



Virtual General Meeting of Zalando SE held on June 23, 2020 in Berlin

Dear Shareholders,

This document provides you with information about conducting the annual general meeting as a virtual general meeting, the connection to the virtual general meeting, the shareholder portal, the options to have your voting rights exercised by the proxy holders appointed by the company, absentee voting and some additional information. Please also read the information in the invitation to the general meeting.

I. Conducting the Annual General Meeting as virtual general meeting

The Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie – C19-AuswBekG*), which entered into force on 28 March 2020, opens up the possibility of holding annual general meetings in 2020 without the physical presence of shareholders or their authorized representatives (virtual general meeting). In view of the COVID 19 pandemic that is set to last for an undetermined time, the measures adopted in this respect by the state of Berlin and the objective of avoiding health risks for shareholders, internal and external employees and the company's board members, the Management Board of Zalando SE has decided, with the approval of the Supervisory Board, to make use of the possibility to hold a virtual general meeting.

You, as a shareholder, and your proxies can therefore not physically participate in the annual general meeting of Zalando SE on June 23, 2020. The entire meeting is broadcasted under the internet address

<https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>

for duly registered shareholders and their proxies via the company's shareholder portal in audio and video.

II. Requirements for the Connection to the Virtual General Meeting

You are entitled to be connected (via the shareholder portal) to the annual general meeting if you register with the company as a shareholder and submit to the company a specific proof of your shareholding issued by the depository bank. For further information on registration, please refer to the shareholder information provided in the convening notice to the annual general meeting, in the section following the proposed resolutions.

As a duly registered shareholder, you will be sent an AGM ticket with further information on exercising your rights instead of the conventional admission ticket. Among other things, the

AGM ticket includes your individual access data (AGM ticket number and password) with which you or your proxies can use the company's shareholder portal. The company's shareholder portal can be accessed at the following Internet address:

<https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>.

III. Shareholder Portal

The company offers shareholders who have registered for the general meeting the possibility to use a shareholder portal. This service will be available for use from June 2, 2020 (**Record Date**) until the end of the annual general meeting on June 23, 2020. The link to the shareholder portal can be found on the website <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>. The AGM ticket includes your individual access data (AGM ticket number and password). Shareholders who have received several AGM tickets should note that they will receive access data for the shareholder portal with respect to each of these AGM tickets.

With these data, shareholders may follow the annual general meeting on June 23, 2020 in full length in audio and video transmission from 10:00 a.m. (CEST) via the shareholder portal. Furthermore, shareholders may, via the shareholder portal, until the commencement of voting on the day of the annual general meeting on June 23, 2020, grant a proxy to a third party or issue a proxy and voting instructions to the proxy holders appointed by the company or revoke or change the proxies or revoke or change the issued instructions. In addition, shareholders may, via the shareholder portal, until the commencement of voting on the day of the annual general meeting on June 23, 2020, cast their votes by absentee voting and revoke or change any votes previously cast by absentee voting. Please note that in preparation for or during the virtual general meeting you can also submit questions or lodge objections to the minutes via the shareholder portal (see the further explanations under VI. and VII.). After registration for the shareholder portal, you will receive more detailed information on the relevant options.

IV. Absentee Voting

Duly registered shareholders may cast their votes in text form or by means of electronic communication (absentee voting).

For casting the votes by absentee voting, the shareholder portal or the absentee voting form sent together with the AGM ticket can be used. The relevant form is also available for downloading on the company's website at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>.

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. The casting of votes by absentee voting is limited to voting on the proposals for resolutions (including any adjustments) of the Management Board and the Supervisory Board and on proposals by shareholders for resolutions announced with an addendum to the agenda pursuant to § 122 (2) German Stock Corporation Act (*Aktiengesetz*).

If the company receives, within the statutory time limit, motions from shareholders that are required to be published, such motions will be made available on the company's website at

<https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>. You may exercise your voting rights also with respect to such motions.

Please note that only one vote may be cast with respect to each matter for resolution. If any votes cast by you by means of absentee voting with respect to any items on the agenda are not clear, the relevant votes cannot be considered as valid.

The casting of votes by means of the absentee voting form must be received by the company at the following address by no later than June 22, 2020, 24:00 hours (CEST):

Zalando SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 889 690 655
briefwahl@zalando.de

Absentee votes timely received that way can also be revoked or changed in advance of the general meeting using these same methods when received by the company by June 22, 2020, 24:00 hours (CEST). A form that can be used for such revocation can be found on the website of the company at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>. If you wish to change absentee votes that you have cast, first revoke the absentee voting and then cast your votes again by absentee voting by means of the absentee voting form.

The casting of votes by absentee voting can also be effected via the shareholder portal until the commencement of voting on the day of the annual general meeting on June 23, 2020. Via the Shareholder Portal, you can also change or revoke any votes previously cast by means of absentee voting up to that time. This also applies to votes cast using the absentee voting form. In this context, please also read the information in section III. as well as the additional notes in section VIII.

Proxy holders can also use absentee voting. The provisions on granting, revoking and providing proof of proxy are not affected.

V. Proxy and Voting Instructions to the Proxy Holders Appointed by the Company

If you do not wish to cast your votes by absentee voting, you may have your voting rights in the virtual general meeting exercised in accordance with your instructions by proxy holders appointed by the company for such purpose.

Where a proxy is granted to a proxy holder appointed by the company, instructions on the exercise of the voting right must be given to such proxy holder. The proxy holders are obliged to vote according to these voting instructions. The proxy holders will not exercise the voting right without having received such explicit instructions.

If the company receives, within the statutory time limit, motions from shareholders that are required to be published, such motions will be made available on the company's website at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>. You may issue voting instructions also with respect to such motions.

Please note that only one instruction may be issued with respect to each matter for resolution. If you do not issue explicit voting instructions with respect to any items on the agenda, the proxy holders will, depending on the voting procedure, abstain from voting or not participate in the voting with respect to such items.

Prior to the general meeting, a proxy with instructions to the proxy holders can be granted by means of the form of proxy and voting instructions received by shareholders together with their AGM ticket for the general meeting. The relevant form is also available for downloading on the company's website at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>.

For organisational reasons, the proxy and instructions issued to the proxy holders by means of the form of proxy and voting instructions prior to the general meeting must be received by the company by June 22, 2020, 24:00 hours (CEST). The proxy and instructions issued to the proxy holders appointed by the company by means of the form of proxy and voting instructions shall be sent exclusively to the following address:

Zalando SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 889 690 655
vollmacht@zalando.de

Proxies and instructions to proxy holders appointed by the company timely received that way can also be revoked or changed in advance of the general meeting using these same methods when received by the company by June 22, 2020, 24:00 hours (CEST). A form that you can use for such revocation can be found on the website of the company at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>. If you wish to change a proxy and instructions that you have issued, first revoke the proxy and instructions issued and then issue a new proxy and instructions to the proxy holders appointed by the company by means of the form of proxy and voting instructions.

The proxy and voting instructions to the proxy holders appointed by the company may also be issued, changed or revoked electronically via the company's shareholder portal until the commencement of voting on the day of the annual general meeting on June 23, 2020. In this context, please also read the information in section III. as well as the additional notes in section VIII.

VI. Possibility for Shareholders to ask Questions

Duly registered shareholders have the possibility to ask questions via electronic communication. Any questions must be submitted at the latest two days before the Annual General Meeting, i.e. by the end of June 20, 2020, 24:00 hours (CEST), via the company's shareholder portal accessible under <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>. It is not possible to submit questions by any other means of transmission.

Questions may not be submitted after the above deadline. Generally, it is planned to disclose the name of the shareholder posing the question when answering the questions. Please also note the more detailed explanations on shareholder rights and data protection which are provided in the convening notice to the Annual General Meeting in the section

following the proposed resolutions. You will also find information on this subject at the Internet address <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020>.

VII. Lodging of Objections to the Minutes

Duly registered shareholders who have exercised their voting right by way of electronic communication or by granting authorization may electronically lodge their objections to any resolutions of the annual general meeting to the notary's minutes via the company's shareholder portal, accessible at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020> from the beginning of the annual general meeting until its closing by the chairman of the meeting.

VIII. Additional Notes

If, in respect of the same shareholding, the proxy holders appointed by the company receive several powers of attorney and instructions or if they receive them in different ways of transmission, then the power of attorney most recently received in due form is considered as binding with its relevant instructions. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. by password-protected shareholder portal, 2. by email, 3. by telefax, and 4. in paper format. If powers of attorney are not granted in due form, the proxy holders will not represent the votes in the general meeting.

If, in respect of the same shareholding, the company has received absentee ballots in addition to a power of attorney having been granted and instructions having been issued to the proxy holder, the absentee ballots will always be considered to have priority; accordingly, the proxy holders will not make use of the power of attorney granted to them in this regard and will not represent the relevant shares.

If, in respect of the same shareholding, the company receives several votes by absentee voting or if it receives several votes in different ways of transmission, then the absentee vote most recently received in due form is considered as binding. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. by password-protected shareholder portal, 2. by email, 3. by telefax, and 4. in paper format. If votes given by way of absentee voting are not given in due form, the votes so given will be invalid.