

**Ad hoc announcement  
pursuant to Section 15 of  
the German Securities  
Trading Act (WpHG)**



(Not for dissemination, publication or distribution in the USA, Canada, Japan and Australia)

**zooplus AG resolves capital increase from authorized capital of up  
to 469,261 shares and defines conditions**

**Munich, November 17, 2011 – The Management Board of Munich-based zooplus AG today resolved, with the approval of the Supervisory Board, to increase the company's share capital by partially exercising the Authorized Capital 2008 by a nominal amount of up to EUR 469,261.00 from a current total of EUR 5,631,138.00 to up to EUR 6,100,399.00 by issuing up to 469,261 new, no-par value bearer shares, each with a nominal interest in the share capital of EUR 1.00 per share.**

Statutory subscription rights within the meaning of Section 186 (5) of the German Securities Act (Aktiengesetz) are granted to shareholders in the way that the new shares are subscribed for by Munich-based UniCredit Bank AG at an issuing amount of EUR 1.00 per share, with the obligation to offer these to shareholders for indirect subscription with a subscription ratio of 12:1 at a subscription price of EUR 42.00 per share and to pay the excess proceeds to the company (indirect subscription rights). This means that each shareholder is therefore authorized to subscribe one new share for every twelve existing shares via this indirect subscription right. However, it is only possible to subscribe for whole new shares or multiples thereof; it is not possible to subscribe for fractions of shares. In order to ensure an even subscription ratio, one of the company's shareholders has undertaken to waive exercising subscription rights for six of the shares due to this shareholder. In addition, the company's shareholders who are entitled to subscribe for the shares will be given the opportunity of acquiring additional new shares in addition to their statutory subscription rights, for the subscription rights that are not exercised during the subscription period (oversubscription right). The new shares carry full profit participation rights for the financial year 2011.

The shareholders are expected to be able to exercise their subscription rights and their oversubscription right in the period from November 25, 2011 to December 8, 2011 (inclusive). Organized trading in subscription rights is not intended and will also not be initiated by zooplus AG or UniCredit Bank AG. The subscription offer will be published shortly.

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zooplus AG will generate gross proceeds of up to EUR 19,708,962.00 from the subscription offer. The company is intending to boost growth and expand European online market leadership with the proceeds from the capital increase. In line with its strategic goals, the capital increase allows the company to focus more strongly on international growth as well as the expansion of its operating business. In addition, the capital increases serves to strengthen the company's equity base.

**Exclusion clause**

This publication is exclusively for information purposes and does not constitute either an offer to sell or a solicitation of an offer to buy any securities. There was neither a public offer in connection with this transaction, nor will there be a public offer of securities. No securities prospectus has been or will be prepared in connection with the transaction. Dissemination of this disclosure and the offer and sale of securities could be subject to restrictions in certain jurisdictions.

**United States of America**

This notice is not intended for persons in the United States of America (including its territories, dependencies, federal states and the District of Columbia) and may not be disseminated either directly or indirectly in the United States of America.

This notice is neither an offer nor part of an offer for the sale of or a solicitation of an offer to buy or subscribe for securities in the United States of America. The shares of zooplus AG detailed herein (the "shares") are and will not be registered according to the provisions of the United States Securities Act of 1933 in its respective applicable version ("Securities Act") or the securities trading laws in individual states of the USA, nor will they be offered or sold in the United States of America. The shares may neither be offered or sold in the United States of America nor to persons in the United States of America or delivered there either directly or indirectly, excluding exceptional cases as a result of an exemption from the registration requirements in the Securities Act or the law of an individual state of the USA.

**Canada, Japan and Australia**

This disclosure is not intended for persons in Canada, Japan or Australia. The securities detailed in this disclosure may not be offered or sold to persons in these countries.

**<End of ad hoc announcement>**

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**Company profile:**

zooplus was founded in 1999 and has established itself as Europe's leading online retailer for pet products, measured by sales and other income. In 2010, total sales amounted to EUR 194 mm and, therefore, have increased fivefold during the last 5 years. The company's business model has already been introduced successfully in 18 countries. zooplus offers products for all pet varieties. Its product range comprises foods (dry and wet pet foods, pet food supplements such as chewing bones and snacks) as well as pet accessories (such as cat trees and toys) over a wide range of categories. In addition to a broad selection of over 7,000 products, zooplus customers benefit from online veterinary consultations as well as a number of other interactive features. Pet products represent a significant market segment of the European consumer retail space. Overall revenues from pet food and accessories amounted to EUR 19 billion within the European Union in 2010 alone. Based on the growing trend towards humanization of pets in western industrialized countries, pet owners are adapting their purchasing behaviour in favour of health, wellness and other premium products. In addition, European eCommerce is expected to enjoy sustained, strong growth in the years to come. zooplus expects a continuation of the company's dynamic growth.

**Online:** <http://investors.zooplus.com/en/welcome/>

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