

Non-binding convenience translation



zooplus SE

Munich

ISIN DE0005111702

Invitation to the Ordinary Annual General Meeting

We hereby invite our shareholders to join us on

Tuesday, June 27, 2023, at 14:00 (MESZ),

at Sofitel Munich Bayerpost

Bayerstraße 12, 80335 Munich

for the

Ordinary Annual General Meeting.

I.
Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report and the report of the Supervisory Board, in each case for the 2022 financial year

These documents may be inspected at the offices of zooplus SE at Sonnenstraße 15, 80331 Munich, Germany, and will be available for inspection by the shareholders at the Annual General Meeting. Each shareholder may receive a copy upon request.

A resolution on this agenda item is not provided for and is 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 discharge of the Management Board for the 2022 financial year

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged for the 2022 financial year.

3. Resolution on the discharge of the Supervisory Board for the 2022 financial year

The Management Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the 2022 financial year.

4. Election of the auditor of the financial statements and consolidated financial statements for the 2023 financial year

The Supervisory Board proposes based on a recommendation to this effect by its Audit Committee the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich branch office, as the auditor for the financial statements and consolidated financial statements for the 2023 financial year.

5. 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) sentence 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 company's Supervisory Board consists of six members elected by the Annual General Meeting.

The previous member of the Supervisory Board, Mr. Stefan Heidenreich, resigned from his office as a member of the Supervisory Board, effective as of the end of December 15, 2022. Since that time, the Supervisory Board has comprised only five members.

It is therefore intended to elect Mr. Stefan Niedermaier as a member of the Supervisory Board.

That said, the Supervisory Board proposes that as proposed by its Nomination Committee,

Mr. Stefan Niedermaier, Director at EQT Partners AG, Zurich, Switzerland, and resident in Meggen, Switzerland,

be elected as a member of the Supervisory Board with effect from the end of the Annual General Meeting on June 27, 2023. His term will extend until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the third financial year after the beginning of the term of office, not including the financial year in which the term of office begins (i.e. presumably until the end of the Annual General Meeting in 2027).

Mr. Niedermaier holds the following memberships in other statutory supervisory boards and in comparable domestic and foreign supervisory bodies of business enterprises:

Memberships of other statutory supervisory boards: none.

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:
Member of the Board of Directors of SFN Investment AG, Meggen, Switzerland.

6. Resolution on an amendment to Article 18 of the Articles of Association (Participation in the Annual General Meeting) to authorize the Management Board to provide for the holding of a virtual Annual General Meeting

Pursuant to Section 118a (1) sentence 1 of the German Stock Corporation Act (AktG), the Articles

of Association may provide or authorize the Management Board to provide that the Annual General Meeting be held as a virtual Annual General Meeting, i.e., without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting. Such authorization of the Management Board shall be granted. For future Annual General Meetings, a separate decision shall be taken in each case, taking into account the circumstances of the individual case, as to whether to make use of the authorization and hold an Annual General Meeting as a virtual Annual General Meeting. The Management Board will always make its decision taking into account the interests of the company and its shareholders.

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

Article 18 of the Articles of Association shall be supplemented by the following paragraph 5:

"5. The Management Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). The authorization shall apply to the holding of virtual Annual General Meetings in a period of five years after entry of this provision of the Articles of Association in the commercial register of the company."

7. Resolution on an amendment to Article 19 of the Articles of Association (chairmanship of the Annual General Meeting, audio and video transmissions) for the participation of the Supervisory Board in the Annual General Meeting

The members of the Supervisory Board generally attend the Annual General Meeting in person. Pursuant to Section 118a (2) sentence 2 in conjunction with Section 118 (3) sentence 2 AktG, the Articles of Association may, however, provide for certain cases in which the participation of members of the Supervisory Board may take place by way of video and audio transmission. The Articles of Association of zooplus SE already provide for certain cases in which this is possible. This catalog is to be expanded to include the case in which the Annual General Meeting is held as a virtual Annual General Meeting.

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

Article 19 (4) of the Articles of Association is amended and reworded as follows:

"(4) Members of the Supervisory Board, in consultation with the chairman of the Annual General Meeting, shall be permitted to participate in the Annual General Meeting by means of video and

audio transmission if they are prevented from attending in person for good cause and in cases where travel to the location of the shareholders' meeting would involve considerable time or expense, or when the shareholders' meeting is held as a virtual meeting without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting."

8. Resolution on the cancellation of the Conditional Capital 2016

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

The subscription rights issued under Stock Option Program 2016 have since been serviced or can no longer be exercised. The remaining Conditional Capital 2016 in the amount of EUR 75,000.00 is therefore no longer required. Accordingly, the remaining Conditional Capital 2016 under Article 5 (4) of the Articles of Association shall be cancelled and deleted without replacement.

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

Conditional Capital 2016 in Article 5 (4) of the company's Articles of Association in the amount of EUR 75,000.00 shall be cancelled in full. Article 5 (4) of the company's Articles of Association shall be deleted without replacement.

9. Resolution on the cancellation of Authorized Capital 2022 and the creation of new Authorized Capital 2023 with the option to exclude statutory subscription rights; 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 2022) shall be replaced by new authorized capital with the option to (partially) exclude shareholders' subscription rights. Article 5 (6) of the Articles of Association shall be completely reworded for this purpose, and the existing wording deleted.

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 2022) shall, insofar as it has not been utilized by this date, be cancelled with effect from the date of 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 company's share capital on one or more occasions in the period up to June 26, 2028 by up to a total of EUR 3,626,972.00 by issuing up to a total of 3,626,972 new no-par value bearer shares, each representing a notional interest in the share capital of EUR 1.00, in return for cash contributions and/or contributions in kind (Authorized Capital 2023).

Shareholders are generally entitled to subscription rights. The new shares may also be underwritten by one or more banks or equivalent institutions with the obligation to offer the new shares to the shareholders for subscription (indirect subscription right).

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

- to the extent necessary to exclude any fractional amounts from the shareholders' 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 shareholding, 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;
- 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 below the stock market price of the company's shares of the same class at the time of the final issue price determination, and the total notional interest in the share capital represented by the new shares to be issued, excluding 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 a notional interest in the company's share capital attributable to shares issued or sold during the term of this authorization, excluding 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 those shares which are or are to be issued to service option and/or conversion rights or to fulfill option and/or conversion obligations arising from bonds, insofar as the bonds are issued during the term of this authorization, excluding subscription rights in analogous application of Section 186 (3) sentence 4 AktG;

- to the extent that the new shares are issued against contributions in kind, in particular in connection with business combinations or the acquisition of companies, parts of companies or interests in companies or of other assets or of claims to the acquisition of other assets, including claims against the company or against dependent companies of the company as defined by Section 17 AktG.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association to reflect the scope of a capital increase from Authorized Capital 2023.

- c) Article 5 (6) of the company's Articles of Association shall be reworded as follows:

"6. The Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions in the period up to June 26, 2028 by up to a total of EUR 3,626,972.00 by issuing up to a total of 3,626,972 new no-par value bearer shares, each representing a notional interest in the share capital of EUR 1.00, in return for cash contributions and/or contributions in kind (Authorized Capital 2023).

Shareholders are generally entitled to subscription rights. The new shares may also be underwritten by one or more banks or equivalent institutions with the obligation to offer the new shares to the shareholders for subscription (indirect subscription right).

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

- *to the extent necessary to exclude any fractional amounts from the shareholders' 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 shareholding, 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;

- *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 below the stock market price of the company's shares of the same class at the time of the final issue price determination, and the total notional interest in the share capital represented by the new shares to be issued, excluding 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 a notional interest in the company's share capital attributable to shares issued or sold during the term of this authorization, excluding 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 those shares which are or are to be issued to service option and/or conversion rights or to fulfill option and/or conversion obligations arising from bonds, insofar as the bonds are issued during the term of this authorization, excluding subscription rights in analogous application of Section 186 (3) sentence 4 AktG;*

- *to the extent that the new shares are issued against contributions in kind, particularly in connection with business combinations or the acquisition of companies, parts of companies or interests in companies or of other assets or of claims to the acquisition of other assets, including claims against the company or against dependent companies of the company as defined by Section 17 AktG.*

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association to reflect the scope of a capital increase from Authorized Capital 2023."

- d) *The Management Board is instructed to apply for registration of the amendment to the Articles of Association pursuant to lit. c) above (new version of Art. 5 par. 6 of the Articles of Association) in the Commercial Register (Handelsregister) only if and when the capital increase resolved by the Management Board on March 16, 2023, with the approval of the Supervisory Board on the same day, from previously EUR 7,206,469.00 by EUR 47,475.00 to EUR 7,253,944.00 through the issuance of 47,475 new shares under partial utilization of the Authorized Capital 2022 and the implementation of the capital increase was entered in the commercial register of the Company.*

II.

Written report of the Management Board on Agenda Item 9 pursuant to Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG (Creation of new Authorized Capital 2023)

In order to continue to give the company the necessary flexibility within the scope of a possible capital increase from authorized capital, new Authorized Capital 2023 is to be created with the option to (partially) exclude shareholders' subscription rights. To this end, the Management Board and the Supervisory Board propose to the Annual General Meeting under Agenda Item 9 to authorize the Management Board, with the approval of the Supervisory Board, to increase the share capital of the company in the period up to June 26, 2028, on one or more occasions by up to a total of EUR 3,626,972.00 by issuing up to a total of 3,626,972 new no-par value bearer shares each representing a notional interest in the share capital of EUR 1.00 against cash and/or non-cash contributions (Authorized Capital 2023). The proposed term of the authorization of five years until June 26, 2028, 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 currently existing share capital, taking into account a capital increase resolved by the Management Board on March 16, 2023, with the consent of the Supervisory Board of the same day from at that time EUR 7,206,469.00 by EUR 47,475.00 to EUR 7,253,944.00 through the issuance of 47,475 new shares under partial utilization of the Authorized Capital 2022, the consummation of which was not yet registered with the commercial register at the time of the invitation to the Annual General Meeting 2023.

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 2023 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 2023, 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 subscription rights 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 the 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 facilitating 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.

Facilitated 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 (referred to as the 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 the publication of the subscription price until the third to the last day of the subscription period, 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 2023 excluding 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 2023 in a capital increase against cash contributions excluding 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 excluding 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 2023 is utilized excluding 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 2023 is utilized, excluding 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 2023, excluding shareholders' subscription rights, as soon as acquisition opportunities become concrete. Excluding 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 and excluding 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 2023 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 2023 excluding subscription rights.

III.

Report of the Management Board on the partial utilization of Authorized Capital 2022

Pursuant to Article 5 (6) in the currently valid version of the company's Articles of Association, the Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions in the period up to May 18, 2027, by issuing new no-par value bearer shares against cash and/or non-cash contributions ("**Authorized Capital 2022**"). Authorized Capital 2022 was created by resolution of the Annual General Meeting on May 19, 2022, and became effective upon its entry in the commercial register of the District Court of Munich on August 12, 2022. The total volume of Authorized Capital 2022 was EUR 3,574,589.00 when it was granted.

One component of Authorized Capital 2022 is an authorization for the Management Board, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in accordance with Section 186 (3) sentence 4 AktG in the case of capital increases against cash contributions if the issue price of the new shares is not significantly below the stock market price and the notional amount of the shares issued using this authorization to exclude subscription rights does not exceed a total of 10% of the share capital, either at the time the authorization becomes effective or at the time it is exercised.

On September 23, 2022, the company's Management Board resolved, with the approval of the Supervisory Board on the same day, to increase the company's share capital from the previous EUR

7,149,178.00 by EUR 57,291.00 to EUR 7,206,469.00 by issuing 57,291 new no-par value bearer shares against cash contributions, making partial use of Authorized Capital 2022. The new shares are entitled to dividends as of January 1, 2022.

The capital increase corresponds to an increase of around 0.8% in the company's share capital existing at the time the Authorized Capital 2022 becomes effective and at the time it is utilized. The share volume limit provided for in Authorized Capital 2022 that can be issued against cash contributions excluding subscription rights in accordance with Section 186 (3) sentence 4 AktG was therefore complied with; the company had not previously taken any measures that had to be included in this volume limit.

Only the company's principal shareholder, Zorro Holdco 4 GmbH, based in Munich (formerly: Frankfurt am Main), was permitted to subscribe to the new shares. The subscription rights of the other shareholders were excluded.

The new shares were issued at an issue price of EUR 480.00 per new share. The amount of the issue price thus corresponded to the offer price per zooplus share under the voluntary public takeover offer and the delisting offer by Hellman & Friedman and EQT.

The company received gross proceeds of around EUR 27.5 million from the capital increase 2023. The proceeds are primarily intended to finance the fulfillment of claims of zooplus Group employees under a Stock Option Program issued by the company and to strengthen the company's capital base.

The capital increase became effective on November 4, 2022, upon its entry into the commercial register. As a result, the company's share capital increased to EUR 7,206,469.00 and is divided into 7,206,469 no-par value bearer shares. After partial utilization in the course of the capital increase, the Authorized Capital 2022 still amounts to EUR 3,517,298.00. Based on this partial utilization of the Authorized Capital 2022 (see also the report on a further partial utilization of the Authorized Capital 2022 in Section IV. below), the cancellation of the Authorized Capital 2022 reduced by the capital increase and the creation of new Authorized Capital will be proposed to today's Annual General Meeting for resolution under Agenda Item 9.

In setting the issue price, the requirements of Section 186 (3) sentence 4 AktG were observed, compliance with which is stipulated by Authorized Capital 2022 for the simplified exclusion of subscription rights in the case of a capital increase against cash contributions of up to 10% of the share capital. Accordingly, the issue price for the new shares may not be significantly below the stock market price of the share. Following the revocation of the admission of zooplus shares for trading on the regulated market of the Frankfurt Stock Exchange, effective as of the end of January 12, 2022, the company's shares continue to be traded on the Open Market of the Hamburg Stock Exchange. The closing price of the company's shares on the Hamburg Stock Exchange on September 22, 2022, the last

trading day before the date of the resolution by the Management Board and Supervisory Board on the utilization of Authorized Capital 2022, was EUR 323.00, which was below the issue price of EUR 480.00 per new share. Consequently, the issue price of the new shares did not fall significantly below the stock market price but instead exceeded it.

Excluding shareholders' subscription rights was in the best interests of the company and took shareholders' interests into proper account. The alternative execution of a capital increase with subscription rights for all shareholders would not have been more advantageous from the point of view of either the company or the shareholders. For one, a capital increase with subscription rights would have been significantly more costly in terms of time and money, as the law stipulates a minimum subscription period of two weeks and the involvement of a bank as the settlement agent would have been necessary. For another, in view of the shareholding of more than 97% held by the main shareholder Zorro Holdco 4 GmbH, which was exclusively authorized to subscribe to and take up the new shares, it cannot be assumed that the company would have received significant additional proceeds from the subscription of additional new shares by the minority shareholders. Finally, the scope of the capital increase was limited to only around 0.8% of the share capital existing when Authorized Capital 2022 was utilized. In principle, this gave the remaining shareholders the opportunity to maintain their relative shareholding in the company by purchasing additional shares via the Hamburg Stock Exchange. By issuing the new shares above the stock market price, it was also ensured that the capital increase did not result in any economic dilution of the shareholders' investment. Based on the above considerations, excluding subscription rights for the capital increase in compliance with the requirements of Authorized Capital 2022 was appropriate and objectively justified overall.

IV.

Report of the Management Board on the further partial utilization of Authorized Capital 2022

Pursuant to Article 5 (6) in the currently valid version of the company's Articles of Association, the Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions in the period up to May 18, 2027, by issuing new no-par value bearer shares against cash and/or non-cash contributions ("**Authorized Capital 2022**"). Authorized Capital 2022 was created by resolution of the Annual General Meeting on May 19, 2022, and became effective upon its entry into the commercial register of the District Court of Munich on August 12, 2022. The total volume of Authorized Capital 2022 was EUR 3,574,589.00 when it was granted.

One component of Authorized Capital 2022 is an authorization for the Management Board, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in accordance with Section 186 (3) sentence 4 AktG in the case of capital increases against cash contributions if the issue price of the new shares is not significantly lower than the stock market price and the notional amount

of the shares issued using this authorization to exclude subscription rights does not exceed a total of 10% of the share capital, either at the time the authorization becomes effective or at the time it is exercised.

On September 23, 2022, the Management Board of the company resolved, with the approval of the Supervisory Board on the same day, to increase the share capital of the company by EUR 57,291.00 from EUR 7,149,178.00 at that time to EUR 7,206,469.00 by issuing 57,291 new no-par value bearer shares against cash contributions, excluding the shareholders' statutory subscription rights (the "**Capital Increase 2022**"), making partial use of Authorized Capital 2022. The Capital Increase 2022 became effective on November 4, 2022, by registration of its execution in the commercial register. Details on the Capital Increase 2022 can also be found in the report on a partial utilization of the Authorized Capital 2022 in Section III above. As a result of the Capital Increase 2022 and the partial utilization of the Authorized Capital 2022 thereby effected, the amount of the Authorized Capital 2022 decreased by EUR 57,291.00 from EUR 3,574,589.00 to EUR 3,517,298.00.

On March 16, 2023, the company's Management Board, with the approval of the Supervisory Board on the same day, resolved to increase the company's share capital once again by EUR 47,475.00 from the previous amount of EUR 7,206,469.00 to EUR 7,253,944.00 by issuing 47,475 new no-par value bearer shares against cash contributions (the "**Capital Increase 2023**"), making further partial use of the Authorized Capital 2022. The new shares are entitled to dividends as of January 1, 2022.

The capital increase 2023 corresponds to an increase of around 0.7% in the company's share capital existing at the time Authorized Capital 2022 becomes effective and at the time Authorized Capital 2022 is utilized. The volume limit provided for in Authorized Capital 2022 for shares that can be issued in return for cash contributions excluding subscription rights in accordance with Section 186 (3) sentence 4 AktG was complied with (also taking into account the utilization of Authorized Capital 2022 already resolved by the Management Board and Supervisory Board on September 23, 2022 as part of the capital increase 2022).

Only the company's principal shareholder, Zorro Holdco 4 GmbH, based in Munich, was permitted to subscribe to the new shares. The subscription rights of the other shareholders were excluded.

The new shares are issued at an issue price of EUR 495.00 per new share.

The company receives gross proceeds of approximately EUR 23.5 million from the Capital Increase 2023. The proceeds shall primarily serve to finance the fulfillment of claims of employees of the zooplus Group under a stock option program issued by the company and strengthen the equity base of the company.

The Capital Increase 2023 will become effective upon its entry into the commercial register. The registration of the Capital Increase 2023 with the commercial register is expected to occur prior to the

Annual General Meeting 2023. The company's share capital has thereby increases to EUR 7,253,944.00 and will then be divided into 7,253,944 no-par value bearer shares. After the further partial utilization in the course of the capital increase 2023, the Authorized Capital 2022 still amounts to EUR 3,469,823.00. Against the background of the further partial utilization of Authorized Capital 2022 in the context of the Capital Increase 2023, the cancellation of the Authorized Capital 2022 reduced by the Capital Increase 2022 and the Capital Increase 2023, and the creation of new Authorized Capital will be proposed to today's Annual General Meeting for resolution under Agenda Item 9.

In setting the issue price, the requirements of Section 186 (3) sentence 4 AktG were observed, compliance with which is stipulated by Authorized Capital 2022 for the simplified exclusion of subscription rights in the case of a capital increase against cash contributions of up to 10% of the share capital. Accordingly, the issue price for the new shares may not be significantly lower than the stock market price of the share. Following the revocation of the admission of zooplus shares for trading on the regulated market of the Frankfurt Stock Exchange, effective as of the end of January 12, 2022, the company's shares continue to be traded on the Open Market of the Hamburg Stock Exchange. The closing price of the company's shares on the Hamburg Stock Exchange on March 15, 2023, the last trading day before the date of the resolution by the Management Board and Supervisory Board on the utilization of the Authorized Capital 2022, was EUR 301.00 and thus below the issue price of EUR 495.00 per new share. Consequently, the issue price of the new shares did not fall significantly below the stock market price but instead exceeded it.

Excluding shareholders' subscription rights was in the best interest of the company and took shareholders' interests into proper account. The alternative execution of a capital increase with subscription rights for all shareholders would not have been more advantageous from the point of view of either the company or the shareholders. For one, a capital increase with subscription rights would have been significantly more costly in terms of time and money, as the law stipulates a minimum subscription period of two weeks and the involvement of a bank as the settlement agent would have been necessary. For another, in view of the shareholding of more than 97% held by the main shareholder Zorro Holdco 4 GmbH, which was exclusively authorized to subscribe to and take up the new shares, it cannot be assumed that the company would have received significant additional proceeds from the subscription of additional new shares by the minority shareholders. Finally, the scope of the capital increase was limited to only around 0.7% of the share capital existing when Authorized Capital 2022 was utilized. In principle, this gave the remaining shareholders the opportunity to maintain their relative shareholding in the company by purchasing additional shares via the Hamburg Stock Exchange. By issuing the new shares above the stock market price, it was also ensured that the capital increase did not result in any economic dilution of the shareholders' investment. Based on the above considerations, excluding subscription rights for the capital increase in compliance with the requirements of Authorized Capital 2022 was appropriate and objectively justified overall.

V.

Requirements for participation and exercise of voting rights, record date pursuant to Article 18 (1) sentence 4 of the Articles of Association and its significance

Pursuant to Section 121 (3) sentences 1 and 2 AktG, unlisted companies are only required to state the company name and registered office, the time and place of the Annual General Meeting and the agenda in the notice of meeting. The following information is therefore provided voluntarily to make it easier for shareholders to attend the Annual General Meeting and exercise their rights.

Pursuant to Article 18 (1) sentence 1 of the Articles of Association of the company, only those shareholders are entitled to attend the Annual General Meeting and to exercise their shareholder rights, particularly their right to propose motions and to vote, at the Annual General Meeting who have registered with the company by the deadline in German or English using one of the following contact options and have provided proof of their entitlement:

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

Pursuant to Article 18 (1) sentence 3 of the 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 June 6, 2023 (0:00 (MESZ)) ("**record date**") and must be received by the company together with the registration no later than the end of June 20, 2023 (24:00 (MESZ)). In case of doubt as to the correctness or authenticity of the proof, the company shall be entitled to request suitable further 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 decisive date for the scope and exercise of participation and voting rights at the Annual General Meeting. In relation to the company, only those persons who have provided proof of share ownership as of the record date shall be deemed shareholders for the purpose of attending the Annual General Meeting or exercising 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 and to exercise their voting rights if they sell the shares after the record date. The record date has no effect on the saleability of the shares and has no significance for the dividend entitlement.

VI.

Powers of attorney; procedure for voting by proxy; proxies

Shareholders who are unable or do not wish to attend the Annual General Meeting in person may be represented by exercising their rights, and particularly their voting rights, using a proxy, e.g., an intermediary, a shareholders' association, a voting advisor or another person of their choice. In this case, too, registration and proof of share ownership are also required in proper form by the deadline 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 are required to be in text form (Section 126b of the German Civil Code [BGB]) if neither an intermediary nor a shareholders' association, a voting rights advisor or a person equivalent to these pursuant to Section 135 (8) AktG is authorized.

For the granting of a power of attorney the form sent out to shareholders with the admission ticket after they have properly registered and submitted their registration by the deadline above could also be used.

Authorized intermediaries, shareholders' associations, voting advisor or equivalent persons pursuant to Section 135 (8) AktG may provide for deviating regulations, which are to 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. For organizational reasons, if a power of attorney is granted and revoked vis-à-vis the company or if proof of a power of attorney granted vis-à-vis an authorized representative or of its revocation vis-à-vis the company is required, this must occur by no later than the end of June 26, 2023 (24:00 (MESZ)) using the following contact details:

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

On the day of the Annual General Meeting, the granting of a power of attorney, its revocation and proof of a power of attorney granted to an authorized representative or its revocation vis-à-vis the company may also be made at the admission control.

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

If a company-appointed proxy is authorized, the proxy must in all cases be given explicit and unambiguous instructions on how to exercise the voting rights. If no explicit or no clear instructions have been issued, the company-appointed proxy will abstain from voting on the respective voting item. Proxies are obliged to vote in accordance with the instructions. Company-appointed proxies will not accept instructions to speak, to object to resolutions of the Annual General Meeting or to ask questions or propose motions, either in advance of or during the Annual General Meeting.

Company-appointed proxies must be authorized and instructed in text form. Powers of attorney and instructions to the company-nominated proxies bound by instructions may be issued using the proxy and instruction forms provided for this purpose, which shareholders will receive upon proper registration.

The completed power of attorney and instruction form may also be sent to one of the aforementioned contact options. For organizational reasons, powers of attorney to company-appointed proxies to exercise voting rights and instructions must be received by the company at one of the aforementioned contact options by no later than the end of June 26, 2023 (24:00 (MESZ)), unless they are issued, amended or revoked at the Annual General Meeting. This also applies in the event of an amendment or revocation of a previously issued power of attorney or instruction, provided that the amendment or revocation of the power of attorney or instruction is made in text form.

VII.

Shareholder rights

In the run-up to or in the Annual General Meeting, the shareholders have, among other things, the following rights pursuant to Section 122 (2) AktG in conjunction with Article 56 sentences 2 and 3 SE-Reg., Section 50 (2) SEAG, Sections 126 (1), 127 and 131 (1) AktG.

1. Request for additions 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 and in conjunction with Article 56 sentences 2 and 3 SE-Reg., Section 50 (2) SEAG, request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reason or a draft resolution.

Requests must be made in writing to the company's Management Board at the following address:

zooplus SE
– The Management Board –
Sonnenstrasse 15
80331 Munich

Requests must be received by the company no later than the end of June 2, 2023 (24:00 (MESZ)).

Additions to the agenda to be published will be published in the German Federal Gazette without 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 published on the company's website at <https://corporate.zooplus.com/en/investor-relations/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 grounds; election proposals need not be accompanied by grounds.

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

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

Countermotions or election proposals addressed otherwise will not be considered.

Countermotions and election proposals received by the deadline of 14 days before the date of the Annual General Meeting, i.e., by no later than the end of June 12, 2023 (24:00 (MESZ)), under one of the aforementioned contact options, insofar as they are to be made available to the other shareholders, will be published without delay on the internet at <https://corporate.zooplus.com/en/investor->

relations/general-meeting/ including the name of the shareholder and the reasons. Any comments by the management will also be published at this internet address.

The company may refrain from publishing a countermotion and its grounds as well as an election proposal under the conditions set out in Sections 127, 126 (2) AktG.

Except in the cases set out in Sections 127 and 126 (2) AktG, the Management Board need not make available election proposals from shareholders if they do not contain the name, profession and place of residence of the proposed person.

It is pointed out that countermotions and election proposals, even if they have been submitted to the company in advance before the deadline, will only be considered at the Annual General Meeting if they are made or submitted there. The right of any shareholder to submit countermotions to the various agenda items or election proposals during the Annual General Meeting, even without prior submission to the company, remains unaffected.

3. Right to information

Pursuant to Section 131 (1) AktG, the Management Board must provide each shareholder upon request with information on the company's affairs, the company's legal and business relations with affiliated companies, and the situation of the Group and the companies included in the consolidated financial statements at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an agenda item. The Management Board may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG.

VIII.

Total number of shares and voting rights at time of convening

At the time of convening this Annual General Meeting, the company's share capital amounts to EUR 7,206,469.00. It is divided into 7,206,469 no-par value shares (shares without nominal value), each of which grants one vote. The company does not hold any treasury shares. The total number of voting rights is therefore 7,206,469.

IX.

Information on data protection for shareholders and their representatives

In connection with the Annual General Meeting, zooplus SE, as the controller as defined by 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 admission ticket) 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. The data is processed only to enable shareholders and shareholder representatives to exercise their rights in the context of the Annual General Meeting and to comply with the statutory provisions of an Annual General Meeting. The legal basis for the 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 legitimate interest in storing the data for a longer period in the event of a dispute in or out of court on the occasion of the Annual 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 Annual General Meeting will receive only the personal data that is required for the performance of their activities; the processing will be carried out exclusively in accordance with the instructions of zooplus SE.

In the case of requests for additions to the agenda pursuant to Section 122 (2) AktG in conjunction with Article 56 sentences 2 and 3 SE-Reg., and Section 50 (2) SEAG, as well as in the case of counter motions and election proposals by shareholders, these will be made publicly available together with the name of the shareholder submitting the requests for additions to the agenda or the counter motion or the shareholder submitting the election proposal (cf. Section VII. Shareholder rights, Items 1 and 2).

The personal data of the shareholders attending the Annual General Meeting and the data of the shareholders' representatives shall be recorded in a list of participants in accordance with Section 129 (1) sentence 2 AktG. This will be made available to all participants on the day of the Annual General Meeting in accordance with Section 129 (4) sentence 1 AktG.

If the legal requirements are met, every shareholder has the right to information about 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 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 SE
Data Protection Officer
c/o HW Data GmbH

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

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

Munich, May 2023

zooplus SE

The Management Board