



General Meeting of Zalando SE, Berlin
on Tuesday, June 23, 2020 at 10.00 a.m.
at the corporate headquarters of Zalando SE, Valeska-Gert-Str. 5, 10243 Berlin

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

Item 1 of the Agenda (Presentation of the adopted annual financial statements and the approved consolidated financial statements for fiscal year 2019 together with the combined management report for Zalando SE and the Zalando group, the combined non-financial report 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 §§ 289a (1), 315a (1) of the German Commercial Code (*Handelsgesetzbuch*)) 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 February 25, 2020. 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.