

Notice:

The Extraordinary 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 Commonhold Property Law to Combat the Effects of the COVID-19 Pandemic.

Please note the special conditions for participating in the virtual General Meeting exclusively by electronic broadcast (no electronic participation) and exercising your voting rights by means of vote-by-mail and granting power of attorney to the proxies of the Company.



zooplus AG

Munich

ISIN DE0005111702

**Invitation to the Extraordinary General Meeting
(Virtual General Meeting)**

We hereby invite our shareholders to the **Extraordinary General Meeting** to be held on

Wednesday, December 22, 2021, at 12 noon (CET).

- Non-binding convenience translation -

The meeting shall take place

**without the physical presence of the shareholders or their proxies
at the registered offices of
zooplus AG at
Sonnenstrasse 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 Commonhold Property Law to Combat the Effects of the COVID-19 Pandemic by way of electronic video and audio broadcast (no electronic participation) to shareholders and their proxies from the Company's website at

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

Introductory Remarks

In view of the ongoing spread of the coronavirus (SARS-COV-2), zooplus AG will hold the Extraordinary General Meeting as a virtual 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 to shareholders, internal and external employees, and members of the Company's executive bodies, the Management Board of zooplus AG has decided with the Supervisory Board's consent to make use of the relevant legislative provisions to mitigate the consequences of the COVID-19 pandemic for the Extraordinary General Meeting.

The health of those participating in the General Meeting is a top priority for the Company. At the same time, shareholders should be able to exercise their voting rights and their right to pose questions on the date indicated for the Extraordinary General Meeting of December 22, 2021. The Extraordinary General Meeting of zooplus AG will therefore be held solely on a virtual basis without the physical presence of shareholders or their proxies. More detailed information on this can be found below under **Section II.** ("Virtual General Meeting").

I.
Agenda

1. Resolution on the conversion of zooplus AG into a European Company (*Societas Europaea*, SE)

It is intended to convert the Company into a European Company (*Societas Europaea*, SE) by way of a change in legal form pursuant to Article 2 (4), in conjunction with Article 37 of the Statute for a European Company (SE) Regulation.

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

The Conversion Plan dated October 26, 2021 (Cert. No. E 2261/2021 of the notary Dr. Thomas Engel in Munich, Germany) regarding the conversion of zooplus AG into the legal form of a European Company (*Societas Europaea*, SE) under the name zooplus SE is approved; the Articles of Association of zooplus SE attached to the Conversion Plan are approved.

The Conversion Plan and the Articles of Association of zooplus SE attached to the Conversion Plan as an Annex are worded as follows:

"Conversion Plan

on the conversion of the legal form of zooplus AG, with its registered office in Munich, Germany, into that of a European Company (*Societas Europaea*, SE)

Preliminary note

1. **zooplus** AG (hereinafter "**zooplus**" or the "**Company**") is a stock corporation under German law with its registered office and head office in Munich, Germany. It has been entered into the commercial register of the District Court of Munich under HRB 125080. Its business address is Sonnenstrasse 15, 80331 Munich, Germany. The Company is the ultimate parent company of the group of companies consisting of the Company and its subsidiaries (hereinafter the "**zooplus Group**").

2. The Company's share capital as of the present date amounts to EUR 7,149,178.00 and is divided into 7,149,178 no-par value bearer shares (ordinary shares) (no-par value shares), each representing a notional interest in the share capital of EUR 1.00 per share.

3. It is intended to convert zooplus pursuant to Article 2 (4), in conjunction with Article 37 of the Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE), OJ L 294, page 1 ("**SE Regulation**"), into the legal form of a European company (*Societas Europaea*, SE) by way of a change of legal form (the "**Conversion**"). In addition, the German Act Implementing Council Regulation [EC] No. 2157/2001 of October 8, 2001 on the Statute for a European company [SE] from December 22, 2004 (hereinafter referred to "**SEAG**," or "Gesetz zur Ausführung der Verordnung (EG) Nr. 2157/2001"), as well as the German Act on the Involvement of Employees in a European Company of December 22, 2004 (hereinafter referred to as "**SEBG**," or "Gesetz über die Beteiligung der Arbeitnehmer in einer Europäischen Gesellschaft"), by which the Directive 2001/86/EC of the Council of 8 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees ("**SE Involvement Directive**") was implemented into German law, shall apply in particular. In the other Member States of the European Union or another state party to the Agreement on the European Economic Area (each a "**Member State**"), the implementation provisions of these states for the SE Involvement Directive apply in addition.

4. The legal form of SE is a supranational legal form based on European law for stock corporations who have their registered offices and head offices in a Member State. As Europe's leading online platform for pet supplies, the zooplus Group serves customers in 30 European countries and offers a range of products in over 20 languages. The conversion to the legal form of a European Company (SE) reflects the zooplus Group's understanding of itself as a European and globally oriented company and takes the company's continued growth aspirations sufficiently into account. The successfully established corporate governance structure can be continued within the dualistic management system at the same time.

Given this, the Company's Management Board shall establish the following Terms of Conversion pursuant to Article 37 (4) SE-Reg:

Section 1

Conversion of zooplus AG into zooplus SE

- 1.1 The Company shall be converted into the legal form of a European Company (Societas Europaea, SE) by way of a change in legal form in accordance with Article 2 (4) and in conjunction with Article 37 SE Regulation).
- 1.2 The Company has a direct subsidiary among others with zooplus Austria GmbH. zooplus Austria GmbH has its registered office in Vienna, Austria, and its business address at Taborstrasse 1-3, OG 11, 1020 Vienna. It has been entered into the commercial register of the Republic of Austria under FN 47490 i. zooplus Austria GmbH was founded in 2017 and has been wholly owned by zooplus AG since that time. Accordingly, zooplus AG fulfills the requirements of Article 2 (4) of the SE Regulation for the conversion into an SE, pursuant to which a company to be converted must have had a subsidiary governed by the law of another Member State for more than two years. In addition, the Company has directly held all shares in numerous other companies in other Member States of the European Union for more than two years.
- 1.3 The conversion of the Company into the legal form of an SE does not result in its dissolution or the formation of a new legal entity. A transfer of assets does not take place due to the preservation of the identity of the legal entity. Instead, the Company continues to exist in the legal form of an SE under the name "zooplus SE." Consequently, and due to the identity of the legal entity, the participation of the shareholders in zooplus SE remains unchanged. The conversion will have no effect on the Company's stock exchange listing and the stock exchange trading of the shares, nor on the existing inclusion of the shares in stock exchange indices.
- 1.4 Shareholders who object to the conversion will not receive an offer of cash compensation in accordance with the statutory provision.

Section 2

Effective Date of the Conversion

The conversion shall become effective upon its registration in the commercial register of the District Court (Amtsgericht) of Munich that is relevant for the Company (the effective date by registration hereinafter referred to as the "**Conversion Date**").

Section 3

Company name, registered office, articles of association and share capital of zooplus SE

- 3.1 The name of the SE is "zooplus SE."
- 3.2 The registered office of zooplus SE will continue to be in Munich, Germany, which is also where the Company's head office is located.
- 3.3 zooplus SE will adopt the Articles of Association attached as an **Annex** to these Terms of Conversion, which are an integral part of these Terms of Conversion.
- 3.4 The share capital of the Company in the amount existing as of the Conversion Date (currently EUR 7,149,178.00) and in the division existing as of the Conversion Date (currently a total of 7,149,178 ordinary bearer shares as no-par value shares) will continue to be the share capital of zooplus SE. The notional interest in the share capital of the individual no-par value shares of currently EUR 1.00 shall remain unchanged as it exists as of the Conversion Date.
- 3.5 The persons and companies who are shareholders of the Company as of the Conversion Date shall become shareholders of zooplus SE to the same degree in the share capital of zooplus SE and with the same number of no-par value shares as they directly hold in the share capital of zooplus AG as of the Conversion Date. Existing third-party rights to shares in the Company or to their subscription shall continue to exist for the shares of the future zooplus SE.
- 3.6 As of the Conversion Date, the following shall correspond:
 - The share capital amount and the division of the share capital of zooplus SE pursuant to Section 5 (1) of the Articles of Association of zooplus SE and the share capital and the division of the share capital of zooplus AG pursuant to Section 5 (1) of the Articles of Association of zooplus AG.
 - The authorized capital of zooplus SE pursuant to Section 5 (6) of the Articles of Association of zooplus SE in scope and structure and the authorized capital of zooplus AG pursuant to Section 5 (6) of the Articles of Association of zooplus AG (Authorized Capital 2021).

- The conditional capital of zooplus SE pursuant to Section 5 (4) of the Articles of Association of zooplus SE in scope and structure and the conditional capital of zooplus AG pursuant to Section 5 (4) of the Articles of Association of zooplus AG (Conditional Capital 2016).
- The conditional capital of zooplus SE pursuant to Section 5 (8) of the Articles of Association of zooplus SE in scope and structure and the conditional capital of zooplus AG pursuant to Section 5 (8) of the Articles of Association of zooplus AG (Conditional Capital 2018/I).
- The conditional capital of zooplus SE pursuant to Section 5 (9) of the Articles of Association of zooplus SE in scope and structure and the conditional capital of zooplus AG pursuant to Section 5 (9) of the Articles of Association of zooplus AG (Conditional Capital 2020/I).
- The conditional capital of zooplus SE pursuant to Section 5 (10) of the Articles of Association of zooplus SE in scope and structure and the conditional capital of zooplus AG pursuant to Section 5 (10) of the Articles of Association of zooplus AG (Conditional Capital 2021).

Any changes with regard to the amount and division of the share capital or the amounts of authorized capital and conditional capital of zooplus AG that occur prior to the Conversion Date shall also apply to zooplus SE. The Supervisory Board of zooplus AG (alternatively, the Supervisory Board of zooplus SE) is authorized and at the same time instructed to make any amendments to the Articles of Association of zooplus SE attached to these Terms of Conversion as an **Annex** resulting from the foregoing prior to registration of the conversion in the commercial register of the District Court of Munich relevant for the Company.

Section 4

Continued validity of resolutions of the General Meeting of zooplus AG

- 4.1 Resolutions (in particular authorizations granted outside the Articles of Association) of the General Meeting of zooplus AG shall continue to apply unchanged to zooplus SE to the extent that they have not yet been implemented as of the Conversion Date.

4.2 This applies specifically to

- the authorization granted by resolution of the General Meeting of June 13, 2018 under Agenda Item 6, letter a), to grant subscription rights to members of the Management Board of zooplus AG, to members of executive bodies of affiliated companies in Germany and abroad, and to selected managers and employees of zooplus AG and affiliated companies in Germany and abroad (Stock Option Program 2018);
- the authorization granted by resolution of the General Meeting of June 25, 2020 under Agenda Item 6, letter a), to grant subscription rights to members of the Management Board of zooplus AG (Stock Option Program 2020);
- the authorization granted by resolution of the General Meeting of June 25, 2020 under Agenda Item 7 to acquire treasury shares in accordance with Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) and to use treasury shares with the possible exclusion of subscription rights; and
- the authorization granted by resolution of the General Meeting of May 20, 2021 under Agenda Item 9, letter a), to grant subscription rights to members of the Management Board of zooplus AG, to members of executive bodies of affiliated companies in Germany and abroad, and to selected managers and employees of zooplus AG and affiliated companies in Germany and abroad (Stock Option Program 2021).

As a result of the conversion, the aforementioned authorizations relate to shares of zooplus SE instead of shares of zooplus AG as of the Conversion Date and shall otherwise continue to apply at zooplus SE in the version and to the extent existing as of the Conversion Date.

Section 5

Dualistic system; corporate bodies of zooplus SE

5.1 Pursuant to Section 7 of the Articles of Association of zooplus SE, zooplus SE has a dualistic management and supervisory system consisting of a management body

(Management Board) as defined by Articles 38 letter b) and 39 (1) of the SE Regulation, as well as a supervisory body (Supervisory Board) as defined by Articles 38 letter b) and 40 (1) of the SE Regulation.

- 5.2 The executive bodies of zooplus SE are therefore the Supervisory Board, the Management Board and the General Meeting, as was previously the case at zooplus AG.

Section 6 Management Board

- 6.1 Pursuant to Section 8 (1) and (2) of the Articles of Association of zooplus SE, the Management Board shall continue to consist of one or more persons appointed by the Supervisory Board. The Supervisory Board determines the specific number of members of the Management Board. In accordance with Section 8 (2) of the zooplus SE Articles of Association, the term of appointment shall not exceed five years. Reappointments are permitted.
- 6.2 The offices of the members of the Management Board of the Company shall end as of the Conversion Date.
- 6.3 Notwithstanding the responsibility of the Supervisory Board of zooplus SE under stock corporation law to make decisions in accordance with Article 39 (2) sentence 1 of the SE Regulation regarding the appointment of the members of the Management Board of zooplus SE, it is to be assumed that the following persons who are already current members of the Company's Management Board be appointed as members of the Management Board of zooplus SE: Dr. Cornelius Patt, Andreas Maueröder and Dr. Mischa Ritter.

Section 7 Supervisory Board

- 7.1 Pursuant to Section 11 (1) of the Articles of Association of zooplus SE, a Supervisory Board shall be formed at zooplus SE and consist of six members as was previously the case at zooplus AG.

- 7.2 All members of the Supervisory Board of zooplus SE shall be elected by the General Meeting without being bound by election proposals, as was previously the case at zooplus AG.
- 7.3 In accordance with Section 11 (2) of the Articles of Association of zooplus SE, the members of the Supervisory Board of zooplus SE are appointed for the period that terminates with the end of the General Meeting that resolves on their discharge for the fourth financial year after the beginning of their term of office, excluding the year in which their term of office begins, and no longer than six years. The General Meeting may determine a shorter term of office. Reappointments, including multiple reappointments, are permissible.
- 7.4 The offices of the members of the Supervisory Board of zooplus shall continue to exist due to the continuity of offices pursuant to Section 203 sentence 1 of the German Transformation Act (Umwandlungsgesetz – UmwG) in conjunction with Article 15 (1) SE Regulation upon the occurrence of the Conversion Date. Therefore, the members of the Supervisory Board of zooplus SE shall be the persons who are members of the Supervisory Board of zooplus AG at the Conversion Date. Subject to any other resolution of the General Meeting, any court appointment or other changes in the persons who are members of the Company's Supervisory Board prior to the Conversion Date – and particularly in accordance with the Investor Agreement concluded with Zorro Bidco S.à r.l. on August 13, 2021 – the following persons who are the current members of the Supervisory Board of zooplus AG shall therefore be members of the Supervisory Board of zooplus SE: Karl-Heinz Holland (current chairperson of the Supervisory Board of zooplus AG), Moritz Greve (current vice-chairperson of the Supervisory Board of zooplus AG), David Shriver, Dr. Norbert Stoeck, Christine Cross and Tjeerd Jegen.
- 7.5 The terms of office of the members of the Supervisory Board of zooplus SE in each case correspond to the duration of the remaining terms of office of the respective members of the Supervisory Board of zooplus AG as of the Conversion Date. Subject to a different resolution by the General Meeting, a possible court appointment, or other changes in the terms of office of the Company's Supervisory Board members prior to the Conversion Date, the terms of office of the Supervisory Board members of zooplus SE shall correspond to the following terms of office that already apply currently to the members of the Supervisory Board of zooplus AG:

- As of the current status, the terms of office the zooplus AG Supervisory Board members Karl-Heinz Holland, Moritz Greve, David Shriver and Norbert Stoeck shall end at the end of the General Meeting that resolves on their discharge for the 2025 financial year (i.e., presumably the General Meeting in 2026).
- The terms of office of the other zooplus AG Supervisory Board members, Christine Cross and Tjeerd Jegen, shall end as of the end of the General Meeting that resolves on their discharge for the 2024 financial year (i.e., presumably the General Meeting in 2025).

Section 8

Special rights and special benefits

- 8.1 No special rights are granted to persons as defined by Section 194 (1) no. 5 UmwG and/or Article 20 (1) sentence 2 letter f) of the SE Regulation, and no special measures are provided for these persons. For reasons of legal precaution, it is highlighted that special rights, such as conversion, option and profit participation rights, of holders of securities other than shares remain unaffected due to the continuity principle; the special rights continue unaffected in the legal form of the SE. No special measures are envisaged for the holders of these rights.
- 8.2 No special benefits have been or shall be granted in the course of the Conversion to persons as defined by Article 20 (1) sentence 2 letter g) of the SE Regulation. For reasons of legal precaution, it is highlighted that, notwithstanding the decision-making competence of the Supervisory Board of zooplus SE under stock corporation law, it is to be assumed that the zooplus AG Management Board members currently in office shall be appointed as members of the Management Board of zooplus SE (see 0above). In addition, all members of the Supervisory Board of zooplus AG in office as of the Conversion Date will become members of the Supervisory Board of zooplus SE upon the Conversion Date (see 0). Notwithstanding the decision-making ability of the Supervisory Board of zooplus SE under stock corporation law, it is currently assumed that Karl-Heinz Holland shall be re-elected as the chairperson of the Supervisory Board and Moritz Greve is to be re-elected as the vice-chairperson of the Supervisory Board of zooplus SE.

Section 9

Information on the procedure for the involvement of employees in zooplus SE, its affected subsidiaries and affected operations

9.1 Employee involvement in the zooplus Group

zooplus AG and its German subsidiaries are not subject to any form of corporate co-determination. There is also no form of corporate co-determination at zooplus AG's foreign subsidiaries.

There are no works councils, central works councils or group works councils at the Company, its German subsidiaries or their respective operations. Some zooplus Group companies in other European Union Member States have employee representative bodies in accordance with the respective national requirements. The zooplus Group currently has no employees in other signatory states to the Agreement on the European Economic Area, nor does the zooplus Group currently have any companies that are subject to the laws of other signatory states to the Agreement on the European Economic Area.

There is no European Works Council or similar employee representation body at European level at the Company.

9.2 Necessity of a procedure for the involvement of employees and setting of objectives

In connection with the conversion of zooplus AG into a European Company (SE), a procedure for the involvement of employees in the future zooplus SE is required by law. "Involvement of employees" refers to any procedure, including information, consultation and co-determination, through which employee representatives can influence decision-making within the Company.

The objective of the procedure for employee involvement is to conclude an agreement regarding employee involvement at zooplus SE, particularly for the procedure for informing and consulting the employees. For this purpose, a so-called special negotiating body of employees (hereinafter the "**SNB**") shall be formed with the task of negotiating the involvement of the employees in the future zooplus SE with the Company's Management Board as the Company converts its legal form and to

stipulate this in a written agreement.

zooplus SE can be entered into the commercial register of the District Court of Munich relevant for the Company only when the procedure for the involvement of employees has been completed, in other words, when an agreement on the involvement of employees in the SE has been concluded, the statutory negotiation period has expired without agreement, or the procedure has otherwise been concluded.

9.3 Information of the employees and request for the formation of the SNB

The initiation of the procedure for the involvement of the employees is carried out in accordance with the provisions of the SEBG. In this respect, the law provides that the management of the participating companies, which in this case is the Management Board of zooplus AG, shall inform the employees or their respective employee representations (if any) of the Conversion Plan and request them to form the SNB. In principle, the procedure is to be initiated without request and without undue delay after the disclosure of the Conversion Plan by the Management Board; the disclosure shall be made by filing the Conversion Plan with the Company's relevant commercial register.

The information and request, however, can also be made at an earlier date. This was done by the Management Board of zooplus AG on July 15, 2021 (see Section 9.9 below). The information to be provided to the employees or their representative bodies concerned shall cover (i) the identity and structure of zooplus AG, the subsidiaries and operations concerned and their distribution among the Member States, (ii) the employee representative bodies existing in these companies and operations, (iii) the number of employees employed in each of these companies and operations and the total number of employees employed in a Member State to be calculated therefrom, and (iv) the number of employees entitled to co-determination rights in the bodies of these companies.

9.4 Formation and composition of the SNB

It is provided by law that the employees or their representative bodies concerned shall elect or appoint the members of the SNB, consisting of employee representatives of all Member States concerned, within ten weeks after the employees or

their representative bodies concerned have been informed as described in Section 9.3. It is the task of the SNB to negotiate with the Company's management on the structure of employee involvement and define the involvement rights of employees in the SE.

The formation and composition of the SNB are essentially governed by German law. The allocation of seats on the SNB to individual Member States at SEs who have established themselves with a registered office in Germany must be allocated in such a way that each Member State where employees of the zooplus Group are employed receives at least one seat on the SNB. Furthermore, the number of members from a Member State on the SNB shall increase by one member in each case where the number of employees employed in the Member State exceeds a threshold of 10%, 20%, or 30%, etc. of all employees of the zooplus Group employed in Member States.

The zooplus Group does not currently employ any staff in any Member States who are signatories to the Agreement on the European Economic Area and not also Member States of the European Union. In accordance with the statutory requirements and based on the number of employees in the respective Member States of the European Union as of July 15, 2021 (the date of information pursuant to Section 9.3), the Member States of the European Union account for a total of 15 seats on the SNB according to the following distribution:

Member State	Number of employees	Share of employees (in %, rounded)	Number of members in the SNB
Germany	466	50.60	6
Poland	185	20.09	3
Spain	133	14.44	2
Austria	49	5.32	1
Netherlands	39	4.23	1

France	35	3.80	1
Italy	14	1.52	1
Total:	921	100.00	15

The SNB would be newly composed should, in the course of the SNB's activities, a change occur in the structure or number of employees at the Company, subsidiaries and operations concerned, which could cause a change in the specific composition of the SNB.

For the election or appointment of SNB members by other Member States, national rules apply. Therefore, various procedures are used, such as the primary election or appointment by works councils or trade unions. In Germany, the relevant members of the SNB are elected by the employees of zooplus AG and its German subsidiaries and operations through a direct, secret ballot under the supervision of an election committee that is to be elected in advance by the employees. The election or appointment of members and the constitution of the SNB are fundamentally the responsibility of the employees and their relevant employee representative bodies or the trade unions responsible for them.

9.5 Negotiation procedure

The Management Board of zooplus AG shall be notified of the names of all members of the SNB by the respective Member States (including any substitute members) within the statutory period of ten weeks. The Management Board of zooplus shall then invite the respective members of the SNB to its constituent meeting.

On the day the SNB is constituted, the procedure for forming the SNB ends and negotiations with the SNB begin, for which a maximum period of six months is stipulated by law; this maximum period may be extended to a total of up to one year by mutual agreement between the negotiating parties, namely the Management Board of zooplus AG and the SNB (Section 20 SEBG).

The negotiation procedure shall also take place when the statutory period of ten weeks for the election or appointment of individual or all members of the SNB is exceeded for reasons for which the employees are responsible. Members who are subsequently elected or appointed, i.e., particularly during negotiations already in

progress, may participate in the negotiation procedure at any time. A member who joins in the course of ongoing negotiations must accept the negotiation status provided to him or her at that time. The entitlement to an extension of the six-month negotiation period does not exist.

The objective of the negotiations between the Management Board of zooplus AG and the SNB is to conclude an agreement on the involvement of employees in zooplus SE (Employee Involvement Agreement). The subject of the negotiations shall be especially the determination of the procedure for informing and consulting employees either through the formation of an SE works council or in some other manner.

The negotiation procedure may alternatively lead to the following results:

- An agreement is concluded between the Management Board of the Company converting its legal form, zooplus AG, and the SNB regarding the involvement of the employees in zooplus SE (Employee Involvement Agreement): In this case, the involvement rights of the employees in zooplus SE are governed by this agreement. In the present case of a form-changing conversion into an SE, the Employee Involvement Agreement must, pursuant to Section 21 (6) SEBG, ensure at least the same extent with regard to all components of employee involvement as exists at zooplus AG as the form-changing company. For further details on the Employee Involvement Agreement, please refer to Section 9.6 below.
- In the negotiation process, no agreement has been reached within the statutory negotiation period of Section 20 SEBG. In this case, a statutory default provision applies. Accordingly, pursuant to Section 22 (1) no. 2 SEBG, an SE works council would need to be established at zooplus SE by operation of law. The rights and obligations shall arise specifically from Sections 22 through 33, Section 41 SEBG. However, even under the statutory default provision, the Supervisory Board of zooplus SE would continue to consist solely of shareholder representatives, as is the case with the Supervisory Board of zooplus AG. For further details on the statutory default provision, please refer to Section 9.7 below.
- Pursuant to Section 16 (1) SEBG, the SNB resolves not to enter into negotiations or to break off negotiations. Under certain circumstances, the SNB may

decide not to enter into negotiations or to break off negotiations that have already been entered into pursuant to Section 16 (1) SEBG. The resolution requires a majority of two-thirds of the members of the SNB representing at least two-thirds of the employees in at least two Member States. Such a resolution terminates the negotiation procedure without the statutory default provisions applying, with the consequence that no SE works council would have to be established at zooplus SE. Instead, the provisions for information and consultation that apply in the Member States would apply (Section 16 [1] sentence 3 SEBG). In this case, the Supervisory Board of zooplus SE would continue to consist solely of shareholder representatives, as is the case of the Supervisory Board of zooplus AG.

9.6 Agreement on the involvement of employees (Employee Involvement Agreement)

In order for the SNB to be able to conclude an agreement with the Company's management, i.e., in this case, the Management Board of zooplus AG, on the information and involvement of the employees, it must first adopt an internal resolution on the approval of the proposed and negotiated agreement that is to be adopted by a majority of the members who must also represent the majority of the represented employees. The agreement shall establish a procedure for the information and consultation of employees at the SE. This may be done by means of a procedure determined by the negotiating parties or by establishing an SE works council.

If an SE works council is formed, the scope of the agreement, the composition of the SE works council, the number of its members, the allocation of seats, the information and consultation powers, the associated procedure, the frequency of meetings, the financial and material resources to be provided, the date on which the agreement comes into effect and its term, as well as the cases in which the agreement is to be renegotiated and the procedure to be applied in this regard, are to be agreed pursuant to Section 21 (1) of the SEBG. The agreement shall also stipulate that further negotiations on the involvement of employees in zooplus SE will also be initiated prior to any structural changes to zooplus SE.

If no SE works council is established, the implementation modalities of the procedure or procedures for the information and consultation of the employees shall be determined in compliance with the aforementioned substantive requirements of

Section 21 (1) of the SEBG.

9.7 Statutory default provision

If an agreement on the involvement of employees is not reached within the period stipulated pursuant to Section 20 SEBG, and if the SNB does not decide not to commence negotiations or to break them off, the statutory default provisions shall apply (cf. Sections 22 through 38 SEBG). The application of the statutory default provisions may also be agreed upon by the Management Board of zooplus AG and the SNB in the Employee Involvement Agreement.

The application of the statutory default provisions pursuant to Sections 23 through 33 SEBG would result in the need for an SE works council to be established in accordance with Section 23 SEBG. The task of this works council would be to ensure the information and consultation of the employees in the SE. The council would be responsible for matters that concern the SE itself, one of its subsidiaries, or one of its operations in another Member State, or which go beyond the powers of the competent bodies at the level of the individual Member State (Section 27 SEBG). The SE works council would need to be informed and consulted about the development of the business situation and the prospects of zooplus SE in a joint meeting at least once per calendar year. The SE works council would also need to be informed and consulted during the year about extraordinary circumstances that have a significant impact on the interests of the employees. The composition of the SE works council and the election of its members would generally be governed by the provisions on the composition and appointment of SNB members.

The provisions on employee co-determination by operation of law in accordance with Sections 35 through 38 of the SEBG would not apply in the present case in accordance with Section 34 (1) no. 1 of the SEBG because zooplus SE is established by way of conversion and no provisions for employee co-determination on the Supervisory Board currently apply, i.e., prior to the conversion, at zooplus AG.

9.8 Costs of the negotiation procedure and formation of the SNB

The costs arising from the formation and activities of the SNB shall be borne by zooplus AG or, after the conversion takes effect, by zooplus SE. The obligation to bear costs includes the necessary and reasonable material and personal costs in

connection with the activities of the SNB, including negotiations, particularly for rooms and material resources (e.g., telephone, fax, literature, etc.), as well as the necessary travel and accommodation expenses of SNB members.

9.9 Procedural steps taken to date and current procedural status

The Company's Management Board initiated a procedure for involving the employees of zooplus SE by a letter dated July 15, 2021 ("**Employee Information Letter**"). The employees and their employee representatives concerned or their responsible trade unions of zooplus AG, its affected subsidiaries and affected operations were informed of the Conversion Plan by means of an Employee Information Letter in accordance with the described legal requirements and requested to form the SNB.

Within the statutory period of ten weeks following the Employee Information Letter, the Management Board of zooplus AG was informed of the names of all SNB members from the respective Member States (including any substitute members), with the exception of Austria and Italy. In Austria, appointments to the SNB are generally made by resolution of the works committee from among the works council members. If there is no works committee, this task is performed by the works council. However, since zooplus Austria GmbH currently has neither a works committee nor a works council, no member was appointed to the SNB for Austria, and there is no substitute election or appointment by another body in Austria or another Member State. The Austrian seat on the SNB therefore remains vacant for the time being. In Italy, no appointment of an SNB member attributable to Italy has been made by the competent trade unions within the period of ten weeks. The Italian seat on the SNB therefore also remains vacant for the time being.

In a letter dated October 4, 2021, the Management Board of zooplus AG invited the members of the SNB to its constituent meeting, which was held on October 19, 2021.

Section 10

Other implications of the conversion for the employees and their representative bodies

- 10.1 The employment relationship for employees of the zooplus Group remains unaffected by the conversion into the legal form of an SE; it shall continue unchanged after the conversion. Section 613a of the German Civil Code (Bürgerliches Gesetzbuch – BGB) does not apply to the conversion because there is no transfer of business due to the identity of the legal entities.
- 10.2 Any individual or collective agreements applicable to the employees of the zooplus Group shall continue to apply unchanged in accordance with the respective agreements.
- 10.3 The conversion has no effect on the existing employee representations in the zooplus Group.
- 10.4 The conversion also does not lead to any changes in the operational structure or organization. The identity of the operations under works constitution law is not affected by the conversion.
- 10.5 Other measures that could have an impact on the employees of the zooplus Group are not planned in the present context.
- 10.6 In the course of or due to the conversion, no other measures are planned or envisaged that would have an impact on the situation of the employees of the Company or the zooplus Group or their representatives.

Section 11

Auditor and first financial year

- 11.1 The Company currently assumes that the present auditor of the Company's financial statements and consolidated financial statements, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, will no longer be available as auditor of the Company's financial statements and consolidated financial statements as of the 2022 financial year. Due to the current admission of its shares to trading on the regulated market, the Company is considered a so-called public interest entity. For such companies, Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements for the statutory audit of public interest entities (Statutory Audit Regulation) provides for maximum terms for mandates of the statutory auditors. This statutory maximum term will be reached

at the end of the 2021 financial year with regard to the Company's current auditor of the annual financial statements and consolidated financial statements. Prior to the appointment of a new auditor of the annual financial statements and consolidated financial statements, a separate selection procedure must be carried out in accordance with Article 16 (3) of the Auditors Regulation. This selection procedure has already been initiated but not yet completed by the Company at the time of the preparation of the Terms of Conversion. As a result, the appointment of an auditor for the financial statements and consolidated financial statements for the first (abbreviated) financial year of zooplus SE cannot be made at this time. The appointment will be made in due course in accordance with the applicable statutory provisions.

- 11.2 The first (abbreviated) financial year of zooplus SE is the calendar year in which the conversion of the Company into zooplus SE is entered into the commercial register of the District Court of Munich having jurisdiction over the Company, i.e., the calendar year in which the Conversion Date occurs.

Section 12
Conversion costs

The Company shall bear the costs incurred in connection with the notarization of this Conversion Plan and its preparation and implementation up to the amount of EUR 500,000.00 stipulated in Section 24 (2) of the Articles of Association of zooplus SE."

* * *

Annex to the Terms of Conversion:

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 incidents 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 subsection 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."

* * *

2. Amendment of the resolution of the Ordinary General Meeting of the Company of May 20, 2021 under Agenda Item 8 regarding the remuneration of the members of the Supervisory Board and the revision of Article 14 of the Articles of Association of zooplus AG

The Ordinary General Meeting of the Company on May 20, 2021 passed a resolution on the system for the remuneration of the members of the Supervisory Board under Agenda Item 8, letter a), and in this context under letter b) of the aforementioned Agenda Item 8 resolved on a corresponding amendment to Article 14 of the Articles of Association of zooplus AG ("Remuneration of the Supervisory Board, D&O Insurance"). The General Meeting also resolved that the new version of Article 14 of zooplus AG's Articles of Association shall apply from the date on which the amendment to the Articles of Association becomes effective by virtue of its entry in the commercial register of the District Court of Munich, which has jurisdiction over the Company, and shall replace the previous provisions of Article 14 of the Articles of Association from this date (letter c) of the aforementioned Agenda Item 8.

The resolved amendment to the Articles of Association has not yet been registered and the new version of Article 14 of the Articles of Association has therefore not yet become effective. Consequently, the previous provisions in Article 14 of the Articles of Association continue to apply unchanged. The registration of the amendment to the Articles of Association shall now be retrieved in the short term, however, with the proviso that the

new provisions on the remuneration of the members of the Supervisory Board pursuant to Article 14 of the Articles of Association (in the version of the resolution of the General Meeting of May 20, 2021 under Agenda Item 8, letter b)) shall not only be applied with effect from the registration of the amendment to the Articles of Association in the commercial register but instead retroactively already as of June 1, 2021. Accordingly, the application of the new provisions on the remuneration of the Supervisory Board shall already apply from the point in time at which the provisions would presumably have been applicable if they had been registered as scheduled shortly after the General Meeting on May 20, 2021.

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

1. The resolution of the General Meeting of May 20, 2021 under Agenda Item 8, letter c), is amended and restated as follows:

"The new version of Article 14 of the Company's Articles of Association, as amended by the resolution of the General Meeting of May 20, 2021 under Agenda Item 8, letter b), shall apply retroactively from June 1, 2021 and shall replace the previous provisions of Article 14 of the Company's Articles of Association from that date."

2. Otherwise, the resolution of the General Meeting of May 20, 2021 under Agenda Item 8 remains unchanged.

II.

Virtual General Meeting

The Management Board with the Supervisory Board's consent, has, in accordance with the provisions of Section 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of March 27, 2020 (Federal Law Gazette I p. 569), namely in accordance with Section 1 (2) sentence 1 of the Act on the Measures in Corporate, Cooperative, Association, Foundation and Commonhold Property Law to Combat the Effects of the COVID-19 Pandemic, the validity of which was amended by Section 15 of the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Application due to Heavy Rain-fall and Floods in July 2021 and on the Amendment of Other Laws (Reconstruction Assistance

Act 2021 – AufbhG 2021) of September 10, 2021 (Federal Law Gazette I p. 4147) until August 31, 2022, as amended by the Act on the Further Shortening of the Residual Debt Relief Proceedings and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law and in Tenancy and Lease Law of December 22, 2020 (Federal Law Gazette I p. 3328) ("**COVID-19 Act**"), decided that the Extraordinary General Meeting shall be held without the physical presence of the shareholders or their proxies as a virtual General Meeting exclusively by way of electronic broadcast (no electronic participation) ("**Participation by way of electronic broadcast**"), and that the exercise of shareholder voting rights shall be possible only by way of written or electronic vote-by-mail or by granting a proxy, but not by way of electronic participation.

The video and audio broadcast of the entire General Meeting will be transmitted via the Company's website using the password-protected Investor Portal of zooplus AG ("**Investor Portal**"), which can be accessed at <https://investors.zooplus.com/annual-general-meeting>. Shareholders and proxies may not participate in the General Meeting physically, but only electronically via the Investor Portal and may only exercise their voting rights by way of written vote-by-mail or electronic vote-by-mail via the Investor Portal or by issuing a proxy (including issuing a proxy to the proxies appointed by the Company). For this purpose, shareholders must have registered with the Company by no later than the end of December 15, 2021 (midnight, CET) in the manner specified below under **Section III** ("Requirements for participation in the 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"), providing evidence of their right to participate. On the day of the General Meeting, December 22, 2021, they can then register electronically on the Company's website at

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

via the Investor Portal using the access data provided on the registration confirmation sent to them and follow the General Meeting by way of electronic broadcast from the beginning of the General Meeting at 12 noon (CET) until its conclusion. The electronic broadcast does not enable electronic participation in the 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 in due time to participate in the General Meeting by way of electronic broadcast cannot connect via the Investor Portal.

The Investor Portal is expected to be available for shareholders (and their proxies, if applicable) who have duly registered on time from December 1, 2021 (0:00 CET) in accordance with

the record date, see **Section III.** below. After the electronic connection via the Investor Portal, participants will be able to follow the entire General Meeting in video and audio in real-time. Using the Investor Portal, shareholders (and, if applicable, their proxies) can exercise their voting rights by way of electronic communication using electronic vote-by-mail, as well as issue powers of attorney and instructions to the Company's proxies. Details on exercising voting rights are described below under **Section IV.** ("Procedure for vote-by-mail"), the details for granting proxies are explained below under **Section V.** ("Powers of attorney; procedures for voting by proxy; proxies").

Duly registered shareholders and shareholder representatives have the right to ask questions by way of electronic communication. The details are explained below under **Section VI.** ("Shareholders' rights").

Shareholders and shareholder representatives who have exercised their voting rights have the opportunity to declare their objection to a resolution of the General Meeting by electronic means for the record of the notary public. The objection must be declared starting from its beginning by the end of the General Meeting exclusively by means of electronic communication via the Investor Portal. A personal appearance at the General Meeting is neither required nor possible for declaring objections.

III.

Requirements for participation in the 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 in good time using one of the following contact options in German or English and have provided proof of their right are entitled to participate in the General Meeting by electronic means and exercise their shareholder rights, particularly their voting rights:

zooplus AG
c/o Computershare Operations Center
80249 Munich
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 December 1, 2021 (0.00 a.m. (CET)) ("**Record Date**") and must be received by the Company together with the registration no later than the end of December 15, 2021 (midnight)(CET). 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 persons who have provided proof of share ownership as of the record date shall be deemed to be shareholders for the purpose of participating in the General Meeting by electronic means or exercising voting rights. Changes in the shareholding after the record date are of no significance in this respect. Persons who do not yet hold any shares as of the record date and only become shareholders after that date are only entitled to participate and vote for the shares they hold 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 General Meeting by electronic broadcast and to exercise their voting rights if they sell their shares after the record date. The record date has no effect on the saleability of the shares and has no significance for 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 duly authorized representatives a registration confirmations for the electronic broadcast of the General Meeting.

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

IV.

Procedure for vote-by-mail

Shareholders and shareholder representatives may exercise their voting rights by way of electronic communication by means of electronic vote-by-mail or written vote-by-mail (or by granting a power of attorney, including to the Company's proxies. For more information, please refer to **Section V.** ["Powers of attorney; procedures for voting by proxy; proxies"]). Participation in

the General Meeting by way of electronic broadcast is not required for the exercise of voting rights. Please note that proper registration for the General Meeting in the manner specified above under **Section III**("Requirements for participation in the 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") is required in order to vote 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 provided proper evidence of their share ownership for the General Meeting.

Votes may be cast by electronic vote-by-mail both before and during the General Meeting via the Investor Portal accessible via the Company's website at <https://investors.zooplus.com/annual-general-meeting>. Registered shareholders and shareholder representatives may cast their votes as of December 1, 2021 (0:00 CET) in accordance with the record date (see **Section III**. above) and thus prior to the start of the General Meeting on December 22, 2021 at 12 noon (CET) using the access data provided on the registration confirmation sent to them, as well as via the Investor Portal on the Company's website at <https://investors.zooplus.com/annual-general-meeting>. The opportunity to cast votes ends with the start of the counting of votes and after the corresponding announcement by the meeting's chairperson. Authorized intermediaries, proxy advisors, shareholder associations or persons treated as such pursuant to Section 135 (8) AktG may also use electronic vote-by-mail. Further information on voting by electronic vote-by-mail can also be found on the registration confirmation sent to duly registered shareholders as well as on the Company's website at <https://investors.zooplus.com/annual-general-meeting>.

To vote by written vote-by-mail, shareholders and shareholder representatives may use the form sent with the registration confirmation, which will be sent to shareholders after they have registered in due form and time 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 may also be requested from the Company using the following contact details:

zooplus AG
c/o Computershare Operations Center
80249 Munich

or
Email: anmeldestelle@computershare.de

For organizational purposes, votes cast by written vote-by-mail or by e-mail must be received by the Company no later than the close of December 21, 2021 (midnight, CET) at one of the aforementioned contact options.

V.

Powers of attorney; procedures for voting by proxy; 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 proxy 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 require text form (Section 126b BGB) if neither an intermediary nor a shareholders' association, a proxy advisor or a person equivalent to these pursuant to Section 135 (8) AktG is authorized.

A form for granting a power of attorney will be sent with the registration confirmation to the shareholders after the registration in due form and time as described above. 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 details:

zooplus AG
c/o Computershare Operations Center
80249 Munich

or

Email: anmeldestelle@computershare.de

Powers of attorney can also be issued via the Company's website at <https://investors.zooplus.com/annual-general-meeting> via the Investor Portal.

Intermediaries, shareholder associations, proxy advisors or persons equivalent to these pursuant to Section 135 (8) AktG may, if they are themselves authorized, provide for different regulations, which must be enquired about with the respective person to be authorized.

The power of attorney may be granted and revoked vis-à-vis the proxy or granted and revoked or proven vis-à-vis the Company. If a proxy is granted and revoked vis-à-vis the Company or if proof of a proxy granted vis-à-vis an authorized representative or of its revocation vis-à-vis the Company is required, please send it in good time to one of the aforementioned contact options. The granting of a 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 also be made on the day of the General Meeting until the beginning of the counting of votes and after corresponding announcement by the chairperson of the meeting via the Company's website under <https://investors.zooplus.com/annual-general-meeting> via the Investor Portal.

The electronic participation of the proxy, as well as the exercise of shareholder rights via the Investor Portal, requires that the proxy receives the access data sent with the registration confirmation from the grantor of the power of attorney. The use of the access data by the proxy is also deemed to be proof of authorization.

Intermediaries, shareholder associations, proxy advisors and persons equivalent to these pursuant to Section 135 (8) AktG, as well as other shareholder representatives representing several shareholders, are recommended to contact the registration office at the following address prior to the General Meeting regarding the exercise of voting rights:

zooplus AG
c/o Computershare Operations Center
80249 Munich

or

Email: anmeldestelle@computershare.de

In addition, the Company offers its shareholders the opportunity to be represented by proxies appointed by the Company and bound by the instructions of the respective shareholder. Even in the case of authorization of proxies appointed by the Company, registration and proof of share ownership must be provided in due form and time in accordance with the above provisions.

If proxies appointed by the Company are authorized, they must in any case be given express and unambiguous instructions for exercising the voting right. If no explicit or no clear instructions have been given, the proxies appointed 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 appointed by the Company will not accept instructions to speak, to object to resolutions of the General Meeting or to ask questions or propose motions, either in advance of or during the General Meeting.

The proxies appointed by the Company must be authorized and instructed in text form or by way of 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 appointed by the Company and bound by instructions may also be issued using the proxy and instruction forms provided for this purpose, which shareholders will receive with the 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 details:

zooplus AG
c/o Computershare Operations Center
80249 Munich

or

Email: anmeldestelle@computershare.de

The completed power of attorney and instruction form can also be sent to one of the aforementioned contact options. For organizational reasons, authorizations to exercise voting rights and instructions to the proxies appointed by the Company in text form must be received by the Company at one of the aforementioned contact options by no later than the end of December 21, 2021 (midnight, CET). This also applies in the event of a change or revocation of a previously issued power of attorney or instruction, regardless of whether the power of attorney or instruction was issued in text form or via the Investor Portal, provided that the change or revocation of the power of attorney or instruction is made in text form .

Via the Company's website at <https://investors.zooplus.com/annual-general-meeting> via the Investor Portal, it is possible to grant a power of attorney and issue instructions for the exercise of voting rights by proxies appointed by the Company as well as to amend and revoke previously issued powers of attorney and instructions even on the day of the General Meeting until the beginning of the counting of votes and after corresponding announcement by the chairperson of the meeting.

Further information on the proxy procedure can also be found on the confirmation of registration and the form for granting a power of attorney sent to you as well as on the Company's

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

VI. Shareholders' rights

In the run-up to or at the General Meeting, shareholders are entitled to the following rights, among others, pursuant to 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 electronic communication). Further explanations can be found on the Internet at <https://investors.zooplus.com/annual-general-meeting>.

1. Request for an addition to the agenda

Shareholders whose shares together amount 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. The request must be made in writing to the Company's Management Board at the following address:

zooplus AG
Management Board
Sonnenstrasse 15
80331 Munich

The request must be received by the Company no later than the end of November 21, 2021 (midnight, CET). 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 hold the shares until the decision of the Management Board on the request.

Additions to the agenda to be announced will be published in the Federal Gazette without undue delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the 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. Counter motions must be accompanied by a statement of grounds; election proposals do not need to be substantiated.

Counter motions and election proposals must be sent exclusively 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

Counter motions or election proposals addressed otherwise will not be considered.

Counter motions and election proposals received in good time by 14 days before the day of the General Meeting, i.e., by no later than the end of December 7, 2021 (midnight, CET), under one of the aforementioned contact options will be published without delay on the Internet at <https://investors.zooplus.com/annual-general-meeting>, including the name of the shareholder and the grounds, insofar as they are to be made available to the other shareholders. Any comments by the administration will also be published at this Internet address.

The Company may refrain from publishing a counter motion and any statement of grounds as well as a proposal for election under the conditions set out in Sections 127 sentence 1 and 126 (2) AktG.

Except in the cases of Sections 127 sentence 1, 126 (2) AktG, the Management Board is also not required to make available election proposals from shareholders if these do not contain the name, the profession exercised and the 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 of other supervisory boards to be formed by law.

Shareholder motions or election proposals which are to be made available pursuant to Section 126 or Section 127 AktG are deemed to have been made at 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 legitimized and registered for the 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 may also stipulate, with the approval of the Supervisory Board, that questions must be submitted no later than one day prior to the General Meeting (Section 1 (2) sentence 2, 2nd half-sentence of the COVID-19 Act). The Management Board of zooplus AG has made use of this option with the approval of the Supervisory Board.

Shareholders who have duly registered (see **Section III.** above "Requirements for participation in the 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 pursuant to Section 1 (2) sentence 1 no. 3 of the COVID-19 Act. Any questions must be submitted to the Company by way of electronic communication no later than one day prior to the General Meeting, i.e., no later than the end of December 20, 2021 (midnight, CET). Questions may be submitted in German only. Questions submitted after the expiry of the aforementioned deadline or questions not submitted in German will not be considered.

Questions may be submitted only by registered shareholders and shareholder representatives using the access data provided on the registration confirmation sent to them via the Company's website at <https://investors.zooplus.com/annual-general-meeting> via the Investor Portal. Pursuant to Section 1 (2) sentence 2, 1st half-sentence of the COVID-19 Act, the Management Board shall decide how to answer questions at its own dutiful discretion.

Questions submitted will be answered at the General Meeting on December 22, 2021. In principle, it is possible to name the questioners in the course of answering the questions. The right to answer *frequently asked questions* (FAQ) in advance on the Company's website at <https://investors.zooplus.com/annual-general-meeting> is reserved.

VII.

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

At the time of convening this 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 (no-par value shares), each share carrying one vote. The total number of voting rights is therefore 7,149,178. The Company does not hold any treasury shares.

VIII.

Publications on the website

The notice convening this General Meeting, any documents to be made available to the 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 General Meeting, any counter motions, election proposals and supplementary shareholder requests to be made available, further explanations of the rights of shareholders set out above 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 way of electronic communication) and further information are available on the Company's website at <https://investors.zooplus.com/annual-general-meeting>. The results of the voting will also be published under that link after the General Meeting.

IX.

Information on data protection for shareholders and their representatives

In connection with the General Meeting, zooplus AG, as the controller as defined by Article 4 No. 7 of the **General Data Protection Regulation ("GDPR")**, processes personal data (surname and first name, address, email address, number of shares, class of shares, type of ownership of the shares and 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 this data directly from the shareholder or the shareholder's custodian bank. The data is processed only to enable shareholders and shareholder representatives to exercise their rights in the context of the General Meeting and to comply with the legal provisions of a General Meeting, including the provisions of the COVID-19 Act on the conduct of a virtual General Meeting. The legal basis for this processing is Article 6 (1) letter c) of the GDPR. We take the liberty of storing the personal data processed in connection with the General Meeting for a period of ten years unless there is a legitimate interest in storing the data for longer in the event of a judicial or extrajudicial dispute on the

occasion of the General Meeting. After expiry of the storage period, the data will either be anonymized or deleted.

The service providers commissioned for the purpose of preparing, conducting and following up on the General Meeting only receive the personal data that is required for the performance of their activities; the data is processed exclusively in accordance with the instructions of zooplus AG.

In the case of requests for additions to the Agenda pursuant to Section 122 (2) AktG and in the case of counter motions and election proposals by shareholders, these will be made publicly accessible together with the name of the shareholder making the request for additions or the counter motion or the shareholder submitting the election proposal (see **Section VI**. "Shareholders' rights," Items 1 and 2). If shareholders make use of their right to submit questions in advance of the virtual General Meeting, the questions will be dealt with in the General Meeting, if applicable, by mentioning their name. This can be noted by other participants in the virtual General Meeting. This data processing by mentioning the name of the respective shareholder is necessary to protect the legitimate interest of the Company in making the virtual General Meeting as similar as possible to a physical General Meeting. The legal basis for this processing is Article 6 (1) f) of the GDPR.

Pursuant to Section 129 (1) sentence 2 AktG, a list of shareholders and shareholder representatives attending or represented at the General Meeting must be drawn up, stating their names and places of residence as well as the number of shares represented by each, and containing the relevant personal data.

When the legal requirements are met, every shareholder has the right of access to the personal data collected in accordance with Article 15 of the GDPR, correction of the data in accordance with Article 16 of the GDPR, deletion of the data in accordance with Article 17 of the GDPR, restriction of the processing of the personal data in accordance with Article 18 of the GDPR, transfer of certain personal data to them or to a third party designated by them in accordance with Article 20 of the GDPR and objection in accordance with Article 21 of the GDPR.

Our Data Protection Officer is available for these and other inquiries:

zooplus AG
Data Protection Officer
c/o HWDData GmbH

Dr. Philipp Herrmann
Leonrodstr. 54
80636 Munich
Email: ph@hwdata.de

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

X.

Technical information about the virtual General Meeting

You will need an Internet connection and an Internet-capable terminal device to participate by way of electronic broadcast and to use the Investor Portal and exercise shareholder rights. A stable Internet connection with sufficient transmission speed is recommended in order to be able to optimally play back the video and audio transmission of the General Meeting.

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

To access the Company's Investor Portal, you will need your registration confirmation, which you will receive unsolicited after proper registration. This registration confirmation contains your individual access data, which you can use to log in to the Investor Portal on the login page.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual General Meeting, it is recommended to the extent possible to exercise the shareholder rights (particularly voting rights) **as early as before the beginning of the General Meeting**. Via the Investor Portal, the exercise of voting rights is possible for registered shareholders and shareholder representatives as of December 1, 2021 (0.00 a.m. (CET)) in accordance with the record date, see **Section III.** above.

XI.

Note on availability of video and audio transmission

Shareholders can follow the entire Virtual General Meeting via video and audio transmission on the Internet. The video and audio transmission of the virtual General Meeting and the availability of the Investor Portal may be subject to fluctuations according to the current state of

technology due to restrictions in the availability of the telecommunications network and the restriction of 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 third-party network elements used, the transmission of video and audio, or 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 providers used, unless there is intent. For this reason, the Company recommends making use of the above-mentioned options for exercising rights, in particular voting rights, at an early stage.

Time information:

Unless expressly stated otherwise, all time information in this invitation to the Annual General Meeting is given in Central European Time (CET) applicable to Germany. Coordinated Universal Time (UTC) corresponds to Central European Time (CET) minus one hour.

Binding nature of votes (information according to Table 3 of the Implementing Regulation (EU) 2018/1212):

Shareholders and their proxies have the option to exercise their voting rights by postal vote or by authorising the proxies appointed by the Company (as described in more detail above). The scheduled votes on agenda items 1 and 2 are binding (in the format pursuant to Implementing Regulation (EU) 2018/1212). Shareholders may vote "Yes" (in favour/VF), "No" (against/VA) or abstain from voting (abstention/AB) on all votes.

Munich, November 2021

zooplus AG

The Management Board