

**Declaration of the Management and Supervisory Boards of zooplus AG  
pursuant to Section 161 of the German Stock Corporation Act (AktG) on the recommendations  
of the "Government Commission German Corporate Governance Code"**

1. The Management and Supervisory Boards of zooplus AG hereby declare that since the issue of the last Declaration of Conformity dated December 1, 2017, the company has complied with the recommendations of the "Government Commission German Corporate Governance Code" (the "**Code**") in the version dated February 7, 2017 with the following exceptions:

**Item 3.8 (3):** The current D&O insurance does not provide for a deductible for members of the Supervisory Board. The Management and Supervisory Boards believe that a deductible does not change the sense of responsibility and loyalty with which the members of the boards perform their tasks and functions.

**Item 4.2.3 (2) sentence 4:** The members of the Management Board participate in a company stock option program. Upon the expiry of a specified vesting period and the achievement of certain performance targets determined by the Annual General Meeting, the stock options grant the right to receive shares in the company at a set price. The stock option program does not provide a specific rule for taking negative developments into account. Negative developments are taken into account indirectly by the fact that the exercise of the option rights can become economically unattractive on the basis of the set exercise price. Therefore, as a precaution, the Management and Supervisory Boards declare a deviation from the Code's provision.

**Item 4.2.3 (4) sentence 3:** In the event of the early termination of a Management Board member's service contract, the calculation of the severance payment cap is based on the total remuneration of the past financial year as well as the expected total remuneration of the current financial year, when applicable. In accordance with the provisions of the Management Board service contracts, the calculation of the severance payment cap takes into account the respective basic remuneration in addition to the fair value of the stock options or the entitlements to a cash bonus plan to be granted to the respective Management Board member up to the termination date. The Management and Supervisory Boards consider this procedure to be appropriate in order to sufficiently reflect the specific circumstances leading to the early termination of the Management Board member's service contract and the individual situation at the time of termination.

**Item 5.4.1 (2) sentence 2:** The Supervisory Board has not set a regular limit for the term of office of Supervisory Board members. The Supervisory Board believes that a preset limit does not take into account individual factors that would justify a longer membership for individual members of the Supervisory Board. The Supervisory Board, therefore, would like to retain the general option and flexibility to profit from the expertise of long-standing and experienced Supervisory Board members and to propose candidates to the Supervisory Board who have extensive experience with the company and have proven themselves through their work on the zooplus AG Supervisory Board.

**Item 5.4.6 (1) sentence 2:** The remuneration of Supervisory Board members does not give special consideration to the role of deputy chairperson of the Supervisory Board or to memberships in committees as the workload of the deputy chairperson and committee members does not differ significantly from that of the other Supervisory Board members.

**Item 7.1.2 sentence 2:** The Management Board does not discuss interim financial information with the Supervisory Board or its audit committee before publication. Such discussions could otherwise lead to delays in the dissemination of capital market information.

**Item 7.1.2 sentence 3:** Mandatory interim financial information is published no later than two months after the end of the reporting period, and therefore within the two-month period required by Frankfurt Stock Exchange's regulations for the publication of quarterly statements by issuers listed in the Prime Standard. zooplus AG believes that this deadline is sufficient to ensure proper accounting.

2. The recommendations of the "Government Commission on the German Corporate Governance Code" in the version dated February 7, 2017 will be complied with in the future, excluding those exceptions stated above in Section 1. zooplus AG will henceforth comply with the recommendation in section 7.1.2 sentence 2 of the Code and therefore, no exemption is declared for section 7.1.2 sentence 2 of the Code for the future.

Munich, November 30, 2018

On behalf of the Supervisory Board

On behalf of the Management Board

Christian Stahl

Dr. Cornelius Patt

Chairman of the Supervisory Board

CEO