

**Zalando SE**  
**Berlin**

**Announcement pursuant to Section 62 (3) sentence 2 of the German Transformation Act (*UmwG*) in  
conjunction with Art. 9 (1) lit. c) ii) SE-Regulation**  
**Information on forthcoming Merger**

It is intended to merge Zalando Fashion Entrepreneurs GmbH with its registered office in Berlin, registered with the commercial register of the local court of Berlin (Charlottenburg) under HRB 146657 B, a wholly owned subsidiary of Zalando SE, as the transferring entity, with Zalando SE with its registered seat in Berlin, registered with the commercial register of the local court of Berlin (Charlottenburg) under HRB 158855 B, as acquiring entity. The merger is to be conducted by way of merger by absorption by transferring the entire assets of the transferring entity under its dissolution without liquidation to the acquiring entity pursuant to Sections 2 No. 1, 60 et seqq., 46 et seqq. German Transformation Act (*UmwG*) in conjunction with Art. 9 (1) lit. c) ii) SE-Regulation.

The merger agreement was notarized on June 29, 2021 and submitted to the commercial register of Zalando SE on the same day pursuant to Section 62 (3) sentence 2 German Transformation Act (*UmwG*) in conjunction with Art. 9 (1) lit. c) ii) SE-Regulation.

Since the share capital of Zalando Fashion Entrepreneurs GmbH is fully held by Zalando SE, no resolution of the general meeting of Zalando SE on the approval of the merger agreement with Zalando Fashion Entrepreneurs GmbH is required pursuant to Sec. 62 (1) German Transformation Act (*UmwG*) in conjunction with Art. 9 (1) lit. c) ii) SE-Regulation. For the same reason, no merger report, no merger audit and no merger audit report are required (Sections 8 (3) sentence 1; 9 (2) and (3); 12 (3); 60 (1) German Transformation Act (*UmwG*) in conjunction with Art. 9 (1) lit. c) ii) SE-Regulation.

The shareholders of Zalando SE, whose shares in aggregate amount to one twentieth of the share capital of Zalando SE may, pursuant to Sec. 62 (2) German Transformation Act (*UmwG*) in conjunction with Art. 9 (1) lit. c) ii) SE-Regulation, request that a general meeting be convened to resolve on the approval of the intended merger. Such request for convocation shall be sent with proof of shareholding no later than one month after the date of publication of this announcement in the Federal Gazette (*Bundesanzeiger*) to Zalando SE, Legal Department, 11501 Berlin, Fax +49 (0) 30 275 946 93, E-Mail [meldedaten@zalando.de](mailto:meldedaten@zalando.de).

A resolution of the shareholders' meeting of Zalando Fashion Entrepreneurs GmbH is not required according to Section 62 (IV) sentence 1 German Transformation Act (*UmwG*) in conjunction with Art. 9 (1) lit. c) ii) SE-Regulation.

As of the date of this announcement in the Federal Gazette (*Bundesanzeiger*), the merger agreement and the documents required pursuant to Section 63 (1) German Transformation Act (*UmwG*) in conjunction with Art. 9 (1) lit. c) ii) SE-Regulation will be available for shareholders of Zalando SE on the website of Zalando SE under <https://corporate.zalando.com/en/investor-relations/merger-zfeg> for the period of one month.

**Berlin, June 2021**

**Zalando SE**

***The Management Board***