



**POWER OF ATTORNEY
for the General Meeting of
Zalando SE
held in Berlin
on 31 May 2016**

The shareholders who register for the General Meeting of the Company convened for 31 May 2016 will find a proxy form together with the admission ticket which can be used, *inter alia*, to grant powers of attorney to third parties. Shareholders who do not want to use the form sent together with the admission ticket can grant a power of attorney to third parties also with this form.

Admission ticket number: _____

Number of shares: _____

I/We

Authorising party's surname, first name / company name

Authorising party's place of residence / registered office

hereby authorise Mr./Ms./Mrs./Company

Proxy's surname, first name / company name

Proxy's place of residence / registered office

to represent me/us at the General Meeting of Zalando SE on 31 May 2016 in Berlin and to exercise all shareholder rights relating to the General Meeting, especially my/our voting rights. The proxy includes the right to issue sub-proxies. The proxy is also entitled to represent other shareholders in addition to me/us at the General Meeting and/or at the same time to exercise shareholder rights based on shares held by him/her.

Place, Date

Signature / person making the declaration pursuant to § 126b BGB