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UNITED STATES OF AMERICA**

zooplus AG resolves on capital increase

Munich, November 17, 2014 – The Management Board of zooplus AG, Munich, (WKN 511170, ISIN DE0005111702, ticker symbol ZO1) today resolved, with the approval of the Supervisory Board, on the issuance of up to 610.039 new no-par value bearer shares (corresponds to approx. 10% of the registered issued capital) by way of capital increase out of the Company's authorized capital under the exclusion of subscription rights of the existing shareholders. The newly issued shares will be offered by way of private placement via an accelerated bookbuilding to international institutional investors. Deutsche Bank is Sole Bookrunner to the transaction.

The net proceeds from the capital increase shall be used to further finance the planned continued strong growth of the Company.

Bookbuilding will commence immediately. It is anticipated that books will close tomorrow, November 18, 2014, although zooplus AG and Deutsche Bank reserve the right to close the books at any time.

zooplus AG is expected to determine the placement price for the new shares tomorrow, November 18, 2014. The new shares will participate in dividends with effect from January 1, 2014 and are scheduled to be admitted to listing without prospectus on the Frankfurt Stock Exchange as well as on the sub-sector of the Regulated Market with additional obligations arising from admission (Prime Standard).

<End of Ad-hoc-Announcement>

DISCLAIMER

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Deutsche Bank AG is acting solely for the Issuer and no one else and will not be responsible for providing the protections afforded to customers of Deutsche Bank AG nor for providing advice in relation to the transaction.

The shares may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the shares in such jurisdiction.

No action has been taken by the Issuer or Deutsche Bank AG or any of their respective affiliates that would permit an offering of the shares or possession or distribution of this announcement or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.

In member states of the European Economic Area ("EEA"), this announcement and any offer if made subsequently is directed only at persons who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) ("Qualified Investors"). Any person in the EEA who acquires the securities in any offer (an "Investor") or to whom any offer of the securities is made will be deemed to have represented and agreed that it is a Qualified Investor. Any Investor will also be deemed to have represented and agreed that any securities acquired by it in the offer have not been acquired on behalf of persons in the EEA other than Qualified Investors or persons in the UK and other member states (where equivalent legislation exists) for whom the Investor has authority to make decisions on a wholly discretionary basis, nor have the securities been acquired with a view to their offer or resale in the EEA to persons where this would result in a requirement for publication by the Issuer or Deutsche Bank AG of a prospectus pursuant to Article 3 of the Prospectus Directive. The Issuer and Deutsche Bank AG and any of their affiliates, and others will rely upon the truth and accuracy of the foregoing representations and agreements.

**Ad-hoc-Announcement
pursuant to § 15 WpHG**



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