

Virtual General Meeting of Zalando SE on June 23, 2020

Absentee voting / Proxy and voting instructions to the proxy holders appointed by the Company

Registration
confirmation

(AGM ticket) number: _____

Surname/
Company: _____

Number of shares: _____

First
name: _____

Telephone number:*

* optional

Email
address:*

To be returned (received by the company) **by 24:00 (CEST) on June 22, 2020, at the latest**, to:

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

or by **email**: briefwahl@zalando.de /
vollmacht@zalando.de
or by **fax**: +49 (0)89 889 690 655

Please tick the box clearly: (Where no selection or an unclear selection is made, absentee voting shall be assumed to have been selected. Where a number of declarations are received, the time of receipt shall be definitive. Where the company receives a number of deviating declarations using different means of communication in respect of one and the same shareholding and where the company cannot identify which declaration was made last, the declarations shall be deemed binding in the following order of communication means: (1) internet service for the general meeting, (2) email, (3) fax and (4) paper form.)

<input type="checkbox"/>	I/We exercise my/our voting right at the virtual general meeting on June 23, 2020 by absentee voting as per the selection below . Any votes previously cast are hereby revoked.
<input type="checkbox"/>	I/We authorise the proxy holders appointed by the company for the virtual general meeting on June 23, 2020 , Ms Janine Duhre and Ms Bea Schmidt, both employees of Zalando SE, Berlin, each individually and with the right to grant substitute power of attorney in the form of a sub-proxy, the right of representation and the right to exercise the voting right as selected below . Any proxy or voting instructions previously granted or issued to the proxy holders appointed by the company are hereby revoked.

Casting of votes by way of absentee voting or instruction on agenda item¹

YES NO

2.	Appropriation of distributable profit	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of the Management Board of Zalando SE for fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
4.	Discharge of the Supervisory Board of Zalando SE for fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the auditor for the financial statements and the auditor for the consolidated financial statements as well as the auditor for the audit review		
	a) For the fiscal year 2020	<input type="checkbox"/>	<input type="checkbox"/>
	b) In the fiscal year 2021 until the next general meeting	<input type="checkbox"/>	<input type="checkbox"/>

¹ As per the resolution proposals from the Management published in the *Bundesanzeiger* (Federal Gazette) on 15 May 2020. The wording of the resolution proposals made by the Management is contained in the agenda published in the Federal Gazette on 15 May 2020.

6. Election to replace and new appointment of Supervisory Board members and appointment of substitute members
- a) Election to replace a shareholder representative: Jennifer Hyman ☐ ☐
- b) Appointment of employee representatives
- aa) 1) Matti Ahtiainen ☐ ☐
 2) Jade Buddenberg ☐ ☐
 3) Anika Mangelmann ☐ ☐
- bb) Substitute members for the employee representatives
- 1) Anthony Brew ☐ ☐
 2) Margot Comon ☐ ☐
 3) Christine Loof ☐ ☐
7. Amendment of § 17(3) of the articles of association ☐ ☐
8. Resolution on the authorisation for the company to acquire treasury shares pursuant to section 71(1) no. 8 AktG and on their utilisation as well as on the exclusion of subscription and tender rights ☐ ☐
9. Resolution on the authorisation to use derivatives in connection with the acquisition of treasury shares pursuant to section 71(1) no. 8 AktG, and to exclude shareholders' subscription and tender rights ☐ ☐
10. Resolution on the creation of a new authorised capital (Authorised Capital 2020) with the option of excluding subscription rights, and related amendment to the articles of association ☐ ☐
11. Resolution on cancellation of the Conditional Capital 2015, granting new authorisation to issue convertible bonds and/or bonds with warrants, exclusion of shareholders' subscription rights and on creation of Conditional Capital 2020 and related amendment to the articles of association ☐ ☐
12. Resolution on reduction of the Conditional Capital 2016 and related amendment to the articles of association ☐ ☐
13. Resolution on the amendment of the periods for the exercise of option rights under the authorizations of the general meeting to grant subscription rights under the Stock Option Programs 2013 and 2014, adjustment of the Conditional Capital 2013 and of the Conditional Capital 2014, as well as the corresponding amendment of § 4(4) and (5) of the articles of association ☐ ☐

Counter-motions and election proposals by shareholders to be made available pursuant to sections 126 (1) and 127 AktG shall be made available on the company's website at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020> with a clearly designated lettering system.

If you wish to support (=YES vote) a motion or proposal marked by a letter, tick the box next to the relevant letter.

A: ☐ B: ☐ C: ☐ D: ☐ E: ☐ F: ☐ G: ☐
 H: ☐ I: ☐ J: ☐ K: ☐ L: ☐ M: ☐ N: ☐

Place

Date

Signature(s) / Person making the declaration (legible)

Please return both pages!

INFORMATION ON ABSENTEE VOTING / GRANTING A PROXY AND ISSUING INSTRUCTIONS TO THE PROXY HOLDERS APPOINTED BY ZALANDO SE

You can vote by absentee voting or grant a proxy to the company proxy holders, Ms Janine Duhre and Ms Bea Schmidt, both employees at Zalando SE, Berlin, who have been appointed by Zalando SE and are bound to follow the shareholder's instructions and have the power to represent the shareholder on their own. The proxy holders are, on the basis of the proxy granted by you, only entitled to exercise voting rights to the extent that you have issued an **explicit instruction** to them regarding each of the resolution proposals made by the Management under the relevant agenda items. The proxy holders are under an obligation to vote on the resolution proposals from the Management communicated on the agenda in accordance with your instructions. You have the following options for absentee voting and for granting a proxy to the appointed proxy holders stated above by using the "Absentee voting / Proxy and voting instructions to the proxy holders appointed by the company" form:

Sending a letter, fax or email with the absentee votes or proxy and voting instructions to the proxy holders appointed by Zalando SE

Please use this "Absentee voting / Proxy and voting instructions to the proxy holders appointed by the company" form for this purpose. Please first tick the relevant box on page 1 of this form to indicate whether you wish to exercise your right to cast your vote using the absentee voting system or grant a proxy to the above proxy holders appointed by Zalando SE. By completing the table of instructions on pages 1 and 2 of this form, you can cast your vote on the relevant agenda items or you can issue individual instructions to the proxy holders for the exercise of your voting rights with respect to the relevant agenda items. Please send (by post, fax or email) the entire completed form, stating your AGM ticket number directly to the address below:

- By post to: **Zalando SE**
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
- Or by fax to this number: **+49 (89) 889 690 655**
Or by email to: [**briefwahl@zalando.de**](mailto:briefwahl@zalando.de)
[**vollmacht@zalando.de**](mailto:vollmacht@zalando.de)

Alternatively, you can also use the company's password-protected internet service for the general meeting at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2020> following the procedure set out there.

Important information:

Please be advised that shareholders are only entitled to exercise their voting right using the absentee voting system and to grant proxies and issue instructions for the exercise of their voting right to the proxy holders appointed by Zalando SE after first registering to do so in due form and time. You can send your completed form together with your registration confirmation or stating your AGM ticket number by 24:00 (CEST) on June 22, 2020 (receipt by the c). If the c receives both absentee votes and a proxy and voting instructions issued to the proxy holders appointed by the c for one and the same shareholding, the absentee votes will always be solely considered and the proxy holders will not make use of the proxy/power of attorney granted to them in this regard and will not represent the relevant shares. In addition, where the c receives a number of deviating declarations in connection with the grant and revocation of a proxy or instruction via different means of communication and where the c cannot identify which declaration was made last, the declarations shall be deemed binding in the following order of communication means: (1) internet service for the general meeting, (2) email, (3) fax and (4) paper form. It is not possible to instruct the proxy holders appointed by the c to enter a formal objection or to put forward a motion, proposal or question. Even after a vote is cast by absentee voting or a proxy is granted to the proxy holders appointed by the c you are still entitled to use the password-protected internet service and the full range of options available there, following the procedure set out there, up until the end of the virtual general meeting on June 23, 2020.

Our staff are available to answer your questions on absentee voting and proxies using the
General Meeting Hotline
which is open from Monday to Friday (excluding public holidays) between 9 am and 5 pm
at **+49 (89) 889 690 620** .