

- Non-binding convenience translation -

Notice:

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

Please take note of the special conditions for participating in the virtual Annual General Meeting entirely by means of the electronic broadcast (no electronic participation) and exercising voting rights by way of vote-by-mail and the granting of power of attorney to a company proxy.



zooplus SE

Munich

ISIN DE0005111702

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

We hereby invite our shareholders to join us on
Thursday, May 19, 2022, at 3 pm (CEST),
for the
Ordinary Annual General Meeting.

The meeting shall take place
without the physical presence of the shareholders or their proxies
at the registered offices of
zooplus SE,
Sonnenstrasse 15,
80331 Munich, Germany.

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

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

by way of electronic video and audio broadcast (no electronic participation as defined by Section 118 [1] sentence 2 AktG) to the shareholders and their proxies.

Introductory Remarks

Against the background of the COVID-19 pandemic, which is continuing in 2022, and particularly in view of the constantly high infection figures at the company's headquarters in Munich, the Management Board of zooplus SE has decided, with the approval of the Supervisory Board, to once again make use of the corresponding provisions of the legislator to mitigate the consequences of the COVID-19 pandemic for this year's Ordinary Annual General Meeting to continue to avoid health risks to the shareholders, the internal and external employees and the members of the company's executive bodies.

Shareholders should be able to exercise their voting rights and right to ask questions and right to object on the date indicated for the Annual General Meeting of May 19, 2022. This year's Ordinary Annual General Meeting of zooplus SE will therefore again be held virtually only without the physical presence of shareholders or their proxies. More detailed explanations can be found below under **Section III.** ("Virtual Annual General Meeting").

I.
Agenda

- 1. Presentation of the adopted annual financial statements and approved consolidated financial statements for the 2021 financial year, the combined management report for the company and the Group for the 2021 financial year, the report of the Supervisory Board for the 2021 financial year**

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

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

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

The Management Board and the Supervisory Board propose that the retained profit for the 2021 financial year in the amount of EUR 4,702,961.36 reported in the company's annual financial statements as of December 31, 2021 be carried forward in full to the new financial year.

- 3. Resolution on the discharge of the Management Board for the 2021 financial year**

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged for the 2021 financial year.

- 4. Resolution on the discharge of the Supervisory Board for the 2021 financial year**

The Management Board and the Supervisory Board propose that the members of the

Supervisory Board be discharged for the 2021 financial year.

5. Election of the auditor of the financial statements and consolidated financial statements for the 2022 financial year

The Supervisory Board proposes the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich branch, as the auditor for the financial statements and consolidated financial statements for the 2022 financial year.

6. Elections to the Supervisory Board

In accordance with Article 40 (2) and (3) of Regulation (EC) No. 2157/2001 of the SE Regulation (SE-VO), Section 17 (1) of the SE Implementation Act (SEAG), and Section 21 of the Act on the Participation of Employees in a European company (SEBG) in conjunction with Article 11 (1) of the company's Articles of Association and Section 21 of the Agreement of December 20, 2021 with the Special Negotiating Body on the Involvement of Employees at zooplus SE, the Supervisory Board of the company is composed of six members elected by the Annual General Meeting.

The previous members of the Supervisory Board, Dr. Norbert Stoeck, Tjeerd Jegen and David Shriver, each resigned from their office as a member of the Supervisory Board, effective as of the end of December 22, 2021. As of December 23, 2021, they were replaced in the Supervisory Board by Adrien Motte, Stefan Goetz and Astor Hermans, each of whom was appointed as a member of the Supervisory Board by court order for a limited period until the end of the Annual General Meeting 2022.

In addition, the previous members of the Supervisory Board Karl-Heinz Holland, Moritz Greve and Christine Cross, each resigned from their office as member of the Supervisory Board, effective as of the end of January 31, 2022. As of February 23, 2022, the Supervisory Board includes Johannes Reichel and Ali Farahani, who were each appointed as a member of the Supervisory Board by way of court appointment for a limited period until the end of the Annual General Meeting 2022, have been members of the Supervisory Board.

It is intended that the Supervisory Board members Stefan Goetz, Adrien Motte, Astor Hermans and Johannes Reichel, who are currently court-appointed and will retire at the end of the Annual General Meeting on May 19, 2022, to which notice is hereby given, be elected as members of the Supervisory Board. In addition, Kate Swann and Stefan Heidenreich shall also be elected as members of the Supervisory Board.

Based on the above, the Supervisory Board proposes, in accordance with the proposal of its Nomination Committee, that the following persons be elected as members of the Supervisory Board, each with effect from the end of the Annual General Meeting on May 19, 2022:

1. Stefan Goetz, Partner at Hellman & Friedman, residing in London, United Kingdom
2. Adrien Motte, Director of the Hellman & Friedman investment team, residing in London, United Kingdom
3. Astor Hermans, Associate of the Hellman & Friedman investment team, residing in London, United Kingdom
4. Johannes Reichel, Partner and Head of EQT Private Equity Central & Southern Europe at EQT Partners GmbH, residing in Fürth, Germany
5. Kate Swann, Advisor for international corporate and business strategies, residing in London, United Kingdom
6. Stefan Heidenreich, Investor and Advisor for international corporate and business strategies, residing in Zug, Switzerland

Each appointment will be made until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the commencement of the term of office, whereby the financial year in which the term of office begins is not counted (i.e., presumably until the end of the Annual General Meeting in 2027).

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

1. Stefan Goetz:

Memberships on other statutory supervisory boards: none.

Memberships on comparable domestic and foreign supervisory bodies of business

enterprises:

- Member of the Board of Directors of SimpliSafe, Inc., Wilmington, New Castle, Delaware, USA
- Chair and member of the Board of Directors of Verisure Topholding 2 AB, Malmö, Sweden
- Member of the Board of Directors of Nexi S.p.A., Milan, Italy
- Member of the Board of Directors of Belron Group SA, Luxembourg, Luxembourg

2. Adrien Motte:

Memberships on other statutory supervisory boards: none.

Memberships on comparable domestic and foreign supervisory bodies of business enterprises:

- Member of the Board of Directors of Verisure Holding AB (publ), Malmö, Sweden
- Member of the Board of Directors of SimpliSafe, Inc., Boston, Massachusetts, USA

3. Astor Hermans:

Memberships on other statutory supervisory boards: none.

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

4. Johannes Reichel:

Memberships on other statutory supervisory boards:

- Member of the Supervisory Board of Ottobock SE & Co. KGaA, Duderstadt, Germany

Memberships on comparable domestic and foreign supervisory bodies of business enterprises:

- Member of the Board of Directors of IFS AB, Linköping, Sweden
- Member of the Supervisory Board of SUSE S.A., Luxembourg, Luxembourg
- Member of the Board of Directors of WorkWave LLC, Holmdel, New Jersey, USA

5. Kate Swann

Memberships on other statutory supervisory boards: none.

Memberships on comparable domestic and foreign supervisory bodies of business enterprises:

- Member and Chairwoman of the Board of Directors of Beijer Ref AB, Malmö, Sweden
- Member and Chairwoman of the Board of Directors of Moonpig Group PLC, London, United Kingdom
- M Member and Chairwoman of the Board of Directors Parques Reunidos Servicios Centrales, S.A., Madrid, Spain
- Member and Chairwoman of the Board of Directors of Independent Vetcare LTD, Bristol, United Kingdom
- Member and Chairwoman of the Board of Directors of England Hockey LTD, Buckinghamshire, United Kingdom

6. Stefan Heidenreich

Membership on other statutory supervisory boards:

- Member and Deputy Chairman of the Board of Directors of Ottobock Management SE, Duderstadt, Germany

Memberships on comparable domestic and foreign supervisory bodies of business enterprises:

- Member of the Board of Directors of Galderma S.A., Zug, Switzerland
- Member of and Chairman of the Advisory Board of Schülke & Mayr GmbH, Norderstedt, Germany

- Member and Chairman of the Board of Directors of ONEGroup Company AG, Zug, Switzerland

7. Resolution on the approval of a profit and loss transfer agreement with Tifuve GmbH

zooplus SE and its wholly-owned subsidiary, Tifuve GmbH, with its registered office in Munich, Germany, and entered in the commercial register of the District Court of Munich under HRB 205340, concluded a profit and loss transfer agreement as defined under Section 291 (1) sentence 1 of the German Stock Corporation Act (AktG) on March 25, 2022. The shareholders' meeting of Tifuve GmbH approved the Profit and Loss Transfer Agreement on April 5, 2022. Under the Profit and Loss Transfer Agreement, Tifuve GmbH has undertaken to transfer its entire profit to zooplus SE. zooplus SE has undertaken to compensate for any annual loss otherwise arising during the term of the agreement in accordance with Section 302 AktG. The conclusion of the Profit and Loss Transfer Agreement is intended to establish a tax group for corporate tax and trade tax purposes as of the beginning of the 2022 financial year.

In addition to the Tifuve GmbH shareholders' meeting approval, which has already been granted, and the entry in the commercial register of the District Court of Munich responsible for Tifuve GmbH, the Profit and Loss Transfer Agreement also requires the approval of the Annual General Meeting of zooplus SE in order to become effective.

Compensation or settlement payments in accordance with Sections 304 and 305 AktG are not required to be granted as zooplus SE is the sole shareholder of Tifuve GmbH. For the same reason, it is also not required to have an audit of the Profit and Loss Transfer Agreement performed by a contract auditor pursuant to Section 293b (1) AktG.

The Management Board and the Supervisory Board propose to approve the Profit and Loss Transfer Agreement between zooplus SE and Tifuve GmbH concluded on March 25, 2022.

The material content of the Profit and Loss Transfer Agreement is as follows:

Section 1
Profit transfer

1. *The Controlled Company hereby undertakes to transfer its entire profit as defined by the provisions of Section 301 of the German Stock Corporation Act (AktG), as amended, to the Controlling Company. The profit to be transferred may not exceed the amount resulting from Section 301 AktG as amended.*
2. *With the consent of the Controlling Company, the Controlled Company may transfer amounts from net income for the year to other retained profits (Section 272 [3] sentence 2 alt. 2 of the German Commercial Code [HGB]) to the extent that this is permissible under commercial law and economically justified on the basis of a reasonable commercial assessment. At the request of the Controlling Company, other retained profits formed during the term of this Agreement shall be reversed and used to offset a net loss for the year or transferred as profit.*
3. *The transfer of amounts from the reversal of retained profits formed prior to the conclusion of this Agreement is excluded.*
4. *The transfer of income from the reversal of capital reserves is excluded.*
5. *The claim to profit transfer arises at the end of the reporting date of the annual financial statements of the Controlled Company and is due at that time. The claim to profit transfer is not subject to interest.*

Section 2
Assumption of losses

1. *The provisions of Section 302 AktG in their respective valid versions shall apply mutatis mutandis to the assumption of losses.*
2. *Section 1 (5) sentence 1 shall apply mutatis mutandis to the claim of the Controlled Company to the assumption of losses.*

Section 3
Interim payments

1. *The Controlling Company may demand interim payments on the profit expected to be transferred if and to the extent that this is legally permissible, and the liquidity of the Controlled Company permits such interim payments on the basis of a reasonable commercial assessment.*
2. *The Controlled Company may demand interim payments on the net loss expected to be assumed during the year if and to the extent that this is legally permissible, and the Controlled Company requires such interim payments in the light of its liquidity on the basis of a reasonable commercial assessment.*

3. *Interim payments pursuant to Section 3 (1) and (2) are non-interest-bearing. Interim payments made during the year shall be credited against the profit to be transferred or the net loss to be assumed at the end of the financial year. Any excess payments shall be refunded. All other provisions of this Agreement shall remain unaffected.*

Section 4 **Effectiveness and duration**

1. *This Agreement is concluded subject to the approval of the Annual General Meeting of the Controlling Company.*
2. *The Agreement shall take effect upon its entry in the commercial register at the registered office of the Controlled Company and shall apply for the first time to the financial year of the Controlled Company beginning on January 1, 2022 and ending on December 31, 2022. If the entry in the commercial register is not made by December 31, 2022, the Agreement shall have retroactive effect as of the earliest date permitted under tax law.*
3. *The Agreement may be terminated in writing with prior notice of six months to the end of a financial year for the first time after the expiry of five years to the end of December 31, 2026. If at this point in time the minimum term required under tax law for the corporate tax group established by this Agreement has not yet been fulfilled, ordinary termination is possible for the first time at the end of the minimum term required under tax law (Section 14 [1] sentence 1 No. 3 in conjunction with Section 17 sentence 1 KStG). If the Agreement is not terminated, it shall be extended by one financial year at a time with the same notice period.*
4. *The right to give written notice of termination for good cause without observing a notice period remains unaffected. The Controlling Company is specifically entitled to terminate the Agreement for good cause if Section 307 AktG applies mutatis mutandis, it no longer holds the majority of voting rights from the shares in the Controlled Company, the tax requirements for the Controlled Company to be financially integrated into the Controlling Company no longer apply, or there is otherwise good cause, particularly under the definition of Section R 14.5 (6) KStR 2015 (e.g., the merger, demerger or liquidation of the Controlling Company or Controlled Company), or a corresponding provision applicable at the time of the Agreement's termination.*
5. *If the Agreement ends, the Controlling Company must provide security to the creditors of the Controlled Company analogous to Section 303 AktG.*

Section 5

Additional information

1. *This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof and supersedes all prior written or oral negotiations, commitments and agreements between the Parties.*
2. *The reference to statutory provisions shall be to the provision as amended in their currently valid versions.*
3. *Sections 14 and 17 KStG, as amended in their currently valid version, shall be taken into account when interpreting the individual provisions of this Agreement.*
4. *Amendments or supplements to this Agreement, as well as declarations to be made in accordance with this Agreement, must be in writing in order to be effective unless notarization is required. This shall also apply to any amendments to this Section 5 (4).*
5. *In the event that individual provisions of this Agreement are or become invalid or unenforceable in whole or in part, or in the event that this Agreement contains loopholes, it shall not affect the validity of the remaining provisions of this Agreement. In place of the invalid, unenforceable or missing provision, such valid and enforceable provisions shall be deemed to have been agreed between the Parties with retroactive effect as the Parties would have agreed, taking into account the economic purpose of this Agreement, if they had been aware of the invalidity, unenforceability or absence of the relevant provision when the Agreement was concluded. The Parties are obliged to confirm such a provision in the form provided and, at a minimum, in writing.*

The Management Board of zooplus SE and the management of Tifuve GmbH have submitted a joint written report on the Profit and Loss Transfer Agreement pursuant to Section 293a AktG, in which the conclusion of the Profit and Loss Transfer Agreement and the Agreement are explained and justified in legal and economic terms in detail.

As of the convening of the Annual General Meeting, the following documents will be available for review by the shareholders at the business premises of zooplus SE located at Sonnenstrasse 15, 80331 Munich, Germany, and at the business premises of Tifuve GmbH, located at Herzog-Wilhelm-Strasse 12, 80331 Munich, Germany, (which can be accessed from the business address of zooplus SE at Sonnenstrasse 15, 80331 Munich), and will also be permanently accessible as of this same point in time via the company's website at <https://investors.zooplus.com/en/investor-relations/general->

meeting/:

- the Profit and Loss Transfer Agreement between zooplus SE and Tifuve GmbH dated March 25, 2022;
- the adopted annual financial statements and the management reports of zooplus SE for the last three financial years (each still under the legal form of zooplus AG) and the adopted annual financial statements of Tifuve GmbH for the last three financial years; and
- the joint written report of the zooplus SE Management Board and the Tifuve GmbH management on the Profit and Loss Transfer Agreement in accordance with Section 293a AktG dated March 25, 2022.

The aforementioned documents will also be accessible during the Annual General Meeting on May 19, 2022 via the company's website at <https://investors.zooplus.com/en/investor-relations/general-meeting/>. Each shareholder can receive a copy of the aforementioned documents upon request.

8. Resolution on the cancellation of the existing authorized capital (Authorized Capital 2021), the creation of new authorized capital with authorization to exclude subscription rights (Authorized Capital 2022) and a corresponding amendment to the Articles of Association

The authorization of the Management Board contained in Article 5 (6) of the Articles of Association to increase the share capital (Authorized Capital 2021) shall be replaced by new authorized capital with the option to (partially) exclude the shareholders' subscription rights. Article 5 (6) of the Articles of Association shall be completely reworded for this purpose, repealing the previous wording.

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

- a) The authorized capital contained in Article 5 (6) of the Articles of Association (Authorized Capital 2021), to the extent that it has not been utilized by that time, shall be cancelled with effect from the time of the entry of the following new version of Article 5 (6) of the Articles of Association in the commercial register of the company.

- b) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the company on one or more occasions on or before May 18, 2027 by up to a total of EUR 3,574,589.00 (in words: three million five hundred and seventy-four thousand five hundred and eighty-nine euros) by issuing up to a total of 3,574,589 new no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share against cash contributions and/or contributions in kind (Authorized Capital 2022). Shareholders are generally entitled to subscription rights. The new shares may also be underwritten by one or more banks 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, in each case with the approval of the Supervisory Board, to exclude the shareholders' subscription rights

- to the extent it is required to exclude fractional amounts from the shareholders' subscription rights;
- to the extent it is required to grant holders of option rights and/or conversion rights, or option obligations and/or conversion obligations from bonds with option rights and/or conversion rights, or option obligations and/or conversion obligations issued by the company or a company in which the company holds a direct or indirect majority shareholding, a subscription or conversion right for new shares in the amount due to them as a shareholder after exercising option rights and/or conversion rights or fulfilling option obligations and/or conversion obligations;
- to the extent that the new shares are issued against cash contributions, the issue price of the newly issued shares is not significantly below the market price of the already listed shares of the company of the same class at the time of the final determination of the issue price, and the total notional interest in share capital of the new shares to be issued under the exclusion of subscription rights does not exceed 10% of the share capital existing at the time this authorization becomes effective or at the time of exercising this authorization. The limitation takes into account the notional interest in the company's share capital attributable to shares that are issued or sold during the term of this authorization excluding shareholder subscription rights in accordance with, as defined by or in direct application of Section 186 (3) sentence 4 AktG as well

as the notional interest in the share capital attributable to shares that will be issued or are to be issued to fulfill option rights and/or conversion rights, or option obligations and/or conversion obligations from bonds, provided the bonds will be issued during the term of this authorization excluding shareholder subscription rights as defined by Section 186 (3) sentence 4 AktG;

- to the extent that the new shares are issued against contributions in kind, particularly in the context of mergers or the acquisition of companies, parts of companies or participations in companies or of other assets or of claims to the acquisition of other assets, including claims against the company or against dependent companies as defined by Section 17 AktG.

With the consent of the Supervisory Board, the Management Board is authorized to determine additional details regarding the capital increase and the conditions of the share issue. The Supervisory Board is authorized to make amendments to the version of the Articles of Associations corresponding to the scope of a capital increase from Authorized Capital 2022.

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

"6. The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the company on one or more occasions on or before May 18, 2027 by up to a total of EUR 3,574,589.00 (in words: three million five hundred and seventy-four thousand five hundred and eighty-nine euros) by issuing up to a total of 3,574,589 new non-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share against cash contributions (Authorized Capital 2022). Shareholders are generally entitled to subscription rights. The new shares may also be underwritten by one or more banks 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, in each case with the approval of the Supervisory Board, to exclude the shareholders' subscription rights,

- to the extent it is required to exclude fractional amounts from the shareholders' subscription rights;

- to the extent it is required to grant holders of option rights and/or conversion rights, or option obligations and/or conversion obligations from bonds with option rights and/or conversion rights, or option obligations and/or conversion obligations issued by the company or a company in which the company holds a direct or indirect majority shareholding, a subscription or conversion right for new shares in the amount due to them as a shareholder after exercising option rights and/or conversion rights or fulfilling option obligations and/or conversion obligations;
- to the extent that the new shares are issued against cash contributions, the issue price of the newly issued shares is not significantly below the market price of the already listed shares of the company of the same class at the time of the final determination of the issue price, and the total notional interest in share capital of the new shares to be issued under the exclusion of subscription rights does not exceed 10% of the share capital existing at the time this authorization becomes effective or at the time of exercising this authorization. The limitation takes into account the notional interest in the company's share capital attributable to shares that are issued or sold during the term of this authorization excluding shareholder subscription rights in accordance with, as defined by or in direct application of Section 186 (3) sentence 4 AktG as well as the notional interest in the share capital attributable to shares that will be issued or are to be issued to fulfill option rights and/or conversion rights, or option obligations and/or conversion obligations from bonds, provided the bonds will be issued during the term of this authorization excluding shareholder subscription rights as defined by Section 186 (3) sentence 4 AktG;
- to the extent that the new shares are issued against contributions in kind, particularly in the context of mergers or the acquisition of companies, parts of companies or participations in companies or of other assets or of claims to the acquisition of other assets, including claims against the company or against dependent companies as defined by Section 17 AktG.

With the consent of the Supervisory Board, the Management Board is authorized to determine additional details regarding the capital increase and the conditions of the share issue. The Supervisory Board is authorized to make amendments to the version of the Articles of Associations corresponding to the scope of a capital increase from Authorized Capital 2022."

9. Resolution on amendments to the Articles of Association regarding the Management Board in Article 8 (Composition and Management Authority) and regarding the Supervisory Board in Article 12 (Declarations of Intent by the Supervisory Board), Article 13 (Chairperson, Vice-Chairperson), Article 14 (Meetings and Decisions) and Article 15 (Remuneration of the Supervisory Board, D&O Insurance)

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

a) Article 8 (3) of the company's Articles of Association shall be amended as follows:

"3. The Management Board shall constitute a quorum if a majority of the members of the Management Board, but at least two (or at least three if the Management Board consists of four persons or, if the Management Board consists of only one member, that member), participate in the adoption of the resolution. Board members who are connected by telephone or video conference shall be deemed to be present. Resolutions of the Management Board shall be 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."

b) Article 8 (5) of the company's Articles of Association shall be amended as follows:

"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; and

- (b) conclusion of company agreements as defined by Sections 291, 292 AktG with the company.

In addition, the Supervisory Board may, at any time, make further transactions or measures subject to its consent in the rules of procedure for the Management Board or otherwise. It may grant revocable consent to certain measures or to a certain group of transactions in general in advance."

- c) Article 12 of the company's Articles of Association shall be amended as follows:

"The chair and vice-chair of the Supervisory Board are each individually authorized to make and receive declarations of intent of the Supervisory Board or on behalf of the Supervisory Board or its committees on its or their behalf. However, the vice-chair of the Supervisory Board shall only act if the chair of the Supervisory Board is prevented from making the declaration in an individual case."

- d) Article 13 of the company's Articles of Association shall be amended as follows:

- "1. Following the Annual 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 elect a chairperson and one or more vice-chairperson. 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. Unless otherwise provided in the Articles of Association, the vice-chairperson shall have all the rights and duties of the chairperson in the event of the chairperson being prevented from attending, except in the case of matters which must be implemented or approved jointly by the chairperson and the vice-chairperson, or in the case of decisions relating to conflicts of interest.
- 2. In the event of the premature retirement of the chairperson or vice-chairperson, the Supervisory Board shall immediately appoint by election a new chairperson or new vice-chairperson for the remainder of the term of office of the retired chairperson or retired vice-chairperson."

e) Article 14 of the company's Articles of Association shall be amended as follows:

- "1. Meetings of the Supervisory Board shall be held at least once per calendar quarter and at least six times during the financial year.
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 ten (10) calendar days, specifying the form in which resolutions are to be adopted. In calculating the notice period, the day on which the invitation is sent, and the day of the meeting shall not be counted. In urgent cases, the chairperson may shorten the notice period according to his or her discretion and the meeting may be convened orally (including by telephone or video conference) and by other customary means of telecommunication. The rules of procedure for the Supervisory Board may provide for a shortening of the notice period in general or for specific cases and grant other members of the Supervisory Board the right to convene meetings.
4. The invitation shall state the meeting's time and place, the agenda items, and the proposed resolutions. If an agenda item has not been properly announced, a corresponding resolution may be passed only if there is no objection from a member of the Supervisory Board. 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 to be determined by the chairperson, or to cast their vote in writing or in text form (email, etc.) and by other customary means of telecommunication if this is so determined by the chairperson of the Supervisory Board. The resolution shall only become effective if the absent members of the Supervisory Board have not objected within the time limit or if they have given their consent. Items shall be placed on the agenda if they are submitted to the chairperson by a member of the Supervisory Board no later than the third calendar day before the meeting. Items shall then be communicated by the chairperson to all members of the Supervisory Board without

delay.

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 by video transmission or by telephone, provided that resolutions in such cases are also adopted by video conference or video transmission. At the request of the chairperson of the Supervisory Board, or the vice-chairperson if the chairperson is prevented from doing so, resolutions may also be passed orally, by telephone, in writing, by telex, by telegraph, in text form, or by other customary means of telecommunication (email, etc.). Resolutions adopted outside of meetings shall be recorded in the minutes in accordance with the provisions of paragraph 10 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 by the vice-chairperson if the chairperson is unable to do so. If the vice-chairperson is also prevented, the Supervisory Board shall elect a representative for the chairperson to chair the meeting from among its members at the beginning of the meeting.
7. The Supervisory Board shall constitute a quorum when at least half of the number of members it is required to consist of by law or the Articles of Association, and at least three members, participate in the adoption of the resolution. Members who are connected by telephone or video conference shall be deemed to be present. A member shall also be deemed to have participated in the adoption of resolutions if this member abstains from voting. Absent members of the Supervisory Board may participate in the adoption of resolutions by having written votes submitted by members of the Supervisory Board who are present. Absent members of the Supervisory Board may also cast their vote during the meeting or subsequently orally, by telephone, by telex, by telegram, in text form or by other customary means of telecommunication (email, etc.) within a reasonable period of time to be determined by the meeting's chairperson.

8. Resolutions shall require a simple majority of the votes cast, unless a higher majority is required by these Articles of Association or by law. Abstentions shall not be counted as votes cast. A tie vote shall be deemed to be a rejection of the proposed resolution; this shall also apply to elections.
 9. The Supervisory Board may form committees from among its members and also delegate decision-making powers to these members to the extent permitted by law. If the Supervisory Board does not make any other provision, the provisions of this paragraph and the rules of procedure of the Supervisory Board shall apply accordingly to the procedure in the committees, with the proviso that a committee shall constitute a quorum if at least half of its required number of members, and at least three members, participate in the resolution's adoption.
 10. Minutes of Supervisory Board meetings shall be taken and shall be signed by the meeting's respective chairperson. Minutes of resolutions passed outside meetings shall be signed by the person holding the vote and forwarded to all members."
- f) Article 15 of the company's Articles of Association shall be amended as follows:
- "1. The members of the Supervisory Board shall not receive any compensation for their membership on the Supervisory Board.
 2. The members of the Supervisory Board shall receive reimbursement of their reasonable expenses with the provision of itemized verification. They shall also be reimbursed for any value-added taxes payable on their expenses.
 3. The members of the Supervisory Board shall be included in a pecuniary loss liability insurance (D&O insurance) maintained by the company in the interest of and at the expense of the company in an appropriate amount. The premiums for this insurance shall be paid by the company."

II.

Written Report of the Management Board on Agenda Item 8 pursuant to

**Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG
(Creation of new Authorized Capital 2022)**

In order to continue to provide the company with the necessary flexibility in the scope of a possible capital increase from authorized capital, a new Authorized Capital 2022 shall be created with the option to (partially) exclude shareholders' subscription rights. For this purpose, the Management Board and the Supervisory Board propose to the Annual General Meeting under Agenda Item 8 to authorize the Management Board on or before May 18, 2027, to increase the share capital of the company, with the consent of the Supervisory Board, on one or more occasions by up to a total of EUR 3,574,589.00 (in words: three million five hundred and seventy-four thousand five hundred and eighty-nine euros) by issuing up to a total of 3,574,589 new no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share against cash contributions and/or contributions in kind (Authorized Capital 2022). The proposed term of the authorization of five years until May 18, 2027 fully utilizes the maximum term of five years permitted by law for authorized capital. The total amount of the authorization corresponds to the legally permissible maximum volume of 50% of the company's current share capital.

The proposed authorization to create new authorized capital serves to enable the company to continue to improve its equity base at short notice in the future. An adequate equity base is the foundation for the company's continued successful business development. The proposed Authorized Capital 2022 is intended to enable the Management Board to continue to raise the capital required for the further development of the company at short notice by issuing new shares and to use it to cover future financing needs promptly. This also provides flexibility when responding to financing requirements in connection with the implementation of strategic decisions. Especially in the current economic situation, a quick and flexible instrument for financing is necessary and in the interest of the company and the shareholders. With the Supervisory Board's consent, it shall continue to be possible for the Management Board to raise new equity for the company at any time. Such an advance resolution is common practice both domestically and internationally.

Shareholders are generally entitled to a subscription right to the new shares when authorized capital is utilized. According to the proposed authorization, the new shares may also be underwritten by one or more banks or one or more equivalent institutions with the obligation to offer them to the shareholders for subscription (indirect subscription right).

Authorization to exclude subscription rights for fractional amounts

Under the proposed Authorized Capital 2022, the Management Board shall be authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights for any fractional amounts. This authorization to exclude subscription rights for fractional amounts opens up the possibility to determine simple and practicable subscription ratios in the event of a capital increase. Fractional amounts arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. The fractional amounts are of minor importance in relation to the total capital increase. The impairment of the shareholders by the exclusion of subscription rights for fractional amounts is therefore negligible in relation to the procedural advantages for the company. The shares excluded from subscriptions right will be utilized in the best possible way in the interest of the company.

Exclusion of subscription rights for holders of bonds

Furthermore, with the consent of the Supervisory Board, the Management Board shall be given the opportunity to exclude the subscription rights of shareholders to the extent necessary to grant the holders of conversion and/or option rights or conversion and/or option obligations a subscription right to the extent to which they would be entitled after exercising the conversion and/or option rights or fulfilling the conversion and/or option obligations. This is intended to prevent that, in the event of a utilization of the authorized capital, the conversion or option price for the holders of already existing conversion and/or option rights or corresponding conversion and/or option obligations must be reduced in accordance with the respective terms and conditions of the convertible bonds or bonds with warrants or, if applicable, that the company must grant other protection against dilution. Bonds must be provided with dilution protection for the purpose of facilitated placement, which consists in being able to grant the holders of the bonds a subscription or conversion right to new shares in subsequent share issues, as is also the case for shareholders. Bondholders will thus be placed in the same position as if they were already shareholders. In order for the bonds to have such protection against dilution, the shareholders' subscription rights to these shares must be excluded. This facilitates the placement of the bonds and thus serves the interests of the shareholders in an optimal financial structure of the company.

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

Furthermore, it shall also be possible to exclude subscription rights pursuant to Sections 203 (1) and (2), and 186 (3) sentence 4 AktG when the new shares are issued against cash contributions, the total notional interest of the share capital attributable to the new shares to be

issued does not exceed 10% of the share capital existing at the time this authorization becomes effective or at the time it is exercised, and the issue price of the new shares to be issued is not significantly lower than the stock exchange price of the shares of the company of the same class at the time the issue price is finally determined (so-called simplified exclusion of subscription rights). The possibility to exclude subscription rights in analogous application of Section 186 (3) sentence 4 AktG enables the company to effectively use favorable stock exchange situations and to achieve a high issue price and a considerable strengthening of the equity by setting the issue price close to the market price. This authorization thus enables the company to cover any capital requirements, even at short notice, and to use the respective stock exchange price of the company's shares to strengthen its own funds. By avoiding the time-consuming and costly processing of subscription rights, the equity requirement regarding market opportunities arising at short notice can be covered very promptly in the interest of the company and all shareholders, and additional new groups of shareholders can be acquired at home and abroad. This would not be possible if the statutory subscription right were maintained. Furthermore, if the statutory subscription right is maintained, the successful placement of the new shares is jeopardized or associated with additional expenses due to the uncertainty of its exercise. Finally, the length of the minimum subscription period of two weeks to be observed when maintaining the statutory subscription right hinders a reaction to favorable or unfavorable market conditions, which may lead to less than optimal capital raising. While Section 186 (2) AktG permits publication of the subscription price until the third to the last day of the subscription period, but, even in this case, the company would be exposed to volatile stock exchange prices for several days, which would lead to safety discounts and thereby to conditions that are not as close to the market. The flexibility associated with the exclusion of subscription rights is an important instrument for the company so that it may take advantage of opportunities that arise in the rapidly changing markets due to its ability to cover any capital requirements at short notice. The issue price and thus the funds accruing to the company for the new shares will be based on the stock market price of the shares and, moreover, will not fall significantly below it. Following the revocation of the admission of the company's shares to trading on the regulated market of the Frankfurt Stock Exchange in January 2022 and the termination of the shares' inclusion in the open markets of other stock exchanges, the shares are currently still traded in the open market on the Hamburg Stock Exchange without any initiative on the part of the company.

The utilization of the Authorized Capital 2022 under exclusion of subscription rights leads to a reduction of the relative participation quota and the relative voting right share of the existing shareholders. To the extent that the new shares are issued against cash contributions, the

dilution is, however, kept low in accordance with the legal assessment of Section 186 (3) sentence 4 AktG by the fact that the notional interest in the share capital attributable to shares issued from the Authorized Capital 2022 in a capital increase against cash contributions with the exclusion of subscription rights may not exceed 10% of the share capital in total. The limitation takes into account the notional interest in the company's share capital attributable to new or previously acquired treasury shares that are 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) sentence 4 AktG, as well as the notional interest in the share capital attributable to shares that will be issued or are to be issued to fulfill option rights and/or conversion rights, or option obligations and/or conversion obligations from bonds, provided the bonds will be issued during the term of this authorization excluding shareholder subscription rights as defined by Section 186 (3) sentence 4 AktG. This ensures that the aforementioned maximum limit of 10% is not exceeded and that the financial and voting right interests of the shareholders are adequately protected in the event that the Authorized Capital 2022 is utilized under exclusion of subscription rights. Shareholders interested in maintaining their shareholding quota can acquire additional shares of the company via the stock exchange and thus at market conditions if the Authorized Capital 2022 is utilized under exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG. In this case, the financial interests of the shareholders are safeguarded by the fact that the shares may only be issued under this authorization at a price that is not significantly lower than the stock exchange price of the company's shares of the same class. Furthermore, the Management Board will, in any case, determine the consideration for the shares exclusively in the interest of the company and its shareholders.

Capital increase against contributions in kind

Lastly, with the consent of the Supervisory Board, the proposed authorization provides that the Management Board may exclude the subscription rights of shareholders for the purpose of obtaining contributions in kind, in particular in the context of mergers or the acquisition of companies, parts of companies or participations in companies or of other assets or of claims to the acquisition of other assets, including claims against the company or against dependent companies as defined by Section 17 AktG. The company shall thereby be enabled to continue to strengthen its competitiveness through acquisitions and thereby enable long-term and continuous growth in earnings. The company shall be enabled to react quickly and flexibly to advantageous offers or other opportunities on domestic and international markets and to acquire companies or parts of companies or participations in companies. The same applies to the acquisition of other assets or claims to the acquisition of assets, including claims against the company or against dependent companies, which may be related to an acquisition project.

Often sellers of interesting acquisition targets demand consideration in shares instead of cash. Acquisition targets can also often be acquired on more favorable terms in this way. In the competition for attractive investments or assets, advantages can therefore arise if a seller can be offered new shares in the company as consideration. Since an issue of shares must take place at short notice in the case of emerging acquisition opportunities with regularly complex transaction structures in the competition with potential interested buyers, this cannot, as a rule, be decided by the (ordinary) Annual General Meeting, which generally takes place only once a year. Therefore, the creation of new authorized capital with the corresponding possibility to exclude subscription rights, which the Management Board can access quickly with the consent of the Supervisory Board, is necessary.

In each case, the Management Board must carefully examine whether it should make use of the authorization to utilize the Authorized Capital 2022 with exclusion of shareholders' subscription rights as soon as acquisition opportunities become concrete. An exclusion of the shareholders' subscription rights is only permissible if the acquisition against the issue of shares of the company is in the well-understood interest of the company and the shareholders. The issue price for the new shares would be determined by the Management Board with the consent of the Supervisory Board, taking into account the interests of the company and the shareholders. There are currently no concrete acquisition plans for the implementation of which the share capital is to be increased against contributions in kind with the exclusion of subscription rights.

Exercise of the authorization and report to the Annual General Meeting

In each case, the Management Board will carefully examine whether or not it will make use of the authorization to utilize the Authorized Capital 2022 and whether to exclude subscription rights. This option will only be used if, in the opinion of the Management Board, it is in the best interests of the company and its shareholders and is commensurate. The Management Board shall report on the details of the utilization of the authorization at the Annual General Meeting following any issue of shares of the company from the Authorized Capital 2022 with exclusion of subscription rights.

**III.
Virtual Annual General Meeting**

The Management Board, with the Supervisory Board's consent, and pursuant to the provisions of Section 2 of the Act to Mitigate the Effects of the COVID-19 Pandemic in Civil, Insolvency

and Criminal Procedure Law dated March 27, 2021 (Federal Law Gazette I [BGBl], p. 569), and specifically Section 1 (2) sentence 1 of the Law on Measures in Company, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, as last amended by Section 15 of the Act of September 10, 2021 (BGBl. I p. 4147) ("**COVID-19 Act**"), and particularly in view of the continually high infection rates at the company's registered office in Munich, decided that this year's Annual General Meeting will also be held without the physical presence of shareholders and their proxies (with the exception of company appointed proxies) as a virtual Annual General Meeting exclusively by way of electronic communication (no electronic participation as defined by Section 118 [1] sentence 2 AktG) ("**participation by way of electronic connection**") and that the exercise of shareholders' voting rights is only possible by means of written or electronic postal vote and the granting of proxies, but not by means of electronic participation.

The video and audio broadcast of the entire Annual General Meeting will be transmitted via the company's website using the password-protected investor portal of zooplus SE ("**investor portal**") accessible at <https://investors.zooplus.com/annual-general-meeting>. Shareholders and proxies may participate in the Annual General Meeting only by way of electronic broadcast via the investor portal and not physically and may exercise their voting rights only by way of written vote-by-mail, electronic vote-by-mail via the investor portal or by granting a power of attorney (including granting a power of attorney to the proxies appointed by the company). For this purpose, shareholders must register with the company by the end of May 12, 2022 (24:00 CEST) at the latest in the manner specified below under **Section IV**. ("Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 18 (1) sentence 4 of the Articles of Association and its significance"), together with proof of their eligibility to participate. On the day of the Annual General Meeting (May 19, 2022), they may then connect electronically on the company's website via the investor portal at

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

using the access data on the registration confirmation sent to them and follow the Annual General Meeting by electronic means from the beginning of the Annual General Meeting at **3 pm** (CEST) until its conclusion. The electronic broadcast does not enable electronic participation in the Annual General Meeting as defined by Section 1 (2) sentence 1 no. 2 of the COVID-19 Act. Shareholders and shareholder proxies who have not duly registered to participate in the Annual Shareholder Meeting by means of electronic broadcast in due time will not be able to connect via the investor portal.

The investor portal will be available as of April 28, 2022 (0:00 CEST) for shareholders (and, if applicable, their proxies) who are duly registered in accordance with the record date, see **Section IV.** below. The electronic broadcast via the investor portal will allow participants to follow the Annual General Meeting live visually and audibly in its entirety. Shareholders (and, if applicable, their proxies) shall also be able to use the investor portal to exercise their voting rights electronically by means of electronic vote-by-mail and to issue their power of attorney and instructions to the company's proxies. The details on exercising voting rights are described below in **Section V.** ("Procedure for vote-by-mail"), the details for granting proxies are explained below under **Section VI.** ("Powers of attorney; procedure for proxy voting and proxies").

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

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

The notary has authorized the company to receive objections via the investor portal and, consequently, shall receive any objections via the investor portal.

IV.

Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 18 (1) sentence 4 of the Articles of Association and its significance

Pursuant to Section 121 (3), sentences 2 and 3 AktG, non-listed companies are obliged in the convocation only to state the company name and registered office, the time and place of the annual general meeting and the agenda. The following information is therefore provided voluntarily in order to facilitate the shareholders' participation in the Annual General Meeting and the exercise of their rights.

Pursuant to Article 18 (1) sentence 1 of the company's Articles of Association, only those shareholders who have registered with the company by submitting proof of share ownership in German or English by the deadline using one of the following contact options are entitled to attend the Annual General Meeting by electronic means and to exercise their shareholder rights, particularly their voting rights:

zooplus SE

c/o Computershare Operations Center

80249 Munich

or

Email: anmeldestelle@computershare.de

In accordance with Article 18 (1) sentence 3 of the company's Articles of Association, proof of share ownership by the ultimate intermediary pursuant to Section 67c (3) AktG shall suffice as proof of entitlement. The proof of share ownership must refer to the beginning of April 28, 2022 (0.00 CEST) ("**record date**") and must be received by the company together with the registration by no later than the end of May 12, 2022 (24.00 CEST). The company shall be entitled to demand suitable further proof in the event of doubt as to the correctness or authenticity of the proof. If this proof is not provided or not provided in the proper form, the company may reject the shareholder.

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

After timely registration and timely receipt of the proof of share ownership by the company, the

registration office will send the shareholders or their duly authorized representatives a registration confirmation and access data for the electronic broadcast of the Annual General Meeting.

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

V.

Procedure for vote-by-mail

Shareholders or shareholder proxies may exercise their voting rights by means of electronic communication via electronic vote-by-mail or written vote-by-mail (or by granting power of attorney, including to company proxies (see notes in **Section VI.** "Powers of attorney; procedure for proxy voting and proxies"). Participation in the Annual General Meeting by means of electronic broadcast is not necessary for exercising voting rights. Please note that in order to be able to vote, shareholders must duly register for the Annual General Meeting in the manner specified above under **Section IV.** ("Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Article 18 (1) sentence 4 of the Articles of Association and its significance") and that in order to exercise voting rights, shareholders require the registration confirmation that will be sent to them after they have duly registered and duly provided evidence of their shareholding for the Annual General Meeting.

Electronic vote-by-mail is carried out before and during the Annual General Meeting via the investor portal accessible via the company's website at <https://investors.zooplus.com/annual-general-meeting>. Registered shareholders or shareholder representatives may also vote by mail as of April 28, 2022 (0:00 CEST) in accordance with the record date (see **Section IV.** above), meaning prior to the start of the Annual General Meeting on May 19, 2022, at 3 pm (CEST), using the access data provided on the registration confirmation sent to them, also via the company's website at <https://investors.zooplus.com/annual-general-meeting> via the investor portal. The opportunity to vote will end with the start of counting the votes and after the chair of the meeting has given appropriate notice. Authorized intermediaries, voting rights advisors, shareholder associations or persons treated as such in accordance with Section 135 (8) AktG may also use electronic vote-by-mail. Further information on voting by electronic vote-by-mail is also provided on the registration confirmation sent to shareholders who have duly

registered, as well as on the company's website at <https://investors.zooplus.com/annual-general-meeting>.

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

zooplus SE
c/o Computershare Operations Center
80249 Munich
or
Email: anmeldestelle@computershare.de

For organizational purposes, votes cast by written vote-by-mail must be received by the company by no later than the end of May 18, 2022 (24.00 CEST) at one of the contact points listed above.

Using the investor portal via the company's website at <https://investors.zooplus.com/annual-general-meeting/>, on the day of the Annual General Meeting shareholders and shareholder representatives with voting rights may also change or revoke any votes that were previously cast by way of the investor portal or written absentee ballot until the beginning of the counting of votes and after corresponding announcement by the meeting's chairperson.

VI.

Powers of attorney; procedure for proxy voting and proxies

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

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

AktG is authorized.

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

zooplus SE
c/o Computershare Operations Center
80249 Munich
or
Email: anmeldestelle@computershare.de

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

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

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

The participation of the authorized representative by way of electronic broadcast and the exercise of shareholder rights via the investor portal require that the authorized representative receives the access data sent with the registration confirmation from the party granting the power of attorney, if these have not been received directly by the authorized representative. The use of the access data by the authorized representative is also considered proof of authorization.

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

zooplus SE
c/o Computershare Operations Center
80249 Munich
or
Email: anmeldestelle@computershare.de

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

If proxies appointed by the company are authorized, in all cases, they must be given explicit and unambiguous instructions on how to exercise voting rights. If no express or clear instructions have been issued, the proxies nominated by the company will abstain from voting on the respective voting item. The proxies are obliged to vote in accordance with the instructions. The proxies nominated by the company will not accept any instructions to speak either before or during the Annual General Meeting, to lodge objections to Annual General Meeting resolutions or to ask questions or propose motions.

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

zooplus SE
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 above-mentioned contact options. For organizational reasons, powers of attorney to exercise voting rights and instructions to the proxies appointed by the company in text form must be received by the company at the latest by the end of May 18, 2022 (24:00 CEST) at one of the above-mentioned contact points. This also applies in the event of an amendment or revocation of a power of attorney or instruction previously issued, regardless of whether the power of attorney or instruction was issued in text form or via the investor portal, provided the amendment or revocation of a power of attorney was declared in text form.

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

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

VII.

Shareholder rights

Shareholders are entitled to the following rights, among other things, in advance of and during the Annual General Meeting in accordance with Section 122 (2) AktG, in conjunction with Article 56 sentences 2 and 3 SE-VO, Section 50 (2) SEAG, Section 126 (1), Section 127 and Section 131 (1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19 Act (right to ask questions by means of electronic communication). Further explanations can be found on the Internet at <https://investors.zooplus.com/annual-general-meeting>.

1. Request for additions to the agenda

Shareholders whose total share ownership amounts to one-twentieth of the share capital or the notional amount of EUR 500,000.00 of the share capital (the latter corresponds to 500,000

shares) may, pursuant to Section 122 (2) AktG, in conjunction with Article 56 sentences 2 and 3 SE-VO and Section 50 (2) SEAG, request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. Requests must be submitted in writing to the company's Management Board at the following address:

zooplus SE
- The Management Board -
Sonnenstrasse 15
80331 Munich

The request must be received by the company no later than the end of April 24, 2022 (24:00 CEST).

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

2. Countermotions and election proposals

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

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

zooplus SE
Sonnenstrasse 15
80331 Munich
or
Email: kontakt@zooplus.de

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

Counter motions and election proposals received at one of the abovementioned contact points in due time and no later than 14 days prior to the day of the Annual General Meeting, i.e., by the end of May 4, 2022 (24:00 CEST), including the name of the shareholder and the grounds, if they are to be made available to the other shareholders, will be published without delay on the Internet at <https://investors.zooplus.com/annual-general-meeting>. Any comments by the management will also be published at this Internet address.

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

Except in the cases of Sections 127 sentence 1 and 126 (2) AktG, the Management Board is also not required to make election proposals by shareholders available if they do not contain the name, profession and place of residence of the proposed person.

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

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

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

Duly registered shareholders (see above **Section IV**. "Requirements for participation in the Annual General Meeting by way of electronic broadcast and the exercise of voting rights; record date pursuant to Section 18 (1) sentence 4 of the Articles of Association and its significance") have the right to ask questions by electronic communication in accordance with Article 1 (2) sentence 1 no. 3 of the COVID-19 Act. All questions must be submitted to the company by electronic communication no later than one day before the Annual General Meeting, i.e., no later than the end of May 17, 2022 (24.00 CEST). Questions must be submitted in German

only. Questions submitted after the above deadline or not in German will not be considered.

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

Questions submitted will be answered at the Annual General Meeting on May 19, 2022. In principle, it is permitted to name the questioners when answering the questions. The company reserves the right to answer frequently asked questions (FAQ) in advance on the company's website at <https://investors.zooplus.com/annual-general-meeting>.

VIII.

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

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

IX.

Publications on the website

The notice convening this Annual General Meeting, documents to be made available to the Annual General Meeting, the total number of shares and voting rights at the time of convening, the forms that may be used to grant powers of attorney for the Annual General Meeting, any counter motions, election proposals and requests for supplements from shareholders to be made available, further explanations of the abovementioned rights of shareholders pursuant to Section 122 (2) AktG, in conjunction with Article 56 sentences 2 and 3 SE-VO, Section 50 (2) SEAG, Section 126 (1), 127 and 131 (1) AktG, in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19 Act (right to ask questions by means of electronic communication), as well as further information, are all available on the company's website at <https://investors.zooplus.com/annual-general-meeting>. The final voting results will also be published at this address following the Annual General Meeting.

X.

Information on data protection for shareholders and their representatives

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

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

In the case of requests for additions to the agenda in accordance with Section 122 (2) AktG, in conjunction with Article 56 sentences 2 and 3 SE-VO, Section 50 (2) SEAG, and in the case of countermotions and election proposals by shareholders, these will be made publicly available together with the name of the shareholder making the request for additions or a counter-motion or submitting the election proposal (see above **Section VII**. "Shareholder Rights" under Items 1. and 2). Should shareholders make use of their right to submit questions in advance of the virtual Annual General Meeting, the questions will be dealt with at the Annual General Meeting, if necessary, by mentioning their name. This can be noted by other participants in the virtual Annual General Meeting. This data processing by mentioning the name of the respective shareholder is necessary to protect the legitimate interest of the company in ensuring that the virtual Annual General Meeting is as similar as possible to a physical Annual General Meeting. The legal basis for this processing is Article 6 (1) f) GDPR.

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

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

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

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

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

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

XI.

Technical information about the virtual Annual General Meeting

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

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

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

In order to avoid the risk of restrictions in the exercise of shareholder rights during the virtual Annual General Meeting due to technical problems, it is recommended that shareholder rights (in particular voting rights) be exercised **before the start of the Annual General Meeting** to the greatest extent possible. Registered shareholders and shareholder representatives may exercise their voting rights via the investor portal from April 28, 2022 (0:00 CEST) in accordance with the record date (see **Section IV.** above).

XII.

Information on the availability of video and audio transmission

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

XIII.

Additional information

Unless expressly stated otherwise, all times mentioned in this invitation to the Annual General Meeting are based on Central European Summer Time (CEST) as applicable in Germany. Coordinated Universal Time (UTC) is two hours behind Central European Summer Time (CEST).

Munich, April 2022

zooplus SE

The Management Board