

**Rocket Internet SE  
Berlin**

**Announcements pursuant to Section 23 para. 1 sentence 1 no. 2 of the German Securities Acquisitions and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – “WpÜG”) in conjunction with Section 39 para. 2 sentence 3 no. 1 of the German Stock Exchange Act (*Börsengesetz* – “BörsG”)**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

On October 1, 2020, Rocket Internet SE, Berlin, (the “**Company**”) published the offer document (the “**Offer Document**”) for its public delisting self-tender offer (the “**Offer**”) pursuant to the provisions of the WpÜG and the BörsG to the shareholders of the Company, for the buyback of all no-par value bearer shares of the Company (ISIN DE000A12UKK6) (the “**Rocket Internet Shares**”) not already directly held by the Company for a cash consideration of EUR 18.57 per Rocket Internet Share. The acceptance period for this Offer (the “**Acceptance Period**”) expired on October 30, 2020 at 24.00 hours (midnight) (CET).

**I. Announcement pursuant to Section 23 para. 1 sentence 1 no. 2 of the WpÜG in conjunction with Section 39 para. 2 sentence 3 no. 1 of the BörsG**

1. As of October 30, 2020, 24.00 hours (midnight) (CET) (“**Expiration of the Acceptance Period**”), the Offer has been accepted for a total of 27,596,228 Rocket Internet Shares. This corresponds to approximately 20.34% of the share capital of the Company at the time of the Expiration of the Acceptance Period and the voting rights of the Company (within the meaning of the German Securities Trading Act (*Wertpapierhandelsgesetz* – “**WpHG**”) at the time of the Expiration of the Acceptance Period.
2. As of the Expiration of the Acceptance Period, the Company directly held 203,439 Rocket Internet Shares which corresponds to approximately 0.15% of the share capital of the Company at the time of the Expiration of the Acceptance Period and the voting rights of the Company (within the meaning of the WpHG) at the time of the Expiration of the Acceptance Period.
3. As of the Expiration of the Acceptance Period, Global Founders GmbH, Munich, a person acting jointly with the Company within the meaning of Section 2 para. 5 of the WpÜG, held 61,210,467 Rocket Internet Shares which corresponds to approximately 45.11% of the share capital of the Company at the time of the Expiration of the Acceptance Period and the voting rights of the Company (within the meaning of the WpHG) at the time of the Expiration of the Acceptance Period. The Rocket Internet Shares held by Global Founders GmbH are, pursuant to Section 30 para. 1 sentence 1 no. 1, sentence 3 of the WpÜG, attributable in full to Global Founders GmbH’s controlling shareholder, Rocata GmbH, Grünwald, and in turn to Rocata GmbH’s controlling sole shareholder, Zerena GmbH, Grünwald.

4. Other than that, as of the Expiration of the Acceptance Period, neither the Company nor persons acting jointly with the Company within the meaning of Section 2 para. 5 of the WpÜG or their respective subsidiaries directly held any Rocket Internet Shares, nor were any notifiable voting rights attributed to them pursuant to Sections 38 and 39 of the WpHG. Furthermore, as of the Expiration of the Acceptance Period no additional voting rights were attributed to them pursuant to Section 30 of the WpÜG.

## **II. Settlement of the Offer**

As described in more detail in Section 10.5 of the Offer Document, the offer consideration for the Rocket Internet Shares tendered into the Offer during the Acceptance Period will be credited within the next days. The Company expects that the offer consideration will be credited by November 6, 2020.

**Berlin, November 4, 2020**

**Rocket Internet SE**

### **Important note:**

This announcement is for informational purposes only and constitutes neither an invitation to sell, nor an offer to purchase, securities of Rocket Internet SE (subsequently the “Company”) but constitutes a legally required announcement according to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*) in the context of a public delisting self-tender offer (the “Offer”). The final terms and further provisions regarding the Offer are disclosed in the offer document that has been approved for publication by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). It is strongly recommended that investors and holders of securities of the Company read the offer document and all announcements in connection with the Offer as soon as they are published, since they contain or will contain important information.

The Offer will be made exclusively under the laws of the Federal Republic of Germany, in particular under the German Securities Acquisitions and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*) and the German Stock Exchange Act (*Börsengesetz – BörsG*) 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 the Company cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than 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 will not be made, neither directly nor indirectly, in jurisdictions where to do 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 any other relevant jurisdiction.

To the extent that 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 the Company and the persons acting jointly with the Company. Such forward-looking statements are based on current plans, estimates and forecasts, which the Company and the persons acting jointly with the Company have 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 the Company or the persons acting jointly with the Company. 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. The Company and the persons acting jointly with the Company do not assume an obligation to update the forward-looking statements with respect to the actual development or incidents, basic conditions, assumptions or other factors.