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Takeover Offer: Investment Firm Kohlberg Kravis Roberts intends to make voluntary public takeover offer for the shares in GfK SE

GfK SE (ISIN DE0005875306) and Acceleratio Capital N.V., a holding company controlled by funds advised by Kohlberg Kravis Roberts & Co. L.P. (“**KKR**”), have signed today an agreement on the terms and conditions of a strategic investment of Acceleratio Capital N.V. into GfK SE (“**Investor Agreement**”), and Acceleratio Capital N.V. today announces that it intends to make a voluntary public takeover offer for all outstanding publicly-traded shares of GfK SE for EUR 43.50 per share in an all-cash transaction. GfK SE’s Board of Management and Supervisory Board have approved the Investor Agreement. Subject to the terms and conditions of the Investor Agreement and their statutory fiduciary duties, in particular the review of the offer document to be published by Acceleratio Capital N.V., GfK SE’s Management Board and Supervisory Board welcome and support the voluntary takeover offer.

Pursuant to Acceleratio Capital N.V. today’s announcement, the offer represents a premium of about 44 percent on the estimated volume-weighted price of the last three months prior to the announcement of the offer, and will – among other offer conditions – be subject to a minimum acceptance condition of 18.54 percent and regulatory approvals.

GfK SE has been informed that its majority shareholder GfK-Nürnberg, Gesellschaft für Konsum-, Markt- und Absatzforschung e.V. (“**GfK Verein**”) and Acceleratio Capital N.V. intend to jointly support GfK SE’s strategic transformation and pave the way for sustainable profitable growth, and that they have entered into a non-tender agreement pursuant to which GfK Verein will not tender any shares and will remain the majority shareholder of GfK SE with a stake of approximately 56.46 percent and that GfK Verein and Acceleratio Capital N.V. have furthermore entered into a shareholder agreement which will take effect after the completion of the voluntary public takeover offer.

The Management Board and the Supervisory Board of GfK SE will provide a statement as to this offer pursuant to their statutory duties after publication of the offer document.