



zooplus AG

Munich

ISIN DE0005111702

Invitation to the Ordinary Annual General Meeting

We invite our shareholders to join us on
Wednesday, May 31, 2017, at 10.00 a.m.,

for the

Ordinary Annual General Meeting

to be held

in the Large Conference Room

of PricewaterhouseCoopers GmbH 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 2016 financial year; the management reports for the company and the Group for the 2016 financial year; the report of the Supervisory Board for the 2016 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 are available for viewing 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 in this agenda item, the law requires only that shareholders be given an opportunity to inspect the documents for informational purposes but does not provide for a resolution by the Annual General Meeting.

- 2. Appropriation of retained profits for the 2016 financial year**

The Management Board and the Supervisory Board propose that the full amount of the retained profits for the 2016 financial year of EUR 3,605,071.27 recorded in the company's financial statements as of December 31, 2016 be carried forward.

- 3. Resolution on the discharge of the Management Board for the 2016 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board for the 2016 financial year.

- 4. Resolution on the discharge of the Supervisory Board for the 2016 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board for the 2016 financial year.

- 5. Election of the auditor of the annual financial statements and consolidated financial statements for the 2017 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 GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the annual financial statements and consolidated financial statements for the 2017 financial year.

6. Elections to the Supervisory Board

The company's Supervisory Board is comprised 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 and consists of six members. The company is not subject to co-determination, and, therefore, the Supervisory Board consists exclusively of shareholder representatives.

The terms of office of the existing Supervisory Board members Mr. Karl-Heinz Holland and Mr. Ulric Jerome, who were judicially appointed by the District Court of Munich on November 15, 2016, will end with the conclusion of the Ordinary Annual General Meeting on May 31, 2017, which is the subject of this invitation.

The terms of office of the other Supervisory Board members Mr. Moritz Greve, Mr. Henrik Persson, Mr. Christian Stahl and Dr. Norbert Stoeck will end with the conclusion of the Ordinary Annual General Meeting that resolves on the discharge of the Supervisory Board members for the 2020 financial year (2021 Ordinary Annual General Meeting).

Two new Supervisory Board members shall be elected to ensure the continuation of the legally prescribed composition of the Supervisory Board after the 2017 Ordinary Annual General Meeting.

The intention is to elect new members to the Supervisory Board in accordance with Item 5.4.3 sentence 1 of the German Corporate Governance Code (GCGC) by means of a separate vote.

The Supervisory Board members up for election at the 2017 Ordinary Annual General Meeting shall also be appointed until the conclusion of the Ordinary Annual General Meeting that resolves on the discharge of the Supervisory Board members for the 2020 financial year (2021 Ordinary Annual General Meeting) in order to maintain the same terms of office for all Supervisory Board members.

The Supervisory Board thus proposes the election of the following persons as members of the Supervisory Board until the conclusion of the Ordinary Annual General Meeting that resolves on the discharge for the third financial year following the start of the member's term of office, whereby the financial year in which the term of office begins is not included in this period:

- a) Mr. Karl-Heinz Holland, Bachelor of Science in Business Administration, Chairman of the Management Board of Lidl Stiftung & Co. KG until 2014, freelance business consultant since 2015, residing in Oberstenfeld, Germany; and
- b) Mr. Ulric Jerome, Director of MatchesFashion Limited (MATCHESFASHION.COM), London, residing in London, United Kingdom.

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

Mr. Karl-Heinz Holland:

- Chairman of the Advisory Board of DSD - Duales System Holding GmbH & Co. KG, Cologne, Germany
- Member of the Advisory Board of L1 Retail (UK), LLP, London, United Kingdom

Mr. Ulric Jerome:

- No further mandates

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 Supervisory Board's former and future composition encompasses the knowledge, skills and professional experience enabling the Supervisory Board to properly perform its duties.

Supervisory Board member Dr. Norbert Stoeck, among others, continues to qualify as a financial expert as defined by Section 100 (5) AktG. All Supervisory Board members are familiar with the sector in which the company operates. This is particularly true for Mr. Holland and Mr. Jerome, who are members up for election. Mr. Holland possesses extensive commercial and business training and has also held executive positions in a sector with relevance for zooplus AG. Mr. Jerome also possesses extensive commercial and business training and has held executive positions at various international corporations. The Supervisory Board is satisfied that the proposed candidates will be able to make the necessary time available to fulfill their duties.

In the opinion of the Supervisory Board, none of the proposed candidates has a personal or business relationship with zooplus AG, one of its group companies or governing bodies that would require disclosure under Item 5.4.1. (5) through (7) of the German Corporate Governance Code. In addition, a personal or business relationship does not exist with any significant shareholder of zooplus AG that would require disclosure.

7. Resolution on the approval of a profit transfer agreement with MATINA GmbH

zooplus AG and its wholly owned subsidiary MATINA GmbH headquartered in Munich and registered under HRB 177083 in the commercial register of the District Court of Munich, concluded a profit transfer agreement as defined by Section 291 (1) sentence 1 AktG on April 13, 2017. The MATINA GmbH shareholder meeting approved the profit transfer agreement on April 13, 2017. Under the profit transfer agreement, MATINA GmbH has agreed to transfer its entire profit to zooplus AG. Under the same agreement, zooplus AG has agreed to compensate for any other annual losses during the term of the agreement in accordance with Section 302 AktG. The conclusion of the profit transfer agreement is intended for the establishment of a corporate and trade tax organization as of the beginning of the 2017 financial year.

In addition to the consent of the MATINA GmbH shareholders' meeting already obtained and the entry in the commercial register of the District Court of Munich in the jurisdiction of MATINA GmbH, the profit transfer agreement also requires the approval of the zooplus Annual General Meeting in order to become effective.

Compensation or settlement payments pursuant to Sections 304 and 305 AktG are not to be granted since zooplus AG is the sole shareholder of MATINA GmbH. For this same reason, it is not necessary for a contract auditor to perform an audit of the profit transfer agreement pursuant to Section 293b (1) AktG.

The Management and Supervisory Boards propose the approval of the profit transfer agreement between zooplus AG and MATINA GmbH concluded on April 13, 2017.

The profit transfer agreement contains the following key content:

* * * *

Section 1 **Profit transfer**

1. *The Subsidiary Company hereby agrees to transfer its entire profit as defined by the corresponding applicable provisions of Section 301 AktG in its respective valid version to the Controlling Company. The profit to be transferred may not exceed the amount resulting under Section 301 AktG in its respective valid version.*
2. *With the consent of the Controlling Company, the Subsidiary Company may appropriate amounts from the annual net profit to other retained earnings (Section 272 (3) sentence 2 alternative 2 HGB) to the extent permitted under commercial law and economically justified based on sound business judgment. Amounts appropriated to other retained earnings during the term of this agreement are to be released upon the demand of the Controlling Company and used to compensate an annual net loss or transferred as profits.*

3. *The transfer of amounts from the release of retained earnings accumulated before the start of this agreement is excluded.*
4. *The transfer of income from the release of capital reserves is excluded.*
5. *The entitlement to profit transfers shall arise at the end of the balance sheet date for the Subsidiary Company's annual financial statements and is due at that time. The entitlement to profit transfers does not carry interest.*

Section 2

Loss assumption

1. *Loss assumption is correspondingly governed by the provisions of Section 302 AktG in its respective valid version.*
2. *Section 1 Item 5, sentence 1 correspondingly applies to the Subsidiary Company's entitlement to loss assumption.*

Section 3

Advance payments

1. *The Controlling Company is entitled during the course of the year to demand advance payments of the prospective profit to be transferred when and to the extent this is legally permissible and the Subsidiary Company's liquidity permits such advance payments based on sound business judgment.*
2. *During the course of the year, the Subsidiary Company may demand advance payments for the prospective annual loss to be compensated when and to the extent this is legally permissible and, based on sound business judgment, the Subsidiary Company requires such advance payments for liquidity purposes.*
3. *Advance payments under Section 3 Item 1 and Section 3 Item 2 do not carry interest. Advance payments made during the year are to be deducted from the profit to be transferred or the annual loss to be compensated at the end of the financial year. Any excess payments must be reimbursed. All other provisions of this agreement remain unaffected.*

Section 4

Effectiveness and duration

1. *The agreement requires the approval of the Controlling Company's Annual General Meeting in order to become effective.*
2. *The agreement becomes effective upon its entry into the commercial register of the Subsidiary Company's domicile and applies for the first time to the Subsidiary Company's financial year that begins on January 1, 2017 and ends on December 31, 2017. Should the entry in the commercial register fail to occur by December 31, 2017, the*

agreement becomes effective retroactively at the earliest permissible date under tax law.

- 3. This agreement may be canceled with a six-month notice period as of the end of the financial year but first after a period of five calendar years as of the end of December 31, 2021. If on this date, the minimum duration required under tax law for the fiscal unit for corporate tax purposes established by this agreement has not been met, ordinary termination is possible for the first time as of the end of the minimum period under tax law (Section 14 (1) sentence 1 no. 3 in conjunction with Section 17 sentence 1 of the German Corporate Tax Act [KStG]). In the event the agreement is not canceled, it shall be extended in each case by one financial year with the same notice period.*
- 4. The right to terminate the agreement for good cause without observing a notice period shall remain unaffected. The Controlling Company is especially entitled to terminate for good cause when an instance of Section 307 AktG exists, the Controlling Company no longer possesses a majority of the voting rights of the Subsidiary Company's shares, the tax requirements for a financial inclusion of the Subsidiary Company in the Controlling Company no longer exist or other good cause exists as defined by Section 60 (6) KStR 2004 or a corresponding regulation exists that is applicable at the time of terminating the agreement.*
- 5. If the agreement is terminated, the Controlling Company must provide collateral to the Subsidiary Company's creditors according to the provisions of Section 303 AktG.*

Section 5

Other provisions

- 1. This agreement shall represent the entire agreement between the parties with respect to the subject of the agreement and supersedes all previous verbal or written negotiations, obligations or agreements between the parties.*
- 2. All references to statutory regulations shall refer to the regulation in its respective valid version.*
- 3. Sections 14 and 17 KStG in their respective valid versions shall be taken into account when interpreting the individual provisions of this agreement.*
- 4. Any amendments or supplements to this agreement or any statements to be issued under this agreement must be made in writing in order to be effective to the extent that no notarial certification is required. This also applies to amendments made to this Section 5 Item 4 itself.*
- 5. Should individual provisions of the agreement be or become wholly or partially invalid or unenforceable or should this agreement contain loopholes, the effectiveness of the remaining provisions of this agreement shall remain unaffected. To replace the invalid,*

unenforceable or missing provision, a valid and enforceable provision shall be agreed between the parties retroactively taking into account the economic purpose of this agreement, which the parties would have agreed to if they had been aware that a respective provision of the agreement was invalid, unenforceable or missing at the time of the agreement's conclusion. The parties are obliged to confirm such a provision in the intended form at a minimum in writing.

* * * *

The Management Board of zooplus AG and the management of MATINA GmbH have prepared a joint written report about the profit transfer agreement in accordance with Section 293a AktG in which the conclusion of the profit transfer agreement and the agreement are explained and justified in detail from both a legal and economic perspective.

As of the calling of the Annual General Meeting, the following documents shall be made available for viewing by shareholders at the business offices of zooplus AG, Sonnenstraße 15, 80331 Munich, the business offices of MATINA GmbH, Herzog-Wilhelm-Straße 12, 80331 Munich (entrance at the specified business address of zooplus AG, Sonnenstraße 15, 80331 Munich) and on the company's website at <http://investors.zooplus.com/en/general-assembly.html>:

- the profit transfer agreement between zooplus AG and MATINA GmbH dated April 13, 2017;
- the adopted annual financial statements and management reports for the last three financial years for zooplus AG and the adopted annual financial statements for the last three financial years for MATINA GmbH;
- the joint written report prepared by the Management Board of zooplus AG and the management of MATINA GmbH about the profit transfer agreement under Section 293a dated April 13, 2017.

The documents listed above are also available to be viewed by shareholders during the Annual General Meeting. Each shareholder may receive a copy of these documents upon request.

II.

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, 2017, (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, 2017, (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.

III.

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-hv2017@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-hv2017@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, 2017 (24:00 CEST), provided they are not issued, amended or revoked at the Annual General Meeting.

IV. 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
- Att. Management Board -
Sonnenstraße 15
80331 Munich

The company must receive the request no later than the end of April 30, 2017 (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 counter motions 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 counter motions must be provided; nominations need not be justified.

Counter motions 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.de

Counter motions or nominations sent otherwise will not be considered.

Counter motions 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, 2017 (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 counter motion and its justification under the conditions provided in Section 126 (2) AktG.

Even when counter motions 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 counter motions 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.

V.

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 7,060,902.00 divided into 7,060,902 shares (no-par value shares), each granting one vote. Thus, the total number of voting rights is 7,060,902.

VI.

Publications on the company's 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 2017

zooplus AG

The Management Board