



**General Meeting of Zalando SE, Berlin**  
on Tuesday, 31 May 2016 at 10:00 a.m.  
in Umspannwerk Alexanderplatz, Voltairestraße 5, 10179 Berlin

**Comment on Item 1 of the Agenda pursuant to § 124a Sentence 1 No. 2  
German Stock Corporation Act**

Item 1 of the Agenda (Presentation of the adopted annual financial statements and the approved consolidated financial statements for fiscal year 2015 together with the consolidated management reports for Zalando SE and the Zalando group and the report of the Supervisory Board as well as the explanatory reports on the information required pursuant to §§ 289 (4), 315 (4) and § 289 (5) of the German Commercial Code) does not have to be approved by the General Meeting, as the Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Management Board on 29 February 2016. According to § 172 Sentence 1 German Stock Corporation Act, the Financial Statements have therefore been adopted. Therefore, the approval by the General Meeting pursuant to § 173 (1) German Stock Corporation Act of the annual financial statements and the consolidated financial statements is not necessary. Moreover, the approval by the General Meeting of the additional documents referred to under Item 1 which have to be presented at the General Meeting, is not required by law.