

**Announcement pursuant to Article 5 (1) lit. a) of
Regulation (EU) No 596/2014 and Article 2(1) of the
Delegated Regulation (EU) 2016/1052**

Berlin, Germany, September 1, 2020 – Today, the Management Board of Rocket Internet SE (the “**Company**”) resolved, with the consent of the Supervisory Board, to carry out a share buy-back program with a maximum volume of up to 11,996,721 shares of the Company (ISIN: DE000A12UKK6) for a total maximum purchase price (excluding incidental costs) of up to EUR 222,779,108.97 (the “Share Buy-Back Program 2020”). The buy-back via the Xetra trading of the Frankfurt Stock Exchange will begin on September 1, 2020 and will be conducted for a period until the end of September 15, 2020. The repurchased shares of the Company may be used in accordance with the authorization of the resolution adopted by the Company’s annual general meeting on May 15, 2020 and are currently intended to either be redeemed, and the share capital of the Company to be reduced accordingly, or be offered for purchase to employees of the Company or its affiliates in case certain stock options granted by the Company are exercised. The highest purchase price to be paid under the Share Buy-back Program 2020 will not exceed an amount of EUR 18.57, *i.e.*, the offer consideration per share under the delisting self-tender offer as set and announced by the Company today (the “Delisting Offer”), subject to the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, “BaFin”) notifying the Company of a higher volume-weighted average domestic stock exchange price of the shares of the Company during the last six months prior to the date of the announcement of the Delisting Offer (the „6-Months-VWAP“). In this case, the Company will increase the highest purchase price under the Share Buy-Back Program 2020 accordingly.

The Share Buy-Back Program 2020 will be carried out based on the authorization of the annual general meeting of the Company on May 15, 2020. Under this authorization, the Company is authorized to acquire until May 14, 2025 own shares in an amount of up to 10% of the share capital of the Company at the time of the resolution or – if this value is lower – at the time of the exercise of the authorization. If the shares are repurchased over a stock exchange, the purchase price per share (excluding incidental costs) may not exceed or be less than 10% of the price of a share of the Company in Xetra trading (or a corresponding successor system) ascertained by the opening auction on the trading day.

The purchase of treasury shares by way of the Share Buy-Back Program 2020 will be carried out by a credit institution. To the extent it is intended to repurchase shares of the Company during a closed period within the meaning of Art. 19(11) of Regulation (EU) No 596/2014 of the European Parliament and the Council of April 16, 2014 or during a period in which the Company has decided to delay the public disclosure of inside information in accordance with Art. 17(4) of Regulation (EU) No 596/2014 of the European Parliament and the Council of April 16, 2014, the Company has instructed the credit institution to execute such repurchases. The credit institution will make its trading decisions concerning the timing of the purchases of the shares of the Company, observing the contractual obligations, independently of and without any influence from the Company within the meaning of Art. 4(2) lit. b) of Delegated Regulation (EU) 2016/1052 of the Commission of March 8, 2016. Insofar, the Company will not exercise any influence over the credit institution's decisions.

The Company will carry out the purchases in accordance with Art. 5 of Regulation (EU) No 596/2014 of the European Parliament and the Council of April 16, 2014 as well as the provisions of Delegated Regulation (EU) 2016/1052 of the Commission of March 8, 2016 and on the basis of the aforementioned authorization by the annual general meeting of the Company on May 15, 2020. To the extent the Company has instructed a credit institution to purchase the shares of the Company, the Company has obligated this credit institution accordingly.

The shares of the Company will be purchased at market prices in accordance with the conditions for trading pursuant to Art. 3 of Delegated Regulation (EU) 2016/1052 of the Commission of March 8, 2016. In particular, the shares of the Company will not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. Separately, no share of the Company of the Company will be purchased for a price in excess of EUR 18.57 per share, provided that BaFin does not determine a higher statutory minimum price for the Delisting Offer based on their own calculations of the 6-Months-VWAP. In addition, the Company will not purchase on any trading day more than 25% of the average daily volume of the shares on the trading venue on which the purchase is carried out. The average daily volume is calculated based on the average daily volume traded during the 20 trading days preceding the date of the relevant purchase.

To the extent required and legally permissible, the Share Buy-Back Program can be suspended and also resumed at any time.

Information on the transactions relating to the Share Buy-Back Program 2020 will be adequately disclosed no later than by the end of the seventh daily market session following the date of execution of such transactions in a detailed form and in an aggregated form. In addition, the Company will post on its website (www.rocket-internet.com) under section "Investors" the transactions disclosed and keep that information available for the public for at least a 5-year period from the date of public disclosure.

Ends

Disclaimer:

This document contains forward-looking statements. These statements are based on the current views, expectations and assumptions of the management of Rocket Internet SE ("Rocket Internet") and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those described in such statements due to, among other things, changes in the general economic and competitive environment, risks associated with capital markets, currency exchange rate fluctuations and competition from other companies, changes in international and national laws and regulations, in particular with respect to tax laws and regulations, and other factors. Rocket Internet does not assume any obligations to update any forward-looking statements.