



zooplus AG

Munich

ISIN DE0005111702

Invitation to the Annual General Meeting

We hereby invite our shareholders to the

Annual General Meeting

to be held on

Tuesday, 27 May 2014, at 10.00

in the Large Conference Room at the offices of auditors PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Bernhard-Wicki-Straße 8, 80636 Munich

I.

Agenda

- 1. Presentation of the adopted annual financial statements and approved consolidated financial statements, each for the financial year 2013, the management reports for the Company and Group for financial year 2013, the report by the Supervisory Board for the said year, and the explanatory report by the Management Board accompanying the notes to the financial statements pursuant to Sections 289 Para. 4 and 315 Para. 4 of the German Commercial Code (HGB)**

These documents may be viewed on business premises at the registered office of zooplus AG at Sonnenstraße 15, 80331 Munich and on the Company website at <http://investors.zooplus.com/de/hauptversammlung.html> and will be available for shareholders to inspect at the Annual General Meeting itself. Each shareholder will receive a copy on request.

In accordance with the law, no provision has been made for a resolution on this agenda item, nor will such resolution be possible, since the Supervisory Board has already approved the annual and consolidated financial statements and the annual accounts are thereby adopted. In respect of the other documents referred to under this agenda item, the law provides only for shareholders to inform themselves by inspecting the same, but does not provide for a resolution by the Annual General Meeting.

- 2. Resolution upon the formal discharge of the Management Board for financial year 2013**

The Management and Supervisory boards propose that the members of the Management Board be discharged for financial year 2013.

- 3. Resolution upon the formal discharge of the Supervisory Board for the financial year 2013**

The Management and Supervisory boards propose that the members of the Supervisory Board be discharged for financial year 2013.

- 4. Election of auditors for the Company and Group financial statements for financial year 2014**

The Supervisory Board proposes, on the basis of a corresponding recommendation by its Audit Committee, that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft of Frankfurt am Main (Munich branch) should be elected as auditors for the individual Company financial statements accounts as per the German Commercial Code for the financial year ending on 31 December 2014 and as auditors for the Group financial statements as per IFRS for the financial year ending on 31 December 2014.

5. Resolution upon the amendment of the object of the undertaking and upon the corresponding amendment of the Articles of Association

It is proposed that the object of the undertaking should be amended in order in future to facilitate trading in pet supplies outside of as well as via the Internet.

Article 2 Para. 1 Sentence 1 of the Articles of Association is currently worded as follows:

“1. The object of the undertaking is to trade in pet supplies via the Internet in Germany and abroad.”

The Management and Supervisory Boards propose that it be resolved as follows:

Article 2 Para. 1 Sentence 1 of the Articles of Association shall be amended as follows:

“1. The object of the undertaking is to trade in pet supplies in Germany and abroad, particularly via the Internet.”

6. Resolution upon a supplement to the compensation paid to the Supervisory Board and upon a corresponding amendment to the Articles of Association

It is proposed that with effect from the current financial year, the Chairpersons of Supervisory Board Committees should receive an additional fixed sum in compensation; and that the Articles of Association be amended accordingly.

Article 14 Para. 1 of the Articles of Association is currently worded as follows:

“1. For each full year of their Supervisory Board membership, members of the Supervisory Board each receive fixed compensation in the amount of EUR 20,000.00 p.a., payable following the end of the financial year. Supervisory Board members who join or leave the Supervisory Board during the current financial year receive compensation on a pro rata basis. The Chair of the Supervisory Board receives one and one half times this amount.”

The Management and Supervisory Boards propose that it be resolved as follows:

Article 14 Para. 1 of the Articles of Association shall be amended as follows:

“1. For each full year of their Supervisory Board membership, members of the Supervisory Board each receive fixed compensation in the amount of EUR 20,000.00 p.a., payable following the end of the financial year. The Chair of the Supervisory Board receives one and one half times this amount. For each full year the Chair of a Supervisory Board Committee receives an additional fixed sum of EUR 5,000.00 p.a., payable following the end of the financial year. Supervisory Board members who join or leave the Supervisory Board during the current financial year or who accept or resign the Chair of a Supervisory Board Committee receive compensation on a pro rata basis.”

The members of the Supervisory Board shall receive compensation in accordance with this amendment to the Articles of Association with effect from 1 January 2014.

II.

Conditions for participation and the exercise of voting rights, record date for submission of proofs as per Section 123 Para. 3 Sentence 3 of the German Stock Corporation Act and the significance thereof

In accordance with the Articles of Association of the Company, authority to participate in the Annual General Meeting and exercise rights to present motions and voting rights at the Annual General Meeting is restricted to those shareholders who register with the Company and present proof of their shareholding issued by the institution where their securities account is held in German or in English language at one of the following points or means of contact:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
E-mail: anmeldestelle@computershare.de

Proof of share ownership must apply as of the start of the day on 6 May 2014 (00.00 CEST) (the “**record date**”) and must be received by the Company together with registration no later than by the end of the day on 20 May 2014 (24.00 CEST). Proof of share ownership issued in text form in German or in English by the account-holding institution is adequate. In accordance with its Articles of Association, the Company is entitled in case of doubt as to the accuracy or authenticity of the proof to demand suitable further evidence. If this evidence is not produced, or not produced in suitable form, the Company may in accordance with the Articles of Association debar the shareholder.

The record date is the qualifying date which determines the scope and exercise of rights of participation and voting rights at the Annual General Meeting. For the purpose of participating in the Annual General Meeting and exercising voting rights, the Company recognises only those shareholders who present proof of share ownership effective as of the record date. Changes in shareholdings after the record date do not signify in this respect. Persons who hold no shares as of the record date and who become shareholders only after that date shall be entitled to participate and vote only insofar as they obtain a power of attorney or other authority to exercise such rights. Shareholders who have duly registered and presented proof of share ownership are entitled to participate in the Annual General Meeting and exercise voting rights even if they sell their shares after the record date. The record date does not in any way affect the saleability of shares and is of no significance in respect of dividend entitlement.

III.

Authorities; procedures for voting by proxy

Shareholders who do not participate personally in the Annual General Meeting may arrange for their rights, particularly their voting rights, to be exercised by proxy, e.g. by a bank, a shareholder association, or another person of their choice. In this case likewise, registration and proof of ownership are required in due form and in due time in accordance with the above provisions. If a shareholder grants authorities to more than one person, the company is entitled to reject one or more of such persons.

Such authority must be granted or revoked and proof thereof provided to the Company in textual form.

Banks, institutions or companies with equivalent status as per Section 135 Para. 10 in association with Section 125 Para. 5 of the German Stock Corporation Act, as well as shareholder associations and persons within the meaning of Section 135 Para. 8 of the German Stock Corporation Act, insofar as they are themselves duly authorized, may impose deviating rules. Corresponding enquiries should therefore be addressed to the institution or person to be authorised in each case.

A form that may be used to grant such authority is available on the reverse of the entry ticket that will be sent to shareholders who have registered in the manner and within the time limit prescribed above. The authorization form is also available for download from the Company's website at <http://investors.zooplus.com/de/hauptversammlung.html>, or may be requested from the Company via the following points and means of contact:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
E-mail: zooplus-hv2014@computershare.de

Authority may be granted to the proxy or revoked, or granted to the Company or revoked, or proof thereof presented. When authority is granted to the Company or revoked or when proof of the authority granted to a proxy or revoked is presented to the Company, we request that it be communicated in good time via one of the above points or means of contact. On the day of the Annual General Meeting, the granting of authority, its revocation and the presentation to the company of verification of authority granted to a proxy or its revocation can also take place at the entry control point.

Representation by a proxy designated by the Company

In addition the Company also offers its shareholders the facility to be represented by proxies designated by the Company and bound by instruction. The registration and verification of the shareholding in due time and form in accordance with the applicable provisions is also required in the case of authorization of proxies designated by the company. Should proxies designated by the Company be granted authority, they must in all cases be expressly and clearly instructed on the exercise of voting rights. If no express or clear instruction is issued, the proxies nominated by the company will abstain from voting on the item concerned. These proxies are under obligation to vote as instructed. The proxies nominated by the company do

not take instructions to address the meeting, to present objections to resolutions of the Annual General Meeting or to ask questions or submit motions before or during the Annual General Meeting.

Proxies designated by the Company must be granted authorization and furnished with instructions in textual form. Such authorities and instructions to proxies designated by the Company may be issued using the authorization and instruction forms issued to shareholders for this purpose upon due and proper registration. These forms are also available for download from the Company's website at <http://investors.zooplus.com/de/hauptversammlung.html>, or may be requested from the Company via the following points and means of contact:

zooplus AG
c/o Computershare Operations Center
80249 Munich
or
Fax: +49 (0) 89 30903-74675
or
E-mail: zooplus-hv2014@computershare.de

The completed authorization and instruction form may also be returned to one of the above points or means of contact. Authorization to exercise voting rights as well as instructions to the proxies nominated by the Company must be sent to the Company by 26 May 2014 (24:00 CET) using one of the points of contact set out above provided they are not issued, amended or revoked at the Annual General Meeting.

IV.

Shareholders' rights

Shareholders in advance of and at the Annual General Meeting have, among others, the following rights pursuant to Section 122 Para. 2, Section 126 Para. 1, Section 127 and Section 131 Para. 1 of the German Stock Corporation Act. Further explanatory details are available on the Internet at <http://investors.zooplus.com/de/hauptversammlung.html>.

1. Requests to include items on the agenda

Shareholders whose shares together amount to one twentieth of the share capital or the proportion of EUR 500,000 of share capital (the latter equating to 500,000 shares) may in accordance with Section 122 Para. 2 of the German Stock Corporation Act request that items be placed on the agenda and made public. Each new item must be accompanied by grounds or by a draft resolution.

Requests must be submitted in writing to the Management Board of the Company at the following address:

zooplus AG
- The Management Board -
Sonnenstraße 15
80331 Munich

Requests must be received by the Company no later than by the end of the day on 26 April 2014 (24.00 CEST).

Additions to the agenda requiring to be made public will be announced immediately following receipt of the request in the Federal Official Gazette (Bundesanzeiger) and forwarded to such media as may be expected to disseminate the information throughout the entire European Union. They will also be made available to shareholders on the Company website at <http://investors.zooplus.com/de/hauptversammlung.html>

2. Counter-motions and election proposals

Each shareholder has the right pursuant to Section 126 Para. 1 of the German Stock Corporation Act to submit motions to the Company in opposition to resolutions proposed by the Management and/or Supervisory Boards in respect of items on the agenda; and pursuant to Section 127 of the said Act to propose candidates for election. Counter-motions must be accompanied by grounds; no grounds are required for election proposals.

Counter-motions and election proposals must be directed exclusively to one of the following points or means of contact:

zooplus AG
Sonnenstraße 15
80331 Munich
or
Fax: +49 (0) 89 95006-503
or
E-mail: kontakt@zooplus.de

Motions or election proposals otherwise addressed will not be considered.

Counter-motions and election proposals received in good time, that is to say, no later than the end of the day on 12 May 2014 (24.00 CEST) via one of the above points or means of contact will insofar as these require to be made available to other shareholders be published immediately, including the name of the shareholder and the stated grounds, on the Internet at <http://investors.zooplus.com/de/hauptversammlung.html>. Any comments by the management will likewise be published at this Internet address.

The Company may under the conditions specified in Section 126 Para. 2 of the German Stock Corporation Act refrain from publishing a counter-motion and the grounds therefor. For example, the grounds for a counter-motion need not be made available if they amount to a total of more than 5,000 characters.

Your attention is drawn to the fact that counter-motions and election proposals, even if communicated to the Company in good time in advance, will only be considered at the Annual General Meeting provided that they are presented at the Meeting. The right of every shareholder to present counter-motions in opposition to the various agenda items and propose candidates for election during the Annual General Meeting without communicating these to the Company in advance remains unaffected.

3. Right to information

In accordance with Section 131 Para. 1 of the German Stock Corporation Act, the Management Board must provide every shareholder on request at the Annual General Meeting with information on the affairs of the Company, the legal and business relations between the Company and associated undertakings and on the position of the Group and of undertakings included in the consolidated financial statements, insofar as such information is necessary for a proper assessment of an item on the agenda. The Management Board may on the grounds specified in Section 131 Para. 3 of the German Stock Corporation Act refrain from answering individual questions (e.g. in order not to disclose trade secrets).

V.

Total number of shares and voting rights at the time the AGM is convened

At the time of convening this Annual General Meeting the share capital of the Company amounted to 6,101,639.00 euro. This was divided into 6,101,639 shares (no par value shares), whereof each share conveys one vote. The total number of votes therefore amounts to 6,101,639. At the time this Annual General Meeting was convened, the Company held no shares in treasury.

VI.

Publications on the website

The act of convening this Annual General Meeting, such documents as are required to be made available to the Annual General Meeting, the total number of shares and voting rights at the time the Meeting was convened, the forms that may be used to grant powers to be exercised at the Annual General Meeting, such counter-motions, election proposals and requests by shareholders for items to be included on the agenda as are required to be made available, further explanatory notes on the rights of shareholders as outlined above pursuant to Sections 122 Para. 2, 126 Para. 1, 127 and 131 Para. 1 of the German Stock Corporation Act and further information are available on the Company website at <http://investors.zooplus.com/de/hauptversammlung.html>. After the Annual General Meeting the results of voting will also be published at this address.

Munich, in April 2014

zooplus AG

The Management Board