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Rocket Internet SE contemplates to launch an unconditional public self-tender offer and convenes extraordinary general meeting; Rocket Internet SE and Elliott sign tender agreement

- The Company contemplates to make an unconditional public self-tender offer for up to 27,664,079 no-par value bearer shares of the Company
- The offer consideration in cash will amount to EUR 35.00 per Rocket Internet Share
- For Rocket Internet, a buy-back of Rocket Internet Shares with parallel transferability of tender rights will support the long-term strategy and goals of the Company and to distribute excess cash to its shareholders in order to adjust its share capital and financing structure
- An extraordinary general meeting to be held on January 31, 2022 will decide upon the redemption of Rocket Internet Shares, following the acquisition under the self-tender offer which is directed at the shareholders
- Rocket Internet and Elliott have signed a tender agreement

Berlin, December 21, 2021 - The Management Board of Rocket Internet SE ("Rocket Internet" or the "Company") (ISIN DE000A12UKK6 / WKN A12UKK) contemplates to offer to the shareholders of the Company to purchase up to 27,664,079 no-par value bearer shares of the Company (the "Rocket Internet Shares"), not held directly by the Company as treasury shares, by way of a public self-tender offer (the "Offer"). Under the Offer, each shareholder shall be entitled to tender one Rocket Internet Share for each four Rocket Internet Shares held; the Company will offer EUR 35.00 in cash as consideration for each Rocket Internet Share tendered for acceptance (the "Offer Consideration").

The Company considers to buyback shares by way of the Offer with parallel transferability of tender rights to support the long term strategy and goals of the Company and to distribute excess cash to its shareholders in order to adjust its share capital and financing structure taking into account the developments of the capital markets and of the general economic environment.

In order to acquire and subsequently redeem the Rocket Internet Shares to be tendered into the Offer, the Management Board and the Supervisory Board of the Company have resolved to convene an extraordinary general meeting, to be held on January 31, 2022 as a virtual shareholders' meeting in accordance with the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of 27 March 2020, last amended by Article 15 of the law of 10 September 2021. The Management Board and Supervisory Board will propose the extraordinary general meeting to adopt a resolution on a decrease of the Company's share capital through redemption of up to 27,664,079 treasury shares and the acquisition of these Rocket Internet Shares pursuant to Section 71 para. 1 no. 6 of the German Stock Corporation Act (*Aktiengesetz*) in connection with the Offer ("Capital Decrease Resolution"). The resolution on a decrease of the share capital and on the prior acquisition of treasury shares under the Offer requires a simple majority of the votes cast.

To this end, the Company has entered into a tender agreement with Elliott International Ltd and its affiliates (together "Elliott") which hold 21,859,962 Rocket Internet Shares (approx. 20.22% of the share capital). Global Founders GmbH, the major shareholder of the Company, which holds 67,359,150 Rocket Internet Shares (approx. 62.32% of the share capital) ("Global Founders") is also party to this agreement. Global Founders and Elliott have each mutually undertaken to vote in favor of the Capital Decrease Resolution. Furthermore, Global Founders has irrevocably undertaken vis-à-vis Elliott to transfer most of its tender rights arising under the Offer to Elliott free of charge. In return, Elliott has irrevocably committed vis-à-vis the Company and Global Founders to tender and transfer upon receipt of the mentioned tender rights from Global Founders, its Rocket Internet Shares under the Offer to the Company.

In case the extraordinary shareholders' meeting adopts the Decrease Resolution the Company expects the acceptance period to run from the end of January 2022 for approx. four weeks (20 business days).

Contact

E: info@rocket-internet.com

About Rocket Internet

Rocket Internet incubates, builds and operationally develops internet-based business models. It provides operational support to its companies and helps them scale internationally. Besides, it strategically invests in complementary internet and technology companies globally to build out its network. Rocket Internet's companies are active in a large number of countries around the world. For further information please visit www.rocket-internet.com.

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