



General Meeting of Zalando SE, Berlin
on Wednesday, May 31, 2017 at 10.00 a.m.
in Westhafen Event & Convention Center, Sektor B, Halle 1, Westhafenstraße 1,
13353 Berlin

**Comment on Item 1 of the Agenda pursuant to § 124a Sentence 1 No. 2
German Stock Corporation Act (*Aktiengesetz*)**

Item 1 of the Agenda (Presentation of the adopted annual financial statements and the approved consolidated financial statements for fiscal year 2016 together with the consolidated management reports for Zalando SE and the Zalando group and the report of the Supervisory Board as well as the explanatory reports on the information required pursuant to §§ 289 (4), 315 (4) of the German Commercial Code (*Handelsgesetzbuch*)) does not have to be approved by the General Meeting, as the Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Management Board on February 24, 2017. According to § 172 Sentence 1 German Stock Corporation Act, the Financial Statements have therefore been adopted. Therefore, the approval by the General Meeting pursuant to § 173 (1) German Stock Corporation Act of the annual financial statements and the consolidated financial statements is not necessary. Moreover, the approval by the General Meeting of the additional documents referred to under Item 1 which have to be presented at the General Meeting, is not required by law.