

- CONVENIENCE TRANSLATION -

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zooplus SE

Munich

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Invitation to the Annual General Meeting

We hereby invite our shareholders to the

Tuesday, 30 June 2026, at 2.30 p.m. (CEST),

at the offices of zooplus SE
Herzog-Wilhelm-Straße 18, 80331 Munich

to attend

Annual General Meeting

I.

Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report for the Company and the Group, and the report of the Supervisory Board, all for the financial year 2025

These documents may be inspected at the registered office of zooplus SE, Herzog-Wilhelm-Straße 18, 80331 Munich, and will be available for inspection by shareholders at the Annual General Meeting itself. Upon request, every shareholder will receive a copy.

In accordance with the statutory provisions, no resolution is envisaged or possible regarding this agenda item, as the Supervisory Board has already approved the annual and consolidated financial statements and the annual financial statements are therefore adopted. For the other documents mentioned under this agenda item, the law merely provides for the shareholders to be informed by being given the opportunity to inspect them, but does not provide for a resolution to be passed by the Annual General Meeting.

2. Resolution on the appropriation of retained earnings

The Management Board and the Supervisory Board propose that the retained earnings of EUR 18,270,420.93 reported in the Company's annual financial statements as at 31 December 2025 for the financial year 2025 be carried forward in full to new account.

3. Resolution on the discharge of the Management Board for the financial year 2025

The Management Board and Supervisory Board propose that the members of the Management Board be discharged for the financial year 2025.

4. Resolution on the discharge of the Supervisory Board for the financial year 2025

The Management Board and Supervisory Board propose that the members of the Supervisory Board be granted discharge for the financial year 2025.

5. Appointment of the auditor for the annual and consolidated financial statements for the financial year 2026

The Supervisory Board proposes – based on a corresponding recommendation from its Audit Committee – to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft,

Frankfurt am Main, Munich branch, as the auditor of the annual and consolidated financial statements for the financial year 2026.

6. Appointment of the auditor for the sustainability reporting for the financial year 2026

The Supervisory Board proposes – based on a corresponding recommendation from its Audit Committee – to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich branch, as the auditor of the sustainability report for the financial year 2026.

The appointment of the auditor for the sustainability report by the Annual General Meeting is made with a view to the draft Act implementing Directive (EU) 2022/2464 on corporate sustainability reporting, as amended by Directive (EU) 2025/794. This Act, which is still undergoing the legislative process at the time of the resolution on this convening of the Annual General Meeting, provides for the appointment of the auditor of the sustainability report by the Annual General Meeting for financial years beginning after 31 December 2024.

7. Election to the Supervisory Board

The company's supervisory board is composed in accordance with Article 40(2) and (3) of Regulation (EC) No 2157/2001 (SE Regulation), Section 17(1) of the SEAG, Section 21 of the SEBG in conjunction with Section 11(1), first sentence, of the Company's Articles of Association and Section 21 of the Agreement of 20 December 2021 with the special negotiating body on employee participation at zooplus SE.

The previous member of the Supervisory Board, Mr Janic Lehmann, has resigned from his position as a member of the Supervisory Board. Since 28 April 2026, Mr Juho Aleksu Frilander has been a member of the Supervisory Board in his place; he was appointed as a member of the Supervisory Board by court order for a fixed term until the conclusion of the Annual General Meeting on 30 June 2026, to which you are hereby invited. Furthermore, the former member of the Supervisory Board, Mr Stefan Niedermaier, has resigned from his position as a member of the Supervisory Board.

Against this background, it is proposed that Mr Juho Aleksu Frilander, who is currently appointed by the court and whose term of office expires at the close of the Annual General Meeting on 30 June 2026, to which you are hereby invited, be elected as a member of the Supervisory Board. It is also proposed that Mr Ajay Kavan be elected as a member of the Supervisory Board to succeed Mr Stefan Niedermaier.

In view of the above, the Supervisory Board, in accordance with the proposal of its Nomination Committee, proposes that

7.1 Mr Juho Aleksu Frilander, Managing Director, Performance & Value Creation at the EQT Group, Helsinki, Finland, resident in Helsinki, Finland, and

7.2 Mr Ajay Kavan, independent consultant, resident in Berkhamsted, United Kingdom,

each with effect from the close of the Annual General Meeting on 30 June 2026, to which you are hereby invited, as members of the Supervisory Board. The election is valid until the conclusion of the Annual General Meeting that resolves on the discharge of liability for the second financial year following the commencement of the term of office, not including the financial year in which the term of office begins (i.e. expected to be until the conclusion of the 2029 Annual General Meeting).

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

a) Juho Aleksu Frilander:

Memberships on other statutory supervisory boards: none.

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: Member of the Advisory Board of Dellner Couplers AB, Sweden; Chairman of the Nomination Committee of Beijer Ref AB, Sweden.

b) Ajay Kavan:

Memberships on other statutory supervisory boards: none.

Memberships of comparable domestic and foreign supervisory bodies of commercial enterprises: Non-Executive Director of Dunelm Plc, United Kingdom; Non-Executive Board Member of the Rohlik Group, Czech Republic; Non-Executive Board Member of the Breadfast Group, Egypt.

8. Resolution on an amendment to the Articles of Association in paragraph 5 of Section 11 (Composition, Term of Office) to make the resignation of Supervisory Board members more flexible

Members and alternate members of the Supervisory Board may resign from office prematurely before the end of their term of office by written declaration. The Articles of Association provide for a notice period of one month for this purpose in Section 11(5). The Articles of Association do not currently provide for a shortening of the notice period or a waiver of the requirement to observe the notice period. To make the resignation process more flexible, the Articles of Association should now provide that the Chairman of the Supervisory Board or, in the event of the Chairman's resignation, his deputy may shorten the notice period or waive the requirement to observe the notice period.

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

Paragraph 5 of Article 11 of the Articles of Association is amended as follows:

“5. Members and alternate members of the Supervisory Board may resign from office only by giving written notice to the Chairman of the Supervisory Board or to the Management Board with one month's notice. The Chairman of the Supervisory Board or, in the event of the Chairman's resignation, his deputy may shorten the notice period or waive the requirement to observe it. The right to resign for good cause remains unaffected by this.”

II.

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

Pursuant to Section 121(3), sentences 1 and 2 of the German Stock Corporation Act (AktG), unlisted companies are only required to state the company's name and registered office, the time and place of the Annual General Meeting, and the agenda in the notice convening the meeting. The following information is therefore provided voluntarily to facilitate shareholders' participation in the Annual General Meeting and the exercise of their rights.

Pursuant to Section 18(1), sentence 1 of the Company's Articles of Association, only those shareholders who have registered with the Company in good time via one of the following contact options in writing (Section 126b of the German Civil Code (BGB)) in German or English and have provided proof of their entitlement are entitled to attend the Annual General Meeting and to exercise their shareholder rights, in

particular the right to submit motions and the right to vote, at the Annual General Meeting:

zooplus SE

c/o Computershare Operations Center

80249

Munich

or

Email: anmeldestelle@computershare.de

Registration can also be submitted via intermediaries in ISO 20022 format (e.g. via SWIFT, CMDHDEMXXX). Authorisation via the SWIFT Relationship Management Application (RMA) is required for registration via SWIFT.

Pursuant to Article 18(1), third sentence, of the Articles of Association, proof of shareholding by the ultimate intermediary in accordance with Section 67c(3) of the German Stock Corporation Act (AktG) is sufficient as evidence of eligibility. In accordance with Article 18(1), fourth sentence, of the Articles of Association, proof of shareholding must relate to the close of business on 8 June 2026 (midnight, CEST) (“Record Date”) and must be received by the Company together with the registration by no later than the end of 23 June 2026 (midnight, CEST). The Company is entitled to request further appropriate proof in the event of doubts as to the accuracy or authenticity of the proof. If such proof is not provided, or is 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 the right to attend and vote at the Annual General Meeting. In relation to the Company, only those who have provided proof of shareholding as at the record date are entitled to attend the Annual General Meeting or exercise their voting rights as shareholders. Changes in shareholdings after the record date are irrelevant in this regard. Persons who do not yet hold shares on the record date and only become shareholders thereafter are entitled to participate and vote in respect of the shares they hold only if they appoint a proxy or authorise another person to exercise their rights. Shareholders who have duly registered and provided proof of share ownership are entitled to attend the Annual General Meeting and to exercise their voting rights even if they sell the shares after the record date. The record date has no effect on the transferability of the shares and is irrelevant for dividend entitlement.

III.

Proxies; procedure for voting by proxy;

Proxies

Shareholders who are unable or unwilling to attend the Annual General Meeting in person may have their rights, in particular their voting rights, exercised by a proxy, e.g. an intermediary, a shareholders’ association,

a proxy advisor or another person of their choice. In this case too, registration and proof of shareholding must be provided in due form and within the prescribed time limit in accordance with the above provisions. If a shareholder appoints more than one proxy, the Company may reject one or more of them.

The granting of the power of attorney, its revocation and proof of the power of attorney to the Company must be in writing (Section 126b of the German Civil Code (BGB)), unless an intermediary, a shareholders' association, a proxy advisor or a person treated as equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG) is authorised.

The form for granting a proxy, which is sent with the admission ticket dispatched to shareholders following registration in the manner and within the time limit described above, may also be used to grant a proxy.

Intermediaries, shareholder associations, proxy advisors or persons treated as equivalent to them under Section 135(8) of the German Stock Corporation Act (AktG) may, insofar as they themselves are authorised, provide for different arrangements, which must be enquired about from the respective party to be authorised.

The power of attorney may be granted to and revoked by the proxy holder, or granted to and revoked by or evidenced to the Company. For organisational reasons, the granting and revocation of a proxy to the Company, or proof of a proxy granted to a proxy holder or its revocation, must be submitted to the Company by no later than the end of 29 June 2026 (midnight, CEST) via

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

(and, in the case of transmission via intermediaries in accordance with Section 67c of the German Stock Corporation Act (AktG) in ISO 20022 format (e.g. via SWIFT, using the SWIFT address given above)). On the day of the Annual General Meeting, the granting of a proxy, its revocation and proof of a proxy granted to a proxy holder or its revocation may also be provided to the Company at the entrance control point.

In addition, the Company offers its shareholders the option of being represented by proxies appointed by the Company who are bound by the instructions of the respective shareholder. Even where proxies appointed by the Company are authorised, registration and proof of shareholding must be submitted in due form and time in accordance with the above provisions.

Where proxies appointed by the Company are authorised, they must in all cases be given explicit and unambiguous instructions for the exercise of voting rights. Where no explicit or unambiguous instructions have been given, the proxies appointed by the Company will abstain from voting on the relevant resolution.

The proxies are obliged to vote in accordance with the instructions. The proxies appointed by the Company shall not accept requests, either in advance or during the Annual General Meeting, to speak, to lodge objections to resolutions of the Annual General Meeting, or to ask questions or submit motions.

Proxies appointed by the Company must be authorised and instructed in writing. Powers of attorney and instructions to the Company's appointed proxies, who are bound by such instructions, may be issued using the designated forms for powers of attorney and instructions, which shareholders will receive upon proper registration.

For organisational reasons, powers of attorney to exercise voting rights, together with instructions to the proxies appointed by the Company, must be submitted to the Company by no later than the end of 29 June 2026 (midnight, CEST) via

zooplus SE

c/o

Computershare

Operations

Center

80249 Munich

or

email: anmeldestelle@computershare.de

(and, in the case of transmission via intermediaries in accordance with Section 67c of the German Stock Corporation Act (AktG) in ISO 20022 format (e.g. via SWIFT, using the SWIFT address given above)). This also applies in the event of an amendment or revocation of a previously granted power of attorney or instruction, provided that the amendment or revocation of the power of attorney or instruction is made in writing.

IV.

Shareholders' rights

Shareholders are entitled to the following rights, amongst others, in the run-up to or during the Annual General Meeting pursuant to Section 122(2) of the German Stock Corporation Act (AktG) in conjunction with Article 56, sentences 2 and 3 of the European Company Regulation (SE-VO), Section 50(2) of the German Act on the European Company (SEAG), Section 126(1), Section 127 and Section 131(1) of the German Stock Corporation Act (AktG).

1. Request for an addition to the agenda

Shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000.00 of the share capital (the latter corresponding to 500,000 shares) may, pursuant to Section 122(2) of the German Stock Corporation Act (AktG) in conjunction with Article 56,

sentences 2 and 3 of the European Company Regulation (SE-VO), Section 50(2) of the SEAG, request that items be added to the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution.

The request must be addressed in writing to the company's Management Board at the following address:

zooplus SE
- The Management Board -
Herzog-Wilhelm-Straße 18
80331 Munich

The request must be received by the Company no later than midnight (CEST) on 5 June 2026.

Any additions to the agenda that are required to be published will be published in the Federal Gazette immediately upon receipt of the request. They will also be made available on the company's website at <https://corporate.zooplus.com/hauptversammlung>.

2. Counter-motions and nominations

Every shareholder has the right to submit to the Company counter-motions against proposals for resolutions by the Management Board and/or the Supervisory Board on specific agenda items in accordance with Section 126(1) of the German Stock Corporation Act (AktG), as well as nominations for elections in accordance with Section 127 of the German Stock Corporation Act (AktG). Counter-motions must be accompanied by a statement of reasons; nominations do not need to be justified.

Counter-motions and nominations must be sent exclusively to one of the following contact details:

zooplus SE
Herzog-Wilhelm-Straße 18
80331 Munich
or
Email: kontakt@zooplus.de

Counter-motions or nominations addressed to any other party will not be considered.

Counter-motions and nominations received in good time by 14 days prior to the date of the Annual General Meeting, i.e. by midnight on 15 June 2026 (24:00, CEST), via one of the contact details provided above, shall be published immediately on the internet at <https://corporate.zooplus.com/hauptversammlung>, including the shareholder's name and the

reasons, insofar as these are to be made available to the other shareholders. Any comments from the management shall also be published at this internet address.

The Company may refrain from publishing a counter-motion and its grounds, as well as a nomination, under the conditions set out in Sections 127 and 126(2) of the German Stock Corporation Act (AktG).

Except in the cases provided for in Sections 127 and 126(2) of the German Stock Corporation Act (AktG), the Management Board is not required to make nominations for election by shareholders available if they do not contain the name, occupation and place of residence of the proposed person.

It should be noted that counter-motions and nominations, even if they have been submitted to the Company in advance within the prescribed time limit, will only be considered at the Annual General Meeting if they are raised or submitted there. The right of every shareholder to raise counter-motions on the various items on the agenda or to submit nominations during the Annual General Meeting, even without prior submission to the Company, remains unaffected.

3. Right to information

Pursuant to Section 131(1) of the German Stock Corporation Act (AktG), every shareholder is entitled, upon request at the Annual General Meeting, to receive information from the Management Board regarding matters of the Company, the Company's legal and business relationships with affiliated companies, and the position of the Group and the companies included in the consolidated financial statements, insofar as such information is necessary for the proper assessment of an item on the agenda. The Board of Management may refrain from answering individual questions for the reasons set out in Section 131(3) of the German Stock Corporation Act (AktG).

V.

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

The share capital of the company amounts to EUR 7,272,849.00 at the time of convening this Annual General Meeting. It is divided into 7,272,849 no-par value shares (shares without a nominal value), each of which confers one vote. The company does not hold any treasury shares. The total number of voting rights is therefore 7,272,849.

VI.

Data protection information for shareholders and their proxies

In connection with the Annual General Meeting, zooplus SE, as the controller within the meaning of Article 4(7) of the General Data Protection Regulation (“GDPR”), processes personal data (surname and first name, address, email address, number of shares, class of shares, type of shareholding and admission ticket number) of shareholders and, where applicable, their legal or authorised representatives, in accordance with the data protection regulations applicable in Germany. zooplus SE receives the data directly from the shareholder or from their custodian bank. The data is processed solely to enable shareholders and shareholder representatives to exercise their rights at the Annual General Meeting and to comply with the legal requirements of an Annual General Meeting. The legal basis for the processing is Article 6(1)(c) of the GDPR. We reserve the right to store 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 judicial or extrajudicial dispute arising from the Annual General Meeting. Upon expiry of the storage period, the data will either be anonymised or deleted.

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

In the event of requests to amend the agenda pursuant to Section 122(2) of the German Stock Corporation Act (AktG) in conjunction with Article 56, sentences 2 and 3 of the SE Regulation, Section 50(2) of the SEAG, as well as in the case of counter-motions and nominations by shareholders, this information is made publicly available together with the name of the shareholder submitting the request for an addition to the agenda or the counter-motion, or the shareholder submitting the nomination (see section IV (Shareholders’ rights), points 1 and 2 there).

The personal data of shareholders attending the Annual General Meeting, as well as the data of shareholder representatives, must be recorded in a register of attendees in accordance with Section 129(1), second sentence, of the German Stock Corporation Act (AktG). This register shall be made available to all attendees on the day of the Annual General Meeting in accordance with Section 129(4), first sentence, of the German Stock Corporation Act (AktG).

Every shareholder has – provided the legal requirements are met – the right to access the personal data collected in accordance with Article 15 of the GDPR, to have the data rectified in accordance with Article 16 of the GDPR, to have the data erased in accordance with Article 17 of the GDPR, to restrict the processing of personal data in accordance with Article 18 of the GDPR, to have certain personal data transferred to them or to a third party designated by them in accordance with Article 20 of the GDPR, and to object in accordance with Article 21 of the GDPR.

Our Data Protection Officer is available to deal with these and any other enquiries:

zooplus SE
Data Protection Officer
c/o HWDData GmbH
Dr Philipp Herrmann
Nordendstr. 64
80801 Munich
Email: ph@hwdata.de

Further information regarding data protection, the associated processing of shareholder data and your rights can be found on our website: <http://corporate.zooplus.com/de/datenschutz.html>.

Munich, May 2026

zooplus SE

The Management Board