

**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 to the recommendations of the Government Commission German Corporate Governance Code (in the currently valid versions dated 26 May 2010) announced by the Federal Ministry of Justice in the official section of the electronic federal gazette since the last declaration of conformity on March 16, 2011, supplemented on May 23, 2011, 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 4.2.5 (1) in connection with item 4.2.4: The company will present the Annual General Meeting 2012 an resolution not to disclose individualised details of the remuneration for the individual members of the Management Board in the future as well. In all other respects a remuneration report is prepared according to the recommendations of Item 4.2.5.

Item 5.1.2, 5.4.1: There is no upper age limit for the members of the Management and Supervisory Board. The Management and 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.

Items 5.2, 5.3: The Supervisory Board of zooplus AG did not form any committees. The entire board shall be responsible for ensuring that its tasks are performed responsibly.

Item 5.4.3: 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.

Item 5.4.6 (1) and (2): The compensation of the Deputy Chairperson of the Supervisory Board is not considered in the specification of compensation for Supervisory Board members. The Deputy Chairperson’s workload is no higher than that of the other Supervisory Board members. 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.

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: 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.

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

Item 2.3.3: At its Annual General Meeting 2012, the Company does not exercise the option to hold an absentee ballot (postal vote) granted by its Articles of Association. An absentee ballot does not provide any recognizable additional benefit to shareholders in the personal exercise of their rights when compared to the proxy voting service offered by zooplus AG up to the day of the Annual General Meeting.

Item 6.6: In accordance with the statutory provisions, zooplus AG discloses the shares in zooplus held by the members of the Executive and Supervisory Boards to the extent that the shareholding exceeds or falls short of the relevant reporting limits prescribed by Section 21 of the German Securities Trading Act (WpHG) as well as all "Directors' Dealings" of this circle of persons according to Section 15 a WpHG. The Management and Supervisory Boards believe that this statutory information is sufficient for investors and the general public.

Munich, March 15, 2012

On behalf of the Supervisory Board

On behalf of the Management Board

Michael Rohowski  
Chairman of the Supervisory Board

Dr. Cornelius Patt

Florian Seubert