

ROCKET INTERNET

Information of Rocket Internet SE for its shareholders concerning the public offer to buyback treasury shares

On January 31, 2022, Rocket Internet SE (the “**Company**”) published by way of a press release the decision to exercise the authorization by the Extraordinary General Meeting of the Company of January 31, 2022 (item 1 of the agenda) and to implement a share repurchase with the aim of redeeming the repurchased shares of the Company (each a “**Rocket Internet Share**” and together the “**Rocket Internet Shares**”). An offer letter (the “**Offer Letter**”) containing the details of the offer and how it is to be carried out, will be published in the German Federal Gazette (*Bundesanzeiger*) (<https://www.bundesanzeiger.de>) and on the Company’s website (<https://www.rocket-internet.com>) under the heading “Investors – Share – Share Purchase Offer 2022“.

The following information does not replace the Offer Letter. Rather, they answer additional possible questions of the shareholders of the Company (the “**Rocket Internet Shareholders**”) in connection with the public buyback offer. The Company points out that 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 the basis of all other sources of knowledge available to them, taking into consideration their individual economic, fiscal and other concerns. For this purpose, they should seek advice if necessary. The Company expressly does not issue a recommendation to the Rocket Internet Shareholders for acceptance or non-acceptance of the buyback offer.

Information recipients outside the Federal Republic of Germany should consider the relevant specific references in the Offer Letter.

What is the purpose of the transaction?	<p>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 long-term 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.</p> <p>Against this background, the Company has entered into an acceptance agreement with Elliott International Ltd. and companies controlled by it (“Elliott”) holding approximately 20.22% of the share capital.</p>
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	<p>Global Founders GmbH, the principal shareholder of the Company (“Global Founders”), holding approximately 62.32% of the share capital, is also a party to this agreement. Under this 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.</p>
What is the equivalent value for tendering my Rocket Internet Shares?	The purchase price for a Rocket Internet Share is EUR 35.00.
What should I do to tender my Rocket Internet Shares?	<p>In order to tender Rocket Internet Shares, you will have to notify your custodian bank during normal business hours no later than by the expected end date of the acceptance period, March 10, 2022. Particularly, please pay attention to the requirements of your custodian bank. To tender your Rocket Internet Shares, please use the form provided to you by your custodian bank to accept the buyback offer. Then the Rocket Internet Shares and the necessary tender rights corresponding to the tender ratio are transferred by the custodian bank in a separate category, each with its own ISIN according to your instructions. The Rocket Internet Shares tendered for sale to the Company cannot be sold on the stock exchange. The exercised tender rights have become voided by the tender and may no longer be utilized. The tender cannot be revoked.</p>
What should I do if I do not want to tender my Rocket Internet Shares?	<p>In this case, you do not need to do anything. You can sell your tender rights, which you do not intend to exercise yourself, on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange or over the counter. Please also see the explanations under “What should I do if I want to sell my tender rights?”</p>
What should I do if I want to sell my tender rights?	<p>You can sell your tender rights on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange or over the counter. The sale can be made through your custodian bank.</p>

How many tender rights am I entitled to?	Each Rocket Internet Share held in your account at your custodian bank at the end of the day before the start of the acceptance period provides one tender right.
What is the timing of the offer?	<ul style="list-style-type: none"> • The acceptance period begins on February 9, 2022, 0:00 hrs. (Central European Time) and, unless extended, ends on March 10, 2022, 24:00 hrs. (Central European Time). • The trading period for the tender rights begins on February 9, 2022 and ends on March 8, 2022. • The tender result is expected to be published on March 15, 2022. • Closing and settlement of the transaction are expected to take place on March 21, 2022.
What is the cut-off date for holding Rocket Internet Shares in order to participate in the buyback offer?	<ul style="list-style-type: none"> • Securities account holders who hold Rocket Internet Shares in their accounts at their respective custodian bank at the end of the day before the start of the acceptance period, i.e., on February 8, 2022, will automatically have tender rights booked to their securities account. • Relevant for the booking of the rights is the record date of Clearstream Banking, on February 8, 2022 (evening). That is, a usual trade executed via trading on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange on February 4, 2022 will be taken into account with delivery/payment of shares T+2 on February 8, 2022 (=Record Day). • Individual agreements (over-the-counter transactions, etc.) in the share must be examined with a view to the specific delivery of these transactions. Here, too, the Record Day is the relevant date, i.e., the investor who has delivered the shares in his securities account on February 8, 2022, is entitled to the corresponding tender rights. In the case of individual agreements, please consult your broker as to whether the above-mentioned basic rules also apply to you. • However, you may also acquire additional Rocket Internet Shares during the current acceptance period and participate in the offer with these,

	provided that you hold or acquire a sufficient number of tender rights in accordance with the tender ratio.
When will the tender rights be credited to my securities account?	The tender rights from the shares in the Company will automatically be credited to your securities account with the custodian bank on February 8, 2022, on the basis of the securities account balance on February 9, 2022.
How many tender rights do I have to exercise in order to tender a Rocket Internet Share?	The tender ratio is 4:1, i.e. you must exercise 4 tender rights to tender 1 Rocket Internet Share for sale. Tendering is only possible at an integer multiple thereof.
What do I do if the number of tender rights I am entitled to is not an integer multiple of the tender ratio?	<p>In this case you have in particular two options:</p> <ol style="list-style-type: none"> 1. Purchase of tender rights on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange or outside the stock exchange, so that the number of tender rights corresponds to an integer multiple of the tender ratio. 2. Sale of tender rights on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange or outside the stock exchange, so that the remaining number of tender rights corresponds to an integer multiple of the tender ratio. <p><u>Illustrative calculation example:</u> Tender ratio of 4:1, i.e. 4 tender rights entitle to tender 1 Rocket Internet Share at the tender price. Rocket Internet Shares held: 30, i.e. 30 tender rights will be credited to the shareholder's securities account.</p> <p>Regarding 1:</p> <ul style="list-style-type: none"> • Purchase of 2 tender rights, i.e., the shareholder thus holds 32 tender rights. • Tendering of 8 Rocket Internet Shares by exercising 32 tender rights. • The 22 Rocket Internet Shares not tendered remain in the securities account. <p>Regarding 2:</p> <ul style="list-style-type: none"> • Sale of 2 tender rights, i.e., the shareholder thus holds 28 tender rights. • Tender of 7 Rocket Internet Shares with exercise of 28 tender rights.

	<ul style="list-style-type: none"> The 23 Rocket Internet Shares not tendered remain in the securities account.
Can I exercise only a part of my tender rights?	Yes, you do not need to exercise your tender rights in full for the entire portfolio.
How can I buy or sell tender rights?	Tender rights will be credited to your securities account on February 9, 2022. From this point up to and including March 8, 2022, the tender rights can be traded on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange and over the counter. Please be aware that the trading period ends two banking days before the acceptance period. Sale and purchase can be made through your custodian bank.
How does tender rights trading work?	<ul style="list-style-type: none"> The tender rights are credited to your securities account at the beginning of the acceptance period, i.e., on February 9, 2022. From this point until March 8, 2022, the tender rights may be traded on the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange (and possibly other exchanges/over the counter), subject to the respective market conditions. Sale and purchase can be made through your custodian bank.
Where can I get the form to accept the offer and where should I turn it in?	You can obtain the form to accept the offer from your custodian bank at the beginning of the acceptance period and you can hand it in to that bank as well.
Can I also revoke my decision once made?	No, the tender is irrevocable and cannot be revoked. Upon tender, the Rocket Internet Shares are transferred to a separate category with an own ISIN. The tendered Rocket Internet Shares are not traded on a stock exchange and remain in your securities account until the end of the acceptance period. The same applies to exercised tender rights.
Can I sell my non-tendered Rocket Internet Shares during the acceptance period?	<p>Yes, you can sell your non-tendered Rocket Internet Shares over the counter during the acceptance period.</p> <p>In connection with a sale of the non-tendered Rocket Internet Shares via a stock exchange, please note that 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 instigation, in trading in the open</p>

	<p>market (<i>Freiverkehr</i>) of any stock exchange. To the Company's knowledge, stock exchange trading only takes place in the open market (<i>Freiverkehr</i>) 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 (<i>Freiverkehr</i>) of the Hamburg Stock Exchange during the entire acceptance period and after completion of the buyback offer.</p> <p>Effective February 9, 2022, Rocket Internet Share and tender right are tradable separately, so you can sell both your Rocket Internet Shares as well as your tender rights separately.</p>
Are the tender rights included in trading on a stock exchange?	Yes. The tender rights are included in the open market (<i>Freiverkehr</i>) of the Hamburg Stock Exchange and are tradable there from February 9, 2022 to March 8, 2022. It is possible that the tender rights will be traded on other exchanges as well.
Are the tendered Rocket Internet Shares included for trading on the stock exchange?	No. Tendered Rocket Internet Shares will not be tradable on a stock exchange. Shareholders who have accepted the buyback offer can therefore not sell the tendered Rocket Internet Shares via the stock exchange.
What happens to the exercised tender rights?	With the acceptance of the buyback offer, the tender rights used for the acceptance are consumed and can no longer be utilized. Upon execution, the tender rights are transferred to a separate category with its own ISIN (DE000A3MQDZ4) that is not tradable or transferable. At the end of the acceptance period, exercised tender rights are booked from your securities without value.
Will my tender rights be realized by my custodian bank if I do not give any instructions?	<p>This depends on your custodian bank. If you intend not to use your tender rights for yourself but to sell them, you should issue a sell instruction to your custodian bank on your part.</p> <p>It is possible that your custodian bank will try to realize unexercised tender rights as best</p>

	<p>possible in your interest towards the end of the tender rights trading.</p> <p>However, this depends on the contractual relationship between you and your custodian bank and can be handled differently by different custodian banks. Please check this with your custodian bank.</p>
Until when can I make my decision to tender Rocket Internet Shares?	<p>Unless extended, the acceptance period ends on March 10, 2022.</p> <p>Please ask your custodian bank for the exact time by which your declaration of acceptance can still be processed in time by your custodian bank.</p>
When do I receive the equivalent value for the tendered Rocket Internet Shares?	<p>Your custodian bank will receive the equivalent value of the tendered Rocket Internet Shares most likely on the fifth bank working day after the end of the technical booking period, which is expected on March 21, 2022. The credit of the equivalent value to your account is the responsibility of your custodian bank. Please check this with your custodian bank.</p>
Are any costs incurred for tendering my Rocket Internet Shares?	<p>Rocket Internet SE does not charge any fees for the tender.</p> <p>Please contact your custodian bank to find out what fees they may charge.</p> <p>Costs incurred in this connection must be borne by you.</p>
Where can I find the Offer Letter?	<p>The Offer Letter is published in the German Federal Gazette (<i>Bundesanzeiger</i>) (https://www.bundesanzeiger.de) and on the Company's website (https://www.rocket-internet.com) under the heading „Investors – Share – Share Purchase Offer 2022“.</p>
Is it possible that the information given here will change?	<p>Yes. The Company reserves the right to extend the acceptance period. Should the Company opt for such an extension, it will announce this prior to the expiration of the acceptance period in the German Federal Gazette (<i>Bundesanzeiger</i>) (https://www.bundesanzeiger.de) and on the Company's website (https://www.rocket-internet.com) under the heading “Investors – Share – Share Purchase Offer 2022“.</p>
How is the tender of Rocket Internet Shares treated for tax purposes?	<p>The tax treatment of the acceptance of the buyback offer as well as the sale of Rocket Internet Shares and the sale and acquisition</p>

	<p>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 banks 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.</p>
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