

## AD-HOC ANNOUNCEMENT

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Disclosure of inside information pursuant to Article 17 para 1 of the Regulation (EU) 596/2014 on market abuse (Market Abuse Regulation – MAR)

### **Ad hoc: Rocket Internet SE decides on launch of public delisting self-tender offer and convenes extraordinary general meeting; parallel share buyback program**

**Berlin, September 1, 2020** – Today, the Management Board of Rocket Internet SE (the “Company”) (ISIN DE000A12UKK6 / WKN A12UKK) resolved, with approval of the Supervisory Board, to offer to the shareholders of the Company to purchase all no-par value bearer shares of the Company, each such share representing a notional value of EUR 1.00 (the “Rocket Internet Shares”) not held directly by the Company as treasury shares, by way of a public delisting self-tender offer (the “Offer”). The Offer is designed to satisfy the criteria for a revocation of Rocket Internet Shares’ admission to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) pursuant to Section 39 para. 2 sentence 1 of the German Stock Exchange Act (*Börsengesetz*, “BörsG”).

The offer consideration in cash (excluding ancillary acquisition expenses) was calculated in accordance with the domestic volume-weighted average stock exchange price of the Rocket Internet Shares during the last six months prior to the announcement of the Offer (the “Six-Months VWAP”) and in this sense equals the statutory minimum price. This price has been set by Rocket Internet at EUR 18.57 per Rocket Internet Share on the basis of publicly available information, subject to the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, “BaFin”) notifying the Company of a higher statutory minimum price as a result of its determination of the Six-Months VWAP. In this case, the price under the Offer will amount to the Six-Months VWAP determined by BaFin as the statutory minimum price.

Prior to the publication of this announcement, the Company entered into qualified non-tender agreements (each accompanied by a blocked account agreement with the relevant custodian financial institution) with Global Founders GmbH which holds 61,210,467 Rocket Internet Shares (approx. 45.11% of the share capital), and with Mr. Oliver Samwer in his capacity as shareholder of the Company who holds 6,148,683 Rocket Internet Shares (approx. 4.53% of the share capital), so that Rocket Internet Shares held by Global Founders GmbH and Mr. Oliver Samwer will not be acquired under the Offer.

The Company intends to consummate the Offer as a delisting self-tender offer required for the delisting of Rocket Internet Shares from trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Section 39 para. 2 and 3 BörsG) and, subject to the occurrence of material developments and applicable fiduciary duties, intends to apply for the revocation of Rocket Internet Shares' admission to trading on the regulated market of the Frankfurt Stock Exchange and the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*) pursuant to Section 39 para. 2 BörsG and Section 46 para. 1 no. 1 of the Exchange Rules for the Frankfurt Stock Exchange (*Börsenordnung*). The revocation will become legally effective no sooner than at the time of the expiration of the acceptance period under the Offer. In this context, a delisting of Rocket Internet Shares from the Luxembourg Stock Exchange, for which no delisting offer is required, is likewise intended to take effect, so that subsequently no admission to trading on any regulated market in Germany or any organized market abroad within the meaning of Section 39 para. 3 sentence 2 BörsG would persist.

The underlying rationale for the delisting is that, in the assessment of the Company's Management Board and Supervisory Board, Rocket Internet is better positioned as a company not listed on a stock exchange. The use of public capital markets as a financing source as essential parameter for maintaining a stock exchange listing is no longer required and adequate access to capital is secured outside the stock exchange. Outside a capital markets environment, the Company will be able to focus on a long-term development irrespective of temporary circumstances capital markets tend to put emphasis on.

In order to acquire and subsequently redeem the Rocket Internet Shares to be tendered into the Offer, the Management Board and the Supervisory Board of the Company have resolved to convene an extraordinary general meeting, to be held on September 24, 2020 as a virtual general meeting in accordance with the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Bankruptcy and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*, published in the Federal Law Gazette of March 27, 2020 (Federal Law Gazette 2020 Part I No. 14, p. 569)). The Company's Management Board and Supervisory Board will propose the general meeting to adopt a resolution on a decrease of the Company's share capital by up to EUR 69,447,991.00 through redemption of up to 69,447,991 treasury shares and the acquisition of these shares under the Offer in accordance with Sections 237 *et seqq.*, 71 para. 1 no. 6 of the German Stock Corporation Act (*Aktiengesetz*).

Today, the Company's Management Board further resolved, with approval of the Supervisory Board and by way of exercising the authorization granted by the general meeting of May 15, 2020, to buy back up to 11,996,721 Rocket Internet Shares (8.84% of the Company's share capital) over the stock exchange for a purchase price per Rocket Internet Share of up to EUR 18.57 (subject to a subsequent increase of the statutory minimum price as a consequence of BaFin's binding determination of the Six-Months VWAP). It is currently envisaged to either redeem the acquired treasury shares and to decrease the share capital accordingly, or to offer these shares to employees of the Company or its affiliated companies in the event that stock options granted by the Company are being exercised. The share buyback program is scheduled to commence today and terminate at the end of September 15, 2020. The purpose of these

buybacks is to afford the Company's shareholders the opportunity to sell their Rocket Internet Shares to the Company already prior to the completion of the Offer.

The share buy-back program will be executed by a credit institution and 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.

To the extent required and legally permissible, the share buy-back program can be suspended and also resumed at any time. Rocket Internet will give regular updates about the execution of the share buy-back program on its website under the section Investors/Share.

### **Disclaimer**

This announcement is for informational purposes only and constitutes neither an invitation to sell, nor an offer to purchase, securities of Rocket Internet SE ("Rocket Internet"). The final terms and further provisions regarding the Offer will be disclosed in the offer document after its publication has been permitted by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of securities of Rocket Internet are strongly recommended to read the offer document and all announcements in connection with the Offer as soon as they are published, since they will contain important information.

The Offer will be made exclusively under the laws of the Federal Republic of Germany, specifically under the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*) and the German Stock Exchange Act (*Börsengesetz*), and certain provisions of the securities laws of the United States of America applicable to cross-border offers with a limited circle of shareholders whose place of residence, seat or place of habitual abode is in the United States of America. The Offer shall not be executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany or the United States of America (to the extent applicable). Thus, no other announcements, registrations, admissions or approvals of the Offer outside of the Federal Republic of Germany have been filed, arranged for or granted. Investors in, and holders of, securities in Rocket Internet cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than the provisions of the Federal Republic of Germany or the United States of America (to the extent applicable). Subject to the exceptions described in the offer document as well as any exemptions that may be granted by the relevant regulators, a tender offer shall not be made, directly or indirectly, in jurisdictions where doing so would constitute a violation of the laws of such jurisdiction.

To the extent permitted by applicable law and in accordance with German market practice, Rocket Internet or brokers acting on behalf of Rocket Internet may directly or indirectly acquire Rocket Internet Shares or enter into agreements to this effect outside the Offer before, during or after the acceptance period of the Offer. This applies in the same way to other securities granting a direct conversion or exchange right into, or an option right to, Rocket Internet Shares. These purchases may be made on the stock exchange at market prices or off the stock exchange in negotiated transactions. All information on these purchases will be published to the extent required under the laws of the Federal Republic of Germany or another relevant jurisdiction.

To the extent any announcements in this document contain forward-looking statements, such statements do not represent facts and are characterized by the words "will", "expect", "believe", "estimate", "intend", "aim", "assume" or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of Rocket Internet. Such forward-looking statements are based on current plans, estimates and forecasts, which Rocket Internet has made to the best of their knowledge, but which they do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and usually cannot be influenced by Rocket Internet. These expectations and forward-looking statements can turn out to be incorrect and the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. Rocket Internet does not assume an obligation to update the forward-looking statements with respect to the actual development of incidents, basic conditions, assumptions or other factors.

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