

**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”**

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 15, 2012) announced by the Federal Ministry of Justice in the official section of the electronic federal gazette since the last declaration of conformity on March 15, 2012, with the following exceptions:

Item 2.3.3 sentence 2: The company is not providing the option allowed by the articles of incorporation of postal voting for the General Meeting. Postal voting does not offer shareholders any additional convenience in their personal realization of their rights compared to the voting rights representation offered by zooplus AG in writing up to the day of the General Meeting.

Item 3.8 paragraph 2: 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 4.2.5 paragraph 1 in connection with Item 4.2.4: The company does not provide individualized information on the remuneration of specific members of the Management Board as a result of the resolution by the General Meeting on May 22, 2012. 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 age limit for members of the Management and Supervisory Boards. Membership of the Management and Supervisory Board should be based on the professional qualifications and experience of the candidate and their individual ability to perform, irrespective of a fixed age limit.

Item 5.3: The Supervisory Board did not form any committees. zooplus AG is of the opinion that forming committees does not lead to increased efficiency. The entire board is responsible for ensuring that tasks are performed responsibly.

Item 5.4.3 sentence 2: Proposed candidates for Supervisory Board chairmanship are not announced to shareholders in accordance with Section 107 of the German Stock Corporation Act (AktG). The Supervisory Board selects a Chairman and Deputy Chairman from within its ranks at the first meeting after its election by the General Meeting.

Item 5.4.6: The Deputy Chairman of the Supervisory Board is not taken into account in the remuneration structure of Supervisory Board members as the workload of the Deputy Chairman is not significantly different to that of the other Supervisory Board members. Members of the Supervisory Board do not receive any performance-related remuneration in addition to their fixed remuneration. The company believes that this would not provide any additional incentive for proper fulfillment of the Supervisory Board’s monitoring and consulting tasks. The remuneration for the Supervisory Board for fiscal year 2012 is shown in the corporate governance report.

Item 6.6: In addition, 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 are 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. 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 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 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, the company will publish its preliminary sales as soon as possible after the end of the respective reporting period in the future.

Item 7.1.3 in connection with Item 4.2.5: The annual report includes more detailed information on zooplus AG's share option program. 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 in future correspond with the recommendations of the Government Commission German Corporate Governance Code (in the version dated May 15, 2012) announced by the Federal Ministry of Justice in the official section of the electronic federal gazette with the previous and following exceptions:

Item 4.2.3 paragraph 3 sentence 3: In the case of new appointments of Management Board members or extensions of existing Management Board contracts, a retroactive adjustment of the comparison parameters is possible in the organization of variable remuneration components under precisely defined conditions. In the future, the focus will be on granting 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 existing 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 paragraph 4 sentence 3: In the case of the premature termination of a contract in the Management Board, the calculation of the severance payment cap is not based on the total compensation of the previous year and the expected total compensation of the current financial year. New Management Board contracts provide for a limit to the severance payment cap at two annual remunerations for the case of premature termination of contract. The recommendation of the Code that the severance payment cap shall be calculated 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 not seen as being necessary due to the long-standing service to the company of the Management Board members. In addition, 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 7 1.2 sentence 2: The semi-annual and quarterly reports are not discussed by the Supervisory Board with the Management Board before publication. This could lead to delays in capital market information for time-related and insider trading regulation-related reasons.

Munich, March 18, 2013

On behalf of the Supervisory Board

On behalf of the Management Board

Michael Rohowski

Dr. Cornelius Patt

Chairman of the Supervisory Board

CEO