



**zooplus AG**

**Munich**

ISIN DE0005111702

## **Invitation to the Ordinary Annual General Meeting**

We invite our shareholders to join us on  
**Friday, June 14, 2019, 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 2018 financial year; the combined management report for the company and the Group for the 2018 financial year; the report of the Supervisory Board for the 2018 financial year, and the explanatory report of the Management Board on the disclosures pursuant to Sections 289a (1) and 315a (1) 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. **Resolution on the discharge of the Management Board for the 2018 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board for the 2018 financial year.

3. **Resolution on the discharge of the Supervisory Board for the 2018 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board for the 2018 financial year.

**4. Election of the auditor of the annual financial statements and consolidated financial statements for the 2019 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 2019 financial year.

**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](mailto:anmeldestelle@computershare.de)

Proof of share ownership must refer to the beginning of May 24, 2019, (0:00 CEST) ("**record date**") and must be received by the company together with the registration by no later than the end of June 7, 2019, (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 at 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 may 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-hv2019@computershare.de](mailto:zooplus-hv2019@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 with 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 may 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-hv2019@computershare.de](mailto:zooplus-hv2019@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 June 13, 2019 (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 may 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  
Attn: Management Board

Sonnenstraße 15  
80331 Munich

The company must receive the request no later than the end of May 14, 2019 (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 countermotions 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 countermotions must be provided; nominations need not be justified.

Countermotions 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](mailto:kontakt@zooplus.de)

Countermotions or nominations sent otherwise will not be considered.

Countermotions 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 30, 2019 (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 countermotion and its justification under the conditions provided in Section 126 (2) AktG.

Even when countermotions 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 countermotions 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 7,144,678.00 divided into 7,144,678 shares (no-par-value shares), each granting one vote. Thus, the total number of voting rights is 7,144.678.

## **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



countermotions, 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.

## VII.

### **Data Protection Policy for Shareholders and their Representatives**

zooplus AG, as the responsible body pursuant to Art. 4 no. 7 of the General Data Protection Regulation ("**GDPR**"), processes personal data of the shareholders related to the Annual General Meeting (name and surname, address, email address, number of shares, type of shares, form of ownership, number of the admission ticket) and, where applicable, of their legal or contractual representatives on the basis of the data protection provisions applicable in Germany. zooplus AG receives the data directly from the shareholder or its custodian bank. The data is processed for the sole purpose of enabling the shareholders and shareholder representatives to exercise their rights at the Annual General Meeting and to comply with the statutory provisions of a general meeting. Article 6 (1) lit. c) GDPR is the legal basis for this processing. We reserve the right to store the personal data processed in relation to the Annual General Meeting for a period of ten years unless there is a legitimate interest based on a judicial or extrajudicial dispute relating to the Annual General Meeting that requires the data to be stored for longer. After the expiration of the storage period, the data is either made anonymous or deleted.

The service providers who are commissioned for the purpose of preparing, executing and following up on the Annual General Meeting will receive only those personal data that are necessary for the performance of their duties. The processing is carried out exclusively in accordance with the instructions of zooplus AG.

In the event of requests to supplement the agenda pursuant to Section 122 (2) AktG and in the case of countermotions and election proposals by shareholders, these are made publicly available together with the name of the shareholder submitting the supplementary request or the countermotion or the proposal for election (see Items 1 and 2 under Section IV "Shareholder Rights").

The personal data of the shareholders who attend the Annual General Meeting, as well as the data of the shareholder representatives, must be recorded in a registry of participants in accordance with Section 129 (1) sentence 2 AktG. This registry will be made available to all participants pursuant to Section 129 (4) AktG on the day of the Annual General Meeting.

If the statutory prerequisites are met, each shareholder has the right to obtain information about the personal data collected in accordance with Article 15 GDPR, correction of the data under Article 16 GDPR, the deletion of data according to Article 17 GDPR, the limitation of the processing of personal data according to Article 18 GDPR, the transfer of certain personal data to the shareholder or a third party designated by the shareholder pursuant to Article 20 GDPR and objection according to Article 21 GDPR.

For these and other inquiries, please contact our Data Protection Officer at

zooplus AG

Data Protection Officer

c/o HWDData GmbH

Mr. Philipp Herrmann

Leonrodstr. 54

80636 Munich, Germany

Email: [ph@hwdata.de](mailto:ph@hwdata.de)

For more information about data protection, the related processing of shareholder information and your rights, please visit our website at <http://investors.zooplus.com/en/dataprotection.html>.

Munich, April 2019

zooplus AG

***The Management Board***