



zooplus AG

Munich

ISIN DE0005111702

Invitation to the Ordinary Annual General Meeting

We invite our shareholders to join us on
Tuesday, May 31, 2016, at 10.00 a.m.

for the

Ordinary Annual General Meeting

to be held

in the Large Conference Room

of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft

located at Bernhard-Wicki-Straße 8, 80636 Munich.

I.

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statement for the 2015 financial year; the management reports for the company and the Group for the 2015 financial year; the report of the Supervisory Board for the 2015 financial year, and the explanatory report of the Management Board on the disclosures pursuant to Sections 289 (4) and 315 (4) of the German Commercial Code (Handelsgesetzbuch – HGB)**

These documents can be viewed at zooplus AG's principal corporate offices located at Sonnenstraße 15, 80331 Munich, and on the company's website at <http://investors.zooplus.com/en/general-assembly.html> and will also be available to shareholders at the company's Annual General Meeting. Each shareholder may receive a copy upon request.

In accordance with statutory provisions, a resolution on this agenda item is not provided for and not possible because the Supervisory Board has already approved the annual and consolidated financial statements and, in doing so, has adopted the annual financial statements. With respect to the other documents named under this agenda item, the law requires that shareholders only be given an opportunity to inspect the documents for informational purposes but does not provide for a resolution by the Annual General Meeting.

- 2. Resolution on the discharge of the Management Board for the 2015 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board for the 2015 financial year.

- 3. Resolution on the discharge of the Supervisory Board for the 2015 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board for the 2015 financial year.

- 4. Election of the auditor of the annual financial statements and consolidated financial statements for the 2016 financial year**

Based on the recommendation of the Supervisory Board's Audit Committee, the Supervisory Board proposes the appointment of the Munich branch office of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as

the auditor of the annual financial statements and consolidated financial statements for the 2016 financial year.

5. Elections to the Supervisory Board

The terms of office of the existing Supervisory Board members will end with the conclusion of the Ordinary Annual General Meeting that is the subject of this invitation.

In accordance with Sections 95 and 96 (1) of the German Stock Corporation Act (Aktiengesetz – AktG) and Section 10 (1) of the company's Articles of Association, the Supervisory Board consists of six members. The company is not subject to co-determination, and, therefore, the Supervisory Board consists exclusively of shareholder representatives. Pursuant to Section 102 (1) AktG and Section 10 (2) of the company's Articles of Association, Supervisory Board members are to be appointed for a period running no longer than the conclusion of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the fourth financial year following the start of the member's term of office. The financial year in which the term of office begins is not included in this period.

The intention is to elect new members to the Supervisory Board in accordance with the German Corporate Governance Code (GCGC) by means of a separate vote. The appointment runs until the conclusion of the Annual General Meeting in which the discharge for the fourth financial year following the start of the member's term of office is resolved. The financial year in which the term of office begins is not included in this period.

The Supervisory Board proposes the following persons for election to the Supervisory Board:

- a) Moritz Greve, Managing Director of Maxburg Capital Partners GmbH, Munich, residing in Munich;
- b) Henrik Persson, Founder and Manager of Sprints Capital Management Ltd, London, residing in London, United Kingdom;
- c) Nicholas Sleep, Director of IGY Limited, London, residing in London, United Kingdom;
- d) Christian Stahl, independent entrepreneur in the field of investment business in London, an equity partner at Private Equity Beteiligungsgesellschaft Apex Partners LLP, London, until December 31, 2015, residing in London, United Kingdom;
- e) Dr. Norbert Stoeck, consultant for international corporate and business strategies, residing in Munich;
- f) Dr. Felix Treptow, Authorized Officer at Maxburg Capital Partners GmbH, Munich, residing in Gräfelfing.

The proposed persons are members of the following other statutory supervisory boards and comparable domestic and foreign governing bodies of business enterprises:

Mr. Moritz Greve:

Memberships in governing bodies:

- Member of the Supervisory Board of PharmaZell GmbH, Raubling;

Mr. Henrik Persson

Memberships in governing bodies:

- Member of the Board of Directors of Aktiebolaget Karlskrona Lampfabrik, Karlskrona, Sweden;
- Member of the Board of Directors of Sprints Capital Management Ltd, London, UK;

Mr. Christian Stahl:

Memberships in governing bodies:

- Member of the Supervisory Board of Kingdom Holding 1 B.V., Amsterdam, the Netherlands;

Dr. Norbert Stoeck:

Membership in another statutory supervisory board:

- Member and Chairman of the Supervisory Board at Initiatoren AG für Beteiligungen, Seeshaupt;
- Member and Chairman of the Supervisory Board at aovo Touristik AG, Hanover;
- Member of the Supervisory Board at Lindner Hotels AG, Dusseldorf.

The nominations above take into account the objectives established by the Supervisory Board regarding its composition. The members of the Supervisory Board are confident that the proposed new composition of the Supervisory Board will also possess the knowledge, skills and professional experience to properly perform its duties. Of the candidates proposed, Dr. Norbert Stoeck, among others, is qualified due to his work as an independent financial expert as defined by Section 100 (5) AktG. The Supervisory Board is satisfied that the proposed candidates will be able to make the necessary time available to fulfill their duties.

In reference to Item 5.4.1 paragraph 5 to 7 of the GCGC, the Supervisory Board declares that, in its opinion, Mr. Greve and Dr. Treptow are in a business relationship

with a significant shareholder of zooplus AG, the Maxburg Beteiligungen GmbH & Co KG, which must be disclosed.

According to Item 5.4.3 sentence 3 of the GCGC, it should be noted that Mr. Christian Stahl has expressed his readiness to be a candidate for the chairmanship in the event he is elected to the Supervisory Board.

6. Resolution on the authorization to grant subscription rights to members of the Management Board of zooplus AG and selected executives of zooplus AG and affiliated companies in Germany and abroad (Stock Option Program 2016), and to create a Conditional Capital 2016 as well as amend the Articles of Association

To continue to tie executives of zooplus AG and its affiliated companies in Germany and abroad to zooplus AG using a variable remuneration component with long-term incentives, Agenda Item 6 should include the option to grant subscription rights to shares of zooplus AG to members of the Management Board of zooplus AG and to selected executives of zooplus AG and affiliated companies in Germany and abroad under a stock option program ("**Stock Option Program 2016**").

The Management Board and Supervisory Board propose to resolve as follows:

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

With the Supervisory Board's consent, the Management Board is authorized on one or more occasions until and including the date of December 31, 2018 ("**authorization period**") to grant subscription rights ("**stock options**") to up to 150,000 no-par-value bearer shares of the company to selected executives of zooplus AG and affiliated companies in Germany and abroad ("**subscription right beneficiaries**").

The Supervisory Board is authorized on one or more occasions until and including the date of December 31, 2018 ("**authorization period**") to grant subscription rights ("**stock options**") to up to 100,000 no-par-value bearer shares of the company to members of the company's Management Board ("**subscription right beneficiaries**").

One stock option grants one subscription right to one share of the company. The company's shareholders do not have subscription rights. If stock options are forfeited during the authorization period due to the termination of service or the employment relationship with the company or an affiliated company, the departure of an affiliated company from the zooplus Group or for other reasons, a corresponding number of stock

options may be reissued to the subscription right beneficiaries. The company may choose to fulfill exercised subscription rights by either using the Conditional Capital 2016 proposed for resolution under the following letter b) or treasury shares. The company also has the right to a cash settlement. Granting stock options and the issue of subscription shares is subject to the following provisions:

(1) Subscription right beneficiaries and allocation

The group of subscription right beneficiaries includes the members of the Management Board (Group 1) and selected executives of the company and those of affiliated companies in Germany and abroad (Group 2).

The total volume of subscription rights shall be allocated among both groups of subscription right beneficiaries as follows:

- The subscription right beneficiaries in Group 1 together receive no more than 100,000 stock options and the subscription rights resulting therefrom;
- The subscription right beneficiaries in Group 2 together receive no more than 150,000 stock options and the subscription rights resulting therefrom.

(2) Issue periods (acquisition periods)

Stock options can be issued in tranches within the authorization period for a single or repeated initiation of a plan on one or more occasions in the year, whereby the options are to be issued in accordance with legal requirements in each case within four weeks always beginning on the third working day after the publication of the results of the respective quarter or financial year (referred to as the "**issue period**"). Stock options can be issued to subscription right beneficiaries in Group 1 during the issue periods already mentioned but only in the 2016 calendar year. When stock options are granted to members of the Management Board, the relevant rules are determined by the company's Supervisory Board and, to the extent that subscription right beneficiaries in Group 2 are affected, by the company's Management Board (both referred to as the "**program terms and conditions**").

The issue date shall be the date on which the subscription right beneficiaries receive the offer granting stock options, irrespective of the point in time the offer is accepted. The offer can specify a later date than the date of issue.

(3) Vesting period

Stock options can only be exercised after the end of the vesting period. The vesting period of a tranche of stock options begins on the specified issue date and ends no earlier than the end of the issue date's fourth anniversary.

(4) Performance targets

The stock options can only be exercised if and to the extent the performance targets are achieved as described below:

The performance targets are linked to the absolute share price performance of the zooplus share during the vesting period. Subscription right beneficiaries can exercise differing amounts of their allocated stock options depending on the price performance of zooplus shares: A third of the stock options can be exercised if the volume-weighted 6-month average price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange at the end of the vesting period is at least 20% above the exercise price (Performance Target I, in which case a third of the stock options can be exercised), at least 30% above the exercise price (Performance Target II, in which case two-thirds of the stock options can be exercised), and at least 50% above the exercise price (Performance Target III, in which case all of the stock options can be exercised).

(5) Exercisability of stock options

Stock options can be exercised only when the vesting period has expired, and one of the performance targets has been achieved. Stock option obligations are met in the form of the company's shares, whereby each stock option entitles the beneficiary to subscribe to one share.

(6) Exercise periods and expiration

Stock options can be exercised by the subscription right beneficiaries within two years following the date of the vesting period's expiration. Stock options can be exercised during this period within four weeks, always beginning on the third working day after the publication of the results of the respective quarter or financial year

("exercise period"). The exercise period can be appropriately extended by the company's Management Board – or, alternatively, the Supervisory Board if members of the Management Board are affected – to the extent that legal regulations prevent exercise at the expiration of the original exercise period. The stock options expire after the end of the respective (if applicable, extended) exercise period. Stock options that are not exercised by the expiration of the respective exercise period expire without compensation.

(7) Exercise price

When exercising stock options, the exercise price must be paid for each share subscribed. The "**exercise price**" per share equals the volume-weighted 6-month average price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange before the date the stock options are issued. The minimum issue price is equivalent to at least the lowest issue price as defined under Section 9 (1) (AktG).

(8) Substitution rights of the company

The company can meet the obligations of the stock options exercised by issuing new no-par-value bearer shares by using the Conditional Capital 2016 proposed for resolution under letter b) below. The company is also entitled to meet the obligation in whole or in part using treasury shares instead of new shares. Moreover, the company is entitled to pay in whole or in part the value of the shares entitled to from the exercise of the stock options in cash less the exercise price instead of delivering (new or treasury) shares.

The decision which alternative to select in any given case is made by the company's Management Board or the company's Supervisory Board when members of the Management Board are affected.

(9) Restrictions in the event of extraordinary developments

In the event of extraordinary developments, the company's Supervisory Board is authorized at its discretion to restrict the exercise of stock options granted to members of the company's Management Board. A restriction may be necessary

specifically to ensure the appropriateness of remuneration as defined under Section 87 (1) sentence 1 AktG.

In the event of extraordinary developments, the company's Management Board is authorized at its discretion to restrict the exercise of stock options granted to subscription share beneficiaries in Group 2. A restriction may be necessary specifically to ensure that the total remuneration of the individual beneficiaries is proportionate to the tasks and performance of the subscription right beneficiary and does not exceed the usual remuneration without special reason.

(10) Individual rights

The stock options are not legally transferable but are inheritable. A transfer is also allowed for the fulfillment of bequests. Stock options may only be exercised by the respective subscription right beneficiary or his/her heirs or legatee. If stock options can no longer be exercised in accordance with the above provisions, they will be forfeited without replacement or compensation. The provision authorizing the reissue of forfeited stock options to subscription right beneficiaries remains unaffected.

The plans' terms and conditions may provide for full or partial forfeiture of stock options without replacement or compensation when the service or employment relationship of a subscription right beneficiary ends. This would also allow for the reissue of forfeited stock options. Special arrangements may be made in the case of death, retirement, disability, or other special cases resulting in a departure from the company, which includes the departure of affiliated companies, businesses or operating segments of the zooplus Group, in the event of a change of control, or to comply with legal requirements.

(11) Anti-dilution protection

The terms and conditions of the plan may contain the customary anti-dilution protection clauses based upon which the economic value of the stock options in accordance with the regulations in Section 216 (3) AktG can be largely protected, particularly by taking into account potential share splits, capital increases from reserves by issuing new shares, or other measures with similar effects when determining the number of shares to be issued for each stock option.

(12) Dividend rights

The new no-par-value bearer shares are entitled to dividends from the beginning of the financial year for which no resolution of the Annual General Meeting has been made on the appropriation of retained profits at the time the subscription right is exercised.

(13) Authorization to determine additional details

Additional details with respect to granting and meeting the obligations of stock options for the issue of shares from Conditional Capital 2016 and further terms and conditions of the plan are determined by the company's Supervisory Board when members of the Management Board are concerned, or by the company's Management Board when subscription right beneficiaries of Group 2 are affected.

Additional regulations include specifically the decision to initiate annual tranches on one or repeated occasions to make use of the authorization to grant stock options; provisions for the execution of the Stock Option Program 2016 and the annual tranches; the method of allocation and exercise of stock options; the allocation of stock options to individual subscription right beneficiaries; the determination of the issue date within the respective issue period; regulations for exercisability in special cases (including non-forfeiture rules), particularly in the case of the departure of subscription right beneficiaries from service or employment, in the event of death, departure of an affiliated company, business or operating segment from the zooplus Group; in case of a change of control, the conclusion of an affiliation agreement or delisting; or to meet legal requirements.

The company is also authorized to deviate in this respect from the provisions of this resolution in terms of its application to the executives of affiliated companies abroad because it is not imperative that the content of this resolution under corporate law falls under the authority of the Annual General Meeting to adopt resolutions or to the extent this resolution exceeds the minimum requirements of corporate law.

b) Conditional Capital 2016

The company's share capital is increased conditionally by up to EUR 250,000.00 through the issue of up to 250,000 new no-par-value bearer shares (Conditional Capital 2016). The conditional capital increase is solely for granting subscription rights for shares (stock options) to members of the Management Board of zooplus AG and selected executives of zooplus AG and affiliated companies in Germany and abroad that are granted based on the authorization above. The shares will be issued at the issue price defined in the authorization above. The conditional capital increase will only be executed to the extent that subscription rights are exercised and the company refrains from using treasury shares or cash compensation to meet its subscription right obligations. The new shares will be entitled to dividends from the beginning of the financial year for which no resolution of the Annual General Meeting has been made on the appropriation of retained profits at the time when the subscription right is exercised. The company's Management Board – or, alternatively, the Supervisory Board if members of the Management Board are affected – is authorized to determine the additional details of the conditional capital increase and its execution.

c) Amendment to the Articles of Association

Section 5 of the Articles of Association will be supplemented with the following new paragraph 4:

"(4) In accordance with the authorization of Annual General Meeting of May 31, 2016 under Agenda Item 6 letter a), the company's share capital has been conditionally increased by EUR 250,000.00 through the issue of up to 250,000 no-par value bearer shares of the company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2016). Conditional Capital 2016 serves to secure subscription rights from stock options issued by zooplus AG under the authorization of the Annual General Meeting of May 31, 2016, under Agenda Item 6 letter a) as part of the Stock Option Program 2016 in the period from the date of the registration of Conditional Capital 2016 until December 31, 2018. The conditional capital increase will be executed only to the extent stock options are issued, and the holders of these stock options make use of their subscription rights for company shares. The issue of shares from Conditional Capital 2016 will be executed at an exercise price determined in accordance with letter a) (8). The new shares will be entitled to dividends from the beginning of the financial year for which no resolution of the Annual General Meeting has been made on the appropriation of retained profits at the time the subscription right is exercised. The

company's Management Board, or the company's Supervisory Board if members of the Management Board are affected, is authorized to determine the additional details of the conditional capital increase and its execution."

7. Resolution on a change to the Articles of Association concerning the Supervisory Board compensation

The compensation of members of the Supervisory Board shall be adjusted on the occasion of and with effect from the new appointment of Supervisory Board members in this Annual General Meeting under Agenda Item 5. The company's Articles of Association shall be amended accordingly.

Section 14 (1) of the company's Articles of Association currently reads as follows:

"1. Supervisory Board members each receive fixed annual compensation of EUR 25,000.00, payable at the end of the financial year, for each full financial year of their membership. The deputy chairperson of the Supervisory Board receives EUR 30,000.00 p.a. and the chairperson of the Supervisory Board receives EUR 37,500.00 p.a. Chairpersons of Supervisory Board committees each receive additional fixed annual compensation of EUR 5,000.00 payable at the end of the financial year for each full financial year of their chairmanship. Members of the Supervisory Board, who join or retire from the Supervisory Board in the course of the financial year or assume or resign from the chairmanship of a Supervisory Board committee, receive proportionate compensation."

The Management Board and the Supervisory Board propose the adoption of the following resolutions:

Section 14 (1) of the company's Articles of Association will be amended as follows:

"1. Supervisory Board members each receive fixed annual compensation of EUR 40,000.00, payable at the end of the financial year, for each full financial year of their membership. The chairperson of the Supervisory Board receives EUR 80,000.00 p.a. payable at the end of the financial year. Chairpersons of Supervisory Board committees each receive additional fixed annual compensation of EUR 5,000.00 payable at the end of the financial year for each full financial year of their chairmanship. Members of the Supervisory Board who join or retire from

the Supervisory Board in the course of the financial year or assume or resign from the chairmanship of a Supervisory Board committee receive proportionate compensation payable at the end of the respective financial year. Any sales taxes due on the compensation amounts above will be compensated for by the company."

II.

Written report of the Management Board concerning Agenda Item 6 (Stock Option Program 2016)

The company grants a variable remuneration component with long-term incentive to members of the zooplus AG Management Board and selected executives of zooplus AG and affiliated companies in Germany and abroad. This variable remuneration should serve to promote the entrepreneurial attitude of the respective participants, secure their long-term loyalty to the company and respective group companies, and ensure competitive remuneration.

In order to continue to align the remuneration structure to sustainable and perennial corporate development, ensure the transparent and intelligible design of the variable remuneration component and a balanced risk-reward profile for participants, the existing variable remuneration component for the Management Board in the form of a virtual stock option program shall be replaced as of 2016 by a conventional stock option plan also offered to selected employees of zooplus AG and its affiliated companies in Germany and abroad.

For this reason, Agenda Item 6 of the Ordinary Annual General Meeting of zooplus AG on May 31, 2016, proposes that the Management Board – or, alternatively, the Supervisory Board if members of the Management Board are concerned – be authorized with the consent of the Supervisory Board on one or several occasions until and including the date of December 31, 2018, to grant subscription rights (stock options) for up to a total of 250.000 no-par-value bearer shares to members of the zooplus AG Management Board and selected executives of zooplus AG and affiliated companies in Germany and abroad. Accordingly, a new Conditional Capital 2016 shall be created, and a new paragraph 4 shall be added to Section 5 of the Articles of Association.

Conditional Capital 2016 amounting to EUR 250,000.00 is equivalent to roughly 3.58% of the company's currently existing share capital and gives the company the ability to issue new shares and transfer these shares to subscription right beneficiaries in the event they exercise the stock options they have been granted. The new shares will only be issued when, in accordance with the conditions set out in the resolution of the Annual General Meeting, stock option were issued to subscription right beneficiaries and these beneficiaries exercised their subscription rights after the expiry of the vesting period and upon the achievement of the performance targets defined in the authorization and in accordance with other terms and conditions contained in the Stock Option Program 2016. Due to the appropriation of Conditional Capital 2016, shareholders are not entitled to subscription rights for the new shares.

In contrast to the company's current long-term incentive components in the form of a virtual stock option program for the Management Board, which principally meets the obligations in cash after the expiry of the vesting period, the achievement of performance targets, and in accordance with the usual conditions specified in this respect, the issue of stock options that qualify for subscription to the company's shares has the advantage that the beneficiaries can decide after the shares are issued whether they want to remain a shareholder of the company or would rather sell their shares on the stock market. This serves to expand the company's shareholder base and, at the same time, improves the company's liquidity because there is no outflow of funds but rather the company has an inflow of funds in the amount of the exercise price for the new shares. The company can invest these available funds to expand its operating business.

As a rule, stock options should be issued in annual tranches during the authorization period. Stock options shall be issued in the 2016 financial year to the extent that members of the Management Board are beneficiaries. However, an issue of stock options during the current and next two financial years for the other beneficiaries under the proposed Stock Option Program 2016 is possible until the end of the authorization period on December 31, 2018. This allows future new employees to be included in the program.

The allocation of stock options to both groups of subscription right beneficiaries should generally correspond to the allocation of the maximum number to be issued under the authorization. Nevertheless, the Management Board and Supervisory Board reserve the right to decide annually on the issue of stock options and the scope of the individual tranches based on the company's overall situation and the remuneration structure of relevant comparable companies. Fluctuations in the annual volume may occur, for example, when there are changes in the number of executives participating in the program and/or the market price of zooplus's shares.

Shares from Conditional Capital 2016 are issued no earlier than the expiration of the vesting period, which is four calendar years after the issue of the relevant tranche of stock options, and a corresponding exercise notification. Stock options may be exercised only when the vesting period has expired and one of the performance targets has been achieved. Otherwise, the stock options are forfeited without compensation.

The performance targets are based on the absolute share price performance of the zooplus shares during the vesting period. Subscription right beneficiaries can exercise differing

amounts of their allocated stock options depending on the price performance of zooplus shares: A third of the stock options can be exercised if the volume-weighted 6-month average price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange at the end of the vesting period is at least 20% above the exercise price (Performance Target I, in which case a third of the stock options can be exercised), at least 30% above the exercise price (Performance Target II, in which case two-thirds of the stock options can be exercised), and at least 50% above the exercise price (Performance Target III, in which case all of the stock options can be exercised).

The authorization provides for the right of the Supervisory Board or the Management Board to appropriately restrict the exercise of the stock options at its discretion in the event of extraordinary developments.

Vested stock options may generally be exercised by the subscription right beneficiaries within an exercise period of two years. The exercise period begins after the date of the vesting period's expiration. Stock options can be exercised during this period within four weeks, always beginning on the third working day after the publication of the results of the respective quarter or financial year.

The exercise price payable to the company by the subscription right beneficiary following the exercise of stock options for the purchase of one share each of the company is equivalent to the volume-weighted 6-month average price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange before the date the stock options are issued.

The Management Board and Supervisory Board shall be authorized to determine the further details of the granting and fulfillment of stock options, for the issue of shares from Conditional Capital 2016 and other terms of the program, including the treatment of stock options when subscription right beneficiaries sever their service or employment with the company or its affiliates upon expiry of the vesting period.

The Stock Option Program 2016 is designed to align the interests of subscription right beneficiaries to the sustainable development of the zooplus Group by means of a long-term variable remuneration component based on a multi-year assessment. The Management Board and Supervisory Board are confident that the proposed authorization to issue stock options to the subscription right beneficiaries is especially suitable for creating a lasting incentive for sub-

scription right beneficiaries and a sustained increase in the company's value in the interest of both the company and its shareholders.

III.

Requirements for attending the Annual General Meeting and exercising voting rights, the record date pursuant to Section 123 (4) sentence 2 AktG and its importance

In accordance with the company's Articles of Association, only those shareholders who have registered with the company by submitting proof of their share ownership furnished by a custodian institution in the German or English language to one of the following contacts below are entitled to attend the Annual General Meeting and to put forward motions and cast votes at the Annual General Meeting:

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

Proof of share ownership must refer to the beginning of May 10, 2016, (0:00 CEST) ("**record date**") and must be received by the company together with the registration by no later than the end of May 24, 2016, (24:00 CEST). Proof of share ownership in writing in either German or English from the custodian institution is sufficient. Under the company's Articles of Association, the company is entitled to request further adequate proof if there is any doubt as to whether the proof provided is correct or genuine. If this proof is not provided or not provided in due form, the company can refuse the shareholder's admission to the Annual General Meeting in accordance with the Articles of Association.

The record date is the date that determines whether shareholders are entitled to participate and exercise voting rights in the Annual General Meeting. Only those individuals who have submitted proof that the shares were owned on the record date are considered as shareholders by the company and permitted to attend the Annual General Meeting and exercise voting rights. Changes in share ownership after the record date are not relevant in this respect. Individuals who do not own any shares on the record date and subsequently become shareholders are entitled to attend and cast votes based on the shares held only when they are appointed as a proxy or authorized to exercise rights. Shareholders who have properly registered and provided proof of their share ownership are also entitled to participate in the Annual General Meeting and exercise voting rights if they have sold their shares after the record date. The record date has no effect on the sale of shares and no implications for dividend entitlement.

IV.

Powers of attorney; procedure for casting votes by proxy; proxy representatives

Shareholders who are unable or do not wish to personally attend the Annual General Meeting can arrange proxy representation through, for example, a bank, shareholders' association, or another person of their choice, in order to exercise their rights and, specifically, their voting rights. In this case, the shareholder must also register and provide proof of share ownership in due form and on time according to the provisions above. If the shareholder authorizes more than one person as a proxy, the company may refuse one or several of these proxies.

Granting a power of attorney, its revocation, and proof of the authorization to the Company must be made in written form.

Banks and equivalent institutions or companies pursuant to Section 135 (10) AktG in conjunction with Section 125 (5) AktG as well as shareholders' associations and persons as defined by Section 135 (8) AktG can stipulate different regulations if they are appointed as proxies; related inquiries are to be addressed to the respective proxy.

A form for granting power of attorney can be found on the reverse side of the admission ticket that is sent to shareholders following their timely registration in the manner described. The form for granting power of attorney can also be found on the company's website at <http://investors.zooplus.com/en/general-assembly.html> or can be requested from the company using the following contact options:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
Email: zooplus-hv2016@computershare.de

The authorization can be issued to the proxy and revoked or issued to the company and revoked, or proof of the authorization can be provided to the company. Please notify us promptly at one of the contact options above if a power of attorney is issued to the company or revoked or if proof of a power of attorney issued to a proxy or revoked is provided to the company. On the day of the Annual General Meeting, the issue and revocation of the power of attorney and proof of the issue or revocation of a power of attorney for a proxy can also be provided to the company at the entrance checkpoint.

The company also provides shareholders the option to be represented by a company-appointed proxy who is bound to the shareholder's instructions. Shareholders must also register and provide proof of share ownership in due form and on time according to the provisions above when authorizing company-appointed proxies.

If company-appointed proxies are authorized, they must be issued explicit and unambiguous instructions for the exercise of the voting rights in all cases. If no explicit or unambiguous

instructions are provided, the company-appointed proxy will abstain from voting on the respective matter. Proxies are obliged to vote according to the instructions given. Company-appointed proxies will not accept instructions to speak, make objections to Annual General Meeting resolutions, ask questions, or file motions either in advance or during the Annual General Meeting.

Company-appointed proxies must be authorized and instructed in writing. Powers of attorney and instructions issued to company-appointed proxies may be issued using the power of attorney and instruction forms provided to the shareholders upon their proper registration for the meeting. These documents are also available on the company's website at <http://investors.zooplus.com/en/general-assembly.html> and can also be obtained from the company using the following contact details:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
Email: zooplus-hv2016@computershare.de

These addresses may also be used to submit the completed power of attorney and instruction forms. Powers of attorney for exercising voting rights and instructions issued to company-appointed proxies must be received by the company for organizational purposes at one of the contact options given above no later than May 30, 2016 (24:00 CEST), provided they are not issued, amended, or revoked at the Annual General Meeting.

V.

Shareholder rights

Prior to and during the Annual General Meeting, shareholders are entitled, among others, to the following rights under Sections 122 (2), 126 (1), 127 and 131 (1) AktG. Further information can be found at <http://investors.zooplus.com/en/general-assembly.html>.

1. Request for additions to the agenda

Shareholders whose total share ownership accounts for one-twentieth of the share capital or the notional amount of EUR 500,000.00 of the share capital (the latter corresponding to 500,000 shares) can request under Section 122 (2) AktG that items be added to the agenda and made public. Each new item must enclose a justification or a draft resolution.

The request must be made in writing and addressed to the company's Management Board at:

zooplus AG
Attn. Management Board
Sonnenstraße 15
80331 Munich

The company must receive the request no later than the end of April 30, 2016 (24:00 CEST).

Additions to the agenda to be made public are published immediately in the Federal Gazette upon the receipt of the request and forwarded for publication to media channels where it can be assumed that the information will be disseminated throughout the European Union. These requests will also be made accessible on the company website at <http://investors.zooplus.com/en/general-assembly.html>.

2. Countermotions and nominations

Every shareholder has the right to submit to the company countermotions to resolutions proposed by the Management Board and/or the Supervisory Board on specific agenda items pursuant to Section 126 (1) AktG and to submit nominations for election pursuant to Section 127 AktG. Grounds for countermotions must be provided; nominations need not be justified.

Countermotions and nominations should only be sent to one of the following contact addresses:

zooplus AG
Sonnenstraße 15
80331 Munich
or
Fax: +49 (0) 89 95006-503
or
Email: kontakt@zooplus.

Countermotions or nominations sent otherwise will not be considered.

Countermotions and nominations received at one of the contact options above within the deadline of up to 14 days before the date of the Annual General Meeting, i.e., no later than the end of May 16, 2016 (24:00 CEST), will be published immediately on the Internet at <http://investors.zooplus.com/en/general-assembly.html>, if they are to be disclosed to the other shareholders, citing the name of the shareholder and the reasons given. Any statements from the management will also be publicized at this address.

The company can refrain from publishing a countermotion and its justification under the conditions provided in Section 126 (2) AktG.

Even when countermotions and nominations have been received by the company on time, they will be considered at the Annual General Meeting only if they are presented or distributed during the meeting. The right of each shareholder to put forward countermotions to the various agenda items or nominations during the Annual General Meeting, even when they were not forwarded to the company in advance, remains unaffected.

3. Right to information

Pursuant to Section 131 (1) AktG, each shareholder is entitled to receive information upon request from the Management Board about the company's affairs, legal and business relations with affiliated companies, and the position of the Group and companies included in the consolidated financial statements, if this information is necessary for a proper assessment of an item on the agenda. The Management Board may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG.

VI.

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

On the notification date of this Annual General Meeting, the company's share capital amounted to EUR 6,995,182.00 divided into 6,995,182 shares (no-par value shares), each granting one vote. Thus, the total number of voting rights is 6,995,182. The company held no treasury shares at the time of notification of the Annual General Meeting.

VII.

Publications on the company website

The notification of this Annual General Meeting, any documents to be made available for the Annual General Meeting, the total number of shares and voting rights at the time of the meeting's notification, the forms for granting a power of attorney for the Annual General Meeting, any counter motions, nominations, and supplementary requests of shareholders that are to be disclosed, detailed explanations of rights of the shareholders described above pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG, as well as any further information is available on the company's website at <http://investors.zooplus.com/en/general-assembly.html>. The voting results recorded will also be published at this address after the Annual General Meeting.

Munich, April 2016

zooplus AG

The Management Board