

**Rocket Internet SE  
Berlin**

**Announcements pursuant to Section 23 para. 2 and Section 23 para. 1 sentence 1 no. 1 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 will expire on October 30, 2020 at 24.00 hours (midnight) (CET) unless extended pursuant to the provisions of the WpÜG.

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

On October 26, 2020 and thus after the publication of the Offer Document and prior to the publication 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, the Company acquired 10,981 Rocket Internet Shares outside of the Offer under the share buy-back program announced on September 24, 2020 (announcement pursuant to Article 5 para.1 lit. a) of Regulation (EU) No 596/2014 and Article 2 para. 1 of the Delegated Regulation (EU) 2016/1052). This corresponds to approximately 0.01% of the share capital and the voting rights (within the meaning of the German Securities Trading Act (*Wertpapierhandelsgesetz* – “**WpHG**”)) in the Company. The highest purchase price paid by the Company in this regard amounted to EUR 18.57 per Rocket Internet Share. The transfer of the 10,981 Rocket Internet Shares to the Company is expected to take place on October 28, 2020. The 10,981 Rocket Internet Shares will already be taken into account in Section II.2 of the announcement pursuant to Section 23 para. 1 sentence 1 no. 1 of the WpÜG in conjunction with Section 39 para. 2 sentence 3 no. 1 of the BörsG below.

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

1. As of October 26, 2020, 18:00 hours (CET) (“**Reference Date**”), the Offer has been accepted for a total of 12,157,732 Rocket Internet Shares. This corresponds to approximately 8.96% of the share capital of the Company at the time of the Reference Date and the voting rights of the Company (within the meaning of the WpHG) at the time of the Reference Date.

2. As of the Reference Date, the Company directly held 75,981 Rocket Internet Shares which corresponds to approximately 0.06% of the share capital of the Company at the time of the Reference Date and the voting rights of the Company (within the meaning of the WpHG) at the time of the Reference Date.
3. As of the Reference Date, 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 Reference Date and the voting rights of the Company (within the meaning of the WpHG) at the time of the Reference Date. 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 Reference Date, 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 Reference Date no additional voting rights were attributed to them pursuant to Section 30 of the WpÜG.

**Berlin, October 27, 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.