

**Declaration by the Management and Supervisory Boards of zooplus AG**  
**pursuant to Section 161 of the German Stock Corporation Act (AktG)**

**regarding the recommendations of the “Government Commission German Corporate Governance Code”**

1. The Management and Supervisory Boards of zooplus AG declare that they have corresponded with the recommendations of the Government Commission German Corporate Governance Code (in the version dated May 5, 2015) announced by the Federal Ministry of Justice and Consumer Protection in the official section of the federal gazette since the last declaration of conformity on December 1, 2015, with the following exceptions:

Item 3.8(3): The current D&O insurance does not include a deductible for members of the Supervisory Board. The Management and Supervisory Boards believe that a deductible does not change the sense of responsibility and loyalty with which the members of the boards perform their tasks and functions.

Item 4.2.3(2) sentence 8: A retroactive adjustment of the comparison parameters is possible in the organization of variable remuneration components under precisely defined conditions. The members of the company's Management Board are granted a long-term incentive program in the form of a share price-based performance share plan in annual tranches. With every tranche, the members of the Management Board of the Company will be allocated a number of virtual shares in the Company depending on EBT target achievement. These shares are subject to a waiting period of three years and can lead to a cash payout to Management Board members of the Company after the waiting period expires. The program provides for the opportunity to adjust the EBT target figure of the respective current financial year and future financial years if considerable changes are to be expected due to transactions and the Company and the entitled parties agree to such adjustments in writing during the financial year in question, or before the start of the financial year. A change is considered considerable if the EBT target figure changes by more than 5% compared to the EBT target figure for the financial year in question due to a transaction (purchase of companies or interests). An entitlement to an adjustment is excluded. The regulation serves to ensure the fair calculation of the EBT target figure for both sides given the case that companies or interests are acquired.

Item 4.2.3(4) sentence 3: In the case of the premature termination of a contract of a Management Board position, the calculation of the severance payment cap is not based on the total compensation of the previous year and, if applicable, the expected total compensation of the current financial year. Management Board contracts provide for a limit to the severance payment cap at two annual base remunerations for the case of premature termination of contract. Such an agreement, which calculates the severance payment cap on the basis of the total compensation for the past full financial year and if appropriate also the expected total compensation for the current financial year, is unable to sufficiently take into account the concrete conditions which may later lead to a premature termination of a Management Board contract and the other factors in the individual case at the time of the termination.

Item 4.2.5: The Company does not state individualized information on the remuneration of specific members of the Management Board as a result of the resolution by the Annual General Meeting on May 22, 2012, according to which disclosures pursuant to section 285 no. 9 a) p. 5-8 HGB and section 314 para. 1 no. 6a) p. 5-8 HGB are not provided.

Item 5.4.1(2) sentence 1: The Supervisory Board has not set a standard limit for how long members can be on the Supervisory Board. The Supervisory Board believes that a standard regulatory limit does not take into account individual factors which justify a longer membership of individual members of the Supervisory Board.

The Supervisory Board therefore would like to have the general opportunity and flexibility to profit from the experience of longtime and experienced members of the Supervisory Board and to propose candidates to the Supervisory Board who have extensive experience with the company from their past activities on the Supervisory Board of zooplus AG and have proven themselves.

Item 5.4.3 sentence 3: Suggested candidates for the chairmanship of the Supervisory Board are not announced to shareholders as the selection of the chairman of the Supervisory Board is an internal matter for the Supervisory Board and therefore its own responsibility. The Supervisory Board selects a chairman and deputy chairman from within its ranks by virtue of its own organizational provisions at the first meeting after its election by the General Meeting. A prior announcement of the candidates for the chairmanship of the Supervisory Board is therefore not appropriate in the view of the company within this context.

Item 5.4.6(1) sentence 2: The deputy chairman of the Supervisory Board, as well as the membership of committees is not taken into account in the remuneration structure of Supervisory Board members as the workload of the deputy chairman or members of committees is not significantly different from that of the remaining Supervisory Board members.

Item 6.2: zooplus AG publishes the interests of Management Board and Supervisory Board members in zooplus AG in line with legal requirements, if the legal reporting levels pursuant to section 21 of the German Securities Trading Act (WpHG) are reached, exceeded or undercut, as well as all "director's dealings" among this group of people in line with section 15a of the German Securities Trading Act (WpHG) (as of July 3, 2016 "Managers' Transactions" acc. to Art. 19 of the Market Abuse Regulation). The Management and Supervisory Boards believe that this information, which fulfills the legal obligations, is sufficient for investors and the general public.

Item 7.1.2 sentence 2: The semi-annual and quarterly reports are not discussed by the Supervisory Board or an examination committee with the Management Board before publication. This could otherwise lead to delays in capital market information for time-related reasons.

Item 7.1.2 sentence 4: The interim reports are each published at the latest two months after the end of the reporting period, and therefore within the two-month period required by Frankfurt Stock Exchange's regulations for the publication of quarterly reports by issuers listed in the Prime Standard. zooplus AG believes that this deadline is sufficient to ensure proper accounting.

2. The recommendations of the Government Commission on the German Corporate Governance Code as amended May 5, 2015 are complied with barring the exceptions stated above in section 1. and will be complied with in the future barring the exceptions stated below:

Item. 4.2.3(2). 2 sentence 4: The members of the Management Board participate in a stock option program of the company. Upon expiry of a specified waiting period and achievement of certain performance targets resolved by the Annual General Meeting, the stock options grant a right to receive shares of the Company at a fixed price. The stock option program does not provide for an explicit regulation to take account of negative developments. Negative developments are taken into account indirectly by the fact that the exercise of the option rights can become economically unattractive on the basis of the stipulated reference price. Accordingly, the Management Board and Supervisory Board precautionary declare an exception.

Item. 4.2.3(2) sentence 8: The existing long-term incentive program in the form of a share price-oriented performance share plan was replaced by a stock option program. A subsequent amendment to the success targets decided upon for the stock option plan is not possible without the involvement of the Annual General Meeting so that this recommendation will be met in the future.

Item. 4.2.3(4) sentence 3: The calculation of the severance payment cap, in the event of premature termination of the Management Board's activities, will not be based on the total remuneration of the expired and, if applicable, the expected total remuneration of the current financial year. In accordance with the provisions of the Management Board agreements, the calculation of the severance payment cap - in addition to the respective basic remuneration – also takes into account the fair value of the share options granted or, if applicable, to be granted to the respective member of the Management Board up to the termination date. The Management Board and the Supervisory Board consider this to be appropriate in order to take into account the specific circumstances leading to the premature termination of the Management Board's activities and the individual situation at the time of termination.

Munich, December 01, 2016

On behalf of the Supervisory Board

On behalf of the Management Board

Christian Stahl

Dr. Cornelius Patt

Chairman of the Supervisory Board

CEO