

**Form of proxy and voting instructions to the proxy holders appointed by the Company and  
absentee voting  
for the General Meeting of  
Zalando SE  
held in Berlin  
on 31 May 2016**

You will find a form for granting a proxy and issuing voting instructions to the proxy holders appointed by Zalando SE and for absentee voting in the admission card. Alternatively, you can also use the following form.

Admission ticket number: \_\_\_\_\_

Number of shares: \_\_\_\_\_

**Proxy and voting instructions to the proxy holders appointed by the Company**

O  
R

I/We hereby authorize the proxy holders appointed by Zalando SE, Ms. Janine Duhre and Dr. Thanh Cao, both employees of Zalando SE, Berlin, each of them individually and with the right to grant sub-proxies, to represent me/us in the General Meeting of Zalando SE on 31 May 2016 in Berlin and to exercise or have exercised my/our voting rights on my/our behalf in accordance with the following instructions. (Please tick as appropriate.)

**Absentee voting**

I/We will not attend in person the General Meeting of Zalando SE on 31 May 2016 and, therefore, cast my/our votes by absentee voting as specified below. (Please tick as appropriate.)

**Voting instructions and absentee voting**

⇒ Please issue instructions to the proxy holders for the exercise of your voting rights or cast your vote(s) by absentee voting. Only one instruction may be issued or one vote may be cast, as applicable, with respect to each item on the Agenda. If you wish to abstain from voting with respect to one or more items on the Agenda, leave both the YES box and the NO box in the relevant row blank.

Items on the Agenda - Table of Instructions	YES	NO
2. Discharge of the Management Board of Zalando SE for fiscal year 2015	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the Supervisory Board of Zalando SE for fiscal year 2015	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of auditors		
a) Election of the auditor for the audit of the financial statements and of the consolidated financial statements for fiscal year 2016 and for a review of the condensed accounts and the interim management report for the first six months of fiscal year 2016 and for a review, if applicable, of additional interim financial information within the meaning of § 37w (7) of the German Securities Trading Act ( <i>WpHG</i> ) in fiscal year 2016	<input type="checkbox"/>	<input type="checkbox"/>
b) Election of the auditor for a review, if applicable, of additional interim financial information within the meaning of § 37w (7) WpHG in fiscal year 2017 until the next General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
5. Authorization for the granting of subscription rights and the authorization for the granting of stock appreciation rights with subscription rights of Zalando SE to members of the management boards of affiliated companies of Zalando SE as well as to managerial staff members and selected proven key employees of Zalando SE or affiliated companies and on the creation of a conditional capital as well as on an amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the approval of two new domination and profit and loss transfer agreements between Zalando SE and two subsidiaries		
a) Metrigo GmbH with registered office in Hamburg	<input type="checkbox"/>	<input type="checkbox"/>
b) Zalando Media Solutions GmbH with registered office in Berlin	<input type="checkbox"/>	<input type="checkbox"/>
7. Election to replace a Supervisory Board member	<input type="checkbox"/>	<input type="checkbox"/>

**Form of proxy and voting instructions to the proxy holders appointed by the Company and  
absentee voting  
for the General Meeting of  
Zalando SE  
held in Berlin  
on 31 May 2016**

The instructions issued and votes cast, as applicable, with respect to each item on the Agenda/matter for resolution relate to the relevant resolution proposal made by the Management as published by announcement of the Agenda on 19 April 2016 in the Federal Gazette (*Bundesanzeiger*). The wording of the resolution proposals made by the Management is contained in the Agenda published on 19 April 2016 in the Federal Gazette.

For counter-motions, if any: A  B  C  D  E  F  G  H

Any counter-motions from shareholders for the General Meeting are available on the internet at <https://corporate.zalando.com/en/annual-general-meeting>.

If you wish to vote in favour of a counter-motion marked by a letter, tick the box next to the relevant letter above.



\_\_\_\_\_  
Place/Date

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

**Proxy and voting instructions to the proxy holders appointed by Zalando SE**

If you do not wish to attend the General Meeting in person or represented by a third party and do not wish to cast your votes by absentee voting, you may have your voting rights in the General Meeting exercised in accordance with your instructions by proxy holders appointed by the Company for such purpose.

Zalando SE appoints Ms. Janine Duhre and Dr. Thanh Cao, both employees of Zalando SE, Berlin, as proxy holders, each of them individually and with the right to grant sub-proxies. Both proxy holders are, on the basis of the proxy granted by you, entitled to exercise voting rights only to the extent that you have issued explicit instructions to them.

- a) For that purpose, tick the box "Proxy and voting instructions to the proxy holders appointed by the Company" and return the completed form by no later than 30 May 2016 (24:00 hrs) (time of receipt) either
- by mail sent to: Zalando SE, c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, or
  - by fax to: +49 (0)89 21027 289 (Please send pages 1 and 2 of this form.), or
  - by email to: [vollmacht@zalando.de](mailto:vollmacht@zalando.de) (Please send pages 1 and 2 of this form.).

By completing the Table of Instructions on page 1 of this form, you can issue individual instructions to the proxy holders for the exercise of your voting rights with respect to the individual items on the Agenda.

- b) Alternatively, you can also grant a proxy and issue voting instructions to the proxy holders appointed by the Company via our online shareholder service at <https://corporate.zalando.com/en/annual-general-meeting> by no later than 30 May 2016 (24:00 hrs).

**Absentee voting**

If you do not wish to attend the General Meeting in person or represented by a third party or by the proxy holders appointed by the Company, you may exercise your voting rights in the General Meeting by casting your votes by absentee voting.

- a) For that purpose, tick the box "Absentee voting" on page 1 of this form and return the completed form by no later than 30 May 2016 (24:00 hrs) (time of receipt) either
- by mail sent to: Zalando SE, c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, or
  - by fax to: +49 (0)89 21027 289 (Please send pages 1 and 2 of this form.), or
  - by email to: [briefwahl@zalando.de](mailto:briefwahl@zalando.de) (Please send pages 1 and 2 of this form.).

By completing the Table of Instructions on page 1 of this form, you cast your votes with respect to the items on the Agenda.

- b) Alternatively, you can also cast your votes by absentee voting at <https://corporate.zalando.com/en/annual-general-meeting> by no later than 30 May 2016 (24:00 hrs).

**Form of proxy and voting instructions to the proxy holders appointed by the Company and  
absentee voting  
for the General Meeting of  
Zalando SE  
held in Berlin  
on 31 May 2016**

**Additional notes:**

If the proxy holders receive the proxy and the instructions for one and the same shareholding – in each case in a timely manner – both by means of the form of proxy and voting instructions and via the online shareholder service, exclusively the voting instructions issued using the form of proxy and voting instructions will be considered to be binding without regard to the time of receipt. A proxy granted and instructions issued by means of a form of proxy and voting instructions cannot be revoked or changed via the online shareholder service.

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

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 the absentee voting form cannot be revoked or changed via the online shareholder service.

If the Company will receive, within the statutory time limit, motions from shareholders that are required to be published, such motions will be made available on the Company's website at <https://corporate.zalando.com/en/annual-general-meeting>. You may issue voting instructions and exercise your voting rights also with respect to such motions.

Please issue voting instructions or cast your votes by absentee voting for the exercise of your voting rights with respect to the items on the Agenda. Only one instruction may be issued or one vote may be cast, as applicable, with respect to each matter for resolution. If you have not issued explicit voting instructions with respect to any items on the Agenda, the proxy holders will, depending on the voting procedure, abstain from voting or not participate in the voting with respect to such items. If any votes cast by you by means of absentee voting are not clear, the relevant votes cannot be considered as valid.

The instructions issued and votes cast, as applicable, in the Table of Instructions on page 1 of this form with respect to each item on the Agenda/matter for resolution relate to the relevant resolution proposal made by the Management as published by announcement of the Agenda on 19 April 2016 in the Federal Gazette (*Bundesanzeiger*). The wording of the resolution proposals made by the Management is contained in the Agenda published on 19 April 2016 in the Federal Gazette.

If you have any queries, please call our

**General Meeting hotline**

**at +49 (0)89 210 27 222**

which will be available Monday to Friday (excluding public holidays) between 9 a.m. and 5 p.m..