

ARTICLES OF ASSOCIATION

I.

GENERAL PROVISIONS

Article 1

Legal form, company name, registered office, duration

1. The Company is a European Company (*Societas Europaea*, SE). The name of the Company is:

zooplus SE

2. The Company has its registered office in Munich.
3. The Company is established for an indefinite period.

Article 2

Object of the Company

1. The object of the Company is the retailing of pet supplies in Germany and abroad, particularly via the Internet. The object of trade is all items of pet supplies, especially ready-made food as well as accessories. The object of the Company also includes the acquisition and manufacture of pet supplies and other related assets. The object of the Company is furthermore the planning, project planning and implementation of Internet-specific services and related services, as well as the trade in information technology-specific goods and assets, including outside the pet supplies sector. The object of the Company is also the trade in other goods via the Internet.
2. The Company is entitled to establish subsidiaries and branches in Germany and abroad; to establish other companies with the same, similar or objectively related business purpose in Germany and abroad; to acquire, sell or participate in such

companies; to trade in other products and extend its activities to similar lines of business. The Company may manage companies, enter into inter-company agreements with them or limit itself to the management of shareholdings. It may also realize its object indirectly, in whole or in part.

3. The Company is entitled to undertake all transactions that are suitable for directly or indirectly promoting the Company's object.

Article 3

Financial year

The Company's financial year corresponds to the calendar year.

Article 4

Notifications and information

1. Company notifications shall be made exclusively in the Federal Gazette for the Federal Republic of Germany, to the extent permitted by law.
2. Information to the holders of admitted securities of the Company may also be transmitted by means of remote data transmission under the conditions provided for by law.

II.

SHARE CAPITAL AND SHARES

Article 5

Share capital

1. The share capital of the Company amounts to EUR 7,149,178.00 (in words: seven million one hundred and forty-nine thousand one hundred and seventy-eight) and is

divided into 7,149,178 no-par value bearer shares (no-par value shares) with a notional interest in the share capital of EUR 1.00 per share.

2. In the case of capital increases, the profit participation of new shares may be regulated in deviation from Section 60 (2) sentence 3 AktG.
3. The Company's share capital was contributed by EUR 7,149,178.00 through the conversion of zooplus AG into a European Company (*Societas Europaea*, SE).
4. The Company's share capital is conditionally increased 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) in accordance with the authorization granted by the General Meeting on May 31, 2016 under Agenda Item 6, letter a). Conditional Capital 2016 serves to secure subscription rights from stock options issued by zooplus AG under the Stock Option Program 2016 in the period from the registration of the Conditional Capital 2016 until December 31, 2018 based on the authorization of the General Meeting on May 31, 2016 under Agenda Item 6, letter a). The conditional capital increase shall be implemented only to the extent that stock options are issued and the holders of these stock options exercise their subscription rights to shares in the Company. The shares from Conditional Capital 2016 will be issued at the exercise price determined in accordance with letter a) (7). The new shares shall 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 General Meeting on the appropriation of retained profits has yet been adopted. The Management Board or, insofar as members of the Management Board of the Company are concerned, the Supervisory Board is authorized to determine the further details of the conditional capital increase and its implementation.
5. *[currently empty]*
6. With the consent of the Supervisory Board, the Management Board shall be authorized to increase the Company's share capital on one or more occasions on or before 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 exchange for cash contributions (Authorized Capital 2021). The shareholders are generally entitled to a subscription right. The new shares may also be taken up by one or more credit institutions or one or more equivalent institutions with the obligation to offer them to the shareholders for subscription (indirect subscription right).

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

- to the extent necessary to exclude any fractional amounts from the shareholder subscription rights;
- to the extent necessary to grant the holders of option and/or conversion rights or option and/or conversion obligations under 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 that the new shares are issued against cash contributions, the issue price of the new shares to be issued is not significantly lower than the stock market price of the Company's shares of the same class already listed at the time the issue price is finally set, and the total notional interest of share capital represented by the new shares to be issued with the exclusion of subscription rights does not exceed 10% of the share capital existing at the time this authorization takes effect or at the time this authorization is exercised. This maximum amount shall include the notional interest of the Company's share capital attributable to shares issued or sold during the term of this authorization with the exclusion of subscription rights in direct, analogous or corresponding application of Section 186 (3) sentences 4, as well as the notional interest of the share capital attributable to those shares that are issued or are to be issued to service option and/or conversion rights or to fulfill option and/or conversion obligations from bonds, insofar as the bonds are issued

during the term of this authorization with the exclusion of subscription rights in analogous application of Section 186 (3) sentence 4 AktG.

The notional interest in the share capital represented by the new shares for which the shareholder subscription rights are excluded pursuant to the preceding 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, neither at the time this authorization becomes effective nor at the time it is exercised.

With the consent of the Supervisory Board, the Management Board shall be authorized to determine the further details of the capital increase as well as the terms and conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the scope of a capital increase from Authorized Capital 2021.

7. *[currently empty]*

8. The Company's share capital is conditionally increased in accordance with the authorization of the General Meeting of June 13, 2018 under Agenda Item 6, letter a), by up to EUR 365,000.00 by issuing up to 365,000 new no-par value bearer shares of the Company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2018/I). Conditional Capital 2018/I serves to secure subscription rights from stock options issued by zooplus AG under the Stock Option Program 2018 in the period from the registration of the Conditional Capital 2018/I until December 31, 2021 based on the authorization of the General Meeting on June 13, 2018 under Agenda Item 6, letter a). The conditional capital increase shall be implemented only to the extent that stock options are issued, and the holders of these stock options exercise their subscription rights to shares in the Company. Shares from Conditional Capital 2018/I will be issued at the exercise price determined in accordance with the authorization of the General Meeting of June 13, 2018 under Agenda Item 6, letter a) (7). The new shares shall participate in the profit as of the beginning of the financial year for which, at the time of exercising the subscription right, no resolution of the General Meeting on the appropriation of the retained profits had yet been adopted. The Management Board or, insofar as members of the Company's Management

Board concerned, the Supervisory Board is authorized to determine the further details of the conditional capital increase and its implementation.

9. The Company's share capital is conditionally increased in accordance with the authorization of the General Meeting of June 25, 2020 under Agenda Item 6, letter a), by EUR 70,000.00 by issuing up to 70,000 no-par value bearer shares of the Company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2020/I). Conditional Capital 2020/I serves to secure subscription rights arising from stock options issued by zooplus AG as part of the Stock Option Program 2020 in the period from the registration of Conditional Capital 2020/I until December 31, 2022 based on the authorization granted by the General Meeting on June 25, 2020 under Agenda Item 6, letter a). The conditional capital increase shall be implemented only to the extent that stock options are issued, and the holders of these stock options exercise their subscription rights to shares in the Company. Shares from Conditional Capital 2020/I will be issued at the exercise price determined in accordance with the authorization of the General Meeting of June 25, 2020 under Agenda Item 6, letter a) (7). The new shares shall participate in the profit as of the beginning of the financial year for which, at the time of exercising the subscription right, no resolution of the General Meeting on the appropriation of the retained profits had yet been adopted. The Supervisory Board is authorized to determine the further details of the conditional capital increase and its implementation.

10. The Company's share capital is conditionally increased in accordance with the authorization of the General Meeting of May 20, 2021 under Agenda Item 9, letter a), by up to EUR 200,000.00 by issuing up to 200,000 new no-par value bearer shares of the Company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2021). Conditional Capital 2021 serves to secure subscription rights from stock options issued by zooplus AG under the Stock Option Program 2021 in the period from the registration of the Conditional Capital 2021 until December 31, 2024 based on the authorization of the General Meeting on May 20, 2021 under Agenda Item 9, letter a). The conditional capital increase shall be implemented only to the extent that stock options are issued, and the holders of these stock options exercise their subscription rights to shares in the Company. Shares from Conditional Capital 2021 will be issued at the exercise price determined in accordance with the

authorization of the General Meeting of May 20, 2021 under Agenda Item 9, letter a) (7). The new shares shall participate in the profit as of the beginning of the financial year for which, at the time of exercising the subscription right, no resolution of the General Meeting on the appropriation of the retained profits had yet been adopted. The Management Board or, insofar as members of the Company's Management Board concerned, the Supervisory Board is authorized to determine the further details of the conditional capital increase and its implementation.

Article 6

Shares

1. The Company's shares shall be bearer shares. If, in the event of a capital increase, the resolution to increase the share capital does not specify whether the new shares are to be bearer shares or registered shares, they shall be bearer shares.
2. The form of the share certificates, the dividend coupons and renewal coupons, as well as any bonds and interest coupons, shall be determined by the Management Board with the approval of the Supervisory Board. The shareholder's claim to the securitization of his share is excluded. The right to the issue of dividend coupons and renewal coupons is also excluded.
3. The Company may issue global certificates instead of individual certificates.

Article 7

Dualistic system, executive bodies

1. The Company has a dualistic management and supervisory system, consisting of a management body (Management Board) and a supervisory body (Supervisory Board).
2. The following are the executive bodies of the Company:
 - (a) The Management Board (Section III.)

(b) The Supervisory Board (Section IV.)

(c) The General Meeting (Section V.)

III.

THE MANAGEMENT BOARD

Article 8

Composition and management authority

1. The Management Board of the Company shall consist of one or more members. The number of members of the Management Board shall be determined by the Supervisory Board. The Supervisory Board may determine that the Management Board shall consist of only one member, even if the share capital exceeds EUR 3,000,000.00. The Supervisory Board may appoint a member of the Management Board as the chairperson of the Management Board. Vice members of the Management Board may also be appointed.
2. Members of the Management Board shall be appointed by the Supervisory Board for a maximum term of office of five years, determining their number within the framework of paragraph 1. A repeated appointment or extension of the term of office, in each case for a maximum of five years, is permissible. The representation of the Company vis-à-vis members of the Management Board (particularly with regard to the conclusion of and any amendments to employment contracts) is the responsibility of the Supervisory Board.
3. The Management Board constitutes a quorum if the majority of the members of the Management Board, but at least two (or at least three in the case of a Management Board of four persons), participate in the adoption of resolutions. Board members who are connected by telephone or video conference are deemed to be present. Resolutions of the Management Board are passed by a simple majority of the votes of the members participating in the passing of the resolution, unless unanimity is required by law. In the event of a tie vote in a Management Board consisting of more than two members, the chairperson shall have the deciding vote, subject to the

proviso that a further vote on the same subject matter shall take place first and that only in the event of a new tie vote in this further vote shall the chairperson have the deciding vote.

4. The Management Board is obliged to conduct the Company's business in accordance with the statutory provisions, the Articles of Association, and the rules of procedure for the Management Board issued by the Supervisory Board. In particular, the Management Board is obliged to observe the principles of the Company's schedule of responsibilities, which is determined annually. The Management Board's schedule of responsibilities requires the approval of the Supervisory Board.
5. The following types of transactions may only be undertaken with the approval of the Supervisory Board:
 - (a) Acquisition and sale of companies, parts of companies and participations.
 - (b) Conclusion of inter-company agreements as defined by Sections 291, 292 AktG with the Company.

In addition, the Supervisory Board may at any time make further transactions subject to its approval in the rules of procedure for the Management Board or otherwise. It may grant revocable consent to a specific group of transactions in general or in advance in the event that the individual transaction satisfies certain conditions.

Article 9
Rules of Procedure

The Supervisory Board shall adopt rules of procedure for the Management Board by a two-thirds majority.

Article 10
Representation

1. If only one member of the Management Board has been appointed, he or she shall represent the Company alone. If several members of the Management Board have been appointed, the Company shall be represented by two members of the Management Board jointly or by one member of the Management Board together with an authorized signatory (Prokurist). The Supervisory Board may grant one or more members of the Management Board sole power of representation.
2. By resolution of the Supervisory Board, individual, several or all members of the Management Board may be authorized to represent the Company without restriction in transactions with themselves as representatives of a third party. Section 112 AktG remains unaffected.

IV.
SUPERVISORY BOARD

Article 11
Composition, term of office

1. The Supervisory Board shall consist of six members. The members of the Supervisory Board are entitled to call in expert third parties or persons providing information to the meetings of the Supervisory Board.
2. Unless the General Meeting resolves on a shorter term of office for all or some of the members to be elected by it, the members of the Supervisory Board shall be elected for

the period until the end of the General Meeting that resolves on their discharge for the fourth financial year after the beginning of the term of office. The financial year in which the term of office begins is not included in this calculation. Re-election is permitted, and even multiple times. In any case, however, the election shall be for a maximum of six years.

3. Substitute members may be elected for members of the Supervisory Board at the same time as they are elected; these substitute members shall take the place of prematurely retiring members of the Supervisory Board in an order determined at the time of the election.
4. If a substitute member takes over the office of a retiring member, the term of office of the substitute member shall end at the end of the General Meeting during which a by-election is held for the retiring member or, if no by-election is held, at the end of the term of office of the retiring member.
5. Members and substitute members of the Supervisory Board may only resign from office by giving one month's written notice to the chairperson of the Supervisory Board or to the Management Board. The right to resign from office for good cause remains unaffected.

Article 12

Declarations of intent by the Supervisory Board

The chair and vice-chair of the Supervisory Board are each individually authorized to issue declarations of intent of the Supervisory Board or for the Supervisory Board or its committees on its or their behalf. However, the vice-chair of the Supervisory Board shall act only when the chairperson of the Supervisory Board himself is prevented from issuing the

declaration without delay in an individual case. The chairperson of the Supervisory Board is also authorized to receive declarations addressed to the Supervisory Board.

Article 13

Chairperson, Vice-Chairperson

1. Following the General Meeting during which the members of the Supervisory Board are elected by the shareholders, an extraordinary meeting of the Supervisory Board shall be held for which no written summons is required. At this meeting, which shall be chaired by the oldest member present in terms of age, the Supervisory Board shall appoint a chairperson and one or more vice-chairpersons. The election shall be for the term of office of the elected member, unless the Supervisory Board determines a shorter period at the time of the election.
2. In the event of premature retirement of the chairperson or vice-chairperson, the Supervisory Board shall immediately appoint a new chairperson or vice-chairperson for the remainder of the term of office of the retired, or vice-chairperson by election.

Article 14

Meetings and decisions

1. Meetings of the Supervisory Board shall be held at least once every calendar quarter.
2. The Supervisory Board shall adopt its own rules of procedure by a two-thirds majority vote. The following provisions shall apply to the convening, quorum and voting; the rules of procedure may contain supplementary provisions.
3. Meetings of the Supervisory Board shall be convened by the chairperson of the Supervisory Board in text form with a notice period of two weeks, specifying the form in which resolutions are to be adopted. When calculating the notice period, the day on which the invitation is sent and the day of the meeting are not included. In urgent cases,

the chairperson may shorten the notice period and convene meetings orally or by other customary means of telecommunication.

4. The agenda items shall be announced in the invitation. If an item on the agenda has not been properly announced, a resolution may only be passed on it if no Supervisory Board member objects. In such a case, absent members of the Supervisory Board shall be given the opportunity to object to the adoption of the resolution within a reasonable period of time to be determined by the chairperson or to cast their vote verbally, by telephone, in writing, in text form or by other customary means of telecommunication, in particular by video link. The resolution shall become effective only if the absent members of the Supervisory Board have not objected within the deadline or if they have given their consent.
5. As a rule, resolutions of the Supervisory Board shall be adopted in face-to-face meetings. However, it is also permissible for meetings of the Supervisory Board to be held in the form of a video conference or for individual members of the Supervisory Board to be connected via video transmission, with the proviso that, in these cases, resolutions are also adopted via video conference and video transmission. At the request of the chairperson of the Supervisory Board or, if he or she is prevented from doing so, the vice-chairperson, resolutions may also be adopted orally, by telephone, in writing, by telex, by telegraph, in text form, or by other customary means of telecommunication (email, etc.). Resolutions not adopted in text form outside of meetings shall subsequently be recorded in writing by the leader of the vote and forwarded to all members. In all other respects, the provisions of this paragraph shall apply mutatis mutandis to resolutions adopted outside meetings.
6. The meetings of the Supervisory Board shall be chaired by the chairperson or, if he or she is unable to do so, by the vice-chairperson.
7. The Supervisory Board shall constitute a quorum when at least half of the members of which it is required by law or by the Articles of Association to consist of, but in any event at least three members, participate in the adoption of resolutions. Members who are connected by telephone or video conference shall be deemed to be present. A member shall also participate in the adoption of resolutions if he or she abstains from voting.

Absent Supervisory Board members may participate in the adoption of resolutions by having written votes submitted by Supervisory Board members who are present. In addition, absent Supervisory Board members may cast their vote during the meeting or subsequently within a reasonable period of time to be determined by the chairperson of the meeting orally, by telephone, telex, telegraph, in text form or by other customary means of telecommunication (email, etc.).

8. Resolutions shall require a simple majority of the votes cast, unless a higher majority is required by these Articles of Association. Abstentions do not count as votes cast. In the event of a tie, the chairperson or his or her vice-chairperson shall have the deciding vote, with the proviso that a further vote on the same subject matter shall take place first and that only in the event of a new tie shall the chairperson or his or her vice-chairperson have the deciding vote in this further vote; this shall also apply in the case of elections.
9. The Supervisory Board may form committees from among its members and, to the extent permitted by law, also delegate decision-making powers to them. Unless the Supervisory Board makes a provision to the contrary, the provisions of this section and the rules of procedure of the Supervisory Board shall apply mutatis mutandis to the procedure in the committees, with the proviso that a committee shall constitute a quorum if at least half of its members, of which it must consist in total, but at least three members, participate in the adoption of the resolution.
10. Minutes of the meetings of the Supervisory Board shall be prepared and signed by the respective chairperson of the meeting. Minutes of resolutions passed outside meetings shall be signed by the head of the vote and forwarded to all members.

Article 15

Remuneration of the Supervisory Board, D&O insurance

1. The members of the Supervisory Board shall receive fixed remuneration of EUR 40,000.00 for each full financial year of their membership on the Supervisory Board. The chairperson of the Supervisory Board shall receive EUR 80,000.00 for each full financial

year. The vice-chairperson of the Supervisory Board shall receive EUR 50,000.00 for each full financial year.

2. For their work on the committees of the Supervisory Board, the chairperson of a committee shall receive EUR 10,000.00 for each full financial year of their membership for each committee he or she chairs, and each member of a committee shall receive EUR 5,000.00 for each committee to which he or she belongs.
3. Remuneration is payable after the end of each financial year. Members of the Supervisory Board who join or leave the Supervisory Board, assume or relinquish the chair or vice-chair of the Supervisory Board, join or leave a committee of the Supervisory Board or assume or relinquish the chair of a committee during a current financial year shall receive a corresponding pro rata amount of 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. The members of the Supervisory Board may be included in an appropriate amount in a pecuniary loss liability insurance policy (D&O insurance) maintained by the Company in the interest of and at the expense of the Company, insofar as such a policy exists. The premiums for this are paid by the Company.

Article 16

Confidentiality

The members of the Supervisory Board are subject to the secrecy prescribed by law.

V.

GENERAL MEETING

Article 17

Convocation

1. The General Meeting shall be held at the registered office of the Company or at the registered office of a German stock exchange.
2. The General Meeting shall be convened by the Management Board or Supervisory Board or by other persons authorized by law to do so.
3. The General Meeting shall be convened in accordance with the statutory provisions. It shall be published in the German Federal Gazette (Bundesanzeiger).

Article 18

Attendance of the General Meeting

1. Only those shareholders are entitled to participate in the General Meeting and to exercise their voting rights who have registered with the Company in good time in accordance with paragraph 2 and have provided proof of their entitlement. The registration shall be made in text form in German or English. Proof of share ownership by the ultimate intermediary pursuant to Section 67c (3) AktG shall suffice as proof of entitlement. The proof pursuant to Section 67c (3) AktG shall refer to the beginning of the 21st (in words: twenty-first) day, 00.00 hours local time at the registered office of the Company, prior to the General Meeting (legitimation day). If there is any doubt as to the correctness or authenticity of the proof, the Company shall be entitled to

demand suitable further proof. If this proof is not provided or not provided in the proper form, the Company may reject the shareholder.

2. The registration and proof of shareholder status must be received by the Company at the address stated in the notice convening the meeting at least six days before the meeting. The day of receipt shall not be counted.
3. In the notice convening the meeting, the Management Board may provide for shareholders to cast their votes in writing or by way of electronic communication without attending the General Meeting (vote-by-mail). The Management Board may also determine the procedure for this in detail.
4. The Management Board is also authorized to provide that shareholders may participate in the General Meeting and exercise all or some of their rights in whole or in part by means of electronic communication (online participation) even without being present or represented on site. The Management Board may regulate the scope and procedure of online participation in detail.

Article 19

Chairperson of the General Meeting and video and audio transmissions

1. The General Meeting shall be chaired by the chairperson of the Supervisory Board or another member of the Supervisory Board who shall be determined by the Supervisory Board. If no member of the Supervisory Board takes the chair, the notary public called in to certify the meeting shall open the General Meeting and have the meeting elect the chairperson.
2. The chairperson shall chair the proceedings and determine the order in which the items on the agenda are dealt with and the form of voting. He or she determines the order of speakers. The chairperson may set reasonable time limits on the shareholder's right to ask questions and speak. In particular, at the beginning of the General Meeting or during its course, the chairperson is authorized to set reasonable

time limits for the course of the proceedings, for the discussion of individual agenda items, and for individual questions and speeches.

3. The Management Board or the chairperson of the General Meeting is authorized to permit the video or audio transmission of the General Meeting.
4. Members of the Supervisory Board are permitted, in consultation with the chairperson of the meeting, to participate in the General Meeting by means of video and audio transmission if they are prevented from attending in person for good cause and in cases where they would have to travel to the location of the General Meeting at considerable expense in terms of time or money.

Article 20

Resolution

1. Each share confers one vote at the General Meeting.
2. Resolutions of the General Meeting shall be adopted by a simple majority of the votes cast, unless mandatory statutory provisions provide otherwise. Amendments to the Articles of Association require a majority of two-thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast, unless mandatory statutory provisions provide otherwise. If, in addition to a majority of votes, the law prescribes a majority of share capital for resolutions of the General Meeting, a simple majority of the share capital represented when the resolution is adopted shall be sufficient, insofar as this is legally permissible. Abstentions do not count as votes. In the event of a tie, a motion shall be deemed rejected. This does not apply to elections.
3. If, in the case of elections, a majority of votes is not obtained in the first ballot, a second ballot shall be held in which only the two candidates who obtained the highest

number of votes in the first ballot may participate. In the event of a tie in the second ballot, the chairperson shall draw lots to decide.

Article 21

Ordinary General Meeting

1. The Ordinary General Meeting shall be held within the first six months of each financial year.
2. The Ordinary General Meeting resolves, in particular, on the discharge of the Management Board and the Supervisory Board, on the appointment of members of the Supervisory Board, on the appropriation of profits and, in cases stipulated by law, on the adoption of the annual financial statements.

VI.

ANNUAL FINANCIAL STATEMENTS, APPROPRIATION OF PROFITS

Article 22

Annual financial statements, management report, audit

1. Within the first three months of the financial year, the Management Board shall prepare the annual financial statements (balance sheet, income statement and notes) and the management report, as well as the consolidated financial statements and the group management report, for the past financial year and submit them to the Supervisory Board and the auditor without delay. At the same time, the Management Board shall submit to the Supervisory Board the proposal for the appropriation of the retained profits.
2. The Supervisory Board shall examine the annual financial statements, the management report and the proposal for the appropriation of retained profits as well as the consolidated financial statements and the group management report and report on the results of its examination in writing to the General Meeting. It shall forward its report to the Management Board within one month of receiving the documents. At the end of the report, the Supervisory Board shall declare whether it approves the annual

financial statements and consolidated financial statements prepared by the Management Board. If the Supervisory Board approves the annual financial statements after examination, they shall be adopted.

3. Immediately after receipt of the report of the Supervisory Board, the Management Board shall convene the Ordinary General Meeting. The annual financial statements, the management report of the Management Board, the consolidated financial statements, the group management report, the report of the Supervisory Board and the proposal of the Management Board for the appropriation of retained profits shall be made available for inspection by the shareholders at the offices of the Company from the time of convening. A copy shall be provided to each shareholder upon request. The obligations pursuant to sentences 2 and 3 shall not apply if the aforementioned documents are accessible for the same period of time via the Company's website.

Article 23

Appropriation of profits

1. The General Meeting shall resolve on the appropriation of retained profits. It may also resolve a distribution in kind instead of or in addition to a cash distribution.
2. The Management Board and the Supervisory Board are authorized to allocate a portion of the profit for the year in excess of one-half to other retained earnings until one-half of the share capital has been reached.
3. After the end of a financial year, the Management Board, with the consent of the Supervisory Board, may distribute an interim dividend to the shareholders within the framework of Section 59 AktG.

VII.

OTHER PROVISIONS

Article 24

Formation expenses, conversion costs

1. The provision in Section 23 of the Articles of Association of zooplus AG regarding formation expenses is adopted as follows in accordance with Section 243 sub-section 1 sentence 2 UmwG:

The Company shall bear the formation expenses in an amount of up to EUR 1,500.00.

2. The Company shall bear the costs of establishing zooplus SE by converting zooplus AG into the legal form of an SE up to an amount of EUR 500,000.00.

Article 25

Amendments to the Articles of Association

The Supervisory Board is authorized to adopt amendments to the Articles of Association that affect their wording only."
