

Notice:

This year, the Annual General Meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxies in accordance with Section 1 (2) sentence 1 of the Act on the Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Reduce the Effects of the COVID-19 Pandemic.

Please take note of the special conditions for participating in the virtual Annual General Meeting entirely by means of the electronic broadcast (no electronic participation) and exercising voting rights by means of absentee voting.



zooplus AG

Munich

ISIN DE0005111702

**Invitation to the Ordinary Annual General Meeting
(virtual Annual General Meeting)**

We hereby invite our shareholders to join us on
Thursday, June 25, 2020, at 12 noon,
for the
Ordinary Annual General Meeting.

The meeting shall take place
without the physical presence of the shareholders or their proxies
at the registered offices of
zooplus AG,

**Sonnenstr. 15,
80331 Munich.**

The entire meeting will be held in accordance with Section 1 (2) sentence 1 no. 1 of the Act on the
Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to
Reduce the Effects of the COVID-19 Pandemic at

<https://investors.zooplus.com/annual-general-meeting/>

by way of electronic video and audio broadcast (no electronic participation)
to the shareholders and their proxies.

Introductory Remarks

Due to the progressive spread of the coronavirus (SARS-COV-2), this year's Annual General Meeting will be held by zooplus AG for the first time as a virtual annual general meeting without the physical presence of shareholders or their proxies. In view of the ongoing COVID-19 pandemic and the existing restrictions on meetings and events, as well as with the aim of avoiding health risks to shareholders, internal and external employees and members of the company's executive bodies, the Management Board of zooplus AG has decided, with the Supervisory Board's consent, to make use of the legislator's new regulations to mitigate the consequences of the COVID-19 pandemic when conducting this year's Annual General Meeting.

The health of those attending the Annual General Meeting is a top priority for the company. At the same time, shareholders should be able to exercise their voting rights and ask questions on the date indicated for the Annual General Meeting of June 25, 2020. This year's Annual General Meeting of zooplus AG will therefore be held virtually only without the physical presence of shareholders or their proxies. More detailed explanations can be found below under **Section V.** ("Virtual Annual General Meeting").

I.

Agenda

- 1. Presentation of the adopted annual financial statements for the 2019 financial year, the approved consolidated financial statements for the 2019 financial year, the combined management report for the company and the Group for the 2019 financial year, the report of the Supervisory Board for the 2019 financial year and the Management Board's explanatory report regarding the disclosures pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (Handelsgesetzbuch [HGB])**

These documents are available for viewing at the offices of zooplus AG, Sonnenstrasse 15, 80331 Munich, Germany, as well as on the company's website at <https://investors.zooplus.com/annual-general-meeting/>. Each shareholder may receive a copy upon request.

A resolution on this agenda item is not provided for and not possible in accordance with the statutory provisions because the Supervisory Board has already approved the annual and consolidated financial statements; the annual financial statements are thereby adopted. With respect to the other documents mentioned in this Agenda Item, the law provides only

that shareholders be given an opportunity to inspect the documents for informational purposes but does not provide for a resolution to be adopted by the Annual General Meeting.

2. Resolution on the discharge of the Management Board for the 2019 financial year

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged for the 2019 financial year.

3. Resolution on the discharge of the Supervisory Board for the 2019 financial year

The Management Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the 2019 financial year.

4. Election of the auditor of the financial statements and consolidated financial statements for the 2020 financial year

Based on the corresponding recommendation of its Audit Committee, the Supervisory Board proposes the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich branch, as the auditor for the financial statements and consolidated financial statements for the 2020 financial year.

5. Elections to the Supervisory Board

In accordance with Sections 95, 96 (1) AktG and Section 10 (1) of the company's Articles of Association, the company's Supervisory Board consists of six members. As the company is not subject to co-determination, its Supervisory Board consists currently of shareholder representatives only. Pursuant to Section 102 (1) AktG and Section 10 (2) of the company's Articles of Association, the members of the Supervisory Board are elected for the period up to the end of the Annual General Meeting that resolves on their discharge for the fourth financial year after commencing their term of office, unless the Annual General Meeting resolves on a shorter term of office at the time of their election. The financial year in which the term of office begins is not counted.

At the end of the Annual General Meeting on June 25, 2020, to which this invitation is hereby extended, the term of office of Supervisory Board member Christine Cross, who was appointed by resolution of the District Court of Munich on October 24, 2019, will expire. In addition, the resignation of Supervisory Board member Henrik Persson will also take effect from the end of the Annual General Meeting on June 25, 2020.

The other members of the Supervisory Board are not to be newly appointed, as their terms of office are still running. A total of two new Supervisory Board members must therefore be elected.

Christine Cross is available for re-election and shall be re-elected as a member of the Supervisory Board, effective as of the end of the Annual General Meeting on June 25, 2020. Furthermore, Mr. Tjeerd Jegen is to be newly elected to the Supervisory Board.

On this basis and in accordance with the proposal of its Nomination Committee, the Supervisory Board proposes to elect Christine Cross and Tjeerd Jegen as members of the Supervisory Board, each effective as of the end of the Annual General Meeting on June 25, 2020. The appointment will be made in each case until the end of the Annual General Meeting which resolves on the discharge for the fourth financial year after commencing their term of office, whereby the financial year in which the term of office begins is not counted (i.e., presumably until the end of the Annual General Meeting in 2025).

Christine Cross is currently employed by Christine Cross Limited and is also Board Advisor to the Board of Directors of River Island Clothing Company Limited and Unilever Tea Too Pty Limited. She resides in Lower Slaughter, Cheltenham, Gloucestershire, United Kingdom.

Christine Cross is not a member of any statutory supervisory board of any company. She is, however, a member of comparable foreign supervisory bodies of the following commercial enterprises:

- Independent, Non-Executive Director of Pollen Estate Trustee Company Limited, London, UK;
- Non-Executive Director of Coca-Cola European Partners, Plc, Uxbridge, UK;
- Non-Executive Director of Hilton Food Group Plc, Huntingdon, Cambridgeshire, UK.

Ms. Cross does not hold any memberships in comparable domestic supervisory bodies of commercial enterprises.

Tjeerd Jegen is currently the CEO of Hema B.V., Amsterdam, Netherlands. He resides in Bussum, Netherlands.

Mr. Tjeerd Jegen is not a member of any statutory supervisory board of any company, and he does not hold any memberships in comparable domestic or foreign supervisory bodies of commercial enterprises.

Detailed CVs of the proposed candidates are available for viewing at <https://investors.zooplus.com/annual-general-meeting/>.

In accordance with the German Corporate Governance Code, the proposed candidates will ensure that they have sufficient time to perform their duties. The Supervisory Board has also satisfied itself that the proposed candidates will be able to devote the expected amount of time.

In the estimation of the Supervisory Board, the proposed candidates have no personal or business relationship with zooplus AG, its Group companies or executive bodies that would require disclosure under the German Corporate Governance Code or a personal or business relationship with a significant shareholder in zooplus AG as defined by the German Corporate Governance that would require disclosure. The proposed candidates have not served on the Supervisory Board for more than twelve years and are familiar with the sector in which the company operates.

The aforementioned election proposals take into account the concrete objectives established by the Supervisory Board for its composition and, at the same time, strive to meet the competence profile developed by the Supervisory Board for the body as a whole. In each case, attention was also given to ensuring diversity. The objectives for the composition and the competence profile for the Supervisory Board, and the status of their respective implementation, are published in the company's Statement on Corporate Governance pursuant to Sections 289f, 315d HGB (including the Corporate Governance Report) for the 2019 financial year as part of the Annual Report.

6. Resolution on the authorization to grant subscription rights to members of the Management Board of zooplus AG (Stock Option Program 2020) and on the creation of Conditional Capital 2020 and the amendment of the Articles of Association

Agenda Item 6 shall create the possibility to issue subscription rights to shares of zooplus AG to members of the Management Board of zooplus AG under a stock option program ("Stock Option Program 2020") in order to continue to bind zooplus AG executives to zooplus AG through a variable remuneration component with a long-term incentive effect.

The Management Board and Supervisory Board propose that the following resolution be adopted:

a) Authorization to issue stock options with subscription rights to shares of zooplus AG

The Supervisory Board is authorized to grant subscription rights ("**stock options**") for a total of up to 70,000 no-par value bearer shares in the company to members of the company's Management Board ("**beneficiaries**") on one or more occasions up to and including December 31, 2022 ("**authorization period**").

A stock option grants a subscription right to one share of the company. A subscription right for the company's shareholders does not exist. Insofar as stock options expire during the authorization period due to the termination of employment with the company or for other reasons, a corresponding number of stock options may be re-issued to beneficiaries. At the company's discretion, the subscription rights exercised may be satisfied by using either Conditional Capital 2020/I proposed for resolution under letter b) below or treasury shares of the company. The company also has the right to satisfy its obligation in cash. The granting of the stock options and the issue of the subscription shares shall take place in accordance with the following provisions:

(1) Beneficiaries

The group of beneficiaries consists exclusively of members of the company's Management Board.

(2) Issue periods (Acquisition periods)

Within the authorization period, stock options may be issued once or several times a year in tranches pursuant to a program to be launched once or repeatedly, whereby on each occasion the issue is made within the framework of the statutory provisions within four weeks beginning on the third working day following the announcement of the results of the respective quarter or financial year (in each case the "**issue period**"). The relevant regulations are determined by the company's Supervisory Board ("**plan conditions**").

The date of issue shall be the date on which the beneficiaries receive the offer to grant stock options, irrespective of the date of the offer's acceptance. The offer may specify a later date as the issue date.

(3) Vesting period

Stock options may be exercised for the first time as of the end of the vesting period. The vesting period for a tranche of stock options always begins with the set issue date and ends at the earliest with the end of the fourth anniversary following that issue date.

(4) Performance targets

The stock options may be exercised only if and to the extent that the performance targets have been achieved as described below:

The performance targets are linked to the absolute performance of the zooplus share price during the vesting period. Depending on the development of the zooplus share price, the beneficiaries may exercise a varying number of the stock options allocated to them. One-third of the stock options may be exercised if the volume-weighted 6-month average price of the company's share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange at the end of the vesting period is at least 20% above the exercise price (Performance Target I, in which case one-third of the stock options may be exercised), at least 30% above the exercise price (Performance Target II, in which case two-thirds of the stock options may be exercised), or at least 50% above the exercise price (Performance Target III, in which case all stock options may be exercised).

(5) Exercisability of stock options

Stock options can be exercised only after the vesting period has expired and one of the performance targets has been achieved. The stock options are satisfied in shares of the company, whereby each stock option entitles the holder to subscribe to one share.

(6) Exercise periods and term

The stock options may be exercised by the beneficiaries within two years of the date on which the vesting period expires. During this period, stock options may be exercised within four weeks, beginning on the third working day after the announcement of the results for the respective quarter or financial year ("**exercise period**"). The exercise period may be reasonably extended by the company's Supervisory Board if the exercise is not possible at the end of the original exercise period due to statutory provisions. The term of the stock

options ends after the end of the respective (possibly extended) exercise period. Stock options that have not been exercised by the end of the respective exercise period expire without compensation.

(7) Exercise price

When stock options are exercised, the exercise price must be paid for each share to be subscribed. The "**exercise price**" per share corresponds to the volume-weighted 6-month average price of the zooplus share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange before the issue date of the stock options. The minimum exercise price shall correspond, at least, to the lowest issue price as defined by Section 9 (1) AktG.

(8) Substitution rights of the company

The company may satisfy exercised stock options by issuing new no-par value bearer shares from Conditional Capital 2020 to be created for this purpose in accordance with letter b) below. The company is also entitled to deliver treasury shares, in whole or in part, instead of new shares. Furthermore, in lieu of delivering (new or treasury) shares, the company is entitled to settle the options, in whole or in part, in a cash amount equal to the value of the shares to be delivered upon exercise of stock options less the exercise price.

The decision as to which alternative is chosen by the company in each individual case is made by the Supervisory Board of the company.

(9) Limitation in the event of extraordinary developments

In the event of extraordinary developments, the company's Supervisory Board is entitled to limit the exercisability of stock options granted to members of the company's Management Board at its discretion. A limitation may be necessary particularly to ensure the appropriateness of the remuneration as defined in Section 87 (1) sentence 1 AktG or to ensure compliance with Section 87 (4) AktG based on a corresponding resolution of the Annual General Meeting on the reduction of the maximum remuneration and/or with Section 87a AktG, particularly with regard to the determination of a maximum remuneration for the members of the Management Board in accordance with Section 87a (1) sentence 1 no. 2 AktG.

(10) Individual rights

The stock options are not legally transferable; they are, however, inheritable. They may also be transferred to fulfill bequests. Stock options may only be exercised by the respective beneficiaries themselves or their heirs or legatees. If stock options can no longer be exercised in accordance with the above provision, they shall expire without replacement or compensation. The provision on the authorization to re-issue expired stock options to beneficiaries remains unaffected.

The plan conditions may provide that stock options lapse without replacement or compensation if the employment relationship of the beneficiary with the company ends. Stock options that are forfeited as a result of this may be re-issued. Special arrangements may be made in the event of death, retirement, occupational disability or other special cases of resignation, as well as in the event of a *change of control* or to meet legal requirements.

(11) Anti- dilution protection

The terms and conditions of the plan may contain customary anti-dilution protection clauses, on the basis of which the economic value of the stock options is essentially secured pursuant to the provision in Section 216 (3) AktG and, in particular, by taking into account any stock split, capital increases from company funds accompanied by the issue of new shares or other measures with comparable effects when determining the number of shares to be issued per stock option.

(12) Entitlement to dividends

The new no-par-value bearer shares participate in the profit from the beginning of the financial year for which, at the time of exercising the subscription right, no resolution by the Annual General Meeting on the appropriation of retained earnings has yet been adopted.

(13) Authorization to determine further details

The further details of the granting and satisfaction of stock options for the issue of shares from Conditional Capital 2020 and other plan conditions are determined by the company's Supervisory Board.

Further regulations include specifically the decision on the one-time or repeated issue of annual tranches to make use of the authorization to grant stock options, the provisions on the implementation of the Stock Option Program 2020 and the annual tranches, the procedure for the allocation and exercise of stock options, the allocation of stock options to individual beneficiaries, the determination of the issue date within the respective issue period, the regulations on the exercisability of stock options in special cases (including regulations on non-forfeiture) – particularly in the event the beneficiary leaves the employment relationship, in the event of death or a *change of control*, the conclusion of a company contract, a delisting or to meet legal requirements, and the possibility of recall or forfeiture in special cases (*claw-back*).

b) Conditional capital 2020

The company's share capital is conditionally increased by up to EUR 70,000.00 by issuing up to 70,000 new no-par value bearer shares ("**Conditional Capital 2020**"). The conditional capital increase serves exclusively to grant subscription rights to shares (stock options) to members of the Management Board of zooplus AG, granted on the basis of the above authorization. The shares shall be issued at the issue price determined in the above authorization. The conditional capital increase is only carried out to the extent that subscription rights are exercised and the company does not grant treasury shares or cash compensation to satisfy the subscription rights. The new shares participate in the profit from the beginning of the financial year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting on the appropriation of retained earnings has yet been passed. The Supervisory Board is authorized to determine the further details of the conditional capital increase and its implementation.

c) Amendment to the Articles of Association

Section 5 of the Articles of Association is supplemented by the following new paragraph 9:

"9. The company's share capital is conditionally increased by EUR 70,000.00 through the issue of up to 70,000 no-par value bearer shares of the company, each representing a notional interest in the share capital of EUR 1.00, in accordance with the authorization of the Annual General Meeting of June 25, 2020, under Agenda Item 6, letter a) (Conditional Capital 2020). The Conditional Capital 2020/I serves to secure subscription rights from stock options issued by zooplus AG under the Stock Option Program 2020 on the basis of the authorization of the Annual General

Meeting of June 25, 2020, under Agenda Item 6, letter a) in the period from the registration of the Conditional Capital 2020 until December 31, 2022. The conditional capital increase shall only be implemented to the extent that stock options are issued and the holders of these stock options exercise their subscription rights to shares of the company. The shares from the Conditional Capital 2020/I shall be issued at the exercise price determined in accordance with the authorization of the Annual General Meeting of June 25, 2020, under Agenda Item 6, letter a) (7). The new shares participate in the profit from the beginning of the financial year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting on the appropriation of the retained earnings has yet been adopted. The Supervisory Board is authorized to determine the further details of the conditional capital increase and its implementation."

7. Resolution on the authorization to acquire treasury shares in accordance with Section 71 (1) no. 8 AktG and to utilize treasury shares with the option to exclude subscription rights

The authorization to acquire and use treasury shares resolved by the Annual General Meeting on June 11, 2015 expires on June 10, 2020. The company has not yet made use of this authorization. In order to continue to be in a position to acquire the company's own shares in the future, the Management Board shall again be authorized to acquire the company's own shares with the approval of the Supervisory Board.

The Management Board and Supervisory Board propose the following resolution:

a) Creation of an acquisition authorization

The Management Board shall be authorized with the Supervisory Board's consent to acquire treasury shares of the company up to a total of 10% of the share capital existing at the time of the resolution by the Annual General Meeting – or if the value is lower – the company's share capital existing at the time of exercising the authorization until June 24, 2025. Together with other treasury shares held by the company or attributable to the company pursuant to Sections 71d and 71e AktG, the shares acquired on the basis of this authorization may at no time account for more than 10% of the company's share capital. The shares may also be acquired by dependent Group companies of the company as defined by Section 17 AktG or by third parties for the account of the company or Group companies.

This authorization may also be exercised by a Group company or by third parties for the account of the company or a Group company. The authorization may be exercised for all legally permissible purposes, in particular in pursuit of one or more of the purposes set out under c) (1) to (5). Trading in its own shares is not permitted. The authorization may be exercised in whole or in part, in the latter case also several times. Within the authorization period, the shares may be acquired in partial tranches spread over various acquisition dates until the maximum acquisition volume is reached.

b) Method of acquiring company's own shares

The acquisition is subject to compliance with the principle of equal treatment (Gleichbehandlungsgrundsatz) as defined by Section 53a AktG and will be effected at the discretion of the Management Board (i) on the stock exchange or (ii) by way of a public purchase offer to all shareholders or (iii) by way of a public solicitation to the shareholders to submit offers to sell (the acquisition pursuant to (ii) and (iii) below "**Public Purchase Offer**").

aa) Acquisition via the stock exchange

If treasury shares are acquired via the stock exchange, the purchase price per share paid by the company (excluding ancillary acquisition costs) may not be more than 10% higher or lower than the volume-weighted average price of the company's shares in Xetra trading (or a functionally comparable successor system replacing Xetra) on the Frankfurt Stock Exchange during the last five trading days prior to the date on which the obligation to acquire the shares is entered into.

bb) Acquisition of shares by means of a public purchase offer

If the acquisition is made by means of a public purchase offer, the company may determine a set purchase price or a purchase price range per share (excluding incidental acquisition costs) within which it is prepared to acquire shares. In the public purchase offer, the company may specify a period for the acceptance or submission of offers and the possibility and conditions for adjusting the purchase price range during the period in the event of not only insignificant price changes. In the case of a purchase price range, the purchase price is determined on the basis of the selling prices stated in the declarations of acceptance of offers by the shareholders and the

purchase volume determined by the Management Board after the end of the offer period.

- (1) In the event of a public purchase offer by the company, the purchase price or the purchase price range per share offered (excluding incidental acquisition costs) may not be more than 10% higher or lower than the volume-weighted average price of the company's shares in Xetra trading (or a functionally comparable successor system replacing Xetra) on the Frankfurt Stock Exchange during the last five trading days prior to the date of the public announcement of the offer. In the event the company adjusts the purchase price range, the last five trading days before the public announcement of the adjustment will be used as the basis.
- (2) In the case of a solicitation to shareholders to submit an offer to sell, the company's purchase price per share (excluding incidental acquisition costs) shall be determined on the basis of the offers submitted and may not be more than 10% higher or lower than the volume-weighted average price of the company's shares in Xetra trading (or a functionally comparable successor system replacing Xetra) on the Frankfurt Stock Exchange during the last five trading days prior to the day of publication of the solicitation to submit offers to sell.

The volume of the purchase offer or the solicitation to sell may be limited. If the total number of shares tendered to the company exceeds the total volume of the company's purchase offer or solicitation to sell, the shares will be considered or accepted in proportion to the total volume of the purchase offer or solicitation to sell in relation to the total number of shares tendered by the shareholders. Provision may be made for preferential acceptance of small numbers of up to 100 shares tendered per shareholder and for rounding in accordance with commercial principles to avoid arithmetic fractions of shares. Any further tender rights of shareholders are excluded in this respect. The public purchase offer may provide for further conditions.

c) Authorization of use

The Management Board shall be authorized with the Supervisory Board's consent to use any treasury shares already held by the company or any treasury shares acquired under the above acquisition authorization for any legally permissible purposes. In

addition to a sale via the stock exchange or through an offer directed to all shareholders (each in compliance with the principle of equal treatment under Section 53a AktG), the Management Board is also authorized to use any treasury shares already held by the company or the treasury shares acquired under the above acquisition authorization with the Supervisory Board's consent in the following manners:

- (1) The treasury shares may be offered and/or transferred to third parties as (partial) consideration in return for contributions in-kind, particularly in the context of corporate mergers or acquisition of companies, operations, parts of companies or equity interests in companies (including an increase in existing shareholdings).
- (2) They may be sold to third parties against cash payment at a price (excluding incidental costs of disposal) that is not significantly lower as defined by Section 186 (3) sentence 4 AktG than the stock market price of the company's share at the time of the sale.
- (3) They may be used to satisfy purchase obligations or purchase rights to shares of the company from and in connection with convertible or warrant-linked bonds, profit participation rights with conversion or option rights, or conversion or option obligations issued by the company or one of its Group companies.
- (4) They may be offered or transferred to employees of the company or of affiliated companies as defined by Section 15 et seq. AktG, as well as to members of the management of the company or of affiliated companies as defined by Section 15 et seq. AktG and/or used to satisfy commitments or obligations to acquire shares in the company that have been or will be offered to employees of the company or of affiliated companies as defined by Section 15 et seq. AktG and to members of the management of the company or of affiliated companies as defined by Section 15 et seq. AktG. Treasury shares may also be used to satisfy purchase obligations or purchase rights to shares in the company that have been or will be agreed with the employees or members of the management of the company or of affiliated companies as defined by Section 15 et seq. AktG within the scope of employee participation programs. To the extent that members of the company's Management Board are beneficiaries, this authorization applies to the Supervisory Board, who will also be

responsible for selecting beneficiaries, as well as for determining the scope of the shares to be granted to beneficiaries in all cases.

- (5) They may be cancelled and the company's share capital reduced by the portion of the share capital attributable to the cancelled shares without such cancellation or implementation requiring a further resolution of the Annual General Meeting. A cancellation results in a reduction in capital. In deviation from this, the Management Board may determine that the share capital shall remain unchanged upon cancellation and instead the cancellation would increase the proportion of the share capital attributable to the remaining shares pursuant to Section 8 (3) AktG. In such a case, the Management Board is authorized to adjust the number of no-par value shares in the Articles of Association.

The aforementioned authorizations may be exercised in full or in several tranches in pursuit of one or more purposes. The authorizations may also be exercised by dependent companies or companies in which the company holds a majority interest or by third parties on behalf of the company or companies dependent on the company or companies in which the company holds a majority interest.

Shareholder subscription rights to treasury shares are excluded to the extent that these shares are used in accordance with the above authorizations in items (1) through (4). In addition, with the Supervisory Board's consent, the Management Board may exclude shareholder subscription rights for fractional amounts in the event of the sale of shares as part of an offer to sell.

In total, the shares used in accordance with the authorizations contained in c) (2) and (3) above, insofar as they are issued in corresponding application of Section 186 (3) sentence 4 AktG (excluding subscription rights against cash contributions not significantly below the stock exchange price), may not exceed 10% of the share capital, either at the time of the resolution or – if this value is lower – at the time of exercising this authorization. Shares issued or sold during the valid period of this authorization up to this point in time in direct or corresponding application of Section 186 (3) sentence 4 AktG shall count toward this limit. Also to be included in this limit are shares that have been or will be issued to satisfy convertible or warrant-linked bonds or option rights, insofar as these bonds are issued during the validity of this authorization in accordance with Section 186 (3) sentence 4 AktG.

8. Resolution on the creation of a new Authorized Capital 2020 with the option to exclude shareholder subscription rights; amendment of the Articles of Association

The currently existing Authorized Capital 2015 expires on June 10, 2020. The company has not made use of the Authorized Capital 2015. In order to give the company flexibility to execute a potential capital increase from Authorized Capital, new Authorized Capital ("Authorized Capital 2020") with the option to (partially) exclude shareholder subscription rights shall be created.

Section 5 (6) of the Articles of Association is to be revised entirely to this end, with the previous wording deleted.

The Management Board and Supervisory Board propose that the following resolution be adopted:

- a) The Management Board shall be authorized with the Supervisory Board's consent to increase the company's share capital in the period ending June 24, 2025 once or several times by up to a total of EUR 2,144,606.00 (in words: two million one hundred and forty-four thousand six hundred and six euros) by issuing up to a total of 2,144,606 new no-par value bearer shares, each with a notional interest in the share capital of EUR 1.00, against contributions in cash and/or in-kind (Authorized Capital 2020). Shareholders are generally entitled to subscription rights. The new shares may also be subscribed to by one or more credit institutions or equivalent institutions with the obligation to offer them to the shareholders for subscription (indirect subscription rights).

However, the Management Board shall be authorized with the Supervisory Board's consent to exclude shareholder subscription rights in the following cases:

- to the extent such exclusion is necessary to avoid fractional amounts resulting from shareholder subscription rights;
- to the extent necessary to grant the holders of option and/or conversion rights or option and/or conversion obligations from bonds with option and/or conversion rights or option and/or conversion obligations issued by the company or a company in which the company holds a direct or indirect majority interest a subscription or conversion right to new shares to the

- extent to which they would be entitled as shareholders after exercising the option and/or conversion right or fulfilling the option and/or conversion obligation;
- insofar as the new shares are issued against contributions in-kind, in particular in the form of companies, parts of companies, equity interests in companies or other assets; and
 - to the extent new shares are issued against cash contributions, the issue price of the new shares to be issued is not significantly lower than the stock exchange price of company's shares of the same class already listed at the time of the final determination of the issue price and the total notional interest in the share capital attributable to the new shares to be issued excluding subscription rights does not exceed 10% of the share capital existing at the time this authorization becomes effective or at the time this authorization is exercised. This maximum amount shall include the notional interest in the company's share capital attributable to shares that were issued or sold during the term of this authorization excluding shareholder subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG, as well as the notional interest in the share capital attributable to those shares that are or shall be issued to satisfy option and/or conversion rights, or to satisfy option and/or conversion obligations from bonds, provided that the bonds are issued during the term of this authorization excluding subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG.

The notional interest in the share capital attributable to the new shares for which the subscription rights are excluded in accordance with the above indents, or on the basis of other authorizations during the term of this authorization, may not exceed a total of 20% of the share capital either at the time this authorization takes effect or at the time it is exercised.

The Management Board shall be authorized, with the Supervisory Board's consent, to determine the further details of the capital increase and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association regarding the scope of a capital increase from Authorized Capital 2020.

- b) Section 5 (6) of the company's Articles of Association shall be revised as follows:

"6) The Management Board shall be authorized with the Supervisory Board's consent to increase the company's share capital once or several times during the period ending June 24, 2025 by up to a total of EUR 2,144,606.00 (in words: two million one hundred and forty-four thousand six hundred and six euros) by issuing up to a total of 2,144,606 new no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share in return for contributions in cash and/or in-kind (Authorized Capital 2020). The shareholders are generally entitled to a subscription right. The new shares may also be subscribed to by one or more credit institutions or equivalent institutions with the obligation to offer them to the shareholders for subscription (indirect subscription rights).

However, the Management Board is authorized to exclude shareholder subscription rights, in each case with the approval of the Supervisory Board,

- to the extent necessary to exclude any fractional amounts resulting from shareholder subscription rights;
- to the extent necessary to grant the holders of option and/or conversion rights or option and/or conversion obligations from bonds with option and/or conversion rights or option and/or conversion obligations issued by the company or a company in which the company holds a direct or indirect majority interest a subscription or conversion right to new shares to the extent to which they would be entitled as shareholders after exercising the option and/or conversion right or fulfilling the option and/or conversion obligation;
- insofar as the new shares are issued against contributions in-kind, in particular in the form of companies, parts of companies, equity interests in companies or other assets; and
- to the extent new shares are issued against cash contributions, the issue price of the new shares to be issued is not significantly lower than the stock exchange price of the company's shares of the same class already listed at the time of the final determination of the issue price and the total notional interest in the share capital attributable to the new shares to be issued excluding subscription rights does not exceed 10% of the share capital existing at the time this authorization becomes effective or at the time this authorization is exercised. This maximum amount shall include the notional interest in the company's

share capital attributable to shares that were issued or sold during the term of this authorization excluding shareholder subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG, as well as the notional interest in the share capital attributable to those shares that are or shall be issued to satisfy option and/or conversion rights, or to satisfy option and/or conversion obligations from bonds, provided that the bonds are issued during the term of this authorization excluding subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG.

The notional interest in the share capital attributable to the new shares for which the subscription rights are excluded in accordance with the above indents or on the basis of other authorizations during the term of this authorization may not exceed a total of 20% of the share capital either at the time this authorization takes effect or at the time it is exercised.

The Management Board is authorized, with the Supervisory Board's consent, to determine the further details of the capital increase and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association with regard to the scope of a capital increase from Authorized Capital 2020."

9. Resolution on an amendment to the Articles of Association with regard to the conditions of participation

The requirements for the proof to be furnished for participation in the Annual General Meeting and for exercising voting rights were changed by the Act Implementing the Second Shareholder Rights Directive (ARUG II). In the case of bearer shares of listed companies, the amended Section 123 (4) sentence 1 AktG stipulates that in future the proof of the last intermediary in accordance with the newly inserted Section 67c (3) AktG shall suffice for participation in the Annual General Meeting or the exercise of voting rights. Pursuant to Section 17 (1) sentence 3 of the Articles of Association of the company, in accordance with the provisions of the currently applicable version of Section 123 (4) sentence 1 AktG, special proof of share ownership issued in text form by the depositary institution is sufficient for participation in the Annual General Meeting and the exercise of the voting right.

ARUG II came into force on January 1, 2020. The amendments to Section 123 (4) sentence 1 AktG and the newly envisaged Section 67c AktG will only apply from September 3, 2020 and for the first time to Annual General Meetings convened after September 3, 2020.

In order from this point in time to avoid a possible deviation from the regulations concerning this proof of participation in the Annual General Meeting of the company or the exercise of voting rights in the Articles of Association and the law, the amendment of the Articles of Association is to be resolved now. The Management Board shall ensure by means of a corresponding application to the commercial register that the amendment to the Articles of Association does not take effect until September 3, 2020.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Section 17 (1) of the Articles of Association is revised as follows:

"(1) Only those shareholders who have duly registered with the company in accordance with paragraph 2 and provided proof of eligibility are entitled to participate in the Annual General Meeting and exercise their voting rights. The registration is made in text form in German or English. As proof of eligibility, proof of share ownership through the last intermediary in accordance with Section 67c (3) AktG is sufficient. The evidence pursuant to Section 67c (3) AktG shall refer to the beginning of the 21st (in words: twenty-first) day, 00:00 CEST local time at the company's registered office, prior to the Annual General Meeting (legitimation day). The company is entitled to demand suitable further evidence if there are doubts about the correctness or authenticity of the evidence. If this proof is not provided or not provided in the proper form, the company may reject the shareholder."

The Management Board is instructed to submit the amendment to the Articles of Association for entry into the commercial register only after September 3, 2020.

II.

Written report of the Management Board on Agenda Item 6 (Stock Option Program 2020)

The company grants members of the zooplus AG Management Board a variable remuneration component with a long-term incentive effect. This is intended to promote the

entrepreneurial activities of the members of the Management Board, bind them to the company for the long term, and ensure market-driven and consistent remuneration.

The members of the company's Management Board shall continue to have the opportunity to participate in a stock option program to ensure that the remuneration system remains geared toward sustainable, multi-year corporate development and the variable remuneration component is designed in a transparent, verifiable manner with a balanced opportunity and risk profile for the participants.

Agenda Item 6 therefore proposes that the Supervisory Board be authorized to grant subscription rights (stock options) for a total of up to 70,000 no-par value bearer shares to members of the Management Board of zooplus AG on one or more occasions up to and including December 31, 2022. Accordingly, a new Conditional Capital 2020 shall also be created, and Section 5 of the Articles of Association shall be supplemented by a new paragraph 9.

Conditional Capital 2020 in the amount of EUR 70,000.00 corresponds to approximately 1% of the company's current share capital. Its purpose is to enable the company to issue new shares and be able to transfer them to the beneficiaries in the event the granted stock options are exercised. The new shares will not be issued until the stock options have been issued to beneficiaries in accordance with the conditions set out in the resolution of the Annual General Meeting and the beneficiaries have exercised their subscription rights as of the end of the vesting period and in accordance with the achievement of the performance targets set out in the authorization of the Annual General Meeting and other conditions set out in the Stock Option Program 2020. As a result of the earmarking of the Conditional Capital 2020, the shareholders have no subscription rights to the new shares.

The issue of stock options entitling the holders to subscribe to shares in the company offers the advantage that the beneficiaries can decide after the issue of the shares whether they wish to remain shareholders in the company or sell the shares on the stock exchange. This, in effect, serves to broaden the company's shareholder base. It also improves the company's liquidity as there is no outflow of funds, but rather an inflow of liquid funds to the company in the amount of the exercise price for the new shares. The company can then reinvest these available funds in the expansion of its operating business.

The shares from the Conditional Capital 2020 shall be issued, at the earliest, following the end of the vesting period of four calendar years after the issue date of the relevant tranche

of stock options and the corresponding notification of exercise. Stock options may be exercised only after the vesting period has expired and a performance target has been achieved; otherwise the stock options lapse without compensation.

The performance targets are linked to the absolute performance of the zooplus share price during the vesting period. Depending on the development of the zooplus share price, the beneficiaries may exercise a varying number of the stock options allocated to them. One-third of the stock options may be exercised if the volume-weighted 6-month average price of the company's share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange at the end of the vesting period is at least 20% above the exercise price (Performance Target I, in which case one-third of the stock options may be exercised), at least 30% above the exercise price (Performance Target II, in which case two-thirds of the stock options may be exercised), or at least 50% above the exercise price (Performance Target III, in which case all stock options may be exercised).

The authorization confers the right to the Supervisory Board to limit the exercisability of stock options within reason and at its discretion in the event of extraordinary developments. A limitation may be necessary, among other things, to ensure the appropriateness of the remuneration as defined by Section 87 (1) sentence 1 AktG and to ensure its compliance with Section 87 (4) AktG on the basis of a corresponding resolution of the Annual General Meeting on the reduction of the maximum remuneration and/or with Section 87a AktG, in particular, the determination of the maximum remuneration for the members of the Management Board in accordance with Section 87a (1) sentence 2 no. 1 AktG.

Exercisable stock options may generally be exercised by the beneficiaries within an exercise period of two years. The exercise period begins after the date on which the vesting period expires. Within this period, stock options can be exercised within four weeks, beginning on the third working day after the announcement of the results for the respective quarter or financial year.

The exercise price to be paid by the beneficiary to the company as a result of exercising stock options to acquire one share per option corresponds to the volume-weighted 6-month average price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange prior to the issue date of the stock options.

It is proposed that the Supervisory Board be authorized to determine the further details of the granting and settlement of stock options, for the issuance of shares from Conditional

Capital 2020 as well as the further terms and conditions of the plan, which includes the treatment of stock options upon expiration of the vesting period when beneficiaries terminate their employment with the company.

As part of the Stock Option Program 2020, the beneficiaries shall be oriented toward the sustainable development of the zooplus Group through a long-term variable remuneration component with a multi-year assessment basis. The Management Board and the Supervisory Board firmly believe that the proposed authorization to issue stock options to beneficiaries is a particularly effective method of creating a sustainable performance incentive for the beneficiaries and contributing to the sustainable increase in the company's value in the interests of both the company and its shareholders.

III.

**Written report of the Management Board on Agenda Item 7
in accordance with Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (4)
sentence 2 AktG
(Purchase of own shares)**

The existing authorization to acquire treasury shares granted by the Annual General Meeting on June 11, 2015, expires on June 10, 2020. The new authorization proposed under Agenda Item 7 is intended to enable the Management Board once again, in accordance with Section 71 (1) no. 8 AktG, to acquire treasury shares in the interests of the company and its shareholders via the stock exchange or by means of a public tender offer up to 10% of the company's share capital.

On the basis of the new authorization, treasury shares may be acquired via either the stock exchange or a public tender offer addressed to all shareholders. In each case, the principle of equal treatment under stock corporation law must be observed.

If the acquisition of treasury shares is effected by means of a public purchase offer addressed to all shareholders, the acquisition may be effected in accordance with the proposed authorization in proportion to the shares tendered (tender ratios), provided that the total number of shares tendered exceeds a volume determined by the Management Board. Only if, in principle, an acquisition is made according to the proportion of shares tendered instead of the percentage of shares held can the acquisition process be technically completed within an economically reasonable framework. In addition, it should be possible to provide for the preferential acceptance of small numbers of up to 100 shares tendered per shareholder. On the one hand, this

possibility serves to avoid small, generally uneconomical residual holdings and the resulting possible de facto disadvantage of small shareholders. On the other hand, it also serves to simplify the technical processing of the acquisition procedure. Finally, it should be possible in all cases to provide for rounding according to commercial principles in order to avoid arithmetical fractions of shares. In this respect, the acquisition quota and/or the number of shares to be acquired by the individual shareholder tendering shares may be rounded in accordance with commercial principles to the extent necessary to ensure that the acquisition of whole shares is technically feasible. In the abovementioned cases, the exclusion of any further right to tender is necessary and, in the opinion of the Management Board and the Supervisory Board, justified for the abovementioned reasons and reasonable for the shareholders.

It is proposed that the Management Board be authorized with the Supervisory Board's consent to use any treasury shares already held by the company and any treasury shares acquired by virtue of the proposed acquisition authorization for any and all legally permissible purposes. Among other things, the authorization under c) provides that the acquired treasury shares may be resold on the stock exchange or by way of an offer to all shareholders.

In addition, the company is to have the option to transfer treasury shares to third parties against contributions in-kind as (partial) consideration within the scope of corporate mergers or within the scope of the acquisition of companies, operations, parts of companies or equity interests in companies (including the increase in existing shareholdings) (no. [1]), as well as to sell them for cash at a price (excluding incidental costs of disposal) that is not significantly lower than the stock exchange price at the time of sale (no. [2]) and to transfer them to satisfy convertible or warrant-linked bonds or profit participation rights, conversion or option rights or conversion or option obligations (no. [3]). Finally, it should also be possible to transfer treasury shares to the management and employees of the company and its affiliated companies (no. [4]). In addition, the company should also be able to redeem treasury shares without a new resolution by the Annual General Meeting (no. [5]).

Shareholder subscription rights are excluded to the extent that the Management Board with the Supervisory Board's consent utilizes zooplus AG shares in accordance with the authorizations in numbers (1) to (4). Furthermore, the Management Board with the Supervisory Board's consent shall be entitled to exclude shareholder subscription rights for fractional amounts in the event of the sale of treasury shares in the context

of a sales offer to the shareholders of the company. The possibility of excluding the subscription right for fractional amounts serves to represent a technically feasible subscription ratio. The fractional treasury shares excluded from shareholder subscription rights will be realized either by their sale on the stock exchange or in another manner in the best interest of the company. The potential dilution effect is low due to the limitation to fractional amounts.

The exclusion of subscription rights or the possibility of excluding subscription rights in the authorizations in numbers (1) to (4) is justified as follows:

Re: Item (1) of the use authorization:

Shareholder subscription rights should be excluded to the extent that the Management Board, with the consent of the Supervisory Board, uses the repurchased shares of the company against contributions in-kind as (partial) consideration in the context of corporate mergers or for the purpose of acquiring companies, operations, parts of companies or equity interests in companies (including increasing existing shareholdings).

The company faces domestic and global competition and therefore must always be in a position to act quickly with flexibility on both domestic and international markets. This includes the opportunity to merge with other companies to improve its competitive position or acquire companies, operations, parts of companies and equity interests in companies and increase its existing shareholdings. The best way to seize these types of opportunities in the interest of the company and its shareholders is to merge with or acquire companies, operations, parts of companies or equity interests in companies by having the acquiring company grant shares. Practice also shows that procuring shares of the acquiring company is often preferred as consideration for attractive acquisition targets in Germany as well as internationally. For this reason, zooplus AG should be given the option to have its own shares available to grant or offer as consideration in the context of corporate mergers or for the purpose of acquiring companies, parts of companies or equity interests in companies. The company's authorized capital is one way to provide this option. The company should also have the possibility to use repurchased company shares as acquisition currency.

The proposed authorization is intended to give zooplus AG the necessary leeway to take advantage of opportunities that present themselves – such as corporate mergers

or the acquisition of companies, operations, parts of companies or equity interests in companies – and to grant treasury shares as consideration in the appropriate cases even without executing a capital increase, which is more time-consuming due to the requirement to enter the capital increase in the commercial register. Such an acquisition or merger would also preserve the company's liquidity. To ensure it is possible to carry out such transactions quickly and with the required flexibility, it is necessary that the Management Board, with the Supervisory Board's consent, be authorized to grant treasury shares under the exclusion of shareholder subscription rights.

There are currently no concrete plans to utilize this use authorization. The Management Board will examine each individual case to determine whether to utilize the authorization to utilize treasury shares under the exclusion of subscription rights when opportunities such as corporate mergers or acquiring companies, operations, parts of companies or equity interests in companies (including increasing existing shareholdings) become more tangible. The Management Board will make use of the authorization only when it has come to the conclusion that a merger or acquisition through the transfer of company shares in zooplus AG is in the best interest of the company.

Re: Item (2) of the use authorization:

In accordance with the statutory provision in Section 71 (1) no. 8 sentence 5 AktG, the proposed authorization provides that the Management Board, with the Supervisory Board's consent, may sell the acquired treasury shares in a manner other than via the stock exchange or an offer to all shareholders if, in accordance with the provision in Section 186 (3) sentence 4 AktG, the acquired treasury shares are sold for cash at a price that is not significantly lower than the stock exchange price of the company's shares of the same class at the time of the sale. The time of the sale is considered to be the time at which the transfer obligation is entered into, even if this should still be conditional; or the time of the transfer itself, if no specific obligation precedes such transfer or is designated as relevant in the obligation agreement. The final selling price for the treasury shares is determined in accordance with this provision shortly before the sale of the treasury shares.

The option to sell shares by means other than over the stock exchange or by way of an offer to all shareholders is in the interest of the company and the shareholders, as

the sale of shares, for example, to institutional investors, is a way to gain new domestic and international shareholders. It also enables the company to adjust its equity to the relevant business requirements and to react quickly and with flexibility to favorable situations. This authorization makes use of the option for the simplified exclusion of subscription rights, which is permitted under Section 71 (1) no. 8 AktG in corresponding application of Section 186 (3) sentence 4 AktG. This authorization may only be used on the condition that the proportion of shares issued under the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 AktG does not exceed 10% of the share capital at the time this authorization becomes effective or at the time it is exercised. This maximum limit for the simplified exclusion of subscription rights shall be reduced by the notional interest in the share capital attributable to shares issued during the term of this authorization under the exclusion of subscription rights in the direct or corresponding application of Section 186 (3) sentence 4 AktG.

The interests of shareholders in avoiding the dilution of their shareholdings are taken into account through the specification that shares sold under the exclusion of shareholder subscription rights may only be sold at a price that is not significantly lower than the stock market price of the company's shares of the same class at the time of the sale. The final selling price for the company shares is determined shortly before the sale. In doing so, the Management Board shall endeavor to keep any discount to the stock market price as low as possible. Shareholders are protected in this context by the fact that the discount to the stock market price at the time of the sale may not be material. Shareholders also have the opportunity to maintain their interest in the company's share capital at all times by purchasing additional shares on the stock exchange.

Re: Item (3) of the use authorization:

In addition, it is proposed that the Management Board should be authorized to use the acquired treasury shares to satisfy or hedge purchase obligations or purchase rights to shares from and in connection with convertible or warrant-linked bonds or profit participation rights with conversion or option rights or conversion or option obligations issued by the company or subordinate affiliated companies in the future. The Management Board shall take the interests of the shareholders adequately into consideration when deciding whether to use company shares or issue new shares to satisfy such purchase obligations or purchase rights. The same applies to the (possibly exclusive) usability of convertible or warrant-linked bonds or profit

participation rights with conversion or option rights or conversion or option obligations with the company's own shares. In all such cases, shareholder subscription rights must be excluded. This also applies to granting customary forms of dilution protection, insofar as the holders or creditors of convertible and/or warrant-linked bonds or profit participation rights with convertible or option rights or conversion or option obligations in respect of shares of the company are granted subscription rights to shares to the extent to which they would be entitled after exercising these rights or fulfilling these obligations.

Re: Item (4) of the use authorization:

Lastly, it should also be possible to transfer treasury shares to the management and employees of both the company and its affiliated companies. This would enable the company to offer treasury shares as remuneration components and utilize them in the context of long-term oriented participation programs that have been launched or will be launched by the company. The issue of company shares to employees and management is in the interest of the company and its shareholders, as it promotes the identification with the company and thereby increases the company's value. In addition, the use of the existing treasury shares as share price- and value-based remuneration components, as opposed to a capital increase or a cash payment, could also make economic sense for the company. In doing so, shareholder subscription rights must be excluded. It is incumbent upon the Supervisory Board to make use of this authorization insofar as the company's own shares are to be issued to members of the company's Management Board. It is also incumbent upon the Supervisory Board to select the beneficiaries and, in each case, determine the scope of the shares granted to them.

In each separate case, the Management Board shall examine whether it should exercise the authorizations granted when the scenarios under which the subscription right can be excluded become more specific. The Management Board will exclude the subscription right only when the use of treasury shares is in line with the plans abstractly outlined for the Annual General Meeting in this report and when this use is in the best interest of the company. Only then will the Supervisory Board also give its consent to the appropriate use of treasury shares. The Management Board will report on the details of this use of treasury shares at the Annual General Meeting following the exercise of this authorization.

Re: Item (5) of the use authorization:

Finally, it is proposed that the Management Board be authorized with the Supervisory Board's consent to retire the acquired treasury shares. The retirement of the shares generally leads to a capital reduction without the need for an additional resolution of the Annual General Meeting. In deviation from this, the Management Board may also determine that the share capital should remain unchanged upon retirement of the shares and that the retirement instead increases the proportion of other shares in the share capital pursuant to Section 8 (3) AktG. The Management Board should also therefore be authorized to make the necessary amendment to the Articles of Association regarding the change in the number of no-par value shares when shares are retired.

IV.

**Written report of the Management Board on Agenda Item 8 in accordance with
Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG
(Creation of new Authorized Capital 2020)**

To continue to provide the company with the flexibility necessary in the scope of a potential capital increase from authorized capital, a new Authorized Capital 2020 shall be created with the possibility of (partially) excluding shareholder subscription rights. For this purpose, the Management Board and the Supervisory Board propose to the Annual General Meeting (Agenda Item 8) that the Management Board, with the consent of the Supervisory Board, be authorized to increase the company's share capital in the period until June 24, 2025 once or several times by up to a total of EUR 2,144,606.00 (in words: two million one hundred and forty-four thousand six hundred and six euros) by issuing up to a total of 2,144,606 new no-par value bearer shares, each representing a notional interest in the share capital of EUR 1.00, against compensation in cash and/or in-kind (Authorized Capital 2020).

The proposed authorization to create new authorized capital serves to ensure that the company's equity base can continue to be improved at short notice in the future. An adequate equity base forms the foundation for the company's successful business development. The proposed Authorized Capital 2020 is intended to enable the Management Board to continue to raise the capital required for the company's further development on the capital markets at short notice by issuing new shares and to take advantage of any favorable market conditions to cover future financing requirements

without delay. This will also give the company flexibility when responding to financing requirements when implementing strategic decisions. Fast, flexible financing instruments are necessary – especially in the current economic environment – and are also in the interest of the company and its shareholders. With the Supervisory Board's consent, the Management Board should continue to have the ability to procure new equity for the company at all times. Forward-looking resolutions such as this are customary both in Germany and internationally.

Shareholders are generally entitled to subscription rights to new shares from authorized capital. Nevertheless, subject to the consent of the Supervisory Board, the Management Board should be authorized within the framework of the proposed Authorized Capital 2020 to exclude shareholder subscription rights for any fractional amounts. The authorization to exclude subscription rights for fractional amounts opens up the possibility of determining simple and practicable subscription ratios in the event of a capital increase. Fractional amounts arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. The fractional amounts are of minor importance in relation to the total increase in capital. The disadvantage to shareholders from the exclusion of subscription rights for fractional amounts is therefore negligible in relation to the procedural advantages gained by the company. The shares excluded from subscription rights will be used in the best interests of the company.

Furthermore, the Management Board with the Supervisory Board's consent shall be given the option to exclude shareholder subscription rights to the extent necessary to grant subscription rights to the holders of conversion and/or option rights or conversion and/or option obligations to the extent to which they would be entitled after exercising the conversion and/or option rights or satisfying the conversion and/or option obligations. This is intended to prevent the conversion or exercise price for the holders of existing conversion and/or option rights or corresponding conversion and/or option obligations under the respective convertible or option terms and conditions of the bond from being reduced in the event of the authorized capital being used, or the company having to grant other protection against dilution if necessary. For the purpose of facilitating a placement on the capital market, bonds must be issued with anti-dilution protection that includes granting bondholders the subscription or conversion rights to new shares in subsequent share issues that shareholders are also entitled to. This places bondholders in the same position as if they were current shareholders. In order for the bonds to be able to offer such anti-dilution protection,

shareholder subscription rights to these shares must be excluded. This facilitates the placement of the bonds and, in turn, serves the interests of the shareholders by providing an optimal financial structure for the company.

It is also proposed that the Management Board be authorized with the Supervisory Board's consent to exclude shareholder subscription rights insofar as the new shares are issued against contributions in-kind, particularly in the form of companies, parts of companies, equity interests in companies or other assets. This is intended to enable the Management Board to acquire, among others, companies, parts of companies, equity interests in companies or other assets from third parties in return for the issue of shares. This possibility to issue shares helps preserve the company's liquidity and significantly increases the Management Board's competitive flexibility. Sellers of attractive acquisition targets are usually particularly interested in the opportunity to acquire shares in the acquiring company in lieu of cash. In order to ensure that the company is not excluded from acquiring such acquisition targets, it must have the option to grant shares as consideration, since the acquisition opportunities mentioned usually exist for only a short period of time and cannot wait for the execution of an ordinary capital increase that can be resolved only after convening an Annual General Meeting. The proposed authorization to exclude subscription rights gives the company the necessary flexibility to quickly and easily take advantage of opportunities that arise to acquire companies, parts of companies, equity interests in companies or other assets. The use of authorized capital for these purposes requires an option to exclude subscription rights. If new shares are to be issued to third parties as consideration for the acquisition of companies, parts of companies, equity interests in companies or other assets, the issue can only take place with the exclusion of the subscription rights of existing shareholders. Therefore, in such cases, the Management Board shall be authorized to exclude subscription rights.

Lastly, the exclusion of subscription rights pursuant to Sections 203 (1) and (2), 186 (3) sentence 4 AktG shall also be permissible insofar as the new shares are issued against cash contributions, the total notional interest in the share capital attributable to the new shares to be issued does not exceed 10% of the share capital existing at the time this authorization takes effect or is exercised, and the issue price of the new shares to be issued is not significantly lower than the stock exchange price of the company's shares of the same class already listed at the time of the final determination of the issue price. The possibility to exclude subscription rights in corresponding application of Section 186 (3) sentence 4 AktG allows the company to

take advantage of favorable stock market situations effectively and close to the current stock market price. It also helps the company achieve a high issue price and significantly strengthens its equity by setting the issue price close to the market price. The authorization thus enables the company to cover any capital requirements even at short notice and to use the respective stock exchange price of the company's share to strengthen its equity. By dispensing with the time-consuming and costly processing of subscription rights, the company can promptly cover its equity capital requirements using market opportunities that emerge quickly and do this in the interests of the company and all shareholders. It also paves the way to acquiring new groups of shareholders at home and abroad, which would not be possible if the statutory subscription rights were maintained. If the statutory subscription rights were to be maintained, the successful placement of the new shares would be jeopardized or associated with additional expenses due to the uncertainty of their exercise. Finally, the length of the minimum two-week subscription period that must be observed when maintaining statutory subscription rights impedes the company's ability to react to favorable and unfavorable market conditions, which could lead to a less than optimal procurement of capital. Although Section 186 (2) AktG permits the publication of the subscription price until the third to the last day of the subscription period, this still does not prevent the company's exposure to volatile stock market prices over a several-day period, which would lead to safety margins and thus to less market-oriented conditions. The flexibility associated with the exclusion of subscription rights is an important instrument enabling the company to take advantage of opportunities arising in rapidly changing markets, as it allows the company to cover any capital requirements at short notice. The issue price and, in turn, the funds accruing to the company from the new shares, will be based on the stock market price of the shares already listed and, more importantly, will not be set a price significantly below the existing share price.

The utilization of Authorized Capital 2020 under the exclusion of subscription rights will result in a reduction in the proportionate shareholding and proportionate voting rights of existing shareholders. To the extent that the new shares are issued against cash contributions, this dilution will however be kept low in accordance with the legal assessment of Section 186 (3) sentence 4 AktG by the fact that the notional interest in the share capital attributable to shares issued from Authorized Capital 2020 in the event of a capital increase against cash contributions under the exclusion of subscription rights may not exceed a total of 10% of the share capital. This limit shall include the notional interest in the share capital attributable to new or previously

acquired treasury shares issued or sold during the term of the authorization with the exclusion of subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG, as well as the notional interest in the share capital attributable to shares issued or to be issued to satisfy exercise and/or conversion rights or fulfill exercise and/or conversion obligations arising from bonds, provided that the bonds are issued during the term of this authorization under the exclusion of subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG. This ensures that the aforementioned maximum limit of 10% is not exceeded and that the asset and voting right interests of the shareholders are adequately safeguarded when using the Authorized Capital 2020 under the exclusion of subscription rights. Shareholders interested in maintaining their shareholding quota can acquire shares of the company via the stock exchange and thus at market conditions when utilizing Authorized Capital 2020 under the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG. In this case, the asset interests of the shareholders are safeguarded by the fact that the shares under this authorization may only be issued at a price that is not significantly lower than the stock exchange price of the company's shares of the same class already listed. In addition, the Management Board will, in any case, determine the consideration to be paid in exchange for the shares solely in the interests of the company and its shareholders.

In addition, the possibilities to exclude subscription rights provide, in all cases, that the portion of share capital attributable to the new shares for which the subscription rights are excluded may not exceed a total of 20% of the share capital at the time the authorization becomes effective or at the time of its exercise. This provision will help to mitigate the excessive dilution of the shareholdings held by existing shareholders. The 20% limit shall include the notional interest in the share capital attributable to new or previously acquired company shares issued or sold during the term of this authorization with the exclusion of subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG. The limit also includes the notional interest in the share capital attributable to shares issued or to be issued to satisfy option and/or conversion rights or to fulfil option and/or conversion obligations arising from bonds, provided that the bonds are issued during the term of this authorization under the exclusion of subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG.

In each individual case, the Management Board will carefully examine whether or not to make use of the authorization to utilize authorized capital under the exclusion of

subscription rights. This option will be utilized only if the Management Board believes that it is in the best interest of the company and its shareholders and appropriate.

V.

Virtual Annual General Meeting

By resolution of the Management Board, with the consent of the Supervisory Board, and in accordance with the provisions of Art. 2 of the Act on Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Proceedings Law of March 27, 2020 (Federal Law Gazette I p. 569), namely pursuant to Section 1 (2) sentence 1 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Reduce the Effects of the COVID-19 Pandemic ("**COVID-19 Act**"), has decided to hold the Annual General Meeting as a virtual meeting without the physical presence of shareholders or their proxies but exclusively by means of electronic broadcast (no electronic participation) ("**participation by electronic broadcast**"). The Management Board also decided that shareholder voting rights can be exercised only by written or electronic absentee voting and proxy voting, but not by electronic participation.

The video and audio broadcast of the entire Annual General Meeting will be transmitted via the company's website using the password-protected investor portal of zooplus AG ("**investor portal**") accessible at <https://investors.zooplus.com/annual-general-meeting/>. Shareholders and proxies may participate in the Annual General Meeting only by way of electronic broadcast via the investor portal and not physically, and may exercise their voting rights only by way of written absentee voting or electronic absentee voting via the investor portal or by granting a power of attorney (including granting a power of attorney to the proxies appointed by the company). For this purpose, shareholders must register with the company by the end of June 18, 2020 (24:00 CEST) at the latest in the manner specified below under **Section VI.** ("Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance"), together with proof of their eligibility to participate. On the day of the Annual General Meeting (June 25, 2020), they may then connect electronically on the company's website via the investor portal at

<https://investors.zooplus.com/annual-general-meeting/>

using the access data on the registration confirmation sent to them and follow the

Annual General Meeting by electronic means from the beginning of the Annual General Meeting at 12 noon until its conclusion. The electronic broadcast does not enable electronic participation in the Annual General Meeting as defined by Section 1 (2) sentence 1 no. 2 of the COVID-19 Act. Shareholders and shareholder representatives who have not duly registered to participate in the Annual Shareholder Meeting by means of electronic broadcast in due time will not be able to connect via the investor portal.

The investor portal will be available as of June 4, 2020 (0:00 CEST) for shareholders (and, if applicable, their proxies) who are duly registered in accordance with the record date, see **Section VI**. below. The electronic broadcast via the investor portal will allow participants to visually and audibly follow the Annual General Meeting live in its entirety. Shareholders (and, if applicable, their proxies) shall also be able to exercise their voting rights electronically via the investor portal by means of electronic absentee voting and to issue their power of attorney and instructions to the company's proxies. The details on exercising voting rights are described below in **Section VII**. ("Procedure for absentee voting"), the details for granting proxies are explained below under **Section VIII**. ("Powers of attorney; procedure for proxy voting and proxies").

Duly registered shareholders and shareholder representatives have the opportunity to ask questions by means of electronic communication. The details are described below in **Section IX**. ("Shareholder Rights").

Shareholders or shareholder representatives who have exercised their voting rights have the opportunity to object to a resolution of the Annual General Meeting by electronic means for the notary's minutes. The objection must be declared by the end of the Annual General Meeting exclusively by means of electronic communication via the investor portal. Attending the Annual General Meeting in person is neither necessary nor possible to declare objections.

VI.

Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance

Pursuant to Section 17 (1) of the company's Articles of Association, only those shareholders who register with the company by submitting proof of share ownership in German or English, issued by their depositary bank, using one of the following contact

options are entitled to participate in the Annual General Meeting by means of electronic broadcast and to exercise their shareholder rights, in particular, their voting rights

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
Email: anmeldestelle@computershare.de

The proof of share ownership must refer to the beginning of June 4, 2020 (0:00 CEST) ("**record date**") and must be received by the company with the registration by no later than the end of June 18, 2020 (24:00 CEST). Proof of shareholding in text form in German or English issued by the depositary bank is sufficient. In accordance with the company's Articles of Association, the company is entitled to demand further suitable proof if there are doubts about the correctness or authenticity of the proof. If this proof is not provided or not provided in the proper form, the company may reject the shareholder in accordance with the Articles of Association.

The record date is the definitive date for the scope and exercise of participation and voting rights. In relation to the company, only those shareholders who have provided evidence of their shareholdings as of the record date shall be deemed to be shareholders for the purpose of attending the Annual General Meeting via electronic broadcast or exercising their voting rights. Changes in the shareholding after the record date are of no significance in this regard. Persons who do not yet own any shares on the record date and only become shareholders after that date are only entitled to participate and vote for the shares held by them if they are authorized or have themselves authorized to exercise a right of proxy. Shareholders who have duly registered and provided proof of share ownership are also entitled to participate in the Annual General Meeting by electronic broadcast and to exercise their voting rights if they sell the shares after the record date. The record date has no effect on the salability of the shares and has no significance for the dividend entitlement.

After timely registration and timely receipt of the proof of share ownership by the company, the registration office will send the shareholders or their duly authorized representatives a registration confirmation for electronic broadcast of the Annual General Meeting.

In order to ensure that the registration confirmations are received in good time, we would ask shareholders to ensure that their registration and proof of share ownership in the company are sent in good time. Electronic connection to the Annual General Meeting is only possible with the access data specified on the registration confirmation.

VII. **Procedure for voting by absentee ballot**

Shareholders or shareholder representatives may exercise their voting rights by means of electronic communication via electronic absentee voting or written absentee voting (or by granting power of attorney, including to the proxies of the company, see the notes in **Section VIII.** ("Powers of attorney; procedure for proxy voting and proxies"). Participation in the Annual General Meeting by means of electronic broadcast is not necessary for exercising voting rights. Please note that in order to be able to vote, shareholders must duly register for the Annual General Meeting in the manner specified above under **Section VI.** ("Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance") and that in order to exercise voting rights, shareholders require the registration confirmation that will be sent to them after they have duly registered and duly provided evidence of their shareholding for the Annual General Meeting.

Voting by electronic absentee ballot is carried out both before and during the Annual General Meeting via the investor portal accessible via the company's website at <https://investors.zooplus.com/annual-general-meeting/>. Registered shareholders or shareholder representatives may also vote by absentee as of June 4, 2020 (0:00 CEST) in accordance with the record date (see **Section VI.** above), meaning prior to the start of the Annual General Meeting on June 25, 2020 at 12 noon, using the access data provided on the registration confirmation sent to them, also via the company's website at <https://investors.zooplus.com/annual-general-meeting/> via the investor portal. The opportunity to vote will end with the start of counting the votes and after the chair of the meeting has given appropriate notice. Authorized intermediaries, voting rights advisors, shareholder associations or persons treated as such in accordance with Section 135 (8) AktG may also use electronic absentee voting. Further information on voting by electronic absentee voting is also provided on the registration confirmation sent to shareholders who have duly registered, as well as on the company's website at <https://investors.zooplus.com/annual-general-meeting/>.

For voting by written absentee ballot, shareholders and shareholder representatives can use the form provided with the registration confirmation, which is sent to those shareholders who have duly registered by the deadline as described above. The form for voting by written absentee ballot is also available for downloading on the company's website at <https://investors.zooplus.com/annual-general-meeting/> for download and can also be requested from the company using the following contact options:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
Email: zooplus-hv2020@computershare.de

For organizational purposes, votes cast by written absentee voting must be received by the company by no later than the end of June 24, 2020 (24.00 CEST) at one of the contact points listed above.

VIII.

Powers of attorney; procedure for proxy voting and proxies

Shareholders may be represented in exercising their rights, in particular their voting rights, by a proxy, e.g., an intermediary, a shareholder association, a voting rights advisor or another person of their choice. In this case, too, registration and proof of share ownership must be submitted in due form and time in accordance with the above provisions. If the shareholder authorizes more than one person, the company may reject one or more of them.

The granting of the power of attorney, its revocation and the proof of authorization vis-à-vis the company must be in text form (Section 126b BGB) if neither an intermediary, a shareholder association, a voting rights advisor or a person treated as such pursuant to Section 135 (8) AktG is authorized.

A form for granting a power of attorney will be sent together with the registration

confirmation, which will be sent to the shareholders after the abovementioned registration in due form and on time. The form for granting a power of attorney is also available for download on the company's website at <https://investors.zooplus.com/annual-general-meeting/> and can also be requested from the company using the following contact options:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
Email: zooplus-hv2020@computershare.de

Powers of attorney may also be granted via the company's website at <https://investors.zooplus.com/annual-general-meeting/> through the investor portal.

Intermediaries, shareholders' associations, voting rights advisors or persons treated as such in accordance with Section 135 (8) AktG may, if they themselves are authorized, provide for deviating regulations, which are to be obtained from the respective proxy.

The authorization can be granted and revoked vis-à-vis the authorized representative or granted and revoked or proven to the company. If a power of attorney is granted and revoked vis-à-vis the company, or if evidence is provided of a power of attorney granted to a proxy or its revocation vis-à-vis the company, please send it in good time to one of the aforementioned contact options. In addition, the granting of the power of attorney, its revocation and the proof of a power of attorney granted to a proxy or its revocation vis-à-vis the company can still be provided on the day of the Annual General Meeting until the start of counting the votes and after the chair of the meeting has given appropriate notice via the company's website at <https://investors.zooplus.com/annual-general-meeting/> through the investor portal.

The participation of the authorized representative by way of electronic broadcast and the exercise of shareholder rights via the investor portal require that the authorized representative receives the access data sent with the registration confirmation from the party granting the power of attorney. The use of the access data by the authorized representative is also considered proof of authorization.

Intermediaries, shareholders' associations, voting rights advisors and persons treated as such in accordance with Section 135 (8) AktG, as well as other shareholder representatives representing a multitude of shareholders, are recommended to contact the registration office at the following address in advance of the Annual General Meeting with regard to the exercise of voting rights

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
Email: zooplus-hv2020@computershare.de

In addition, the company offers its shareholders the option of being represented by proxies appointed by the company and bound by the instructions of the respective shareholder. Even if the proxies nominated by the company are authorized, registration and proof of share ownership are required in due form and time in accordance with the above provisions.

If proxies appointed by the company are authorized, in all cases, they must be given explicit and unambiguous instructions on how to exercise the voting rights. If no express or clear instructions have been issued, the proxies nominated by the company will abstain from voting on the respective voting item. The proxies are obliged to vote in accordance with the instructions. The proxies nominated by the company will not accept any instructions to speak either before or during the Annual General Meeting, to lodge objections to Annual General Meeting resolutions or to ask questions or propose motions.

The proxies appointed by the company must be authorized and instructed in text form, by fax or by electronic communication via the company's website at <https://investors.zooplus.com/annual-general-meeting/> via the investor portal. Powers of attorney and instructions to the proxies nominated by the company and bound by instructions can also be issued using the proxy and instruction forms provided for this purpose, which shareholders receive with their registration confirmation upon proper registration. These documents are also available for download on the company's website at <https://investors.zooplus.com/annual-general-meeting/> and can also be requested from the company using the following contact options:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
Email: zooplus-hv2020@computershare.de

The completed power of attorney and instruction form can also be sent to one of the abovementioned contact options. For organizational reasons, powers of attorney to exercise voting rights and instructions to the proxies appointed by the company in text form or by fax must be received by the company at the latest by the end of June 24, 2020 (24:00 CEST) at one of the abovementioned contact points. This also applies in the event of an amendment or revocation of a power of attorney or instruction previously issued, regardless of whether the power of attorney or instruction was issued in text form or by fax or via the investor portal, provided the amendment or revocation of a power of attorney was declared in text form or by fax.

Via the company's website at <https://investors.zooplus.com/annual-general-meeting/> via the investor portal, it is also possible to grant a power of attorney and instructions for the exercise of voting rights by company proxies as well as to amend and revoke powers of attorney or instructions previously granted, even on the day of the Annual General Meeting until the start of counting the votes and the chair of the meeting has given appropriate notice.

Further information on the proxy procedure can also be found on the registration confirmation sent to you and the form for granting a proxy as well as on the company's website at <https://investors.zooplus.com/annual-general-meeting/>.

IX. **Shareholder rights**

Shareholders are entitled to the following rights, among other things, in advance of and during the Annual General Meeting in accordance with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19 Act (possibility to ask questions by means of electronic communication). Further explanations can be found on the Internet at

[https://investors.zooplus.com/annual-general-meeting/.](https://investors.zooplus.com/annual-general-meeting/)

1. Request for an addition to the agenda

Shareholders whose total share ownership amounts to one-twentieth of the share capital or the notional amount of EUR 500,000.00 of the share capital (the latter corresponds to 500,000 shares) may, pursuant to Section 122 (2) AktG, request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. Requests must be submitted in writing to the company's Management Board at the following address:

zooplus AG
The Management Board
Sonnenstraße 15
80331 Munich

Requests must be received by the company no later than the end of May 25, 2020 (24:00 CEST).

Additions to the agenda to be announced will be published in the Federal Gazette immediately after receipt of the request and will be forwarded for publication to those media for which it can be assumed that they will disseminate the information throughout the entire European Union. They will also be made available on the company's website at <https://investors.zooplus.com/annual-general-meeting/>.

2. Countermotions and election proposals

Every shareholder has the right to submit to the company countermotions to resolutions proposed by the Management Board and/or Supervisory Board on specific agenda items in accordance with Section 126 (1) AktG and election proposals in accordance with Section 127 AktG. Countermotions must be accompanied by a statement of reason; election proposals must not be substantiated.

Countermotions and election proposals must be sent only to one of the following contact options:

zooplus AG
Sonnenstraße 15

80331 Munich
or
Fax: +49 (0) 89 95006-503
or
Email: kontakt@zooplus.de

Countermotions or election proposals addressed otherwise will not be considered.

Countermotions and election proposals received at one of the abovementioned contact points in due time and no later than 14 days prior to the day of the Annual General Meeting, i.e. by the end of June 10, 2020 (24:00 CEST), including the name of the shareholder and the grounds, if they are to be made available to the other shareholders, will be published without delay on the Internet at <https://investors.zooplus.com/annual-general-meeting/>. Any comments by the management will also be published at this Internet address.

The company may refrain from publishing a countermotion and its statement of reason under the conditions set out in Section 126 (2) AktG.

In view of the purely virtual nature of the Annual General Meeting and the exercise of voting rights provided for by means of written or electronic absentee voting and the granting of powers of attorney, shareholders and shareholder representatives have no right to submit motions at the Annual General Meeting. Shareholders and shareholder representatives are therefore not entitled to submit countermotions to proposals of the Management Board and/or Supervisory Board on specific items on the agenda during the Annual General Meeting, nor can they submit proposals for the election of Supervisory Board members or auditors. Countermotions and election proposals will however be considered as having been made within the framework of the virtual Annual General Meeting if the shareholder or shareholder representative making the countermotion or election proposal has duly registered for the Annual General Meeting and the countermotion or election proposal has been received at the company address above no later than the end of June 23, 2020 (24:00 CEST).

Countermotions and election proposals addressed otherwise, or countermotions and election proposals received after the aforementioned deadline will not be considered.

3. Right to information; possibility to ask questions by electronic communication

The shareholders' right to information in accordance with Section 131 (1) AktG is

significantly restricted in the case of a virtual Annual General Meeting in accordance with Section 1 (2) of the COVID-19 Act. The shareholders or shareholder representatives have solely the option to ask questions via electronic communication (Section 1 [2] sentence 1 no. 3 of the COVID-19 Act). The Management Board with the Supervisory Board's consent may also specify that questions must be submitted no later than the second day before the Annual General Meeting.

The Management Board, with the consent of the Supervisory Board 2020, has decided in accordance with Section 1 (2) sentence 2, second half-sentence of the COVID-19 Act that questions must be submitted to the company by electronic communication no later than two days before the Annual General Meeting, i.e., no later than the end of June 23, 2020 (24:00 CEST). Questions must be submitted in German only. Questions submitted after the aforementioned deadline or not submitted in German will not be considered. At the same time, the Management Board, with the Supervisory Board's consent, has decided that only those shareholders who have duly registered with the company in the manner specified above under **Section VI.** ("Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance") by no later than the end of June 18, 2020 (24:00 CEST) shall have the opportunity to ask questions.

Questions may be submitted by registered shareholders or shareholder representatives only, using the access data provided on the registration confirmation sent to them via the company's website at <https://investors.zooplus.com/annual-general-meeting/> in the investor portal.

In accordance with Section 1 (2) sentence 2 of the COVID-19 Act and in deviation from Section 131 AktG, the Management Board decides on the answering of questions at its own due discretion. According to the explanatory memorandum to Section 1 (2) sentence 2 of the COVID-19 Act, the management is not required to answer all questions under any circumstances; it may summarize questions and select meaningful questions in the interest of the other shareholders. It may also give preference to shareholder associations and institutional investors with a significant number of voting rights.

Questions submitted will be answered at the Annual General Meeting on June 25, 2020. The company reserves the right to answer frequently asked questions (FAQ) in

advance on the company's website at <https://investors.zooplus.com/annual-general-meeting/>.

X.

Total number of shares and voting rights at the time of convening

At the time of convening this Annual General Meeting, the company's share capital amounts to EUR 7,148,688.00. It is divided into 7,148,688 no-par value shares (shares without nominal value), each of which grants one vote. The total number of voting rights is therefore 7,148,688.

XI.

Publications on the website

The notice convening this Annual General Meeting, any documents to be made available to the Annual General Meeting, the total number of shares and voting rights at the time of convening, the forms that may be used to grant powers of attorney for the Annual General Meeting, any countermotions, election proposals and requests for supplements from shareholders to be made available, further explanations of the abovementioned rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19 Act (possibility to ask questions by means of electronic communication), as well as further information, is available on the company's website at <https://investors.zooplus.com/annual-general-meeting/>. The final voting results will also be published at this address following the Annual General Meeting.

XII.

Information on data protection for shareholders and their representatives

Within the scope of the Annual General Meeting, zooplus AG, as the responsible body per the definition under Article 4 no. 7 of the General Data Protection Regulation ("GDPR"), processes personal data (first and last name, address, email address, number of shares, class of shares, type of share ownership and identification number of the registration confirmation) of the shareholders and, if applicable, of their legal or contractual representatives on the basis of the data protection provisions applicable in Germany. zooplus AG receives the data directly from the shareholder or from the shareholder's custodian bank. This data shall only be processed to enable shareholders and shareholder representatives to exercise their rights within the scope of the Annual General Meeting and to comply with the legal provisions of a general meeting, including the provisions of the

COVID-19 Act on the holding of a virtual general meeting. The legal basis for this data processing is Article 6 (1) lit. c) GDPR. We take the liberty of storing the personal data processed in connection with the Annual General Meeting for a period of ten years unless there is a justified interest in storing the data for a longer period in the event of an in or out of court dispute pertaining to the Annual General Meeting. This data will either be anonymized or deleted at the end of the storage period.

The service providers commissioned for the purpose of preparing, conducting and following up on the Annual General Meeting will each receive such personal data only as is necessary for the performance of their activities; processing will be carried out exclusively in accordance with the instructions of zooplus AG.

In the case of requests for additions to the agenda in accordance with Section 122 (2) AktG and in the case of counter motions and election proposals by shareholders, these will be made publicly available together with the name of the shareholder making the request for additions or a counter motion or submitting the election proposal (see above **Section IX.** "Shareholder Rights" under Items 1. and 2).

Pursuant to Section 129 (1) sentence 2 AktG, a list of shareholders present or represented at the Annual General Meeting and of shareholder representatives, stating their name and place of residence and the number of shares represented by each of them, must be drawn up at the Annual General Meeting and must contain the relevant personal data.

After meeting the legal requirements, each shareholder has the right to information about the personal data collected in accordance with Article 15 GDPR, the correction of data in accordance with Article 16 GDPR, the deletion of data in accordance with Article 17 GDPR, the restriction of personal data processing in accordance with Article 18 GDPR, the transfer of certain personal data to the shareholder or to a third party designated by the shareholder in accordance with Article 20 GDPR, as well as the right to objection in accordance with Article 21 GDPR.

Our data protection officer is available for these and other inquiries at the following address:

zooplus AG
Data Protection Officer
c/o HWData GmbH
Dr. Philipp Herrmann

Leonrodstr. 54
80636 Munich
Email: ph@hwdata.de

Further information on data protection, the related processing of shareholder data and the shareholder's rights can be found on our website: <https://investors.zooplus.com/en/data-protection/>.

XIII.

Technical information about the virtual Annual General Meeting

In order to participate by electronic broadcast and to use the investor portal and exercise your shareholder rights, you will require an Internet connection and an Internet-capable terminal. In order to be able to optimally reproduce the video and audio transmission of the Annual General Meeting, a stable Internet connection with sufficient transmission speed is recommended.

If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need a browser and speakers or headphones.

To access the company's investor portal, you will need your registration confirmation, which you will receive unsolicited after your due registration. This registration confirmation contains your individual access data that can be used to log in to the investor portal on the registration page.

In order to avoid the risk of restrictions in the exercise of shareholder rights during the virtual Annual General Meeting due to technical problems, it is recommended that shareholder rights (in particular voting rights) be exercised **before the start of the Annual General Meeting** to the greatest extent possible. Registered shareholders and shareholder representatives may exercise their voting rights via the investor portal from June 4, 2020 (0:00 CEST) in accordance with the record date (**see Section VI.** above).

XIV.

Information on the availability of video and audio transmission

Shareholders can follow the entire virtual Annual General Meeting via video and audio transmission on the Internet. The video and audio transmission of the virtual Annual General Meeting and the availability of the investor portal may be subject to fluctuations in

the current state of technology due to restrictions on the availability of the telecommunications network and limitations on third-party Internet services, over which the company has no influence. Therefore, the company cannot assume any warranties or liability for the functionality and continuous availability of the Internet services used, the network elements of third parties used, the video and audio transmission as well as access to the investor portal and its general availability. The company also assumes no responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, unless there is intent. For this reason, the company recommends that the abovementioned options for exercising rights, in particular for exercising voting rights, be used at an early stage.

Munich, May 2020

zooplus AG

The Management Board