

**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

**Thursday, June 6, 2024, 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 2023 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 2023 financial year**

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged for the 2023 financial year.

**3. Resolution on the discharge of the Supervisory Board for the 2023 financial year**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the 2023 financial year.

**4. Election of the auditor of the financial statements and consolidated financial statements for the 2024 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 2024 financial year.

## **5. Election 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, Ms. Kate Swann, resigned from her office as a member of the Supervisory Board. Therefore, the Supervisory Board has comprised only five members.

It is therefore intended to elect Ms. Joanna Rogers as a member of the Supervisory Board.

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

Ms. Joanna Rogers, Vice President Emerging Propositions at Zalando SE, Berlin, and resident in Halam, United Kingdom,

be elected as a member of the Supervisory Board with effect from the end of the Annual General Meeting on June 6, 2024. Her term will extend until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the second 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).

Ms. Rogers 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 Mr. & Mrs. Oliver Ltd., London, United Kingdom

## **6. Resolution on an amendment to Article 15 of the Articles of Association (Remuneration of the Supervisory Board, D&O insurance)**

In accordance with Article 15 (1) of the Articles of Association, the members of the Supervisory Board do not receive any remuneration for their membership of the Supervisory Board, but only reimbursement of their reasonable expenses in accordance with Article 15 (2) of the Articles of Association against itemized proof plus VAT payable on their expenses. The provisions regarding the reimbursement of expenses incurred by members of the Supervisory Board are now to be amended to clarify that only their proven travel and accommodation expenses will be reimbursed in the amount of the actual costs.

The Management Board and the Supervisory Board therefore propose to resolve as follows:

Sentence 1 in paragraph 2 of Article 15 of the Articles of Association is amended and reworded as follows:

“The members of the Supervisory Board shall receive reimbursement of their proven travel and accommodation expenses in the amount of the actual costs.”

Sentence 2 in paragraph 2 of Article 15 remains unchanged.

**7. Resolution on an amendment to Article 18 of the Articles of Association (Attendance of the General Meeting)**

According to Article 18 (1) of the Articles of Association, the shareholders are required, among others, to provide proof of entitlement in order to participate in the General Meeting and to exercise their voting rights. The proof of entitlement shall refer to the beginning of the 21st day, 00.00 hours local time at the registered office of the company, prior to the General Meeting (legitimation day) according to Article 18 (1) sentence 4 of the Articles of Association. This provision is voluntarily based on the corresponding statutory regulation in Section 123 (4) sentence 2 AktG in the previously applicable version, which only applies to listed companies. With effect as of December 15, 2023, the statutory regulation was amended to clarify that the legitimation day now refers to the end of business on the 22nd day prior to the General Meeting. This does not lead to a change in content. This amendment to the law is now to be voluntarily reflected in the company's Articles of Association.

The Management Board and the Supervisory Board therefore propose to resolve as follows:

Sentence 4 in paragraph 1 of Article 18 of the Articles of Association is amended and reworded as follows:

“The proof pursuant to Section 67c (3) AktG shall refer to the end of business of the 22nd (in words: twenty-second) day, 24.00 hours local time at the company’s registered office, prior to the General Meeting (legitimation day).”

The remainder of paragraph 1 of Article 18 remains unchanged.

## II.

### **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](mailto: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 May 16, 2024 (0:00 (MESZ)) ("**record date**") pursuant to Section 18 (1) sentence 4 of the Articles of Association and must be received by the company together with the registration no later than the end of May 30, 2024 (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.

### **III.**

#### **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 5, 2024 (24:00 (MESZ)) using the following contact details:

zooplus SE  
c/o Computershare Operations Center  
80249 Munich  
or  
Email: [anmeldestelle@computershare.de](mailto: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 5, 2024 (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.

## **IV. 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 May 12, 2024 (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. 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 May 22, 2024 (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.

## V.

### **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 7,253,944.00. It is divided into 7,253,944 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 7,253,944.

## VI.

### **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 IV. 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](mailto: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, April 2024

zooplus SE

***The Management Board***