board is committed to increasing the percentage of women in the company's global employee base.

Further information

Further information on the work of the Supervisory Board and its committees and on its cooperation with the Management Board is provided in the Supervisory Board Report.