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Publication of the decision to launch a public delisting self-tender offer pursuant to Section 10 para. 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetzes*, “WpÜG”) in conjunction with Section 39 para. 2 sentence 3 no. 1 of the German Stock Exchange Act (*Börsengesetzes*, “BörsG”)

Bidder:

Rocket Internet SE

Charlottenstraße 4

10969 Berlin, Germany

registered with the commercial register of the local court (*Amtsgericht*) Berlin-Charlottenburg

under HRB 165662 B

ISIN: DE000A12UKK6

Target Company:

Rocket Internet SE

Charlottenstraße 4

10969 Berlin, Germany

registered with the commercial register of the local court (*Amtsgericht*) Berlin-Charlottenburg

under HRB 165662 B

ISIN: DE000A12UKK6

On September 1, 2020, Rocket Internet SE (“Rocket Internet”) decided to launch an offer to the shareholders of Rocket Internet for the acquisition of all no-par value bearer shares of Rocket Internet, each such share representing a notional value of EUR 1.00 (the “Rocket Internet Shares”), not held directly by Rocket Internet as treasury shares, by way of a public delisting self-tender offer (the “Offer”). Rocket Internet acts as both bidder and target company under the Offer. As of the date of this announcement, Rocket Internet does not hold any treasury shares.

The offer consideration in cash (excluding ancillary acquisition expenses) was calculated in accordance with the domestic volume-weighted average stock exchange price of Rocket Internet Shares during the last six months prior to this 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*) notifying Rocket Internet 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.

The Offer will not include any closing conditions and will be consummated as a delisting self-tender offer only if, prior to the publication of the offer document, Rocket Internet’s general meeting adopts a resolution to decrease Rocket Internet’s share capital by way of redemption of Rocket Internet Shares in accordance with Sections 237 *et seq.* of the German Stock Corporation Act (*Aktiengesetz*) following their prior acquisition under the Offer. For this purpose, Rocket Internet will today convene an extraordinary general meeting to be held on September 24, 2020.

Rocket Internet has 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 Rocket Internet who holds 6,148,683 Rocket Internet Shares (approx. 4.53% of the share capital), so that the Rocket Internet Shares held by Global Founders GmbH and Mr. Oliver Samwer will not be acquired under the Offer.

Rocket Internet intends the Offer to qualify as a delisting 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 Offer will be made subject to the terms and conditions set out in the offer document. Rocket Internet reserves the right, to the extent legally permissible, Offer to deviate from the key parameters laid out in this announcement in the Offer's final terms and conditions.

The offer document and additional information regarding the Offer will be published at <http://www.rocket-internet.com/investors/share>.

Important Notice

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.

Berlin, September 1, 2020

Rocket Internet SE