

AD-HOC ANNOUNCEMENT

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Disclosure of an inside information acc. to Art. 17 Sec. 1 of the Regulation (EU) No. 596/2014 (Market Abuse Regulation – MAR)

Ad-hoc: Rocket Internet SE resolves on invitation to all holders to offer to sell for cash their convertible bonds due 22 July 2022

Berlin, Germany, 11 July 2018 – The management board of Rocket Internet SE (the “**Company**”) resolved today, with the approval of the supervisory board, to invite holders of the convertible bonds due 22 July 2022 issued by Rocket Internet SE on 22 July 2015, ISIN DE000A161KH4 (the “**Bonds**”) with an outstanding aggregate nominal amount of approximately EUR 289 million to make offers to sell for cash their Bonds in a reverse bookbuilding modified Dutch auction process (the “**Invitation**”). Bonds bought back, if any, are intended to be cancelled by the Company.

The Invitation is only open to any persons located or resident outside the United States or that are otherwise not a U.S. Persons (within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended), or persons acting for the account or benefit of any such persons, or in any other jurisdiction where the Invitation or any participation therein would not be unlawful (each an “**Eligible Holder**”).

The offer period is expected to end on 12 July 2018, 5.45pm (CEST). The buyback is expected to be settled on 18 July 2018.

After the end of the offer period, the Company will announce whether or not it intends to accept any Bonds offered to it for purchase and the buyback price (determined at the sole discretion of the Company and expressed as a percentage of the principal amount of the Bonds at which the Company is repurchasing the Bonds).

The Company reserves the right to exercise its clean-up call option under the terms and conditions of the Bonds and redeem the Bonds at their nominal amount plus accrued interest if as a result of the reverse auction the aggregate principal amount of the Bonds outstanding is equal to or less than 15% of the EUR 550 million principal amount initially issued.

Additionally, the management board has resolved today, with the approval of the supervisory board, to terminate the current buyback program for Bonds resolved on 28 September 2017.

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This release contains forward-looking statements. These statements are based on the current views, expectations and assumptions of the management of Rocket Internet SE (“Rocket Internet”) and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those described in such statements due to, among other things, changes in the general economic and competitive environment, risks associated with capital markets, currency exchange rate fluctuations and competition from other companies, changes in international and national laws and regulations, in particular with respect to tax laws and regulations, and other factors. Rocket Internet does not assume any obligations to update any forward-looking statements.

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