

- Convenience Translation -

**Rocket Internet SE
Berlin**

Announcement pursuant to Section 23 para. 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 expired on October 30, 2020 at 24.00 hours (midnight) (CET).

On November 19, 2020 and thus after the publication of the Offer Document and within one year following 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, Global Founders GmbH, Munich (“**Global Founders**”), a person acting jointly with the Company within the meaning of Section 2 para. 5 of the WpÜG, entered into a purchase and assignment agreement in respect of the acquisition of 6,148,683 Rocket Internet-Shares. The acquired shares correspond to approx. 4.53 % of the share capital and the voting rights (within the meaning of the German Securities Trading Act (*Wertpapierhandelsgesetz*)) in the Company. The purchase price paid by Global Founders amounts to EUR 18.57 per Rocket Internet-Share. The transfer of legal title to the Rocket Internet-Shares to Global Founders is expected to take place on November 26, 2020.

The purchase and assignment agreement provides that the payment of the purchase price will be deferred in part by the Seller pursuant to the terms of a vendor loan arrangement. The receivables under the vendor loan will become due in various installments, with the last installment due on November 30, 2025. The portion of the purchase price for which payment is deferred is subject to interest of 1.0 % p.a. during the deferral period. The interest is calculated according to the day count convention “ACT/ACT” (*i.e.*, actual days divided by actual days of the base year). Deferral interest accrued up to an installment date shall become due with the relevant installment payable on the purchase price and at the latest on November 30, 2025. To secure the claims under the vendor loan arrangement, Global Founders has granted the vendor a pledge over a total of 9,223,004 Rocket Internet-Shares.

Berlin, November 23, 2020

Rocket Internet SE

Important note:

This announcement is for informational purposes only and neither constitutes an invitation to sell, nor an offer to purchase, securities of Rocket Internet SE but constitutes a legally required announcement according to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) in the context of a public delisting self-tender offer (the “Offer”) of Rocket Internet SE (the “Company”), which expired on October 30, 2020.

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.