



zooplus AG

Munich

ISIN DE0005111702

Invitation to the Ordinary General Meeting

Our shareholders are invited to the

Ordinary General Meeting

which is being held on Tuesday, May 22, 2012, at 10 a.m.

in the Convention Center, Rochusberg 6, 80333 Munich.

I.

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for fiscal year 2011, the management reports for the Company and the Group, and the report of the Supervisory Board for the above-mentioned fiscal year, as well as the Managing Board's explanatory report relating to the disclosures pursuant to Sections 289 (4), 315 (4) of the German Commercial Code (HGB).**

These documents can be viewed in the offices at the headquarters of zooplus AG, Sonnenstrasse 15, 80331 Munich, and on the Internet at <http://investors.zooplus.com/de/ir/hv>. They will also be available for viewing at the General Meeting itself. All shareholders may receive copies on request.

In accordance with statutory provisions, a resolution on this agenda item is not planned, and is not possible because the Supervisory Board has already approved the Company's annual and consolidated financial statements, and the annual financial statements have thereby been adopted. Concerning the other documents mentioned under this agenda item, the law makes provision solely for the information of shareholders through the possibility to view the respective documents, without any resolution on the part of the General Meeting.

- 2. Resolution to discharge the Managing Board for fiscal year 2011**

The Managing and Supervisory boards propose discharging the members of the Managing Board for fiscal year 2011.

- 3. Resolution to discharge the Supervisory Board for fiscal year 2011**

The Managing and Supervisory boards propose discharging the members of the Supervisory Board for fiscal year 2011.

- 4. Election of the auditor for fiscal year 2012**

The Supervisory Board proposes appointing PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich branch, as auditor for the single-entity financial statements (HGB) for the fiscal year ending on December 31, 2012, and as auditor for the consolidated financial statements (IFRS) for the fiscal year ending on December 31, 2012.

- 5. Resolution concerning an amendment to the articles of incorporation relating to the size and period of office of the Supervisory Board**

Pursuant to Sections 95 Clause 1, 96 (1) final alternative, 101 (1) of the German Stock Corporation Act (AktG) in combination with Section 10 (1) Clause 1 of the Company's ar-

ticles of incorporation, the Supervisory Board consists of three members elected by the Shareholders' General Meeting. The Supervisory Board is to be enlarged by three further members to comprise a total of six members.

Pursuant to Section 102 (1) Clause 1 of the German Stock Corporation Act (AktG) in combination with Section 10 (2) Clauses 2 and 3 of the Company's articles of incorporation, the Supervisory Board members' period of office ends on the day of the AGM that decides concerning the discharging of the Supervisory Board for the fourth fiscal year after the Supervisory Board has been appointed, whereby the year in which the appointment occurs is not included in this calculation. The provision of the articles of incorporation concerning the Supervisory Board members' period of office is to be worded more flexibly, especially in order to eliminate the disparity of periods of office between the members who are to be newly elected, and those members who are already elected, due to the expansion of the Supervisory Board.

Section 10 (1) Clause 1 of the Company's articles of incorporation is currently worded as follows:

"1. The Supervisory Board shall consist of three members."

Section 10 (2) Clause of the Company's articles of incorporation is currently worded as follows:

"2. The Supervisory Board members' period of office shall end on the date of the AGM that decides concerning the discharging of the Supervisory Board for the fourth fiscal year after the Supervisory Board has been appointed. The year in which the appointment occurs shall not be included in this calculation. Re-election is permissible, including on multiple occasions."

The Managing and Supervisory boards propose passing the following resolution:

Section 10 (1) Clause 1 of the Company's articles of incorporation is to be reformulated as follows:

"1. The Supervisory Board shall consist of six members."

Section 10 Clause 2 of the Company's articles of incorporation is to be reformulated as follows:

"2. To the extent that the AGM does not approve a shorter period of office when electing all or some of the members that it elects, the Supervisory Board members shall be elected for the period until the conclusion of the AGM that approves their discharge for the fourth fiscal year after their period of office commences. The fiscal year in which the period of office commences shall not be included in this calculation. Re-election is permissible, including on multiple occasions."

6. Resolution concerning the election of further Supervisory Board members

With the coming into effect of the amendment of Section 10 (1) Clause 1 of the Company's articles of incorporation pursuant to the passing of the resolution relating to the above

agenda item 5, the Supervisory Board shall consist of six members to be elected by the AGM pursuant to Sections 95 Clause 2, 96 (1) final alternative, 101 (1) of the German Stock Corporation Act (AktG) in combination with Section 10 (1) Clause 1 of the articles of incorporation. For this reason, three further individuals are to be elected to the Company's Supervisory Board subject to the suspensive condition that the amendment to Section 10 (1) Clause 1 and (2) of the Company's articles of incorporation becomes effective.

The Supervisory Board proposes that the following individuals be elected to the Supervisory Board:

- a) Dr. Jörg Lübcke, Managing Director of Burda Digital GmbH, Munich, resident in Munich;
- b) Stefan Winners, CEO of TOMORROW FOCUS AG, Munich, resident in Munich;
- c) Dr. Rolf-Christian Wentz, independent management consultant, resident in Bonn.

The proposed individuals held the following listed memberships and positions in other statutory supervisory boards and comparable German and foreign controlling bodies of commercial companies:

Dr. Jörg Lübcke

Member of the following statutory supervisory boards:

- XING AG, Hamburg

Member of comparable German and foreign controlling bodies:

- sevenload GmbH, Cologne

Stefan Winners

Member of comparable German and foreign controlling bodies:

- Chairman of the Board of Directors of HolidayCheck AG, Bottighofen/Switzerland

It is intended that the election of the new Supervisory Board members be by way of individual voting. In each case, appointment will be subject to the suspensive condition that the amendment to Section 10 (1) Clause 1 and (2) of the Company's articles of incorporation is amended pursuant to the passing of the resolution relating to agenda item 5. The new Supervisory Board members within each case shall be elected to the Supervisory Board until the conclusion of the AGM that approves the discharge for the third fiscal year after the period of office commences. The fiscal year in which the period of office commences shall not be included in this calculation.

The AGM is not bound by election proposals.

7. Resolution concerning raising Supervisory Board members' compensation, and the corresponding amendment to the articles of incorporation

The Supervisory Board members' compensation is to be increased with effect for the current fiscal year, and the Company's articles incorporations are to be amended accordingly.

Section 14 Clause 1 of the Company's articles of incorporation is currently worded as follows:

"1. Each Supervisory Board member shall receive fixed compensation of EUR 5,000.00 per year, payable after the expiry of the fiscal year, for each full fiscal year in which they belong to the Supervisory Board. Supervisory Board members who join the Supervisory Board, or who step down from the Supervisory Board, during the course of the fiscal year shall receive corresponding pro rata compensation. The Supervisory Board Chairperson shall receive double this amount."

The Managing and Supervisory boards propose passing the following resolution:

Section 14 Clause 1 of the Company's articles of incorporation is to be reformulated as follows:

"1. Each Supervisory Board member shall receive fixed compensation of EUR 20,000.00 per year, payable after the expiry of the fiscal year, for each full fiscal year in which they belong to the Supervisory Board. Supervisory Board members who join the Supervisory Board, or who step down from the Supervisory Board, during the course of the fiscal year shall receive corresponding pro rata compensation. The Supervisory Board Chairperson shall receive one and a half times this amount."

The members shall receive the compensation arising from this amendment to the articles of incorporation from January 1, 2012.

8. Resolution concerning the creation of new authorized capital for a capital increase in return for cash or non-cash capital contributions with the possibility to exclude subscription rates, and the replacement of the current authorized capital, as well as concerning the corresponding amendment to the articles of incorporation

The existing authorized capital expires on April 24, 2013, and thereby prospectively before the 2013 AGM. For this reason, new authorized capital is to be created already, with the possibility to partially exclude shareholders' subscription rights. The current authorized capital is to be cancelled in this connection. For this reason, Section 5 (6) of the articles of incorporation is to be fully reworded with the previous wording being cancelled.

Section 5 Clause 6 of the Company's articles of incorporation is currently worded as follows:

"6. The Managing Board shall be authorized to increase the Company's share capital with Supervisory Board assent until April 24, 2013, once or on several occasions, and either wholly or in partial amounts, by up to a total of EUR 507,715.00 against cash and/or non-cash capital contributions through issuing new ordinary bearer shares each with a notional interest of EUR 1.00 in the share capital (Authorized Capital 2008). Shareholders are generally to be granted subscription rights. Pursuant to Section 186 (5) of the German Stock Corporation Act (AktG), the subscription right can also be granted indirectly through one or several banks. The Manag-

ing Board is authorized, however, with the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights in the following cases:

- (1) for fractional amounts;
- (2) in order to place the new shares on an organized market in connection with the admission of all of the Company's shares;
- (3) if the capital increase is performed against cash contributions, and the total proportional amount of the share capital attributable to the new shares for which subscription rights are excluded does not exceed 10% of the share capital (neither at the time when this authorization becomes effective, nor at the time when the new shares are issued), and the issue amount of the new shares is not significantly less than the stock market price of the shares of the same class and entitlements that are already traded on a stock exchange on the date when the final issue price is determined by the Managing Board in the meaning of Sections 203 (1) and (2), 186 (3) Clause 4 of the German Stock Corporation Act (AktG); when calculating this 10% limit, the proportional amount of the share capital that is attributable to the new or repurchased shares is to be deducted, which have been issued or sold since April 25, 2008, under simplified exclusion of subscription rights pursuant to, or corresponding to, Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG), and the proportional amount of the share capital to which warrant and/or conversion rights, respectively obligations, arising from bonds relate, which were issued since April 25, 2008, in analogous application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG);
- (4) insofar as it is required to grant bearers of warrant or conversion rates, respectively obligations, arising from bonds that are issued by zooplus AG or its subsidiaries subscription rights to new shares to the extent that they would be entitled after exercising their warrants or conversion right or after fulfilling conversion obligations;
- (5) for capital increases against non-cash contributions to grant shares as part of business combinations and for the purpose of acquiring companies, parts of companies or equity interests in companies.

The Managing Board, with Supervisory Board assent, shall be authorized to determine the further specifics regarding the execution of capital increases from Authorized Capital 2008."

The Managing and Supervisory boards propose passing the following resolution:

- a) The authorization to increase the share capital in Section 5 (6) of the Company's articles of incorporation (Authorized Capital 2008), which the ordinary AGM of April 25, 2008 approved under agenda item 8, shall be cancelled subject to the suspensive condition that the amendment to Section 5 (6) of the Company's articles of incorporation proposed under figure c) becomes effective.
- b) The Managing Board shall be authorized in the period until May 21, 2017, to increase the Company's share capital with Supervisory Board assent, once or on several occasions, by up to a total of EUR 3,050,199.00 (in words: three million fifty

thousand one hundred and ninety-nine euros) through issuing new shares (Authorized Capital 2012). The number of shares must increase in line with the share capital. These capital increase can be performed against cash contributions and/or non-cash capital contributions. Shareholders shall generally be granted subscription rights. The new shares can also be transferred to one or several banks, or one or several comparable institutions, with the obligation to offer them to shareholders for subscription (indirect subscription right).

The Managing Board shall also be authorized to exclude shareholders' subscription rights once or on several occasions, and in each case with Supervisory Board assent.

- to the extent that it is required in order to eliminate any fractional amounts from shareholders' subscription rights;
- to the extent that it is required to grant to the holders of warrant and/or conversion rights, respectively warrant and/or conversion obligations, arising from bonds with warrants and/or conversion rights, respectively warrant and/or conversion obligations, arising from bonds issued by the Company or by a company in which the Company holds a direct or indirect majority interests, subscription or conversion rights to new shares in the scope to which they would be entitled as shareholders after exercising their warrant and/or conversion rights, or after satisfying their warrant and/or conversion obligations.
- to the extent that the new shares are issued against non-cash capital contributions, particularly in the form of companies, parts of companies, interests in companies, or other assets;
- to the extent that the new shares are issued against cash contributions, the issue price of the shares to be newly issued is not significantly less than the stock market price of the Company's shares of the same entitlements that are already listed as of the date when the issue price is finally determined, and the total proportional amount of the share capital that is attributable to the shares that are to be newly issued under exclusion of subscription rights does not exceed 10% of the share capital existing when this authorization becomes effective, and when this authorization is exercised. In this maximum amount is to be included the proportional amount of the Company's share capital that is attributable to shares that are issued or sold during the duration of this authorization under exclusion of subscription rights in direct, analogous or corresponding application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG), and the proportional amount of the share capital that is attributable to those shares that are issued, or are to be issued, to service warrant and/or conversion rights, or to satisfy warrant and/or conversion obligations, arising from bonds, to the extent that the bonds are issued during the duration of this authorization under exclusion of subscription rights in analogous application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG).

The proportional amount of the share capital that is attributable to the new shares for which the subscription rights are excluded according to the above bullet points,

or on the basis of other authorizations, during the duration of this authorization, may not in total exceed 20% of the share capital, neither at the time when this authorization becomes effective, nor at the time when this authorization is exercised.

The Managing Board shall be authorized with Supervisory Board assent to determine the further specifics of the capital increase, and the terms of the share issue. The Supervisory Board shall be authorized to adjust the wording of the articles of incorporation in line with the scope of the capital increase arising from Authorized Capital 2012.

c) Section 5 Clause 6 of the Company's articles of incorporation is to be reformulated as follows:

"6. The Managing Board shall be authorized in the period until May 21, 2017, to increase the Company's share capital with Supervisory Board assent, once or on several occasions, by up to a total of EUR 3,050,199.00 (in words: three million, fifty thousand, and one hundred and ninety-nine euros) through issuing new shares (Authorized Capital 2012). The number of shares must increase in line with the share capital. These capital increase is can be performed against cash contributions and/or non-cash capital contributions. Shareholders shall generally be granted subscription rights. The new shares can also be transferred to one or several banks, or one or several comparable institutions, with the obligation to offer them to shareholders for subscription (indirect subscription right).

The Managing Board shall also be authorized to exclude shareholders' subscription rights once or on several occasions, and in each case with Supervisory Board assent.

- to the extent that it is required in order to eliminate any fractional amounts from shareholders' subscription rights;
- to the extent that it is required to grant to the holders of warrant and/or conversion rights, respectively warrant and/or conversion obligations, arising from bonds with warrants and/or conversion rights, respectively warrant and/or conversion obligations, arising from bonds issued by the Company or by a company in which the Company holds a direct or indirect majority interest, subscription or conversion rights to new shares in the scope to which they would be entitled as shareholders after exercising their warrant and/or conversion rights, or after satisfying their warrant and/or conversion obligations.
- to the extent that the new shares are issued against non-cash capital contributions, particularly in the form of companies, parts of companies, interests in companies, or other assets;
- to the extent that the new shares are issued against cash contributions, the issue price of the shares to be newly issued is not significantly less than the stock market price of the Company's shares of the same entitlements that are already listed as of the date when the issue price is finally determined, and the total proportional amount of the share capital that is attributable to the shares that are to be newly is-

sued under exclusion of subscription rights does not exceed 20% of the share capital existing when this authorization becomes effective, and when this authorization is exercised. In this maximum amount is to be included the proportional amount of the Company's share capital that is attributable to shares that are issued or sold during the duration of this authorization under exclusion of subscription rights in direct, analogous or corresponding application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG), and the proportional amount of the share capital that is attributable to those shares that are issued, or are to be issued, to service warrant and/or conversion rights, or to satisfy warrant and/or conversion obligations, arising from bonds, to the extent that the bonds are issued during the duration of this authorization under exclusion of subscription rights in analogous application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG).

The proportional amount of the share capital that is attributable to the new shares for which the subscription right is excluded according to the above bullet points, or on the basis of other authorizations, during the duration of this authorization, may not in total exceed 20% of the share capital, neither at the time when this authorization becomes effective, nor at the time when this authorization is exercised.

The Managing Board shall be authorized, with Supervisory Board assent, to determine the further specifics of the capital increase, and the terms of the share issue. The Supervisory Board shall be authorized to adjust the wording of the articles of incorporation in line with the scope of the capital increase arising from Authorized Capital 2012."

Pursuant to Sections 203 (2) Clause 2, 186 (4) Clause 2 of the German Stock Corporation Act (AktG), the Managing Board is required to produce a written report on the reasons for excluding subscription rights. The content of this report is published as an annex to this invitation to the ordinary AGM.

9. Resolution concerning the cancellation of Conditional Capital III respectively 2004/I, which was approved by the December 27, 2004 AGM in an amount of EUR 12,114.00, and which was entered in the commercial register on February 9, 2005, to the level of the current Conditional Capital III respectively 2004/I of EUR 2,920.00, and concerning the corresponding amendment to the articles of incorporation

The AGM of December 27, 2004, under agenda item 6, in the version of the amendment resolutions of March 23, 2006, under agenda item 5, and of November 30, 2006, under agenda item 4, authorized the Managing Board, with Supervisory Board assent, to issue to the Company's employees until December 31, 2006, once or on several occasions, up to 12,114 option rights to subscribe for up to 12,114 of the Company's registered shares with a nominal amount of EUR 1.00 per share ("ESOP 2004/2005"). To secure the subscription rights arising from stock options issued under ESOP 2004/2005, the AGM of December 27, 2004, approved under the same agenda item 6 the creation of Conditional Capital III re-

spectively 2004/I of EUR 12,114.00. Conditional Capital III respectively 2004/I was entered in the commercial register on February 9, 2005. With amendment resolutions passed by the AGM of July 20, 2007, under agenda items 2 and 3, Conditional Capital III respectively 2004/I was adjusted to the five-folding of share capital due to the performance of a subscription rights capital increase. In addition, Conditional Capital III respectively 2004/I was increased from Company funds due to an approved capital increase on May 26, 2011. Conditional Capital III respectively 2004/I still amounts to currently EUR 2,920.00.

With the discontinuation of the ESOP 2005/2005 stock option program, the remaining Conditional Capital III respectively 2004/I can be cancelled to the level of the unutilized amount of EUR 2,920.00. It is not required to secure existing subscription rights to this extent. There are no longer any subscription rights since they have either been exercised, the corresponding shares were issued, or the subscription rights have elapsed. The authorization of the Managing Board to issue further subscription rights has been exhausted with the expiry of the authorization period.

Section 5 Clause 3 of the Company's articles of incorporation is currently worded as follows:

"3. The Company's share capital shall be conditionally increased by up to EUR 2,920.00 through issuing up to 2,920 ordinary bearer shares to current and former Company employees (Conditional Capital III). The conditional capital increase shall be performed only to the extent that the holders of subscription rights issued on the basis of the authorization approved by the AGM of December 27, 2004, in the version of March 23, 2006, of November 30, 2006, of April 27, 2007, and of July 20, 2007, as part of the 2004 stock option program, utilize their subscription rights pursuant to Section 192 (2) Number 3 of the German Stock Corporation Act (AktG), and the Company does not grant treasury shares to satisfy the subscription rights. In each case, the new shares shall be dividend-entitled from the start of the fiscal year for which, as of the date when the option right is exercised, the AGM has not yet passed a resolution concerning the application of unappropriated retained earnings. The Managing Board shall be authorized, with Supervisory Board assent, to determine the further specifics relating to the performance of the conditional capital increase, and the terms of the share issue. To this extent, the Supervisory Board shall be solely responsible to former Managing Board members who have received subscription rights in their capacity as Company employees."

The Managing and Supervisory boards propose passing the following resolution:

- a) The Conditional Capital III respectively 2004/I, which was approved in an amount of EUR 12,114.00 by the AGM of December 27, 2004, and which was entered in the commercial register on February 9, 2005, and which currently still exists in an amount of EUR 2,920.00 pursuant to Section 5 (3) of the articles of incorporation, shall be cancelled.
- b) Section 5 Clause 3 of the Company's articles of incorporation shall be cancelled in its entirety, and be reformulated as follows:

"3. (cancelled)"

10. Resolution concerning Stock Option Program 2012/I, concerning the creation of new Conditional Capital, and concerning the corresponding amendments to the articles of incorporation

The Managing and Supervisory boards regard it as essential to loyalize employees to the Company through medium- and long-term compensation components. Since essentially no options can any longer be issued from the previous stock option plans, a new stock option plan for employees is to be approved that is based on previous stock option plans.

For this reason, the Managing and Supervisory boards propose passing the following resolution:

- a) Authorization to set up a Stock Option Program 2012/I to issue stock options with subscription rights to options to employees of zooplus AG.

The AGM hereby authorizes the Managing Board, with Supervisory Board assent, to issue once or on several occasions, or – where vested options lapse due to the cancellation of employment contracts or other reasons – again up to 100,000 stock options (and specifically up to 50,000 stock options from Tranche I, and up to 50,000 stock options from Tranche II) with subscription rights to shares of zooplus AG, in each case until December 31, 2013 ("authorization period") according to the following provisions with a term of up to seven years, and providing that each stock option grants the right to subscribe for one zooplus AG share ("AOP 2012/I"). These stock options are exclusively intended for subscription by zooplus AG employees. The stock options can also be transferred to a bank, with the obligation that they should be transferred according to instructions issued by zooplus AG to individuals entitled to subscription rights pursuant to figure (1), who alone are entitled to exercise the subscription rights.

The stock options arise from two tranches (Tranche I and Tranche II), for which different performance targets apply pursuant to figure (6).

Shareholders are not entitled to subscribe for the stock options, or for the underlying shares.

The following applies for issuing stock options as part of AOP 2012/I:

- (1) Group of individuals entitled to subscription rights, and issuing of options

As part of AOP 2012/I, stock options may be issued exclusively to zooplus AG employees.

To the extent that issued stock options lapse due to the cancellation of employment contracts or other reasons, such stock options should be reissued within the respective group of individuals entitled to subscription during the duration of the authorization period.

The Managing Board of zooplus AG, with Supervisory Board assent, shall determine the specific group of individuals entitled to subscribe, and the scope of stock options to be offered to them for subscription in each case.

A report on the issuing of stock options must be included annually in the notes to the annual financial statements. The same shall apply for the total number of subscription rights arising from stock options that are exercised during the

fiscal year elapsed, the exercise prices paid in this context, and the total number of stock options still held as of the year-end.

(2) Subscription right

The stock option shall grant the holder the right to subscribe for zooplus AG ordinary nil-par bearer shares with a notional interest in the share capital of EUR 1.00 per share. In this context, each stock option shall grant the right to subscribe for one zooplus AG share against the payment of the exercise price pursuant to figure (5).

The new shares shall be dividend-entitled from the start of the fiscal year for which, as of the date when the subscription right is exercised, the AGM has not yet passed a resolution concerning the application of unappropriated retained earnings.

The option terms can make provision for the Company to also choose to grant treasury shares, instead of new shares, to individuals entitled to subscription in order to satisfy the subscription right underutilization of the Conditional Capital approved under figure b); the Managing Board, with Supervisory Board assent, shall be responsible for such a decision.

(3) Purchase periods

Stock options must be issued during the authorization period. Each individual entitled to subscription must receive as many stock options from Tranche II as from Tranche I. The stock option shall be issued by including a written agreement to transfer options ("option agreement") between the respective entitled individual and zooplus AG. The Company shall present an option agreement for this purpose to the entitled individual. The Managing Board, with Supervisory Board assent, shall determine at its discretion the more detailed specifics regarding the date and scope of the issuing of stock options within the scope of this authorization.

The issue date shall be the date on which the option agreement between the respective entitled individual and zooplus AG is concluded.

(4) Holding period, exercise periods and option duration

The subscription rights arising from stock options cannot be exercised until a holding period has expired. The holding period shall amount to at least four years. The holding period shall commence on the issue date of the respective stock options (date when the option agreement between the respective entitled individual and zooplus AG is concluded).

The subscription rights can be exercised only within a four-week period ("exercise period") commencing in each case on the third working day after the Ordinary AGM of zooplus AG and the announcement of the respective quarterly results.

The subscription rights can only be exercised within three years commencing with the expiry of the holding period ("option duration"). Subscription rights that have not been exercised by the expiry of the option duration shall elapse without replacement or compensation.

(5) Exercise price and adjustment in the case of capital measures/anti-dilutive measures

The exercise price to acquire one of the Company's shares shall correspond to the volume-weighted one-month average price of the Company's shares in Xetra trading (or a functionally comparable successor system that replaces this) on the Frankfurt Stock Exchange before the issue date of the stock options less a 5% discount, although at least the average exercise price of all stock options already issued earlier as part of the Stock Option Program 2012/I. The minimum exercise price shall in all cases be the lowest issue amount in the meaning of Section 9 (1) of the German Stock Corporation Act (AktG). The issue date in the meaning of this paragraph shall be the issue date determined in the option agreement by the Managing Board corresponding to figure (3), and in the lack of such a date, the date on which zooplus AG signed the option agreement.

For the instance that the share capital of zooplus AG is increased by issuing new shares during the duration of the stock options by vesting subscription rights to shareholders, or treasury shares are sold, or bonds with conversion or option rights to zooplus AG shares are issued, the option terms can make provision for the adjustment of the exercise price and/or the number of subscription right or the rendering of a settlement payment. The option terms can also make provision for an adjustment in the instance of capital measures (stock consolidation or split, capital increase from Company funds, capital reduction), and for the instance of measures pursuant to the German Company Transformation Act during the duration of the subscription rights. The option terms can also make provision for an adjustment for the instance that the AGM approves a conversion to nominal-amount shares, and the nominal amount per share amounts to more than EUR 1.00. In this instance, the adjustment of the exercise price shall be directly proportional to the change in the volume-weighted one-month average price of the Company's shares in Xetra trading (or a functionally comparable successor system that replaces it) on the Frankfurt Stock Exchange before and after the corresponding event. This adjustment can be dispensed with if stock option holders are granted a subscription right that corresponds to the shareholders' subscription right.

(6) Performance targets

The subscription rights of stock options can only be exercised if and to the extent that the following performance targets were reached:

Subscription rights from stock options from Tranche I can only be exercised if zooplus AG excluding its subsidiaries in a calendar quarter commencing with the first calendar quarter after the issue date (a) has generated total sales (sum of the income statement items designated in Section 275 (2) Numbers 1 to 4 of the German Commercial Code [HGB]) for the respective calendar quarter of at least EUR 100 million by December 31, 2013 ("Tranche I Reporting Date 1"), or (b) has generated total sales of at least EUR 125 million by December 31, 2040 (Tranche I Reporting Date 2) ("Tranche I Performance Target").

Subscription rights from stock options from Tranche I can only be exercised if zooplus AG excluding its subsidiaries in a calendar quarter commencing with the first calendar quarter after the issue date has generated total output of at least EUR 125 million by December 31, 2014 ("Tranche II Reporting Date") ("Tranche II Performance Target").

The subscription rights issued in Tranche I shall lapse if the Tranche I performance target is not attained by the expiry of reporting dates 1 and 2. Corresponding shall apply for the Tranche II stock options.

(7) Non-transferability

The stock options shall be non-transferable, except transfer to satisfy legacies, or as part of the distribution of an estate among heirs, and shall not be tradable. The Company's consent to the transfer shall be required in all instances. The stock options of the respective tranche shall be heritable, however, if on inheritance the Tranche I Performance Target was attained for Tranche I stock options, and the Tranche II Performance Target was attained for Tranche II stock options.

(8) Expiry of subscription rights

The subscription rights arising from them can generally only be exercised to the extent that holders of stock options are employed by zooplus AG. The Management Board, with Supervisory Board assent, shall determine the further specifics in the option terms.

(9) Further regulations

The Management Board shall be authorized, with Supervisory Board assent, to determine the further specifics of the option terms, and the issuing and structuring of the stock options.

b) Creation of a new Conditional Capital 2012/I to service the Stock Option Program 2012/I

The Company's share capital shall be conditionally increased by EUR 100,000.00 by the issuing of up to 100,000 of the Company's ordinary bearer shares with a nominal interest in the share capital of EUR 1.00 (Conditional Capital 2012/I). The Conditional Capital 2012/I shall serve to secure subscription rights arising from stock options that are issued on the basis of the AGM authorization of May 22, 2012 under agenda item 10 Figure a) by zooplus AG as part of the Stock Option Program 2012/I during the period between the registration of the Conditional Capital 2012/I and December 31, 2013. This conditional capital increase shall be performed only to the extent that the stock options are issued and the holders of the stock options utilize their subscription right to the Company's shares, and the company does not grant treasury shares to satisfy the subscription rights. The shares from Conditional Capital 2012/I shall be issued at the exercise price determined pursuant to Figure (5) of the authorization resolution. The new shares shall be dividend-entitled from the start of the fiscal year for which, as of the date when the subscription right is exercised, the AGM has not yet passed a resolution concerning the application of unappropriated retained earnings.

- c) Corresponding amendment to the articles of incorporation (new version of Section 5 (5) of the articles of incorporation)

Section 5 (5) of the Company's articles of incorporation is to be reformulated as follows:

- „5. The Company's share capital shall be conditionally increased by EUR 100,000.00 by the issuing of up to 100,000 of the Company's ordinary bearer shares with a notional interest in the share capital of EUR 1.00 (Conditional Capital 2012/I). The Conditional Capital 2012/I shall serve to secure subscription rights arising from stock options that are issued on the basis of the AGM authorization of May 22, 2012 under agenda item 10 Figure a) by zooplus AG as part of the Stock Option Program 2012/I in the period between the registration of the Conditional Capital 2012/I and December 31, 2013. This conditional capital increase shall be performed only to the extent that the stock options are issued and the holders of the stock options utilize their subscription right to the Company's shares, and the company does not grant treasury shares to satisfy the subscription rights. The shares from Conditional Capital 2012/I shall be issued at the exercise price determined pursuant to Figure (5) of the authorization resolution. The new shares shall be dividend-entitled from the start of the fiscal year for which, as of the date when the subscription right is exercised, the AGM has not yet passed a resolution concerning the application of unappropriated retained earnings.“

11. Resolution concerning an amendment to the company's purpose, and concerning the corresponding amendments to the articles of incorporation

The company's purpose has previously included a geographic limitation to Germany and Europe. This geographic limitation is to be cancelled in order to allow the company to also expand outside Europe in the future.

Section 2 (1) Clause 1 of the Company's articles of incorporation is currently worded as follows:

- „1. The company's purpose shall be the Internet retailing of pet supplies in Germany and Europe.“

The Managing and Supervisory boards propose passing the following resolution:

Section 2 (1) Clause 1 of the Company's articles of incorporation is to be reformulated as follows:

- „1. The company's purpose shall be the Internet retailing of pet supplies in Germany and abroad.“

12. Resolution concerning an amendment to the articles of incorporation relating to the preconditions for participation at the Shareholders' General Meeting

The amendment to the articles of incorporation relating to the preconditions for participation at the shareholders' General Meeting are to be amended and modified for the purposes of clarification relating to the form of registration and proof of shareholding.

Section 17 (1) Clause of the Company's articles of incorporation is currently worded as follows:

- „1. Shareholders are participated to participate in the Shareholders' General Meeting, and exercise their voting rights, who have registered with the Company on time, and who have provided proof of their shareholdings, pursuant to Paragraph 2. Special proof of shareholdings prepared by the custodian bank in German and English shall suffice as proof of shareholding. This proof must relate to the start of the 21st (in words: twenty first) day, 00:00 hours, of the local time of the Company's headquarters, before the meeting (legitimation date). The Company is entitled to demand appropriate further proof where doubts exist concerning the correctness or genuineness of the proof. The Company can reject the shareholder if this proof is not rendered, or not rendered in appropriate form."

The Managing and Supervisory boards propose passing the following resolution:

Section 17 Clause 1 of the Company's articles of incorporation is to be reformulated as follows:

- „1. Only those shareholders are participated to participate in the Shareholders' General Meeting, and to exercise their voting rights, who have registered with the Company on time, and who have provided proof of their entitlement, pursuant to Paragraph 2. Registration shall be in textual form in either German or English. Special proof of entitlement prepared by the custodian bank in German and English shall suffice as proof of shareholding. This proof must relate to the start of the 21st (in words: twenty first) day, 00:00 hours, of the local time of the Company's headquarters, before the Shareholders' General Meeting (legitimation date). The Company is entitled to demand appropriate further proof where doubts exist concerning the correctness or genuineness of the proof. The Company can reject the shareholder if this proof is not rendered, or not rendered in appropriate form."

13. Resolution concerning an exemption from the obligation to disclose individualized Managing Board compensation

The Managing and Supervisory boards propose passing the following resolution:

The Company shall refrain from making the disclosures required in the notes to the financial statements pursuant to Section 285 Number 9 Figure a) Clauses 5 to 8 of the German Commercial Code (HGB) and Section 314 (1) Number 6 Figure a) Clauses 5 to 8 of the German Commercial Code (HGB) and in any other places required by law when compiling the single-entity and consolidated financial statements for the 2012 to 2016 fiscal years (inclusive).

II.

Managing Board report relating to agenda item 8 pursuant to Sections 203 (2) Clause 2, 186 (4) Clause 2 of the German Stock Corporation Act (AktG)

Under AGM agenda item 8, the Managing and Supervisory boards propose authorizing the Managing Board in the period until May 21, 2017, to increase the Company's share capital with Supervisory Board assent, once or on several occasions, by up to a total of EUR 3,050,199.00 (in words: three million and fifty thousand and one hundred and ninety-nine euros) through issuing new shares (Authorized Capital 2012).

The proposed authorization to create a new authorized capital serves to improve the company's equity capital backing. Appropriate equity capital backing creates the foundation for the Company's successful business development. The proposed authorized capital is intended to enable the Managing Board to continue to raise at short notice the capital required for the Company's further development through issuing new shares on the capital markets, and to utilize any favorable market circumstances to cover future financing requirements without delay.

Shareholders are generally entitled to subscribe for the new shares when authorized capital is utilized. The Managing Board is nevertheless to be authorized, with Supervisory Board assent, to exclude shareholders' subscription rights for any fractional amounts. This authorization to exclude subscription rights for fractional amounts creates the possibility to determine simple and practicable subscription ratios in the case of a capital increase. Fractional amounts arise if not all new shares can be distributed evenly among shareholders as the consequence of the subscription ratio, or the amount of the capital increase. Fractional amounts are of minor importance compared with the overall capital increase. As a consequence, the detrimental effect for shareholders by excluding subscription rights for fractional amounts is negligible compared with the procedural benefits for Company. Shares excluded from subscription rights will be sold on the best possible terms.

In addition, the Managing Board is to be given the opportunity, with Supervisory Board assent, to exclude shareholders' subscription rights to the extent required in order to grant the holders of conversion and/or warrant rights, respectively conversion and/or warrant obligations, a subscription right to the scope that they would be entitled after exercising their conversion and/or warrant rights, respectively satisfying their conversion and/or warrant obligations. In the instance where authorized capital is utilized, this is intended to prevent the conversion, respectively warrant, price for the holders of already existing conversion and/or warrant rights, respectively corresponding conversion and/or warrant obligations, being reduced according to the respective convertible or warrant bond terms, although the Company might be required to grant another form of anti-dilutive protection. To make them easier to place on the capital market, bonds must be furnished with anti-dilutive protection that consists of granting subscription or conversion rights to new shares in the case of subsequent share issues, as is also the case with shareholders. In this manner, bondholders are treated as if they were already shareholders. Shareholders' subscription rights to the shares must be excluded to allow the bonds to be furnished with such anti-dilutive protection. This makes it easier to place the bonds, thereby serving shareholders' interests in an optimal financing structure for the Company.

The Managing Board is also to be authorized, with Supervisory Board assent, to exclude shareholders' subscription rights if the new shares are issued against non-cash capital con-

tributions, particularly in the form of companies, parts of companies, interests in companies, or other assets. This is intended to enable the Managing Board to acquire companies, shares in companies, interests in companies, or other assets from third parties against the issuing of shares. This possibility to issue shares contributes to conserving the Company's liquidity, and significantly enhances the Managing Board's scope for maneuver in the face of competition. It is frequently particularly interesting for the sellers of attractive acquisition objects to also receive shares in the acquiring company instead of cash. So that the company is not excluded from acquiring such objects, it must have the possibility to grant shares as consideration, since the aforementioned acquisition opportunities exist mostly only on a short-term basis, and can consequently also not be performed by conducting an ordinary capital increase that requires approval by a Shareholders' Meeting that has yet to be convened. With the proposed authorization to exclude subscription rights, the Company receives the flexibility it requires to rapidly and flexibly exploit opportunities to purchase companies, parts of companies, interests in companies, or other assets. Utilization of authorized capital for these purposes presupposes the opportunity to exclude subscription rights. If new shares are to be issued as consideration paid to third parties as part of an acquisition of companies, parts in companies, interests in companies, or other assets, they can be issued only by excluding existing shareholders' subscription rights. For this reason, the Managing Board is to be authorized to exclude subscription rights in these instances.

Finally, subscription rights exclusion pursuant to Sections 203 (1) and 2), 186 (3) Clause 4 of the German Stock Corporation Act (AktG) is also to be permissible to the extent that the new shares are issued against cash contributions, the total proportional amount of the share capital attributable to the shares to be newly issued does not exceed ten percent of the share capital existing when the authorization becomes effective, and at the time when this authorization is issued, and the issue price of the shares to be newly issued is not significantly less than the stock market price of the Company's already listed shares of the same entitlements at the time when the issue price is finally determined. The possibility to exclude subscription rights in analogous application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG) enables the company to effectively exploit favorable stock market situations, and close to the respective current stock market price, as well as to utilize the setting of the issue price close to the market to achieve a high issue amount and a considerable strengthening of equity. As a consequence, the authorization enables the Company to cover any capital requirements also on a short-term basis, and to exploit the Company's respective stock market share price to strengthen its equity. By refraining from processing subscription rights, which costs time and money, equity requirements can very rapidly be covered from short-term market opportunities in the interests of the Company and all shareholders, and new shareholder groups can be acquired both in Germany and abroad. This would prove impossible if statutory subscription rights were to be granted. Due to the uncertainty entailed in its exercise, the granting of statutory subscription rights also jeopardizes the successful placing of new shares, and combines it with additional expenses. Finally, the length of the minimum two-week subscription period to be complied with when granting statutory subscription rights can hinder the response to favorable, respectively unfavorable, market conditions, which can result in capital procurement that is not optimal. Although Section 186 (2) of the German Stock Corporation Act (AktG) permits the publication of the subscription price until the third to last day of the subscription period, the Company would also be exposed in this instance to volatile stock market prices over several days, which would result in security discounts, and consequently in terms that were

less close to the market. The flexibility that accompanies shareholder subscription rights exclusion comprises an important instrument for the Company to exploit opportunities occurring on rapidly changing markets, since it can cover on a short-term basis any capital requirements that arise. The issue amount, and consequently the funds accruing to the Company, for the new shares will be based on the stock market price of the already listed shares, and, in particular, will not be significantly less than this price.

The utilization of Authorized Capital 2012 under exclusion of subscription rights reduces existing shareholders' relative interest held in the company, and the relative voting rights interest. To the extent that the new shares are issued for cash, dilution will be minimized (in accordance with the legal assessment of Section 186 (3) Clause 4 of the German Stock Corporation Act [AktG]) insofar as the proportional amount of the share capital that is attributable to shares that are issued as part of the capital increase against cash from Authorized Capital 2012 does not in total exceed ten percent of the share capital. In this limit is to be included the proportional amount of the Company's share capital that is attributable to new or previously acquired treasury shares that are issued or sold during the duration of this authorization under exclusion of subscription rights in direct, analogous or corresponding application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG), and the proportional amount of the share capital that is attributable to those shares that are issued, or are to be issued, to service warrant and/or conversion rights, or to satisfy warrant and/or conversion obligations, arising from bonds, to the extent that the bonds are issued during the duration of this authorization under exclusion of subscription rights in analogous application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG). This ensures that the aforementioned maximum limit of ten percent is not exceeded, and that shareholders' net assets and voting rights interest are appropriately safeguarded when utilizing Authorized Capital 2012 under exclusion of subscription rights. In the case where Authorized Capital 2012 is exercised under exclusion of subscription rights pursuant to Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG), shareholders who are interested in safeguarding their relative shareholdings can acquire the Company's shares through the stock market, and consequently on terms in line with the market. In such instances, shareholders' interests in the net assets are also safeguarded insofar as the shares issued under this authorization are issued only at a price that is not significantly less than the Company's already listed shares of same entitlements. The Managing Board will also in all cases determine the consideration for the shares exclusively in the interests of the Company and its shareholders.

Where all opportunities to exclude subscription rights are concerned, it is also the case that the proportion of the share capital attributable to the new shares for which subscription rights are excluded, both at the time when the authorization becomes effective, and also when the authorization is exercised, may not exceed twenty percent of the share capital, neither at the time when the authorization becomes effective, nor at the time when it is exercised. This counters any excessive dilution of existing shareholders' share positions. In this limit is to be included the proportional amount of the Company's share capital that is attributable to new or previously acquired treasury shares that are issued or sold during the duration of this authorization under exclusion of subscription rights in direct, analogous or corresponding application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG), and the proportional amount of the share capital that is attributable to those shares that are issued, or are to be issued, to service warrant and/or conversion rights, or to satisfy

warrant and/or conversion obligations, arising from bonds, to the extent that the bonds are issued during the duration of this authorization under exclusion of subscription rights in analogous application of Section 186 (3) Clause 4 of the German Stock Corporation Act (AktG).

In all instances, the Managing Board will carefully examine whether to utilize the authorization to utilize authorized capital and the exclusion of subscription rights. This possibility will only be utilized if, in the Managing Board's opinion, it lies in the well understood interests of the Company and its shareholders, and is proportional.

III.

Preconditions for participation and the exercise of voting rights, record date pursuant to Section 123 (3) Clause 3 of the German Stock Corporation Act (AktG), and its significance

Pursuant to the Company's articles of incorporation, only those shareholders are entitled to participate in the General Meeting, to bring motions, and to exercise voting rights who register with the Company by presenting proof of their shareholdings as prepared by a depository institution in German or English at the following address:

zooplus AG
c/o Computershare HV-Services AG
Prannerstrasse 8
80333 Munich
or
Fax: +49 (0) 89 30903-74675
or
E-mail: anmeldestelle@computershare.de

Proof of shareholder status must relate to the start of May 1, 2012 (00:00 hours Central European Time) ("**record date**"), and must arrive at the Company at the latest by the end of May 15, 2012 (24:00 hours Central European Time). Special proof of entitlement prepared by the custodian bank in German or English shall suffice as proof of shareholding. Pursuant to the Company's articles of incorporation, it is entitled to demand appropriate further proof where doubts exist concerning the correctness or genuineness of the proof. The Company can reject the shareholder if this proof is not rendered, or not rendered in appropriate form.

The record that is the decisive date for the scope and exercise of participation and exercise rights at the AGM. As far as the relationship to the Company is concerned, participation at the AGM and the exercising of voting rights is applicable only for shareholders who have rendered proof of their shareholdings as of the record date. Changes to shareholdings following the record have no significance in this context. Shareholders who have not acquired their shares until after the record date cannot participate in the AGM, as a consequence. Shareholders who have registered properly, and have rendered proof of shareholdings, are also entitled to participate in the AGM, and to exercise their voting rights, if they have sold their shares after the record date. The record that has no effects on the ability to sell the shares, and has no significance for dividend-entitlement.

IV.

Proxy authorization; procedures for proxy voting

Shareholders who are unable, or unwilling, to personally attend the General Meeting may be represented when exercising their rights, in particular, their voting rights, by a proxy, for instance, a bank, a shareholder association, or another person of their choice. If shareholders authorize more than one person, the Company is entitled to reject one or more of these. If shareholders authorize more than one person, the Company is entitled to reject one or more of these.

The issuing of authorizations, their revocation, and the proof of proxy status to the Company require textual form.

Banks and persons such as shareholder associations that are equivalent to these pursuant to Section 135 (8) of the German Stock Corporation Act (AktG), or pursuant to Section 135 (10) of the German Stock Corporation Act (AktG) in combination with Section 125 (5) of the German Stock Corporation Act (AktG), may, to the extent that they are themselves authorized, provide for divergent regulations which are to be enquired about from the respective person to be authorized.

A form for issuing proxy authorizations can be found on the rear side of the entry ticket, which is sent to shareholders once registration has been made in the correct form, and on time, as described above. The form for issuing proxy authorizations can also be downloaded from the Company's website at <http://investors.zooplus.com/de/ir/hv>, and can also be requested at the following contact details at the Company:

zooplus AG
c/o Computershare HV-Services AG
Prannerstrasse 8
80333 Munich
or
Fax: +49 (0) 89 30903-74675
or
E-mail: zooplus-hv2012@computershare.de

The authorization can be given to the proxy, or given, respectively proved, to the Company; if authorization or proof is given to the Company, we request that it be sent on time to one of the aforementioned contact options.

Representation by the Company proxies

Besides this, zooplus AG also offers shareholders the opportunity to be represented by the company's proxies, who are bound to follow shareholders' instructions. If the proxies nominated by the Company are authorized, they must be issued with instructions for the exercise of voting rights in all cases. Authorizations are not valid without such instructions. The proxies are obligated to vote in accordance with the instructions that have been issued to them.

The Company proxies must be authorized and instructed in textual form. Proxy authorizations and instructions for the company proxies can be issued using the respective proxy authorization and instruction forms, which shareholders receive on proper registration. These documents can also be downloaded from the Company's website at <http://investors.zooplus.com/de/ir/hv>, and can also be requested from the Company's contact options as detailed in this section.

zooplus AG
c/o Computershare HV-Services AG
Prannerstrasse 8
80333 Munich
or
Fax: +49 (0) 89 30903-74675
or
E-mail: zooplus-hv2012@computershare.de

The completed proxy authorization and instruction form can also be sent to the aforementioned contacts. We would kindly request that shareholders send the completed proxy authorization and instruction form to the Company in good time.

V.

Shareholders' rights

In advance of, and at, the General Meeting, shareholders are entitled to the following rights, among others, pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG). Further remarks on this topic can be found on the Internet at <http://investors.zooplus.com/de/ir/hv>.

1. Request for an addition to the agenda

Shareholders whose interests together reach a one twentieth part of the share capital, or the proportional amount of EUR 500,000 of the share capital (corresponding to 500,000 shares), can demand pursuant to Section 122 (2) of the German Stock Corporation Act (AktG) that items are included on the agenda, and announced. A justification or proposed resolution must be included with each new item.

The request is to be submitted in written form to the Company at the following address:

zooplus AG
- Der Vorstand -
Sonnenstrasse 15
80331 Munich

The request must be submitted to the Company at the latest by the end of April 21, 2012 (24:00 hours Central European Time).

Additions to the agenda requiring announcement will be announced in the electronic Federal Gazette (Bundesanzeiger) after receipt of the request, and forwarded to such media for publication where it can be assumed that they distribute the information within the whole of the European Union. These additions will also be made available to other shareholders on the Company's website at <http://investors.zooplus.com/de/ir/hv>.

2. Counterproposals and election proposals

All shareholders enjoy the right to submit counterproposals to the resolutions proposed by the Management Board and/or Supervisory Board relating to certain agenda items pursuant to Sections 126 (1), 127 of the German Stock Corporation Act (AktG), and to submit election proposals pursuant to Section 127 of the German Stock Corporation Act (AktG). Counterproposals must include a justification; election proposals do not require justification.

Counterproposals and election proposals are to be submitted exclusively to one of the following contact options:

zooplus AG
Sonnenstrasse 15,
80331 Munich
or
Fax: +49 (0) 89 95006-503
or
E-mail: kontakt@zooplus.de

Motions or election proposals submitted to other addresses will not be considered.

Counterproposals and election proposals, including the shareholder's name and justification, that have been received on time, in other words, at the latest by the end of May 7, 2012 (24:00 hours Central European Time), at one of the aforementioned contact options, must be published immediately on the Internet at <http://investors.zooplus.com/de/ir/hv> to the extent that they are to be made accessible to the other shareholders. Any opinions on the part of the Company's administration will also be published at this Internet address.

The Company may refrain from the publication of counterproposals and their justifications under the preconditions set out in Section 126 (2) of the German Stock Corporation Act (AktG). For example, the justification of a counterproposal does not require publication if it amounts to a total of more than 5,000 characters.

It should be noted that counterproposals and election proposals will only receive attention at the General Meeting if they are submitted and disseminated verbally at the General Meeting, even if they have been previously communicated to the Company on time. Hereby unaffected is the right of all shareholders to submit counterproposals to various agenda items during the General Meeting, or to submit election proposals, without prior communication to the shareholders.

3. Entitlement to information

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), all shareholders are entitled to require that the General Meeting be provided with information by the Management Board about Company issues, the Company's legal and business relationships with associated companies, the Group's position, and the companies included in the consolidated financial statements, to the extent that such information is requisite for the proper assessment of an agenda item. The Management Board can refrain from responding to individual questions for the reasons as set out in Section 131 (3) of the German Stock Corporation Act (AktG) (e.g. non-disclosure of confidential business information).

VI.

Total number of shares and voting rights on the date of the convening of the General Meeting

The Company's share capital amounted to EUR 6,100,399.00 as of the date when the General Meeting is convened. This share capital is split into 6,100,399 ordinary shares with a total of 6,100,399 voting rights. The company held no treasury shares on the date on which the General Meeting is convened.

VII.

Publications on the website

The convening document for the General Meeting, the documents to be made accessible as part of the General Meeting, the total number of shares and voting rights as of the date when the meeting is convened, the forms that can be used for issuing proxy authorizations for the AGM, any counter-proposals, election proposals and supplementary requests made by shareholders, and which require announcement, more extensive comments relating to the aforementioned shareholder rights pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act (AktG), and further information, can be downloaded from the Company's website at <http://investors.zooplus.com/de/ir/hv>. The voting results will also be published on this website after the General Meeting.

Munich, April 2012

zooplus AG

The Management Board