

ROCKET INTERNET

Public Share Purchase Offer

of

Rocket Internet SE

Charlottenstraße 4, 10969 Berlin, Germany,

to its shareholders

for the acquisition of in the aggregate up to 15,076,729 no-par value bearer shares of Rocket

Internet SE (ISIN DE000A12UKK6 / WKN A12UKK)

against payment of an amount of

EUR 21.50

per no-par value bearer share of Rocket Internet SE

Offer period:

December 10, 2019, 00:00 (CET), until and including December 18, 2019, 24:00 (CET)

Convenience Translation

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1 General information and notices

1.1 Execution of the Share Purchase Offer Pursuant to German law

The share purchase offer described in this offer document (the “**Offer Document**”) and directed to the shareholders of Rocket Internet SE with registered office in Berlin (address: Charlottenstraße 4, 10969 Berlin, Germany) (hereinafter “**Rocket Internet**” or the “**Company**”) and the shareholders of the Company each a “**Rocket Internet Shareholder**” and together the “**Rocket Internet Shareholders**”), is a public offer by the Company for the acquisition of up to 15,076,729 Rocket Internet Shares (as defined in Section 2.1) (the “**Offer**”).

The Offer is exclusively carried out under the laws of the Federal Republic of Germany. According to the administrative practice of the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – “**BaFin**”), offers for the buyback of shares do not fall within the scope of the provisions of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetzes* – “**WpÜG**”). Accordingly, this Offer has neither been submitted to BaFin (or any other authority) for review nor for examination and does not comply with the provisions of the WpÜG. No public offer pursuant to laws and regulations of jurisdictions other than those of Germany (the “**Foreign Jurisdictions**”) are intended. In addition, no announcements, registrations or approvals of the Offer Document or the Offer have been made or caused outside the Federal Republic of Germany. Accordingly, Rocket Internet Shareholders may not claim for or rely on the applicability of Foreign Jurisdictions concerning the protection of investors.

1.2 Publication of the Offer Document

The Offer Document will be published in the Federal Gazette (“**Bundesanzeiger**”) (<http://www.bundesanzeiger.de>) (German language only) as well as on the website of Rocket Internet (<http://www.rocket-internet.com>) under the heading “Investors – Share – Public Share Purchase Offer 2019.” Apart from these publications, no further publication or distribution of the Offer Document is intended. This English translation of the Offer Document has been prepared and published on the Company’s website (<http://www.rocket-internet.com>) under the section “Investors – Share – Public Share Purchase Offer 2019.” However, only the original Offer Document in the German language is legally binding.

1.3 Distribution and Acceptance of the Offer Outside the Federal Republic of Germany

The publication of the Offer Document by the Company is exclusively based on the laws of the Federal Republic of Germany. A publication under the laws of any other jurisdiction has not occurred and is neither intended nor permitted by the Company. Any such non-permitted publication, dispatching, distribution or dissemination of the Offer Document may be subject to the provisions (particularly restrictions) of Foreign Jurisdictions. This also applies to any summary or other description of the terms and conditions contained in the Offer Document.

In particular, the Offer is not, whether directly or indirectly, made in the United States of America. Therefore, neither the Offer Document nor its content may be published, dispatched, distributed or disseminated within the United States of America, and in each case neither by means of utilization of any postal service nor by any other means or instruments of business communication between single states or foreign trade or any facilities of a national stock exchange of the United States of America. This includes, among others, submission by fax, electronic post, telex, telephone and the Internet. Copies of the Offer Document or any other documents related to this Offer may also not be distributed or submitted to or within the United States of America.

To the extent a custodian bank or securities services provider with registered seat in Germany or any German branch of a custodian bank or securities services provider (“**Custodian Bank**”) has information or transmission obligations in connection with this Offer vis-à-vis its customers, which are based on the legal provisions governing the custodian relationship, the Custodian Bank is obliged to comply with the aforementioned restrictions and to examine the potential impact of Foreign Jurisdictions in its own responsibility. Any transmissions of the Offer Document, a summary of the Offer Document or any other description of the terms and conditions of this Offer Document or documents containing information related to the Offer to shareholders outside of Germany by Custodian Banks or third parties take place neither on behalf of nor upon initiation nor in the responsibility of the Company.

Apart from said restrictions, and subject to the terms and conditions of this Offer Document, the Offer may generally be accepted by all domestic and foreign shareholders. The Company advises its shareholders that acceptances of this Offer from outside the Federal Republic of Germany may be subject to legal restrictions. Shareholders intending to accept the Offer from outside the Federal Republic of Germany and/or who are subject to jurisdictions other than the Federal Republic of Germany are recommended to inform themselves about the applicable laws and restrictions thereunder and to comply with them. The Company does not warrant that the acceptance of this Offer from outside the Federal Republic of Germany is permitted. In addition, the Company cannot assume any responsibility for non-compliance with applicable laws or the restrictions of this Offer by third parties. The Company further advises its shareholders that declarations of acceptances which would directly or indirectly constitute an infringement of the aforementioned restrictions, in particular acceptances by shareholders with seat, registered address or habitual abode in the United States of America, will not be accepted by the Company.

Subject to the above statements, this Offer may be accepted by all Rocket Internet Shareholders.

1.4 Firm Commitments by Shareholders to Accept this Offer

United Internet Investments Holding AG & Co. KG (“**United Internet Investments**”) has irrevocably committed itself vis-à-vis the Company to accept the Offer for the 11,219,841 Rocket Internet Shares (as defined in Section 2.1) directly held by it (corresponding to 7.4% of the Rocket Internet Shares), the allocation being subject to Section 3.5. If the Offer is accepted for more than 15,076,729 Rocket Internet Shares and the Company is only able to consider the Rocket Internet Shares tendered by United

Internet Investments proportionally to all tendered Rocket Internet Shares, Mr. Oliver Samwer has committed himself vis-à-vis United Internet Investments to acquire the Rocket Internet Shares, which the Company will not purchase, at the offer price of EUR 21.50 over the course of a period of six months.

In addition, the Company has irrevocably committed itself vis-à-vis the parent company of United Internet Investments Holding AG & Co. KG, United Internet AG (“**United Internet**”), to accept a public purchase offer of United Internet (the “**United Internet Offer**”) for 8,135,804 shares of United Internet (together the “**United Internet Shares**” and each a “**United Internet Share**”), which it holds in United Internet (corresponding to approximately 4.0% of the United Internet Shares). The United Internet Offer relates to up to 9,000,000 United Internet Shares for a purchase price of EUR 29.65 per United Internet Share.

1.5 Publication of the Decision to Launch the Share Purchase Offer

Rocket Internet has published its decision to launch the Offer on December 9, 2019 by means of an ad-hoc-notification pursuant to Art. 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse. The ad-hoc notification is available on the Company’s website <http://www.rocket-internet.com> under the heading “Investors – News – Ad-hoc.”

1.6 Status of the Information contained in this Offer Document

All information, opinions and intentions as well as all forward-looking statements contained in this Offer Document (together the “**Information**”) are based, if not explicitly stated otherwise, on the currently available information, planning and certain assumptions of the Company at the time of the publication of this Offer Document which may change in the future. In the event of a change in the information, plans and assumptions on which this Offer Document is based, Rocket Internet is under no obligation to update this Offer Document.

2 Offer for Share Purchase

2.1 Subject Matter of the Offer

With this Offer, Rocket Internet offers all Rocket Internet Shareholders to acquire no-par value bearer shares of the Company with a notional amount of the Company’s share capital of EUR 1.00 per share held by them (ISIN DE000A12UKK6 / WKN A12UKK) including all rights pertaining to these shares, in particular any potential dividend claims (together the “**Rocket Internet Shares**” and each a “**Rocket Internet Share**”) for a purchase price of

EUR 21.50 per Rocket Internet Share

(“**Offer Price**”), subject to the terms and conditions of this Offer Document.

The Offer is limited to up to 15,076,729 Rocket Internet Shares, representing a notional amount of the share capital of in total up to EUR 15,076,729.00. This corresponds to 10.0% of the current share capital of the Company. In the event more than the maximum

number of Rocket Internet Shares are tendered (“**Over-Subscription**”), the declarations of acceptance will be considered on a pro rata basis as specified in more detail in Section 3.5.

2.2 Offer Period

The period for the acceptance of the Offer starts on December 10, 2019, 00:00 (Central European Time) and expires on December 18, 2019, 24:00 (Central European Time) (the “**Offer Period**”).

The legal provisions of the WpÜG are not applicable to this Offer, accordingly, the legal provisions of the WpÜG regarding a possible extension of the Offer Period are not applicable either. However, the Company reserves the right to extend the Offer Period. Should the Company decide to extend the Offer Period, such decision will be published prior to the expiry of the Offer Period in the Bundesanzeiger (<http://www.bundesanzeiger.de>) and on the Company’s website (<http://www.rocket-internet.com>) under the heading “Investors – Share – Public Share Purchase Offer 2019.” In the event of an extension of the Offer Period all dates in this Offer Period regarding the implementation of the Offer will be deferred accordingly.

2.3 Conditions

The consummation of this Offer and the sale and transfer agreements concluded upon acceptance of the Offer are not subject to any conditions. No consents or approvals by public authorities are required.

3 Completion of the Offer

The Company has appointed Joh. Berenberg, Gossler & Co. KG, Hamburg, Germany, as its settlement agent for the technical processing of the Offer (the “**Settlement Agent**”).

3.1 Declaration of Acceptance and Reclassification

Rocket Internet Shareholders may only accept the Offer within the Offer Period by written declaration to their custodian bank. The declaration has to contain a statement by the respective Rocket Internet Shareholder for how many Rocket Internet Shares the Offer is accepted.

In addition, the respective custodian bank has to be instructed to book the Rocket Internet Shares for which the Offer is accepted from the custodian account of the respective shareholders to the interim class ISIN DE000A255EA2 / WKN A255EA (the “**Interim Class**”) with Clearstream Banking Aktiengesellschaft, Frankfurt am Main („**Clearstream**“).

The declaration of acceptance only becomes effective if the Rocket Internet Shares for which acceptance was declared are booked to the Interim Class in time. The process will be initiated by the respective custodian bank upon receipt of the declaration of acceptance. The Rocket Internet Shares are deemed to be booked to the Interim Class in time if the process is effected by 18:00 (Central European Time) on the second

banking day (including) following the expiry of the Offer Period, i.e., and subject to an extension of the Offer Period, by December 20, 2019, 18:00 (Central European Time).

Acceptance declarations that are not received by the respective custodian banks within the Offer Period or that are filled in deficiently or incompletely are not deemed as acceptance of the Offer and do not entitle the respective Rocket Internet Shareholder to the receipt of the Offer Price.

3.2 Further Declarations of Accepting Rocket Internet Shareholders

The Company does not assume any liability for the actions and omissions of custodian banks in connection with shareholders accepting this Offer. In particular, the Company will not assume any liability if any Custodian Bank fails to notify the Settlement Agent properly and in a timely manner of any shareholder accepting the Offer or to book the tendered Rocket Internet Shares properly and in a timely manner into the Interim Class.

Upon declaration of acceptance of the Offer

- (a) each accepting Rocket Internet Shareholder instructs its custodian bank, (i) to book the Rocket Internet Shares for which the Offer is accepted from the custodian account of the respective shareholder to the interim class ISIN DE000A255EA2 / WKN A255EA with Clearstream; and (ii) to instruct and authorize Clearstream, while taking into account a potential pro rata allocation in case of Over-Subscription (see Section 3.5), to make the Rocket Internet Shares, for which acceptance has been declared, available to the custodian account of the Settlement Agent with Clearstream immediately following the expiry of the Offer Period to allow for a transfer of ownership to the Company;
- (b) each accepting Rocket Internet Shareholder instructs and authorizes the Settlement Agent and its respective custodian bank (in each case under exemption of the prohibition of self-dealing pursuant to Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) to take all steps and to issue and receive all declarations that are required or useful under this Offer Document for the processing of the Offer, particularly to effect the transfer of ownership of the Rocket Internet Shares tendered for buyback to the Company;
- (c) each accepting Rocket Internet Shareholder instructs its custodian bank to instruct and to authorize Clearstream to make available on each trading day, either directly via the Settlement Agent or indirectly via the custodian bank, all information required for the publication of the results of this Offer to the Company, particularly the number of Rocket Internet Shares in the custodian account of the respective custodian bank with Clearstream that are booked into the Interim Class;
- (d) each accepting Rocket Internet Shareholder instructs and authorizes its respective custodian bank, subject to the terms and conditions of this Offer, to transfer the Rocket Internet Shares for which the Offer has been accepted, and in each case including all rights pertaining to them, to the Company

concurrently (*Zug um Zug*) against payment of the respective Offer Price to the account of the respective custodian bank with Clearstream. In case the acceptances are only considered on a pro rata basis, the declaration for the transfer of ownership only refers to the Rocket Internet Shares for which the Offer is accepted following the allocation procedure, as specified in more detail in Section 3.5;

- (e) each accepting Rocket Internet Shareholder declares (i) that it accepts the Offer of the Company to conclude a sale and purchase agreement – subject to the terms and conditions of this Offer Document – for the number of Rocket Internet Shares stated in the declaration of acceptance, and (ii) that it agrees with the transfer of ownership of the respective Rocket Internet Shares to the Company concurrently (*Zug um Zug*) against payment of the Offer Price; and
- (f) each accepting Rocket Internet Shareholder warrants by means of an independent guarantee irrespective of fault that it is the sole owner of the Rocket Internet Shares tendered for buyback at the time of the transfer of ownership, that the Rocket Internet Shares tendered for buyback are not subject to any transfer restrictions and that the Rocket Internet Shares tendered for buyback are free from any third-party rights.

The instructions, orders, authorizations, declarations and assurances described in paragraphs a) to f) above shall be issued and/or declared irrevocably with the declaration of acceptance of the Offer.

3.3 Legal Consequences of the Acceptance of the Offer

By accepting this Offer, and subject to the terms and conditions contained in this Offer Document and subject to a potential pro rata allocation pursuant to Section 3.5, a contract regarding the sale and transfer of the Rocket Internet Shares tendered for buyback, including all rights pertaining to them (in particular any potential dividend claims) is concluded between the respective accepting Rocket Internet Shareholder and the Company.

Furthermore, by accepting the Offer, each Rocket Internet Shareholder irrevocably makes the declaration described in Section 3.2 and issues the instructions, orders, authorizations and assurances described therein. The Rocket Internet Shareholders who transfer their Rocket Internet Shares in accordance with this Offer, will not receive any dividend for those Rocket Internet Shares.

3.4 Implementation of the Offer and Payment of the Offer Price

The payment of the purchase price will be effected – subject to a potential pro rata allocation pursuant to Section 3.5 – concurrently (*Zug um Zug*) against transfer of the tendered Rocket Internet Shares to the account of the Settlement Agent with Clearstream for transfer to the Company.

In case not all tendered Rocket Internet Shares can be repurchased due to Over-Subscription and a pro rata allocation, the Settlement Agent will instruct Clearstream to rebook these remaining Rocket Internet Shares to the former ISIN (Section 3.5).

It is expected that the purchase price will be available on the account of the respective custodian bank with Clearstream between the fifth and seventh Banking Day following the expiry of the Offer Period. The respective custodian banks are instructed to credit the Offer Price to the account specified in the written declaration of acceptance of the respective Rocket Internet Shareholder. In case of a pro rata allocation, the payment of the purchase price may, irrespective of the Company's obligation to immediately effect the payment of the purchase price, be delayed by a few days due to technical processing.

The obligation of the Company to pay the purchase price shall, however, be deemed fulfilled upon crediting the owed purchase price to the account of the respective custodian bank with Clearstream.

3.5 Allocation in Case of Over-Subscription of the Offer

If more than 15,076,729 Rocket Internet Shares are tendered for buyback under this Offer (Over-Subscription), the declarations of acceptance will be considered on a pro rata basis, i.e. corresponding to the quota of the maximum number of Rocket Internet Shares that may be purchased in this Offer, i.e. 15,076,729 Rocket Internet Shares, to the aggregate number of Rocket Internet Shares tendered by the Rocket Internet Shareholders for buyback.

In such case, the Company acquires from each Rocket Internet Shareholder the pro rata number of Rocket Internet Shares tendered by him. The pro rata number is calculated as follows:

$$\text{Pro rata Number} = \frac{A}{B} \times C$$

“A” corresponds to the maximum number of Rocket Internet Shares that may be purchased in this Offer, i.e. 15,076,729 Rocket Internet Shares;

“B” corresponds to the aggregate number of Rocket Internet Shares tendered to the Company by the Rocket Internet Shareholders in accordance with the terms of this Offer;

“C” corresponds to the number of Rocket Internet Shares tendered by the respective Rocket Internet Shareholder in accordance with the terms of this Offer.

The result of the calculation will be rounded down to the next whole number; fractions of Rocket Internet Shares will be disregarded.

Following such pro rata allocation, any remaining Rocket Internet Shares tendered but not accepted for purchase will be booked back into the original ISIN DE000A12UKK6 / WKN A12UKK by Clearstream. Such booking will occur between the fifth and eighth Banking Day after the expiration of the Offer Period.

3.6 Right of Withdrawal

Shareholders who have accepted this Offer are not entitled to any contractual right of withdrawal with respect to the agreement concluded upon acceptance of this Offer. The

legal provisions of the WpÜG are not applicable to this Offer and therefore also its provisions regarding withdrawal rights do not apply.

3.7 Costs of Acceptance

All costs related to the acceptance of the purchase offer and the transfer of the Rocket Internet Shares, particularly any costs, expenses or fees imposed by the custodian banks, are to be borne by Rocket Internet Shareholders themselves.

3.8 No Stock Exchange Trading with Tendered Rocket Internet Shares

Rocket Internet has not and will not apply for admission to trading for the tendered Rocket Internet Shares on any stock exchange or otherwise provide for any trading in these Rocket Internet Shares. Accordingly, Rocket Internet Shareholders cannot sell their Rocket Internet Shares tendered for buyback into ISIN DE000A255EA2 / WKN A255EA over the stock market. This applies irrespective of whether the Rocket Internet Shares will be transferred to the Company under the Offer or whether they are returned due to an Over-Subscription of the Offer.

The trading of the Rocket Internet Shares booked under ISIN DE000A12UKK6 / WKN A12UKK remains unaffected.

4 Legal Basis for the Offer

4.1 Capital Structure of the Company

The share capital (*Grundkapital*) of the Company currently amounts to EUR 150,767,294.00 and is divided into 150,767,294 no-par value bearer shares with a notional amount of EUR 1.00 per no-par value bearer share. The shares are admitted to stock exchange trading at the regulated market of the Frankfurt Stock Exchange (Prime Standard).

4.2 Authorization to Purchase the Company's Shares

The annual general meeting of the Company on June 6, 2019 has authorized the Management Board under agenda item 10 to buyback Rocket Internet Shares as follows (the “**Authorization**”):

“b) Creation of a new authorisation

The Management Board is authorised with the consent of the Supervisory Board to acquire by 5 June 2024 in compliance with the principle of equal treatment (Article 9 ss. 1 lit. c) (ii) SE Regulation in conjunction with Sec. 53a Stock Corporation Act (AktG)) shares of the Company of up to a total of 10% of the basic capital of the Company at the time of the resolution or – if lower – at the time of the exercise of the authorisation. Shares acquired on the basis of this authorization may not together with other of its own shares held by the Company, which the Company has already acquired and still holds or which are attributable to it according to Article 5 SE Regulation in conjunction with Sec. 71a et seqq.

Stock Corporation Act, exceed 10% of the basic capital of the Company in each case.

The authorisations can be exercised once or several times in one or several amounts in pursuit of one or more objectives by the Company but also by group companies or by third parties for the account of the Company or of the group companies.

The authorisation may not be exercised for the purpose of trading in the Company's own shares.

c) The manner and method of acquisition of the Company's own shares

The acquisition of its own shares by the Company takes place at the discretion of the Management Board (i) through the stock exchange, (ii) by a public purchase offer addressed to all shareholders of the Company or by a public request to the shareholders to make a sales proposal (the acquisition according to (ii) hereinafter "Public Acquisition Offer") or

[...]

(ii) Acquisition of shares (1) by means of a public purchase offer or (2) by means of public request to make a sales offer

In the case of an acquisition by public purchase offer the Company can set a fixed purchase price or a purchase price range for each share (without ancillary purchase costs), within which it is prepared to purchase shares. In the Public Acquisition Offer, the Company can set a period for acceptance or the making of the offer and the possibility and the conditions for adjustment of the purchase price range during the period in the event of not only insignificant price changes. The purchase price will in the case of a purchase price range be ascertained on the basis of the sales prices stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the ending of the offer period.

(1) In the case of a public purchase offer of the Company, the offered purchase price or the purchase price range may not exceed or fall below the volume-weighted average market price for a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the day of the public announcement of the offer by more than 10%. In the event of adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the public notification of the adjustment will be relied on.

[...]

The volume of the purchase offer or the sales request can be restricted. If the shares offered by the shareholders for acquisition exceed the total amount of the purchase offer or the sales request of the Company, they will be taken into account

or accepted in the proportion borne by the total amount of the purchase offer or the sales request to the total of the shares of the Company offered by the shareholders. It can, however, be provided that minor amounts of up to one hundred (100) shares offered per shareholder will be acquired in preference. The purchase offer or the sales request can provide other conditions.”

The complete wording of the Authorization, together with an explanatory report of the Management Board, was published with the invitation of the general meeting in the Federal Gazette on April 30, 2019 and is also available on the Company’s website (<http://www.rocket-internet.com>) under the heading “Investors - Annual General Meeting.”

4.3 Resolution of the Management Board to launch the Offer

Based on the Authorization, the management board, with the approval of the supervisory board, has resolved on December 9, 2019 to purchase up to 15,076,729 Rocket Internet Shares by means of a public share purchase offer. The decision of the management board to launch the Offer was published as described in more detail in Section 1.5.

5 Previous Buybacks and Treasury Shares

The management board of Rocket Internet decided on August 14, 2017, with the approval of the supervisory board utilizing the authorization of the annual general meeting of June 2, 2017, to repurchase up to 5,000,000 Rocket Internet Shares (up to 3.0% of the share capital of the Company at that time) at a total purchase price without ancillary costs of a maximum up to EUR 100 million with the purpose of redeeming such Rocket Internet Shares and reducing the share capital. The buyback program started on August 14, 2017 and was terminated prematurely on April 16, 2018 by a revocation of the program through a resolution of the management board on April 16, 2018 with the approval of the supervisory board. Rocket Internet acquired 1,041,167 Rocket Internet Shares under this program (0.6% of the share capital of the Company at that time), all of which were redeemed on May 23, 2018.

On April 16, 2018, the management board of Rocket Internet resolved, with the approval of the supervisory board utilizing the authorization of the annual general meeting of June 2, 2017, to buy back up to another 15,472,912 Rocket Internet Shares (up to 9.4% of the Company’s registered share capital at that time) through a public share purchase offer against payment of an offer price in the amount of EUR 24.00 per share. A total number of 9,724,739 Rocket Internet Shares were tendered and subsequently redeemed (together with the 1,041,167 Rocket Internet Shares described in the preceding paragraph); thus, the share capital of the Company was reduced from EUR 165,140,790.00 to EUR 154,374,884.00.

On July 12, 2018, the management board of Rocket Internet resolved to accept offers to sell from the holders of the convertible bonds due July 22, 2022 issued by the Company (ISIN DE000A161KH4) in an aggregate nominal amount of EUR 253.9 million in form of a modified Dutch auction process. The convertible bonds were bought back at a price of 110% of the principal amount and were subsequently

cancelled. Since the nominal amount of the remaining convertible bonds of approximately EUR 35 million was less than the 15.0% of the aggregate nominal amount of the convertible bonds initially issued, the Company exercised its early redemption right to terminate the convertible bond in whole, with a call redemption date of September 4, 2018.

On September 20, 2018, the management board of Rocket Internet resolved, with the approval of the supervisory board utilizing the authorization of the annual general meeting of June 8, 2018, to buy back up to 5,500,000 Rocket Internet Shares (up to 3.6% of the share capital of the Company at that time) at a total purchase price without ancillary costs of up to EUR 150 million. The program ended on September 19, 2019 with 3,607,590 Rocket Internet Shares having been repurchased. On December 6, 2018, the 1,860,486 Rocket Internet Shares bought back until then were redeemed to reduce the Company's share capital from EUR 154,374,884.00 to EUR 152,514,398.00. The remaining 1,747,104 Rocket Internet Shares were redeemed on the basis of a resolution of the management board of October 2, 2019 and the Company's share capital was further reduced from EUR 152,514,398.00 to EUR 150,767,294.00. The reduction of the share capital to EUR 150,767,294.00 was registered in the commercial register on October 21, 2019.

Assuming complete acceptance and consummation of the Offer described in this Offer Document, the total number of treasury shares held by Rocket Internet would be 15,076,729 shares. This would correspond to 10.0% of the Company's current share capital.

6 Rights of the Company Regarding the Acquired Rocket Internet Shares

Rocket Internet will not be entitled to any shareholder rights with respect to the Rocket Internet Shares acquired under this Offer. In particular, the Company will not be entitled to any voting or dividend rights. Hence, the influence of Rocket Internet Shareholders who do not accept the Offer will therefore proportionately increase. Since no voting rights may be exercised from treasury shares held, the shareholding of each shareholder proportionally increases. Treasury shares held by the Company are also disregarded for the purpose of any dividend payment from net profits. However, Rocket Internet currently does not intend to pay a dividend for the financial year 2019.

7 Financing of the Share Purchase and Intended Utilization of the Acquired Rocket Internet Shares

The Company has the financial means to fulfil the Offer in full at the time the Offer Price becomes due and payable. The Company finances the purchase of the Rocket Internet Shares through a withdrawal from its free capital reserve.

The Company intends to cancel the Rocket Internet Shares bought back under the Offer by way of a reduction of the share capital in accordance with the statutory provisions.

8 Remarks on the Offer Price

The Offer Price of EUR 21.50 per no-par value bearer share of the Company takes into account the provisions of the Authorization for the determination of the purchase price. According to the Authorization, the purchase price per share (excluding ancillary purchase costs) must not exceed or fall below the volume-weighted average closing price for a share of the Company in the Xetra trading system (or a comparable successor system) on the five (5) trading days prior to the publication of the offer by more than 10.0%.

The time period relevant for the determination of the consideration comprises the trading days from December 2, 2019 until December 6, 2019 (the “**Reference Period**”). The volume-weighted average price in the Xetra trading system for the Reference Period amounted to EUR 21.89.

The Offer Price in the amount of EUR 21.50 is 1.8% lower than the volume-weighted average price in the Xetra trading system for the Reference Period.

For the avoidance of doubt, the Company clarifies that the Offer Price will not be subject to any judiciary review upon application of a shareholder.

9 Impact of the Offer

The Rocket Internet Shares admitted to trading on the Frankfurt Stock Exchange will remain tradable at the stock exchange under the ISIN DE000A12UKK6 during the whole Offer Period as well as after the consummation of the Offer.

It cannot be predicted how the stock market price of the Rocket Internet Shares will develop during and after the Offer Period. It cannot be excluded that the supply and demand for Rocket Internet Shares decreases depending on the acceptance quota and after the consummation of the Offer which would negatively affect the trading liquidity of the Rocket Internet Share.

A potential limitation of the trading liquidity may also lead to higher price fluctuations when compared to the past.

10 Tax Notice

The acceptance of this Offer leads – pursuant to the terms and conditions of this Offer Document – to the disposal of Rocket Internet Shares of Rocket Internet Shareholders accepting the Offer. Rocket Internet recommends Rocket Internet Shareholders to obtain tax advice prior to the acceptance of the Offer regarding the tax consequences of the acceptance of the Offer which takes into account their personal circumstances.

11 Publications

All supplements or amendments to the Offer Document will be published in the same manner as the Offer Document (see Section 1.2). Other publications and notifications by the Company in connection with the Offer will be published on the Company’s

website under <http://www.rocket-internet.com>, to the extent no specific publication obligations exist.

The Company will – presumably on the second banking day following the expiry of the Offer Period – publish the final results of the share purchase offer under <http://www.rocket-internet.com> and the Federal Gazette (“*Bundesanzeiger*”) (<http://www.bundesanzeiger.de>). In case acceptances can only be considered on a pro rata basis (see Section 3.5), the Company will further publish the relevant acceptance quota.

12 Applicable Law and Place of Jurisdiction

The Offer and the share purchase and transfer agreements concluded upon acceptance of the Offer shall be exclusively governed by the laws of the Federal Republic of Germany.

In case a Rocket Internet Shareholder is a businessman, a legal entity under public law or a separate estate pursuant to public law, the courts of Frankfurt am Main, Germany, shall have exclusive jurisdiction for all claims made under or in connection with this Offer and the share purchase and transfer agreements concluded upon acceptance of this Offer. To the extent legally permissible, the same applies via persons that have no general place of jurisdiction in the Federal Republic of Germany or persons that have relocated their domicile or common residential seat to a place outside of the Federal Republic of Germany following the conclusion of the share purchase and transfer agreements by means of acceptance of this Offer, or whose domicile or common residential seat is unknown at the time of filing of the lawsuit.

13 Miscellaneous

All time data in this Offer Document refer to Central European Time. References to a “Banking Day” refer to a day where banks in Frankfurt am Main, Germany, are open for general business and where the Trans-European Automated Real-time Gross Settlement Express Transfer System (TARGET) or a comparable system is ready to operate.

Berlin, December 9, 2019

Rocket Internet SE

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