

Declaration by the management board and the supervisory board of Zalando SE regarding the recommendations of the Government Commission German Corporate Governance Code pursuant to Section 161 AktG (German Stock Corporation Act)

The management board and supervisory board of Zalando SE issued the last annual declaration of conformity with the recommendations of the "Government Commission German Corporate Governance Code" in December 2023. The management board and the supervisory board of Zalando SE declare the following pursuant to Section 161 of the German Stock Corporation Act (AktG):

Zalando SE has acted in conformity with the recommendations of the "Government Commission German Corporate Governance Code" in the version of 28 April 2022 (GCGC) published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette on 27 June 2022 since the last annual declaration of conformity was issued in December 2023, with the exception of recommendation G.7 explained below. Zalando SE complies and will continue to comply with the GCGC with the exception of recommendation G.7 explained below.

Deviation from recommendation G.7 of the GCGC

Pursuant to recommendation G.7, sentence 1 of the GCGC, referring to each forthcoming financial year, the supervisory board shall establish performance criteria for each management board member covering all variable remuneration components; such performance criteria mainly being, besides operating targets, strategic targets.

The new remuneration system for the management board members, which came into effect on 18 May 2024 (Remuneration System 2024), complies with all recommendations of the GCGC. In particular, all variable remuneration components under the Remuneration System 2024 are linked to the achievement of performance criteria. The Remuneration System 2024 applies to all service contracts of the management board members concluded from 18 May 2024 onwards. It was already applied in the course of the conclusion of new services agreements for four of the five management board members, with effect from 1 September 2024, from 1 October 2024, or from 1 January 2025 respectively. The service agreement of the other management board member expires as of 28 February 2025. We also intend to comply with all recommendations of the GCGC in accordance with the Remuneration System 2024 for all future management board service agreements to be concluded after the issuance of this declaration of conformity.

For the remuneration granted until the effectiveness of the respective new service agreements of the management board members and the expiry of the service agreement as of 28 February 2025, the remuneration system for the management board which became effective as of 1 June 2021 (Remuneration System 2021) continued and continues to apply. For the remuneration granted under the Remuneration System 2021 the deviation from the recommendation G.7 remains in place, because one of the two variable components, the Zalando Ownership Program (ZOP), does not provide for specific performance criteria. The ZOP is a share-based remuneration component which is as such linked to the share price

increase to ensure the alignment with the shareholders' interest. The other variable remuneration component under the Remuneration System 2021, the long-term incentive plan (LTI), which accounts for the largest share in the total compensation, is also share-based and is linked to strategic performance targets including financial and ESG criteria.

Berlin, in December 2024

Zalando SE

The management board

The supervisory board