

Form for granting proxies and instructions to proxies of the Company

Person granting power of attorney

Last name/ Firm

Number of shares*

Postal code / City

Admission ticket no.

* Please refer to the admission ticket to the shareholder meeting, which will be sent to you after proper registration.

Power of Attorney/Instructions to Proxies of the Company

I/We hereby authorize Mrs. Bettina Burkämper, Munich, and Mrs. Gloria Falco, Munich, (proxies of the Company), under disclosure of the my / our name(s) individually and with the right to sub-authorization, to represent me/us at the General Meeting of zooplus AG on June 14, 2019 and to exercise the voting right on my / our behalf according to my/our instruction set out below.

Power of attorney/instructions shall be revoked on condition that the principal or his representative attends the meeting in person.

Proposed Resolutions pursuant to the Federal Gazette	Yes	No	Abstention
2. Approval of the Actions of the Management Board for the 2018 Financial Year.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Actions of the Supervisory Board for the 2018 Financial Year.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the auditor for the financial statements and consolidated financial statements for the 2019 financial year.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date, Signature(s)

Notes

If you are not able to personally attend the meeting and do not wish to authorize a third person, you can have your voting right exercised by proxies of the Company.

Please fill out the form completely and legibly. Please refer to your admission ticket of the required information on the person granting the power of attorney. You will receive the admission ticket after your registration for the General Meeting in due form. This form can only be considered if it can be uniquely assigned to a registration. If an assignment is not possible due to missing or improper registration or incomplete or illegible information on this form, the voting right cannot be exercised by a proxy of the Company.

You can also use the forms printed on the admission ticket to grant proxies. The admission ticket will be sent to you after proper registration. If you use the form on the admission ticket, the assignment to the registration is ensured.

This form does not substitute the proper registration for the Annual General Meeting and the timely receipt of the proper proof of share ownership. Both are prerequisites for attending the Annual General Meeting and exercising voting rights, even if a power of attorney has been granted.

Please provide instructions on all proposed resolutions. Your instructions relate to the resolution Please check the YES box if you agree, the NO box if you disagree and the ABSTENTION box if you abstain. If you do not mark a field, this will be considered an abstention and double marks will be considered invalid. If there are individual votes on summarized resolution proposals under an agenda item, your instructions will apply accordingly to the individual resolution proposals. Please sign the power of attorney/instructions to proxies of the Company or insert your person in a legible form.

Proxies/instructions to proxies of the Company as well as any changes or revocations should be sent to us **by June 13, 2019 (24:00 hours CEST)** at the latest:

zooplus AG
c/o Computershare Operations Center
80249 München
Telefax: +49 89 30903-74675
E-Mail: zooplus-hv2019@computershare.de

In case different declarations are received by different means of transmission, they shall be taken into account in the following order:
1. by e-mail, 2. by fax and 3. on paper.

Please note, that Company proxies can only exercise voting rights for you bound by your voting instructions. Proxies of the Company will not be available to carry out any other instructions than the voting. If you wish to exercise your participation rights beyond the scope described above, you must attend the meeting yourself or authorize a third party to do so.

You are entitled to attend the meeting in person even after you have issued power of attorney/instructions. Power of attorney/instructions will be revoked on condition that you or your representative attends the meeting in person.

If you leave the meeting before entering the vote, you can again issue proxy/instructions.

Shareholder motions and election proposals (countermotions) that are to be made accessible can be viewed on the Internet at:
<http://investors.zooplus.com/en/general-assembly.html>

You can support a counter-proposal aimed exclusively at rejecting a proposed resolution by voting against the administrative proposal. In the absence of express instructions, it is not possible to vote on further motions, such as countermotions with regard to content or procedural motions, by proxy/instructions.

Data Protection

Details on the handling of personal data and rights under the EU General Data Protection Regulation (GDPR) can be found on the company's website, see <http://investors.zooplus.com/en/dataprotection.html> or in the invitation to the Annual General Meeting, see <http://investors.zooplus.com/en/general-assembly.html> or in the Federal Gazette.