

**Ad hoc announcement
pursuant to Section 15 of
the German Securities
Trading (WpHG)**



(Not for dissemination, publication or distribution in the USA, Canada, Japan and Australia)

**zooplus AG resolves capital increase from authorized capital of
up to 216,099 shares and defines conditions**

Munich, November 19, 2010 – The Managing Board of zooplus AG today resolved, with the approval of the Supervisory Board, to increase the company’s share capital by partially exercising the Authorized Capital 2008 by a nominal amount of EUR 216,099.00 from a current total of EUR 2,593,190.00 to up to EUR 2,809,289.00 by issuing up to 216,099 new, no-par value bearer shares, each with a nominal interest in the share capital of EUR 1.00 per share. With the proceeds of the capital increase, the company plans to boost the company growth and expand their European online market leadership.

Statutory subscription rights within the meaning of Section 186 (5) of the *Aktiengesetz* (AktG – German Public Limited Companies Act) are granted to shareholders in that the new shares are subscribed for by Munich-based UniCredit Bank AG at an issuing amount of EUR 1.00 per share, with the obligation to offer these to shares for indirect subscription with a subscription ratio of 12:1 at a subscription price of EUR 42.00 per share and to pay the excess proceeds to the company (indirect subscription rights). This means that each shareholder is thus authorized to subscribe one new share for each twelve existing shares via this indirect subscription right. However, it is only possible to subscribe for whole new shares or multiples thereof; it is not possible to subscribe for fractions of shares. In order to ensure an even subscription ratio, one of the company’s existing shareholders has undertaken to waive exercising subscription rights for two of the shares due to this shareholder. In addition, the company’s shareholders who are entitled to subscribe for the shares will be given the opportunity of acquiring additional new shares in addition to their statutory subscription rights, for the subscription rights that are not exercised during the subscription period (oversubscription right). The new shares carry full profit participation rights from fiscal year 2010.

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The shareholders are expected to be able to exercise their subscription rights and their oversubscription right in the period from November 30, 2010 to December 13, 2010 (inclusive). Organized trading in subscription rights is not intended and is also not being initiated by zooplus AG or UniCredit Bank AG. The subscription offer will be published shortly.

zooplus AG will generate gross proceeds from the issue of up to EUR 9,076,158.00 from the subscription offer. The capital increase serves to drive the internationalization of core business and to further reinforce the company's pan-European market leadership. In addition, the capital increase will allow accelerated expansion of, in particular, zooplus AG's own brands and its international logistics and technology platform. Besides that, the company is expecting positive effects from a substantial increase in its balance-sheet equity ratio for its international purchasing and European working capital management.

Exclusion clause

This publication is exclusively for information purposes and does not constitute either an offer to sell or a solicitation of an offer to buy any securities. There was neither a public offer in connection with this transaction, nor will there be a public offer of securities. No securities offering prospectus has been or will be prepared in connection with the transaction. Dissemination of this disclosure and the offer and sale of securities could be subject to restrictions in certain jurisdictions.

United States of America

This notice is not designated for persons in the United States of America (including its territories, dependencies, federal states and the District of Columbia) and may not be disseminated either directly or indirectly in the United States of America.

This notice is neither an offer nor part of an offer for the sale of or a solicitation of an offer to buy or subscribe for securities in the United States of America. The shares of zooplus AG detailed herein (the "shares") are and will neither be registered according to the provisions of the United States Securities Act of 1933 in its respective applicable version ("Securities Act") or the securities trading laws in individual states of the USA, nor will they be offered or sold in the United States of America. The shares may neither be offered or sold in the United States of America nor to persons in the United States of America or delivered their either directly or

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indirectly, excluding exceptional cases as a result of an exemption from the registration requirements in the Securities Act or the law of an individual state of the USA.

Canada, Japan and Australia

This disclosure is not intended for persons in Canada, Japan or Australia. The securities detailed in this disclosure may not be offered or sold to persons in these countries.

<End of ad hoc announcement>

Company profile

zooplus was founded in 1999 and has become Europe's leading online retailer for pet products, measured by sales and other income. In 2009 total sales amounted to EUR 129.7 mm. Average annual growth exceeded 50% for the past three years. The company's profitable business model has already been introduced successfully in 17 countries. zooplus offers products for all pet varieties as well as equine supplies. Its product range comprises foods (dry and wet pet foods, pet food supplements such as chewing bones and snacks) as well as pet accessories (such as cat trees and toys) over a wide range of categories. In addition to a broad selection of over 7,000 products zooplus customers benefit from online veterinary consultations as well as a number of other interactive features. Pet products represent a significant and steadily growing market segment of the European consumer retail space. Overall revenues from pet food and accessories amounted to EUR 18 billion within the European Union in 2009 alone. Based on the growing trend towards humanisation of pets in western industrialised countries, pet owners are adapting their purchasing behavior in favour of health, wellness and other premium products. In addition, European eCommerce is expected to enjoy sustained, strong growth in the years to come.

Online: <http://investors.zooplus.com/en/welcome/>

Contact Investor Relations:

cometis AG

Henryk Deter / Dominic Großmann

Tel.: +49 (0)611-205855-15

Fax: +49 (0)611-205855-66

E-mail: grossmann@cometis.de