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zooplus SE

Munich

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Invitation to the Annual General Meeting

We hereby invite our shareholders to join us on

Monday, June 23, 2025, at 03:00 pm (MESZ),

at offices of zooplus SE

Herzog-Wilhelm-Straße 18, 80331 Munich

for the

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 2024 financial year

These documents may be inspected at the offices of zooplus SE at Herzog-Wilhelm-Straße 18, 80331 Munich, Germany, and will be available for inspection by the shareholders at the 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 General Meeting.

2. Resolution on the discharge of the Management Board for the 2024 financial year

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged for the 2024 financial year.

3. Resolution on the discharge of the Supervisory Board for the 2024 financial year

The Management Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the 2024 financial year.

4. Election of the auditor of the financial statements and consolidated financial statements for the 2025 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 2025 financial year.

5. Election of the auditor of the sustainability reporting for the 2025 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 sustainability reporting for the 2025 financial year.

The election of the auditor for the sustainability reporting is made as a precautionary measure in case the German legislator, as part of the implementation of Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, with regard to sustainability reporting, should provide for the election of the auditor for the sustainability reporting by the General Meeting, i.e. the audit of sustainability reporting should not be the responsibility of the auditor for the financial statements anyway under German implementation law.

6. Resolution on the cancellation of an authorized capital (Authorized Capital 2023) and the creation of new authorized capital (Authorized Capital 2025) 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 2023) 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 2023) 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 (and including) June 22, 2030, by up to a total of EUR 3,636,424.00 by issuing up to a total of 3,636,424 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 2025).

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 20% 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 of the German Stock Corporation Act (*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 2025.

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 (and including) June 22, 2030 by up to a total of EUR 3,636,424.00 (in words: three million six hundred and thirty-six thousand four hundred and twenty-four Euro) by issuing up to a total of 3,636,424 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 2025).

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 20% 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 2025."

7. Resolution on the cancellation of the Conditional Capital 2018/I, the Conditional Capital 2020 and the Conditional Capital 2021; amendments to the Articles of Association

In accordance with Article 5 (8) of the company's Articles of Association, the company has a Conditional Capital 2018/I in the amount of EUR 365,000.00. The term for issuing subscription rights (share options) under the authorization of the Annual General Meeting of June 13, 2018 (Authorization 2018), on which the Conditional Capital 2018/I is based ended on December 31, 2021. Insofar as share options were issued under the Authorization 2018, these have now been fully settled or cancelled. The Conditional Capital 2018/I is thus no longer required and is therefore to be cancelled. There are no subscription rights that could conflict with the cancellation of the Conditional Capital 2018/I.

In accordance with Article 5 (9) of the company's Articles of Association, the company has a Conditional Capital 2020 in the amount of EUR 70,000.00. The term for issuing subscription rights (share options) under the authorization of the Annual General Meeting of June 25, 2020 (Authorization 2020), on which the Conditional Capital 2020 is based ended on December 31, 2022. Insofar as share options were issued under the Authorization 2020, these have now been fully settled

or cancelled. The Conditional Capital 2020 is thus no longer required and is therefore to be cancelled. There are no subscription rights that could conflict with the cancellation of the Conditional Capital 2020.

In accordance with Article 5 (10) of the company's Articles of Association, the company has a Conditional Capital 2021 in the amount of EUR 200,000.00. The term for issuing subscription rights (share options) under the authorization of the Annual General Meeting of May 20, 2021 (Authorization 2021), on which the Conditional Capital 2021 is based ended on December 31, 2024. Insofar as share options were issued under the Authorization 2021, these have now been fully settled or cancelled. The Conditional Capital 2021 is thus no longer required and is therefore to be cancelled. There are no subscription rights that could conflict with the cancellation of the Conditional Capital 2021.

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

a) Cancellation Conditional Capital 2018/I

- i. The Conditional Capital 2018/I pursuant to Article 5 (8) of the Articles of Association of the Company in the amount of EUR 365,000.00 is cancelled in its entirety.
- ii. Article 5 (8) of the Articles of Association is deleted without replacement.

b) Cancellation Conditional Capital 2020

- i. The Conditional Capital 2020 pursuant to Article 5 (9) of the Articles of Association of the Company in the amount of EUR 70,000.00 is cancelled in its entirety.
- ii. Article 5 (9) of the Articles of Association is deleted without replacement.

c) Cancellation Conditional Capital 2021

- i. The Conditional Capital 2021 pursuant to Article 5 (10) of the Articles of Association of the Company in the amount of EUR 200,000.00 is cancelled in its entirety.
- ii. Article 5 (10) of the Articles of Association is deleted without replacement.

II.

Written report of the Management Board on Agenda Item 6 pursuant to Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG (Creation of new Authorized Capital 2025)

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 2025 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 General Meeting under Agenda Item 6 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 (and including) June 22, 2030, on one or more occasions by up to a total of EUR 3,636,424.00 by issuing up to a total of 3,636,424 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 2025). The proposed term of the authorization of five years until June 22, 2030, 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.

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 2025 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 2025, 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.

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 20% 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 2025 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 2025 in a capital increase against cash contributions excluding subscription rights may not exceed 20% 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 20% is not exceeded and that

the financial and voting right interests of the shareholders are adequately protected in the event that the Authorized Capital 2025 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 2025 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 (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.

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 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 2025 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 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. 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 2025 excluding subscription rights.

III.

Report of the Management Board on the partial utilization of Authorized Capital 2023

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 June 26, 2028, by issuing new no-par value bearer shares against cash and/or non-cash contributions ("**Authorized Capital 2023**"). The Authorized Capital 2023 was created by resolution of the Annual General Meeting on June 27, 2023, and became effective upon its entry in the commercial register of the District Court of Munich on August 2, 2023. The total volume of the Authorized Capital 2023 was EUR 3,626,972.00 when it was granted.

One component of the Authorized Capital 2023 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 November 13, 2024, the company's Management Board resolved, with the approval of the Supervisory Board dated November 14, 2024, to increase the company's share capital from the previous EUR 7,253,944.00 by EUR 18,905.00 to EUR 7,272,849.00 by issuing 18,905 new no-par value bearer shares against cash contributions, making partial use of the Authorized Capital 2023. The new shares are entitled to dividends as of January 1, 2024.

The capital increase corresponds to an increase of around 0.26% in the company's share capital existing at the time the Authorized Capital 2023 becomes effective and at the time it is utilized. The share volume limit provided for in the Authorized Capital 2023 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, 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 551.00 per new share.

The company received gross proceeds of around EUR 10.4 million from the capital increase. The proceeds are primarily intended to finance the fulfillment of claims under a Stock Option Program issued by the company and to strengthen the company's capital base.

The capital increase became effective on December 17, 2024, upon its entry into the commercial register. As a result, the company's share capital increased to EUR 7,272,849.00 and is divided into 7,272,849 no-par value bearer shares. After partial utilization in the course of the capital increase, the Authorized Capital 2023 amounted to EUR 3,608,067.00. The Authorized Capital 2023 amounted to EUR 3,608,067.00 after partial utilization in the course of the capital increase. Against the background of the partial utilization of the Authorized Capital 2023, the cancellation of the Authorized Capital 2023 reduced by the capital increase and the creation of a new authorized capital will be proposed to the Annual General Meeting for resolution under Agenda Item 6.

In setting the issue price, the requirements of Section 186 (3) sentence 4 AktG were observed, compliance with which is stipulated by the Authorized Capital 2023 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 November 12, 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 2023, was EUR 232.00 which was below the issue price of EUR 551.00 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 0.26% of the share capital existing when Authorized Capital 2023 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 the Authorized Capital 2023 was appropriate and objectively justified overall.

IV.

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 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 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 General Meeting and to exercise their shareholder rights, particularly their right to propose motions and to vote, at the General Meeting who have registered with the company by the deadline in German or English using one of the following contact options in text form (Section 126b of the German Civil Code (*BGB*)) and have provided proof of their entitlement:

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

The registration may also be transmitted via intermediaries in ISO 20022 format (e.g., via SWIFT, CMDHDEMMXXX). An authorization via the SWIFT Relationship Management Application (RMA) is required for a registration via SWIFT.

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 close of business on June 1, 2025 (24:00 (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 June 16, 2025 (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 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 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 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.

V.

Powers of attorney; procedure for voting by proxy; proxies

Shareholders who are unable or do not wish to attend the 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 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 22, 2025 (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 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 General Meeting or to ask questions or propose motions, either in advance of or during the 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.

For organizational reasons, powers of attorney to company-appointed proxies to exercise voting rights and instructions must be received by the company by no later than the end of June 22, 2025 (24:00 (MESZ)), unless they are issued, amended or revoked at the General Meeting, using the following contact data:

zooplus SE
c/o Computershare Operations Center
80249 Munich

or

Email: anmeldestelle@computershare.de

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.

VI.

Shareholder rights

In the run-up to or in the 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 –
Herzog-Wilhelm-Straße 18
80331 Munich

Requests must be received by the company no later than the end of May 29, 2025 (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
Herzog-Wilhelm-Straße 18
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 General Meeting, i.e., by no later than the end of June 8, 2025 (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 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 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 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.

VII.

Total number of shares and voting rights at time of convening

At the time of convening this General Meeting, the company's share capital amounts to EUR 7,272,849.00. It is divided into 7,272,849 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 7,272,849.

VIII.

Information on data protection for shareholders and their representatives

In connection with the 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 General Meeting and to comply with the statutory provisions of an 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 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 General Meeting. After expiry of the storage period, the data will either be anonymized or deleted.

The service providers commissioned for the purpose of preparing, conducting and following up on the General Meeting 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 VI. Shareholder rights, Items 1 and 2).

The personal data of the shareholders attending the 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 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
Nordendstr. 64
80801 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 2025

zooplus SE

The Management Board