

Rules of Procedure for the Supervisory Board

of

ZOOPPLUS AG

Status (Draft): July 17, 2013

Section 1 General provisions

- (1) The Supervisory Board performs its duties in accordance with statutory requirements, the Articles of Association and these rules of procedure. The Supervisory Board follows the relevant recommendations of the German Corporate Governance Code in its respective valid version to the extent the company declares its compliance with these recommendations in the annual Declaration of Conformity in accordance with Section 161 of the Stock Corporation Act (AktG). The Supervisory Board advises and oversees the Management Board in its management of the company and is committed to working together with the Management Board for the welfare and interest of the company.
- (2) Members of the Supervisory Board shall apply the diligence of a responsible and conscientious manager when executing their duties. They are not bound by any instructions.
- (3) The Supervisory Board reviews the efficiency of its work regularly.

Section 2 Chairperson and deputy chairperson

- (1) Following the Annual General Meeting at which the Supervisory Board members are elected, the Supervisory Board elects a chairperson and deputy chairperson from its members for a certain term of office specified in Item 9.3 of the Articles of Association at a meeting that is not specially convened.

The election is chaired by the oldest member of the Supervisory Board present. The same procedure applies in the case of a court appointment.

- (2) If a chairperson or deputy chairperson retires before the term of office has expired, the Supervisory Board shall immediately hold a reelection for the remaining term of office of the retired member.
- (3) The rights and duties of the chairperson shall be delegated to the deputy chairperson in the chairperson's absence.
- (4) The chairperson of the Supervisory Board coordinates the tasks within the Supervisory Board, chairs and prepares its meetings, and represents the interests of the Supervisory Board externally. The chairperson of the Supervisory Board is also responsible for certain tasks established by law.
- (5) Outside of meetings, the chairperson of the Supervisory Board shall maintain regular contact with the Management Board, particularly with the chairperson of the Management Board, and consult with him or her on the company's strategy, planning, business development, risk situation, risk management, and compliance.

Section 3

Convening notice

- (1) As a rule, the Supervisory Board shall convene once each quarter in the calendar year and at least twice every calendar half-year.
- (2) The chairperson of the Supervisory Board shall determine the form of the Supervisory Board meeting and give notification of the convening of the meeting in writing, by fax, or by email no later than 14 days prior to the meeting. The day on which the invitation is sent and the day of the meeting are not included when calculating the notice period. In urgent cases, the meeting may also be convened orally or by telephone with the period of notice reduced appropriately.
- (3) The invitation must include the items on the agenda, any proposals for resolutions, and the location and time of the meeting. If an item on the agenda was not properly announced, a resolution may only be made when there is no objection from a Supervisory Board member. In such a case, the Supervisory Board members not in attendance shall be given an opportunity to object to the resolution within a reasonable period specified by the chairperson or to submit their vote verbally, by telephone, in writing, in text form, or any other conventional means of telecommunication, especially video conferencing. The resolution only becomes effective when the absent Supervisory Board members agree with the resolution or do not object within the set period.

- (4) Requests by members of the Supervisory Board are to be added to the agenda when they are submitted to the Supervisory Board's chairperson no later than 7 days before the meeting and must be communicated immediately by the chairperson to all member of the Supervisory Board.

Section 4
Resolutions

- (1) Resolutions of the Supervisory Board are generally adopted at meetings.
- (2) Resolutions made orally, by telephone, in writing, or by other channels of communication are allowed outside of meetings in individual cases when this is permitted by the chairperson of the Supervisory Board. The same applies to resolutions by fax, email, or any other conventional means of telecommunication. The members of the Supervisory Board do not have the right of objection.
- (3) The chairperson is responsible for chairing the meeting and determining the order in which the points of the agenda are discussed and the method of voting.
- (4) The Supervisory Board has a quorum when at least three members participate in the vote. Members who are connected by telephone or video conference are deemed to be present. Members also participate in a resolution when they abstain from voting.
- (5) Supervisory Board members who are not present may participate in resolutions of the Supervisory Board by having other Supervisory Board members submit their votes in writing or by email. In cases of extreme urgency, particularly when the convening of the meeting does not take place within the period set in Section 3 (2) sentence 1, the absent Supervisory Board member can utilize the alternative options under Section 4 (2).
- (1) Unless otherwise stipulated by law or the Articles of Association, resolutions of the Supervisory Board require a simple majority of the votes cast. In the case of a tie vote, the vote of the chairperson decides or, in his or her absence, the vote of the deputy chairperson. The two sentences above apply respectively to elections. If the Supervisory Board cannot make a resolution due to lack of a quorum, the issue to be resolved must be immediately resubmitted for resolution in a Supervisory Board meeting to be convened in accordance with these rules of procedure.

- (6) When appointing or reappointing Management Board members, the Supervisory Board usually defines a term of office for the appointment of members to the Management Board that precludes these members from exceeding the age limit of 65 during their term.
- (7) The chairperson is authorized to submit declarations of intent on behalf of the Supervisory Board for the implementation of the decisions of the Supervisory Board and its committees. In deviation from this, other or additional members of the Supervisory Board may be authorized under the Supervisory Board's resolution.
- (8) A record of the meeting's location, date, participants, nature of the participants' presence, the agenda, key deliberation topics, and content of the resolutions of the Supervisory Board's deliberations and resolutions are to be provided as proof but not as a condition for their effect. The record can be prepared by a person who is not a member of the Supervisory Board. This transcript must be signed by the presiding chairperson or deputy chairperson and conveyed immediately to all Supervisory Board members.

Section 5

Supervisory Board committees

- (1) The Supervisory Board shall form committees from its members. The Supervisory Board has appointed the Audit Committee as a Standing Committee. If necessary and appropriate, the Supervisory Board will form a personnel committee, a nomination committee, or other committees, possibly for a limited period of time depending on the company's specific circumstances. As a rule, the chairperson of the Supervisory Board should be the chairperson of the committee handling the Management Board's remuneration.
- (2) The Supervisory Board committees are subject to the statutory provisions, the relevant rules of the Articles of Association and these rules of procedure.

Section 6

Audit Committee

- (1) The Supervisory Board shall form an Audit Committee from its members. The Audit Committee contains three Supervisory Board members. The chairperson of the Supervisory Board may be appointed the chairperson of the Audit Committee in exceptional cases only. Former company Management Board members should not be appointed as the chairperson of the Audit Committee. At least one member of the Audit Committee should have special knowledge of accounting, auditing, or internal control methods and must be independent.
- (2) The Audit Committee submits a proposal to the Supervisory Board for its proposal to the Annual General Meeting for the election of the auditor taking into account the information obtained from the proposed auditor's declaration of independence. The Audit Committee also deals with the auditor's compensation, any focal points of the audit, and issues the audit mandate.
- (3) The Audit Committee deals with accounting issues, monitors the accounting process, and prepares the Supervisory Board's decision on the adoption of the annual financial statements and the approval of the consolidated financial statements. In doing so, the Audit Committee is required to conduct a preliminary examination of the annual and consolidated financial statements, the management report, the group management report, a dependency report, and any proposal for the appropriation of retained profits.
- (4) The Management Board must submit all documents necessary for the preliminary examination (particularly, annual financial statements, the management report, any proposal for the appropriation of retained profits, the consolidated financial statements, group management report and, if necessary, a dependency report and quarterly interim reports as well as audit reports) to members of the Audit Committee in a timely manner as well as any other information required for this purpose.
- (5) The Audit Committee monitors the effectiveness of the company's internal auditing, internal control system, and internal risk management. It receives reports on internal auditing activities, the internal control system, the company's internal risk management, and the focal points of the audit and audit results. The Audit Committee monitors the measures necessary to comply with legal regulations and internal company directives (compliance) and receives compliance reports.

- (6) The function of the Audit Committee is solely advisory in nature.
- (7) The Audit Committee is required to hold a meeting at least once every year after the end of each fiscal year and before the Supervisory Board meeting convened for the approval of the annual financial statements. The Audit Committee may also meet when necessary, especially to carry out its duties in accordance with Section 6 (3) and (5).

Section 7

Rules governing the Supervisory Board

- (1) The granting of loans by the company to Supervisory Board members or their dependents requires the Supervisory Board's consent. Reference is made to Section 115 AktG.
- (2) Advisory and other service or work agreements between Supervisory Board members and the company require the Supervisory Board's consent. Reference is made to Section 114 AktG.

Section 8

Proposals for the election of Supervisory Board members

The proposals to be submitted to the Annual General Meeting for the election of Supervisory Board members should ensure that the Supervisory Board is composed of members possessing the knowledge, skills, and expertise to properly complete their tasks and who are sufficiently independent at all times. As a rule, Supervisory Board members should not be older than 70 years of age.

Section 9

Duty of confidentiality

The members of the Supervisory Board have a duty not to disclose to third parties any facts discovered during their membership on the Supervisory Board whose disclosure could damage the interests of the company or an affiliated company. This duty shall also apply after leaving office. The requirement of confidentiality pertains especially to voting, the course of the debate, and the comments and personal statements of individual Supervisory Board members.

Section 10
Period of validity

These rules of procedure shall apply to the Supervisory Board up to and including the first meeting of the newly constituted Supervisory Board. When a newly constituted Supervisory Board does not resolve its own rules of procedure, these rules of procedure shall continue to apply.

These rules of procedure were unanimously approved by the Supervisory Board at its meeting on September 17, 2013.

Munich, September 17, 2013
Chairman of the Supervisory Board