

Annual general meeting of zooplus AG

on June 14, 2019 in Munich

Explanations of the rights of shareholders pursuant to section 122 (2), section 126 (1), section 127, section 131 (1) AktG

Request for an addition to the agenda pursuant to section 122 (2) AktG

Section 122 (2) AktG provides that shareholders whose shares together account for one twentieth of the share capital or the pro rata amount of EUR 500,000 in the share capital (the latter corresponding to 500,000 shares) can request that new items are placed on the agenda of the annual general meeting and published by the company. Reasons for the addition or a proposal for a resolution must be included with each new item. The request to add an item to the agenda of the annual general meeting is to be addressed in writing to the Management Board of the company and must be received at the following address no later than 30 days before the annual general meeting, where the date of receipt and the date of the annual general meeting are not counted, i.e. no later than by the end of 14. Mai 2019 (24:00 CEST):

zooplus AG

- The Management Board -

Sonnenstraße 15

80331 Munich

The petitioners have to furnish proof that they have held the required number of shares for the duration of the minimum shareholding period laid down by law of ninety days and will hold these until the decision on the request is made (sections 122 (2) sentence 1, 122 (1) sentence 3, 142 (2) sentence 2 as well as 70 AktG).

Additions to the agenda that are to be published will be published immediately after the request is received in the Federal Gazette and also forwarded for publication to such media which it can be assumed will disseminate the information throughout the European Union. It will also be made available to the other shareholders on the website of the company at <http://investors.zooplus.com/de/hauptversammlung.html>.

If the request pursuant to section 122 (2) AktG is not fulfilled, then the shareholders who have submitted the request can file a petition in court and the court can authorize them to publish the item. The legal costs are borne by the company if the court allows the petition.

The regulations of the German Stock Corporation Act underlying these shareholder rights read as follows:

Section 122 AktG:

(1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to

the day of the receipt of the demand and that they will continue to hold the shares until the decision of the managing board regarding their request is made. Section 121 para. 7 shall apply correspondingly.

(2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than 500,000 Euro, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the Company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.

(3) If any such request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.

(4) The Company shall bear the costs of the general meeting and, in the case of paragraph 3, also the court costs if the court grants the application.

Section 142 (2) sentence 2 AktG:

The petitioners have to furnish proof that they have held the shares for no less than three months before the date of the shareholders' meeting and that they will hold the shares until the decision on the petition.

Section 70 AktG:

If the exercise of rights arising from a share is dependent on the shareholder being the holder of the share for a specific period of time, a claim for transfer of title against a credit institution, a financial services institute or an enterprise operating pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the Gesetz über das Kreditwesen (German Banking Act) is equivalent to ownership. The period during which the share was owned by a legal predecessor shall be attributed to the shareholder if they acquired the share without consideration from their fiduciary, as a universal successor in title, in the event of the liquidation of a community of interest or in the event of a transfer of a portfolio pursuant to section 14 of the Versicherungsaufsichtsgesetz (German Insurance Supervision Act) or section 14 of the Gesetz über Bausparkassen (German Building Loan Associations Act).

The articles of association of zooplus AG do not stipulate a different regulation within the meaning of section 122 (1) sentence 2 AktG.

Counter motions and nominations by shareholders pursuant to sections 126 (1), 127 AktG

Every shareholder has the right to send the company counter motions to proposed resolutions of the Management Board and/or the Supervisory Board on specific items of the agenda pursuant to section 126 (1) AktG as well as nominations for elections pursuant to section 127 AktG. Counter motions must be furnished with reasons; nominations do not need to be explained.

Counter motions and nominations are to be addressed exclusively to one of the following contact options:

zooplus AG
Sonnenstraße 15
80331 Munich

or

Fax: +49(0) 89 95006-503

or

E-mail: kontakt@zooplus.de

Motions and nominations not addressed to one of these options will not be considered by the company.

Counter motions or nominations received at one of the abovementioned contact options on time, i.e. no later than 14 days before the annual general meeting, i.e. by no later than the end of May 30, 2019 (24:00 CEST), will be made available without delay to the entitled parties specified in section 125 (1) to (3) AktG together with the name of the shareholder and the reasons given, if they are to be disclosed to the other shareholders, on the Internet at <http://investors.zooplus.com/de/hauptversammlung.html>, if the other requirements for publication pursuant to section 126 AktG have been met. Any statements of the administration will also be published at this web address.

The company can refrain from publishing a counter motion and its reasons or a nomination and any reasons given for it under the conditions specified in section 126 (2) AktG or section 127 sentence 1 in conjunction with section 126 (2) AktG.

Pursuant to section 127 sentence 2 AktG, shareholders must not provide reasons for proposals for the election of Supervisory Board members and auditors. In addition to the reasons specified in section 126 para. 2 AktG, the Management Board is not required to publish an election proposal that does not contain the name, profession and domicile of the candidate, among others. Proposals concerning the election of Supervisory Board members are not required to be made available if they are not accompanied by information on the proposed candidate's appointments to other statutory supervisory boards as defined in section 125 para. 1 sentence 5 AktG.

The reasons for a counter motion or any reasons given for a nomination do not need to be disclosed if they are more than 5,000 characters long in total.

Pursuant to section 126 (3) AktG, the Management Board can combine the counter motions and their reasons if several shareholders put forward counter motions on the same subject for a resolution. The same applies for nominations and any accompanying reasons.

It should be noted that, even if they have been sent on time in advance to the company, attention will be given to counter motions and nominations at the annual general meeting only if they are raised and circulated. The right of each shareholder to put forward counter motions on the various items of the agenda during the shareholders' meeting even if they have not submitted sent to the company beforehand remains unaffected. This right derives from section 124 (4) sentence 2 AktG. According to this, publication is not required for the adoption of a resolution on motions that are put forward on the items of the agenda.

The regulations of the German Stock Corporation Act underlying these shareholder rights read as follows:

Section 126 AktG: Propositions by shareholders

(1) Motions by shareholders including the name of the shareholder, the reasons and any position of the management are to be made available to the persons entitled pursuant to section 125 (1) to (3) under the conditions stated there if the shareholder has sent to the address indicated for this in the notice convening the meeting a counter motion to a proposal of the management board and supervisory board on a specific item on the agenda with their reasons no less than 14 days before the meeting. The date of receipt is not to be counted. In the case of listed companies, the disclosure has to be provided on the website of the company. Section 125 (3) applies accordingly.

(2) A counter motion and the reasons for it do not need to be disclosed

- 1. if the Management Board would make itself criminally liable as a result of the disclosure,*
- 2. if the countermotion would lead to a resolution of the shareholders' meeting that is illegal or that breaches the articles of association,*
- 3. if the reasons contain statements that are obviously false or misleading in material aspects or if they are libelous,*
- 4. if a countermotion of the shareholder based on the same facts has already been disclosed to a shareholders' meeting of the company pursuant to section 125 AktG,*
- 5. if the same countermotion of the shareholder with essentially the same reasons has been made available in the last five years to no less than two shareholders' meetings of the company pursuant to section 125 and less than one twentieth of the represented share capital has voted in favor at the shareholders' meeting,*
- 6. if the shareholder indicates that they will not attend and will not arrange to be represented at the shareholders' meeting, or*
- 7. if the shareholder has given notice of a countermotion but not put this forward or not arranged for this to be put forward at two shareholders' meeting in the previous two years.*

The reasons do not need to be disclosed if they are more than 5,000 characters long in total.

(3) If several shareholders put forward countermotions on the same item for resolution, the management board can combine the countermotions and their reasons.

Section 127 AktG: Nominations by shareholders

Section 126 shall apply mutatis mutandis for the nomination by a shareholder for the election of members of the supervisory board or of auditors. Reasons do not need to be given for the nomination. The Management Board also does not have to disclose nominations if the nomination does not contain the information pursuant to section 124(3) sentence 3 and section 125(1) sentence 5.

Section 124 (3) sentence 4 AktG: Publication for requests for supplements; proposals for resolutions

The proposal for the election of members of the supervisory board or of auditors has to indicate their name, the profession they exercise and their place of residence.

Section 125 (1) sentence 1, (2) sentence 1 and (3) AktG: Communications to shareholders and supervisory board members

- (1) The management board shall, at least 21 days before the meeting, announce the convening of the meeting to those credit institutions and shareholders' associations which had exercised voting rights on behalf of shareholders in the preceding general meeting or which have requested such information.*
- (2) The management board shall provide the same information to shareholders who make such request or are registered as shareholders in the company's share register at the beginning of the 14th day before the meeting.*
- (3) Each member of the supervisory board may request that the management board send the same communications to him*

Section 125 (1) sentence 5 AktG: Communications to shareholders and members of the supervisory board

In the case of listed companies, the proposal on the election of members of the supervisory board has to include information on their membership of other supervisory bodies to be created by law; information on their membership of comparable domestic and foreign supervisory committees of companies should be added.

Section 137 AktG: Voting on nomination made by shareholders

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

Right of the shareholders to receive information pursuant to section 131 AktG

Pursuant to section 131 (1) AktG, every shareholder is to be given information by the Management Board upon request on the affairs of the company, the legal and business relations of the company with affiliated companies and on the situation of the group and the companies included in the consolidated financial statements if this information is necessary for a proper assessment of an item on the agenda and there is no right to withhold information.

The information has to satisfy the principles of conscientious and accurate accounting. The Management Board may refrain from answering certain questions if the circumstances apply that are outlined in section 131 para. 3 AktG, particularly when according to reasonable business judgment – providing the information is likely to cause substantial damages to the Company or an affiliate.

If information has been provided outside the shareholders' meeting to a shareholder by reason of their status as a shareholder, it shall be provided to any other shareholder at the shareholders' meeting upon their request, even if it is not necessary for a proper evaluation of the item on the agenda. In this event, the Management Board may not refuse to disclose the information pursuant to section 131 (3) nos. 1 to 4.

If a shareholder is refused disclosure of a piece of information, they can request that their question and the reason for which disclosure of the information has been refused are recorded in the minutes of the annual general meeting.

The regulations of the German Stock Corporation Act underlying these shareholder rights read as follows:

Section 131 AktG: Shareholders right to information

(1) On request, each shareholder is to be given information on the affairs of the company by the management board at the shareholders' meeting if it is necessary for the proper assessment of the item on the agenda. The duty to provide information also extends to the legal and business relations of the company with an affiliated company. If a company makes use of the simplified procedure pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder can request that the annual financial statements of the company are presented to them in the shareholders' meeting on these annual financial statements in the form that they would have been in if these regulations had not been applied. The duty of the management board of a parent company (section 290 (1), (2) of the German Commercial Code) to provide information in the shareholders' meeting to which the consolidated financial statements and the consolidated management report are presented also

extends to the situation of the group and of the companies included in the consolidated financial statements.

(2) The information has to satisfy the principles of conscientious and accurate accounting. The articles of association or the rules of procedure pursuant to section 129 can authorize the chair of the meeting to place a reasonable time limit on the right of the shareholder to ask questions and to speak and to define this in more detail.

(3) The management may refuse to disclose information

1. if according to prudent business judgment the issuing of the information is likely to cause significant prejudice to the company or an affiliated company,

2. if it relates to tax valuations or the amount of individual taxes,

3. concerning the difference between the value at which items are recognized in the annual balance sheet and a higher value of these items, unless the shareholders' meeting adopts the annual financial statements,

4. concerning the accounting and valuation methods if the information on these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the company within the meaning of section 264(2) of the German Commercial Code; this shall not apply if the shareholders' meeting adopts the annual financial statements,

5. if the management board would make itself criminally liable by issuing the information,

6. if in the case of a credit institution or financial services institution information about accounting and valuation methods applied or calculations made in the annual financial statements, management report, consolidated financial statements or the consolidated management report does not need to be given,

7. if the information is consistently available on the website of the company for no less than seven days before the annual general meeting and during it. Disclosure of the information may not be refused for other reasons.

(4) If information has been provided outside the shareholders' meeting to a shareholder by reason of their status as a shareholder, it shall be provided to any other shareholder at the shareholders' meeting upon their request, even if it is not necessary for a proper evaluation of the item on the agenda. The management board may not refuse to disclose the information pursuant to subsection 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290 (1), (2) of the German Commercial Code), a cooperative enterprise (section 310 (1) of the German Commercial Code) or an associated company (section 311 (1) of the German Commercial Code) provides the information to a parent company (section 290 (1), (2) of the German Commercial Code) for the purposes of the inclusion of the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is refused disclosure of a piece of information, they can request that their question and the reason for which disclosure of the information has been refused are recorded in the minutes of the discussions.

In addition, the chair of the meeting is entitled to adopt various measures on the conduct and matters of order at the annual general meeting. The chair of the chair of the meeting can set a reasonable time limit on the right of

the shareholders to ask questions and to speak pursuant to article 18 (2) sentence 3 of the articles of association of the company if this is permitted by law. The underlying regulations of the articles of association of zooplus AG read as follows:

Section 18 (2) of the articles of association of zooplus AG:

The chair chairs the proceedings and determines the order in which the items of the agenda are dealt with as well as the form of voting. He determines the order of speakers. The chair can put a reasonable time limit on the right of the shareholder to ask questions and to speak; he is authorized in particular to set a reasonable time frame at the beginning of or during the annual general meeting for the progress of the proceedings, the discussions of the individual items on the agenda and the individual questions and speeches.

Munich, April 2019

The Management Board