

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

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

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

The Management and Supervisory Boards of zooplus AG declare that they have corresponded and will correspond to the recommendations of the Government Commission German Corporate Governance Code (in the currently valid versions dated 18 June 2009 and 26 May 2010) announced by the Federal Ministry of Justice in the official section of the electronic federal gazette with the following exceptions:

Item 3.8 paragraph 2: The existing D&O insurance for members of the Management Board includes a deductible which reflects the applicable legal regulations. The company has not concluded a deductible for the Supervisory Board and does not intend to do so in the future. The Management Board and Supervisory Board do not believe that a deductible impacts the sense of responsibility and loyalty exhibited by Board members when performing their tasks and functions.

Item 4.2.3: The company’s stock option programme for the Management Board does not include a cap for extraordinary, unforeseen developments. From the Supervisory Board’s perspective, which shares the Management Board’s opinion, a cap contradicts using the option model as an incentive.

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

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

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

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

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

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

In addition to the declaration of conformity dated March 16, 2011 the following exception of the recommendations of the Government Commission German Corporate Governance Code in item 5.4.3 will be made: Proposals regarding candidates for the Chair of the Supervisory Board are not disclosed to shareholders in accordance with section 107 of the German Stock Corporation Act. The newly-elected members convene immediately after the Annual General Meeting in which the election takes place in order to appoint the Chairperson and the Vice Chairperson of the Supervisory Board.

It is intended to comply with the recommendation in item 5.4.6 and to specifically compensate the Chair of the Supervisory Board. The Management Board and the Supervisory Board will propose to the Annual General Meeting to make the relevant amendment to the Articles of Association. For the reasons stated above a further differentiation regarding the remuneration of the Supervisory Board will not be made.

Munich, May 23, 2011

On behalf of the Supervisory Board

On behalf of the Management Board



Felix von Schubert
Chairman of the Supervisory Board



Dr. Cornelius Patt



Florian Seubert