

## AD-HOC ANNOUNCEMENT

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Disclosure of an inside information acc. to Art. 17 Sec. 1 of the Regulation (EU) No. 596/2014 (Market Abuse Regulation – MAR)

### **Ad-hoc: Rocket Internet SE resolves on public share purchase offer to buyback own shares for up to 15,076,729 shares**

**Berlin, Germany, December 9, 2019** – The management board of Rocket Internet SE (the “Company”) (ISIN DE000A12UKK6 / WKN A12UKK) resolved today, with the approval of the supervisory board, utilizing the authorization of the annual general meeting of June 6, 2019, to buy back up to 15,076,729 shares of the Company (corresponding to up to 10.0% of the Company’s share capital (*Grundkapital*)) through a public share purchase offer against payment of an offer price in the amount of EUR 21.50. It is currently intended to cancel the repurchased shares and reduce the share capital.

The offer period will commence on December 10, 2019, 00:00 (CET), and is expected to end on December 18, 2019, 24:00 (CET). United Internet Investments Holding AG & Co. KG, a shareholder of the Company, has irrevocably committed itself, today, vis-à-vis the Company to accept the public share purchase offer for the 11,219,841 shares directly held by it (corresponding to 7.4% of the Company’s share capital).

If more than 15,076,729 shares are tendered for buyback under this public share purchase offer, the declarations of acceptance will be considered proportionally, i.e., in the ratio of the 15,076,729 shares to the aggregate number of shares tendered for buyback. If the share purchase offer is accepted for more than 15,076,729 shares in the Company and the Company is only able to consider the shares tendered by United Internet Investments Holding AG & Co. KG proportionally to all tendered shares, Mr. Oliver Samwer has committed himself vis-à-vis United Internet Investments Holding AG & Co. KG to acquire the shares, which the Company will not purchase, at the offer price of EUR 21.50 over the course of a period of six months.

Further details on the public share purchase offer can be found in the offer document, which will be published on the Company’s website ([www.rocket-internet.com](http://www.rocket-internet.com)) under the heading „Investors – Share – Public Share Purchase Offer 2019“ prior to the commencement of the offer period as well as subsequently in the German Federal Gazette under [www.bundesanzeiger.de](http://www.bundesanzeiger.de).

In addition, the Company has, based on a resolution of the management board, with the approval of the supervisory board of today, irrevocably undertaken vis-à-vis United Internet AG to accept a public purchase offer of United Internet AG relating to up to 9,000,000 shares

for 8,135,804 of the Company's shares in United Internet AG against payment of an offer price in the amount of EUR 29.65. This corresponds to a shareholding of the Company in United Internet AG of approximately 4.0% of the current share capital of United Internet AG. If the share purchase offer of United Internet AG is accepted for more than 9,000,000 shares by shareholders of United Internet AG, the shares tendered by the Company will only be considered by United Internet AG proportionally to all tendered shares. In this case, the Company will retain certain of their shares.

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*This release contains forward-looking statements. These statements are based on the current views, expectations and assumptions of the management of Rocket Internet SE ("Rocket Internet") and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those described in such statements due to, among other things, changes in the general economic and competitive environment, risks associated with capital markets, currency exchange rate fluctuations and competition from other companies, changes in international and national laws and regulations, in particular with respect to tax laws and regulations, and other factors. Rocket Internet does not assume any obligations to update any forward-looking statements.*

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