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Rocket Internet Announces IPO Price Range

- Shares to be offered in a price range of €35.50 to €42.50
- Offer period to commence on 24 September 2014 and expected to end on 7 October 2014
- Listing on the Frankfurt Stock Exchange planned for 9 October 2014
- Overall placement volume at the mid-point of the price range, including full exercise of greenshoe option, amounts to €1.477 billion with a free float after all lock-ups of 24.0%
- Market capitalization at the mid-point of the price range, including full exercise of the greenshoe option, amounts to €6.161 billion
- Cornerstone investors have committed to purchase shares in the aggregate amount of €582.5 million in the IPO at the offer price
- Proceeds to be used to fund the launch of new companies, finance existing concept companies as well as to consolidate Rocket's stakes in some of its more established companies
- No existing shareholder will sell any shares in the IPO; all existing shareholders and cornerstone investors have committed to a 12 month lock-up period
- New Supervisory Board elected

Berlin, Germany, 23 September 2014 – Rocket Internet AG (“Rocket” or the “Company”) today announces details of its planned initial public offering (“IPO”) on the Frankfurt Stock Exchange. The price range has been set between €35.50 and €42.50 per share. The offer period is expected to start on 24 September 2014 and is expected to end on 7 October 2014. The listing of the shares on the Frankfurt Stock Exchange is planned for 9 October 2014.

The offering consists of a public offering in Germany and Luxembourg and private placements in other jurisdictions. In the United States, shares will be offered exclusively to qualified institutional buyers in accordance with Rule 144A under the Securities Act. Outside

the United States, shares will be offered in reliance on Regulation S under the Securities Act.

Rocket will offer up to 32,941,177 newly issued shares from a capital increase. Existing Rocket shareholders will not sell any shares in the IPO. In addition, 4,941,176 shares are being offered in connection with a potential over-allotment facility (the “Greenshoe Option”). The Company expects gross proceeds of approximately €1.477 billion from the offer, assuming placement of the maximum amount of offered shares and, including the Greenshoe Option at the mid-point of the price range, which corresponds to a market capitalization of €6.161 billion.

The new shares will be of the same class and bearing the same rights as shares held by current Rocket shareholders. Rocket plans to apply for inclusion of its shares for trading on the Frankfurt Stock Exchange via the Entry Standard. Rocket intends to move to the General or Prime Standard of the Frankfurt Stock Exchange in the next 18-24 months.

Cornerstone investors and lock-up agreements

A number of world-class international cornerstone investors, of which the two largest are an investment trust managed by Baillie Gifford & Co., and J.P. Morgan Securities LLC, have committed to invest a total of €582.5 million as part of the IPO, at the offer price. Baillie Gifford & Co., led by its Scottish Mortgage Investment Trust Plc, has committed to invest €350 million, and J.P. Morgan Securities LLC has committed to invest €100 million.

The cornerstone investors join Rocket’s existing long-term, blue-chip shareholders – Global Founders, Investment AB Kinnevik, Philippine Long Distance Telephone Company, Access Industries, United Internet and HV Holtzbrinck Ventures – who have all made significant investments in, and long term commitments to, Rocket and its platform. The new cornerstone investors, as well as Rocket’s existing shareholders, have all agreed to a lock-up period of 12 months.

Oliver Samwer, Founder and CEO of Rocket, said:

“We believe Rocket has a unique opportunity to participate in the growth of Internet commerce in emerging markets. Through our operating platform, we are building and scaling the Internet giants of tomorrow. We are taking proven eCommerce business models to over 75% of the world’s population and around 75% of its mobile users, who all live in countries outside the United States and China. We have an unmatched track record of operational execution, leveraging our global expertise to move fast and build market leading companies

that deliver online services to meet consumer demand, and a history of creating value for investors. The IPO is a significant milestone for our Company and we are very pleased to have the early endorsement of world-class cornerstone investors. The capital raised through the IPO will help us launch new ventures and further invest in existing companies as we continue to grow rapidly in markets outside the United States and China.”

Use of proceeds

Rocket currently intends to spend the most significant part of the proceeds from the IPO on launching new companies and investing in existing concept companies. This will position Rocket to provide funding to its companies beyond the seed round with a view generally to retain majority ownership positions over the longer term. In addition, Rocket intends to invest in some of its younger companies, with a view to build out and maintain majority ownership positions in these selected younger companies also over the longer term. Furthermore, Rocket currently plans to invest in consolidating its stakes in some of its more established companies.

Strong track record

Rocket has consistently demonstrated a strong track record of operational excellence and value creation. Since its founding in 2007, Rocket has established best-in-class operations in more than 100 countries on five continents with more than 20,000 employees across its network of companies. It operates 66 consumer brands and addresses basic consumer needs in markets with a total population of around 5.4 billion people as they move to online and mobile channels.

Rocket’s largest and more established companies have all grown to market leading positions as the number one or number two player averaged across all their countries of operation, according to independent market research from Comscore and Similarweb. These companies are investing in a period of rapid growth and between 2012 and 2013 achieved average annual revenue growth of approximately 140%.

Rocket has a strong track record of creating value for investors. Since its founding in 2007, Rocket has delivered a money multiple of 25 times original investment. This is based on total Rocket investments of €169 million that have translated into a total value creation, including distributions, of €4.2 billion.

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New Supervisory Board elected

Alongside the IPO, Rocket has announced the election of its new Supervisory Board, which will be comprised of nine members:

Lorenzo Grabau, Chief Executive Officer of Investment AB Kinnevik, to act as Chairman of the Supervisory Board and will also chair the Executive Committee.

Prof. Dr. Marcus Englert, former Member of the Board and Chief New Media Officer at ProSiebenSat.1, Associate Partner of Solon Management Consulting, to act as Deputy Chairman of the Supervisory Board and will also chair the Nomination Committee, the Investment Committee, and the Remuneration Committee.

Prof. Dr. h.c. Roland Berger, founder and former CEO of management consultancy Roland Berger Strategy Consultants.

Ralph Dommermuth, Chief Executive Officer of United Internet AG.

Erik Mitteregger, non-executive Member of the Board of Investment AB Kinnevik, to chair the Audit Committee.

Napoleon L. Nazareno, Chief Executive Officer of Philippine Long Distance Telephone Company.

Dr. Erhard Schipporeit, former Chief Financial Officer of E.ON AG.

Daniel Shinar, Vice President and head of technology investments at Clal Industries Ltd.

Philip Yea, non-executive Chairman of the Board of Directors of bwin.party digital entertainment plc and former Chief Executive Officer of 3i Group plc.

Further Details on the Offering

Berenberg, J.P. Morgan and Morgan Stanley are acting as Joint Global Coordinators of the offering, and together with BofA Merrill Lynch, Citigroup and UBS Investment Bank, act as Joint Bookrunners.

The international securities identification number (ISIN) is DE000A12UKK6 and the German securities code number (WKN) is A12UKK. Interested investors can submit their offers to purchase shares at the beginning of the offer period, which is expected to start on 24 September 2014. The offer period for private investors is expected to end on 7 October 2014 at 12:00 noon CEST and for institutional investors at 16:00 CEST. The prospectus is available for download on Rocket Internet's website.

Ends

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About Rocket Internet

Rocket's mission is to become the world's largest Internet platform outside of the United States and China. Rocket identifies and builds proven Internet business models and transfers them to new, underserved or untapped markets where it seeks to scale them into market leading online companies. Rocket is focused on proven online business models that satisfy basic consumer needs across three sectors: eCommerce, marketplaces and financial technology. Rocket was founded in 2007 and now has more than 20,000 employees across its network of companies, which operate in more than 100 countries on five continents.

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