

*This English translation is provided for convenience only.
The German text shall be the sole legally binding version.*

ROCKET INTERNET

OFFER LETTER

Public Offer to Repurchase Shares
of

Rocket Internet SE

Charlottenstraße 4, 10969 Berlin, Deutschland,

to its shareholders

for the purchase of up to 27.664.079 no-par value bearer shares of Rocket Internet SE

(ISIN DE000A12UKK6 / WKN A12UKK)

against a cash payment in the amount of **EUR 35.00**

per share of Rocket Internet SE

Tender Ratio: 4:1

Acceptance Period:

February 9, 2022, 0:00 hours (CET)

up to and including March 10, 2022, 24:00 hours (CET)

Shares of Rocket Internet SE:

ISIN DE000A12UKK6

Shares of Rocket Internet SE tendered for repurchase:

ISIN DE000A3MQDX9

Tender Rights:

ISIN DE000A3MQDY7

Exercised Tender Rights:

ISIN DE000A3MQDZ4

The provisions of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz; “WpÜG”) do **not** apply to this Buyback Offer.

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1. General information and instructions

1.1 Implementation of the buyback offer and applicable law

The offer described in this offer letter (the “**Offer Letter**”) of Rocket Internet SE, a European company (*Societas Europaea*) with its registered office in Berlin, registered in the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg under HRB 165662 B (the “**Company**”) is a voluntary public offer in the form of a partial offer to purchase treasury shares of the Company (the “**Buyback Offer**”). The Buyback Offer is addressed to all shareholders of the Company (the “**Rocket Internet Shareholders**”) and aims at purchasing up to 27,664,079 no-par value bearer shares in the Company, each with a pro rata amount of the share capital of EUR 1.00 and including all ancillary rights existing at the time of settlement of the Buyback Offer, in particular the dividend right (ISIN DE000A12UKK6, WKN A12UKK) (each a “**Rocket Internet Share**” and together the “**Rocket Internet Shares**”).

The provisions of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*; “**WpÜG**”) do not apply to this Buyback Offer, since the securities of the Company are not admitted to trading on an organized market. Furthermore, in the course of the Takeover Directive Implementation Act (*Übernehmerichtlinie-Umsetzungsgesetz*), which came into force on July 14, 2006, the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*; “**BaFin**”) announced by interpretative decision dated August 9, 2006, most recently amended on November 2, 2017, that it will no longer apply the provisions of the WpÜG to the repurchase of treasury shares by way of a public offer. Therefore, this Buyback Offer does not comply with the requirements of the WpÜG and has not been submitted to BaFin for review or for examination. The same applies to comparable foreign regulatory authorities.

The Buyback Offer is made solely under the laws of the Federal Republic of Germany and in accordance with certain applicable provisions of US American capital markets law. The issuance or disclosure of the Buyback Offer in accordance with legislation in other jurisdictions (“**Foreign Jurisdictions**”) than that of the Federal Republic of Germany or the United States of America, or any public advertisement for the Buyback Offer subject to the regulations of Foreign Jurisdictions shall not take place, is not provided for and not intended. Rocket Internet Shareholders therefore cannot invoke or rely on the application of Foreign Jurisdictions for the protection of investors in respect of the Buyback Offer.

1.2 Publication of the Offer Letter

This Offer Letter is drafted in German and shall be published in the German Federal Gazette (<https://www.bundesanzeiger.de>) and on the Company’s website (<https://www.rocket-internet.com>) under the heading “Investors – Share – Share Purchase Offer 2022“. Beyond that, no further publication or distribution of the offer letter is planned. The Company has created an English translation of the Offer Letter, which will also be published on the Company’s website (<https://www.rocket-internet.com>) under the heading “Investors – Share – Share

Purchase Offer 2022“. Only the German version of the offer letter is legally binding.

1.3 Distribution and acceptance of the offer outside the Federal Republic of Germany and the United States of America

The Buyback Offer is addressed to all Rocket Internet Shareholders.

Rocket Internet Shareholders resident or ordinarily resident abroad should be aware that outside the Federal Republic of Germany and the United States of America, this Offer Letter is not a public purchase offer pursuant to the foreign law applicable there. Rocket Internet Shareholders who wish to accept the Buyback Offer outside the Federal Republic of Germany or the United States of America are therefore requested to note the following remarks.

Publication, dispatch, distribution or dissemination of this Offer Letter or a summary or other description of this Buyback Offer or other description of the arrangements contained in the Offer Letter may be subject to the regulations of jurisdictions other than that of the Federal Republic of Germany or the United States of America, in particular to the limitations applicable there. Publication under a jurisdiction other than that of the Federal Republic of Germany and the United States of America is (despite publication of this Offer Letter on the internet) not intended by the Company.

To the extent a custodian bank or custodian financial services provider with registered office in the Federal Republic of Germany or any German branch of a custodian bank or financial services company (**“Custodian Securities Services Provider”**) is subject to information or forwarding obligations towards its customers in connection with the Buyback Offer that are based on the laws and regulations governing the custodian relationship, the Custodian Securities Services Provider is obliged to examine the impact of Foreign Jurisdictions on such obligations in its own responsibility.

The Company does not guarantee that the publication, dispatch, distribution or dissemination of this Offer Letter or the Buyback Offer outside the Federal Republic of Germany or the United States of America is compatible with the statutory provisions applicable there. Furthermore, the Company does not warrant that the acceptance of the Buyback Offer outside the Federal Republic of Germany or the United States of America is compatible with the relevant applicable statutory provisions. Any responsibility of the Company for non-compliance with foreign statutory provisions is expressly excluded.

1.4 Publication of the decision to issue the Buyback Offer

On December 21, 2021, the Company convened an extraordinary shareholders’ meeting on January 31, 2021, as a virtual shareholders’ meeting without the physical presence of the shareholders and their proxies (with the exception of the Company’s proxies) in order to pass a resolution on the reduction of the share capital entered in the commercial register by way of redemption of fully paid Rocket Internet Shares still to be acquired by way of redemption pursuant to

Article 5 (1) Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) in conjunction with section 237 (3) no. 2, (4) and (5) of the German Stock Corporation Act (*Aktiengesetz*; “**AktG**”). In addition, the Company also published the decision of the Management Board and the Supervisory Board by way of a press release on December 21, 2021 the decision of the Management Board and Supervisory Board to propose to the Extraordinary General Meeting of the Company on January 31, 2022 to resolve on a capital reduction through the repurchase and redemption of treasury shares. The Annual General Meeting on January 31, 2022 adopted this proposal with a majority of 97.99% of the votes cast.

After the General Meeting, the Company announced by way of a further press release dated January 31, 2022 that the Buyback Offer will now be submitted. The parameters of the Buyback Offer, such as Tender Ratio, Purchase Price, and Acceptance Period, are also specified in the press release.

The corresponding press releases are also available on the Company’s website under the heading “Investors – Share Purchase Offer 2022“.

1.5 Status of the information contained in this Offer Letter

All information, opinions, intentions and forward-looking statements contained in this Offer Letter are based, unless otherwise expressly stated, on currently available information, plans and certain assumptions of the Company as of the date of the publication of this Offer Letter, which may be subject to changes in the future without notice. In the event of changes to such information, the Company assumes no obligation to update this Offer Letter. Statutory disclosure obligations of the Company shall remain unaffected.

The Company points out that, with the exception of the Central Settlement Agent, which may provide information in connection with the technical settlement on the technical aspects of the Buyback Offer in accordance with this Offer Letter, it has not authorized any third party to make any statements concerning this Offer Letter and/or the Buyback Offer. This applies in particular to Custodian Securities Services Providers. Any statements by third parties are therefore made without the approval of the Company and must not be attributed to it.

Unless otherwise expressly provided, references to a “**Section**” or “**Sections**” refer to the corresponding section(s) in this Offer Letter.

1.6 Personal responsibility for decision by the shareholders

The Company points out that this Offer Letter does not purport to be complete and that the Rocket Internet Shareholders are not obliged to accept the Buyback Offer. Rather, the Rocket Internet Shareholders must reach their own decision on the acceptance or non-acceptance of the Buyback Offer on the basis of the Offer Letter and all other sources of knowledge available to them, taking into consideration their individual economic, fiscal and other concerns. For this purpose, they should seek professional advice if necessary.

Since the decision to accept or refuse the offer also depends on the personal and individual situation of each Rocket Internet Shareholder, the Management Board cannot make any general statement as to whether it recommends to accept or refuse the offer.

2. Summary of the Buyback Offer

The following summary provides an overview of selected information contained in this Offer Letter. It is supplemented by information and data contained elsewhere in this Offer Letter and must in all respects be read in connection with that information and data. Consequently, this summary does not contain all information that may be relevant for Rocket Internet Shareholders. Rocket Internet Shareholders should therefore read the entire Offer Letter thoroughly.

Reason for the Offer	<p>The Buyback Offer serves to implement the resolution adopted by the Extraordinary General Meeting of the Company on January 31, 2022 regarding the capital reduction through the redemption of shares of the Company.</p> <p>The capital reduction through the redemption of shares is carried out for the purpose of partially repaying the share capital to the shareholders.</p>
Subject matter of the Offer	<p>The Buyback Offer is based on a pay-out volume of almost up to EUR 968,242,765.00. Accordingly, it relates to up to 27.664.079 Rocket Internet Shares representing a notional participation in share capital of up to EUR 27,664,079.00 in aggregate. This corresponds to up to approx. 26.6% of the current share capital of the Company.</p>
Consideration	<p>EUR 35,00 per Rocket Internet Share.</p>
Acceptance	<p>Rocket Internet Shareholders can accept the Buyback Offer only by notice in writing within the Acceptance Period to their Custodian Securities Services Provider for all or part of their Tender Rights; for the avoidance of doubt, delivery by fax, computer fax or e-mail will be sufficient for compliance with the written-form requirement. The Rocket Internet Shareholders shall be provided by their Custodian Securities Services Provider with a form for the acceptance of the Buyback Offer.</p> <p>The acceptance option of the individual Rocket Internet shareholder is based on the number of tender rights to which he is entitled, taking into account the purchase or sale of tender rights by the respective Rocket Internet shareholder. Accordingly, the Buyback Offer for Rocket Internet Shares can only be effectively accepted and these can only be rebooked into the Separate Shares ISIN or the Separate Shares WKN (as defined in Section 4.1), provided that for each Rocket Internet Share tendered the required</p>

	number of tender rights for the tender of the Rocket Internet Shares is available and these have been rebooked for this purpose into the Separate Tender Rights ISIN or Separate Tender Rights WKN (as defined in Section 4.1).
Acceptance Period	The period for acceptance of the Buyback Offer begins on February 9, 2022, 0:00 hours (CET) and ends on March 10, 2022, 24:00 hours (CET) (subject to extension).
Tender Rights / Tender Ratio	The Rocket Internet Shareholders will be entitled to Tender Rights, in each case with one Rocket Internet Share granting one Tender Right. Based on the applicable Tender Ratio of 4:1, 4 (four) Tender Rights are required to accept the Buyback Offer for 1 (one) Rocket Internet Share.
Trading in Tender Rights	The Tender Rights will be included in trading on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange and be tradable there under the Separate Tender Rights ISIN DE000A3MQDY7 or Separate Tender Rights WKN A3MQDY from February 9, 2022 up to the date falling two Banking Days before the end of the Acceptance Period. An off-market transfer of the Tender Rights is also permissible and possible.
Conditions	The implementation of this Buyback Offer and the purchase and transfer agreements being entered into by its acceptance are not subject to any conditions. The Company does not require any regulatory approvals or clearances in order to implement the Buyback Offer.

3. Buyback Offer

3.1 Content of the Buyback Offer

The Company hereby offers to all Rocket Internet Shareholders to purchase and acquire Rocket Internet Shares held by them at a purchase price of

EUR 35,00 per Rocket Internet Share (the “**Purchase Price**”)

in accordance with the terms of this Offer Letter.

The Buyback Offer applies to up to 27,664,079 Rocket Internet Shares representing a notional participation in share capital of up to EUR 27,664,079.00 in aggregate. This corresponds to up to approx. 26.6% of the current share capital of the Company (partial offer). The Tender Ratio is 4:1.

The acceptance option of the individual Rocket Internet Shareholders depends on the number of Tender Rights to which they are entitled, taking into account the purchase or sale of Tender Rights by the relevant Rocket Internet Shareholders (see Section 4.5 below).

3.2 Acceptance Period

The period for acceptance of the Buyback Offer begins on February 9, 2022, 0:00 hours (CET) and ends on March 10, 2022, 24:00 hours (CET) (the “**Acceptance Period**”).

The provisions of the WpÜG do not apply to the Buyback Offer. the provisions contained therein on a possible extension of the Acceptance Period shall therefore also not apply. However, the Company reserves the right to extend the Acceptance Period; in such case the extended Acceptance Period will replace the Acceptance Period for the purposes of this Offer Letter. Should the Company opt for such an extension, it will announce this prior to the expiration of the Acceptance Period in the Federal Gazette (<https://www.bundesanzeiger.de>) and on the Company’s website (<https://www.rocket-internet.com>) under the heading “Investors – Share – Share Purchase Offer 2022“; for the purpose of announcement in the Federal Gazette, the relevant notice requirement will be deemed met (regardless of the date of publication) if the documents concerning the extension of the Acceptance Period are submitted to the Federal Gazette in time. In the event of an extension of the acceptance period, the deadlines specified in this Offer Letter for the settlement of the Buyback Offer shall be postponed accordingly.

3.3 Conditions and approvals

The implementation of this Buyback Offer and the purchase and transfer agreements being entered into by its acceptance are not subject to any conditions. The Company does not require any regulatory approvals or clearances in order to implement the Buyback Offer.

Rocket Internet Shareholders are urged to review for themselves whether the acceptance or non-acceptance of the Buyback Offer requires an approval or clearance for them or leads to other reporting or disclosure obligations, particularly under applicable antitrust and capital market regulations.

3.4 Background of the Offer

The Company anticipates that the acquisition of treasury shares through the Buyback Offer with simultaneous transferability of the tender rights will serve to support the Company’s long-term strategy and objectives, as well as enable the distribution of excess liquid cash to its shareholders to adjust its share capital and financing structure, taking into account capital market developments and macroeconomic conditions.

Against this background, the Company has entered into an acceptance agreement (the “**Acceptance Agreement**”) with Elliott International Ltd. and companies controlled by it (“**Elliott**”) holding 21,859,962 Rocket Internet Shares (approximately 20.22% of the share capital). Global Founders GmbH, a limited liability company under the laws of Germany, with its registered office at Bavariafilmplatz 7, Building 49, 82031 Grünwald, registered in the commercial register of the Local Court (*Amtsgericht*) of Munich under register number HRB 173912, the principal shareholder of the Company (“**Global Founders**”), holding

67,359,150 Rocket Internet Shares (approximately 62.32% of the share capital), is also a party to this Acceptance Agreement. Under this Acceptance Agreement, Global Founders has irrevocably committed to Elliott to transfer the majority of its tender rights arising under the Offer free of charge. In return, Elliott has irrevocably undertaken towards the Company and Global Founders to accept the Buyback Offer and transfer its Rocket Internet shares to the Company upon receipt of the aforementioned tender rights from Global Founders for its Rocket Internet shares.

4. Implementation of the Buyback Offer

The Company has engaged Joh. Berenberg, Gossler & Co. KG, Hamburg, with the technical processing of the Buyback Offer as central settlement agent (the “**Central Settlement Agent**”).

4.1 Declaration of acceptance and booking

Rocket Internet Shareholders can accept the Buyback Offer only by notice in writing within the Acceptance Period to their Custodian Securities Services Provider; for the avoidance of doubt, delivery by fax, computer fax or e-mail will be sufficient for compliance with the written-form requirement. An acceptance is possible for all or part of a Rocket Internet Shareholder’s Tender Rights (taking into account potential additional purchases or sales of such rights). This enables the shareholders to manage their investment in the Company in a flexible manner.

The acceptance is effective only if and to the extent

- i. the Rocket Internet Shares for which the acceptance of the Buyback Offer was declared have been booked in due time with Clearstream Banking AG, Frankfurt am Main, into ISIN DE000A3MQDX9 (the “**Separate Shares ISIN**”) or WKN A3MQDX (the “**Separate Shares WKN**”) set up for this purpose and,
- ii. in connection with the Transfer, the required number of Tender Rights (i.e. for each tendered Rocket Internet Shares 4 (four) Tender Rights are required; see section 4.5) for the tender of the Rocket Internet Shares within the meaning of i. have been transferred into the ISIN DE000A3MQDZ4 (the “**Separate Tender Rights ISIN**”) or WKN A3MQDZ (the “**Separate Tender Rights WKN**”) established for this purpose (the Rocket Internet Shares for which the above requirements for an effective declaration of acceptance pursuant to i. and ii. have been fulfilled, the “**Tendered Rocket Internet Shares**”).

The booking of the Rocket Internet Shares into the Separate Shares ISIN or Separate Shares WKN and the booking of the Tender Rights into the Separate Tender Rights ISIN or Separate Tender Rights WKN will be initiated by the Custodian Securities Services Provider after receipt of the declaration of acceptance. The booking of the Rocket Internet Shares into the Separate Shares ISIN or Separate Shares WKN and the booking of the Tender Rights into the Separate Tender Rights ISIN or Separate Tender Rights WKN shall be deemed to have been carried out in due time if the booking is effected by 18:00 hours (CET)

on the second banking day (inclusive) after the expiry of the Acceptance Period, i.e. presumably by March 14, 2022, 18:00 hours (CET) (the so-called “**Technical Booking Period**”). Each day on which (i) banks are generally open for business in Frankfurt am Main and (ii) the Trans-European Automated Real-time Gross settlement Express Transfer system (TARGET2) or a comparable system is functional shall be referred to as a “**Banking Day**”.

The Rocket Internet Shareholders shall be provided by their Custodian Securities Services Provider with a form for the acceptance of the Buyback Offer.

The declaration of acceptance shall specify for how many Rocket Internet Shares the shareholder is accepting the Buyback Offer. The shareholder and its Custodian Securities Services Provider must ensure that there is a corresponding number of Tender Rights for the tender of Rocket Internet Shares, which includes the Tender Rights resulting from the Rocket Internet Shares held by the Rocket Internet Shareholder and any Tender Rights acquired from other shareholders, but also takes the sale of Tender Rights into account (see Section 4.5 for details).

Declarations of acceptance which are not received by the respective Custodian Securities Services Provider within the Acceptance Period or which are incorrectly or incompletely completed shall not be deemed to constitute acceptance of the Offer and shall not entitle the respective Rocket Internet Shareholder to receive the Purchase Price.

The Company assumes no liability whatsoever for the acts and omissions of the Custodian Securities Services Provider in connection with the acceptance of the Buyback Offer by the Rocket Internet Shareholders. In particular, the Company assumes no liability whatsoever if a Custodian Securities Services Provider fails to duly and timely inform the Central Settlement Agent of the acceptance of the Buyback Offer by a shareholder or to duly and timely transfer the tendered Rocket Internet Shares into the Separate Shares ISIN or Separate Shares WKN.

4.2 Further declarations by Rocket Internet Shareholders upon acceptance of the Buyback Offer

Upon declaring acceptance of the Buyback Offer pursuant to Section 4.1:

- (a) accepting Rocket Internet Shareholders declare that they accept the Buyback Offer by the Company to enter into a share purchase and transfer agreement for the Rocket Internet Shares referred to in the declaration of acceptance in accordance with the provisions of this Offer Letter. The acceptance shall only become effective with respect to Tendered Rocket Internet Shares (see Section 4.1);
- (b) accepting Rocket Internet Shareholders instruct their Custodian Securities Services Provider and any intermediate custodians to (i) initially allow the Tendered Rocket Internet Shares to remain in their securities account, but to book them into the Separate Shares ISIN or Separate Shares WKN with Clearstream Banking AG, (ii) to initially allow the corresponding number of Tender Rights to remain in their

securities account, but to book them into the Separate Tender Rights ISIN or Separate Tender Rights WKN and to have them booked from their securities account without value after the expiration of the Acceptance Period, and (iii) to instruct and authorize Clearstream Banking AG in turn to provide the Tendered Rocket Internet Shares with the Separate Shares ISIN or Separate Shares WKN immediately after the expiration of the Acceptance Period to the Central Settlement Agent in its securities account with Clearstream Banking AG for transfer to the Company;

- (c) accepting Rocket Internet Shareholders instruct and authorize the Central Settlement Agent and their respective Custodian Securities Services Provider (each subject to an exemption from the prohibition of contracting with itself as an agent for a third party and multiple representation pursuant to section 181 of the German Civil Code to undertake all necessary or appropriate measures for the settlement of the Buyback Offer in accordance with the provisions of this Offer Letter and to issue and to receive declarations, in particular to implement the transfer of ownership of the Tendered Rocket Internet Shares to the Company;
- (d) accepting Rocket Internet Shareholders instruct their Custodian Securities Services Providers to in turn instruct and authorize Clearstream Banking AG to notify the Company on each trading day through the Central Settlement Agent directly or through the Custodian Securities Services Providers of the information necessary for the announcement of the outcome of the Buyback Offer, in particular the number of Tendered Rocket Internet Shares booked in the securities account of the Custodian Securities Services Provider with Clearstream Banking AG in the Separate Shares ISIN or Separate Shares WKN and the number of exercised Tender Rights booked into the Separate Tender Rights ISIN or Separate Tender Rights WKN;
- (e) accepting Rocket Internet Shareholders instruct and authorize their Custodian Securities Services Provider and any intermediate custodians of the relevant Tendered Rocket Internet Shares to instruct and authorize Clearstream Banking AG in turn to transfer and assign the Tendered Rocket Internet Shares, including in each case any ancillary rights, in particular the dividend right, existing at the time of settlement of the Buyback Offer to the Company concurrently against payment of the Purchase Price for the relevant Tendered Rocket Internet Shares to the account of the relevant Custodian Securities Services Provider with Clearstream Banking AG in accordance with the terms and conditions of the Buyback Offer; and
- (f) accepting Rocket Internet Shareholders declare (i) that their Tendered Rocket Internet Shares are in their sole property at the time of transfer, are not subject to any restrictions on disposal and free of third party rights, and (ii) that they are entitled in connection with the booking of the Tendered Rocket Internet Shares to a corresponding number of Tender Rights.

The instructions, orders, authorizations and declarations in the above paragraphs (a) to (g) shall be irrevocably granted or issued upon declaring acceptance of the Buyback Offer, in the interest of a smooth and expeditious execution of the Buyback Offer. Rocket Internet Shareholders who do not irrevocably grant or issue such instructions, orders, authorizations and declarations shall be treated as if they had not accepted the Buyback Offer. The same applies to any declarations of acceptance that contain extensions, limitations or other amendments to the Buyback Offer.

4.3 Legal consequences of acceptance

Upon effective acceptance of the Buyback Offer, a contract is entered into between the respective Rocket Internet Shareholder and the Company for the sale and transfer of the Tendered Rocket Internet Shares, including all rights associated therewith (in particular all potential dividend claims) in accordance with the provisions of this Offer Letter.

In addition, by accepting this Buyback Offer, the Rocket Internet Shareholders irrevocably declare the instructions, orders and powers of attorney described in Section 4.2 and make the declarations and assurances referred to therein. Rocket Internet Shareholders who transfer their Rocket Internet Shares to the Company in the course of the Buyback Offer will no longer receive any dividend for these Rocket Internet Shares.

4.4 Settlement of the Buyback Offer and payment of the purchase price

The payment of the purchase price for the Tendered Rocket Internet Shares shall be made to the Custodian Securities Services Provider after the expiry of the Technical Booking Period concurrently against transfer of the corresponding Tendered Rocket Internet Shares into the securities account of the Central Settlement Agent with Clearstream Banking AG for transfer to the Company.

To the extent the Buyback Offer for Rocket Internet Shares has been accepted and these Rocket Internet Shares have been booked into the Separate Shares ISIN or Separate Shares WKN even though the Rocket Internet Shareholder did not have enough Tender Rights for this purpose, the Central Settlement Agent will (i) seek to procure that the relevant Custodian Securities Services Provider will correct this erroneous booking, and (ii) for the purposes of the settlement of the Buyback Offer, take into account no more than the number of Rocket Internet Shares for which the required number of Tender Rights was available. To the extent that the number of Tender Rights booked into the Separate Tender Rights ISIN or Separate Tender Rights WKN exceeds the number of Tender Rights required for the Tendered Rocket Internet Shares, the Central Settlement Agent will also seek to procure that the relevant Custodian Securities Services Provider will correct this erroneous booking. In this case, no cash compensation will be paid and the excess tender rights transferred will expire with no value.

Clearstream Banking AG will book the Tendered Rocket Internet Shares to the securities account of the Central Settlement Agent with Clearstream Banking AG. This shall take place concurrently against payment of the relevant purchase price

by the Company through Clearstream Banking AG to the relevant Custodian Securities Services of the Rocket Internet Shareholders accepting the Buyback Offer. The respective Custodian Securities Services Provider is instructed to credit the purchase price to the account that is specified in the written declaration of acceptance by the respective Rocket Internet Shareholder.

The purchase price is expected to be available to the relevant Custodian Securities Services Provider on the fifth Banking Day following the expiry of the Technical Booking Period. Upon crediting with the relevant Custodian Securities Services Provider, the Company has fulfilled its obligation to pay the purchase price. The relevant Custodian Securities Services Provider is responsible for crediting the purchase price to the relevant Rocket Internet Shareholder. The exact time when the purchase price will be credited to the account of the respective Rocket Internet Shareholder depends on the relevant Custodian Securities Services Provider and will typically be after the aforementioned date on which the purchase price is made available to the relevant Custodian Securities Services Provider.

4.5 Tender Ratio, Tender Rights and Trading in Tender Rights

The Tender Ratio for this Buyback Offer is 4:1, the ownership of 4 (four) Rocket Internet Shares thus entitles a Rocket Internet Shareholder to accept the Buyback Offer for 1 (one) Rocket Internet Share (the “**Tender Ratio**”).

The Rocket Internet Shareholders will be entitled to corresponding Tender Rights, in each case with one Rocket Internet Share granting one Tender Right and 4 Tender Rights being required to accept the Buyback Offer for 1 Rocket Internet Share (the “**Tender Rights**”).

The Tender Rights shall be booked into the securities accounts held by the Rocket Internet Shareholders with their Custodian Securities Services Providers in accordance with the official record date procedure of Clearstream Banking AG on the basis of their Rocket Internet Shares held in the evening of February 8, 2022 with value on February 9, 2022. Booking may be delayed for customary bank processing reasons if the shareholder effected the relevant transaction in Rocket Internet Shares only shortly before the commencement of the Acceptance Period. The Tender Rights may be exercised from February 9, 2022. From this date, the Tender Rights will also be included in trading on the open market (*Freiverkehr*) of the Hamburg Stock Exchange and be tradable there under the ISIN DE000A3MQDY7 or WKN A3MQDY up to the date falling two Banking Days before the end of the Acceptance Period. An off-market transfer of the Tender Rights is also permissible and possible.

mwb fairtrade Wertpapierhandelsbank AG, Hamburg, will act as lead broker in connection with trading in Tender Rights (the “**Lead Broker**”). The Lead Broker will also assume the role of the designated sponsor for trading in Tender Rights. However, the Company and the Lead Broker assume no responsibility for the liquidity of trading in Tender Rights and therefore cannot rule out that Rocket Internet Shareholders who do not accept this Buyback Offer or not in the scope possible according to the Tender Ratio and therefore wish to sell their excess Tender Rights will be unable to find any buyer. Similarly, the Company, the Central Settlement Agent and the Lead Broker assume no responsibility for the

development of the market price of the Tender Rights or the proceeds otherwise recoverable in the sale of Tender Rights.

It is possible that Custodian Securities Services Providers will try to realize unexercised Tender Rights as best possible in the interest of the respective Rocket Internet Shareholders towards the end of the trading in Tender Rights. However, this depends on the contractual relationship between the respective Rocket Internet Shareholder and their Custodian Securities Services Provider and may be handled differently by different Custodian Securities Services Providers. The Company, the Central Settlement Agent and the Lead Broker therefore cannot accept any liability for this. Nor can they warrant that the relevant Custodian Securities Services Providers will find sufficient demand for the Tender Rights at that time to realize such Tender Rights. Rocket Internet Shareholders who do not wish to accept the Buyback Offer or not in the scope possible pursuant to the Tender Ratio are therefore urged to contact their Custodian Securities Services Providers as soon as possible to discuss the best possible realization of their Tender Rights not to be utilized. Any Tender Rights not tendered will expire at the end of the Acceptance Period and be derecognized with no value.

Upon acceptance of the Buyback Offer by a Rocket Internet Shareholder, the Tender Rights used for the acceptance are consumed and can no longer be utilized. Such exercised Tender Rights shall be booked by the Custodian Securities Services Provider into the Separate Tender Rights ISIN or Separate Tender Rights WKN and are no longer tradable and transferable. At the end of the Technical Booking Period, exercised Tender Rights will be removed from the respective securities account without value.

4.6 No contractual right of withdrawal

Rocket Internet shareholders who have accepted the Buyback Offer shall have no contractual right to withdraw from the share purchase and transfer agreements entered into as a result of the acceptance of the Buyback Offer. The provisions of the WpÜG do not apply to this Buyback Offer and therefore also not its provisions on rights of withdrawal.

4.7 Costs of acceptance

Rocket Internet Shareholders should ask their Custodian Securities Services Provider which costs, expenses and/or fees (collectively, “**Costs**”) will be incurred through the acceptance of the Buyback Offer, as this relates to the relationship of the Rocket Internet Shareholder with their respective Custodian Securities Services Provider. These Costs shall be borne by the Rocket Internet Shareholder accepting the Buyback Offer. The same applies to Costs arising from participation in trading in Tender Rights.

4.8 No trading in Tendered Rocket Internet Shares

Since the delisting, the shares of the Company have not been traded on a German stock exchange in the regulated market, nor have they been traded in open market (*Freiverkehr*) of any stock exchange at the request of the Company. As far as the Company is aware, trading only takes place in the open market (*Freiverkehr*) of the

Hamburg Stock Exchange, without this trading being based on an inclusion order of the Company.

The Company has also not filed an application for admission of the Tendered Rocket Internet Shares booked into the Separate Shares ISIN or the Separate Shares WKN to trading on a securities exchange or otherwise enabled trading of the Tendered Rocket Internet Shares and will not do so. Consequently, Rocket Internet Shareholders will not be able to trade their Tendered Rocket Internet Shares in the regulated market of a German stock exchange or in the open market (*Freiverkehr*).

5. Bases of the Buyback Offer

5.1 Capital structure of the Company

As at the date of this Offer Letter, the share capital of Rocket Internet SE amounts to EUR 108,094,391.00 and is divided into 108,094,391 no-par value bearer shares, each with a proportionate amount of the share capital of EUR 1,00 per share. At the time of publication of this Offer Letter the Company holds 203,439 treasury shares. The issue price for the shares has been paid in full. No different share classes exist. Each share (with the exception of treasury shares) carries one vote as well as full voting and dividend rights. Since the delisting, the shares of the Company have not been traded on a German stock exchange in the regulated market, nor have they been traded in open market (*Freiverkehr*) of any stock exchange at the request of the Company.

5.2 Resolution of the Extraordinary General Meeting on the capital reduction and repurchase of treasury shares

The Extraordinary General Meeting of the Company on January 31, 2022 resolved the following with respect to the authorization for this Buyback Offer (the “**Resolution of the Extraordinary General Meeting**”):

“a) Capital decrease by way of redeeming shares to be acquired

aa) The share capital registered with the commercial register at the time of the implementation of the capital decrease will be decreased by up to EUR 27,664,079.00 by redemption of fully paid-up shares of the Company, which are yet to be acquired, in accordance with Section 237 para. 3 no. 2, para. 4 and para. 5 AktG. The exact amount of the decrease corresponds to the pro rata amount of the share capital attributable to those shares which are acquired by the Company in connection with the repurchase offer described under item 1 b) of this agenda item.

bb) The resolution will only be implemented if and to the extent the shares to be redeemed will be acquired by the Company in connection with the buyback offer as set out in more detail under the provisions of the following item 1 b) pursuant to Section 71 para. 1 no. 6 AktG. The shares to be redeemed will be acquired and redeemed by the Company within a period to be determined by the Management Board ending no later than March 31,

2023 (the “**Implementation Period**”). The capital decrease is implemented for the purpose of partially repaying the share capital to the shareholders.

cc) The acquisition of the shares will be consummated in accordance with the provisions of the following item 1 b). The shares so acquired are to be redeemed without undue delay following the acquisition and the fulfillment of all relevant requirements. The redemption will be charged to the net profits (Bilanzgewinn) or a freely distributable reserves (frei verfügbare Rücklagen) in accordance with of Section 237 para. 3 no. 2 AktG, insofar as these are available for this purpose. In this context, the redemption is first charged to the freely available reserves and, only to the extent that these are exhausted, then charged to the net profit. The amount equivalent to the amount of the share capital attributable to the redeemed shares will be booked into the capital reserves in accordance with Section 237 para. 5 AktG.

dd) Further details are determined by the Management Board with the consent of the Supervisory Board.

b) Acquisition of own shares pursuant to Section 71 para. 1 no. 6 AktG

aa) Pursuant to Section 71 para. 1 no. 6 AktG, the Management Board is authorized, with the consent of the Supervisory Board, to acquire a number of shares in the Company whose proportionate amount of the share capital is up to a total of EUR 27,664,079.00 through purchases under the public buyback offer for the purpose of redeeming these shares in accordance with the resolution on the decrease of the share capital per item 1 a).

The acquisition will be made outside the stock exchange by way of a public buyback offer (partial offer) to all shareholders (the “**Buyback Offer**”). Details of the Buyback Offer shall be set out in an offer letter.

bb) The tender ratio for this Buyback Offer is 4:1, i.e. the ownership of 4 shares of the Company entitles a shareholder of the Company – without prejudice to any acquisition of additional Tender Rights – to accept the Buyback Offer for one share of the Company (the “**Tender Ratio**”).

The shareholders of the Company are entitled to corresponding tender rights, whereby one share of the Company, except for own shares held by the Company, conveys one tender right and 4 tender rights are required to accept the Buyback Offer for one share of the Company (the “**Tender Rights**”). The Tender Rights are transferable.

The shareholders’ declarations of acceptance shall be taken into account by registering the tender rights attributable to the shareholding and any additional tender rights acquired from other shareholders with the Company.

*cc) The purchase price offered by the Company is EUR 35.00 per share of the Company (the “**Purchase Price**”).*

dd) The further terms and conditions of the Buyback Offer shall be determined by the Management Board with the consent of the Supervisory Board. In particular, to the extent technically possible, an organized trading of tender rights shall be implemented and arranged in more detail.

c) Authorization of the Supervisory Board

The Supervisory Board is authorized to amend Section 4 para. 1 (Registered Share Capital) of the Articles of Association in accordance with the extent to which the capital reduction is implemented.

The resolution pursuant to this agenda item 1 shall become invalid to the extent the acquisition of the shares to be redeemed and the redemption have not been implemented by the end of the Implementation Period (item 1. a) bb)) at the latest. The Management Board and the chairman of the Supervisory Board are instructed to file the registration of the resolution on the reduction of the share capital together with the implementation of the reduction of the share capital with the commercial register without undue delay after the prerequisites for its registration have been met (in particular after the shares have been cancelled and, in the event of pending actions for rescission, the conclusion of release proceedings pursuant to Section 246a AktG in which the Company prevails). ”

The full wording of the resolutions adopted by the Extraordinary General Meeting is set out in the invitation which was published on December 21, 2021 in the Federal Gazette and is also available on the Company’s website (<https://www.rocket-internet.com>) under the heading “Investors – Annual General Meeting”. The voluntary explanatory report of the Management Board on agenda item 1 of the Extraordinary General Meeting can also be found there.

The filing and registration of the implementation of the capital reduction by redemption of treasury shares shall be combined with the filing and registration of the Resolution of the Extraordinary General Meeting reproduced above, which also includes the repurchase of treasury shares (section 239 (2) AktG). Registration of the Resolution of the Extraordinary General Meeting reproduced above in the commercial register of Rocket Internet is not a prerequisite for the execution and completion of the Offer.

5.3 Resolution by the Management Board to submit the Buyback Offer

On the basis of the Resolution of the Extraordinary General Meeting, the Management Board, with the approval of the Supervisory Board, resolved on January 31, 2022 to submit the Buyback Offer on the basis of the Resolution of the Extraordinary General Meeting in accordance with the terms described in this Offer Letter. This decision was published on the same day as a press release.

5.4 Use of repurchased shares

Rocket Internet shares purchased by the Company will be redeemed without undue delay after acquisition and fulfillment of all relevant requirements in this respect by way of a capital reduction in simplified procedure according to section 237 (3) no. 2, (4) and (5) AktG.

6. Information on the Purchase Price

The Purchase Price for a Rocket Internet Share is EUR 35.00.

The Purchase Price was set at EUR 35.00 per Rocket Internet share in accordance with the provisions of the resolution of the Annual General Meeting on which this Buyback Offer is based (see Section 5.2).

In the event of a repurchase of a maximum of 27,664,079 shares in the Company, the payout volume would amount to EUR 968,242,765.00.

7. Effects and financing of the repurchase

The Rocket Internet Shares purchased by the Company on the basis of this Buyback Offer shall be redeemed without undue delay after acquisition and fulfillment of all relevant requirements in this respect for the purpose of reducing the Company's share capital (see Section 6.4 above). The redemption shall take place against net distributable profit or freely available reserves within the meaning of section 237 (3) no. 2 AktG insofar as these are available for this purpose. The Company will have the liquid funds necessary for the full implementation of the Buyback Offer at its disposal at the time the claim for payment of the Purchase Price falls due. The amount equal to the amount of share capital attributable to the redeemed Rocket Internet Shares is to be allocated to the capital reserve of the Company in accordance with section 237 (5) AktG.

Insofar as the maximum volume of the Buyback Offer cannot be exhausted in full, the remaining liquid funds will be available to the Company for other purposes. No statements can currently be made on the specifics or the scope of such use of funds.

8. Situation of the Rocket Internet Shareholders who do not accept the Buyback Offer

Since the delisting, the Rocket Internet shares have neither been included in trading on a German stock exchange in the regulated market nor, at the Company's request, in trading in the open market (*Freiverkehr*) of any stock exchange. To the Company's knowledge, stock exchange trading only takes place in the open market (*Freiverkehr*) of the Hamburg Stock Exchange, without this trading being based on an inclusion order of the Company. Accordingly, the Company cannot make any statement as to whether the Rocket Internet Shares not tendered under this Buyback Offer will remain tradable in the open market (*Freiverkehr*) of the Hamburg Stock Exchange during the entire acceptance period and after completion of the Buyback Offer.

In general, the Company points out that, following the execution of the Buyback Offer and depending on the acceptance rate of the Buyback Offer, the supply of and demand for Rocket Internet Shares in open market (*Freiverkehr*) trading at the Hamburg Stock Exchange will be lower than it is today and that the trading liquidity of Rocket Internet Shares could therefore decrease more. This applies in particular against the background that Elliott has irrevocably undertaken towards the Company and Global Founders under the Acceptance Agreement to accept the Buyback Offer after receipt of the tender rights from Global Founders for its Rocket Internet Shares, which correspond to a share of approximately 20.22% of the share capital of the Company. Accordingly, the Company cannot make any statement as to how the share price of the Rocket Internet Shares in the open market (*Freiverkehr*) trading at the Hamburg Stock Exchange will develop during or after the expiry of the Acceptance Period, i.e. whether the share price of Rocket Internet Shares will stay at the same level, fall or rise during the Acceptance Period and after completion of the Buyback Offer.

As the Rocket Internet Shares acquired by the Company under this Buyback Offer shall be redeemed (see Section 5.4 above) without undue delay after acquisition and fulfillment of all relevant requirements in this respect, the total number of shares of the Company will decrease after the implementation of the Buyback Offer. The membership quota of Rocket Internet Shareholders who do not accept the Buyback Offer will thus increase in proportion. A Rocket Internet Share will thus potentially have a higher relative voting weight and receive a relatively higher share of the profits.

9. Rights of the Company in respect of the acquired Rocket Internet Shares

Rocket Internet will not be entitled to any statutory rights from Rocket Internet Shares acquired under this Buyback Offer, in particular the Company will not be entitled to any voting or dividend rights from them.

10. Development of the portfolio in treasury shares and treatment of treasury shares

As at the date of this Offer Letter, the Company holds 203,439 treasury shares, equaling 0.2% of the Company's current share capital. The treasury shares do not grant any membership rights to the Company. The Company cannot accept the Buyback Offer for the treasury shares already held and will not sell these shares until the expiry of the Acceptance Period. The treasury shares currently already held shall remain unaffected by the Buyback Offer, but will potentially represent a higher proportion of the Company's share capital than before due to the reduction in the total number of shares as a result of the redemption.

11. Tax law notice

The tax treatment of the acceptance of the Buyback Offer as well as the sale of Rocket Internet Shares and the sale and acquisition of Tender Rights at the level of the Rocket Internet Shareholders depends on a variety of factors due to the personal circumstances of the affected Rocket Internet Shareholders. The Company is unable to make any statements in this regard. The same applies to a possible withholding of capital gains tax by the Custodian Securities Services Provider or another agent disbursing the Purchase Price. The Company recommends that the

Rocket Internet Shareholders obtain individual tax advice based on their personal circumstances before making any decision about the acceptance or non-acceptance of the Buyback Offer and prior to the purchase or sale of Tender Rights.

12. Other publications

Amendments or changes to the Buyback Offer will be published in the same way as the Offer Letter (Section 1.2). The aforementioned other publications and further notifications of the Company in connection with the Buyback Offer will only be made on the Company's website (<https://www.rocket-internet.com>) under the heading "Investors – Share Purchase Offer 2022" and in the Federal Gazette (<https://www.bundesanzeiger.de>), unless there are further statutory publication obligations.

13. Governing law and jurisdiction

This Buyback Offer and the share purchase and transfer agreements formed by the effective acceptance of the Buyback Offer are exclusively subject to the substantive law of the Federal Republic of Germany, excluding its rules of private international law and the UN Sales Convention.

Where a Rocket Internet Shareholder is a merchant, a legal entity under public law or a public-law special fund, the courts of Berlin, Germany will have exclusive jurisdiction for all claims arising out of or due to this Buyback Offer, or from the share purchase and transfer agreements formed by the effective acceptance of this Buyback Offer. To the extent permitted, the same applies to persons who have no general place of jurisdiction in the Federal Republic of Germany or persons who transferred their residence or habitual abode outside the Federal Republic of Germany after the formation of the share purchase and transfer agreements arising from the acceptance of the Buyback Offer or whose residence or habitual abode is not known at the time legal action is brought.

14. Other

Time indications in the Offer Letter are made in Central European Time.

Berlin, February 9, 2022

Rocket Internet SE

– The Management Board –