

Notice:

This year, once again, the Annual General Meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxies in accordance with Section 1 (2) sentence 1 of the Act on the Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Reduce the Effects of the COVID-19 Pandemic.

Please take note of the special conditions for participating in the virtual Annual General Meeting entirely by means of the electronic broadcast (no electronic participation) and exercising voting rights by means of vote-by-mail.



zooplus AG

Munich

ISIN DE0005111702

**Invitation to the Ordinary Annual General Meeting
(Virtual Annual General Meeting)**

We hereby invite our shareholders to join us on

Thursday, May 20, 2021, at 12 noon,

for the

Ordinary Annual General Meeting.

The meeting shall take place

without the physical presence of the shareholders or their proxies

at the registered offices of

zooplus AG,

Sonnenstr. 15,

80331 Munich.

The entire meeting will be held in accordance with Section 1 (2) sentence 1 no. 1 of the Act on the Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Reduce the Effects of the COVID-19 Pandemic at

<https://investors.zooplus.com/annual-general-meeting/>

by way of electronic video and audio broadcast (no electronic participation)
to the shareholders and their proxies.

Introductory Remarks

In view of the ongoing spread of the coronavirus (SARS-COV-2), zooplus AG will again hold its Annual General Meeting in the 2021 financial year as a virtual annual general meeting without the physical presence of shareholders or their proxies. Against the backdrop of the ongoing COVID-19 pandemic and with the aim of avoiding health risks for shareholders, internal and external employees, and members of the company's executive bodies, the Management Board of zooplus AG with the Supervisory Board's consent has decided to once again make use of the relevant legislative provisions to mitigate the consequences of the COVID-19 pandemic for holding this year's Annual General Meeting.

The health of those attending the Annual General Meeting is a top priority for the company. At the same time, shareholders should be able to exercise their voting rights and right to ask questions on the date indicated for the Annual General Meeting of May 20, 2021. This year's Annual General Meeting of zooplus AG will therefore again be held virtually only without the physical presence of shareholders or their proxies. More detailed explanations can be found below under **Section IV**. ("Virtual Annual General Meeting").

I.
Agenda

- 1. Presentation of the adopted annual financial statements and approved consolidated financial statements for the 2020 financial year, the combined management report for the company and the Group for the 2020 financial year, the report of the Supervisory Board for the 2020 financial year and the Management Board's explanatory report regarding the disclosures pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (Handelsgesetzbuch [HGB])**

These documents are available for viewing at the offices of zooplus AG, Sonnenstrasse 15, 80331 Munich, Germany, as well as on the company's website at <https://investors.zooplus.com/annual-general-meeting>. Upon request, shareholders can receive a copy immediately and free of charge.

A resolution on this agenda item is not provided for and not possible in accordance with the statutory provisions because the Supervisory Board has already approved the annual and consolidated financial statements; the annual financial statements are thereby adopted. With respect to the other documents mentioned in this Agenda Item, the law provides that shareholders only be given an opportunity to inspect the documents for informational purposes but does not provide for a resolution to be adopted by the Annual General Meeting.

- 2. Resolution on the appropriation of retained profit**

The Management Board and the Supervisory Board propose that the retained profit for the 2020 financial year in the amount of EUR 16,204,927.01 reported in the company's annual financial statements as of December 31, 2020 be carried forward in full to the new financial year.

- 3. Resolution on the discharge of the Management Board for the 2020 financial year**

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged for the 2020 financial year.

4. Resolution on the discharge of the Supervisory Board for the 2020 financial year

The Management Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the 2020 financial year.

5. Election of the auditor of the financial statements and consolidated financial statements for the 2021 financial year

Based on the corresponding recommendation of its Audit Committee, the Supervisory Board proposes the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich branch, as the auditor for the financial statements and consolidated financial statements for the 2021 financial year.

6. Elections to the Supervisory Board

In accordance with Sections 95, 96 (1) AktG and Article 10 (1) of the company's Articles of Association, the company's Supervisory Board consists of six members. As the company is not subject to co-determination, its Supervisory Board consists currently of shareholder representatives only. Pursuant to Section 102 (1) AktG and Article 10 (2) of the company's Articles of Association, the members of the Supervisory Board are elected for the period up to the end of the Annual General Meeting that resolves on their discharge for the fourth financial year after commencing their term of office unless the Annual General Meeting resolves on a shorter term of office at the time of their election. The financial year in which the term of office begins is not counted.

The terms of office of the current members of the Supervisory Board, Christian Stahl, Moritz Greve, Ulric Jerome and Dr. Norbert Stoeck, will expire at the end of the Annual General Meeting on May 20, 2021, to which notice is hereby given. The other members of the Supervisory Board are not currently up for reappointment as their terms of office are still running. Therefore, a total of four Supervisory Board members are to be newly elected.

Moritz Greve and Dr. Norbert Stoeck are available for re-election and shall be elected as members of the Supervisory Board with effect from the end of the Annual General Meeting on May 20, 2021. Additionally, Karl-Heinz Holland shall also be elected as a new member of the Supervisory Board.

Based on the above, the Supervisory Board proposes, in accordance with the proposal

of its Nomination Committee, that the following persons be elected as members of the Supervisory Board, each with effect from the close of the Annual General Meeting on May 20, 2021:

- a) Moritz Greve, Managing Director of Maxburg Capital Partners GmbH, Munich, resides in Munich, Germany;
- b) Dr. Norbert Stoeck, Consultant for international corporate and business strategies, resides in Munich, Germany;
- c) Karl-Heinz Holland, Managing Director of KH Invest & Consulting GmbH, resides in Oberstenfeld, Germany;
- d) David Shriver, Director of Communication of Ocado Group plc, resides in London, Great Britain.

Each appointment will be made until the end of the Annual General Meeting which resolves on the discharge for the fourth financial year after commencing their term of office, whereby the financial year in which the term of office begins is not counted (i.e., presumably until the end of the Annual General Meeting in 2026).

The proposed persons hold the following memberships on other statutory supervisory boards and comparable domestic and foreign supervisory bodies of business enterprises:

- a) Moritz Greve:

Memberships on other statutory supervisory boards: none.

Memberships on comparable domestic and foreign supervisory bodies of business enterprises: none.

- b) Dr. Norbert Stoeck:

Memberships on other statutory supervisory boards:

- Member and chairman of the Supervisory Board of Initiatoren AG für Beteiligungen, Seeshaupt, Germany;
- Member and chairman of the Supervisory Board of aovo Touristik AG, Hanover, Germany;

- Member of the Supervisory Board of Lindner Hotels AG, Düsseldorf, Germany.

Memberships on comparable domestic and foreign supervisory bodies of business enterprises: none.

c) Karl-Heinz Holland:

Memberships on other statutory supervisory boards:

- Member of the Supervisory Board of X5 Retail Group N.V., Amsterdam, The Netherlands.

Memberships on comparable domestic and foreign supervisory bodies of business enterprises: none.

d) David Shriver

Memberships on other statutory supervisory boards: none

Memberships on comparable domestic and foreign supervisory bodies of business enterprises: none

Detailed CVs of the proposed candidates are available for viewing at <https://investors.zooplus.com/annual-general-meeting>.

In accordance with the German Corporate Governance Code, the proposed candidates will ensure that they have sufficient time to perform their duties.

In the estimation of the Supervisory Board, the proposed candidates have no personal or business relationship with zooplus AG, its Group companies or executive bodies that would require disclosure under the German Corporate Governance Code or a personal or business relationship with a significant shareholder in zooplus AG as defined by the German Corporate Governance that would require disclosure. The proposed candidates are familiar with the sector in which the company operates.

The aforementioned election proposals take into account the concrete objectives established by the Supervisory Board for its composition and, at the same time, strive to meet the competence profile and diversity concept developed by the Supervisory Board

for the body as a whole. The objectives for the composition, the competence profile and the diversity concept for the Supervisory Board, and the status of their respective implementation, are published in the company's Statement on Corporate Governance pursuant to Sections 289f, 315d HGB (including the Corporate Governance Report) for the 2020 financial year as part of the Annual Report.

7. Approval of the remuneration system for the Management Board

As a result of the Act Implementing the Second Shareholders' Rights Directive ("**ARUG II**") published in the German Federal Law Gazette on December 19, 2019, Section 120 (4) of the German Stock Corporation Act (Aktiengesetz – AktG) was deleted and a new Section 120a AktG was introduced. Section 120a (1) sentence 1 AktG provides that the annual general meeting of a listed company shall resolve on the approval of the remuneration system for the members of the management board resolved by the supervisory board in accordance with the also newly introduced Section 87a AktG and presented to the annual general meeting whenever there is a significant change to the remuneration system, and at least every four years. The first resolutions of the supervisory board and the annual general meeting must be adopted by the end of the first annual general meeting after the date of December 31, 2020.

The Supervisory Board of zooplus AG (hereinafter referred to as the "**company**") has further developed the existing remuneration structure for Management Board members and adapted it to the requirements of ARUG II and the German Corporate Governance Code ("**GCGC**") as amended on December 16, 2019. The Supervisory Board specifically made the following changes:

- The Supervisory Board has expanded the remuneration of Management Board members to include a short-term variable remuneration component in the form of an annual bonus which, in addition to financial performance criteria, also incorporates environmental, social, and governance ("**ESG**") targets as an incentive to promote sustainable and long-term corporate governance.
- In the future, the employment contracts of the Management Board members and the terms and conditions of the stock option plan will contain so-called *malus* and *claw-back provisions* specifically entitling the company to withhold or reclaim variable remuneration components in the event of serious violations of internal corporate conduct guidelines or statutory obligations by a member of the Management Board.

Based on the recommendation of its Personnel Committee, the Supervisory Board proposes that the remuneration system for the members of the Management Board of zooplus AG set out below and adopted by the Supervisory Board with effect from June 1, 2021 be approved.

A. Principles of the remuneration system

The remuneration system for the members of the Management Board is a significant factor in advancing the business strategy and long-term development of zooplus AG. The structure of remuneration as non-performance-related fixed remuneration on the one hand and performance-related short-term and long-term variable remuneration on the other creates an incentive to achieve the company's goals and rewards results-oriented corporate management. Taking the share price into account as part of long-term variable remuneration also ensures the greatest possible alignment of the interests of the Management Board members with those of the shareholders. The Supervisory Board has also incorporated ESG targets into the remuneration system to incentivize sustainable, long-term corporate governance and to reflect the responsibility of Management Board members for socially responsible and future-oriented action also in terms of their remuneration.

In designing the remuneration system, the Supervisory Board was particularly guided by the following principles:

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- 1 Promoting and incentivizing the implementation of the **long-term business strategy** of zooplus AG and the zooplus Group
 - 2 Establishment of **ambitious performance criteria as well as appropriate consideration of the performance of the Management Board members** ("pay for performance")
 - 3 **Aligning the interests** of the members of the board with those of the shareholders
 - 4 Ensuring that the remuneration of the members of the Management Board is **appropriate, market-oriented and at the same time competitive**
 - 5 Alignment of remuneration with the **implementation** of zooplus AG's **sustainability goals**.

The system for remunerating the Management Board members of zooplus AG is clear and comprehensible. It complies with the requirements of Section 87a AktG, which was newly introduced as part of the ARUG II, and the recommendations of the GCGC, insofar as no deviation from these recommendations is declared. The Supervisory Board's aim is to offer national and international candidates a market customary but still competitive remuneration package within this regulatory framework and in compliance with the above principles for the design of the remuneration system to attract exceptionally qualified members to the company's Management Board. At the same time, the remuneration system should provide sufficient flexibility to respond to structural changes and to take different market conditions into account appropriately.

B. Procedures for establishing, implementing and reviewing the remuneration system

The remuneration system for the Management Board members of zooplus AG is decided by the Supervisory Board in accordance with Section 87a (1) sentence 1 AktG. The Supervisory Board is supported in this by its Personnel Committee. The Personnel Committee develops a system for the remuneration of Management Board members based on the principles outlined in Item A. above, the statutory requirements, as well as on the requirements of the GCGC in its respective applicable version, and submits this to the full Supervisory Board for discussion and resolution.

The Supervisory Board and its Personnel Committee may, if necessary, call in an external remuneration expert to develop the remuneration system and assess the appropriateness of the remuneration. This expert is changed periodically. When mandating an external remuneration expert, attention is also paid to his or her independence from the Management Board and the company. In the past, the Supervisory Board has regularly called in an external remuneration expert to review the appropriateness of remuneration and, in doing so, has ensured compliance with the above principles. The Supervisory Board also used an external remuneration consultant for the development of the remuneration system. This consultant reviewed and confirmed the appropriateness of the remuneration system based on information published by a peer group of SDAX-listed companies.

The remuneration system is reviewed regularly by the Supervisory Board with the support of its Personnel Committee.

The remuneration system shall be submitted to the Annual General Meeting for approval whenever there is a significant change, and no later than every four years. If the Annual General

Meeting does not approve the remuneration system presented, a reviewed remuneration system will be presented for resolution at the latest at the following ordinary Annual General Meeting.

Throughout the process of establishing, implementing and reviewing the remuneration system, the requirements of the German Stock Corporation Act and the Supervisory Board's Rules of Procedure, as well as the recommendations of the GCGC on the avoidance and handling of conflicts of interest, are complied with.

The remuneration system applies to all Management Board employment contracts to be newly concluded or renewed from June 1, 2021. For existing employment contracts, the previous remuneration structure will continue to apply in accordance with the requirements of Section 26j (1) sentence 3 Introductory Act to the Stock Corporation Act (EAG) and the GCGC.

C. Remuneration structure

1. Remuneration components

The remuneration system consists of fixed non-performance-related and variable performance-related remuneration components.

The fixed, non-performance-related remuneration consists of a fixed annual salary plus fringe benefits, the amount of which may vary depending on the occasion and the Management Board member. In addition, the company makes payments to Management Board members for private pension plans. The variable, performance-related remuneration consists of a short-term variable remuneration component in the form of an annual bonus and a long-term variable remuneration component in the form of a stock option plan.

On the basis of the remuneration system, the Supervisory Board determines the target total remuneration for the individual members of the Management Board for the upcoming financial year. The target total remuneration comprises the sum of all fixed and variable remuneration components for one year, assuming target achievement of 100% and based on the fair value of the stock options granted to the respective Management Board member at the time of allocation using a Monte Carlo simulation. The target total remuneration to be set for each Management Board member is commensurate with the tasks and performance of the respective Management Board member and the situation of the company. In addition, the Supervisory Board ensures that the remuneration is in line with market practice. The Supervisory Board

regularly reviews the amount of the target total remuneration for appropriateness. For this purpose, the Supervisory Board prepares a horizontal and a vertical comparison.

a. Horizontal comparison

In order to assess whether the remuneration of the individual members of the Management Board is in line with the market, the Supervisory Board first makes a horizontal comparison with the remuneration of the management board of a peer group of SDAX-listed companies to be determined by the Supervisory Board. In doing so, the Supervisory Board shall take particular account of zooplus AG's market position (especially sector, size, and country) as well as zooplus AG's overall financial situation. Furthermore, the Supervisory Board may also take into account sector-specific companies of comparable size abroad.

b. Vertical comparison

The Supervisory Board also takes into account the internal remuneration structure within the zooplus Group when determining the target total remuneration. In this context, the Supervisory Board initially considers the relationship between the remuneration of the Management Board (consisting of fixed annual remuneration and variable remuneration assuming 100% target achievement) and the remuneration of the zooplus Group's senior management, consisting of the first two management levels below the Management Board of zooplus AG. Furthermore, the Supervisory Board also takes into account the average remuneration of the entire workforce of the zooplus Group, as well as the development of the remuneration of the aforementioned peer groups over time.

In the event of significant shifts in the ratio between the remuneration of Management Board members of zooplus AG and the remuneration of the vertical peer groups, the Supervisory Board examines the reasons for the shift.

2. Differentiation based on the diverse requirements for the individual Management Board positions

In determining the amount of the target total remuneration of the individual members of the Management Board, the Supervisory Board may differentiate between different requirements of the respective Management Board activity, market conditions or the qualifications and experience of the Management Board members. When determining the amount of the target total remuneration, it is therefore entitled in particular to make graduations depending on the func-

tion of the respective Management Board member (chair of the Management Board or Management Board member), the Management Board area of responsibility or the experience or length of membership of the Management Board and may also take into account the fact that higher remuneration may be customary in the market at international competitors of the zooplus Group.

3. Composition of target total remuneration

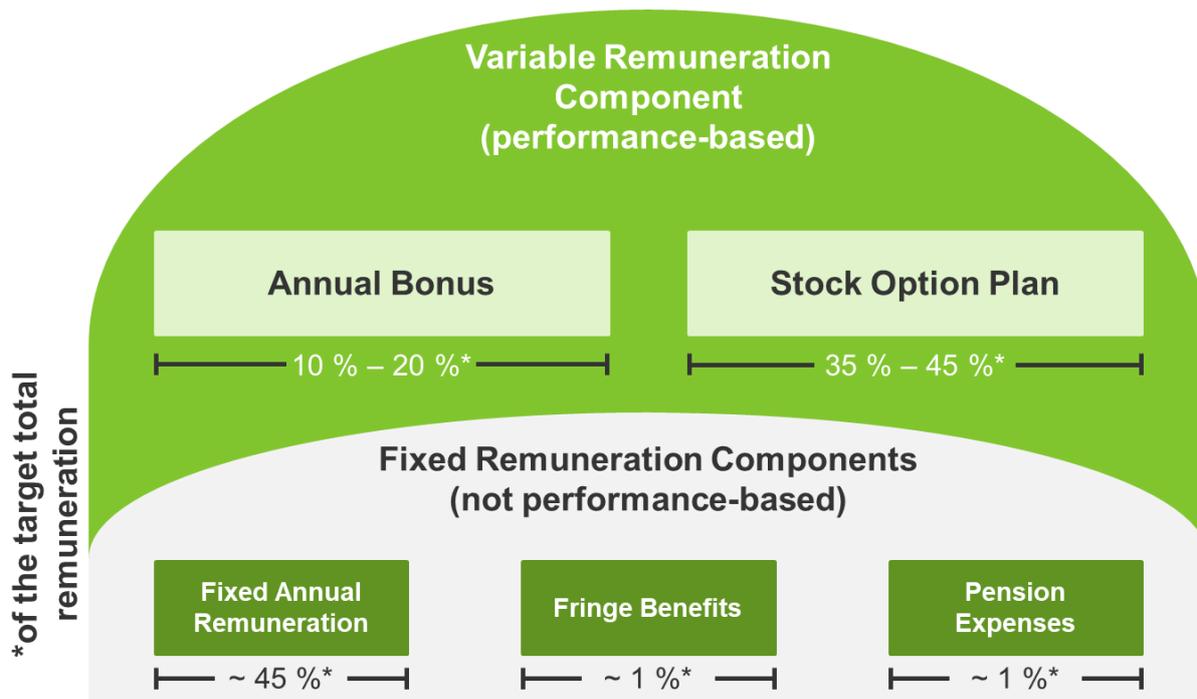
The remuneration system allows the Supervisory Board to differentiate the target total remuneration depending on the function of the Management Board member. Against the background of these differentiation options, the proportions of the individual remuneration components in the target total remuneration are presented below in percentage ranges. In addition, the Supervisory Board can adjust individual remuneration components as part of the annual review of Management Board remuneration, taking into account market practice and appropriateness.

The target total remuneration for all Management Board members (the chair of the Management Board and other Management Board members) is as follows:

The fixed annual remuneration corresponds to a share of around 45% of the target total remuneration. The share of the annual bonus in the target total remuneration is around 10% – 20%. The share of the long-term variable remuneration amounts to around 35% – 45% of the target total remuneration. Fringe benefits and payments for pension plans correspond to a share of around 1% of the target total remuneration.

The composition of a Management Board member's target total remuneration may deviate in the year of appointment or in the second year after appointment to the Management Board in exceptional cases if the Supervisory Board grants a newly appointed member of the Management Board additional benefits, e.g., as compensation for entitlements under a previous employment contract that were lost when the member assumed the new position at zooplus AG.

In accordance with the recommendation of the GCGC, the Supervisory Board ensures that the variable remuneration resulting from the achievement of long-term targets exceeds the share of remuneration resulting from short-term targets when determining the total target remuneration. This ensures that the remuneration system is geared toward the long-term development and execution of zooplus AG's corporate goals.



4. Maximum ceilings and maximum remuneration

In order to set challenging targets while ensuring a balanced risk-reward profile, the variable remuneration (annual bonus and stock option plan) is designed in such a way that the payout amount can also be zero. In addition, the payouts under the annual bonus are capped in terms of amount.

In accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has also set a maximum remuneration limit for Management Board members. For the determination of the maximum remuneration, it is not important when the remuneration is paid, but for which financial year it was granted.

The maximum remuneration is calculated on an annual basis, however, the members of the Management Board of zooplus AG are granted stock options under the stock option plan once at the beginning of their term of office for the entire contractual term, this means they receive the entire payout under the stock option plan at the earliest after the expiry of a four-year vesting period (sequential plan). The pro rata value of the inflow at the time of the expiry of the vesting period is, therefore, determined for each financial year. On this basis, the Supervisory Board can calculate the remuneration for a financial year in a way that is easier to comprehend, more transparent and better comparable with market standards and appropriately reflects the economic benefit granted to a Management Board member, and can also ensure that the defined maximum remuneration for a financial year is not exceeded.

The maximum remuneration for a financial year – irrespective of whether the remuneration for a financial year is paid out in that financial year or at a later date and based on the pro rata amounts under the stock option plan – is EUR 2,700,000.00 for the chair of the Management Board and EUR 1,800,000.00 for the other members of the Management Board.

The Supervisory Board reviews the amount of the maximum remuneration for appropriateness regularly. This appropriateness review is carried out in connection with the horizontal and vertical comparison and includes both the fringe benefits and the pension expense in the respective maximum amount determined on a lump-sum basis.

Maximum remuneration does not however represent the level of remuneration targeted by the Supervisory Board, but merely an absolute maximum that can only be achieved if the targets are optimally met and the zooplus AG share price increases significantly.

D. Remuneration components in detail

1. Fixed remuneration components

The fixed remuneration of Management Board members comprises a fixed annual salary plus individually agreed fringe benefits and payments customary in the market into private pension plans, as well as other benefits granted in exceptional cases.

a. Annual salary

Each member of the Management Board receives a fixed annual salary agreed in individual contracts, which is generally paid out in twelve equal installments.

b. Fringe benefits

In addition, Management Board members receive fringe benefits customary on the market, which may mainly include the business and private use of company cars and cell phones and subsidies for or reimbursement of the costs of health, social and accident insurance. Furthermore, Management Board members are reimbursed for travel expenses and other expenses incurred in the course of fulfilling their Management Board duties for the company. zooplus AG also takes out Directors' and Officers' Liability insurance (D&O insurance) for each member of

the Management Board to cover all risks arising from the Management Board members' activities as members of the Management Board of zooplus AG. In addition, zooplus AG takes out legal protection against financial loss and contractual protection D&O policies to an appropriate extent.

Other fringe benefits may be agreed individually with the respective Management Board members.

c. Pension expenses

zooplus AG concludes a company pension plan for Management Board members via an external pension provider. At the request of a member of the Management Board, the company will also fund a comparable retirement benefit structure or convert up to 20% of the fixed annual remuneration into instruments for (further) retirement plans or asset accumulation.

d. Other benefits

Finally, the Supervisory Board may, at its reasonable discretion and in exceptional cases, agree on payments to be made on the occasion of a member of the Management Board transferring to zooplus AG, for example, to compensate for the loss of benefits from a previous employment relationship, with the respective member of the Management Board on an individual basis within the framework of the defined maximum remuneration.

2. Variable remuneration components

The variable remuneration of Management Board members is intended to provide an incentive to promote and achieve the operational and strategic implementation of zooplus AG's corporate goals, to align the interests of the Management Board members with those of the shareholders and to work towards long-term and sustainable corporate governance. The variable remuneration of the members of the Management Board therefore consists of both a short-term oriented remuneration component, the annual bonus, and a long-term oriented, share-based remuneration component, the stock option plan.

a. Annual bonus

Short-term variable remuneration for the Management Board members of zooplus AG consists of an annual bonus that rewards the contribution made by the Management Board members

to the operational implementation of the corporate strategy during a financial year and is dependent on financial and non-financial performance criteria.

The annual bonus reflects zooplus AG's economic success during a financial year and is therefore initially dependent on zooplus AG's sales growth and EBITDA during a financial year. In addition, the Supervisory Board has decided to reward sustainable, long-term corporate governance more strongly and to implement ESG targets in the annual bonus.

To determine the amount to be paid out as an annual bonus, the Supervisory Board sets an individual target amount for each Management Board member in the event of 100% target achievement.

Before the beginning of each financial year, the Supervisory Board first defines one or more ESG target(s) to be achieved for that financial year, which may be set equally for all Management Board members or individually for each Management Board member. In particular, the Supervisory Board may select one or several of the following ESG targets:

- Energy and environmental goals such as reducing emissions or fuel consumption or increasing the use of renewable energies
- Employee goals such as employee satisfaction or reducing turnover rates
- Goals concerning the reduction of packaging materials or the increased use of recyclable materials
- Goals regarding water consumption

The Supervisory Board is also entitled to select other ESG targets if, in its opinion, they are better suited to ensuring appropriate incentives for the Management Board members. If the Supervisory Board decides to set several ESG targets for a financial year, it shall also define the weighting of each ESG target compared to the others.

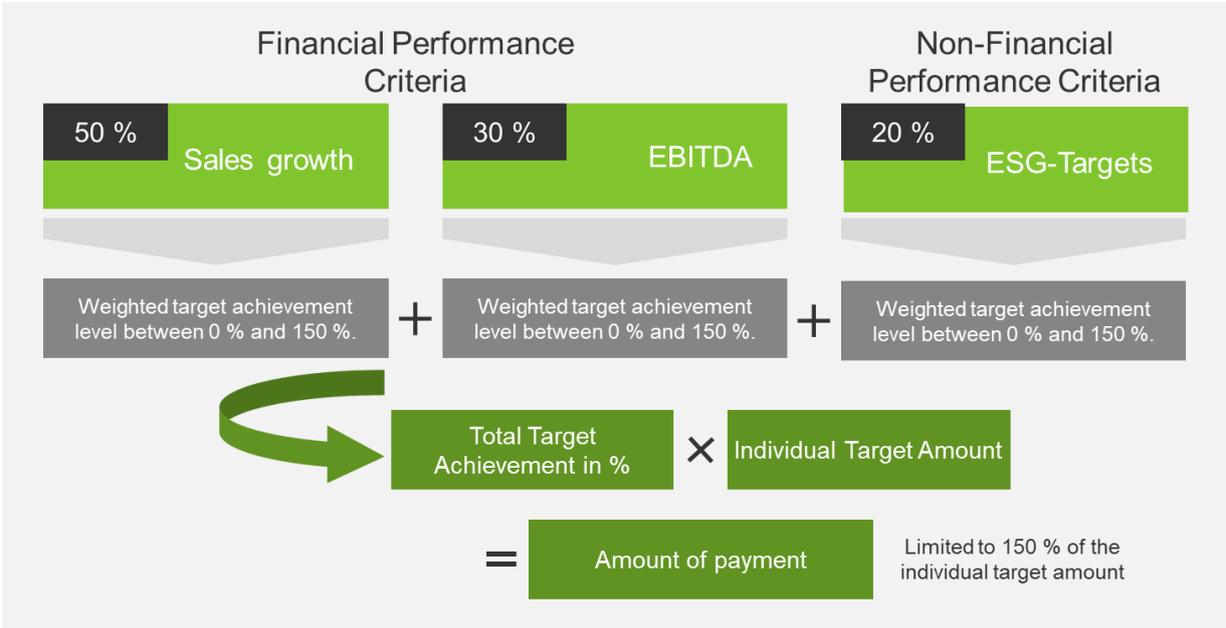
In addition, the Supervisory Board defines a target value for the upcoming financial year for each defined performance criterion, which corresponds to target achievement of 100%. Furthermore, for each defined performance criterion, the Supervisory Board defines a minimum value at which target achievement is 0% and a maximum value at which target achievement is 150%, as well as the target achievement curve between the minimum value and the maximum value. Target achievement above 150% is not possible.

In determining the target values for the performance criteria, the Supervisory Board is also

guided in particular by the market and competitive environment. It may also take into account values from previous financial years, budget values, or short- and medium-term corporate goals. The Supervisory Board always ensures that the targets set for the individual performance criteria are ambitious and at the same time provide an appropriate incentive. The Supervisory Board also ensures that the values set are transparent, understandable and measurable.

At the beginning of the following financial year, the Supervisory Board determines the target achievement for each performance criterion between 0% and 150%. Based on the target achievement calculated in this manner for each of the three performance criteria, the Supervisory Board calculates an overall target achievement level (in %), with the sales growth performance criterion weighted at 50%, the EBITDA performance criterion at 30%, and the ESG targets set for each financial year (in total) at 20%.

To determine the amount of the payout, the individual target amount for each Management Board member is multiplied by the overall target achievement level. The amount paid out under the annual bonus is capped at 150% of the individual target amount.



b. Stock option plan

Basic features of the stock option plan

The long-term remuneration of the Management Board members of zooplus AG consists of a stock option plan.

The stock options are granted to the members of the Management Board at the beginning of their term of office for the entire term. To this end, the Supervisory Board determines the initial number of stock options for each Management Board member at the beginning of their term of office.

The ultimate number of exercisable stock options is linked to the performance of the zooplus AG share price during a four-year vesting period. The stock options can only be exercised when the statutory four-year vesting period has expired. In addition, stock options can only be exercised within the two years following the expiry of the four-year vesting period within a fixed exercise period of four weeks as of the third working day after the announcement of the results for the respective quarter or financial year. Upon exercise of the stock options, an exercise price shall be paid for each share to be subscribed that corresponds to the volume-weighted average price of the zooplus AG share in Xetra trading on the Frankfurt Stock Exchange during the six months immediately prior to the day on which the stock options were issued ("**exercise price**").

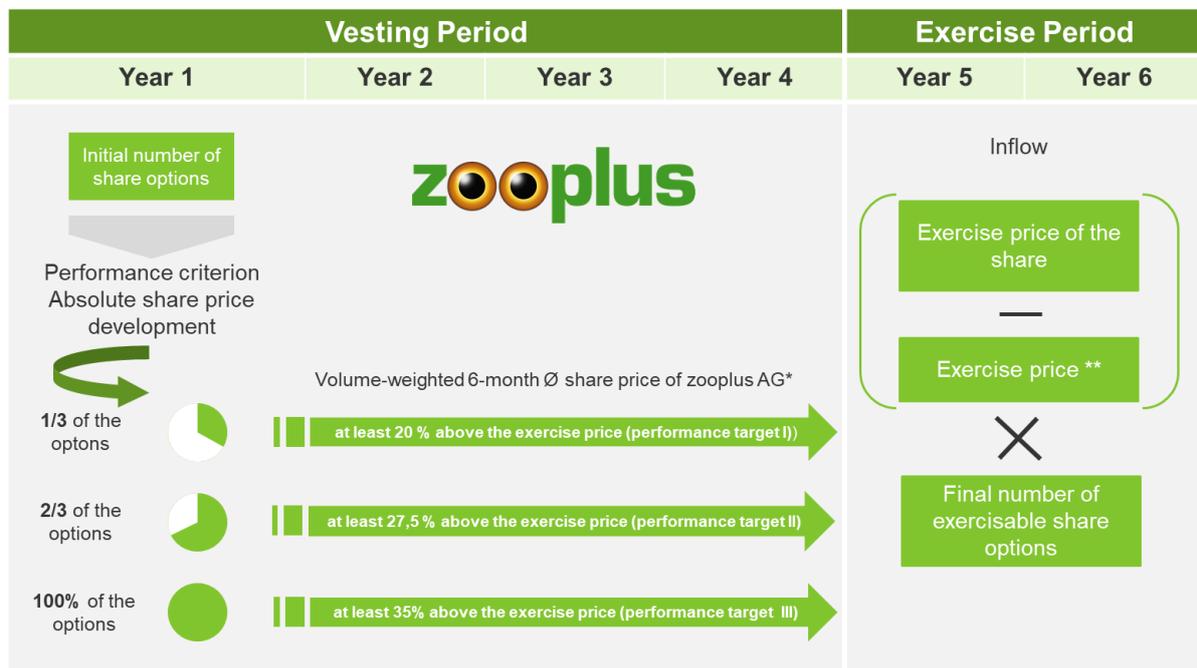
The company may service exercised stock options by issuing new or treasury shares. The company is further entitled, in whole or in part, to pay out in cash the value of the shares to be delivered upon exercise of stock options less the exercise price instead of delivering (new or treasury) shares.

Performance criteria of the stock option plan

The exercisability of the stock options is linked to the performance target of the absolute performance of the zooplus AG share price during the four-year vesting period. The absolute performance of the zooplus AG share price is measured on the basis of a comparison between the exercise price and the six-month, volume-weighted average price the zooplus AG share in Xetra trading on the Frankfurt Stock Exchange before the expiration of the four-year vesting period. Stock options can be exercised as follows:

- One-third of the stock options may be exercised if the six-month, volume-weighted average price of zooplus AG shares in Xetra trading on the Frankfurt Stock Exchange before the expiration of the four-year vesting period is at least 20% above the exercise price (Performance Target I).
- Two-thirds of the stock options may be exercised if the six-month, volume-weighted average price of zooplus AG shares in Xetra trading on the Frankfurt Stock Exchange before the expiration of the four-year vesting period is at least 27.5% above the exercise price (Performance Target II).
- All stock options may be exercised if the six-month, volume-weighted average price of zooplus AG shares in Xetra trading on the Frankfurt Stock Exchange before the expiration of the four-year vesting period is at least 35% above the exercise price (Performance Target III).

Stock options for which a performance target has not been met expire without replacement or compensation.



* on the Frankfurt Stock Exchange upon expiry of the 4-year vesting period; ** Volume-weighted average price of the zooplus AG share on the Frankfurt Stock Exchange during the last six months prior to the day on which the stock options were issued.

E. Remuneration-related legal transactions

The employment contracts of Management Board members of zooplus AG are concluded in each case for the duration of their appointment and extended in each case for the duration of

their reappointment as a Management Board member unless the company and the respective member of the Management Board enter into deviating or supplementary agreements in connection with the reappointment.

1. Premature termination of the employment contract

If a Management Board member resigns from the Management Board, the employment contract may be terminated by the company subject to the statutory notice period. If the employment contract is terminated by the Management Board member for good cause as defined by Section 626 of the German Civil Code (BGB), the Management Board member is entitled to the annual fixed remuneration until the regular expiry of the employment contract as severance payment, subject to the following severance payment cap. If the employment contract is terminated for good cause for which the Management Board member is responsible, no payments will be made to the Management Board member.

In the event of premature termination of the employment contract of a Management Board member (including termination of the employment contract by mutual agreement), payments to the Management Board member including fringe benefits shall not exceed the value of two years' remuneration (severance payment cap) and shall compensate no more than the remaining term of the employment contract. The value of the stock options that vested upon the premature termination of the employment contract shall be taken into account. The severance payment cap shall be calculated on the basis of the total remuneration for the previous full financial year and, where appropriate, include the expected total remuneration for the current financial year.

The entitlement to payment of performance-related remuneration components already allocated under the stock option plan that are attributable to the period up to the termination of the contract is determined in accordance with the terms and conditions of the stock option plan and is based on the originally agreed targets and the due dates specified in the contract.

2. Change of control

The employment contracts of the Management Board members do not provide for benefits in the event of the employment contract's premature termination due to a change of control.

3. Incapacity to work

In the event of a Management Board member's permanent incapacity to work, the employment contract of the Management Board member concerned shall end six months after the end of the month in which the permanent incapacity to work was established.

F. Post-contractual non-competition clause

If non-competition clauses are agreed to with Management Board members for the period after their departure, zooplus AG will pay remuneration amounting to 100% of the respective basic annual salary for the duration of the non-competition clause. Any severance payment will be offset against the remuneration.

G. Malus and clawback

Employment contracts for members of the Management Board to be newly concluded or extended [as well as future stock option plans] contain provisions for withholding or reclaiming short-term and long-term variable remuneration. Accordingly, in the event of intentional or grossly negligent serious violations of the rules of conduct set out in the company's internal policies or statutory obligations by a member of the Management Board, the Supervisory Board may withhold all or part of the short-term variable remuneration or allow all or part of the long-term variable share-based remuneration to lapse without compensation (*malus*). In such cases, the Supervisory Board may also demand the full or partial return of variable remuneration already paid out (*clawback*). If variable remuneration components linked to the achievement of specific targets were paid out incorrectly on the basis of incorrect data, the Supervisory Board shall also be entitled to demand repayment of the difference resulting from the recalculation that was paid out incorrectly. The possibility to reclaim also exists even if the office or employment relationship with the Management Board member has already ended at the time of reclaiming.

H. Secondary employment activities of Management Board members

Remuneration from Supervisory Board mandates within the Group is offset against the fixed remuneration of the respective Management Board member. The Supervisory Board shall decide whether remuneration for Supervisory Board mandates outside the Group is to be offset against the fixed remuneration.

I. Extraordinary developments

In the event of extraordinary developments, the Supervisory Board is entitled to adjust the amount of the individual remuneration components, including the target total remuneration for the variable remuneration components, their relationship to each other, the criteria for target achievement or the respective payment amounts, and to postpone the payment dates, provided that the maximum limit set for the annual bonus payment and the maximum remuneration are not exceeded.

Extraordinary developments occur when circumstances have arisen or are more likely than not to arise that could not have been foreseen when the targets for the variable remuneration components were set and that have a material impact on the total remuneration of the Management Board members. Such events may include, in particular, major acquisitions, the sale of significant parts of zooplus AG, significant changes to the underlying accounting standards or tax regulations, natural disasters, pandemics or comparable events. In making its decision, the Supervisory Board also takes into account the extent to which zooplus AG, its shareholders, and its employees are or will be affected by the extraordinary developments.

J. Temporary deviations

The Supervisory Board may temporarily deviate from the remuneration system when this is necessary in the interest of the company's long-term well-being. Examples of when this may be necessary are an economic or corporate crisis, a significant change in corporate strategy to ensure appropriate incentives, and changes in the regulatory framework.

The components of the remuneration system that can be deviated from include the remuneration method, the remuneration structure, the amount of remuneration and the amount of the individual remuneration components. In such cases, the Supervisory Board may also introduce new remuneration components. Deviation from the remuneration system requires a resolution of the Supervisory Board, which also establishes the circumstances leading to the deviation.

8. Resolution on the remuneration of the members of the Supervisory Board and amendment to the Articles of Association

According to Section 113 (3) AktG, as amended by the Act Implementing the Second Shareholder Rights Directive (ARUG II), a resolution on the remuneration of members of the supervisory board of listed companies must be adopted by the annual general meeting at least every four years. The first resolution must be passed by the end of the first annual general meeting after the date of December 31, 2020.

The currently applicable remuneration rules for the Supervisory Board contained in Article 14 of the company's Articles of Association date back to a resolution of the Annual General Meeting on May 31, 2016 and have since remained unchanged. On the basis of the remuneration system for the members of the Supervisory Board described below under a), the current provision of the Articles of Association shall be revised with effect from the date on which the amendment to the Articles of Association becomes effective by its entry in the Commercial Register of the Local Court of Munich having jurisdiction over the Company. The following amendments are to be made:

- Remuneration for service on the company's Supervisory Board shall be increased moderately to take appropriate account of the increased scope of preparation and work and the associated additional time required.
- In accordance with the recommendations of the German Corporate Governance Code, the remuneration of Supervisory Board members shall also take appropriate account of the greater time commitment of the Supervisory Board deputy chair and the members of committees. Additional remuneration shall therefore be introduced for the deputy chair of the Supervisory Board and for members of committees.

The Management Board and Supervisory Board - the latter based on the recommendation of its Personnel Committee - propose the adoption of the following resolution:

a) Remuneration system for the Supervisory Board

The remuneration of the members of the Supervisory Board shall be commensurate with the tasks of the Supervisory Board members and the situation of the company

and take into account the recommendations of the German Corporate Governance Code, as well as the remuneration of supervisory board members in comparable listed companies. At the same time, remuneration shall make it possible to recruit highly qualified German and international candidates for membership on the company's Supervisory Board and thus to ensure the best possible supervision of and advice to the Management Board, in such a way that the remuneration of the members of the Supervisory Board also makes a sustainable contribution to promoting the company's business strategy and long-term development.

Members of the company's Supervisory Board shall continue to receive only fixed remuneration in the future in proper accordance with the Supervisory Board's role as an independent advisory and supervisory body and to ensure that all members of the Supervisory Board make their decisions neutrally and objectively. Variable remuneration for Supervisory Board members is also not envisaged for the future.

In line with the recommendations of the German Corporate Governance Code, the greater time commitment of the chair and deputy chair of the Supervisory Board and the chairs and members of committees shall be appropriately reflected in the amount of remuneration. The chair of the Supervisory Board shall therefore receive twice the amount of basic remuneration of an ordinary member of the Supervisory Board, and the deputy chair shall receive EUR 10.000 in addition to the basic remuneration. Members of committees shall receive additional remuneration. The chair of a committee shall receive twice the amount of remuneration received by a committee member.

Remuneration shall be paid after the end of each financial year and pro rata temporis in the event a member joins or leaves the Supervisory Board or assumes the chair or deputy chair during the year. The members of the Supervisory Board may also be included in a financial loss liability insurance policy ("D&O insurance") maintained by the company in the interest of and at the expense of the company in an appropriate amount, insofar as such a policy exists. The premiums for this policy shall be paid by the company.

The structure and amount of the remuneration of Supervisory Board members are reviewed by the Supervisory Board on a regular basis. In this context, an external remuneration consultant may also be consulted and changed from time to time. The

Annual General Meeting resolves on the remuneration of the members of the Supervisory Board at least every four years, whereby the respective existing remuneration system may be confirmed or a new resolution adopted. For this purpose, the Management Board and Supervisory Board will submit a resolution proposal to the Annual General Meeting in accordance with the statutory allocation of powers. The decision on the remuneration system is assigned to the Annual General Meeting.

b) Article 14 of the company's Articles of Association ("Remuneration of the Supervisory Board, D&O Insurance") shall be revised as follows:

- "1. Supervisory Board members shall receive fixed remuneration of EUR 40,000.00 for each full financial year of membership on the Supervisory Board. The chair of the Supervisory Board shall receive EUR 80,000.00 for each full financial year. The deputy chair of the Supervisory Board shall receive EUR 50,000.00 for each full financial year.
2. For their work on Supervisory Board committees, the chair of a committee shall receive EUR 10,000.00 for each committee chaired, and each committee member shall receive EUR 5,000.00 for each committee to which he or she belongs for each full financial year.
3. In each case, remuneration is payable after the end of the financial year. Supervisory Board members who join or leave the Supervisory Board, assume or relinquish Supervisory Board chairmanship or deputy chairmanship, join or leave a Supervisory Board committee or assume or relinquish a committee chairmanship during a current financial year shall receive a corresponding pro rata remuneration payable after the end of the financial year. Any value-added tax payable on the aforementioned remuneration shall be additionally reimbursed by the company.
4. Supervisory Board members may be included in a D&O insurance policy maintained by the company in the interest of and at the expense of the company in an appropriate amount, insofar as such a policy exists. The premiums for this policy shall be paid by the company."

c) The above new version of Article 14 of the Articles of Association shall apply from the date on which the amendment of the Articles of Association becomes effective

by its entry in the Commercial Register of the Local Court of Munich responsible for the company and shall replace the previous provisions in Article 14 of the company's Articles of Association as of that date.

9. Resolution on the authorization to grant subscription rights to members of the Management Board of zooplus AG, to members of management bodies of affiliated companies in Germany and internationally, and to selected executives and employees of zooplus AG and affiliated companies in Germany and internationally (Stock Option Program 2021) and creation of Conditional Capital 2021 as well as amendment of the Articles of Association

In order to be able to continue to bind executives and employees of zooplus AG and its affiliated companies in Germany and internationally to zooplus AG by means of a variable remuneration component with a long-term incentive effect, Item 9 of the Agenda is intended to create the possibility of issuing subscription rights to shares in zooplus AG to members of the Management Board of zooplus AG and management bodies of affiliated companies in Germany and internationally, as well as to selected executives and employees of zooplus AG and affiliated companies in Germany and internationally ("**beneficiaries**") under a stock option program ("**Stock Option Program 2021**").

Based on the above, the Management Board and Supervisory Board propose that the following resolution be adopted:

- a) Authorization to issue stock options with subscription rights to shares of zooplus AG

The Management Board is authorized, with the approval of the Supervisory Board, to grant subscription rights ("**stock options**") for a total of up to 135.000 no-par value bearer shares of the company to members of management bodies of affiliated companies in Germany and internationally, as well as to selected executives and employees of zooplus AG and affiliated companies in Germany and internationally, on one or more occasions up to and including December 31, 2024 ("**authorization period**").

The Supervisory Board is authorized to grant subscription rights ("**stock options**") for a total of up to 65.000 no-par value bearer shares of the company to members

of the company's Management Board on one or more occasions up to and including December 31, 2024 ("**authorization period**").

Each stock option grants a subscription right to one share in the company. There are no subscription rights for company shareholders. To the extent that stock options expire during the authorization period due to the termination of the service or employment relationship with the company or an affiliated company, the departure of an affiliated company from the zooplus Group, or for other reasons, a corresponding number of stock options may be reissued to beneficiaries. The subscription rights exercised may be satisfied, at the company's discretion, either by utilizing the Conditional Capital 2021 proposed for resolution under b) below or by using treasury shares of the company. In addition, the company also has the right to settle in cash. The granting of the stock options and the issue of the subscription shares shall take place in accordance with the following provisions:

(1) Beneficiaries and allocation

The group of beneficiaries consists of the members of the company's Management Board (group 1), members of management bodies of affiliated companies in Germany and internationally (group 2) and selected executives and employees of the company and selected executives and employees of affiliated companies in Germany and internationally (group 3).

The total volume of subscription rights shall be allocated to the individual groups of beneficiaries as follows:

- The beneficiaries of group 1 shall together receive a maximum of 65,000 stock options and the subscription rights resulting therefrom;
- the beneficiaries of group 2 shall together receive a maximum of 10.000 stock options and the resulting subscription rights; and
- the beneficiaries of group 3 shall together receive a maximum of 125.000 stock options and the subscription rights resulting therefrom.

Should a beneficiary belong to more than one group, he or she would receive stock options solely on the basis of their membership in one group. The group membership is determined by the company's Management Board or, alternatively, by the company's Supervisory Board when members of the company's Management

Board are concerned. The beneficiaries within the individual groups and the number of stock options to be granted to each of them may vary over the duration of the Stock Option Program 2021 and shall be determined by the company's Management Board or, alternatively, by the company's Supervisory Board when members of the company's Management Board are concerned.

(2) Issue periods (acquisition periods)

Stock options may be issued in tranches on one or several occasions a year within the authorization period in accordance with a program to be launched once or repeatedly, in each case with the issue taking place within four weeks, beginning in each case on the third working day after the announcement of the results of the respective quarter or financial year (in each case the "**issue period**") in accordance with statutory provisions. Insofar as stock options are granted to members of the company's Management Board, the relevant provisions shall be determined by the company's Supervisory Board and otherwise by the company's Management Board (together the "**plan conditions**").

The date of issue shall be the date on which the beneficiaries receive the offer to receive stock options, irrespective of the date of the offer's acceptance. The offer may specify a later date than the issue date.

(3) Vesting period

Stock options may be exercised for the first time as of the end of the vesting period. The vesting period for a tranche of stock options always begins with the set issue date and ends at the earliest with the end of the fourth anniversary following that issue date.

(4) Performance targets

Stock options may be exercised only if and to the extent that the performance targets have been achieved as described below:

The performance targets are linked to the absolute performance of the zooplus share price during the vesting period. Depending on the development of the zooplus share price, the beneficiaries may exercise a varying number of stock options

allocated to them. One-third of the stock options may be exercised if the volume-weighted 6-month average price of the company's share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange at the end of the vesting period is at least 20% above the exercise price (Performance Target I, in which case one-third of the stock options may be exercised), at least 27.5% above the exercise price (Performance Target II, in which case two-thirds of the stock options may be exercised), or at least 35% above the exercise price (Performance Target III, in which case all stock options may be exercised).

(5) Exercisability of stock options

Stock options can be exercised only after the vesting period has expired and one of the performance targets has been achieved. The stock options are serviced using shares of the company, whereby each stock option entitles the holder to subscribe to one share.

(6) Duration and exercise period

The stock options may be exercised by the beneficiaries within two years of the date on which the vesting period expires ("**duration**"). During this period, stock options may be exercised within four weeks, beginning on the third working day after the announcement of the results for the respective quarter or financial year ("**exercise period**"). The duration may be appropriately extended by the company's Management Board or, alternatively, by the company's Supervisory Board when members of the company's Management Board are concerned; and by the company's Supervisory Board when the exercise is not possible at the end of the original duration due to statutory provisions. Stock options that have not been exercised by the end of the (potentially extended) duration lapse without compensation.

(7) Exercise price

When stock options are exercised, the exercise price must be paid for each share to be subscribed. The "**exercise price**" per share corresponds to the volume-weighted 6-month average price of the zooplus share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange before the issue date

of the stock options. The minimum exercise price shall correspond, at least, to the lowest issue price as defined by Section 9 (1) AktG.

(8) Substitution rights of the company

The company may satisfy exercised stock options by issuing new no-par value bearer shares from Conditional Capital 2021 to be created for this purpose in accordance with b) below. The company is also entitled to deliver treasury shares, in whole or in part, instead of new shares. Furthermore, in lieu of delivering (new or treasury) shares, the company is entitled to settle the options, in whole or in part, in a cash amount equal to the value of the shares to be delivered upon exercise of stock options less the exercise price.

The decision as to which alternative the company chooses in each individual case shall be made by the company's Management Board or, alternatively, by the company's Supervisory Board when company's Management Board are concerned.

(9) Extraordinary developments

In the event of extraordinary developments, the company's Supervisory Board is entitled, at its discretion, to adjust the exercisability of stock options granted to members of the company's Management Board or the respective payment amounts or to postpone the payment dates. An adjustment may be necessary specifically to ensure the appropriateness of the remuneration as defined by Section 87 (1) sentence 1 AktG or to comply with the maximum remuneration allowed for members of the Management Board pursuant to Section 87a (1) sentence 2 no. 1 AktG.

In the event of extraordinary developments, the company's Management Board is entitled, at its discretion, to adjust the exercisability of stock options granted to beneficiaries of groups 2 and 3 or the respective payment amounts or to postpone the payment dates. An adjustment may be necessary specifically to ensure that the total remuneration of the individual beneficiary is commensurate with the duties and performance of the beneficiary and does not exceed the customary remuneration without special reasons.

(10) Individual rights

Stock options are not legally transferable; they are, however, inheritable. They may also be transferred to fulfill bequests. Stock options may only be exercised by the respective beneficiaries themselves or their heirs or legatees. If stock options can no longer be exercised in accordance with the above provision, they shall lapse without replacement or compensation. The provision for the authorization to re-issue expired stock options to beneficiaries remains unaffected.

The plan conditions may provide for stock options to lapse without replacement or compensation if the service or employment relationship of beneficiaries with the company or an affiliated company ends. Stock options that have lapsed as a result may be reissued. Special provisions may be made in the event of death, retirement, occupational disability and other special cases of beneficiaries leaving the service or employment relationship with the company or an affiliated company, including the departure of an affiliated company, a business or part of a business from the zooplus Group, in the event of temporary absences or the temporary suspension of employment relationships, as well as in the event of a change of control and in order to meet legal requirements.

(11) Dilution protection

The plan conditions may contain customary dilution protection clauses, on the basis of which the economic value of the stock options is essentially secured pursuant to the provision in Section 216 (3) AktG and, in particular, by taking into account any stock split, capital increases from company funds accompanied by the issue of new shares or other measures with comparable effects when determining the number of shares to be issued per stock option.

(12) Entitlement to dividends

The new no-par-value bearer shares participate in the profit from the beginning of the financial year for which, at the time of exercising the subscription right, no resolution by the Annual General Meeting on the appropriation of retained earnings has yet been adopted.

(13) Authorization to determine further details

The further details on granting and satisfying stock options, issuing shares from Conditional Capital 2021, and other plan conditions shall be determined by the company's Supervisory Board when members of the company's Management Board are concerned, and otherwise by the company's Management Board.

Further regulations include specifically the decision on the one-time or repeated issue of annual tranches to make use of the authorization to grant stock options, the provisions on the implementation of the Stock Option Program 2021 and the annual tranches, the procedure for the allocation and exercise of stock options, the allocation of stock options to individual beneficiaries, the determination of the issue date within the respective issue period, the regulations on the exercisability of stock options in special cases (including regulations on non-forfeiture), in the event of a change of control, the conclusion of a company contract, a delisting or to meet legal requirements, and the possibility of withholding or recall (*malus and claw-back*).

The company is also entitled to deviate from the provisions of this resolution with respect to executives and employees of affiliated companies internationally to the extent that the content of this resolution does not mandatorily fall under the responsibility of the Annual General Meeting under stock corporation law or to the extent that this resolution goes beyond the minimum requirements under stock corporation law.

b) Conditional Capital 2021

The company's share capital is conditionally increased by up to EUR 200,000.00 by issuing up to 200,000 new no-par value bearer shares ("**Conditional Capital 2021**"). The conditional capital increase serves exclusively to grant subscription rights to shares (stock options) to members of the Management Board of zooplus AG, to members of management bodies of affiliated companies in Germany and internationally, as well as to selected executives and employees of zooplus AG and affiliated companies in Germany and internationally, granted on the basis of the above authorization. The shares shall be issued at the issue price determined in the above authorization. The conditional capital increase is only carried out to the extent that subscription rights are exercised, and the company does not grant

treasury shares or cash compensation to satisfy the subscription rights. The new shares participate in the profit from the beginning of the financial year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting on the appropriation of retained earnings has yet been passed. The company's Management Board or, alternatively, the company's Supervisory Board when members of the company's Management Board are concerned, is authorized to determine the further details of the conditional capital increase and its implementation.

c) Amendments to the Articles of Association

Article 5 of the Articles of Association is supplemented by the following new paragraph 10:

"(10) The company's share capital is conditionally increased by EUR 200,000.00 through the issue of up to 200,000 new no-par value bearer shares of the company, each representing a notional interest in the share capital of EUR 1.00, in accordance with the authorization of the Annual General Meeting of May 20, 2021, under Agenda Item 9, lit. a) (Conditional Capital 2021). The Conditional Capital 2021 serves to secure subscription rights from stock options issued by zooplus AG under the Stock Option Program 2021 on the basis of the authorization of the Annual General Meeting of May 20, 2021, under Agenda Item 9, lit. a) in the period from the registration of the Conditional Capital 2021 until December 31, 2024. The conditional capital increase shall only be implemented to the extent that stock options are issued, and the holders of these stock options exercise their subscription rights to shares of the company. The shares from the Conditional Capital 2021 shall be issued at the exercise price determined in accordance with the authorization of the Annual General Meeting of May 20, 2021, under Agenda Item 9, lit. a) (7). The new shares participate in the profit from the beginning of the financial year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting on the appropriation of the retained earnings has yet been adopted. The company's Management Board or, alternatively, the company's Supervisory Board when members of the company's Management Board are concerned, is authorized to determine the further details of the conditional capital increase and its implementation."

10. Resolution on the cancellation of Conditional Capital 2012/I

On May 22, 2012, under Agenda Item 10, the company's Annual General Meeting resolved a Stock Option Program 2012/I in order to grant company employees subscription rights to the company's shares. In order to service Stock Option Program 2012/I, Conditional Capital 2012/I was created in the amount of up to EUR 100,000.00.

Of the total 100,000 subscription rights to be issued under Stock Option Program 2012/I, 24,500 subscription rights have not been issued to date and cannot be issued in the future. The subscription rights already issued by the company under Stock Option Program 2012/I have all been serviced from Conditional Capital 2012/I. The remaining Conditional Capital 2012/I in the amount of EUR 24,500.00 is therefore no longer required. Accordingly, the remaining Conditional Capital 2012/I under Article 5 (5) of the company's Articles of Association shall be cancelled.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Conditional Capital 2012/I in Article 5 (5) of the Articles of Association of the Company in the amount of EUR 24,500.00 shall be cancelled in full. Article 5 (5) of the company's Articles of Association shall be deleted without replacement.

11. Resolution on the reduction of Conditional Capital 2016 and the amendment to the Articles of Association

On May 31, 2016, under Agenda Item 6, the company's Annual General Meeting resolved a Stock Option Program 2016 in order to be able to grant subscription rights to company shares to members of the company's Management Board and selected company executives. Conditional Capital 2016 in the amount of up to EUR 250,000.00 was created to service Stock Option Program 2016.

Of the total 250,000 subscription rights to be issued under Stock Option Program 2016, a total of 175,000 have not been issued to date and can no longer be issued or, to the extent that they have been issued, can no longer be exercised. Conditional Capital 2016 is therefore no longer required in the amount of EUR 175,000.00. Accordingly, the Conditional Capital 2016 in Article 5 (4) of the company's Articles of Association shall be reduced by EUR 175,000.00 from its current level of EUR 250,000.00 to

EUR 75,000.00.

The Management Board and Supervisory Board therefore propose the following resolution:

The Conditional Capital 2016 in Article 5 (4) of the Articles of Association of the Company shall be reduced by EUR 175,000.00 from its current level of EUR 250,000.00 to EUR 75,000.00.

Article 5 (4) sentence 1 of the company's Articles of Association shall be amended as follows:

"The company's share capital is conditionally increased in accordance with the authorization of the Annual General Meeting of May 31, 2016 under Agenda Item 6, letter a) by EUR 75,000.00 by issuing up to 75,000 no-par value bearer shares of the company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2016)."

Article 5 (4) of the company's Articles of Association shall otherwise remain unchanged.

12. Resolution on the creation of a new Authorized Capital 2021 with the option to exclude subscription rights and amendment of the Articles of Association

Authorized Capital 2015 expired on June 10, 2020. The company has not made use of the Authorized Capital 2015. In order to give the company flexibility to execute a potential capital increase from Authorized Capital, new Authorized Capital ("**Authorized Capital 2021**") with the option to (partially) exclude shareholder subscription rights shall be created. Article 5 (6) of the Articles of Association is to be revised entirely to this end, with the previous wording deleted.

The Management Board and Supervisory Board propose that the following resolution be adopted:

- a) The Management Board shall be authorized with the Supervisory Board's consent to increase the company's share capital in the period ending **May 19, 2024** once or several times by up to a total of EUR 1,429,835.00 (in words: one million four hundred and twenty-nine thousand eight hundred and thirty-five euros) by issuing

up to a total of 1,429,835 new no-par value bearer shares, each with a notional interest in the share capital of EUR 1.00, against contributions in cash (Authorized Capital 2021). Shareholders are generally entitled to subscription rights. The new shares may also be subscribed to by one or more credit institutions or equivalent institutions with the obligation to offer them to the shareholders for subscription (indirect subscription rights).

In the following cases, however, the Management Board is to be authorized with the Supervisory Board's consent to exclude shareholder subscription rights

- to the extent such exclusion is necessary to avoid fractional amounts resulting from shareholder subscription rights;
- to the extent necessary to grant the holders of option and/or conversion rights or option and/or conversion obligations from bonds with option and/or conversion rights or option and/or conversion obligations issued by the company or a company in which the company holds a direct or indirect majority interest a subscription or conversion right to new shares to the extent to which they would be entitled as shareholders after exercising the option and/or conversion right or fulfilling the option and/or conversion obligation; and
- to the extent new shares are issued against cash contributions, the issue price of the new shares to be issued is not significantly lower than the stock exchange price of company's shares of the same class already listed at the time of the final determination of the issue price and the total notional interest in the share capital attributable to the new shares to be issued excluding subscription rights does not exceed 10% of the share capital existing at the time this authorization becomes effective or at the time this authorization is exercised. This maximum amount shall include the notional interest in the company's share capital attributable to shares that were issued or sold during the term of this authorization excluding shareholder subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG, as well as the notional interest in the share capital attributable to those shares that are or shall be issued to satisfy option and/or conversion rights, or to satisfy option and/or conversion obligations from bonds, provided that the

bonds are issued during the term of this authorization excluding subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG.

The notional interest in the share capital attributable to the new shares for which the subscription rights are excluded in accordance with the above indents, or on the basis of other authorizations during the term of this authorization, may not exceed a total of 10% of the share capital either at the time this authorization takes effect or at the time it is exercised.

The Management Board shall be authorized, with the Supervisory Board's consent, to determine the further details of the capital increase and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association regarding the scope of a capital increase from Authorized Capital 2021.

b) Article 5 (6) of the company's Articles of Association shall be revised as follows:

"6. The Management Board shall be authorized with the Supervisory Board's consent to increase the company's share capital once or several times during the period ending May 19, 2024 by up to a total of EUR 1,429,835.00 (in words: one million four hundred and twenty-nine thousand eight hundred and thirty-five euros) by issuing up to a total of 1,429,835 new no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share in return for contributions in cash (Authorized Capital 2021). The shareholders are generally entitled to a subscription right. The new shares may also be subscribed to by one or more credit institutions or equivalent institutions with the obligation to offer them to the shareholders for subscription (indirect subscription rights).

The Management Board is however authorized to exclude shareholder subscription rights, in each case with the approval of the Supervisory Board,

- to the extent necessary to exclude any fractional amounts resulting from shareholder subscription rights;

- to the extent necessary to grant the holders of option and/or conversion rights or option and/or conversion obligations from bonds with option and/or conversion rights or option and/or conversion obligations issued by the company or a company in which the company holds a direct or indirect majority interest a subscription or conversion right to new shares to the extent to which they would be entitled as shareholders after exercising the option and/or conversion right or fulfilling the option and/or conversion obligation; and

- to the extent new shares are issued against cash contributions, the issue price of the new shares to be issued is not significantly lower than the stock exchange price of the company's shares of the same class already listed at the time of the final determination of the issue price and the total notional interest in the share capital attributable to the new shares to be issued excluding subscription rights does not exceed 10% of the share capital existing at the time this authorization becomes effective or at the time this authorization is exercised. This maximum amount shall include the notional interest in the company's share capital attributable to shares that were issued or sold during the term of this authorization excluding shareholder subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG, as well as the notional interest in the share capital attributable to those shares that are or shall be issued to satisfy option and/or conversion rights, or to satisfy option and/or conversion obligations from bonds, provided that the bonds are issued during the term of this authorization excluding subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG.

The notional interest in the share capital attributable to the new shares for which the subscription rights are excluded in accordance with the above indents or on the basis of other authorizations during the term of this authorization may not exceed a total of 10% of the share capital

either at the time this authorization takes effect or at the time it is exercised.

The Management Board is authorized, with the Supervisory Board's consent, to determine the further details of the capital increase and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association with regard to the scope of a capital increase from Authorized Capital 2021."

II.

Written report of the Management Board on Agenda Item 9 (Stock Option Program 2021 and the creation of Conditional Capital 2021)

The company grants members of the Management Board of zooplus AG, members of management bodies of affiliated companies in Germany and internationally, and selected executives and employees of zooplus AG and affiliated companies in Germany and internationally a variable remuneration component with a long-term incentive effect. This is intended to promote the entrepreneurial activities of the participants, bind them to the company and the respective companies in the long term, and ensure consistent remuneration in line with the market.

The authorization granted under Agenda Item 6 of the company's Annual General Meeting on June 13, 2018 in connection with Stock Option Program 2018 expires at the end of December 31, 2021. A stock option program should continue to be available in the future in order to continue to align the remuneration structure with sustainable and multi-year corporate development, ensure a transparent and comprehensible design of the variable compensation components and guarantee a balanced risk-reward profile for the participants.

Under Agenda Item 9 of the Annual General Meeting of zooplus AG on May 20, 2021, it is therefore proposed that the Management Board, with the Supervisory Board's consent or, alternatively, the Supervisory Board when the Management Board is affected, is authorized to the granting of subscription rights (stock options) to members of the Management Board of zooplus AG, members of management bodies of affiliated companies in Germany and internationally, and selected executives and employees of zooplus AG and affiliated companies in Germany and internationally on one or more occasions up to and including December 31, 2024 for a total of up to 200,000 no-par value bearer shares. Accordingly, a new Conditional Capital 2021 shall also be created, and a new paragraph 10 is to be added to Article 5 of the Articles of Association.

Conditional Capital 2021 in the amount of EUR 200,000.00 corresponds to approximately 2.80% of the company's current share capital and serves to enable the company to issue new shares and to transfer them to the beneficiaries in the event that they exercise the stock options granted to them. The new shares will not be issued until stock options have been issued to beneficiaries in accordance with the conditions set out in the resolution of the Annual General Meeting and the beneficiaries exercise their subscription rights after expiry of the vesting period and in accordance with the achievement of the performance targets set out in the author-

ization and the conditions otherwise set out in Stock Option Program 2021. Due to the earmarking of Conditional Capital 2021, shareholders have no subscription rights to the new shares.

The issue of stock options entitling the holder to subscribe to shares in the company has the advantage that beneficiaries can decide after the shares have been issued whether they wish to remain shareholders in the company or sell the shares on the stock exchange. This, in turn, also broadens the company's shareholder base. At the same time, it improves the company's liquidity, as there is no outflow of funds, but rather the company receives liquid funds in the amount of the exercise price for the new shares. The company can invest the subsequent available funds in the expansion of its operating business.

As a rule, stock options should be issued in annual tranches during the authorization period. The authorization period ends on December 31, 2024.

The allocation of stock options to the individual groups of beneficiaries shall generally correspond to the allocation of the maximum number to be issued under the authorization. The Management Board and Supervisory Board however reserve the right to decide on the issue of stock options and the size of the individual tranches on an annual basis, taking into account the company's overall situation and in view of the remuneration structures of relevant peer companies. Fluctuations in the annual volume may also occur, for example, when the number of participating executives and/or employees and/or the stock market price of the zooplus share changes.

Shares may be issued from Conditional Capital 2021 at the earliest after the expiry of the vesting period of four calendar years following the issue date of the relevant tranche of stock options and the corresponding exercise notice. Stock options may only be exercised when the vesting period has expired and a performance target has been achieved; otherwise the stock options lapse without compensation.

The performance targets are linked to the absolute performance of the zooplus share price during the vesting period. Depending on the development of the zooplus share price, the beneficiaries may exercise a varying number of stock options allocated to them. One-third of the stock options may be exercised if the volume-weighted 6-month average price of the company's share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange at the end of the vesting period is at least 20% above the exercise price (Performance Target I, in which case one-third of the stock options may be exercised), at least 27.5% above

the exercise price (Performance Target II, in which case two-thirds of the stock options may be exercised), or at least 35% above the exercise price (Performance Target III, in which case all stock options may be exercised).

The authorization provides the Supervisory Board and the Management Board the right, at their discretion, to appropriately adjust the exercisability of the stock options in the event of extraordinary developments. An adjustment may be necessary, among other things, to ensure the appropriateness of remuneration as defined by Section 87 (1) sentence 1 AktG or to comply with the maximum remuneration for members of the Management Board pursuant to Section 87a (1) sentence 2 no. 1 AktG.

Exercisable stock options can generally be exercised by the beneficiaries within an exercise period of two years. The exercise period begins after the vesting period has expired. Within this period, stock options may be exercised within four weeks, beginning on the third working day after the announcement of the results for the respective quarter or financial year.

The exercise price to be paid by the beneficiary to the company for the purchase of one share from the exercise of stock options corresponds to the volume-weighted 6-month average price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange prior to the issue date of the stock options.

The Management Board and Supervisory Board are to be authorized to determine the further details of the granting and servicing of stock options, for the issue of shares from Conditional Capital 2021 and the further plan conditions, including the treatment of stock options when beneficiaries have left the service or employment relationship with the company or an affiliated company by the end of the vesting period.

Through Stock Option Program 2021 with a long-term variable remuneration component with a multi-year assessment basis, beneficiaries shall be aligned with the sustainable development of the zooplus Group. The Management Board and Supervisory Board are confident that the proposed authorization to issue stock options to beneficiaries is very suitable for creating a sustainable performance incentive for the beneficiaries and contribute to a sustainable increase in the company's value, both in the interests of the company and its shareholders.

III.

Written report of the Management Board on Agenda Item 12 in accordance with Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG (Creation of new Authorized Capital 2021)

To continue to provide the company with the flexibility necessary within the scope of a potential capital increase from authorized capital, a new Authorized Capital 2021 shall be created with the possibility of (partially) excluding shareholder subscription rights. For this purpose, the Management Board and the Supervisory Board propose to the Annual General Meeting (Agenda Item 12) that the Management Board, with the consent of the Supervisory Board, be authorized to increase the company's share capital in the period until May 19, 2024 once or several times by up to a total of EUR 1,429,835.00 (in words: one million four hundred and twenty-nine thousand eight hundred and thirty-five euros) by issuing up to a total of 1,429,835 new no-par value bearer shares, each representing a notional interest in the share capital of EUR 1.00, against compensation in cash (Authorized Capital 2021). The proposed term of the authorization of three years until May 19, 2024 does not fully utilize the maximum term of five years permitted by law for authorized capital. The total amount of the authorization corresponds to a share of 20% of the company's currently existing share capital.

The proposed authorization to create new authorized capital serves to ensure that the company's equity base can continue to be improved at short notice in the future. An adequate equity base forms the foundation for the company's successful business development. The proposed Authorized Capital 2021 is intended to enable the Management Board to continue to raise the capital required for the company's further development on the capital markets at short notice by issuing new shares and to take advantage of any favorable market conditions to cover future financing requirements without delay. This will also give the company flexibility when responding to financing requirements when implementing strategic decisions. Fast, flexible financing instruments are necessary – especially in the current economic environment – and are also in the interest of the company and its shareholders. With the Supervisory Board's consent, the Management Board should continue to have the ability to procure new equity for the company at all times. Forward-looking resolutions such as this are customary both in Germany and internationally.

Shareholders are generally entitled to subscription rights to new shares from authorized capital. Under the proposed authorization, the new shares may also be subscribed to by one or more credit institutions or equivalent institutions with the obligation to offer them to the shareholders for subscription (indirect subscription rights).

Authorization to exclude subscription rights for fractional amounts

Subject to the consent of the Supervisory Board, the Management Board should be authorized within the framework of the proposed Authorized Capital 2021 to exclude shareholder subscription rights for any fractional amounts. The authorization to exclude subscription rights for fractional amounts opens up the possibility of determining simple and practicable subscription ratios in the event of a capital increase. Fractional amounts arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. The fractional amounts are of minor importance in relation to the total increase in capital. The disadvantage to shareholders from the exclusion of subscription rights for fractional amounts is therefore negligible in relation to the procedural advantages gained by the company. The shares excluded from subscription rights will be used in the best interests of the company.

Exclusion of subscription rights for bondholders

Furthermore, the Management Board with the Supervisory Board's consent shall be given the option to exclude shareholder subscription rights to the extent necessary to grant subscription rights to the holders of conversion and/or option rights or conversion and/or option obligations to the extent to which they would be entitled after exercising the conversion and/or option rights or satisfying the conversion and/or option obligations. This is intended to prevent the conversion or exercise price for the holders of existing conversion and/or option rights or corresponding conversion and/or option obligations under the respective convertible or option terms and conditions of the bond from being reduced in the event of the authorized capital being used, or the company having to grant other protection against dilution if necessary. For the purpose of facilitating a placement on the capital market, bonds must be issued with anti-dilution protection that includes granting bondholders the subscription or conversion rights to new shares in subsequent share issues that shareholders are also entitled to. This places bondholders in the same position as if they were current shareholders. In order for the bonds to be able to offer such anti-dilution protection, shareholder subscription rights to these shares must be excluded. This facilitates the placement of the bonds and, in turn, serves the interests of the shareholders by providing an optimal financial structure for the company.

Simplified exclusion of subscription rights; Sections 203 (1) and (2) and 186 (3) sentence 4 AktG

Lastly, the exclusion of subscription rights pursuant to Sections 203 (1) and (2), 186 (3) sentence 4 AktG shall also be permissible insofar as the new shares are issued against cash contributions, the total notional interest in the share capital attributable to the new shares to be

issued does not exceed 10% of the share capital existing at the time this authorization takes effect or is exercised, and the issue price of the new shares to be issued is not significantly lower (so-called simplified exclusion of subscription rights) than the stock exchange price of the company's shares of the same class already listed at the time of the final determination of the issue price. The possibility to exclude subscription rights in corresponding application of Section 186 (3) sentence 4 AktG allows the company to take advantage of favorable stock market situations effectively and close to the current stock market price. It also helps the company achieve a high issue price and significantly strengthens its equity by setting the issue price close to the market price. The authorization thus enables the company to cover any capital requirements even at short notice and to use the respective stock exchange price of the company's share to strengthen its equity. By dispensing with the time-consuming and costly processing of subscription rights, the company can promptly cover its equity capital requirements using market opportunities that emerge quickly and do this in the interests of the company and all shareholders. It also paves the way to acquiring new groups of shareholders in Germany and internationally, which would not be possible if the statutory subscription rights were maintained. If the statutory subscription rights were to be maintained, the successful placement of the new shares would be jeopardized or associated with additional expenses due to the uncertainty of their exercise. Finally, the length of the minimum two-week subscription period that must be observed when maintaining statutory subscription rights impedes the company's ability to react to favorable and unfavorable market conditions, which could lead to a less than optimal procurement of capital. Although Section 186 (2) AktG permits the publication of the subscription price until the third to the last day of the subscription period, this still does not prevent the company's exposure to volatile stock market prices over a several-day period, which would lead to safety margins and thus to less market-oriented conditions. The flexibility associated with the exclusion of subscription rights is an important instrument enabling the company to take advantage of opportunities arising in rapidly changing markets, as it allows the company to cover any capital requirements at short notice. The issue price and, in turn, the funds accruing to the company from the new shares will be based on the stock market price of the shares already listed and, more importantly, will not be set a price significantly below the existing share price.

The utilization of Authorized Capital 2021 under the exclusion of subscription rights will result in a reduction in the proportionate shareholding and proportionate voting rights of existing shareholders. To the extent that the new shares are issued against cash contributions, this dilution will however be kept low in accordance with the legal assessment of Section 186 (3) sentence 4 AktG by the fact that the notional interest in the share capital attributable to shares

issued from Authorized Capital 2021 in the event of a capital increase against cash contributions under the exclusion of subscription rights may not exceed a total of 10% of the share capital. This limit shall include the notional interest in the share capital attributable to new or previously acquired treasury shares issued or sold during the term of the authorization with the exclusion of subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG, as well as the notional interest in the share capital attributable to shares issued or to be issued to satisfy exercise and/or conversion rights or fulfill exercise and/or conversion obligations arising from bonds, provided that the bonds are issued during the term of this authorization under the exclusion of subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG. This ensures that the aforementioned maximum limit of 10% is not exceeded and that the asset and voting right interests of the shareholders are adequately safeguarded when using the Authorized Capital 2021 under the exclusion of subscription rights. Shareholders interested in maintaining their shareholding quota can acquire shares of the company via the stock exchange and thus at market conditions when utilizing Authorized Capital 2021 under the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG. In this case, the asset interests of the shareholders are safeguarded by the fact that the shares under this authorization may only be issued at a price that is not significantly lower than the stock exchange price of the company's shares of the same class already listed. In addition, the Management Board will, in any case, determine the consideration to be paid in exchange for the shares solely in the interests of the company and its shareholders.

Maximum amount of possible exclusion of subscription rights

In addition, the possibilities to exclude subscription rights provide, in all cases, that the portion of share capital attributable to the new shares for which the subscription rights are excluded may not exceed a total of 10% of the share capital at the time the authorization becomes effective or at the time of its exercise. This provision will help to mitigate the excessive dilution of the shareholdings held by existing shareholders. The 10% limit shall include the notional interest in the share capital attributable to new or previously acquired company shares issued or sold during the term of this authorization with the exclusion of subscription rights in direct, mutatis mutandis or corresponding application of Section 186 (3) sentence 4 AktG. The limit also includes the notional interest in the share capital attributable to shares issued or to be issued to satisfy option and/or conversion rights or to fulfil option and/or conversion obligations arising from bonds, provided that the bonds are issued during the term of this authorization under the exclusion of subscription rights in mutatis mutandis application of Section 186 (3) sentence 4 AktG.

Exercise of the authorization; report to the Annual General Meeting

In each individual case, the Management Board will carefully examine whether or not to make use of the authorization to utilize authorized capital under the exclusion of subscription rights. This option will be utilized only if the Management Board believes that it is in the best interest of the company and its shareholders and appropriate. The Management Board shall report on the details of the use of the authorization to the Annual General Meeting following any issue of shares in the company from Authorized Capital 2021 excluding subscription rights.

IV.

Virtual Annual General Meeting

The Management Board with the Supervisory Board's consent has adopted a resolution pursuant to the provisions of Section 2 of the Act to Mitigate the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law dated March 27, 2020 (Federal Law Gazette I, p. 569), and specifically Section 1 (2) sentence 1 of the Law on Measures in Company, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, the validity of which was extended until December 31, 2021 by the Ordinance on the Extension of Measures in Company, Cooperative, Association and Foundation Law to Combat the Effects of the COVID-19 Pandemic of October 20, 2020 (Federal Law Gazette I p. 2258), in its version amended by the Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adaptation of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law of December 22, 2020 (Federal Law Gazette I, p. 3328), ("**COVID-19 Act**"), that this year's Annual General Meeting will also be held without the physical presence of shareholders and their proxies as a virtual Annual General Meeting exclusively by way of electronic connection (no electronic participation) ("**participation by way of electronic connection**") and that the exercise of shareholders' voting rights is only possible by means of written or electronic postal vote and the granting of proxies, but not by means of electronic participation.

The video and audio broadcast of the entire Annual General Meeting will be transmitted via the company's website using the password-protected investor portal of zooplus AG ("**investor portal**") accessible at <https://investors.zooplus.com/annual-general-meeting>. Shareholders and proxies may participate in the Annual General Meeting only by way of electronic broadcast via the investor portal and not physically and may exercise their voting rights only by way of written vote-by-mail, electronic vote-by-mail via the investor portal or by granting a power of attorney (including granting a power of attorney to the proxies appointed by the company). For this purpose, shareholders must register with the company by the end of May 13, 2021 (24:00 CEST) at the latest in the manner specified below under Section V. ("Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance"), together with proof of their eligibility to participate. On the day of the Annual General Meeting (May 20, 2021), they may then connect electronically on the company's website via the investor portal at

<https://investors.zooplus.com/annual-general-meeting>

using the access data on the registration confirmation sent to them and follow the Annual General Meeting by electronic means from the beginning of the Annual General Meeting at 12 noon CEST until its conclusion. The electronic broadcast does not enable electronic participation in the Annual General Meeting as defined by Section 1 (2) sentence 1 no. 2 of the COVID-19 Act. Shareholders and shareholder representatives who have not duly registered to participate in the Annual Shareholder Meeting by means of electronic broadcast in due time will not be able to connect via the investor portal.

The investor portal will be available as of April 29, 2021 (0:00 CEST) for shareholders (and, if applicable, their proxies) who are duly registered in accordance with the record date, see **Section V.** below. The electronic broadcast via the investor portal will allow participants to visually and audibly follow the Annual General Meeting live in its entirety. Shareholders (and, if applicable, their proxies) shall also be able to use the investor portal to exercise their voting rights electronically by means of electronic vote-by-mail and to issue their power of attorney and instructions to the company's proxies. The details on exercising voting rights are described below in **Section VI.** ("Procedure for vote-by-mail"), the details for granting proxies are explained below under **Section VII.** ("Powers of attorney; procedure for proxy voting and proxies").

Duly registered shareholders and shareholder representatives have the right to ask questions by means of electronic communication. The details are described below in **Section VIII.** ("Shareholder Rights").

Shareholders or shareholder representatives who have exercised their voting rights have the opportunity to object to a resolution of the Annual General Meeting by electronic means for the notary's minutes. The objection must be declared by the end of the Annual General Meeting exclusively by means of electronic communication via the investor portal. Attending the Annual General Meeting in person is neither necessary nor possible to declare objections.

V.

Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance

Pursuant to Article 17 (1) of the company's Articles of Association, only those shareholders who have registered with the company by submitting proof of share ownership in German or English by the deadline using one of the following contact options are entitled to attend the Annual General Meeting by electronic means and to exercise their shareholder rights, particularly their voting rights:

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 by the ultimate intermediary pursuant to Section 67c (3) AktG shall suffice as proof of entitlement. The proof of share ownership must refer to the beginning of April 29, 2021 (0.00 a.m.) ("**record date**") and must be received by the company together with the registration by no later than the end of May 13, 2021 (24.00 CEST). The company shall be entitled to demand suitable further proof in the event of doubt as to the correctness or authenticity of the proof. If this proof is not provided or not provided in the proper form, the company may reject the shareholder.

The record date is the definitive date for the scope and exercise of participation and voting rights. In relation to the company, only those shareholders who have provided evidence of their shareholdings as of the record date shall be deemed to be shareholders for the purpose of attending the Annual General Meeting via electronic broadcast or exercising their voting rights. Changes in the shareholding after the record date are of no significance in this regard. Persons who do not yet own any shares on the record date and only become shareholders after that date are only entitled to participate and vote for the shares held by them if they are authorized or have themselves authorized to exercise a right of proxy. Shareholders who have duly registered and provided proof of share ownership are also entitled to participate in the Annual General Meeting by electronic broadcast and to exercise their voting rights if they sell the

shares after the record date. The record date has no effect on the salability of the shares and has no significance for the dividend entitlement.

After timely registration and timely receipt of the proof of share ownership by the company, the registration office will send the shareholders or their duly authorized representatives a registration confirmation for electronic broadcast of the Annual General Meeting.

In order to ensure that the registration confirmations are received on time, we would ask shareholders to ensure that their registration and proof of share ownership in the company are sent by the deadline. Electronic connection to the Annual General Meeting is only possible with the access data specified on the registration confirmation.

VI.

Procedure for vote-by-mail

Shareholders or shareholder representatives may exercise their voting rights by means of electronic communication via electronic vote-by-mail or written vote-by-mail (or by granting power of attorney, including to the proxies of the company, see the notes in **Section VII.** ("Powers of attorney; procedure for proxy voting and proxies"). Participation in the Annual General Meeting by means of electronic broadcast is not necessary for exercising voting rights. Please note that in order to be able to vote, shareholders must duly register for the Annual General Meeting in the manner specified above under **Section V.** ("Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance") and that in order to exercise voting rights, shareholders require the registration confirmation that will be sent to them after they have duly registered and duly provided evidence of their shareholding for the Annual General Meeting.

Electronic vote-by-mail is carried out both before and during the Annual General Meeting via the investor portal accessible via the company's website at <https://investors.zooplus.com/annual-general-meeting> . Registered shareholders or shareholder representatives may also vote by mail as of April 29, 2021 (0:00 CEST) in accordance with the record date (see **Section V.** above), meaning prior to the start of the Annual General Meeting on May 20, 2021 at **12 noon CEST**, using the access data provided on the registration confirmation sent to them, also via the company's website at <https://investors.zooplus.com/annual-general-meeting> via the investor portal. The opportunity to vote will end with the start of counting the votes and after the chair of the meeting has given appropriate notice. Authorized intermediaries, voting rights advisors, shareholder associations or persons treated as such in accordance with Section 135 (8) AktG may also use electronic vote-by-mail. Further information on voting by electronic vote-by-mail is also provided on the registration confirmation sent to shareholders who have duly registered, as well as on the company's website at <https://investors.zooplus.com/annual-general-meeting>.

For voting by written vote-by-mail, shareholders and shareholder representatives can use the form provided with the registration confirmation, which is sent to those shareholders who have duly registered by the deadline as described above. The form for written vote-by-mail is also available as a download on the company's website at <https://investors.zooplus.com/annual-general-meeting/> and can also be requested from the company at the following contact options:

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

For organizational purposes, votes cast by written vote-by-mail must be received by the company by no later than the end of May 19, 2021 (24.00 CEST) at one of the contact points listed above.

VII.

Powers of attorney; procedure for proxy voting and proxies

Shareholders may be represented in exercising their rights, in particular their voting rights, by a proxy, e.g., an intermediary, a shareholder association, a voting rights advisor or another person of their choice. In this case, too, registration and proof of share ownership must be submitted in due form and time in accordance with the above provisions. If the shareholder authorizes more than one person, the company may reject one or more of them.

The granting of the power of attorney, its revocation and the proof of authorization vis-à-vis the company must be in text form (Section 126b BGB) if neither an intermediary, a shareholder association, a voting rights advisor or a person treated as such pursuant to Section 135 (8) AktG is authorized.

A form for granting a power of attorney will be sent together with the registration confirmation, which will be sent to the shareholders after the abovementioned registration in due form and on time. The form for granting a power of attorney is also available for download on the company's website at <https://investors.zooplus.com/annual-general-meeting> and can also 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: anmeldestelle@computershare.de

Powers of attorney may also be granted via the company's website at <https://investors.zooplus.com/annual-general-meeting> through the investor portal.

Intermediaries, shareholders' associations, voting rights advisors or persons treated as such in accordance with Section 135 (8) AktG may, if they themselves are authorized, provide for deviating regulations, which are to be obtained from the respective proxy.

The authorization can be granted and revoked vis-à-vis the authorized representative or

granted and revoked or proven to the company. If a power of attorney is granted and revoked vis-à-vis the company, or if evidence is provided of a power of attorney granted to a proxy or its revocation vis-à-vis the company, please send it in good time to one of the aforementioned contact options. In addition, the granting of the power of attorney, its revocation and the proof of a power of attorney granted to a proxy or its revocation vis-à-vis the company can still be provided on the day of the Annual General Meeting until the start of counting the votes and after the chair of the meeting has given appropriate notice via the company's website at <https://investors.zooplus.com/annual-general-meeting> through the investor portal.

The participation of the authorized representative by way of electronic broadcast and the exercise of shareholder rights via the investor portal require that the authorized representative receives the access data sent with the registration confirmation from the party granting the power of attorney. The use of the access data by the authorized representative is also considered proof of authorization.

Intermediaries, shareholders' associations, voting rights advisors and persons treated as such in accordance with Section 135 (8) AktG, as well as other shareholder representatives representing a multitude of shareholders, are recommended to contact the registration office at the following address in advance of the Annual General Meeting with regard to the exercise of voting rights:

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

In addition, the company offers its shareholders the option of being represented by proxies appointed by the company and bound by the instructions of the respective shareholder. Even if the proxies nominated by the company are authorized, registration and proof of share ownership are required in due form and time in accordance with the above provisions.

If proxies appointed by the company are authorized, in all cases, they must be given explicit and unambiguous instructions on how to exercise voting rights. If no express or clear instructions have been issued, the proxies nominated by the company will abstain from voting on the

respective voting item. The proxies are obliged to vote in accordance with the instructions. The proxies nominated by the company will not accept any instructions to speak either before or during the Annual General Meeting, to lodge objections to Annual General Meeting resolutions or to ask questions or propose motions.

The proxies appointed by the company must be authorized and instructed in text form, by fax or by electronic communication via the company's website at <https://investors.zooplus.com/annual-general-meeting> via the investor portal. Powers of attorney and instructions to the proxies nominated by the company and bound by instructions can also be issued using the proxy and instruction forms provided for this purpose, which shareholders receive with their registration confirmation upon proper registration. These documents are also available for download on the company's website at <https://investors.zooplus.com/annual-general-meeting> and can also 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: anmeldestelle@computershare.de

The completed power of attorney and instruction form can also be sent to one of the above-mentioned contact options. For organizational reasons, powers of attorney to exercise voting rights and instructions to the proxies appointed by the company in text form or by fax must be received by the company at the latest by the end of May 19, 2021 (24:00 CEST) at one of the abovementioned contact points. This also applies in the event of an amendment or revocation of a power of attorney or instruction previously issued, regardless of whether the power of attorney or instruction was issued in text form or by fax or via the investor portal, provided the amendment or revocation of a power of attorney was declared in text form or by fax.

Via the company's website at <https://investors.zooplus.com/annual-general-meeting> via the investor portal, it is also possible to grant a power of attorney and instructions for the exercise of voting rights by company proxies as well as to amend and revoke powers of attorney or instructions previously granted, even on the day of the Annual General Meeting until the start of counting the votes and the chair of the meeting has given appropriate notice.

Further information on the proxy procedure can also be found on the registration confirmation sent to you and the form for granting a proxy as well as on the company's website at <https://investors.zooplus.com/annual-general-meeting>.

VIII. Shareholder rights

Shareholders are entitled to the following rights, among other things, in advance of and during the Annual General Meeting in accordance with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19 Act (right to ask questions by means of electronic communication). Further explanations can be found on the Internet at <https://investors.zooplus.com/annual-general-meeting>.

1. Request for additions to the agenda

Shareholders whose total share ownership amounts to one-twentieth of the share capital or the notional amount of EUR 500,000.00 of the share capital (the latter corresponds to 500,000 shares) may, pursuant to Section 122 (2) AktG, request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. Requests must be submitted in writing to the company's Management Board at the following address:

zooplus AG
The Management Board
Sonnenstraße 15
80331 Munich

The request must be received by the Company no later than the end of April 19, 2021 (24:00 CEST). The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will continue to hold the shares until the Management Board has decided on the request.

Additions to the agenda to be announced will be published in the German Federal Gazette immediately after receipt of the request and will be forwarded for publication to those media for which it can be assumed that they will disseminate the information throughout the entire European Union. They will also be made available on the company's website at <https://investors.zooplus.com/annual-general-meeting>.

2. Countermotions and election proposals

Every shareholder has the right to submit to the company countermotions to resolutions proposed by the Management Board and/or Supervisory Board on specific agenda items in accordance with Section 126 (1) AktG and election proposals in accordance with Section 127 AktG. Countermotions must be accompanied by a statement of reason; election proposals must not be substantiated.

Countermotions and election proposals must be sent only to one of the following contact options:

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

Countermotions or election proposals addressed otherwise will not be considered.

Countermotions and election proposals received at one of the abovementioned contact points in due time and no later than 14 days prior to the day of the Annual General Meeting, i.e., by the end of May 5, 2021 (24:00 CEST), including the name of the shareholder and the grounds, if they are to be made available to the other shareholders, will be published without delay on the Internet at <https://investors.zooplus.com/annual-general-meeting>. Any comments by the management will also be published at this Internet address.

The company may refrain from publishing countermotions and any statements of reason, and nominations under the conditions set out in Sections 127 sentence 1 and 126 (2) AktG.

Except in the cases of Sections 127 sentence 1 and 126 (2) AktG, the Management Board is also not required to make election proposals by shareholders available if they do not contain the name, profession and place of residence of the proposed person and, in the case of proposals for the election of Supervisory Board members, the additional information on their membership on other statutory supervisory boards.

Shareholder motions and election proposals that are to be made accessible pursuant to Section 126 or Section 127 AktG are deemed to have been made in the meeting pursuant to Section 1 (2) sentence 3 of the COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting.

3. Right to information; right to ask questions by electronic communication

Shareholders and shareholder representatives have the right to ask questions by way of electronic communication (Section 1 [2] sentence 1 no. 3 of the COVID-19 Act). The Management Board with the Supervisory Board's consent may also stipulate that questions must be submitted no later than one day prior to the Annual General Meeting (Section 1 [2] sentence 2, clause 2 of the COVID-19 Act). The Management Board of zooplus AG has made use of this option with the Supervisory Board's consent.

Duly registered shareholders (see above **Section V**. "Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 123 (4) sentence 2 AktG and its significance") have the right to ask questions by electronic communication in accordance with Article 1 (2) sentence 1 no. 3 of the COVID 19 Act. All questions must be submitted to the company by electronic communication no later than one day before the Annual General Meeting, i.e., no later than the end of May 18, 2021 (24.00 CEST). Questions must be submitted in German only. Questions submitted after the above deadline or not in German will not be considered.

Questions may only be submitted via the investor portal by registered shareholders or shareholder representatives via the company's website at <https://investors.zooplus.com/annual-general-meeting> using the access data provided on the registration confirmation sent to them. Pursuant to Article 1 (2) sentence 2, clause 1 of the COVID-19 Act, the Management Board decides at its own prudent discretion how to answer the questions.

Questions submitted will be answered at the Annual General Meeting on May 20, 2021. In principle, it is permitted to name the questioners when answering the questions. The company reserves the right to answer frequently asked questions (FAQ) in advance on the company's website at <https://investors.zooplus.com/annual-general-meeting>.

IX.

Total number of shares and voting rights at the time of convening

At the time of convening this Annual General Meeting, the company's share capital amounted to EUR 7,149,178.00. It is divided into 7,149,178 no-par value shares (shares without nominal value), each of which grants one vote. The total number of voting rights is therefore 7,149,178. The company does not hold any treasury shares.

X.

Publications on the website

The notice convening this Annual General Meeting, any documents to be made available to the Annual General Meeting, the total number of shares and voting rights at the time of convening, the forms that may be used to grant powers of attorney for the Annual General Meeting, any counter motions, election proposals and requests for supplements from shareholders to be made available, further explanations of the abovementioned rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19 Act (right to ask questions by means of electronic communication), as well as further information, is available on the company's website at <https://investors.zo-plus.com/annual-general-meeting>. The final voting results will also be published at this address following the Annual General Meeting.

XI.

Information on data protection for shareholders and their representatives

Within the scope of the Annual General Meeting, zooplus AG, as the responsible body per the definition under Article 4 no. 7 of the General Data Protection Regulation ("**GDPR**"), processes personal data (first and last name, address, email address, number of shares, class of shares, type of share ownership and identification number of the registration confirmation) of the shareholders and, if 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 from the shareholder's custodian bank. This data shall only be processed to enable shareholders and shareholder representatives to exercise their rights within the scope of the Annual General Meeting and to comply with the legal provisions of a general meeting, including the provisions of the COVID-19 Act on the holding of a virtual general meeting. The legal basis for this data processing is Article 6 (1) lit. c) GDPR. We take the liberty of storing the personal data processed in connection with the Annual General Meeting for a period of ten years unless there is a justified interest in storing the data for a longer period in the event of an in or out of court dispute pertaining to the Annual General Meeting. This data will either be anonymized or deleted at the end of the storage period.

The service providers commissioned for the purpose of preparing, conducting and following up on the Annual General Meeting will each receive such personal data only as is necessary for the performance of their activities; processing will be carried out exclusively in accordance with the instructions of zooplus AG.

In the case of requests for additions to the agenda in accordance with Section 122 (2) AktG and in the case of counter motions and election proposals by shareholders, these will be made publicly available together with the name of the shareholder making the request for additions or a counter motion or submitting the election proposal (see above **Section VIII**. "Shareholder Rights" under Items 1. and 2). Should shareholders make use of their right to submit questions in advance of the virtual Annual General Meeting, the questions will be dealt with at the Annual General Meeting, if necessary, by mentioning their name. This can be noted by other participants in the virtual Annual General Meeting. This data processing by mentioning the name of the respective shareholder is necessary to protect the legitimate interest of the company in ensuring that the virtual Annual General Meeting is as similar as possible to a physical Annual General Meeting. The legal basis for this processing is Article 6 (1) f) GDPR.

Pursuant to Section 129 (1) sentence 2 AktG, a list of shareholders present or represented at

the Annual General Meeting and of shareholder representatives, stating their name and place of residence and the number of shares represented by each of them, must be drawn up at the Annual General Meeting and must contain the relevant personal data.

After meeting the legal requirements, each shareholder has the right to information about the personal data collected in accordance with Article 15 GDPR, the correction of data in accordance with Article 16 GDPR, the deletion of data in accordance with Article 17 GDPR, the restriction of personal data processing in accordance with Article 18 GDPR, the transfer of certain personal data to the shareholder or to a third party designated by the shareholder in accordance with Article 20 GDPR, as well as the right to objection in accordance with Article 21 GDPR.

Our data protection officer is available for these and other inquiries at the following address:

zooplus AG
Data Protection Officer
c/o HWData GmbH
Dr. Philipp Herrmann
Leonrodstr. 54
80636 Munich
Email: ph@hwdata.de

Further information on data protection, the related processing of shareholder data and the shareholder's rights can be found on our website: <https://investors.zooplus.com/en/data-protection>.

XII.

Technical information about the virtual Annual General Meeting

In order to participate by electronic broadcast and to use the investor portal and exercise your shareholder rights, you will require an Internet connection and an Internet-capable terminal. In order to be able to optimally reproduce the video and audio transmission of the Annual General Meeting, a stable Internet connection with sufficient transmission speed is recommended.

If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need a browser and speakers or headphones.

To access the company's investor portal, you will need your registration confirmation, which you will receive unsolicited after your due registration. This registration confirmation contains your individual access data that can be used to log in to the investor portal on the registration page.

In order to avoid the risk of restrictions in the exercise of shareholder rights during the virtual Annual General Meeting due to technical problems, it is recommended that shareholder rights (in particular voting rights) be exercised **before the start of the Annual General Meeting** to the greatest extent possible. Registered shareholders and shareholder representatives may exercise their voting rights via the investor portal from April 29, 2021 (0:00 CEST) in accordance with the record date (see **Section V.** above).

XIII.

Information on the availability of video and audio transmission

Shareholders can follow the entire virtual Annual General Meeting via video and audio transmission on the Internet. The video and audio transmission of the virtual Annual General Meeting and the availability of the investor portal may be subject to fluctuations in the current state of technology due to restrictions on the availability of the telecommunications network and limitations on third-party Internet services, over which the company has no influence. Therefore, the company cannot assume any warranties or liability for the functionality and continuous availability of the Internet services used, the network elements of third parties used, the video and audio transmission as well as access to the investor portal and its general availability. The company also assumes no responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, unless there is intent. For this reason, the company recommends that the abovementioned options for exercising rights, in particular for exercising voting rights, be used at an early stage.

Munich, April 2021

zooplus AG

The Management Board