

**Invitation to the annual
general meeting of
ZALANDO SE**
on May 17, 2024



Berlin

ISIN DE000ZAL1111 (WKN ZAL111)

Invitation to the annual general meeting

We hereby invite the shareholders of our company to the **annual general meeting** to be held on **Friday May 17, 2024, at 10:00 hours (CEST)**. The general meeting will be held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives (with the exception of the proxies appointed by the company).

Shareholders who have duly registered for the general meeting and their authorized representatives can connect to the entire general meeting by electronic means using the company's password-protected internet service **(AGM Portal)** accessible online at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

The voting rights of the duly registered shareholders shall be exercised – also where third parties are authorized – exclusively by way of absentee voting or by granting authorization and issuing instructions to the proxies appointed by the company. The shareholders are requested to also note the more detailed information following the presentation of the agenda with the proposed resolutions.

The venue of the general meeting within the meaning of the German Stock Corporation Act is the corporate headquarters of Zalando SE, Valeska-Gert-Strasse 5, 10243 Berlin. The physical presence of the shareholders and their authorized representatives (with the exception of the proxies appointed by the company) at the venue of the general meeting is not permitted.



I. Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for fiscal year 2023 together with the combined management report for Zalando SE and the Zalando group, the combined non-financial declaration 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 Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch – HGB)¹

The Supervisory Board has approved the annual financial statements and consolidated financial statements for fiscal year 2023 prepared by the Management Board on March 12, 2024. The annual financial statements are therefore adopted. No resolution of the general meeting is required for this agenda item 1. The documents on agenda item 1 are available on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> and will also be accessible there during the general meeting.

2. Appropriation of distributable profit

The Management Board and the Supervisory Board propose that the distributable profit of Zalando SE for the past fiscal year 2023 in the amount of EUR 413,177,473.60 be carried forward in full to new account.

3. Discharge of the Management Board of Zalando SE for fiscal year 2023

The Management Board and the Supervisory Board propose that discharge be granted for fiscal year 2023 to the company's Management Board members holding office during this period.

¹ The relevant provisions for stock corporations domiciled in Germany, in particular the provisions of the HGB and the German Stock Corporation Act (Aktengesetz – 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 October 8, 2001 on the Statute for a European company (SE) (SER) unless otherwise provided for by any more specific rules of the SER.



4. Discharge of the Supervisory Board of Zalando SE for fiscal year 2023

The Management Board and the Supervisory Board propose that discharge be granted for fiscal year 2023 to the company's Supervisory Board members holding office during this period.

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

- a) Based on the recommendation of its audit committee, the Supervisory Board proposes that KPMG AG, Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor for the audit of the financial statements and of the consolidated financial statements for fiscal year 2024 and for a review of the condensed accounts and of the interim management report for the first six months of fiscal year 2024 and for a review, if applicable, of additional interim financial information within the meaning of Section 115 (7) of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) in fiscal year 2024.
- b) Furthermore, based on the recommendation of its audit committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor for a review, if applicable, of additional interim financial information within the meaning of Section 115 (7) WpHG in fiscal year 2025 until the next general meeting.

Under Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Audit Regulation), Zalando SE is required to change its auditor at certain time intervals.

The recommendation of the audit committee on this resolution proposal was preceded by a selection procedure carried out in accordance with Art. 16 of the EU Audit Regulation. Following the selection procedure, the audit committee made a recommendation for the tendered audit mandate, stating its reasons, to the Supervisory Board, in which it



recommended KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, and PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin, and communicated a reasoned preference for KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin.

The audit committee has declared that it has issued its recommendation free of any undue third-party influence and that it was not subject to any clauses restricting its choice as defined in Art. 16 (6) of the EU Audit Regulation.

It is intended that separate votes be taken on agenda items 5 lit. a) and 5 lit. b).

6. Approval of the remuneration report for fiscal year 2023

Pursuant to Section 162 AktG, the Management Board and the Supervisory Board are required to prepare, on an annual basis, a clear and understandable report on the remuneration granted or owed to the members of the management board and of the supervisory board in the past fiscal year and to submit it to the general meeting for approval in accordance with Section 120a (4) AktG.

The remuneration report prepared by the Management Board and the Supervisory Board for fiscal year 2023 was audited, in accordance with Section 162 (3) AktG, by the auditor of Zalando SE, i.e., Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin Office, as to whether the disclosures required pursuant to Section 162 (1) and (2) AktG have been made. In addition to the statutory requirements, the auditor also performed an audit of the content of the remuneration report with regard to the information required under Section 162 (1) and (2) AktG. The audit opinion on the remuneration report is attached to said report.

The Management Board and the Supervisory Board propose that the remuneration report of Zalando SE for fiscal year 2023 be approved.

The remuneration report for fiscal year 2023 and the auditor's audit opinion are reproduced in section II. "Remuneration report 2023". It is also available on the company's website at



<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> and will also be accessible there during the general meeting.

7. Approval of the remuneration system for the members of the Management Board

According to Section 120a (1) sentence 1 AktG, the general meeting of a listed company shall resolve on the approval of the remuneration system for the members of the Management Board, which is adopted by resolution of the Supervisory Board in accordance with the provisions of section 87a AktG and presented to the general meeting, in the event of any material change to the remuneration system, and at least every four years.

The current remuneration system for the members of the Management Board of Zalando SE was last approved by the annual general meeting of Zalando SE on May 19, 2021. On March 12, 2024 the Supervisory Board resolved to adjust the remuneration system for the members of the Management Board. The adjustments take into account market practice and take up suggestions made by shareholders and proxy advisors at the general meeting on May 24, 2023. Prior to the adjustment of the remuneration system for the Management Board, the Chairperson of the Supervisory Board had conducted an intensive dialogue with investors in order to explore possible improvements. The new remuneration system for the Management Board is also designed to further promote the implementation of the company's business strategy through the structure of Management Board remuneration.

In essence, the new remuneration system for the Management Board includes the following adjustments:

- It includes the introduction of a variable component of remuneration with a short-term incentive effect that is measured on the basis of a financial performance indicator. In this way, Zalando SE is aligning itself even more closely with current market practice.
- In addition, to further promote the entrepreneurial culture, the members of the Management Board are obliged to reinvest 50%



of the net payments from the short-term variable remuneration component in Zalando shares with a holding period of one year.

- The allocation model of the variable remuneration component with long-term incentive effect is converted from sequential to annual. This provides for the application of the long-term variable remuneration component for the individual members of the Management Board being better coordinated and also more transparent.

The Supervisory Board of Zalando SE is convinced that the new remuneration system for the Management Board meets the shareholders' expectations and shows that Zalando SE is committed to responsible corporate governance. In the opinion of the Supervisory Board, the new remuneration system for the Management Board will enable Zalando SE to attract and retain the best national and international talent. At the same time, it provides strong incentives for profitable growth at Zalando SE. Finally, the new remuneration system for the Management Board is in line with all recommendations of the German Corporate Governance Code, which underlines Zalando SE's commitment to best practices in the area of corporate governance.

The Supervisory Board proposes, based on the recommendation of its remuneration committee, to approve the remuneration system for the members of the Management Board of Zalando SE described in section III. "Remuneration system for the members of the Management Board" with effect from May 18, 2024. The description of the remuneration system is also available on the internet at

<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

8. Amendment of § 17 (3) sentence 3 of Zalando SE's Articles of Association (attendance and exercise of voting rights)

By the Financing for the Future Act (Zukunftsförderungsgesetz - ZuFinG) Section 123 (4) sentence 2 AktG was amended such that the proof of shareholding for an entitlement to attend the general meeting must no longer relate to the beginning of the 21st day before the general meeting, but to the close of business on the 22nd day before the general meeting. The amendment to the law was made solely to align with the definition of the record date pursuant to Article 1 no. 7 of the



Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights. This does not entail a substantive change to the deadline.

To align it with the amended wording of the law, § 17 (3) sentence 3 of the company's Articles of Association is to be amended.

The Management Board and Supervisory Board propose the following resolution:

- a) § 17 (3) sentence 3 of the company's Articles of Association is amended to read as follows:
"The proof of the shareholding must refer to the close of business of the 22nd day prior to the general meeting ("Record Date") and be received by the Company at the address specified in the notice of the general meeting at least six days prior to the general meeting."
- b) The remainder of § 17 of the company's Articles of Association remains unaffected.

9. Cancellation of the Conditional Capital 2013 and corresponding amendment to the Articles of Association

Pursuant to § 4 (4) of the Articles of Association, the share capital of the company is conditionally increased by up to EUR 2,037,665 by issuance of up to 2,037,665 new no-par value bearer shares (Conditional Capital 2013). The Conditional Capital 2013 may only be used to fulfil the subscription rights which have been granted to the members of the Management Board of the Company in connection with the Stock Option Program (SOP) 2013 in accordance with the resolution of the Company's general meeting of December 18, 2013, as amended by resolutions of the Company's general meeting of June 3, 2014, of July 11, 2014, and of June 23, 2020. The Conditional Capital 2013 is not necessary anymore because it is no longer possible to exercise share options under the Stock Option Program (SOP) 2013. For this reason, the Conditional Capital 2013 is no longer required and can be cancelled for the purpose of simplifying the capital structure.



The Management Board and Supervisory Board propose the following resolution:

- a) The Conditional Capital 2013 created by resolution of the general meeting of December 18, 2013, as amended by resolutions of the Company's general meeting of June 3, 2014, of July 11, 2014, and of June 23, 2020, in the amount existing pursuant to § 4 (4) of the company's Articles of Association, is to be cancelled in full.
- b) § 4 (4) of the Articles of Association is deleted.
§ 4 (5) of the Articles of Association shall become § 4 (4), § 4 (6) of the Articles of Association shall become § 4 (5), § 4 (7) of the Articles of Association shall become § 4 (6) and § 4 (8) of the Articles of Association shall become § 4 (7).

II. Remuneration Report 2023

The remuneration report describes the features of the remuneration system and remuneration for individual current and former members of our Management Board and Supervisory Board for the fiscal year 2023 in accordance with Section 162 AktG ["Aktiengesetz": German Stock Corporation Act] and the recommendations of the German Corporate Governance Code.

1. Introduction

A founder-led company, Zalando has evolved rapidly from a start-up selling flip-flops out of a flat in Berlin in 2008 to a leading European destination for fashion and lifestyle with around 50 million active customers. Our success is a direct result of the company's entrepreneurial spirit and culture, and the remuneration system for our Management Board has always reflected our "Act like an Owner" principle. At the same time, Zalando's remuneration framework has evolved to reflect our development in meeting stakeholder needs, attracting and retaining talent, and adapting to our changing operating environment.



The Supervisory Board is proposing adjustments to the remuneration system for our Management Board and will submit these for approval to the annual general meeting 2024. The adjustments are in line with market practice and reflect proposals made by shareholders and proxy advisors at the annual general meeting on May 24, 2023 in connection with the resolution on the approval of the remuneration report for the fiscal year 2022. They also ensure that remuneration promotes the realization of our business strategy and at the same time maintain the distinctive entrepreneurial elements that have made us the successful company we are today.

The revision of the remuneration system for the Management Board was an important topic for our Supervisory Board. The chairperson engaged in thorough dialogue with investors to evaluate areas for improvement. The proposed new system, described in more detail below, will introduce a short-term incentive component to the remuneration. This component will include a financial performance indicator, bringing Zalando more in line with established practices. The long-term incentive will change to an annual instead of sequential model, strengthening the alignment of the system among the Management Board members and making it more transparent.

Our Supervisory Board is convinced that the proposed new remuneration system aligns our practices with shareholders' expectations, upholds our commitment to responsible corporate governance and enables Zalando to attract and retain the best national and international talents as well as providing strong incentives for profitable growth. Furthermore, the proposed new remuneration system fully complies with all recommendations of the German Corporate Governance Code, demonstrating our commitment to best practices in corporate governance.

The revised remuneration system will be presented at the annual general meeting on May 17, 2024. Subject to approval at the annual shareholders' meeting, it will apply to all new members and re-appointments of the Management Board from May 18, 2024 onwards.

In addition to updating the remuneration system, we have restructured the remuneration report to make it more transparent and easier to understand. For example, we are disclosing for the first time the target



total remuneration of our Management Board to facilitate a better understanding of remuneration levels. By enhancing the transparency of our remuneration practices, we aim to provide a clearer understanding of the link between executive remuneration and the creation of sustainable long-term value.

Overview of the components of the revised remuneration system

The revised remuneration system will be based on the current framework with important proposed new features in the following areas:

Remuneration System for the Management Board

	Current System		Proposed New System	
Fix	Fixed salary & Fringe benefits	Fixed cash component	Fixed salary & Fringe benefits	Fixed cash component
		Paid in monthly installments		Paid in monthly installments
		Standard benefits		Standard benefits
Variable	Zalando Ownership Plan 2021 (ZOP 2021)	Quarterly grant of ZOP 2021 Options (PO) and Shares (PS)	Zalando Growth Incentive (ZGI 2024)	Annual performance measurement based on financial performance metric, payout cap
		No performance conditions		Increased upside potential in case of overperformance
		Immediate vesting for PS, two year waiting period for PO, payout caps		Portion of net payout to be invested in shares
	Sequential Long-Term Incentive 2021 (LTI 2021)	Sequential four year grant of LTI 2021 Options (PO) and Shares (PS)	Rolling Long-Term Incentive 2024 (LTI 2024)	Rolling annual grant of LTI 2024 Options (PO) and Shares (PS)
		Free to select mix, but minimum portion of PO of 50%		Fixed mix between PO and PS with flexibility for Supervisory Board to deviate if appropriate
		Performance metrics: Gross Merchandise Volume (GMV) and (optional) adj. EBIT; ESG modifier (0 to -20% points)		Performance metrics: Gross Merchandise Volume (GMV) and adj. EBIT, ESG modifier (factor 0.8 - 1.2)
		Performance period equals term of service agreement		Three-year performance and one year-holding period
Maximum remuneration	Annual max. rem. Co-CEO: EUR 15.75m	Maximum remuneration	Annual max. rem. Co-CEO: EUR 15.75m	
	Annual max. rem. Board Members: EUR 10.5m		Annual max. rem. Board Members: EUR 10.5m	

*) **Bold** = changes to existing system

Two significant changes are worth highlighting. First, the existing Zalando Ownership Plan (ZOP) will be replaced by a Zalando Growth Incentive



(ZGI), introducing financial targets into the short-term variable remuneration component. The ZGI will be a market-standard cash-settled short-term incentive that depends upon the achievement of annual financial targets. In order to further promote an entrepreneurial culture, the Management Board will be obliged to reinvest 50% of the net payouts under the ZGI in Zalando shares with a holding period of one year. As a result of the introduction of the ZGI, the members of the Management Board no longer have the flexibility to individually determine the proportion of remuneration instruments during their term of office. Secondly, the Long-Term Incentive (LTI) grant will be changed to an annual grant structure, replacing the previous sequential grant model in order to align the incentive structure within our Management Board and to increase transparency of the remuneration levels.

Changes in the composition of the Management Board and Supervisory Board during 2023

In the reporting year 2023, Robert Gentz and David Schneider continued to lead our company as Co-CEOs. Dr. Sandra Dembeck (CFO), David Schröder (COO) and Dr. Astrid Arndt (CPO) also continued to be members of the Management Board during the reporting period.

Our Co-CEOs Robert Gentz and David Schneider were reappointed as members of the Management Board for a period of four years starting December 1, 2023 until November 30, 2027. Further, David Schröder was reappointed as member of the Management Board as of April 1, 2023 for a period of four years until March 31, 2027. Jim Freeman (CBPO) left the company upon expiry of his term of office on March 31, 2023.

The term of office of all shareholder representatives on the Supervisory Board expired at the end of the Annual General Meeting on May 24, 2023. With the exception of Cristina Stenbeck, all shareholder representatives were re-elected at the annual general meeting on May 24, 2023. Cristina Stenbeck did not stand for re-election after serving on the Supervisory Board from 2014 to 2016 and from 2019 to 2023. In her place, Susanne Schröter-Crossan was newly appointed to the Supervisory Board. All shareholder representatives were elected for a term ending at the Annual General Meeting that will decide on the discharge of liability for the fiscal year 2024. Kelly Bennett was elected chairperson and Mariella Röhm-Kottmann was elected deputy



chairperson of the Supervisory Board. For further details on the composition of the various Supervisory Board committees please refer to section 2.5 of the Corporate Governance statement (in the annual report 2023).

2. The Remuneration System 2021 for the Management Board members

The current remuneration system for the Management Board was approved by the company's annual general meeting on May 19, 2021, and came into effect as of June 1, 2021 (the Remuneration System 2021).

Design of the Remuneration System 2021

The Remuneration System 2021 is designed to contribute significantly to the promotion and execution of the business strategy, as well as the sustainable long-term development of the Zalando group. It ensures remuneration that is appropriate and at market standard for the members of the Management Board, in order to attract and retain the talent required to achieve our strategic ambitions. Remuneration is based on performance targets and considers in our opinion appropriately the performance of each member of the Management Board. In this context, we believe that actions of the members of the Management Board are oriented towards the interests of shareholders, resulting e.g. in no or considerably lower payouts of variable remuneration in the case of a declining share price or moderate payouts in the case of moderate share price increases. The fixed integration of Environmental, Social and Governance (ESG) targets into the remuneration structure encourages sustainable and future-oriented action. The overall structure is further designed to promote an entrepreneurial culture of ownership in the Management Board and across our company.



The Remuneration System 2021 comprises the following features:

Remuneration System 2021 - Overview

Fixed remuneration components		
Fixed salary	Paid in monthly installments	
Fringe benefits	Company car, allowance for health insurance, reimbursement of expenses, employee voucher, employer's contribution to the statutory pension and unemployment insurance and D&O insurance	
Variable remuneration components		
Zalando Ownership Plan 2021 (ZOP 2021)	Structure	Share-based remuneration component consisting of virtual options (ZOP 2021 Shares and ZOP 2021 Options) with a free choice of mixture of ZOP 2021 Options and ZOP 2021 Shares. The ZOP 2021 Shares and the ZOP 2021 Options may be settled, at the election of the company, in shares of the company or in cash.
	Grant	Quarterly grant
	Waiting period	ZOP 2021 Shares - no waiting period ZOP 2021 Options - two-year waiting period
	Exercise period	Three years
	Exercise price	ZOP 2021 Shares - EUR 1.00 ZOP 2021 Options - share price at grant
	Share price cap	ZOP 2021 Shares - 200% of initial share price at grant ZOP 2021 Options - 250% of initial share price at grant
	Long-Term Incentive 2021 (LTI 2021)	Structure
Grant		One-off grant at the beginning of the service agreement
Waiting period		Four years
Performance targets		Depending on the achievement of performance targets the number of LTI 2021 Shares and LTI 2021 Options may range between 0% and 125% of the initially granted number at plan start
		Gross merchandise volume of Zalando SE (promotion of the continuous growth of the Company's business)
		Optional: additional financial target, either adj. EBIT or revenue of Zalando SE
		ESG-targets taken into account by way of a modifier (promotion of sustainable corporate management) with a potential reduction of payout of 0 to -20% points
Exercise period		Three years
Exercise price		LTI 2021 Shares - EUR 1.00 LTI 2021 Options - share price at grant
Share price cap		LTI 2021 Shares - 200% of initial share price at grant LTI 2021 Options - 250% of initial share price at grant
Further provisions		
Maximum remuneration	Maximum remuneration for one fiscal year of EUR 15.75m for each of both Co-CEOs and EUR 10.5m for each ordinary Management Board member	
Malus and clawback provisions	Right of the Supervisory Board to retain or reclaim variable remuneration in case of a severe breach of statutory obligations or internal compliance policies and behavioral guidelines or severe compliance infringements; right of the Supervisory Board to reclaim variable remuneration in case of an unduly payout based on incorrect information	
Severance cap	Severance payments shall not exceed twice the annual remuneration and shall not constitute remuneration for more than the remaining term of the service agreement	
Change of control	No payments in case of an early termination due to a change of control; right to cancel vested but unexercised LTI 2021 Shares and LTI 2021 Options against a compensation payment in case of a change of control	



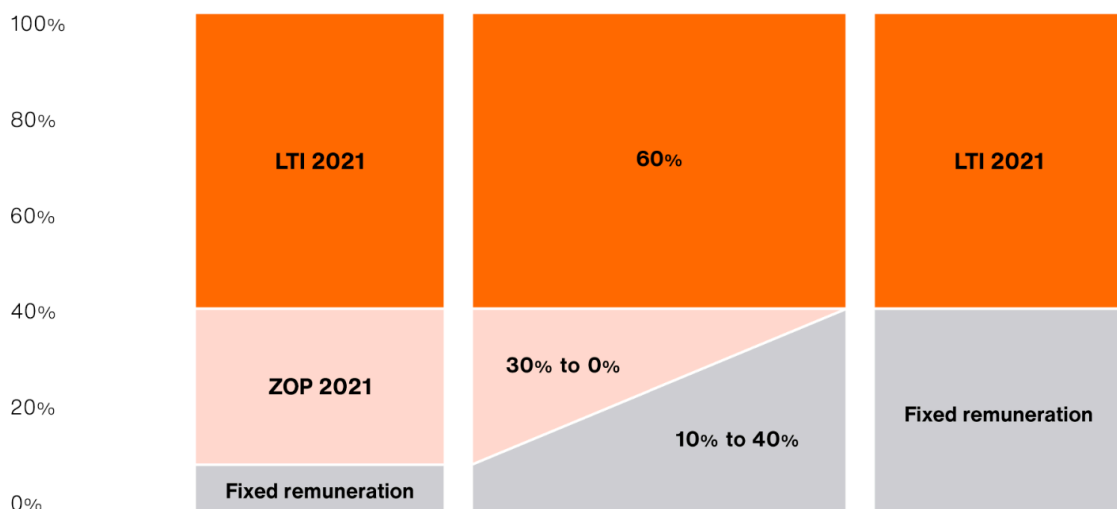
Composition of the remuneration

In the Remuneration System 2021, the LTI 2021 amounts to 60% of the target total remuneration for members of the Management Board.

The remaining 40% can be allocated flexibly, depending on personal circumstances and preferences: A minimum of 10% and a maximum of 40% of the target total remuneration is represented by the fixed remuneration component (i.e. fixed salary plus fringe benefits).

Consequently, the ZOP 2021 makes up between 0% and 30% of the target total remuneration, traded-off with the fixed remuneration component.

Composition as % of target total remuneration



Determination of the appropriate remuneration

The Supervisory Board sets the remuneration for the Management Board pursuant to Section 87 (1) AktG. In order to assess whether the remuneration of the individual members of the Management Board is in line with market practice, the Supervisory Board benchmarks it with the remuneration paid to the management boards of a group of comparable companies taking into account the market position (including market capitalization, revenue, industry, size and country) and the overall financial position.

In order to ensure an appropriate remuneration of the members of the Management Board, the Supervisory Board further considers the level of remuneration of the members of the Management Board in relation to the



remuneration structure within the company. As a matter of principle, the Supervisory Board and its remuneration committee consult external experts to develop the remuneration system and to assess the appropriateness of the remuneration.

Application of the Remuneration System 2021

At the beginning of the reporting year 2023, the Remuneration System 2021 was only applied to the service agreements of our Management Board members Dr. Sandra Dembeck (CFO) and Dr. Astrid Arndt (CPO). Our Co-CEOs Robert Gentz and David Schneider as well as our COO David Schröder had service agreements that were entered into before the implementation of the Remuneration System 2021 and which entitle them to option rights under the previous long-term incentive programs LTI 2018 and LTI 2019.

As outlined above in the section II. 1. Introduction, the appointments of Robert Gentz, David Schneider and David Schröder as Management Board members were prolonged in the reporting year 2023 and their respective new service agreements were concluded in compliance with the Remuneration System 2021. In particular, the remuneration under the new service agreements of our Co-CEOs Robert Gentz and David Schneider and our COO David Schröder was benchmarked with the companies included in the DAX and MDAX by an independent external expert. To put the remuneration levels of this benchmark exercise into an international perspective, the Supervisory Board also acknowledged the remuneration levels of technology-driven peer companies in Europe and the USA.²

The Supervisory Board also considered to base the new service agreements of our Co-CEOs Robert Gentz and David Schneider upon the new remuneration system that will be presented to the annual general meeting on May 17, 2024 for approval. Statutory law required the Supervisory Board, however, to apply the Remuneration System 2021 as this system has been approved by the company's General Meeting. All solutions to incorporate potential changes through the new remuneration system into the service agreements entailed legal and economic risks, in particular due to the numerous uncertainties that would have to be taken into account. Therefore, the Supervisory Board

² The composition of this international comparison group was as follows: Alphabet Inc.; Amazon.com, Inc.; Apple Inc.; ASOS Plc.; boohoo group plc.; Booking Holdings Inc.; Chewy, Inc.; eBay Inc.; Etsy, Inc.; Farfetch Limited; Meta Platforms, Inc.; Netflix, Inc.; Ocado Group plc.; PayPal Holdings, Inc.; Pinterest, Inc.; Qurate Retail, Inc.; Snap Inc.; Spotify Technology S.A.; Twitter, Inc.; Uber Technologies, Inc.; Wayfair Inc.



decided after a thorough review that it is in the best interest of the company to base the new service agreements of our Co-CEOs with a runtime of four years on the current Remuneration System 2021.

As of today, the Remuneration System 2021 applies thus for all current service agreements with the members of the Management Board. This facilitates the comparison and increases the transparency of the Management Board member remuneration. The following overview shows the contract term of the different service agreements and their related variable long-term incentive remuneration components throughout the reporting year for all Management Board members that were in office at the end of the reporting year 2023:

	Fiscal year	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030			
Robert Gentz / David Schneider Co-CEOs	Contract term	Dec '18	—				Nov '23	Dec '23	—						Nov '27		
	LTI 2018*	Dec '18	—				waiting period	Jul '23	—		exercise period	—				Nov '26	
	LTI 2021						Dec '23	—		waiting period	—		Nov '27	—		exercise period	Nov '30
Dr. Sandra Dembeck CFO	Contract term						Mar '22	—			Feb '25						
	LTI 2021						Mar '22	—		waiting period	—		Feb '26	—		exercise period	Feb '29
David Schröder COO	Contract term	Apr '19		—			Mar '23	Apr '23	—						Mar '27		
	LTI 2019**	Apr '19	—				waiting period	Mar '23	—		exercise period	—				Mar '26	
	LTI 2021							Apr '23	—		waiting period	—		Mar '27	—		exercise period
Dr. Astrid Arndt CPO	Contract term					Apr '21	—				Mar '25						
	LTI 2021					Apr '21	—		waiting period	—		Mar '25	—		exercise period	Mar '28	

*) The LTI 2018 contains different waiting periods. The last waiting period ended on July 31, 2023.

**) The LTI 2019 contains different waiting periods. The last waiting period ended on March 30, 2023.

Remuneration structure of the service agreements which are based upon the Remuneration System 2021

As just described, all current service agreements of the members of the Management Board are based upon the Remuneration System 2021.

The following overview summarizes the remuneration structure of these service agreements:



Remuneration structure based on Remuneration System 2021*

Applicable for	Robert Gentz Co-CEO	David Schneider Co-CEO	David Schröder COO	Dr. Sandra Dembeck CFO	Dr. Astrid Arndt CPO
Start date of contract term	Dec 1, 2023	Dec 1, 2023	Apr 1, 2023	Mar 1, 2022	Apr 1, 2021
Fixed salary and fringe benefits portion as % of target total remuneration	10%	10%	16%	26%	24%
Zalando Ownership Plan 2021 (ZOP 2021)	see below table for details				
ZOP 2021 grants as % of target total remuneration	30%	30%	24%	14%	17%
Long-Term Incentive 2021 (LTI 2021)					
End of performance period	Nov 30, 2027	Nov 30, 2027	Mar 31, 2027	Feb 28, 2025	Mar 31, 2025
Quarterly vesting starts	Feb 29, 2024	Feb 29, 2024	Jun 30, 2023	May 31, 2022	Jun 30, 2021
End of waiting period	Nov 30, 2027	Nov 30, 2027	Mar 1, 2027	Feb 28, 2026	Mar 31, 2025
End of exercise Period	Nov 30, 2030	Nov 30, 2030	Mar 1, 2030	Feb 28, 2029	Mar 31, 2028
LTI 2021 Shares portion as % of target total remuneration	15%	15%	15%	30%	30%
Share price cap in EUR	44.66	44.66	76.24	107.68	171.00
Exercise price in EUR	1.00	1.00	1.00	1.00	1.00
LTI 2021 Options portion as % of target total remuneration	45%	45%	45%	30%	30%
Share price cap in EUR	55.83	55.83	95.30	134.60	213.75
Exercise price in EUR	22.33	22.33	38.12	53.84	85.50
Weighting of performance conditions for LTI 2021 Shares and Options					
GMV CAGR	66.67%	66.67%	66.67%	100%	100%
Adjusted EBIT as % of revenue	33.33%	33.33%	33.33%	n/a	n/a
ESG modifier					
Sustainability Target Weighting in modifier	50%	50%	50%	60%	40%
Sub targets	(i) Scope 1 and 2 GHG emissions, (ii) renewable electricity, (iii) scope 3 GHG emissions, (iv) science-based targets at suppliers - all equally weighted				
Diversity & Inclusion Target Weighting in modifier	50%	50%	50%	40%	60%
Sub targets	Share of women in an (i) Senior Contributor 1 role, (ii) Senior Contributor 2 role, (iii) Executive Contributor 1 role, (iv) Executive Contributor 2 role (v) C8 role - all equally weighted			Share of women in an (i) Senior Contributor 1 role, (ii) Senior Contributor 2 role, (iii) Executive Contributor 1 role, (iv) Executive Contributor 2 role - all equally weighted	
Maximum total remuneration annualized in EUR	15,750,000	15,750,000	10,000,000	6,838,000	5,250,000

*) Percentage shares in target total remuneration are rounded.

Options under the ZOP 2021 are granted on a quarterly basis which leads to the following different exercise periods, waiting periods and share price caps for the tranches of options under the ZOP 2021 which were granted as remuneration to the Management Board members for their services performed during the reporting period:



ZOP 2021 option type	ZOP 2021 tranche grant date	Service period	Waiting period end	Exercise period end*	Grant share price in EUR	Share price cap in EUR
ZOP 2021 Shares	Apr 1, 2023	Jan 1 – Mar 31, 2023	n/a	Mar 31, 2026	38.68	77.36
ZOP 2021 Shares	Jul 1, 2023	Apr 1 – Jun 30, 2023	n/a	Jun 30, 2026	25.84	51.68
ZOP 2021 Shares	Oct 1, 2023	Jul 1 – Sep 30, 2023	n/a	Sep 30, 2026	21.61	43.22
ZOP 2021 Shares	Jan 1, 2024	Oct 1 – Dec 31, 2023	n/a	Dec 31, 2026	20.96	42.92
ZOP 2021 Options	Apr 1, 2023	Jan 1 – Mar 31, 2023	Mar 31, 2025	Mar 31, 2028	38.68	96.70
ZOP 2021 Options	Jul 1, 2023	Apr 1 – Jun 30, 2023	Jun 30, 2025	Jun 30, 2028	25.84	64.60
ZOP 2021 Options	Oct 1, 2023	Jul 1 – Sep 30, 2023	Sep 30, 2025	Sep 30, 2028	21.61	54.03
ZOP 2021 Options	Jan 1, 2024	Oct 1 – Dec 31, 2023	Dec 31, 2025	Dec 31, 2028	20.96	52.40

*) If the exercise period ends during a blackout period, the option expiry may be delayed until the end of the next appropriate trading window.

3. Description of our option programs

In addition to the option programs ZOP 2021 and LTI 2021 under the Remuneration System 2021, there are several different previous option programs under which (virtual) stock options were granted to Management Board members over the past years. In the following, we will describe all options programs that are relevant for this remuneration report, including the ZOP 2021 and the LTI 2021.

ZOP 2021

The ZOP 2021³ is a variable remuneration component under the Remuneration System 2021. Its share-based structure contributes to the alignment of the interests of the members of the Management Board with those of our shareholders in promoting the long-term development and growth of the company.

Under the ZOP 2021, virtual options in the form of ZOP 2021 Shares (with an exercise price of EUR 1.00) and/or ZOP 2021 Options (with an exercise price of the share price at grant) are granted in quarterly tranches. The Management Board members can freely determine the proportion of ZOP 2021 Shares and of ZOP 2021 Options (in steps of 5%) during a fixed annual selection window. The ZOP 2021 Shares are not subject to a waiting period, whereas the ZOP 2021 Options only are exercisable after a waiting period of two years. Upon exercise, the ZOP 2021 entitles the member of the Management Board to a cash payment in the amount of the difference between the company's share price⁴ as per the exercise date and the exercise price of the respective virtual

³ As the concrete terms and conditions of the ZOP component under the Remuneration System 2021 differ in some details, there are ZOP plan rules with different denominations (ZOP 2021, ZOP 2021/2022, ZOP 2023 and ZOP 2024) to distinguish the applicable plan rules. For the purpose of this remuneration report, all different ZOP plan rules under the Remuneration System 2021 are collectively referred to as "ZOP 2021".

⁴ To the extent the company's share price does not exceed the applicable share price cap of the ZOP 2021.



option. The company is entitled to settle its obligation by delivering treasury shares instead of making a cash payment.

LTI 2021

Along with the ZOP 2021, the LTI 2021⁵ is the second variable remuneration component under the Remuneration System 2021. The LTI 2021 is a performance-related long-term remuneration component that is linked to our strategic financial performance targets and, through the introduction of an ESG modifier, the sustainable development of the company.

Under the LTI 2021, the members of the Management Board are granted two types of options, namely virtual LTI 2021 Shares (with an exercise price of EUR 1.00) and virtual LTI 2021 Options (with an exercise price of the share price at grant), by way of a one-off grant at the beginning of the service term for the entire term of their service agreement (sequential plan). If the waiting period of four years and the other exercise conditions are fulfilled, the LTI 2021 entitles the member of the Management Board upon exercise to a cash payment in the amount of the difference between the company's share price⁶ as per the exercise date and the exercise price of the respective LTI 2021 option. The company is entitled to settle its obligation by delivering treasury shares instead of making a cash payment.

Upon conclusion of a service agreement with a Management Board member, the Supervisory Board sets ambitious financial and ESG performance targets for a performance period which equals the term of the service agreement. The financial performance targets relate to the growth of the company's GMV. As additional financial performance targets the company's adjusted EBIT or revenue may be considered. The final number of exercisable virtual options under the LTI 2021 depends on the extent to which the targeted rate of the financial and ESG performance targets is met during the performance period.

With regard to the growth of the company's GMV, the following financial performance targets have been set under the LTI 2021:

⁵ As the concrete terms and conditions of the LTI component under the Remuneration System 2021 differ in particular with regard to the performance targets, there are LTI plan rules with different denominations (LTI 2021, LTI 2021/2022, LTI 2023 and LTI 2024) to distinguish the applicable plan rules. For the purpose of this remuneration report, all different LTI plan rules under the Remuneration System 2021 are collectively referred to as "LTI 2021".

⁶ To the extent the company's share price does not exceed the applicable share price cap of the LTI 2021.



Overview performance calibration GMV CAGR

Applicable for	Robert Gentz Co-CEO	David Schneider Co-CEO	David Schröder COO	Dr. Sandra Dembeck CFO	Dr. Astrid Arndt CPO
Performance period	Dec 2023 – Nov 2027		Apr 2023 – Mar 2027	Mar 2022 – Feb 2025	Apr 2021 – Mar 2025
Target achievement rate					
–%	< 7.0%		< 6.0%	< 11.5%	< 11.5%
50%	≥ 7.0% and ≤ 8.0%		≥ 6.0% and < 6.5%	≥ 11.5% and < 13.5%	≥ 11.5% and < 13.8%
60%	≥ 8.1% and ≤ 9.0%		≥ 6.5% and < 7.0%	≥ 13.5% and < 15.5%	≥ 13.8% and < 16.1%
70%	≥ 9.1% and ≤ 10.0%		≥ 7.0% and < 8.0%	≥ 15.5% and < 17.5%	≥ 16.1% and < 18.4%
80%	≥ 10.1% and ≤ 11.0%		≥ 8.0% and < 9.0%	≥ 17.5% and < 19.5%	≥ 18.4% and < 20.7%
90%	≥ 11.1% and ≤ 12.0%		≥ 9.0% and < 10.0%	≥ 19.5% and < 21.5%	≥ 20.7% and < 23.0%
100%	≥ 12.1% and ≤ 13.0%		≥ 10.0% and < 11.0%	≥ 21.5% and < 23.5%	≥ 23.0% and < 25.3%
110%	≥ 13.1% and ≤ 15.0%		≥ 11.0% and < 13.0%	≥ 23.5% and < 25.5%	≥ 25.3% and < 28.8%
125%	> 15.0%		≥ 13.0%	≥ 25.5%	≥ 28.8%

The compound annual growth rate (CAGR) of the GMV in the performance period is determined by using Zalando's group GMV during the last twelve months prior to the grant date of the virtual options under the LTI 2021 and Zalando's group GMV during the last twelve months of the performance period as the final measurement period.

In the case of our CFO Dr. Sandra Dembeck and our CPO Dr. Astrid Arndt, the financial target of their LTI 2021 remuneration component relates only to the growth of the company's GMV as shown in the overview. For our Co-CEOs Robert Gentz and David Schneider and our COO David Schröder the average adjusted EBIT margin during the performance period has been introduced in their new service agreements in the reporting period as additional financial performance target which reflects the company's focus on profitable growth. The weighting of their financial targets is two-thirds for the GMV target and one-third for the adjusted EBIT margin target.

The following targets have been determined for the adjusted EBIT margin:



Overview performance calibration adjusted EBIT as % of revenue

Applicable for	Robert Gentz Co-CEO	David Schneider Co-CEO	David Schröder COO
Performance period	Dec 2023 – Nov 2027		Apr 2023 – Mar 2027
Target achievement rate			
–%		< 3.96%	< 3.60%
50%		≥ 3.96% and ≤ 4.25%	≥ 3.60% and < 3.75%
60%		≥ 4.26% and ≤ 4.50%	≥ 3.75% and < 4.00%
70%		≥ 4.51% and ≤ 4.75%	≥ 4.00% and < 4.25%
80%		≥ 4.76% and ≤ 5.00%	≥ 4.25% and < 4.50%
90%		≥ 5.01% and ≤ 5.25%	≥ 4.50% and < 4.75%
100%		≥ 5.26% and ≤ 5.50%	≥ 4.75% and < 5.00%
110%		≥ 5.51% and ≤ 6.90%	≥ 5.00% and < 6.00%
125%		> 6.90%	≥ 6.00%

Adjusted EBIT is defined as EBIT before equity-settled share-based payment expense, restructuring costs, acquisition-related expenses and non-operating one-time effects. The relevant adjusted EBIT margin during the performance period is based on the equally weighted average adjusted EBIT margin for each year of the four years' performance period.

The number of exercisable options under the LTI 2021 after the waiting period is calculated in a first step by multiplying the target achievement rate of the financial performance target with the number of vested options under the LTI 2021. In a second step, the ESG modifier needs to be considered. In this regard, ESG performance targets in the field of sustainability and diversity and inclusion (D&I) have been set. In the case of our Co-CEOs Robert Gentz and David Schneider and our COO David Schröder, the sustainability target and the D&I target are weighted equally; for our CFO Dr. Sandra Dembeck the weighting is 60% for the sustainability target and 40% for the D&I target and for our CPO Dr. Astrid Arndt the weighting is 40% for the sustainability target and 60% for the D&I target. The achievement of the ESG performance targets is considered by means of a modifier that leads to a reduction between 0 and 20 percentage points of the number of exercisable options under the LTI 2021.



The following ESG performance targets for sustainability have been set under the LTI 2021:

ESG Modifier - Sustainability targets

Performance period	Robert Gentz Co-CEO David Schneider Co-CEO		David Schröder COO		Dr. Sandra Dembeck CFO	Dr. Astrid Arndt CPO
	Dec 2023 – Mar 2025	Apr 2025 – Nov 2027	Apr 2023 – Mar 2025	Apr 2025 – Mar 2027	Mar 2022 – Feb 2025	Apr 2021 – Mar 2025
(i) Scope 1 and 2 GHG emissions (25% weighting)						
Target achievement rate						
–%	≥ 80.0 %	≥ 81.8 %	≥ 80.0 %	≥ 81.2 %	≥ 80.0 %	
–5%	≥ 79.3 %	≥ 81.2 %	≥ 79.3 %	≥ 80.8 %	≥ 75.0 %	
–10%	≥ 78.7 %	≥ 80.6 %	≥ 78.7 %	≥ 80.4 %	≥ 69.0 %	
–15%	≥ 78.0 %	≥ 80.0 %	≥ 78.0 %	≥ 80.0 %	≥ 64.0 %	
–20%	< 78.0 %	< 80.0 %	< 78.0 %	< 80.0 %	< 64.0 %	
(ii) Renewable electricity (25% weighting)						
Target achievement rate						
–%	100%					
–5%						
–10%						
–15%						
–20%	below 100%					
(iii) Scope 3 GHG emissions (25% weighting)						
Target achievement rate						
–%	≥ 40.0%	≥ 51.5%	≥ 40.0%	≥ 47.2%	≥ 40.0%	
–5%	≥ 33.0%	≥ 47.7%	≥ 33.0%	≥ 44.8%	≥ 33.0%	
–10%	≥ 26.0%	≥ 43.8%	≥ 26.0%	≥ 42.4%	≥ 26.0%	
–15%	≥ 19.0%	≥ 40.0%	≥ 19.0%	≥ 40.0%	≥ 19.0%	
–20%	< 19.0%	< 40.0%	< 19.0%	< 40.0%	< 19.0%	
(iv) Science-based targets at suppliers (25% weighting)						
Target achievement rate						
–%	≥ 90.0%	≥ 95.9%	≥ 90.0%	≥ 94.0%	≥ 90.0%	
–5%	≥ 79.3%	≥ 94.0%	≥ 79.3%	≥ 92.7%	≥ 74.0%	
–10%	≥ 68.7%	≥ 92.0%	≥ 68.7%	≥ 91.3%	≥ 58.0%	
–15%	≥ 58.0%	≥ 90.0%	≥ 58.0%	≥ 90.0%	≥ 42.0%	
–20%	< 58.0%	< 90.0%	< 58.0%	< 90.0%	< 42.0%	

The ESG performance targets for D&I under the LTI 2021 are as follows:

ESG Modifier – D&I targets



	Robert Gentz Co-CEO	David Schneider Co-CEO	David Schröder COO	Dr. Sandra Dembeck CFO	Dr. Astrid Arndt CPO
Performance period	Dec 2023 – Nov 2027			Mar 2022 – Feb 2025	Apr 2021 – Mar 2025
Sub targets	Share of women in: (i) Senior Contributor 1 (SC1) role – 20% (ii) Senior Contributor 2 (SC2) role – 20% (iii) Executive Contributor 1 (EC1) role – 20% (iv) Executive Contributor (EC2) role – 20% (v) C8 – 20%			Share of women in: (i) Senior Contributor 1 (SC1) role – 25% (ii) Senior Contributor 2 (SC2) role – 25% (iii) Executive Contributor 1 (EC1) role – 25% (iv) Executive Contributor (EC2) role – 25%	
Target achievement rate					
–%	40% to 60%			40% to 60%	
-5%	≥ 39%			≥ 38%	
-10%	≥ 38%			≥ 36%	
-15%	≥ 37%			≥ 34%	
-20%	< 37%			< 34%	

It is important to note that the performance periods for the sustainability targets of our Co-CEOs Robert Gentz and David Schneider and our COO David Schröder have been divided into two sub-periods that are both weighted equally on a pro-rata basis. The first sub-period ends in all cases on March 31, 2025. The sustainability targets for the second sub-period shall be determined by the Supervisory Board in accordance with the sustainability targets as set out in the do.MORE strategy (or equivalent strategy) of the company for 2025 onwards that is currently prepared. The sustainability targets for the second sub-period displayed in the overview are a fall-back solution and shall only apply if no new determination of sustainability targets will take place (e.g. because the do.MORE strategy is not available as planned until 2025).

The performance measurement and evaluation based on the performance targets set out above can only be completed following the end of the relevant performance period. The target achievement will be disclosed in the remuneration report following the end of the respective performance period.

LTI 2019 and LTI 2018

The service agreement of our COO David Schröder concluded in 2019 and the service agreements of our Co-CEOs Robert Gentz and David Schneider concluded in 2018 comprised long-term incentive remuneration components under the LTI 2019 and the LTI 2018, respectively. Both LTI 2019 and LTI 2018 are shared-based option programs whereas the LTI 2019 only grants virtual stock options while the LTI 2018 grants both real (equity) stock options as well as virtual stock



options. Under both programs, each option relates to one share in the company but different exercise prices apply.

The LTI 2019 and the LTI 2018 have the following main features:

Overview LTI 2019 and LTI 2018

Applicable for	Robert Gentz Co-CEO	David Schneider Co-CEO	David Schröder COO
Contract term	Dec 1, 2018 – Nov 30, 2023		Apr 1, 2019 – Mar 30, 2023
LTI plan	LTI 2018		LTI 2019
End of performance and waiting period	57% of options: November 30, 2022 43% of options: July 31, 2023		15% of options: March 31, 2020 27% of options: March 31, 2021 29% of options: March 31, 2022 29% of options: March 31, 2023
End of exercise period	Nov 30, 2026		Mar 31, 2026
Share price cap in EUR	144.58		100.00
Exercise price in EUR	47.44		Options type A: 29.84 Options type B: 1.00
Performance criterion	Consolidated revenue CAGR		
Weighting	100%		100%

Both LTI 2019 and LTI 2018 comprise identical financial targets that relate to the compound annual growth rate of the consolidated group revenue during the respective performance periods. The following overview shows the relevant financial targets as well as the target level achievement:



Financial Targets LTI 2019 and LTI 2018

Overview performance calibration consolidated revenue CAGR

Applicable for	Robert Gentz Co-CEO	David Schneider Co-CEO	David Schröder COO
End of performance period	57% of options: November 30, 2022 43% of options: July 31, 2023		March 30, 2023
Target achievement rate			
0%	< 10.0%		
10%	≥ 10.0% and < 11.0%		
20%	≥ 11.0% and < 11.5%		
etc.			
80%	≥ 14.0% and < 14.5%		
90%	≥ 14.5% and < 15.0%		
100%	≥ 15.0%		
Actual target achievement consolidated revenue CAGR ⁷			
November 30, 2022			
Consolidated revenue CAGR	25%		
Target achievement rate	100%		
July 31, 2023			
Consolidated revenue CAGR	21%		
Target achievement rate	100%		
March 31, 2020 - March 31, 2023			
Consolidated revenue CAGR			19% - 31%
Target achievement rate			100%

Further details on the LTI 2019 and the LTI 2018 can be found in the [remuneration report 2022](#).

VSOP 2018

Jim Freeman, our former CBPO, left the Management Board at the end of March 31, 2023. Prior to his appointment as Management Board member on April 1, 2019, he had served the company as SVP Engineering and participated in the Virtual Stock Option Program (VSOP) 2018 at that time from which there are no outstanding options at the end of the reporting period. Further details on the VSOP 2018 can be found in the [remuneration report 2022](#).

⁷ In line with the provisions of the LTI 2019 and the LTI 2018, the company's consolidated revenue was adjusted to include full Partner Program merchandise volume, i.e. not including Partner Program commission only as in revenue, but treating the Partner Program as wholesale, thus grossed up to show 100% of the Partner Program merchandise volume.



SOP 2013

The former member of the Management Board Rubin Ritter participated among others in the pre-IPO long-term incentive Stock Option Program (SOP) 2013, which granted real stock options rather than virtual entitlements. All options granted under the SOP 2013 were exercised prior to the reporting period. Further details on the SOP 2013 can be found in the [remuneration report 2022](#).

4. Target Total Remuneration

The target total remuneration for each member of the Management Board is determined by the Supervisory Board in compliance with statutory provisions and the requirements of the applicable remuneration system. The amount of the target total remuneration is the sum of all fixed and variable remuneration components for one year in the event of 100% target achievement.

The following tables show the individual target values, along with the minimum and maximum values, for the remuneration components contractually agreed for the reporting year 2023.



Annualized target total remuneration levels 2023⁸

all values in EUR	Robert Gertz Co-CEO ⁹			David Schneider Co-CEO ¹⁰		
	Target	Minimum	Maximum	Target	Minimum	Maximum
Fixed salary	93,550	93,550	93,550	93,550	93,550	93,550
Zalando Ownership Plan 2021 (ZOP 2021)						
ZOP 2021 Shares	78,750	0	146,453	78,750	0	146,453
ZOP 2021 Options	26,250	0	131,262	26,250	0	131,262
Long-Term Incentive 2021 (LTI 2021)						
LTI 2021 Shares	52,500	0	128,315	52,500	0	128,315
LTI 2021 Options	157,500	0	738,279	157,500	0	738,279
LTI 2018	5,798,100	0	31,166,680	5,798,100	0	31,166,680
LTI 2019 Type A						
LTI 2019 Type B						
Total remuneration	6,206,650	93,550	32,404,539	6,206,650	93,550	32,404,539
David Schröder COO¹¹						
Dr. Sandra Dembeck CFO						
all values in EUR	Target	Minimum	Maximum	Target	Minimum	Maximum
Fixed salary	500,000	500,000	500,000	575,000	575,000	575,000
Zalando Ownership Plan 2021 (ZOP 2021)						
ZOP 2021 Shares	148,141	0	276,713	325,000	0	641,918
ZOP 2021 Options	444,391	0	2,221,955			
Long-Term Incentive 2021 (LTI 2021)						
LTI 2021 Shares	371,250	0	916,000	687,500	0	1,702,791
LTI 2021 Options	1,113,750	0	5,220,713	687,500	0	3,222,661
LTI 2018						
LTI 2019 Type A	394,941	0	1,754,000			
LTI 2019 Type B	108,609	0	680,625			
Total remuneration	3,081,082	500,000	11,570,005	2,275,000	575,000	6,142,369

⁸ For the different LTI schemes, the contractual target value of the multi-year grant of options has been calculated down to annual values for the purpose of this overview. Fringe benefits are not included in the overview. The maximum values shown are purely arithmetical and do not take into account the applicable contractual maximum limits for the total remuneration (cf. the description under 1.3.7).

⁹ The target total remuneration for Robert Gertz is calculated pro-rata on the basis of his service agreement that ran from December 1, 2018 until November 30, 2023 and his new service agreements that came into effect as of December 1, 2023. The annualized target total remuneration under Robert Gertz' service agreement as of December 1, 2018 amounted to EUR 6.4m.

¹⁰ The target total remuneration for David Schneider is calculated pro-rata on the basis of his service agreement that ran from December 1, 2018 until November 30, 2023 and his new service agreements that came into effect as of December 1, 2023. The annualized target total remuneration under David Schneider's service agreement as of December 1, 2018 amounted to EUR 6.4m.

¹¹ The target total remuneration for David Schröder is calculated pro-rata on the basis of his service agreements of April 1, 2018 that ran until March 31, 2023 and his new service agreements that came into effect as of April 1, 2023. The annualized target total remuneration under David Schröder's service agreement of April 1, 2018 amounted to EUR 2.5m whereby the ZOP 2021 component amounts to EUR 790,000 per year. The target amount of the ZOP 2021 component displayed in this overview differs slightly from the mathematical pro rata amount due to rounding differences in relation with the quarterly granting of the ZOP 2021 Shares and ZOP 2021 Options.



all values in EUR	Dr. Astrid Arndt CPO		
	Target	Minimum	Maximum
Fixed salary	475,000	475,000	475,000 ¹²
Zalando Ownership Plan 2021 (ZOP 2021)			
ZOP 2021 Shares	350,000	0	653,539
ZOP 2021 Options			
Long-Term Incentive 2021 (LTI 2021)			
LTI 2021 Shares	625,000	0	1,553,375
LTI 2021 Options	625,000	0	2,929,671
LTI 2018			
LTI 2019 Type A			
LTI 2019 Type B			
Total remuneration	2,075,000	475,000	5,611,585

The target total remuneration determined for each member of the Management Board was set in an adequate proportion to the responsibilities and performance of the respective member of the Management Board and to the situation of the company. In addition, the Supervisory Board ensured that the target total remuneration was in line with market practice.

5. Development of outstanding options

The following overviews show the development of the outstanding options in the reporting period for current and former members of our Management Board under the option programs described above under section II.3 Description of our option programs.

ZOP 2021

Due to the quarterly grant structure of ZOP 2021, options under the ZOP 2021 in connection with the new service agreements of our founders Robert Gentz and David Schneider (as of December 1, 2023) will be first granted at the beginning of the first quarter of 2024 and do, thus, not appear in the following overviews on the development of the outstanding ZOP 2021 options.

¹² In the case of our CPO Dr. Astrid Arndt, the maximum amount of fringe benefits per year amounts to EUR 25,000. Non-paid out fringe benefits are paid out in addition to the fixed salary.



ZOP 2021

	Dr. Sandra Dembeck	
	Number of ZOP 2021 Shares	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	0	-
Granted during the year	7,317	1.00
Vested during the year	7,317	1.00
Forfeited during the year	0	-
Exercised during the year	0	-
Outstanding as of Dec 31, 2022	7,317	1.00
Exercisable as of Dec 31, 2022	7,317	1.00
Outstanding as of Jan 1, 2023	7,317	1.00
Granted during the year	10,915	1.00
Vested during the period	10,915	1.00
Forfeited during the year	0	-
Exercised during the year*	6,754	1.00
Outstanding as of Dec 31, 2023	11,478	1.00
Exercisable as of Dec 31, 2023	11,478	1.00
Weighted average remaining contractual life of options outstanding (in years)		
As of Dec 31, 2022		2.6
As of Dec 31, 2023		3.4
Weighted average share price (in EUR) for options exercised in		
2022		-
2023		35.61

*) All 6,754 options exercised in 2023 were exercised on March 10, 2023 at EUR 1.00.



	David Schröder			
	Number of ZOP 2021 Shares	Exercise price (in EUR)	Number of ZOP 2021 Options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	0	-	0	-
Granted during the year	0	-	0	-
Vested during the year	0	-	0	-
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2022	0	-	0	-
Exercisable as of Dec 31, 2022	0	-	0	-
Outstanding as of Jan 1, 2023	0	-	0	-
Granted during the year	5,460	1.00	36,835	22.34
Vested during the period	5,460	1.00	36,835	22.34
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2023	5,460	1.00	36,835	22.34
Exercisable as of Dec 31, 2023	5,460	1.00	0	-
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		-		-
As of Dec 31, 2023		2.5		2.7
Weighted average share price (in EUR) for options exercised in				
2022		-		-
2023		-		-



	Dr. Astrid Arndt	
	Number of ZOP 2021 Shares	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	1,903	1.00
Granted during the year	10,204	1.00
Vested during the year	10,204	1.00
Forfeited during the year	0	-
Exercised during the year	0	-
Outstanding as of Dec 31, 2022	12,107	1.00
Exercisable as of Dec 31, 2022	12,107	1.00
Outstanding as of Jan 1, 2023	12,107	1.00
Granted during the year	11,754	1.00
Vested during the period	11,754	1.00
Forfeited during the year	0	-
Exercised during the year	0	-
Outstanding as of Dec 31, 2023	23,861	1.00
Exercisable as of Dec 31, 2023	23,861	1.00
Weighted average remaining contractual life of options outstanding (in years)		
As of Dec 31, 2022		2.4
As of Dec 31, 2023		2.9
Weighted average share price (in EUR) for options exercised in		
2022		-
2023		-



LTI 2021

The number of outstanding LTI 2021 options in the reporting developed as follows:

	Robert Gentz			
	Number of LTI 2021 Shares	Exercise price (in EUR)	Number of LTI 2021 Options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	0	-	0	-
Granted during the year	0	-	0	-
Vested during the year	0	-	0	-
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2022	0	-	0	-
Exercisable as of Dec 31, 2022	0	-	0	-
Outstanding as of Jan 1, 2023	0	-	0	-
Granted during the year	112,853	1.00	846,395	22.33
Vested during the year	0	-	0	-
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2023	112,853	1.00	846,395	22.33
Exercisable as of Dec 31, 2023	0	-	0	-
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		-		-
As of Dec 31, 2023		6.9		6.9
Weighted average share price (in EUR) for options exercised in				
2022		-		-
2023		-		-



	David Schneider			
	Number of LTI 2021 Shares	Exercise price (in EUR)	Number of LTI 2021 Options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	0	-	0	-
Granted during the year	0	-	0	-
Vested during the year	0	-	0	-
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2022	0	-	0	-
Exercisable as of Dec 31, 2022	0	-	0	-
Outstanding as of Jan 1, 2023	0	-	0	-
Granted during the year	112,853	1.00	846,395	22.33
Vested during the year	0	-	0	-
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2023	112,853	1.00	846,395	22.33
Exercisable as of Dec 31, 2023	0	-	0	-
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		-		-
As of Dec 31, 2023		6.9		6.9
Weighted average share price (in EUR) for options exercised in				
2022		-		-



	Dr. Sandra Dembeck			
	Number of LTI 2021 Shares	Exercise price (in EUR)	Number of LTI 2021 Options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	0	-	0	-
Granted during the year	38,308	1.00	95,770	53.84
Vested during the year	9,578	1.00	23,942	53.84
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2022	38,308	1.00	95,770	53.84
Exercisable as of Dec 31, 2022	0	-	0	-
Outstanding as of Jan 1, 2023	38,308	1.00	95,770	53.84
Granted during the year	0	-	0	-
Vested during the year	12,769	1.00	31,923	53.84
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2023	38,308	1.00	95,770	53.84
Exercisable as of Dec 31, 2023	0	-	0	-
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		6.2		6.2
As of Dec 31, 2023		5.2		5.2
Weighted average share price (in EUR) for options exercised in				
2022		-		-
2023		-		-



	David Schröder			
	Number of LTI 2021 Shares	Exercise price (in EUR)	Number of LTI 2021 Options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	0	-	0	-
Granted during the year	0	-	0	-
Vested during the year	0	-	0	-
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2022	0	-	0	-
Exercisable as of Dec 31, 2022	0	-	0	-
Outstanding as of Jan 1, 2023	0	-	0	-
Granted during the year	51,941	1.00	389,559	38.12
Vested during the year	9,741	1.00	73,044	38.12
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2023	51,941	1.00	389,559	38.12
Exercisable as of Dec 31, 2023	0	-	0	-
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		-		-
As of Dec 31, 2023		6.3		6.3
Weighted average share price (in EUR) for options exercised in				
2022		-		-
2023		-		-



	Dr. Astrid Arndt			
	Number of LTI 2021 Shares	Exercise price (in EUR)	Number of LTI 2021 Options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	29,240	1.00	73,099	85.50
Granted during the year	0	-	0	-
Vested during the year	7,310	1.00	18,275	85.50
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2022	29,240	1.00	73,099	85.50
Exercisable as of Dec 31, 2022	0	-	0	-
Outstanding as of Jan 1, 2023	29,240	1.00	73,099	85.50
Granted during the year	0	-	0	-
Vested during the year	7,310	1.00	18,275	85.50
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2023	29,240	1.00	73,099	85.50
Exercisable as of Dec 31, 2023	0	-	0	-
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		5.3		5.3
As of Dec 31, 2023		4.3		4.3
Weighted average share price (in EUR) for options exercised in				
2022		-		-
2023		-		-



LTI 2019

The number of options outstanding under the LTI 2019 developed as follows in the reporting period:

	David Schröder		David Schröder	
	Number of Type A options	Exercise price (in EUR)	Number of Type B options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	240,302	29.84	56,140	1.00
Granted during the year	0	-	0	-
Vested during the year	120,000	29.84	27,500	1.00
Forfeited during the year	0	-	0	-
Exercised during the year*	0	-	0	-
Outstanding as of Dec 31, 2022	240,302	29.84	56,140	1.00
Exercisable as of Dec 31, 2022	120,302	29.84	28,650	1.00
Outstanding as of Jan 1, 2023	240,302	29.84	56,140	1.00
Granted during the year	0	-	0	-
Vested during the year	120,000	29.84	27,500	1.00
Forfeited during the year	0	-	0	-
Exercised during the year**	0	-	0	-
Outstanding as of Dec 31, 2023	240,302	29.84	56,140	1.00
Exercisable as of Dec 31, 2023	240,302	29.84	56,140	1.00
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		3.3		3.3
As of Dec 31, 2023		2.3		2.3
Weighted average share price (in EUR) for options exercised in				
2022		-		-
2023		-		-
Share price cap***		100.00		100.00
Measured CAGR for exercised options in 2023 based on adjusted consolidated revenue		-		-
Target achievement		-		-

*) Of 68,500 options exercised in 2022 42,814 options were exercised on May 19, 2022, 8,562 options were exercised on August 5, 2022 and 17,124 options were exercised on November 15, 2022 at EUR 1.00.

**) All 42,814 options exercised in 2023 were exercised on June 5, 2023 at EUR 1.00.

***) All options were exercised at a share price below the share price cap.



	Jim Freeman	
	Number of Type C options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	111,314	1.00
Granted during the year	0	-
Vested during the year	68,500	1.00
Forfeited during the year	0	-
Exercised during the year*	68,500	1.00
Outstanding as of Dec 31, 2022	42,814	1.00
Exercisable as of Dec 31, 2022	0	-
Outstanding as of Jan 1, 2023	42,814	1.00
Granted during the year	0	-
Vested during the year	42,814	1.00
Forfeited during the year	0	-
Exercised during the year**	42,814	1.00
Outstanding as of Dec 31, 2023	0	1.00
Exercisable as of Dec 31, 2023	0	-
Weighted average remaining contractual life of options outstanding (in years)		
As of Dec 31, 2022		1.0
As of Dec 31, 2023		0.0
Weighted average share price (in EUR) for options exercised in		
2022		34.76
2023		26.09
Share price cap***		100.00
Measured CAGR for exercised options in 2023 based on adjusted consolidated revenue		23.3%
Target achievement		100.0%

*) Of 68,500 options exercised in 2022 42,814 options were exercised on May 19, 2022, 8,562 options were exercised on August 5, 2022 and 17,124 options were exercised on November 15, 2022 at EUR 1.00.

**) All 42,814 options exercised in 2023 were exercised on June 5, 2023 at EUR 1.00.

***) All options were exercised at a share price below the share price cap.



LTI 2018

The number of options outstanding under the LTI 2018 developed as follows in the reporting period:

	Robert Gentz*		David Schneider*	
	Number of options	Exercise price (in EUR)	Number of options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	1,723,983	47.44	1,723,983	47.44
Granted during the year	0	-	0	-
Vested during the year	350,000	47.44	350,000	47.44
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2022	1,723,983	47.44	1,723,983	47.44
Exercisable as of Dec 31, 2022	973,983	47.44	973,983	47.44
Outstanding as of Jan 1, 2023	1,723,983	47.44	1,723,983	47.44
Granted during the year	0	-	0	-
Vested during the year	350,000	47.44	350,000	47.44
Forfeited during the year	0	-	0	-
Exercised during the year	0	-	0	-
Outstanding as of Dec 31, 2023	1,723,983	47.44	1,723,983	47.44
Exercisable as of Dec 31, 2023	1,723,983	47.44	1,723,983	47.44
Weighted average remaining contractual life of options outstanding (in years)				
As of Dec 31, 2022		3.9		3.9
As of Dec 31, 2023		2.9		2.9
Weighted average share price (in EUR) for options exercised in				
2022		-		-
2023		-		-

*) In fiscal year 2022, a number of each 750,000 options were transferred to a company wholly owned by the Management Board member Robert Gentz and a company wholly owned by the Management Board member David Schneider. Those options are still allocated to both members of the Management Board and therefore included in the table.



	Rubin Ritter**	
	Number of options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	848,983	47.44
Granted during the year	0	–
Vested during the year	0	–
Forfeited during the year	0	–
Exercised during the year	0	–
Outstanding as of Dec 31, 2022	848,983	47.44
Exercisable as of Dec 31, 2022	848,983	47.44
Outstanding as of Jan 1, 2023	848,983	47.44
Granted during the year	0	–
Vested during the year	0	–
Forfeited during the year	0	–
Exercised during the year	0	–
Outstanding as of Dec 31, 2023	848,983	47.44
Exercisable as of Dec 31, 2023	848,983	47.44
Weighted average remaining contractual life of options outstanding (in years)		
As of Dec 31, 2022		3.9
As of Dec 31, 2023		2.9
Weighted average share price (in EUR) for options exercised in		
2022		–
2023		–

**) In fiscal year 2022, a number of 100,000 options were transferred by the former Management Board member Rubin Ritter to a charitable limited liability company. Those options are still allocated to the former member of the Management Board and therefore included in the table.



VSOP 2018

The number of options outstanding under the VSOP 2018 of Jim Freeman developed as follows in the reporting period:

	Jim Freeman	
	Number of options	Exercise price (in EUR)
Outstanding as of Jan 1, 2022	140,000	29.84
Granted during the year	0	-
Vested during the year	70,000	29.84
Forfeited during the year	0	-
Expired during the year	0	-
Exercised during the year*	80,000	29.84
Outstanding as of Dec 31, 2022	60,000	29.84
Exercisable as of Dec 31, 2022	0	-
Outstanding as of Jan 1, 2023	60,000	29.84
Granted during the year	0	-
Vested during the year	30,000	29.84
Forfeited during the year	0	-
Expired during the year	60,000	29.84
Exercised during the year	0	-
Outstanding as of Dec 31, 2023	0	-
Exercisable as of Dec 31, 2023	0	-
Weighted average remaining contractual life of options outstanding (in years)		
As of Dec 31, 2022		1.0
As of Dec 31, 2023		-
Share price cap**		100.00
Weighted average share price (in EUR) for options exercised in		
2022		32.87
2023		-
Measured CAGR for exercised options in 2023 on net merchandise volume		-%
Target achievement		100.0%

*) 80,000 options were exercised on November 15, 2022 at EUR 29.84.

**) All options were exercised at a share price below the share price cap.



SOP 2013

The number of options outstanding under the SOP 2013 developed as follows in the reporting period:

	Rubin Ritter*	
	Number of options	Weighted average exercise price (in EUR)
Outstanding as of Jan 1, 2022	407,475	1.00
Granted during the year	0	-
Vested during the year	0	-
Forfeited during the year	0	-
Exercised during the year	407,475	1.00
Outstanding as of Dec 31, 2022	0	-
Exercisable as of Dec 31, 2022	0	-
Outstanding as of Jan 1, 2023	0	-
Granted during the year	0	-
Vested during the year	0	-
Forfeited during the year	0	-
Exercised during the year	0	-
Outstanding as of Dec 31, 2023	0	-
Exercisable as of Dec 31, 2023	0	-
Weighted average remaining contractual life of options outstanding (in years)		
As of Dec 31, 2022		-
As of Dec 31, 2023		-
Weighted average share price (in EUR) for options exercised in		
2022		35.90
2023		-
Measured CAGR for exercised options in 2022 on transactional net sales (TNS)		26.9%
Target achievement		100.0%

) For 3,253,800 options, Rubin Ritter used the contractually agreed provision to reduce the exercise price to EUR 1.00 in 2018 and 2020. This reduced the number of these options to 2,503,246, of which 200,000 were exercised in 2018, 170,571 in 2019, 800,000 in 2020, 925,200 in 2021 and 407,475 in 2022. Of 407,475 options exercised in 2022 100,000 options were exercised on March 7, 2022 and 307,475 options were exercised on May 19, 2022. All options were exercised at EUR 1.00.



Remuneration of the members of the Management Board

IN EUR	Robert Gentz, Co-CEO		David Schneider, Co-CEO	
	2023	2022	2023	2022
Fixed remuneration				
Fixed salary	93,550	65,000	93,550	65,000
Fringe benefits	15,356	13,385	15,076	13,389
Total fixed	108,906	78,385	108,626	78,389
Variable remuneration				
One-year variable*	-	-	-	-
Multi-year variable				
VSOP 2018	-	-	-	-
LTI 2018**	-	-	-	-
LTI 2019	-	-	-	-
ZOP 2021	-	-	-	-
409A tax indemnification***	-	-	-	-
Total variable	-	-	-	-
Remuneration awarded and due according to Section 162 (1) Sentence 1 AktG	108,906	78,385	108,626	78,389
Proportion of fixed remuneration****	100.0%	100.0%	100.0%	100.0%
Proportion of variable remuneration****	-	-	-	-

*) Includes a sign-on bonus for Dr. Sandra Dembeck awarded and due in 2022.

**) For a total of 1,500,000 options granted under LTI 2018, of which each 750,000 options were granted to Robert Gentz and David Schneider, the applicable performance criteria has been fulfilled in 2023. The target achievement has been 100% so that all of the 1,500,000 options have become exercisable in 2023. Because the exercise price of 47.44 EUR was above the closing price of 21.45 EUR at the end of the performance period, the corresponding remuneration awarded and due is nil.

***) With respect to negative tax consequences resulting for the former member of the Management Board Jim Freeman as a citizen of the United States of America from the application of certain provisions of Sec. 409A of the U.S. Internal Revenue Code, specific rules of the LTI 2019 have been amended (the Restated LTI 2019) and 68,500 options vested by March 31, 2020 have been canceled and settled by the company as cash and share consideration. The company has indemnified Jim Freeman from the tax penalty under US law imposed on the settlement value and the remaining options under the Restated LTI 2019, whereby the indemnity in relation to remaining options is capped and will not exceed the amount which would have been payable. if the relevant per-share value of the respective remaining options for purposes of calculating the respective penalties had been EUR 55.00.

****) The proportion of fixed and variable remuneration in relation to the total remuneration does not reflect the relative proportions indicated in the Remuneration System 2021 as the latter are based on the target total remuneration for a fiscal year, whereas the fixed and variable remuneration entitlements (awarded and due) as reflected in this table result from different remuneration periods and partially also from remuneration components as agreed and applicable prior to the Remuneration System 2021.



IN EUR	Dr. Sandra Dembeck, CFO (since March 1, 2022)		David Schröder, COO	
	2023	2022	2023	2022
Fixed remuneration				
Fixed salary	583,846	479,167	500,000	500,000
Fringe benefits	24,830	17,950	23,851	19,012
Total fixed	608,676	497,117	523,851	519,012
Variable remuneration				
One-year variable*	-	500,000	-	-
Multi-year variable				
VSOP 2018	-	-	-	-
LTI 2018**	-	-	-	-
LTI 2019	-	-	-	-
ZOP 2021	229,771	-	-	-
409A tax indemnification***	-	-	-	-
Total variable	229,771	500,000	-	-
Remuneration awarded and due according to Section 162 (1) Sentence 1 AktG	838,447	997,117	523,851	519,012
Proportion of fixed remuneration****	72.6%	49.9%	100.0%	100.0%
Proportion of variable remuneration****	27.4%	50.1%	-	-

*) Includes a sign-on bonus for Dr. Sandra Dembeck awarded and due in 2022.

**) For a total of 1,500,000 options granted under LTI 2018, of which each 750,000 options were granted to Robert Gentz and David Schneider, the applicable performance criteria has been fulfilled in 2023. The target achievement has been 100% so that all of the 1,500,000 options have become exercisable in 2023. Because the exercise price of 47.44 EUR was above the closing price of 21.45 EUR at the end of the performance period, the corresponding remuneration awarded and due is nil.

***) With respect to negative tax consequences resulting for the former member of the Management Board Jim Freeman as a citizen of the United States of America from the application of certain provisions of Sec. 409A of the U.S. Internal Revenue Code, specific rules of the LTI 2019 have been amended (the Restated LTI 2019) and 68,500 options vested by March 31, 2020 have been canceled and settled by the company as cash and share consideration. The company has indemnified Jim Freeman from the tax penalty under US law imposed on the settlement value and the remaining options under the Restated LTI 2019, whereby the indemnity in relation to remaining options is capped and will not exceed the amount which would have been payable. if the relevant per-share value of the respective remaining options for purposes of calculating the respective penalties had been EUR 55.00.

****) The proportion of fixed and variable remuneration in relation to the total remuneration does not reflect the relative proportions indicated in the Remuneration System 2021 as the latter are based on the target total remuneration for a fiscal year, whereas the fixed and variable remuneration entitlements (awarded and due) as reflected in this table result from different remuneration periods and partially also from remuneration components as agreed and applicable prior to the Remuneration System 2021.



	Dr. Astrid Arndt, CPO		Jim Freeman, CBPO (until March 31, 2023)	
IN EUR	2023	2022	2023	2022
Fixed remuneration				
Fixed salary	498,760	480,847	200,000	800,000
Fringe benefits	23,406	22,492	6,596	20,266
Total fixed	522,166	503,339	206,596	820,266
Variable remuneration				
One-year variable*	-	-	-	-
Multi-year variable				
VSOP 2018	-	-	-	227,306
LTI 2018**	-	-	-	-
LTI 2019	-	-	-	2,197,470
ZOP 2021	-	-	-	-
409A tax indemnification***	-	-	972,852	2,398,232
Total variable	-	-	972,852	4,823,008
Remuneration awarded and due according to Section 162 (1) Sentence 1 AktG	522,166	503,339	1,179,448	5,643,274
Proportion of fixed remuneration****	100.0%	100.0%	17.5%	14.5%
Proportion of variable remuneration****	-	-	82.5%	85.5%

*) Includes a sign-on bonus for Dr. Sandra Dembeck awarded and due in 2022.

**) For a total of 1,500,000 options granted under LTI 2018, of which each 750,000 options were granted to Robert Gentz and David Schneider, the applicable performance criteria has been fulfilled in 2023. The target achievement has been 100% so that all of the 1,500,000 options have become exercisable in 2023. Because the exercise price of 47.44 EUR was above the closing price of 21.45 EUR at the end of the performance period, the corresponding remuneration awarded and due is nil.

***) With respect to negative tax consequences resulting for the former member of the Management Board Jim Freeman as a citizen of the United States of America from the application of certain provisions of Sec. 409A of the U.S. Internal Revenue Code, specific rules of the LTI 2019 have been amended (the Restated LTI 2019) and 68,500 options vested by March 31, 2020 have been canceled and settled by the company as cash and share consideration. The company has indemnified Jim Freeman from the tax penalty under US law imposed on the settlement value and the remaining options under the Restated LTI 2019, whereby the indemnity in relation to remaining options is capped and will not exceed the amount which would have been payable, if the relevant per-share value of the respective remaining options for purposes of calculating the respective penalties had been EUR 55.00.

****) The proportion of fixed and variable remuneration in relation to the total remuneration does not reflect the relative proportions indicated in the Remuneration System 2021 as the latter are based on the target total remuneration for a fiscal year, whereas the fixed and variable remuneration entitlements (awarded and due) as reflected in this table result from different remuneration periods and partially also from remuneration components as agreed and applicable prior to the Remuneration System 2021.

In 2022, our CFO Dr. Sandra Dembeck received a sign-on bonus in the amount of EUR 500,000 in accordance with the provisions of the Remuneration System 2021. This additional remuneration was a market-standard compensation for the fact that Dr. Sandra Dembeck lost claims against her previous employer due to the termination of her former contractual relationship.

The following table shows the remuneration awarded and due as well as remuneration according to option exercises in the fiscal year 2023 (and 2022 respectively) for the former Management Board members Rubin Ritter and Jim Freeman received after the end of their respective service agreements.

Remuneration of former members of Management Board

IN EUR	Rubin Ritter, former Co-CEO (after June 1, 2021)		Jim Freeman, former CBPO (after March 31, 2023)	
	2023	2022	2023	2022
Fixed remuneration				
Fixed salary	-	-	-	-
Fringe benefits	-	12,800	-	-
Total fixed	-	12,800	-	-
Variable remuneration				
One-year variable	-	-	-	-
Multi-year variable ¹³	-	-	1,074,328	-
Total variable	-	-	1,074,328	-
Remuneration awarded and due according to Section 162 (1) Sentence 1 AktG	-	12,800	1,074,328	-
Proportion of fixed remuneration	-	100.0%	-	-
Proportion of variable remuneration	-	-	100.0%	-
Remuneration received from exercise of stock options				
SOP 2013	-	14,220,059	-	-
Total remuneration	-	14,232,859	1,074,328	-

The option exercise of Rubin Ritter in the year 2022 dates back to pre-IPO stock option programs (SOP 2013) granted in 2013 which were awarded and due in 2013 according to Section 162 (1) Sentence 1 AktG. The exercise of the SOP 2013 program was settled in conditional capital so as not to draw cash from the company, which was instead invested into further growing the business. Thus, these options represent and were granted for (performance) periods between 2013 and 2017, hence well before the reporting year 2023 when the company was at an early stage of its development.

The current and former members of the Management Board did not receive any remuneration from other group companies in fiscal year 2023 (and 2022 respectively).

¹³ Jim Freeman exercised 42,814 Type-C options under the LTI 2019 with Exercises Price of EUR 1.00 on June 5, 2023.



7. Further information pursuant to Section 162 AktG

Compliance with the maximum remuneration (Section 162

(1) Sentence 2 No. 7 AktG)

The maximum remuneration stipulated in the Remuneration System 2021 amounts to EUR 15.75m for each of our Co-CEOs and to EUR 10.5m for each of the further members of the Management Board. All current service agreements of the Management Board members provide for caps in line with the Remuneration System 2021.

In the current service agreements of our Management Board members, the total remuneration for each of our Co-CEOs Robert Gentz and David Schneider per fiscal year is capped at EUR 15.75m, for Dr. Sandra Dembeck at EUR 6.84m, for David Schröder at EUR 10m and for Dr. Astrid Arndt at EUR 5.25m. Since the pro rata inflow from the LTI 2021 Shares and LTI 2021 Options granted to the members of the Management Board can only be determined after the expiry of the waiting period of four years, compliance with the maximum remuneration for the fiscal year 2023 can only be conclusively reported in the context of the remuneration report for the fiscal year 2025 (for Dr. Astrid Arndt), 2026 (for Dr. Sandra Dembeck) and 2027 (for Robert Gentz, David Schneider and David Schröder).

Application of malus and clawback during reporting year

(Section 162 (1) Sentence 2 No. 4 AktG)

The Remuneration System 2021 and - in its implementation - the service agreements of the members of the Management Board provide for malus and clawback clauses. In the case of a willful or grossly negligent serious breach of the obligations pursuant to Section 93 AktG or internal compliance policies and behavioral guidelines or severe compliance infringements by the member of the Management Board, the Supervisory Board may, at its sole discretion, retain in whole or in part variable remuneration that has not been paid out (malus). In such a case, the Supervisory Board may, at its sole discretion, reclaim in whole or in part variable remuneration that has already been paid out (clawback). Furthermore, the Supervisory Board has the possibility to reclaim variable remuneration in the case of an undue payout based on incorrect information.



In the fiscal year 2023, the Supervisory Board did not make use of the option to retain (malus) or reclaim (clawback) variable remuneration components as none of the above conditions were ascertained by the Supervisory Board.

The service agreements of the members of the Management Board which were concluded before the year 2021 do not include malus or clawback provisions. This does not affect the applicable legal situation regarding any claims for damages on the part of the company against the Management Board members in the event of culpable breaches of duty (such as according to Section 93 (2) AktG).

Benefits promised or granted to a member of the Management Board by a third party with regard to their activity as a member of the Board of Management (Section 162 (2) No.1 AktG)

During the fiscal year 2023, no benefits were granted to the members of the Management Board by third parties. Also, there are no outstanding benefits that were promised by third parties to the members of the Management Board.

Benefits promised to the members of the Management Board in the event of regular or early termination (Section 162 (2) No. 2 and 3 AktG)

Severance entitlements upon premature termination

The service agreements of all current Management Board members provide that in the event of a removal from office for good cause pursuant to Section 84 (4) AktG, the company may terminate the service agreement prematurely within the statutory termination period pursuant to Section 622 BGB. In such an event and if there is no good cause for the termination within the meaning of Section 626 BGB, the member of the Management Board is entitled to a cash severance payment which amounts to two times the annual fixed salary, however, not more than the fixed salary that would have been payable for the remaining term of the service agreement.

Entitlement upon death and permanent incapacity

In the event of death, the service agreements of all current members of the Management Board provide for continued payment of the fixed remuneration for the month of death and the following three months to



the spouse, registered partner or partner and/or any children under the age of 25 living with the member of the Management Board and being entitled to child support.

In the event of permanent incapacity to work, the service agreement will end without notice of termination being required at the end of the calendar quarter in which such permanent incapacity to work is determined. If a Management Board member is temporarily unable to work as a result of illness, accident or any other reason beyond the Management Board member's control, the Management Board member's service agreement provides for a continued payment of their fixed remuneration for up to six weeks, but not beyond the effective termination date of the service agreement.

Treatment of outstanding variable remuneration

In the event of a permanent incapacity of a Management Board member unvested options under the LTI 2021, the LTI 2019 and the LTI 2018 continue to vest (until termination of the office of the member of the Management Board) also during periods of inability to work.

Also unvested options under the LTI 2021, the LTI 2019 and the LTI 2018 which would have vested during the following two years can be kept by the member of the Management Board and continue to vest in accordance with the terms and conditions of the applicable LTI scheme.

Otherwise, as a general rule, if a leaver event occurs (as defined in each of the programs) all unvested options of the members of the Management Board under the LTI 2021, the LTI 2019 and the LTI 2018 are forfeited without compensation. However, in the case of a revocation of a member of the Management Board from office by the company for good cause pursuant to Section 84 (4) AktG without the Management Board member qualifying as bad leaver (as defined in each of the programs), the Management Board member retains all unexercised stock options under the LTI 2021, the LTI 2019 and the LTI 2018 and the ZOP 2021 and all unvested options under the LTI 2021, the LTI 2019 and the LTI 2018 which would have vested during the following two years can be kept by the Management Board member and continue to vest in accordance with the terms and conditions of the applicable LTI scheme.



If the Management Board member qualifies as bad leaver (as defined in each of the programs), all unsettled options of the Management Board member under the LTI 2021, the LTI 2019 and the LTI 2018 (irrespective of vested or not), and all yet unexercised virtual stock options under the ZOP 2021 and all yet unexercised options under the SOP 2013 are forfeited without compensation.

Under the VSOP 2018, in a leaver event (as further defined) the virtual stock options granted will irrevocably cease to vest, and all of the unvested virtual stock options will be forfeited without entitlement to compensation. In the case of a bad leaver event all vested and unexercised virtual stock options will be forfeited without entitlement to compensation. In the case of a leaver event that does not qualify as a bad leaver event (good leaver event) all of the vested and unexercised virtual stock options are retained.

Entitlements upon a change of control

If the office or service agreement of a member of the Management Board ends due to a change of control, there are no contractually agreed change-of-control severance entitlements. There are also no specific contractually agreed termination rights for the members of the Management Board in the event of a change of control.

However, the LTI 2021, the LTI 2019 and the LTI 2018 provide for a cancellation right of the Management Board members in the event of a change of control (as defined in each of the program rules) pertaining to unexercised vested options, and the SOP 2013 in relation to a certain portion of the options (equal to the portion of shares or assets of the company acquired by the acquirer(s) of control), in return for which the Management Board member is then entitled to a cash compensation per unexercised vested option.

The cash compensation per unexercised vested option (under the LTI 2021, the LTI 2019 and the LTI 2018) generally corresponds to the compensation per share under the takeover offer minus the exercise price or (in the case of the SOP 2013) the compensation per share under the takeover offer if such offer is made or the volume-weighted average share price of one share in the company during the last 30 trading days prior to the change-of-control-event, in each case minus the exercise price.



Also, under the LTI 2021, the LTI 2019 and the LTI 2018, the company itself can request a cancellation of unexercised vested options in exchange for a payment of the above cash compensation and replacement of unvested options by an economically equivalent new incentive program, and under the SOP 2013 the company can request a replacement of some or all of the unvested options by an economically equivalent new incentive program.

Under the VSOP 2018, in the event of a change of control (as defined in the program) the company may request that a portion of the then outstanding vested virtual stock options which is equal to the portion of the shares or assets (as the case may be) acquired of the company in the relevant change of control event shall be canceled in exchange for a payment by the company of an amount equal to the excess, if any, of (i) the product of the relevant share price and the number of virtual stock options canceled over (ii) the aggregate exercise price for all such canceled virtual stock options, subject to certain deductions. The remaining vested virtual stock options not subject to the cancellation request remain unaffected.

The existing variable remuneration programs do not provide for any accelerated vesting in the case of a change of control.

Post-contractual non-compete clause

A post-contractual non-competition clause and accordingly also a promise of a non-compete compensation payment have not been agreed in the service contracts of the Management Board members who were active as Management Board members in the reporting year.

Benefits promised or granted to a former member of the Management Board whose position ended in the course of the reporting year (Section 162 (2) No. 4 AktG)

No such benefits were promised or granted during the reporting year.

Deviations from the remuneration system during the reporting period (Section 162 (1) Sentence 2 No. 5 AktG)

In exceptional cases, the Supervisory Board may temporarily deviate from the components of the remuneration system for the Management Board of Zalando in accordance with Section 87a (1) Sentence 2 AktG if this is necessary in the interest of the long-term welfare of the company.



During the fiscal year 2023, there was no deviation from the Remuneration System 2021.

8. Remuneration of Supervisory Board members

The remuneration system for the members of the Supervisory Board is based on the legal requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code. The annual general meeting of the company on May 24, 2023, resolved to partially adjust the remuneration system for the Supervisory Board in accordance with Section 113 (3) AktG to reflect the increased demands of the role of a Supervisory Board member due to higher professionalization and time commitments. In this context, the remuneration of the chairperson of the Supervisory Board, the chairperson of its Audit Committee and the members of its Audit Committee was increased with effect as of May 24, 2023. Except for these adjustments, the former remuneration system for the Supervisory Board members as resolved upon by the annual general meeting 2021 remained unchanged.

The remuneration of Supervisory Board members is governed by Article 15 of the Articles of Association. The remuneration of the members of the Supervisory Board is balanced overall and commensurate with the responsibilities and tasks of the members of the Supervisory Board and the situation of the company, taking into account the remuneration arrangements of other large listed companies. The members of the Supervisory Board receive a purely function-related fixed remuneration in accordance with Clause G.18 of the German Corporate Governance Code. No performance-related remuneration or financial or non-financial performance criteria are provided for. This best reflects the independent supervisory and advisory function of the Supervisory Board, which is not geared to short-term corporate success but to the long-term development of the company.

The fixed annual remuneration is EUR 200,000 (previously 180,000) for the chairperson of the Supervisory Board, EUR 135,000 for the deputy chairperson of the Supervisory Board and EUR 90,000 for every other member of the Supervisory Board. For their work on the audit committee, members of the Supervisory Board receive an additional fixed annual remuneration of EUR 20,000 (previously 10,000). The chairperson of the



audit committee receives an additional fixed annual remuneration of EUR 65,000 (previously 50,000).

The respective amount of the fixed remuneration takes into account the specific function and responsibility of the members of the Supervisory Board. In particular, in accordance with Clause G.17 of the German Corporate Governance Code, the higher time commitment of the chairperson and the deputy chairperson of the Supervisory Board as well as of the chairperson and the members of the audit committee is also appropriately taken into account through a corresponding additional remuneration. Attendance fees are not paid.

Supervisory Board members who are members of the Supervisory Board or the audit committee or hold the office of the chairperson or deputy chairperson of the Supervisory Board or of the chairperson of the audit committee for part of a fiscal year only, receive a corresponding proportionate remuneration. The remuneration falls due at the end of the fiscal year for which the remuneration is paid.

In addition to the function-related fixed remuneration, the members of the Supervisory Board are reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the Supervisory Board mandate as well as any value added tax payable on their remuneration and expenses. Furthermore, the members of the Supervisory Board are included in a D&O liability insurance policy for board members maintained by the company in the company's interests that will provide reasonable coverage against financial damages. The premiums for this insurance policy are paid by the company.

The annual general meeting determines the remuneration of the members of the Supervisory Board upon proposal of the Management Board and the Supervisory Board in the Articles of Association or by resolution. The general meeting resolves on the remuneration of the members of the Supervisory Board at least every four years. A resolution confirming the existing remuneration is also permissible in this respect. Should the general meeting not confirm the remuneration system submitted to a vote, a revised remuneration system must be submitted to the following annual general meeting at the latest. In preparation for the resolution of the general meeting, the Management Board and the Supervisory Board each review whether the remuneration, in particular with regard to its



amount and structure, continues to be in our interest and is in an appropriate relationship to the tasks of the members of the Supervisory Board and the situation of the company. The Supervisory Board may also carry out a horizontal market comparison for this purpose. In doing so, the Supervisory Board may seek advice from an external remuneration expert. If necessary, the Management Board and the Supervisory Board will propose an appropriate adjustment of the remuneration to the annual general meeting.

In accordance with Section 162 (1) Sentence 1 AktG, the following table shows the remuneration awarded and due (gewährte und geschuldete Vergütung) to the members of the Supervisory Board in the fiscal years 2023 and 2022. According to the remuneration system for the members of the Supervisory Board, the remuneration only consists of a fixed component for each member of the Supervisory Board:

Remuneration of the members of the Supervisory Board:

IN EUR	2023	2022
Kelly Bennett (since May 22, 2019)	178,452	145,000
Mariella Röhm-Kottmann (since May 22, 2019)	176,493	140,000
Anders Holch Povlsen (since December 9, 2013)	90,000	90,000
Niklas Östberg (since May 19, 2021)	106,082	100,000
Jennifer Hyman (since June 23, 2020)	90,000	90,000
Susanne Schröter-Crossan (since May 24, 2023)	66,904	-
Matti Ahtiainen (since June 23, 2020)	106,082	100,000
Jade Buddenberg (since June 23, 2020)	90,000	90,000
Anika Mangelmann (since June 23, 2020)	90,000	90,000
Cristina Stenbeck (until May 24, 2023)	70,521	180,000
Remuneration awarded and due according to Section 162 (1) Sentence 1 AktG	1,064,534	1,025,000

The current and former members of the Supervisory Board did not receive any remuneration from other group companies in the fiscal year 2023.



9. Comparative presentation of the development of the remuneration

In accordance with Section 162 (1) Sentence 2 No. 2 AktG, the following tables show the annual change in remuneration to the current and former members of the Management Board and of the Supervisory Board as well as the annual change in average employee remuneration on a full-time equivalent basis over the last five fiscal years and the company's performance. The remuneration of the Management Board members for the year 2019 is based on the amount of "benefits received" as reported in the annual report 2019.

The presentation of the average employee remuneration is based on the total workforce employed by Zalando SE. While the yearly target and fixed average remuneration on a full-time equivalent basis of employees increased year-on-year, the figures below show the remuneration including option exercises in the relevant year. In 2021, a higher amount of employee equity remuneration was exercised compared to 2022. Taking into account the holding periods over several years for the employee share programs, the figures shown are distorted.

The development of the company's net income is shown alongside the development of the revenue of the Zalando group.



Comparative table on the change of remuneration awarded and due according to Section 162 (1) Sentence 1 AktG and company performance

	Annual change 2023 to 2022	Annual change 2022 to 2021	Annual change 2021 to 2020	Annual change 2020 to 2019
Remuneration of the members and former members of the Management Board				
Robert Gentz, Co-CEO	38.9%	0.4%	0.7%	2.2%
David Schneider, Co-CEO	38.6%	0.1%	-6.1%	8.1%
Dr. Sandra Dembeck, CFO (since March 1, 2022)	-15.9%	-	-	-
David Schröder, COO	0.9%	-96.4%	39.3%	457.8%
Dr. Astrid Arndt, CPO (since April 1, 2021)	3.7%	32.0%	-	-
Jim Freeman, CBPO (until March 31, 2023)	-60.1%	-56.1%	13.2%	947.5%
Rubin Ritter, Co-CEO (until June 1, 2021)	-100.0%	-71.2%	-47.0%	-98.8%
Company performance				
Net Income of Zalando SE	105.3%	-168.4%	-20.1%	373.5%
Revenue of the group	-1.9%	-0.1%	29.7%	23.1%
Average remuneration on a full-time equivalent basis of employees				
Zalando SE	14.1%	-3.4%	-3.2%	16.2%
	Annual change 2023 to 2022	Annual change 2022 to 2021	Annual change 2021 to 2020	Annual change 2020 to 2019
Remuneration of the members and former members of the Supervisory Board				
Kelly Bennett (since May 22, 2019)	23.1%	0.0%	55.8%	89.9%
Mariella Röhm-Kottmann (since May 22, 2019)	26.1%	0.0%	40.0%	63.2%
Anders Holch Povlsen (since December 9, 2013)	0.0%	0.0%	17.0%	-14.5%
Niklas Östberg (since May 19, 2021)	6.1%	61.5%	-	-
Jennifer Hyman (since June 23, 2020)	0.0%	0.0%	164.6%	-
Susanne Schröter-Crossan (since May 24, 2023)	-	-	-	-
Matti Ahtiainen (since June 23, 2020)	6.1%	0.0%	138.9%	-
Jade Buddenberg (since June 23, 2020)	0.0%	0.0%	164.6%	-
Anika Mangelmann (since June 23, 2020)	0.0%	0.0%	164.6%	-
Cristina Stenbeck (until May 24, 2023)	-60.8%	0.0%	20.0%	63.2%
Company performance				
Net Income of Zalando SE	105.3%	-168.4%	-20.1%	373.5%
Revenue of the group	-1.9%	-0.1%	29.7%	23.1%
Average remuneration on a full-time equivalent basis of employees				
Zalando SE	14.1%	-3.4%	-3.2%	16.2%



Berlin, March 12, 2024

Robert Gents

David Schneider

Dr. Sandra Dembeck

David Schröder

Dr. Astrid Arndt

Kelly Bennett

Mariella Röhm-Kottmann



Report of the independent auditor on the audit of the content of the remuneration report issued in accordance with Section 162 AktG

To Zalando SE

Opinion

We have audited the attached remuneration report of Zalando SE, Berlin, prepared to comply with Section 162 AktG [“Aktiengesetz”: German Stock Corporation Act] for the fiscal year from January 1 to December 31, 2023 and the related disclosures. We have not audited the content of the disclosures of the remuneration report in sections “1.3.1 Introduction” where they go beyond the scope of Section 162 AktG.

Responsibilities of the executive directors and the Supervisory Board

The executive directors and Supervisory Board of Zalando SE are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Section 162 AktG. In addition, the executive directors and Supervisory Board are responsible for such internal control as they determine necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Auditor’s responsibility

Our responsibility is to express an opinion on this remuneration report and the related disclosures based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report and the related disclosures are free from material misstatement, whether due to fraud or error.



An audit involves performing procedures to obtain audit evidence about the amounts in the remuneration report and the related disclosures. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report and the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report and the related disclosures in order to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the accounting policies used and the reasonableness of accounting estimates made by the executive directors and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report and the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the fiscal year from January 1 to December 31, 2023 and the related disclosures comply, in all material respects, with the financial reporting provisions of Section 162 AktG. We do not express an opinion on the content of the abovementioned disclosures of the remuneration report that go beyond the scope of Sec. 162 AktG.



Other matter – formal audit of the remuneration report

The audit of the content of the remuneration report described in this auditor's report comprises the formal audit of the remuneration report required by Section 162 (3) AktG and the issue of a report on this audit. As we are issuing an unqualified opinion on the audit of the content of the remuneration report, this also includes the opinion that the disclosures pursuant to Section 162 (1) and (2) AktG are made in the remuneration report in all material respects.

Limitation of liability

The "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]" as issued by the IDW on January 1, 2017, which are attached to this report, are applicable to this engagement and also govern our responsibility and liability to third parties in the context of this engagement.

Stuttgart, March, 12, 2024

EY GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft

Werling	Störzinger
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]



III. Remuneration system for the members of the Management Board

1. Introduction

The following remuneration system for the members of our Management Board (the **Remuneration System**) fundamentally develops further the remuneration system that was approved by the general meeting of Zalando SE (**Zalando**) on May 19, 2021 (**Remuneration System 2021**).

New features of the Remuneration System

A founder-led company, Zalando has evolved rapidly from a start-up selling flip-flops out of a flat in Berlin in 2008 to a leading European destination for fashion and lifestyle with around 50 million active customers. This success is a direct result of the company's entrepreneurial spirit and culture, and the remuneration system for our Management Board has always reflected our "Act like an Owner" principle. At the same time, Zalando's remuneration framework has evolved to reflect our development in meeting stakeholder needs, attracting and retaining talent, and adapting to our changing operating environment.

Taking into account market practice and in order to address suggestions made by shareholders and proxy advisors at the Annual General Meeting on May 24, 2023, the Remuneration System 2021 has been adjusted. The adjustments also ensure that the remuneration promotes the realisation of the business strategy and at the same time maintain the distinctive entrepreneurial elements that have turned Zalando into the successful company that it is today.



The following overview shows the new features of the Remuneration System in comparison to the Remuneration System 2021:

	Remuneration System 2021		New Remuneration System	
Fix	Fixed salary & fringe benefits	Fixed cash component Paid in monthly installments Standard benefits	Fixed salary & fringe benefits	Fixed cash component Paid in monthly installments Standard benefits
Variable	Zalando Ownership Plan 2021 (ZOP 2021)	Quarterly grant of ZOP 2021 Options (PO) and Shares (PS) No performance conditions Immediate vesting for PS, two year waiting period for PO, payout caps	Zalando Growth Incentive (ZGI 2024)	Annual performance measurement based on financial performance metric, payout cap Increased upside potential in case of overperformance Portion of net payout to be invested in shares Shares to be held one year, no further conditions
	Sequential Long-Term Incentive 2021 (LTI 2021)	Sequential four year grant of LTI 2021 Options (PO) and Shares (PS) Free to select mix, but minimum portion of PO of 50% Performance metrics: Gross Merchandise Volume (GMV) and (optional) adj. EBIT; ESG modifier (0 to -20% points) Performance period equals term of service agreement Payout caps	Rolling Long-Term Incentive 2024 (LTI 2024)	Rolling annual grant of LTI 2024 Options (PO) and Shares (PS) Fixed mix between PO and PS with flexibility for Supervisory Board to deviate if appropriate Performance metrics: Gross Merchandise Volume (GMV) and adj. EBIT, ESG modifier (factor 0.8 - 1.2) Three-year performance and one year-holding period Payout caps
	Maximum remuneration	Annual max. rem. Co-CEO: 15.75 Mio. EUR Annual max. rem. Board members: 10.5 Mio. EUR	Maximum remuneration	Annual max. rem. Co-CEO: 15.75 Mio. EUR Annual max. rem. Board members: 10.5 Mio. EUR

* **Bold** = changes to Remuneration System 2021.

Two significant changes are worth highlighting. First, the existing Zalando Ownership Plan (**ZOP**) will be replaced by a Zalando Growth Incentive (**ZGI**), introducing financial targets into the short-term variable remuneration component. The ZGI is a market-standard cash-settled short-term incentive that depends upon the achievement of annual



financial targets. In order to further promote an entrepreneurial culture, the Management Board will be obliged to reinvest 50% of the net payouts under the ZGI in Zalando shares with a holding period of one year. As a result of the introduction of the ZGI, the members of the Management Board no longer have the flexibility to individually determine the proportion of remuneration instruments during their term of office. Secondly, the Long-Term Incentive (**LTI**) grant will be changed to an annual grant structure, replacing the previous sequential grant model in order to align the incentive structure within our Management Board and to increase transparency of the remuneration levels.

The Supervisory Board is convinced that the updated Remuneration System aligns the company's practices with shareholders' expectations, upholds Zalando's commitment to responsible corporate governance and enables the company to attract and retain the best national and international talents as well as providing strong incentives for profitable growth. Furthermore, the Remuneration System now fully complies with all recommendations of the German Corporate Governance Code, demonstrating Zalando's commitment to best practices in corporate governance.

The following overview summarises the Remuneration System:

Fixed remuneration components		
Fixed salary		Paid in monthly installments
Fringe benefits		Company car, allowance for health insurance, reimbursement of expenses, employee voucher, D&O insurance, employer's contribution to the statutory pension and unemployment insurance
Variable remuneration components		
Zalando Growth Incentive (ZGI)	Structure	Cash-settled short term incentive with obligation to invest 50% of the net payout into company shares with a minimum holding period of one year
	Grant	Annually
	Performance Targets	Depending on target achievement, payout of 0-200% of the target value, performance criteria relates to Zalando group's revenue during a performance period of one fiscal year
	Cap	200% of target value
Long-Term Incentive (LTI)	Structure	Share-based long-term remuneration component consisting of virtual options ("LTI Shares" and "LTI Options") with a fixed ratio of 25% LTI Shares and 75% LTI Options. The LTI Shares and the LTI Options may be settled, at the election of the company, in shares of the company or in cash.
	Grant	Annual grant

Waiting period	Four years
Performance targets	<p>Depending on the achievement of performance targets during a performance period of three years, the number of LTI Shares and LTI Options may range between 0% and 125% of the initially granted number at plan start</p> <ul style="list-style-type: none"> • Gross merchandise volume of Zalando group (promotion of the continuous growth of the company's business) • Adjusted EBIT of Zalando group as percentage of revenue (promotion of a profitable growth of the company's business) • ESG-targets taken into account by way of a modifier with a factor of 0.8-1.2 (promotion of sustainable corporate management)
Exercise period	Three years
Exercise price	<p>LTI Shares – EUR 1.00</p> <p>LTI Options – share price at grant</p>
Share price cap	<p>LTI Shares – 200% of initial share price at grant</p> <p>LTI Options – 250% of initial share price at grant</p>

Further provisions

Maximum remuneration	Maximum remuneration for one financial year of EUR 15.75m for the CEO and EUR 10.5m for ordinary board members
Malus and clawback provisions	Right of the Supervisory Board to retain or reclaim variable remuneration in case of a severe breach of statutory obligations or internal compliance policies and behavioural guidelines or severe compliance infringements; right of the Supervisory Board to reclaim variable remuneration in case of an unduly payout based on incorrect information
Severance cap	Severance payments shall not exceed twice the annual remuneration and shall not constitute remuneration for more than the remaining term of the service agreement
Change of control	No payments in case of an early termination due to a change of control; right to cancel vested but unexercised LTI Shares and LTI Options against a compensation payment in case of a change of control



Basic principles of the Remuneration System

In designing the Remuneration System, the Supervisory Board was guided in particular by the following principles that were already applied when designing the Remuneration System 2021:

Business strategy	Promotion of the business strategy as well as the long-term and sustainable development of Zalando SE and the Zalando Group
Appropriate and market standard remuneration	Ensuring an appropriate and market standard remuneration for the members of the Management Board to allow the company to attract, incentivize and retain the specific type of talent and leadership required for its strategic ambitions
Ambitious performance targets	Definition of ambitious performance targets and appropriate consideration of the performance of the members of the Management Board (pay for performance)
Focus on shareholder value creation	Orientation of the actions of the members of the Management Board towards the interest of the shareholders
Linked to ESG criteria	Consideration of sustainability and environmental social governance (ESG) aspects to ensure social and future-oriented action
Entrepreneurial culture	Promotion of entrepreneurial culture

The Remuneration System is clear and comprehensible. It complies with the requirements of section 87a German Stock Corporation Act (**AktG**) and with the recommendations of the German Corporate Governance Code published in the Federal Gazette on June 27, 2022. The Supervisory Board's objective is to offer the members of the Management Board a competitive remuneration package in line with market conditions and in compliance with the above principles. At the same time, the Remuneration System shall continue to provide the Supervisory Board with sufficient flexibility to react to structural changes and different market conditions and to ensure competitiveness on the relevant talent markets to allow Zalando to attract the best national and international candidates for a position on Zalando's Management Board.

In the view of the Supervisory Board, the Remuneration System creates an incentive for results-oriented and sustainable corporate management. The main part of the remuneration of the Management Board consists of the variable components ZGI and LTI that are based on the performance of the members of the Management Board to the promotion of corporate goals and the business success of Zalando and its affiliates (together the **Zalando Group**). In accordance with Zalando's entrepreneurial culture, Management Board members are obliged to invest a certain part of their



payout under the short-term variable remuneration component ZGI into Zalando-shares and the LTI as long-term variable remuneration component also depends on the development of the share price of the shares of Zalando, thereby linking the interests of the members of the Management Board with those of the shareholders. Further, the remuneration depends on the achievement of ambitious ESG targets that promote and reward sustainable corporate governance and take into account Zalando's social responsibility.

2. Process for determining, implementing and reviewing the remuneration system

The remuneration system for the members of the Management Board is resolved by the Supervisory Board in accordance with section 87a para. 1 sentence 1 AktG. The Supervisory Board is supported by its Remuneration Committee. The Remuneration Committee develops recommendations for the remuneration system for the members of the Management Board, taking into account the principles described in section 1. above as well as the legal requirements and the requirements of the German Corporate Governance Code, and submits them to the entire Supervisory Board for discussion and resolution.

The Supervisory Board and its Remuneration Committee may, if necessary, consult an external remuneration expert to develop the remuneration system and to assess the appropriateness of the remuneration. The remuneration expert will be rotated from time to time. When consulting an external remuneration expert, the Supervisory Board ensures that the remuneration expert is independent of the Management Board and the company. In the past, the Supervisory Board has regularly consulted an external remuneration expert for the assessment of the appropriateness of the remuneration and has always ensured that the above principles are observed. The Supervisory Board has further consulted an external remuneration expert in the course of the development of this Remuneration System. The remuneration system is regularly reviewed by the Supervisory Board, supported by its Remuneration Committee.

The remuneration system is submitted to the General Meeting for approval in case of any material change, but at least every four years. If the General Meeting does not approve the remuneration system,



a reviewed remuneration system will be submitted for approval at the latest at the following Annual General Meeting.

Throughout the entire process of determining, implementing and reviewing the Remuneration System, the requirements of the AktG and the Supervisory Board's rules of procedure as well as the recommendations of the German Corporate Governance Code on the avoidance and handling of conflicts of interest have been and will be complied with.

The Remuneration System applies to all new service agreements for members of the Management Board to be concluded or extended from and including May 18, 2024 onwards.

3. Remuneration structure

On the basis of the Remuneration System, the Supervisory Board determines the amount of the target total remuneration for the individual members of the Management Board. The target total remuneration is made up of the sum of all fixed and variable remuneration components for one year in the event of 100% target achievement. The target total remuneration to be determined for each member of the Management Board is set in an adequate proportion to the responsibilities and performance of the respective member of the Management Board and to the situation and performance of the company. In addition, the Supervisory Board ensures that the target total remuneration is in line with market practice.

a) Horizontal comparison

In order to assess whether the remuneration of the individual members of the Management Board is in line with market practice, the Supervisory Board makes a horizontal comparison with the remuneration paid to the management board members of a group of comparable companies to be determined by the Supervisory Board, taking into account in particular the market position of Zalando (including market capitalization, revenue, industry, size and country) and the overall economic situation of Zalando. The Supervisory Board hereby considers comparable companies included in the DAX and MDAX. The remuneration of technology driven companies of comparable size in Europe and the USA provide additional reference for the Supervisory Board in this respect. The names of the



comparable companies taken into consideration by the Supervisory Board in the respective fiscal year are disclosed in the yearly remuneration report.

b) Vertical comparison

In addition, the Supervisory Board considers the level of remuneration of the members of the Management Board in relation to the remuneration structure within the Zalando Group, based on the annual target total remuneration for the members of the Management Board. In this vertical comparison, the Supervisory Board considers the overall average remuneration of the total workforce of Zalando as well as the average remuneration for sub-groups based on seniority levels (e.g., Senior Vice Presidents), and how the average remuneration of the aforementioned reference groups developed over time.

In the event of significant shifts in the relation between the remuneration of the members of the Management Board of Zalando and the remuneration of the vertical peer groups, the Supervisory Board examines the causes for the shift.

c) Differentiation according to different requirements for the individual Management Board positions

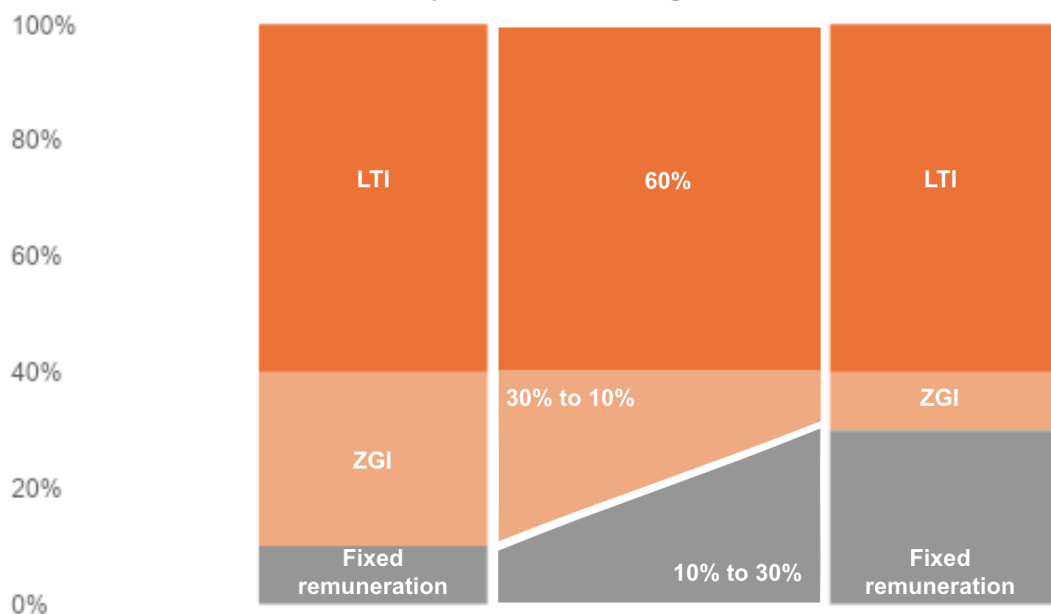
When determining the amount of the target total remuneration of the individual members of the Management Board, the Supervisory Board may, in its discretion, differentiate in view of different requirements of the respective Management Board function, market conditions or qualification and experience of the members of the Management Board. When determining the target total remuneration, the Supervisory Board may therefore in particular make differentiations depending on the function of the members of the Management Board, the responsibility within the Management Board or the experience or term of membership of the member of the Management Board, and may also take into account that a higher remuneration may be customary in competitors' markets of Zalando abroad.



d) Composition of the target total remuneration

The target total remuneration for all members of the Management Board (including the chairpersons) is composed as follows: The fixed remuneration represents between around 10% to around 30% of the target total remuneration. It consists of the fixed salary and fringe benefits (the latter in the amount of up to around 1% of the target total remuneration). The ZGI represents between around 10% to around 30% and the LTI corresponds to around 60% of the target total remuneration. Such a structure shall provide for the flexibility for Zalando's Supervisory Board to answer different needs of current and future members of the Management Board in terms of their remuneration structure, taking into account customary market practice and appropriateness. Against this background, the proportion of the individual remuneration components in the target total remuneration is defined in percentage ranges.

Composition as % of target total remuneration



The Supervisory Board may adjust individual remuneration components in the context of the annual review of the remuneration of the members of the Management Board with effect for the future, taking into account customary market practice and appropriateness. When calculating the target total remuneration for a fiscal year, the Supervisory Board also takes into account any group remuneration of individual members of the Management Board.



The composition of the target total remuneration for a Management Board member may differ in exceptional cases in the year of appointment to the Management Board or in the following year, if the Supervisory Board grants the newly appointed member of the Management Board further payments, e.g., as compensation for entitlements from a previous service agreement lost due to the acceptance of the new position at Zalando.

In accordance with the recommendation of the German Corporate Governance Code, when determining the target total remuneration, the Supervisory Board ensures that the variable remuneration resulting from the achievement of long-term targets exceeds the share of short-term targets. This ensures that the remuneration system is focused on the long-term development and implementation of Zalando's business objectives.

The target total remuneration of the individual members of the Management Board in office in the relevant fiscal year will be disclosed in the yearly remuneration report.

e) Caps and maximum remuneration

In order to achieve a balanced risk-reward profile and a corresponding incentive effect of the remuneration system, the ZGI and the LTI are both designed in such a way that the payout can be zero. In addition, the payout both under ZGI and LTI is subject to caps. In the case of the ZGI component, the payout is capped at 200% of the target value. In the case of the LTI, the share price of the company at exercise that is relevant for the calculation of the payout under the LTI is limited to 200% of the initial share price of the shares of Zalando at grant for LTI Shares and to 250% of the initial share price of the shares of Zalando at grant for LTI Options (for details please see section 4.b)).

In addition, the Supervisory Board determines a maximum remuneration for the members of the Management Board in accordance with section 87a para. 1 sentence 2 no. 1 AktG. The Supervisory Board also includes any group-remuneration of individual members of the Management Board in the calculation.



The aim of the Remuneration System for the Management Board is to continue to support and nurture the “founding mindset” for the company’s executives. The maximum remuneration however can only be reached if the company’s share price increases substantially and all ambitious financial and non-financial targets for the variable remuneration components are significantly overachieved. If no value for shareholders is created through an increase in share price, this would lead to a substantial lower remuneration of the Management Board members.

The maximum remuneration for one fiscal year – regardless of whether the payout occurs in this fiscal year or at a later date and on the basis of the respective annual LTI tranche and the respective maximum limits for variable remuneration – amounts to EUR 15.75m for a CEO and to EUR 10.5m for ordinary members of the Management Board.

The Supervisory Board regularly examines the amount of the maximum remuneration for its appropriateness. This appropriateness evaluation is carried out in connection with the horizontal and vertical comparison and includes the fringe benefits in the respective maximum, lump-sum amounts.

Compliance with the maximum remuneration for the individual members of the Management Board in the relevant fiscal year is disclosed in the yearly remuneration report.

4. Remuneration components in detail

a) Fixed remuneration components

The fixed remuneration of the members of the Management Board consists of a fixed annual salary and individually agreed, customary fringe benefits and other benefits granted in exceptional cases.

1) Fixed salary

Each member of the Management Board receives an annual fixed salary agreed on an individual basis, which is generally paid in twelve monthly instalments.



2) Fringe benefits

In addition, the members of the Management Board receive additional, customary fringe benefits, which mainly include the use of a company car for private purposes including the assumption of any income tax imposed on the monetary benefit from the private use of the car, allowance for health insurance in the amount of half the monthly contributions up to the amount, that the company would have to bear as the employer's contribution to the statutory health insurance of the local AOK, and a monthly gross amount of the applicable employer's contribution to the statutory pension and unemployment insurance as well as the use of the Zalando employee voucher. Further, the members of the Management Board receive reimbursements for all expenses (including travel expenses) properly and reasonably incurred in the course of the services of the respective member of the Management Board. In addition, Zalando has also taken out a "Directors and Officers Insurance" (D&O insurance) with a deductible of 10% of the covered damage but at maximum 150% of the annual fixed salary. Further fringe benefits can be individually agreed with the respective members of the Management Board.

3) Further benefits

Finally, the Supervisory Board may, at its reasonable discretion and in exceptional cases, individually agree with the members of the Management Board on payments in connection with their appointment as a member of the Management Board of Zalando in the year of appointment to the Management Board or in the following year, e.g., to compensate entitlements under previous service agreements and under previous long-term incentive programs lost due to the acceptance of the new position at Zalando, in each case within the scope of the defined maximum remuneration. Any further benefits and their economic background will be disclosed in the yearly remuneration report.



b) Variable remuneration components

The variable remuneration of the members of the Management Board consists of the ZGI and the LTI. The ZGI centres on the fulfilment of short-term financial performance targets whereas the LTI is tied to the performance of the company under its long-term strategy and is thus aligned with the company's long-term development. In addition, ambitious ESG-targets are included in the LTI which incentivize and reward sustainable corporate management and account for Zalando's social responsibility.

The obligation of the Management Board members under the ZGI to invest a certain amount of the payout amount thereunder into shares of Zalando and the link of the LTI to the development of the share price of the company both contribute to a stronger link to the shareholders' interests and the promotion of the long-term growth of Zalando.

1) Zalando Growth Incentive (ZGI)

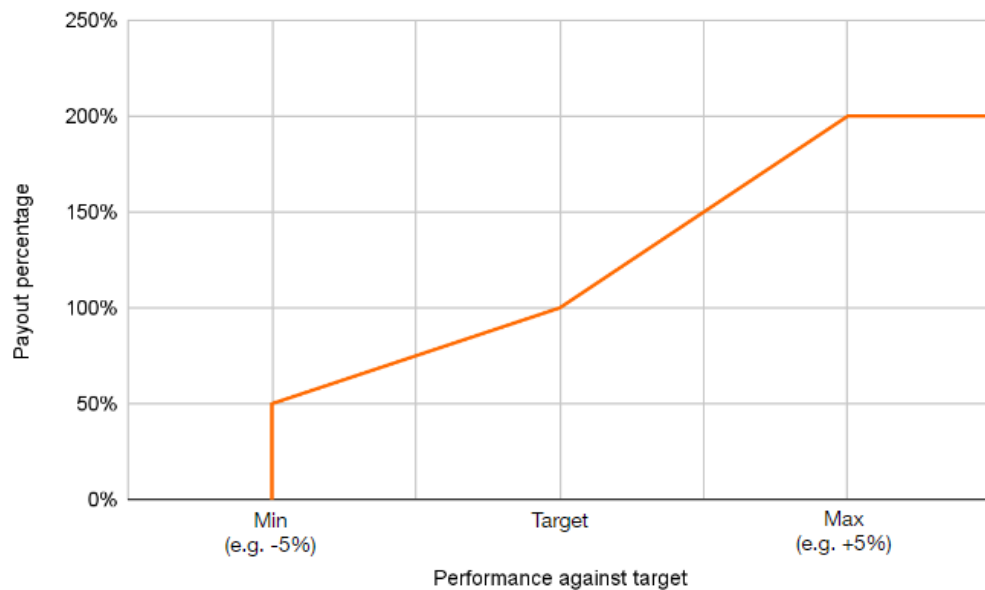
The ZGI is a cash-settled variable remuneration component which is linked to the achievement of certain financial performance targets during a performance period of one fiscal year (**ZGI Performance Period**). The target value of the ZGI component shall equal the share of the ZGI component in the target total remuneration of a Management Board member (**ZGI Target Remuneration**).

For each forthcoming ZGI Performance Period, the Supervisory Board shall determine for the member of the Management Board a specific financial performance target with respect to the development of the Zalando Group's revenue (**ZGI Target**). Taking the development of Zalando Group's revenue into account ensures an overall balanced incentive structure of the variable remuneration components with respect to the currently most relevant key performance indicators of the company - Zalando Group's GMV, Zalando Group's revenue and Zalando Group's adj. EBIT. All three of these performance indicators are integrated in the incentive structure as the financial performance targets under the LTI relate to Zalando Group's GMV and Zalando Group's adj. EBIT (see below under section 4.b). For each upcoming ZGI



Performance Period, the Supervisory Board shall be entitled to change the financial performance criterion and link the ZGI Target to another financial key performance indicator derived from the relevant company’s strategy communicated to the capital markets.

The Supervisory Board will determine ZGI Target rates as percentage values (**ZGI Target Rates**), whereby the achievement of the ZGI Target shall correspond to a ZGI Target Rate of 100%. Further, the Supervisory Board will set minimum and maximum ZGI Target amounts, corresponding to a minimum ZGI Target Rate of 50% and a maximum ZGI Target Rate of 200%. The ZGI Target Rates are extrapolated linearly whereby an overachievement of the ZGI Target shall lead to a steeper linear increase. This design encourages and recognizes exceptional performance by offering a higher potential payout for exceeding the set ZGI Target. If the minimum ZGI Target amount is not achieved, the payout under the ZGI shall be zero.



After the end of a ZGI Performance Period, the Supervisory Board will determine which ZGI Target Rate has been achieved. The ZGI Target, the ZGI Target Rates and the level of target achievement are published in the yearly remuneration report.



The product of the achieved ZGI Target Rate and the ZGI Target Remuneration is the amount to be paid out to the Management Board member after the end of the ZGI Performance Period (**ZGI Payout**). The ZGI Payout shall take place the day after the publication of the company's annual report for the fiscal year which corresponds to the ZGI Performance Period (**ZGI Payout Date**).

The Management Board member shall be obliged to invest 50% of the net ZGI Payout to acquire shares in Zalando on a stock exchange (**Investment Shares**). The specific acquisition date shall be determined by the Supervisory Board with the proviso that the acquisition of the Investment Shares needs to take place within a maximum period of five trading days at the Frankfurt stock exchange following the ZGI Payout Date. The Investment Shares need to be held by the Management Board member for at least one year after their acquisition (**ZGI Holding Period**). The purchase of the Investment Shares will be facilitated by a service provider, ensuring compliance with the ZGI Holding Period.

If the service agreement of a Management Board member begins or ends during a fiscal year, the ZGI Target Remuneration for that fiscal year applies on a pro rata basis.

2) Long-term incentive program (LTI)

General structure of the LTI

The members of the Management Board further participate in Zalando's long-term incentive program (LTI), consisting of so-called **LTI Shares** and **LTI Options**, both entitling the members of the Management Board to a cash payment against Zalando under certain circumstances. At the election of the company, the cash payment claim of the members of the Management Board may also be settled (in whole or in part) in shares of the company.

The amount of variable remuneration under the LTI is linked to the achievement of strategic financial targets and takes into account pre-defined ESG-targets by way of a modifier.



In line with the current company's strategy that sets a focus on growth and profitability, the financial targets of the LTI are tied to the development of Zalando Group's gross merchandise volume (**GMV**) and Zalando Group's adjusted EBIT (**adj. EBIT**).

The ratio of LTI Shares and LTI Options in the LTI component is fixed and amounts to 25% LTI Shares (**LTI Shares Ratio**) and 75% LTI Options (**LTI Options Ratio**). As the LTI Options have a higher risk profile the LTI component sets a strong incentive for continued growth of the company. In exceptional cases, the Supervisory Board shall be entitled to set a different ratio of LTI Shares and LTI Options in the LTI Component if this is in the best interest of the company, in particular in order to attract the best candidates for the Management Board. In such a case, the Supervisory Board will disclose and explain the background for setting a different ratio in the remuneration report for the respective fiscal year.

The structure of the LTI as a share-based model contributes to a stronger link between the interests of the members of the Management Board and the shareholders and further encourages and rewards a long-term and future-oriented management of the company. Further, the inclusion of ESG-targets incentivizes a sustainable development of Zalando.

Under the LTI, the members of the Management Board are granted LTI Shares and LTI Options on an annual basis (rolling plan). For this purpose, the Supervisory Board sets a target value in Euro as grant value (the **Grant Value**) for the annual LTI tranche of each Management Board member. The number of LTI Shares to be granted to the individual Management Board member is calculated by dividing the Grant Value by the product of the Xetra closing share price of the company at the grant date, or if such date is not a trading date, on the first trading day thereafter (**Grant Share Price**) and a fixed conversion factor for LTI Shares of 1, and multiplying this quotient with the LTI Shares Ratio.

The number of LTI Options to be granted to the individual Management Board member is calculated by dividing the Grant Value by the product of the Grant Share Price and a fixed



conversion factor for LTI Options of 0.4, and multiplying this quotient with the LTI Options Ratio.

The final number of exercisable LTI Shares and LTI Options of a LTI tranche depends on the extent to which the targeted rate of the GMV and adj. EBIT of Zalando Group as well as defined ESG-targets are met during a three years' performance period starting at the grant date of the relevant LTI tranche (**Performance Period**). Further details are described in the following section below.

LTI Shares and LTI Options can only be exercised after the end of a waiting period of four-years starting at the grant date of the relevant LTI tranche (the **Waiting Period**). Further, LTI Shares and LTI Options can only be exercised within a fixed exercise period of three years after the expiry of the Waiting Period (**Exercise Period**). The Exercise Period may differ with regard to LTI Shares to comply with foreign regulations which may be applicable to a member of the Management Board.

The LTI Shares entitle the member of the Management Board to a cash payment in the amount of the difference between the closing price of the share of Zalando in Xetra trading on the Frankfurt Stock Exchange at the time LTI Shares are exercised and an exercise price of EUR 1.00 per exercised LTI Share, whereby the relevant closing price of the share of Zalando at exercise is limited to 200% of the Grant Share Price. The LTI Options entitle the member of the Management Board to a cash payment in the amount of the difference between the closing price of the share of Zalando in Xetra trading on the Frankfurt Stock Exchange at the time LTI Options are exercised and the Grant Share Price per exercised LTI Option, whereby the relevant closing price of the share of Zalando at exercise is limited to 250% of Grant Share Price.

Performance criteria of the LTI and determination of Overall Target Achievement

The **Overall Target Achievement** defines the total number of exercisable LTI Shares and LTI Options. It is measured (i) on the basis of the development of Zalando Group's GMV and Zalando



Group's adj. EBIT during the Performance Period as the currently most relevant performance parameters under the company's long-term strategy and (ii) by taking into account the achievement of pre-defined ESG-targets by way of a modifier with a factor of between 0.8-1.2.

- **Gross merchandise volume (GMV) and adj. EBIT of Zalando Group**

When assessing the Overall Target Achievement under the LTI, in a first step, the Supervisory Board measures the target achievement of the compound annual growth rate (**CAGR**) of Zalando Group's GMV and Zalando Group's adj. EBIT during the Performance Period (the **Financial Targets Achievement**). For this purpose, prior to the beginning of the Performance Period, the Supervisory Board sets a target value for the CAGR GMV and the adj. EBIT to be achieved at the end of the Performance Period, which results in a target achievement for each target of 100%. The Supervisory Board further sets minimum target values which result in a target achievement for each target of 50% (hurdle) and maximum target values which result in a maximum target achievement for each target of 125%. A target achievement above 125% cannot be reached. On the basis of the defined target values, at the end of the respective Performance Period, the Supervisory Board determines the Financial Targets Achievement by weighting the achievement of the GMV CAGR target with 60% and the achievement of the adj. EBIT target with 40%.

- **ESG-targets**

In order to ensure that the long-term financial targets are pursued in a responsible and sustainable way, the Supervisory Board defines for each Performance Period ambitious, measurable and transparent ESG-targets on the basis of the company's ESG-strategies applicable from time to time. In selecting the specific ESG-targets, the Supervisory Board pays particular attention to relevance and measurability of the targets based on the underlying ESG-strategy which is subject to continuous evolution, e.g. the sustainability strategy of Zalando.

The defined ESG-targets will be taken into account by way of a

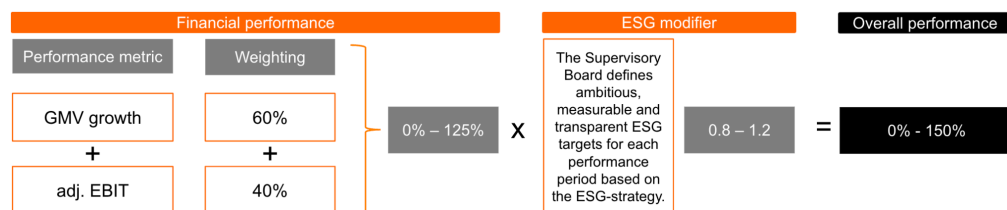


modifier on the Financial Targets Achievement with a factor of between 0.8-1.2 (the **Modifier**). For this purpose, the Supervisory Board sets a target value for each ESG-target to be achieved at the end of the Performance Period as well as a maximum and minimum value for each ESG-target. The Supervisory Board further defines target ranges between the maximum/minimum values and the target value, which result in a certain target achievement level, as well as the weighting of the ESG-targets within the Modifier.

At the end of the Performance Period, the Supervisory Board determines the level of target achievement of each pre-defined ESG-target, and, on the basis of the pre-defined weighting of the ESG-targets, the overall target achievement of the ESG-targets, which corresponds to a Modifier with a factor of between 0.8-1.2.

The Overall Target Achievement (as a percentage) is calculated by multiplying the Modifier with the percentage of the Financial Targets Achievement, which may result in a decrease or increase of the Financial Targets Achievement by the factor of 0.8 to 1.2.

The final number of exercisable LTI Shares and LTI Options is calculated as the product of the initial number of granted LTI Shares and LTI Options and the Overall Target Achievement (as a percentage).



Both existing performance criteria Zalando Group’s GMV and Zalando Group’s adj. EBIT are closely linked to the current strategy to achieve profitable growth. For each upcoming Performance Period, the Supervisory Board shall be entitled to change the performance criteria as well as the weighting of performance criteria to ensure continuous alignment of the performance criteria with the company’s strategy communicated to the capital markets. If the financial performance criteria or their



weighting are changed, this will be disclosed in the yearly remuneration report.

5. Remuneration-related legal agreements

The service agreements of the members of the Management Board of Zalando are concluded for the duration of their appointment.

a) Early termination of the service agreement

In case of a revocation of a member of the Management Board in accordance with section 84 para. 4 AktG, the company is entitled to terminate the service agreement in accordance with the statutory termination period pursuant to section 622 para. 1 and para. 2 of the German Civil Code (**BGB**). The service agreements of the members of the Management Board include a provision, pursuant to which, in such case, the respective member of the Management Board is entitled to a severance payment in the amount of twice the fixed annual salary, but not more than the fixed salary for the remaining term of the service agreement.

The service agreements of the members of the Management Board further generally include a provision pursuant to which payments (including fringe benefits) due to an early termination of the service agreement are limited to 200% of the annual remuneration (severance cap), and do not constitute remuneration for more than the remaining term of the service agreement. The severance cap shall be calculated on the basis of the total remuneration for the previous full fiscal year and, if appropriate, also takes into account the expected total remuneration for the current fiscal year. Entitlements of the respective Management Board member under variable remuneration programs of the company are generally determined by the conditions of the respective program and depend on the originally agreed targets and comparison parameters and on the due dates stipulated in the contract.

In the event of a premature termination of the service agreement for good cause by the company pursuant to section 626 BGB, the respective members of the Management Board are not entitled to any severance payment.



b) Change of control

Neither the service agreements nor the plan conditions of the ZGI or the LTI provide for any payments in case of a termination of the service agreement due to a change of control. The plan conditions of the LTI may contain a provision pursuant to which in case of a change of control the members of the Management Board or the Supervisory Board are entitled to cancel all unexercised but vested LTI Shares and LTI Options against payment of a cancellation compensation to the members of the Management Board. Change of control means in such case any acquisition of control of the company within the meaning of section 29 para. 2 of the German Takeover Code (Wertpapiererwerbs- und Übernahmegesetz – **WpÜG**) in connection with a voluntary takeover pursuant to section 29 et. seqq. WpÜG or resulting in a mandatory takeover offer pursuant to section 35 et. seqq. WpÜG, in each case to the shareholders of the company. The cancellation compensation corresponds to the difference between the consideration of the respective change of control offer and the exercise price of the LTI Shares and LTI Options, respectively, but in any case, limited to the defined payout caps. Payments of a cancellation compensation in case of a change of control shall in any case not exceed the defined maximum remuneration for the members of the Management Board.

c) Incapacity to work

In the event of a permanent incapacity to work of a member of the Management Board, the service agreement of the respective Management Board member ends at the end of the calendar quarter in which such permanent incapacity to work is determined.

d) Mandate suspension

The Supervisory Board may stipulate that if the appointment of a Management Board member is revoked at his or her request in accordance with Section 84 para. 3 AktG due to maternity leave, parental leave, illness or the care of a family member with the assurance of reappointment, the service agreement of such Management Board member shall continue to apply for the period between the revocation of the appointment and the assured reappointment and that remuneration,



in particular, the fixed salary and fringe benefits, shall also be granted in full or in part in this respect.

6. Post-contractual non-competition clause

If non-compete clauses are concluded with the members of the Management Board for the period after their departure and Zalando pays a compensation payment for such non-compete clause to the respective member of the Management Board, any severance payment will be credited against this remuneration.

7. Malus and clawback

In case of a wilful or gross negligent serious breach of the obligations pursuant to section 93 AktG or internal compliance policies and behavioural guidelines or severe compliance infringements by a member of the Management Board, the Supervisory Board may, at its sole discretion, retain in whole or in part variable remuneration that has not been paid out (malus). In such a case, the Supervisory Board may further, at its sole discretion, reclaim in whole or in part variable remuneration that has already been paid out (clawback). Further, the Supervisory Board has the possibility to reclaim variable remuneration in case of an erroneous payout based on incorrect information.

8. Sideline activities of members of the Management Board

Any remuneration a member of the Management Board receives from Supervisory Board positions within the Zalando Group is deducted from the fixed salary of such Management Board member. As regards positions in Supervisory Boards of non-group entities, the Supervisory Board of Zalando decides at its sole discretion whether and to what extent a deduction is made.

9. Extraordinary developments

In the event of extraordinary developments, the Supervisory Board is entitled to adjust the amount of the individual variable remuneration components, including the target total remuneration of variable remuneration components in the event of 100% target achievement, their ratio to each other, the criteria for target achievement and the respective payment amounts and to defer payment dates, provided that the upper



limits (caps) set for the variable remuneration and the maximum remuneration are not exceeded.

Extraordinary developments occur when circumstances have arisen or are more likely than not to arise that could not have been foreseen when the targets for variable remuneration components were set and which have a significant impact on the total remuneration of the members of the Management Board. Such events may include, in particular, major acquisitions, the sale of significant parts of Zalando, substantial changes in the underlying accounting standards or tax regulations, natural disasters, pandemics or comparable events. In making its decision, the Supervisory Board also takes into account the extent to which Zalando, the shareholders and the employees are or will be affected by the extraordinary developments.

10. Temporary deviations

The Supervisory Board may further temporarily deviate from the remuneration system if this is necessary in the interest of the company's long-term welfare, for example in the event of an economic or corporate crisis, if the remuneration system needs to be adjusted in the event of a significant change in corporate strategy to ensure adequate incentive or in the event of changes in the regulatory framework.

The components of the remuneration system from which deviations can be made are the procedure, the remuneration structure and amount and the individual remuneration components. In these cases, the Supervisory Board may also introduce new remuneration components. Any deviation from the remuneration system requires a resolution of the Supervisory Board, which is based on a respective recommendation of its Remuneration Committee and which also has to determine the circumstances leading to the deviation.



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/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> from the time at which the general meeting is convened.

Any countermotions, nominations and requests to add items to the agenda by shareholders that are received by the company and that must be published will also be made accessible via the aforementioned website. The voting results will also be published at this internet address after the general meeting.

The company's AGM Portal which, among other things, enables duly registered shareholders to exercise their voting rights before and during the general meeting, can also be accessed via the website. Duly registered shareholders and their authorized representatives can follow the general meeting on May 17, 2024, in full length, live, in audio and video from 10:00 hours (CEST) via the AGM Portal. The speech by the Management Board can also be followed by the interested public live and in audio and video on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

After the general meeting, the speech by the Management Board will also be available there as a recording.

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 263,785,700.00 and is divided into 263,785,700 no-par value bearer shares. Each no-par value share grants one vote at the general meeting. Therefore, the total number of shares and of voting rights at the time of convening the general meeting each amount to 263,785,700. At the time the convocation is sent to the Federal Gazette on March 27, 2024, this total number also



includes 3,083,140 treasury shares from which the company does not derive any rights.

Conducting the general meeting as a virtual general meeting without physical presence of the shareholders or their authorized representatives, audio and video broadcast

The Management Board of Zalando SE, exercising the authorization granted to it in § 16a of the Company's Articles of Association, has decided to hold the general meeting as a virtual general meeting pursuant to Section 118a AktG without the physical presence of the shareholders or their authorized representatives. Shareholders or their authorized representatives (with the exception of the proxies appointed by the company) are not permitted to attend the general meeting physically at the venue of the general meeting.

All members of the Management Board and of the Supervisory Board intend to attend the general meeting throughout its entire duration. Holding the general meeting as a virtual general meeting results in a number of adjustments in how the general meeting is conducted and in how shareholders' rights are exercised compared to a physical general meeting. For this reason, please read the following information carefully, in particular with respect to the exercise of voting rights and other shareholder rights.

Duly registered shareholders or their authorized representatives may follow the entire general meeting via the company's online AGM Portal at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> live, in audio and video, and can connect to the meeting in order to exercise their shareholder rights, in particular in order to exercise their voting rights (**Connection**).

Duly registered shareholders will be sent an AGM ticket with further information on exercising their rights. Among other things, the AGM ticket contains the individual access data (access code and password) with which the shareholders can use the company's AGM Portal accessible online at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.



Voting rights may only be exercised by duly registered shareholders or their authorized representatives by absentee voting or by granting authorization and issuing instructions to the proxies appointed by the company. Duly registered shareholders or their authorized representatives can use the AGM Portal to exercise their voting rights, issue authorizations, submit statements on agenda items, and exercise their right to information and to speak, among other things. Finally, duly registered shareholders or their authorized representatives who have exercised their voting rights may declare their objection to one or more resolutions of the general meeting to the minutes of the notary public by means of the company's AGM Portal.

To help shareholders or their authorized representatives prepare for the general meeting, the main points of the Co-CEO's speech will be made available online on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> a few days before the general meeting as a courtesy. The right to make amendments to the speech for the day of the general meeting is reserved.

Password-protected AGM Portal

The company will maintain a password-protected AGM Portal at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> from April 26, 2024. To be able to use the AGM Portal, you must log in with the individual access data (access code and password) that you receive with your AGM ticket.

Shareholders will receive further details regarding the AGM Portal with their AGM ticket or on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Please also note the technical information at the end of this invitation notice.

Requirements for connecting to the general meeting and exercising shareholder rights, in particular voting rights

Shareholders who register with the company in text form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch – **BGB**)) at the following address and send the company a special proof of their



shareholding issued by their custodian institution (last intermediary) in text form (Section 126b BGB) to this address are entitled to connect to the general meeting (via the company's AGM Portal) and to exercise their shareholder rights, in particular their voting rights (**Duly Registered Shareholders**):

Zalando SE

c/o Better Orange IR & HV AG

Haidelweg 48

81241 Munich, Germany

E-Mail: meldedaten@zalando.de

The proof of shareholding must relate to the close of business on April 25, 2024, 24:00 hours (CEST) (**Record Date**). Both registration and proof of shareholding must have been received by the company at the above-mentioned address by the end of May 10, 2024, 24:00 hours (CEST) (time of receipt) at the latest. Proof of shareholding in accordance with Section 67c (3) AktG shall be sufficient in any case.

It should be noted that Section 17 (3) sentence 3 of the company's Articles of Association currently stipulates that proof of shareholding must relate to the beginning of the 21st day prior to the general meeting. By the Financing for the Future Act (Zukunftsförderungsgesetz - ZuFinG) Section 123 (4) sentence 2 AktG was amended such that the proof of shareholding must no longer relate to the beginning of the 21st day before the general meeting, but to the close of business on the 22nd day before the general meeting. This does not entail a substantive change to the deadline. To prevent the wording in the Company's Articles of Association from deviating from the wording of the statutory provision(s) in the future, it is proposed to the general meeting in Agenda item 8 that § 17 (3) sentence 3 of the Articles of Association be amended.

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



The right to connect, to exercise shareholder rights and the extent of the voting right are based exclusively on the respective shareholders' 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 respective shareholders as of the Record Date is relevant to exercising shareholder rights, connecting to the general meeting and the extent of the voting right, meaning that sales of shares after the Record Date have no effect on the respective shareholders' right 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 only have entitlement (particularly voting entitlement) 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 by the company of the registration and the special proof of shareholding, the shareholders will be sent AGM tickets for exercising their rights in relation to the general meeting, including the individual access data (access code and password) for the company's AGM Portal for the purpose of connecting to the general meeting and exercising shareholder rights.

Exercising voting rights by absentee voting

Duly Registered Shareholders may cast their votes in writing or by means of electronic communication (absentee voting).

Before the general meeting, the absentee voting form sent with the AGM ticket can be used for this purpose. The relevant form can be requested by regular mail to the address Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, or by email to briefwahl@zalando.de and is also available for download on the company's website at

<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

For organizational reasons, votes cast by means of the absentee voting form (text form pursuant to Section 126b BGB shall suffice) must have



arrived at the company by regular mail at the following address by no later than 24:00 hours (CEST) on May 16, 2024 (time of receipt):

Zalando SE

c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany

Votes cast by absentee voting that cannot be unequivocally attributed to a proper registration will not be considered.

Before and during the general meeting, the company's AGM Portal, which can be accessed online at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>, is also available for exercising voting rights by means of (electronic) absentee voting. Electronic absentee voting via the AGM Portal will be possible from April 26, 2024 until a point in time determined by the chairperson of the general meeting as part of the voting at the general meeting.

Absentee votes already cast may be changed or revoked by regular mail until May 16, 2024, 24:00 hours (CEST) (time of receipt). A revocation form can be requested by regular mail to the address Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, or by email to briefwahl@zalando.de and is also available for download on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Via the AGM Portal, you can also change or revoke any votes previously cast by means of absentee voting before and during the general meeting until a point in time determined by the chairperson of the general meeting as part of the voting at the general meeting. This also applies to votes cast using the absentee voting form.

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.



Further instructions on absentee voting are included on the AGM ticket sent to Duly Registered Shareholders.

Exercising voting rights by granting authorization and issuing instructions to the proxies appointed by the company

We offer our shareholders as a service the possibility of granting authorization to proxies appointed by the company bound by the shareholder's instructions to exercise their voting right in the general meeting. In this case, too, timely registration for the general meeting and proof of shareholding in accordance with the above provisions are required in each case. Insofar as proxies appointed by the company are authorized, they must in any case be given instructions on the individual agenda items or any counter motions and nominations for the exercise of voting rights. The proxies appointed by the company are obliged to vote according to these instructions and will not exercise the voting right without having received such explicit instructions.

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

Prior to the general meeting, an authorization with instructions to the proxies appointed by the company can be granted by means of the authorization and instruction form received by the shareholders together with their AGM ticket for the general meeting. The relevant form can be requested by regular mail to the address Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, or by email to vollmacht@zalando.de and is also available for download on the company's website at

<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

For organizational reasons, authorizations granted and instructions issued to the proxies appointed by the company by means of the authorization and instruction form prior to the general meeting must be received by the company by May 16, 2024, 24:00 hours (CEST) (date of receipt). The authorization and instructions issued to the proxies appointed by the company by means of the authorization and instruction form shall be sent exclusively to the following address:



Zalando SE

c/o Better Orange IR & HV AG

Haidelweg 48

81241 Munich, Germany

E-Mail: vollmacht@zalando.de

Authorizations and instructions already granted/issued to the proxies appointed by the company may be changed or revoked in the above manner until May 16, 2024, 24:00 hours (CEST) (time of receipt). A revocation form can be requested by regular mail to the address Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, or by email to vollmacht@zalando.de and is also available for download on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Prior to and during the general meeting, authorizations and instructions to the proxies appointed by the company can also be granted, issued, changed or revoked electronically via the company's AGM Portal until a point in time determined by the chairperson of the general meeting as part of the voting at the general meeting. Shareholders can obtain further details regarding the AGM Portal on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

The company's proxies do not accept instructions to speak, to exercise the right to information, to make statements, to propose motions and nominations, to request the inclusion of questions in the minutes or to lodge objections to resolutions at the general meeting.

Further information on the granting of authorization and issuance of instructions to the proxies appointed by the company is contained on the AGM ticket sent to the Duly Registered Shareholders.

Authorization of third parties to exercise voting and other rights

Shareholders can have their voting rights and other rights exercised by authorized representatives, for example by intermediaries, a shareholders' association, a proxy advisor or any other authorized third party, after granting the appropriate authorization. In these cases, too, timely registration for the general meeting and proof of shareholding in



accordance with the above provisions are required in each case. Authorized third parties may in turn exercise the voting right by absentee voting or by granting authorization and issuing instructions to the proxies appointed by the company (see above). Should the shareholder grant an authorization to more than one person, the company may refuse to accept one or more of these pursuant to Section 134 (3) Sentence 2 AktG.

According to Section 134 (3) Sentence 3 AktG and § 17 (4) of the company's Articles of Association, the granting of the authorization, its revocation and the proof of the authorization to be provided to the company must be in text form (Section 126b BGB) if no authorization is granted in accordance with Section 135 AktG. We would like to point out that when authorizing the exercise of voting rights in accordance with Section 135 AktG (authorizing proxy advisors, shareholders' associations, or other intermediaries covered by Section 135 AktG or equivalent persons as defined by Section 135 AktG), distinctions must generally be observed. Shareholders intending to authorize an authorized representative for the exercise of voting rights in accordance with Section 135 AktG are asked to obtain information on any distinctions in conferment of authority from the party to be authorized in the respective case and to coordinate with such party.

The authorization may be granted to the authorized representative or to the company. Proof of an authorization granted may be provided by the authorized representative sending such proof (for example, the original authorization or a copy thereof) to the following address:

Zalando SE

c/o Better Orange IR & HV AG

Haidelweg 48

81241 Munich, Germany

E-Mail: vollmacht@zalando.de

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



If the granting or proof of an authorization or its revocation by means of a declaration to the company is made by regular mail or by email, for organizational reasons, it must be received by the company by May 16, 2024, 24:00 hours (CEST) (date of receipt).

Shareholders wishing to authorize a representative are requested to use the form of authorization provided by the company for granting such authorization. Such form of authorization will be sent to the Duly Registered Shareholders as part of the AGM ticket and can be requested by regular mail to the address Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, or by email to vollmacht@zalando.de. In addition to this, an authorization form can also be downloaded from the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

For the revocation of the authorization, a revocation form can be requested by regular mail to the address Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, or by email to vollmacht@zalando.de. In addition to this, such form can also be downloaded from the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Prior to and during the general meeting, authorizations can also be granted or revoked, also via the company's AGM Portal, until a point in time determined by the chairperson of the general meeting as part of the voting at the general meeting. Shareholders can obtain further details regarding the AGM Portal on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

The use of the AGM Portal by the authorized representative requires that the relevant individual access data to the AGM Portal are provided to the authorized representative. If an authorization is granted by declaration to the company and by making use of the form provided by the company, a postal address of the authorized representative may be provided for this purpose. If a representative is authorized by means of declaration to the company via the AGM Portal, either a postal address of the authorized representative or an email address of the authorized representative may be provided. Apart from that, the AGM Portal also allows the direct



download of the individual access data by the grantor of the authorization in order to forward the access data to the authorized representative. If the grantor of the authorization does not indicate a postal address or email address of the authorized representative, the individual access data for the authorized representative will be sent by regular mail to the address of the relevant grantor of the authorization in order to forward the access data to the authorized representative. If only the proof of authorization is sent to the company, the individual access data for the authorized representative will be sent to the postal address indicated in the proof. If you provide a postal address, please take into account the usual processing and post delivery times for the transmission of access data. Shareholders who wish to make use of the option to authorize a representative are therefore requested to do so in good time in order to enable timely access to the individual access data by the respective authorized representatives.

Proxy advisors, shareholders' associations and other intermediaries covered by Section 135 AktG or equivalent persons as defined by Section 135 AktG who represent a majority of shareholders are recommended contacting the following address in advance of the general meeting with regard to the exercise of the voting rights:

Zalando SE

c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
E-Mail: meldedaten@zalando.de

Further instructions on granting authorizations to third parties are included on the AGM ticket sent to Duly Registered Shareholders.



Information on the shareholder rights pursuant to Art. 56 Sentence 2 and 3 SER in conjunction with Section 50 (2) SEAG, Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a and Section 131 (1) AktG and Section 118a (1) Sentence 2 no. 8 AktG in conjunction with Section 245 AktG

Requests to add items to the agenda pursuant to Art. 56 Sentences 2 and 3 SER, Section 50 (2) SEAG, Section 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 500,000.00 (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.

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 – not including the day of receipt and the day of the meeting – i.e., by the end of April 16, 2024, 24:00 hours (CEST) (time of receipt) 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

Valeska-Gert-Straße 5

10243 Berlin, Germany

The requests to add items to the agenda shall be published and submitted in the same way as applicable for convening the meeting.

Countermotions and nominations by shareholders pursuant to Section 126 (1) and (4) and Section 127 AktG

Shareholders may send countermotions against proposals by the Management Board and/or Supervisory Board on specific items on the



agenda and nominations for the election of the auditor and the election of the members of the Supervisory Board. Countermotions must include a statement of reasons for same; nominations do not have to include a statement of reasons. Countermotions to the agenda and nominations, which are to be made accessible prior to the general meeting, are to be sent exclusively to the following address:

Zalando SE

c/o Better Orange IR & HV AG

Haidelweg 48

81241 Munich, Germany

E-Mail: gegenantraege@zalando.de

Countermotions and nominations received by the company at the aforementioned address by the end of May 2, 2024, 24:00 hours (CEST) (time of receipt) at the latest will be made accessible, subject to the further prerequisites of Sections 126 and 127 AktG and including the name of the respective shareholders and – in the case of motions – the statement of reasons, on the company’s website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> immediately following receipt. Any statements of position by the management will also be published at the same internet address.

Pursuant to Section 126 (4) AktG, motions and nominations of shareholders, which are to be made accessible pursuant to Section 126 (1) to (3) AktG or Section 127 AktG, shall be deemed to have been made at the time they are made accessible. Duly Registered Shareholders or their authorized representatives may exercise their voting rights in respect of these motions. If the shareholder submitting the motion or nomination is not duly authorized or has not duly registered to participate in the general meeting, the countermotion or nomination does not have to be dealt with at the general meeting.

**Submission of statements pursuant to section 130a
(1) to (4) AktG**

Prior to the general meeting, Duly Registered Shareholders or their authorized representatives may submit statements on the items on the agenda by means of electronic communication. Such statements may be



submitted to the company in text form or as a video message exclusively via the AGM portal accessible at the internet address <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> and must be received by the company no later than May 11, 2024, 24:00 hours (CEST).

The length of a statement in text form should not exceed 10,000 characters (including spaces) or – in the case of video messages – five minutes. Only statements in which the shareholder or authorized representative express their opinion themselves or appear in person are permitted. Statements in text form must be submitted as a file in PDF format in accordance with the procedure put in place for this purpose. Statements in video format shall be submitted in MPEG-4 or MOV file formats in accordance with the procedure put in place for this purpose; they shall not exceed a file size of 1 GB. Further information on the technical requirements for submitting statements can be found on the AGM Portal that is accessible online at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Statements to be made accessible will be published for Duly Registered Shareholders or their authorized representatives on the AGM portal accessible at the internet address <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> by May 12, 2024, 24:00 hours (CEST), at the latest. Statements by shareholders or their authorized representatives will be published on the AGM portal with their names. Any statements by the Management will also be published on the aforementioned AGM Portal. Statements will not be made available if the Management Board would expose itself to criminal prosecution by making them available, if the statement contains manifestly false or misleading information or insults, or if the submitting shareholder indicates that he/she will not attend the general meeting and will have no representation at the general meeting.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance for the purposes of Section 131 (1a) AktG. Any questions contained in statements will therefore not be answered at the virtual general meeting unless they are asked at the general meeting itself (see below). Any motions, nominations and



objections to resolutions at the general meeting contained in statements shall also be disregarded. These must be submitted, made or declared exclusively by the means specified separately for doing so in this convocation notice.

Right to information, put forward motions and speak pursuant to Section 130a (5) and (6) and Section 131 (1) AktG

Duly Registered Shareholders, or their authorized representatives, who are connected to the general meeting by electronic means may request information from the Management Board by electronic means on matters relating to the company, the company's legal and business relations with affiliates, and on the group's current position and the entities included in the consolidated financial statements, insofar as the information is required to make a proper assessment of an item on the agenda. It is intended that the chairperson of the general meeting will stipulate at the general meeting that the aforementioned right to information under Section 131 (1) AktG may be exercised at the general meeting exclusively by way of video communication, i.e., in the context of speeches. The chairperson of the general meeting will provide further information on this during the general meeting. No other submission of questions by electronic or other means of communication is provided for either before or during the general meeting.

In addition, Duly Registered Shareholders or their authorized representatives who are connected to the general meeting by electronic means have the right to speak at the general meeting via video communication. Speeches can be registered from the beginning of the general meeting via the AGM Portal accessible at the internet address <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

The chairperson of the general meeting will explain the procedure for requesting to speak and speaking at the general meeting. Motions and nominations pursuant to Section 118a (1) sentence 2 no. 3 AktG and a request for information in accordance with Section 131 (1) AktG may form part of the speech.

Exercising the right to speak by means of video communication requires an internet-ready device with a camera, speaker or headphones and a



microphone, along with a stable internet connection. The company reserves the right to check the functionality of the video communication between shareholders or their authorized representatives, on the one side, and the company, on the other, during the general meeting and before a speech and to decline the speech if this functionality cannot be ensured. Further information on the technical requirements and the technical process for speeches can be found on the AGM Portal accessible at the internet address

<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Declaring objections to the minutes of the notary public

Duly Registered Shareholders or their authorized representatives who are electronically connected to the general meeting may, from the beginning of the general meeting until its closure by the chairperson of the meeting, declare objections to any resolutions of the general meeting to the notary's minutes by way of electronic communication via the company's AGM Portal accessible at the internet address

<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Further explanations on shareholder rights

Further explanations on the shareholder rights pursuant to Art. 56 Sentence 2 and 3 SER in conjunction with Section 50 (2) SEAG, Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a, Section 131 (1) and Section 118a (1) Sentence 2 no. 8 AktG in conjunction with Section 245 AktG can be found on the company's website at

<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

UTC times

All times indicated in this convocation notice are in Central European Summer Time (CEST) as the time zone applying to Germany. With regard to coordinated universal time (UTC), this corresponds to the ratio of UTC = CEST minus two hours.



Information on data protection for shareholders and their authorized representatives

In connection with the preparation, implementation and follow-up of the virtual general meeting, in particular when you register for the general meeting, use our AGM Portal, grant an authorization, connect to the virtual general meeting, submit a statement, or exercise other shareholder rights, we process personal data (e.g. name, address, email address, number of shares, class of shares, type of ownership of the shares and number of the AGM ticket, your individual access data for the AGM Portal, the IP address from which you use the AGM Portal, the content of the statements you have submitted as well as any objections declared) about you and/or your authorized representative. This is done to enable shareholders or their authorized representatives to connect to and exercise their rights in connection with the virtual general meeting. In addition, we process your personal data to comply with our legal obligations in connection with the conduct of the virtual general meeting (in particular statutory reporting and publication obligations (in particular voting rights notifications) and retention obligations). Furthermore, we are entitled to process your personal data for the purposes of the legitimate interests pursued by us or third parties, in particular for the purpose of preparing analyses and statistics, as well as for preventing and detecting illegal activities, fraud or similar threats in order to protect us from damage.



The entity responsible for processing your personal data is:

Zalando SE

Valeska-Gert-Straße 5

10243 Berlin, Germany

Telephone: + 49 (0)30 2000 88 400

E-Mail: impresum@zalando.de

If we use service providers to conduct the virtual general meeting, they process your personal data only on our behalf and are otherwise obliged to maintain confidentiality. For the above-mentioned purposes, and as a result of statutory obligations, your personal data may be transmitted to our legal advisers, tax consultants or accountants as well as to shareholders and their authorized representatives (including if they are not EU/EEA-based, if applicable). If the legal requirements are met, every data subject has the right to information, correction, restriction, deletion and, if applicable, objection regarding the processing of their personal data at any time, as well as the right to data transmission and the right to complain to a competent data protection supervisory authority.

Further information about the handling of your personal data in connection with the virtual general meeting and about your rights under the EU General Data Protection Regulation can be accessed at any time on the company's website at

<https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024> or be requested from the

following address: Zalando SE, Valeska-Gert-Straße 5, 10243 Berlin, Germany, email: datenschutz@zalando.de.

Technical instructions for the virtual general meeting

To follow the virtual general meeting and to use the AGM Portal and to exercise shareholder rights, you need an internet-ready device and an internet connection. In order to be able to render the video and audio broadcast of the general meeting optimally, a stable internet connection with a sufficient transmission speed is recommended.

If you use a computer to receive the video and audio broadcast of the virtual general meeting, you will need a browser and speakers or headphones. If you wish to exercise your right to speak in accordance with section 130a (5) and (6) AktG or your right to information in



accordance with section 131 (1) AktG, you will also need a camera and a microphone.

To access the company's AGM Portal, you need your individual access data (access code and password), which you receive with the AGM ticket or as an authorized representative. Using this access data, you can log in to the AGM Portal on the login page.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual general meeting, it is recommended that shareholder rights (in particular voting rights) be exercised before the start of the general meeting wherever possible. The company's AGM Portal will be accessible from April 26, 2024.

Shareholders will receive further details regarding the AGM Portal with the AGM ticket and they are also available on the company's website at <https://corporate.zalando.com/en/investor-relations/events/annual-general-meeting/annual-general-meeting-2024>.

Berlin, April 2024

Zalando SE
The Management Board