

INVITATION TO THE ANNUAL GENERAL MEETING

OF ZALANDO SE ON MAY 31, 2017



Convenience translation

This translation is a working translation only. Legally binding and relevant is solely the German version.

ZALANDO SE

BERLIN

ISIN DE000ZAL1111 (WKN ZAL111)

INVITATION TO THE ANNUAL GENERAL MEETING

Notice is hereby given to the shareholders
of our company that the

Annual General Meeting

will be held in **Westhafen Event & Convention Center**,
Sector B, Hall 1, Westhafenstraße 1, 13353 Berlin,
on **Wednesday, May 31, 2017 at 10.00 am.**



AGENDA

- 1. 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 – HGB*)***

The Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Management Board on February 24, 2017. The annual financial statements have therefore been adopted. No resolution needs to be adopted by the General Meeting in respect of this Agenda Item 1. The documents relating to this Agenda Item 1 are available on the company's website

<https://corporate.zalando.com/en/annual-general-meeting>

and will also be available for inspection at the General Meeting.

- 2. Allocation of distributable profit**

The Management Board and the Supervisory Board propose to carry the distributable profit achieved by ZALANDO SE in the completed fiscal year 2016 in the amount of EUR 25,323,394.06 completely forward to new account.

* The relevant provisions for stock corporations domiciled in Germany, in particular the provisions of the HGB and the German Stock Corporation Act (*Aktiengesetz – AktG*), apply to the company due to the conflict-of-law rules set out in Art. 5, Art. 9 (1) lit. c) ii), Art. 53 as well as Art. 61 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (*SER*) unless otherwise provided for by any more specific rules of the SER.

3. Discharge of the Management Board of ZALANDO SE for fiscal year 2016

The Management Board and the Supervisory Board propose to grant discharge to the members of the Management Board of the company who were in office in fiscal year 2016 in respect of this period.

4. Discharge of the Supervisory Board of ZALANDO SE for fiscal year 2016

The Management Board and the Supervisory Board propose to grant discharge to the members of the Supervisory Board of the company who were in office in fiscal year 2016 in respect of this period.

5. Election of the auditor for the financial statements and the auditor for the consolidated financial statements as well as the auditor for a review

- a) Based on the recommendation of its Audit Committee, the Supervisory Board proposes to appoint Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin Office, as auditor for the audit of the financial statements and of the consolidated financial statements for fiscal year 2017 and for a review of the condensed accounts and the interim management report for the first six months of fiscal year 2017 and for a review, if applicable, of additional interim financial information within the meaning of § 37w (7) of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) in fiscal year 2017.
- b) Furthermore, based on the recommendation of its Audit Committee, the Supervisory Board proposes to appoint Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin Office, as auditor for a review, if applicable, of additional interim financial information within the meaning of § 37w (7) WpHG in fiscal year 2018 until the next General Meeting.

It is intended to take separate votes on Agenda Items 5 lit. a) and 5 lit. b), respectively.

6. New election of members of the Supervisory Board

The term of office of all shareholder representatives on the Supervisory Board will end upon the close of the General Meeting held on May 31, 2017. Therefore, a new election is required.

Pursuant to (i) Art. 40 (2), (3) SER, (ii) § 17 of the German SE Implementation Act (*SE-Ausführungsgesetz – SEAG*), (iii) § 21 (3) of the German SE Participation Act (*SE-Beteiligungsgesetz – SEBG*), (iv) the second section of the Agreement on the Participation of Employees in ZALANDO SE of March 17, 2014 (hereinafter referred to as “**Participation Agreement**”) and (v) § 10 (1) of the company’s Articles of Association, the Supervisory Board has nine members, including six members representing the shareholders and three members representing the employees.

Pursuant to § 10 (2) sentence 1 of the Articles of Association, the six members representing the shareholders are elected by the General Meeting.

In accordance with the recommendation of the Nomination Committee, the Supervisory Board proposes to elect the following persons, each for a period from the end of the General Meeting held on May 31, 2017 until the end of the General Meeting that resolves on the discharge for the fiscal year 2018, as shareholder representatives to the Supervisory Board of ZALANDO SE:

- a) Dominik Asam, Chief Financial Officer of Infineon Technologies AG, resident in Munich (Germany);
- b) Lothar Lanz, Member of Supervisory Boards, including Axel Springer SE and TAG Immobilien AG as well as of the Board of Directors of Kinnevik AB (Sweden), resident in Munich (Germany);

- c) Jørgen Madsen Lindemann, President & Chief Executive Officer of Modern Times Group MTG AB (Sweden), resident in Klampenborg (Denmark);
- d) Anders Holch Povlsen, Chief Executive Officer of the Bestseller Group (Denmark), resident in Viby (Denmark);
- e) Shanna Prevé, Managing Director Business Development for Google Consumer Hardware Group (USA), resident in San Francisco (California, USA);
- f) Alexander Samwer, independent internet entrepreneur, resident in Munich (Germany).

It is intended to take separate votes on Agenda Item 6 lit. a) to 6 lit. f).

In accordance with section 5.4.3 sentence 3 of the German Corporate Governance Code (version dated May 5, 2015, hereinafter referred to as “**German Corporate Governance Code 2015**”), attention is hereby drawn to the following: It is intended that Mr. Lothar Lanz, in case of his election by the General Meeting, be proposed as candidate for the position of the Chairman of the Supervisory Board in connection with the constituent meeting of the new Supervisory Board.

Accounting and auditing expertise within the meaning of § 100 (5) AktG is particularly held by Mr. Lothar Lanz and Mr. Dominik Asam.

Supplementary information on Agenda Item 6 pursuant to § 125 (1) sentence 5 AktG

The candidates for the Supervisory Board proposed under Agenda Item 6 are members of a statutory supervisory board of the companies listed under (i) below or members of a comparable controlling body in Germany or abroad of any of the companies listed under (ii) below:

Dominik Asam

- i. Member of the Supervisory Board of EPCOS AG, Munich
- ii. Member of the Supervisory Board of Infineon Technologies Austria AG, Villach, Austria
Member of the Board of Directors of Infineon Technologies Americas Corp., Wilmington, Delaware, USA
Member of the Board of Directors of Infineon Technologies Asia Pacific Pte., Ltd., Singapore
Member of the Board of Directors of Infineon Technologies China Co., Ltd., Shanghai, PRC

Lothar Lanz

- i. Chairman of the Supervisory Board of Home24 AG, Berlin
Member of the Supervisory Board of Axel Springer SE, Berlin
Member of the Supervisory Board of TAG Immobilien AG, Hamburg
Member of the Supervisory Board of Bauwert AG, Berlin
- ii. Member of the Board of Directors of Kinnevik AB, Stockholm, Sweden

Jørgen Madsen Lindemann

- i. None
- ii. Member of the Advisory Board of Turtle Entertainment GmbH, Cologne

Mr. Lindemann is furthermore a member of the board of directors of various other foreign group companies of the Modern Times Group MTG-Group.

Anders Holch Povlsen

- i. None
- ii. Chairman of the Board of Directors of Intervare A/S 25169158, Brøndby, Denmark
Chairman of the Board of Directors of Nemlig.com A/S, Brøndby, Denmark
Chairman of the Board of Directors of JL Schweiz AG, Glattpark, Switzerland
Member of the Board of Directors of J.Lindeberg AB 556533-7085, Stockholm, Sweden
Member of the Board of Directors of J.Lindeberg Holding AB, Stockholm, Sweden
Member of the Board of Directors of J.Lindeberg IP HK Limited, Hong Kong
Member of the Board of Directors of J.Lindeberg Holding (Singapore) Pte. Ltd., Singapore

Mr. Povlsen is furthermore a member of the board of directors of various other foreign group companies of the Bestseller Group as well as of foreign companies with a family connection.

Shanna Prevé

- i. None
- ii. None

Alexander Samwer

- i. Member of the Supervisory Board of Home24 AG, Berlin
- ii. None

Supplementary information on Agenda Item 6 pursuant to section 5.4.1 (5) to (7) of the German Corporate Governance Code 2015

Mr. Lothar Lanz is a member of the Board of Directors of Kinnevik AB. Kinnevik AB indirectly holds more than 10% of the voting shares of ZALANDO SE and therefore is a shareholder holding a material interest in the company for the purposes of section 5.4.1 (5) and (7) of the German Corporate Governance Code 2015.

Mr. Jørgen Madsen Lindemann is the President & Chief Executive Officer of Modern Times Group MTG AB. Kinnevik AB, a shareholder holding a material interest in ZALANDO SE for the purposes of section 5.4.1 (5) and (7) of the German Corporate Governance Code 2015, holds 47.6% of the voting rights in Modern Times Group MTG AB.

Mr. Anders Holch Povlsen is the Chief Executive Officer of the Bestseller Group. He holds indirectly through the Bestseller Group more than 10% of the voting shares of ZALANDO SE and therefore is a shareholder holding a material interest in the company for the purposes of section 5.4.1 (5) and (7) of the German Corporate Governance Code 2015. The Bestseller Group furthermore maintains trade and supply relationships to ZALANDO SE.

Further information on the candidates are specified following the Agenda and are available on the internet at

<https://corporate.zalando.com/en/annual-general-meeting>

as from the date of the notice convening the General Meeting.

7. Resolution on the approval of a domination and profit and loss transfer agreement between ZALANDO SE and Tradebyte Software GmbH

The Management Board and the Supervisory Board propose to approve the domination and profit and loss transfer agreement between ZALANDO SE as controlling company and Tradebyte Software GmbH as controlled company:

ZALANDO SE holds 100% of the shares in Tradebyte Software GmbH. The domination and profit and loss transfer agreement is intended to be the basis for a so-called fiscal unity for income tax purposes (*ertragsteuerliche Organschaft*) between ZALANDO SE and Tradebyte Software GmbH. Since ZALANDO SE is the sole shareholder of Tradebyte Software GmbH, no compensation payments or financial settlements pursuant to §§ 304, 305 AktG are to be made to outside shareholders. The main content of the domination and profit and loss transfer agreement (hereinafter referred to as „**Agreement**“) is as follows:

- The controlled company submits its management control (*Leitung*) to the controlling company which is, therefore, entitled to issue instructions (*Weisungen*) to the managing directors of the controlled company with regard to the management control of the company (§ 1 (1) and (2) of the Agreement). The managing directors of the controlled company may claim that instructions be confirmed in writing (§ 1 (3) of the Agreement). The controlling company is not entitled to issue the instruction to the managing directors of the controlled company to amend, maintain or terminate the Agreement (§ 1 (4) of the Agreement).
- The controlled company undertakes to transfer its entire annual profit (*Gewinnabführung*) to the controlling company during the term of the Agreement. Subject to the formation and dissolution of reserves pursuant to § 4 (1) of the Agreement, the annual profit generated without the transfer of profit, less any losses carried forward from the preceding year, the amount blocked from distribution pursuant to § 268 (8) HGB and any appropriations to the reserves pursuant to § 4 (1) of the Agreement, and plus any amounts

withdrawn from the retained earnings pursuant to § 4 (1), shall be transferred (§ 2 (1) of the Agreement). With regard to the admissible maximum profit transfer amount pursuant to § 2 (1), § 301 AktG, as amended from time to time, shall apply mutatis mutandis (§ 2 (2) of the Agreement).

- As regards the assumption of losses, the provisions of § 302 AktG, as amended from time to time, shall apply mutatis mutandis (§ 3 of the Agreement).
- The controlled company may, with the consent of the controlling company, appropriate amounts from the annual profit to the retained earnings to the extent permissible under commercial law and justified in economic terms on the basis of a reasonable commercial assessment. Any „other retained earnings“ within the meaning of § 272 (3) sentence 2 HGB formed at the controlled company during the term of the Agreement shall be dissolved upon the request of the controlling company, where applicable, and be used in accordance with § 302 AktG as amended from time to time to compensate any annual deficit or be transferred as profits (§ 4 (1) of the Agreement). The transfer of income from the release of other reserves, profit carried forward and retained earnings which may exist at the beginning of the term of the Agreement as profit to the controlling company is expressly excluded. The same applies to capital reserves irrespective of whether such capital reserves were established prior to or after the effective date of the Agreement (§ 4 (2) of the Agreement).
- The claim for compensation of the annual deficit pursuant to § 3 of the Agreement shall be due effective as per the end of the last day of any one fiscal year of the controlled company (§ 5 (1) of the Agreement). The claim for the transfer of profits pursuant to § 2 of the Agreement shall be due effective as per the end of the day when the shareholders resolve on the adoption of the balance sheet in any one fiscal year of the controlled company (§ 5 (2) of the Agreement). Prior to the adoption of the annual financial statements, the controlling company may claim an advance on any profit transfer that is likely

to be due for the fiscal year, provided the controlled company's liquidity allows for the payment of such an advance (§ 5 (3) of the Agreement). The controlled company may claim an advance on any likely annual deficit to be compensated in that fiscal year, provided it needs such an advance in view of its liquidity (§ 5 (4) of the Agreement). The claims for the transfer of profit pursuant to § 2 of the Agreement and for the compensation of the annual deficit pursuant to § 3 of the Agreement shall bear interest at a rate of 5% p.a. pursuant §§ 352, 353 HGB as from the date when they fall due (§ 5 (1) and (2) of the Agreement) (§ 5 (5) of the Agreement).

- The Agreement is concluded subject to the approval of the General Meeting and the shareholders' meeting of the contracting parties, as applicable (§ 6 (1) of the Agreement). The Agreement takes effect upon registration of its existence in the commercial register at the registered seat of the controlled company and shall enter into force – except for the power of management control of the controlling company – with regard to Tradebyte Software GmbH with retroactive effect as from the beginning of the fiscal year in which the Agreement is registered in the commercial register. The right to issue instructions may be exercised only as from the date when the Agreement enters into force upon its registration in the commercial register at the registered seat of the controlled company (§ 6 (2) of the Agreement).
- The Agreement is concluded initially for a term of five years (60 months) as from the beginning of the fiscal year of the controlled company in which the Agreement is registered in the commercial register at the registered seat of the controlled company. The Agreement shall be extended unchanged for a further year each time, unless it is terminated by any party giving notice one month to expiry at the latest. If the end of the term is not identical with the end of a fiscal year of the controlled company, the term shall be extended until the end of the then current fiscal year (§ 6 (3) of the Agreement).

- The Agreement may be terminated prior to the end of its term by giving notice in writing for good cause (*aus wichtigem Grund*). A good cause shall be deemed, in particular, any of the following events (§ 6 (4) and (5) of the Agreement):
 - The controlling company does no longer hold, directly or indirectly, the majority of voting rights in the controlled company;
 - The controlling company sells and transfers (*veräußert*) or contributes the shares in the controlled company to a third person that is not affiliated with the controlling company in the meaning of §§ 15 AktG;
 - The controlling company or the controlled company is merged, split or liquidated.

It is intended that the shareholders' meeting of Tradebyte Software GmbH is going to approve of the respective domination and profit and loss transfer agreement shortly after the General Meeting of ZALANDO SE.

The domination and profit and loss transfer agreement is explained in more detail together with a statement of reasons in a joint report of the Management Board of ZALANDO SE and the managing directors of Tradebyte Software GmbH in accordance with § 293a (1) AktG.

This joint report and the draft of the domination and profit and loss transfer agreement will be available together with the other documents regarding this Agenda Item 7 that are to be made accessible according to the law as from the date of the notice convening the General Meeting at the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>.

They will be made accessible also in the General Meeting.

8. Resolution on the adjustment of the Supervisory Board remuneration and a related amendment to the Articles of Association of ZALANDO SE

The remuneration payable to the members of the Supervisory Board of ZALANDO SE has not been adjusted since the conversion of the company into a European company (*Societas Europaea – SE*) in 2014. Since then the requirements concerning the degree of professionalisation on supervisory boards as well as the time spent on such activities have increased. Adequate and appropriate remuneration is an important factor when competing for outstanding individuals to be appointed to the Supervisory Board. Against this background and in view of the supervisory board remuneration of comparable companies, the Supervisory Board remuneration of ZALANDO SE shall be adjusted in order to preserve its competitiveness.

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

- a) Section 15 (1) of the company's Articles of Association is amended to read as follows:

“The members of the Supervisory Board shall receive a fixed compensation of EUR 65,000 (in words: Euro sixty-five thousand). Notwithstanding sentence 1, the chairman of the Supervisory Board shall receive a fixed compensation of EUR 150,000 (in words: Euro one hundred fifty thousand) and the deputy chairman of the Supervisory Board shall receive a fixed compensation of EUR 90,000 (in words: Euro ninety thousand). Supervisory Board members acting as members of the Audit Committee shall receive an additional fixed compensation of EUR 15,000 (in words: Euro fifteen thousand). Notwithstanding sentence 3, the chairman of the Audit Committee shall receive an additional compensation of EUR 35,000 (in words: Euro thirty-five thousand).”

- b) Section 15 (2) of the company's Articles of Association is amended to read as follows:

“Supervisory Board members who hold their office in the Supervisory Board or the Audit Committee or who hold the office as chairman or deputy chairman of the Supervisory Board or as chairman of the Audit Committee only during a part of the fiscal year shall receive a corresponding portion of the remuneration.”

- c) The remainder of section 15 of the company's Articles of Association remains unaffected.
- d) After their having become effective, the foregoing adjustments of section 15 (1) and (2) of the company's Articles of Association shall be applicable for the first time to the fiscal year beginning on January 1, 2017.

Supplementary information on Agenda Item 6

Dominik Asam, Munich (Germany)
Chief Financial Officer of Infineon Technologies AG

a) Personal data:

Date of birth: March 6, 1969
Place of birth: Munich (Germany)
Nationality: German

b) Academic background

1995	INSEAD, Fontainebleau, France – master of business administration
1993-1994 / 1989-1991	Technical University of Munich – graduate mechanical engineer
1991-1993	École Centrale Paris, ingénieur des arts et manufactures (MSc in general engineering)

c) Professional experience

since 2011	Infineon Technologies AG – Chief Financial Officer
2010	RWE AG – Head of Group Controlling
2007-2010	Siemens Financial Services Division – Chief Executive Officer
2006-2007	Siemens AG – Corporate Vice President & Treasurer
2005-2006	Siemens Financial Services GmbH – Member of the Management
2003-2005	Infineon Technologies AG – Head of Investor Relations, Mergers & Acquisitions, Ventures and head of Corporate Strategy (as of January 2005)

1996-2003 Goldman Sachs Group Inc. – various positions (inter alia head of European Semiconductor Practice) in the Investment Banking Division in Frankfurt am Main, New York and London

d) Major activities apart from the Supervisory Board activities at ZALANDO SE

(1) Membership in statutory supervisory boards

- Member of the Supervisory Board of EPCOS SE, Munich

(2) Membership in comparable controlling bodies of business enterprises in Germany or abroad

- Member of the Supervisory Board of Infineon Technologies Austria AG, Villach, Austria
- Member of the Board of Directors of Infineon Technologies Americas Corp., Wilmington, Delaware, USA
- Member of the Board of Directors of Infineon Technologies Asia Pacific Pte., Ltd., Singapore
- Member of the Board of Directors of Infineon Technologies China Co., Ltd., Shanghai, PRC

(3) Other activities

- Member of the Executive Board (Vorstand) of Deutsches Aktieninstitut e.V., Frankfurt am Main

Lothar Lanz, Munich (Germany)

Member of Supervisory Boards, including Axel Springer SE and TAG Immobilien AG as well as of the Board of Directors of Kinnevik AB (Sweden),

a) Personal data:

Date of birth: October 1, 1948

Place of birth: Bihlalingen (Germany)

Nationality: German

b) Academic background

1969-1974 Studies in business administration in
Stuttgart and Berlin,
Degree: Business Administration
(*Diplomkaufmann*)

c) Professional experience

2009-2014	Axel Springer AG (since December 2012 Axel Springer SE) – Chief Financial Officer and Chief Operating Officer
1996-2008	ProSieben Media AG (today ProSiebenSat. 1 Media SE) – Member of the Management Board
1996	Nassauische Sparkasse – Member of the Management Board
1991-1996	HSB HYPO Service Bank – Member of the Management Board
1977-1990	Bayerische Hypotheken- und Wechselbank – inter alia head of various branch offices (1983-1990)
1974-1977	Audit assistant to a public accountant and tax advisor

d) Major activities apart from the Supervisory Board activities at ZALANDO SE

(1) Membership in statutory supervisory boards

- Chairman of the Supervisory Board of Home24 AG, Berlin
- Member of the Supervisory Board of Axel Springer SE, Berlin
- Member of the Supervisory Board of TAG Immobilien AG, Hamburg
- Member of the Supervisory Board of Bauwert AG, Berlin

(2) Membership in comparable controlling bodies of business enterprises in Germany or abroad

- Member of the Board of Directors of Kinnevik AB, Stockholm, Sweden

(3) Other activities

None

Jørgen Madsen Lindemann, Klampenborg (Denmark)
President & Chief Executive Officer of Modern Times Group
MTG AB (Sweden)

a) Personal data:

Date of birth: September 11, 1966
Place of birth: Copenhagen (Denmark)
Nationality: Danish

b) Academic background

1987 / 1988 Gentofte Gymnasium in Copenhagen

c) Professional experience

since 2012	Modern Times Group MTG AB – President & Chief Executive Officer
2011-2012	Executive Vice President of the Nordic Broadcasting business of the MTG Group
2010-2011	responsible for the Hungarian business of the MTG Group
2008-2011	responsible for the Czech business of the MTG Group
2002-2012	MTG Denmark – Chief Executive Officer
2000-2002	Modern Times Group MTG AB – Head of New Media
1998-2011	Head of MTG Sports in Scandinavia
1994-1997	Modern Times Group MTG AB – Head of Interactive Services

d) Major activities apart from the Supervisory Board activities at ZALANDO SE

(1) Membership in statutory supervisory boards

None

(2) Membership in comparable controlling bodies of business enterprises in Germany or abroad

- Member of the Advisory Board of Turtle Entertainment GmbH, Cologne

Mr. Lindemann is furthermore a member of the board of directors of various other foreign group companies of the Modern Times Group MTG-Group.

(3) Other activities

- Member of the Board of the non-profit organization Reach For Change, Stockholm, Sweden
- Member of the Board of the International Emmy Association, New York, USA

Anders Holch Povlsen, Viby (Denmark)

Chief Executive Officer of the Bestseller Group (Denmark)

a) Personal data:

Date of birth: November 4, 1972

Place of birth: Ringkøbing / Skjern (Denmark)

Nationality: Danish

b) Academic background

1990-1996 Anglia Ruskin University, Cambridge, United Kingdom, and Berlin School of Economics and Law, Berlin, Germany, joint Bachelor in European Business Administration

1990 Business College in Herning, Denmark

c) Professional experience

since 2001 Bestseller A/S – Chief Executive Officer

1996-2001 Vila A/S (subsidiary of Bestseller A/S) – Chief Executive Officer

d) Major activities apart from the Supervisory Board activities at ZALANDO SE

(1) Membership in statutory supervisory boards

None

(2) Membership in comparable controlling bodies of business enterprises in Germany or abroad

- Chairman of the Board of Directors of Intervare A/S
25169158, Brøndby, Denmark
- Chairman of the Board of Directors of Nemlig.com A/S,
Brøndby, Denmark
- Chairman of the Board of Directors of JL Schweiz AG,
Glattpark, Switzerland
- Member of the Board of Directors of J.Lindeberg AB
556533-7085, Stockholm, Sweden
- Member of the Board of Directors of J.Lindeberg Holding
AB, Stockholm, Sweden
- Member of the Board of Directors of J.Lindeberg IP HK
Limited, Hong Kong
- Member of the Board of Directors of J.Lindeberg Holding
(Singapore) Pte. Ltd., Singapore

Mr. Povlsen is furthermore a member of the board of directors of various other foreign group companies of the Bestseller Group as well as of foreign companies with a family connection.

(3) Other activities

None

Shanna Prevé, San Francisco (California, USA)

Managing Director Business Development for Google Consumer Hardware Group (USA)

a) Personal data:

Date of birth: June 21, 1981

Place of birth: Miami (Florida, USA)

Nationality: US citizenship

b) Academic background

1999-2003 Stanford University, Palo Alto,
California – BA, International Relations and
BA, Communications

c) Professional experience

since 2016 Google Consumer Hardware Group –
Managing Director of Business
Development

2011-2015 Google Chromecast – Co-Founder of
hardware start-up within Google and
Director Business Development

2010-2011 Google TV – Head of Business
Development

2008-2010 YouTube – Senior Manager Content
Partnerships

2004-2008 Google – Executive Communications
Advisor

2003-2004 NBC – News Producer

d) Major activities apart from the Supervisory Board activities
at ZALANDO SE(1) Membership in statutory supervisory boards

None

(2) Membership in comparable controlling bodies of business
enterprises in Germany or abroad

None

(3) Other activities

None

Alexander Samwer, Munich (Germany)

Independent internet entrepreneur

a) Personal data:

Date of birth: January 31, 1975

Place of birth: Cologne (Germany)

Nationality: German

b) Academic background

2003-2005	Harvard Business School – Master degree in Business Administration
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1995-1998	Balliol College, Oxford University – Master degree in Political Science, Philosophy and Economics
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c) Professional experience

since 2013	Managing director of various investment companies
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2005-2013	Global Founders GmbH, an internet investment company – Managing Director
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2000-2004	Jamba! AG, a mobile entertainment company – Co-Founder
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1999-2000	eBay Germany – Managing Director
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1999	Alando.de AG, an online auction company – Co-Founder
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d) Major activities apart from the Supervisory Board activities at ZALANDO SE(1) Membership in statutory supervisory boards

- Member of the Supervisory Board of Home24 AG, Berlin

(2) Membership in comparable controlling bodies of business enterprises in Germany or abroad

None

(3) Other activities

None

Company's website and documents and information accessible there

This notice of the General Meeting, the documents to be made available to the General Meeting and further information in connection with the General Meeting can be accessed via the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>

as from the time at which the General Meeting is convened. All information that is required to be made accessible to the General Meeting will be available to shareholders for inspection also at the General Meeting.

Any counter-motions, election proposals and requests to add items on the Agenda by shareholders that are subject to publication requirements and are received by the company will also be made accessible via the aforementioned website. The voting results will also be published at this internet address after the General Meeting.

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

At the time of convening the General Meeting, the registered capital (*Grundkapital*) of the company amounts to EUR 247,268,958 and is divided into 247,268,958 bearer shares of no par value. Each no par value share grants one vote in the General Meeting. The total number of shares and voting rights at the time of convening the General Meeting thus amounts to 247,268,958, respectively. This total number also includes 17,922 treasury shares held at that point in time from which the company does not derive any rights.

Prerequisites for attending the General Meeting and for exercising the voting right

Those shareholders shall be entitled to attend the General Meeting and to exercise the voting right who register with the company at the address stated below in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch* – **BGB**)) in German or English and forward to the company at this address a special evidence of their shareholding issued in text form (§ 126b BGB) by their depository institution in German or English:

ZALANDO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Fax: +49 (0)89 21027 289
meldedaten@zalando.de

The evidence of shareholding must refer to the start of May 10, 2017 (0.00 am – so-called „**Record Date**“). The registration and evidence must be received by the company at the address indicated above by the end of May 24, 2017 (24.00 am) at the latest.

The only persons who will be treated as shareholders in relation to the company and may therefore attend the meeting and exercise the voting right are those persons who have provided the special evidence of shareholding in time. Should this evidence not be provided or not be provided in the proper form, the company may reject the shareholder.

The right to attend or the extent of the voting right is based exclusively on the shareholder's shareholding as of the Record Date. The Record Date does not entail any restriction on the ability to sell the shares held. Even in the case of complete or partial sale of the shareholding after the Record Date, only the shareholding of the shareholder as of the Record Date is relevant for the right to attend and the extent of the voting right, meaning that sales of shares after the Record Date have no effect on the right to attend and the extent of the voting right. The same applies to acquisitions of shares or additional shares after the Record Date. Persons who do not yet own any shares as of the Record Date and only become shareholders afterwards are only entitled to attend and vote in respect of the shares held

by them if they obtain a proxy or authorization to exercise such rights from the previous shareholder. The Record Date has no significance for dividend entitlement.

After receipt of the registration and special evidence of shareholding by the company, admission cards for the General Meeting will be sent to the shareholders. Unlike the registration, however, the admission card is not a condition for attending the General Meeting; it only simplifies procedures at the admission desks for entrance to the General Meeting.

Details on the online shareholder service

The company offers shareholders who have registered for the General Meeting the possibility to use an online shareholder service. Shareholders registered for the General Meeting will receive, together with the admission card, access data to such service. Shareholders who have received several admission cards should note that they will receive access data for the online system with respect to each of these admission cards.

Together with the admission card, the shareholders are also provided with the necessary information on the use of the online shareholder service, which is available until the end of May 30, 2017 (24.00 am). Further information in addition is available at the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>.

Procedure for voting by proxy

Shareholders may have their voting rights and other rights in the General Meeting exercised by proxy holders, e.g. by a bank, an association of shareholders, proxies appointed by the company or a third party, after having granted a corresponding proxy. In these cases too, it is necessary to timely register for the General Meeting and to provide evidence of shareholding in accordance with the provisions above. Should the shareholder grant a proxy to more than one person, the company may refuse one or more of these.

According to § 134 (3) sentence 3 AktG and § 17(4) of the Articles of Association, the granting of the proxy, its revocation and the evidence of the proxy to be provided to the company must be in text form (§ 126b BGB). In the event that a proxy is to be granted to a bank, an association of shareholders or another person or institution of equal status pursuant to § 135 (8) and (10) AktG, no specific form is required under applicable law or the Articles of Association. Please note, however, that in such cases the institutions or persons to be appointed as proxy holders may require a special form of proxy because § 135 AktG requires them to keep a verifiable record of the proxy. Please therefore agree on a possible form of proxy with the party to be appointed as proxy holder in such cases.

The proxy may be granted to the proxy holder or to the company. Evidence of a proxy granted may be provided by the proxy holder presenting such evidence (for example, the original proxy or a copy thereof) at the admission desk on the day of the General Meeting. Evidence may also be sent by mail to the following address:

ZALANDO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Fax: +49 (0)89 21027 289

For electronic transmission the company offers the possibility of sending the evidence by email to vollmacht@zalando.de.

The aforementioned transmission channels are also available if the proxy is to be granted by means of a declaration to the company, in which case no separate evidence of the proxy needs to be provided. Also the revocation of a proxy that has been granted may be declared directly to the company using the aforementioned transmission channels.

Evidence of a proxy granted in or during the General Meeting may be provided by presenting such evidence (for example, the original proxy) at the exit desk.

Shareholders wishing to appoint a proxy holder are requested to use the form of proxy provided by the company for granting such proxy. Such form of proxy will be sent to the duly registered persons together with the admission card and can

be requested by mail to the address ZALANDO SE, c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, by fax +49 (0)89 21027 289 or by email to vollmacht@zalando.de. In addition to this, a proxy form can also be downloaded from the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>.

Proxies may also be granted or revoked electronically via the company's online shareholder service until the end of May 30, 2017 (24.00 am). Shareholders can obtain further details on the company's online shareholder service on the internet at

<https://corporate.zalando.com/en/annual-general-meeting>.

Voting by official company proxies

We offer our shareholders as a service the possibility of granting a proxy to proxy holders appointed by the company and bound by the shareholder's instructions to exercise their voting right in the General Meeting. Where a proxy is granted to a proxy holder appointed by the company, instructions on the exercise of the voting right must be given to such proxy holder. Proxy holders are obliged to vote according to these voting instructions. Proxy holders will not exercise the voting right without having received such explicit instructions.

The authorization of such proxies, the issuing of voting instructions and any amendments of such as well as the revocation of proxy authorization must be effected in text form (§ 126b BGB); they may be made by the following methods only:

Prior to the General Meeting, a proxy with instructions to the proxy holders can be granted by means of the form of proxy and instructions received by shareholders together with their admission card for the General Meeting. The relevant form can be requested by mail to the address ZALANDO SE, c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, by fax +49 (0)89 21027 289 or by email to vollmacht@zalando.de and is also available for downloading on the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>.

For organisational reasons, the proxy and instructions issued to the proxy holders prior to the General Meeting must be received by the company by May 30, 2017 (24.00 am). The proxy and instructions issued to the proxy holders appointed by the company shall be sent exclusively to the following address:

ZALANDO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Fax: +49 (0)89 21027 289
vollmacht@zalando.de

Proxy authorizations and voting instructions timely received that way can also be withdrawn or amended in advance of the General Meeting using these same methods when received by the company by May 30, 2017 (24.00 am).

The proxy and instructions to the proxy holders appointed by the company may also be issued, amended or revoked electronically via the company's online shareholder service by the end of May 30, 2017 (24.00 am). Shareholders can obtain further details on the company's online shareholder service on the internet at

<https://corporate.zalando.com/en/annual-general-meeting>.

On the day of the General Meeting, proxy authorization and voting instructions for the company proxies as well as amendments and the revocation can be effected in text form (§ 126b BGB) also at the entrance and exit desks at the Annual General Meeting. This possibility is available to the shareholders regardless of whether they intend to then leave or to continue their participation in the General Meeting.

If the proxies receive the power of attorney and the instructions for the same shareholding – in each case in a timely manner – both by means of the form for granting power of attorney and issuing instructions and also via the online shareholder service, exclusively the power of attorney granted and instructions issued using the form for granting power of attorney and issuing instructions will be considered to be binding without regard to the time of receipt. A power of attorney granted and instructions issued by means of a form for granting power of attorney and

issuing instructions cannot be revoked or changed via the online shareholder service.

If the company has received absentee ballots in addition to a power of attorney having been granted and instructions having been issued to the proxy, the absentee ballots will always be considered to have priority; accordingly, the proxies will not make use of the power of attorney granted to them in this regard and will not represent the relevant shares.

Further information on the issue of proxies and instructions to the proxy holders appointed by the company is contained in the admission card sent to the duly registered shareholders. Such information can also be viewed on the internet at

<https://corporate.zalando.com/en/annual-general-meeting>.

Procedure for voting by absentee voting

Shareholders may exercise their voting right by absentee voting without participating in the General Meeting. Timely notification by the shareholders of their intention to attend the Annual General Meeting and evidence of shareholding are indispensable also for this way of voting. For the cast of the vote by way of absentee voting, the online shareholder service or the absentee voting form sent together with the admission card can be used. The relevant form can be requested by mail to the address ZALANDO SE, c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, by fax +49 (0)89 21027 289 or by email to briefwahl@zalando.de and is also available for downloading on the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>.

If no express or clear vote is cast in the absentee voting with regard to an item on the agenda, this is considered to be an abstention on this agenda item. The casting of votes by absentee voting is limited to voting on the proposals for resolutions (including any adjustments) of the Management Board and the Supervisory Board and on proposals by shareholders for resolutions announced with an addendum to the agenda pursuant to § 122 (2) AktG.

The casting of votes by means of absentee voting must be received by the company at the following address by no later than May 30, 2017 (24.00 am):

ZALANDO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Fax: +49 (0)89 21027 289
briefwahl@zalando.de

Absentee votes timely received in such a manner can also be withdrawn or amended in advance of the General Meeting using these communication channels when received by the company by May 30, 2017 (24.00 am).

The casting of votes by absentee voting via the online shareholder service must be fully completed by no later than May 30, 2017 (24.00 am). A revocation or a change in the cast of the vote made via the online shareholder service is also possible up to that time. An admission card is required in order to be able to cast an absentee vote via the online shareholder service. Shareholders receive access through the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>.

Shareholders can find the details in the explanations provided there.

Proxies can also use absentee voting. The provisions on granting, revoking and providing proof of proxy are not affected.

If the voting right is exercised for one and the same shareholding – in each case in a timely manner – both by means of the absentee voting form and via the online shareholder service, exclusively the vote cast by means of the absentee voting form will be considered to be binding without regard to the time of receipt. A vote cast by means of an absentee voting form cannot be revoked or changed via the online shareholder service.

If a shareholder or a third party granted proxy by the shareholder participates in the General Meeting in person, any previous vote cast by absentee voting will cease to be valid.

Information on shareholders' rights pursuant to Art. 56 SER in conjunction with § 50 (2) SEAG, § 122 (2) AktG, § 126 (1), § 127, § 131 (1) AktG

Requests to add items to the Agenda pursuant to Art. 56 sentences 2 and 3 SER, § 50 (2) SEAG, § 122 (2) AktG

Shareholders whose shares together amount to not less than one twentieth of the share capital or represent a pro rata amount of EUR 500,000 (corresponding to 500,000 shares) may request that items be put on the Agenda and announced. Each new item must be accompanied by a statement of reasons or a resolution proposal.

Shareholders of the company are not subject to the requirement applicable to a German stock corporation according to which shareholders must have held their shares for at least 90 days (Art. 56 SER in conjunction with § 50 (2) SEAG).

The request is to be addressed to the Management Board of the company in writing and must be received by the company at least 30 days prior to the meeting, i.e. by the end of April 30, 2017 (24.00 am) at the latest. Any requests to add items to the Agenda which are received after such date will not be taken into account.

Requests to add items to the Agenda shall be sent to the following address:

ZALANDO SE
– Management Board –
Tamara-Danz-Straße 1
10243 Berlin

Counter-motions and election proposals by shareholders pursuant to § 126 (1), § 127 AktG

Shareholders may send counter-motions against proposals by the Management Board and Supervisory Board on specific items on the Agenda and proposals for the election of the auditor and the election of the members of the Supervisory Board. Counter-motions must include a statement of reasons for same; election proposals do not have to include a statement of reasons. Counter-motions to the Agenda and election proposals are to be sent exclusively to the following address:

ZALANDO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

or by fax: +49 (0)89 21027 298
or by email: *gegenantraege@zalando.de*.

Counter-motions and election proposals received by the company at the aforementioned address at the latest by the end of May 16, 2017 (24.00 am), subject to the further prerequisites of §§ 126, 127 AktG, will be made accessible, including the name of the shareholder and – in the case of motions – the statement of reasons, on the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>

immediately following receipt. Any statements or comments made by the Management will also be published at the same internet address.

Right to information pursuant to § 131 (1) AktG

At the General Meeting, any shareholder or shareholder representative may request the Management Board to provide information on matters relating to the company, the legal and business relations of the company with affiliated companies and on the situation of the Group and companies included in the consolidated financial statements as long as this information is necessary for the proper assessment of an item on the Agenda. Requests for information at the General Meeting are always to be made verbally in the course of a discussion.

Further explanations on shareholder rights

Further explanations on shareholders' rights pursuant to Art. 56 SER in conjunction with § 50 (2) SEAG, § 122 (2), § 126 (1), § 127, § 131 (1) AktG are available on the company's website at

<https://corporate.zalando.com/en/annual-general-meeting>.

Berlin, April 2017

ZALANDO SE

The Management Board

