

**Declaration by the Management and Supervisory Boards of zooplus AG
pursuant to Section 161 of the Aktiengesetz (AktG – German Public Limited Companies Act) regarding the
recommendations of the “Government Commission German Corporate Governance Code”**

According to Section 161 of the AktG, the company must issue a declaration of conformity with the recommendations of the Government Commission German Corporate Governance Code. According to the German Public Limited Companies Act, this requirement relates to listed companies whose shares are admitted to a market that is regulated and monitored by state-recognized bodies.

According to Section 161 (2) of the AktG, the declaration of conformity is made permanently accessible to shareholders and all other interested parties at the Company’s Web site <http://investors.zooplus.com>.

The Management and Supervisory Boards of zooplus AG declare that they have corresponded to the recommendations of the Government Commission German Corporate Governance Code (in the currently valid version dated June 18, 2009) announced by the Federal Ministry of Justice in the official section of the electronic federal Gazette with the following exceptions:

Item 3.8 paragraph 2: The existing D&O insurance for members of the Management and Supervisory Boards was concluded without a deductible. The company believes that a deductible does not provide an incentive for the Management and Supervisory Boards to perform their tasks responsibly. In the company’s opinion, the D&O insurance is primarily a safeguard for the company and only protection of the assets of the individual members of the executive bodies is only secondary.

Item 4.2.3: The company’s stock option program for the Management Board does not include a cap for extraordinary, unforeseen developments. From the Supervisory Board’s perspective, which shares the Management Board’s opinion, a cap contradicts using the option model as an incentive. In addition, the performance target selected for exercising subscription rights under the 2007/II Stock Option Program, namely the link to specific revenues, cannot be regarded as a remuneration component with a longer-term incentive effect, in contrast to the recommendations of the Corporate Governance Code. The company has decided to link this to specific revenues, as it believes that these are a key indicator for the company’s success.

Item 4.2.5 paragraph 1 in connection with item 4.2.4: The company does not disclose individualized details of the remuneration for the individual members of the Management Board as a result of the resolution by the General Meeting on April 27, 2007. In all other respects a remuneration report will be prepared according to the recommendations of Item 4.2.5.

Items 5.2, 5.3: The Supervisory Board of zooplus AG comprises only three members. As a result of this small size, it did not form any committees – with the exception of the remuneration committee. The entire board is responsible for ensuring that that tasks are performed responsibly.

Item 5.4.1: There is also no upper age limit for the members of the Supervisory Board. The Supervisory Board’s members are to be selected without employing a fixed age limit based on the candidate’s professional qualifications and experience and their individual abilities.

Item 5.4.6 paragraphs 1 and 2: The members of the Supervisory Board do not receive performance-based remuneration in addition to their fixed remuneration. The company believes that this would not provide any additional incentive for proper fulfillment of the Supervisory Boards monitoring and consulting tasks. In addition, the Chairmanship and Deputy Chairmanship were not taken into account in the remuneration, as the company does not believe that this differentiation makes sense due to the size of the Supervisory Board. At present, the tasks performed by the Chairman and/or Deputy Chairman do not differ from the tasks performed by the third member of the Supervisory Board to an extent that would warrant different remuneration.

Item 7.1.2 sentence 4: The interim reports are each published two months after the end of the reporting period at the latest, and thus in the two-month period required by the Frankfurt Stock Exchange's regulations for listing in the Prime Standard. zooplus AG believes that this deadline is sufficient to ensure proper accounting. As it believes that revenues are a key indicator of the company's success, in future the company will publish its preliminary revenues as soon as possible after the end of the respective reporting period.

Item 7.1.3 in connection with Item 4.2.5: The inclusion of concrete information on stock option programs and similar securities-oriented incentive systems employed at the company in the corporate governance report or in the remuneration report. The company does not have any securities-oriented incentive systems. The annual report includes more detailed information on zooplus AG's stock option program. The Management and Supervisory Boards believe that this information is sufficient for investors and the general public.

Since the last declaration of conformity dated May 26, 2009, supplemented by the declaration on September 1, 2009, zooplus AG has corresponded with all of the recommendations of the Government Commission German Corporate Governance Code in the version dated June 6, 2008 and since this became valid in the supplemented version on June 18, 2009, with the exception of the following:

Item 6.6: The shareholdings of more than 1% in each case of the shares issued by the company and the financial instruments based thereon for the individual members of the Management Board and the Supervisory Board and the entire Management Board and Supervisory Board are disclosed in line with the statutory provisions. The Management and Supervisory Boards believe that this statutory information is sufficient for investors and the general public.

Item 7.1.2 sentence 4: The company published its six-month report for the first half of 2009 around three months after the end of the reporting period on one occasion only. This deviation was due to preparations for a change of segment to the Prime Standard of the Frankfurt Stock Exchange. In future, the interim reports will each be published around two months after the end of the reporting period, and thus in or only just outside the two-month period required by the Frankfurt Stock Exchange's regulations for listing in the Prime Standard.

Munich, March 26, 2010

On behalf of the Supervisory Board



Felix von Schubert
Chairman of the Supervisory Board

On behalf of the Management Board



Dr. Cornelius Patt

Florian Seubert