



**General Meeting of Zalando SE, Berlin**  
on Wednesday, May 19, 2021 at 10.00 a.m.  
at the corporate headquarters of Zalando SE, Valeska-Gert-Str. 5, 10243 Berlin  
(virtual general meeting)

### **Explanation of shareholders' rights**

(pursuant to Art. 56 sentences 2 and 3 of the SE Regulation (**SER**) in conjunction with § 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz* – **SEAG**), § 122 (2) German Stock Corporation Act (*Aktiengesetz* – **AktG**), §§ 126 (1) and 127 AktG in conjunction with § 1(2) sentence 3 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* – **COVID-19-Act**), § 131 (1) AktG and § 1 (2) sentence 1 no. 3, sentence 2 COVID-19-Act<sup>1</sup>)

The convocation notice already contains information on shareholders' rights pursuant to Art. 56 sentences 2 and 3 SER in conjunction with § 50 (2) SEAG, § 122 (2) AktG and §§ 126 (1) and 127 AktG in conjunction with § 1(2) sentence 3 COVID-19-Act, § 131 (1) AktG in conjunction with § 1 (2) sentence 1 no. 3, sentence 2 COVID-19-Act. The following information serves the purpose to further explain these provisions pursuant to § 121 (3) sentence 3 no. 3 AktG.

#### **1. Requests to add items to the agenda pursuant to Art. 56 sentences 2 and 3 SER, § 50 (2) SEAG, § 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 (corresponding to 500,000 shares) may request that items be put on the agenda and announced. This quorum is required under Art. 56 sentence 3 SER in conjunction with § 50 (2) SEAG for requests to add items to the agenda made by shareholders of a European company (SE). As to its content, § 50 (2) SEAG corresponds to the provisions under § 122 (2) AktG.

Each new item must be accompanied by a statement of reasons or a resolution proposal. Shareholders of the company are not subject to the requirement applicable to a German stock corporation according to which shareholders must have held their shares for at least 90 days (Art. 56 SER in conjunction with § 50 (2) SEAG).

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, i.e. by the end April 18,

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<sup>1</sup> The relevant provisions for stock corporations domiciled in Germany, in particular the provisions of the German Commercial Code (*Handelsgesetzbuch*) and the German Stock Corporation Act (*Aktiengesetz*) apply to the Company due to the conflict-of-law-rules set out in Art. 5, Art. 9 (1) (c) (ii), Art. 53 as well as Art. 61 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the statute for a European company (SE) (**SER**) unless otherwise provided for by any more specific rules of the SER.

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2021, 24:00 hours (CEST), 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

Unless made public at the same time as the convocation notice, requests for additions to the agenda that are required to be published are published without undue delay upon receipt in the German Federal Gazette (*Bundesanzeiger*) and submitted to those media which may be presumed to disseminate the information throughout the European Union. They are also published on the company's website at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2021> and are communicated to the shareholders in accordance with § 125 (1) sentence 3 AktG.

The provisions of the SER, the SEAG and the German Stock Corporation Act (*Aktiengesetz*) on which these shareholder rights are based read as follows:

### **Art. 56 SER Notifying and adding items to the agenda**

*<sup>1</sup>One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. <sup>2</sup>The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. <sup>3</sup>The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.*

### **§ 50 SEAG Convening a meeting and adding items to the agenda at the request of a minority (excerpt)**

*(2) One or more shareholders who together hold at least 5 % of the subscribed capital or a pro rata amount of EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting.*

### **§ 122 AktG Convening a meeting at the request of a minority (excerpt)**

*(1) <sup>1</sup>The shareholders' meeting shall be called if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. <sup>2</sup>The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management Board decides on the request. <sup>4</sup>§ 121 (7) shall be applied accordingly.*

*(2) <sup>1</sup>In the same manner, shareholders whose shares amount in aggregate to no less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may demand that items be put on the agenda and announced. <sup>2</sup>Each new item shall be accompanied by an explanation or a draft*

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proposal. <sup>3</sup>The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

### **§ 124 AktG Publication of requests for supplements; proposals for resolutions (excerpt)**

(1) <sup>1</sup>If the minority has requested pursuant to § 122 (2) that items be added to the agenda, these items shall be published either upon calling the meeting or immediately following receipt of the request. <sup>2</sup>§ 121 (4) shall apply analogously; moreover, § 121 (4a) shall apply analogously to listed companies. <sup>3</sup>Publication and submission shall be made in the same way as applicable for calling the meeting.

## **2. Counter-motions and election proposals by shareholders pursuant to § 126 (1), § 127 AktG**

Shareholders may send counter-motions against proposals by the Management Board and Supervisory Board on specific items on the agenda and proposals for the election of the auditor and the election of the members of the Supervisory Board. Counter-motions must include a statement of reasons for same; election proposals do not have to include a statement of reasons. Counter-motions to the agenda and election proposals are to 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

Email: [gegenantraege@zalando.de](mailto:gegenantraege@zalando.de).

Counter-motions and election proposals received by the company at the aforementioned address at the latest by the end of May 4, 2021, 24:00 hours (CEST), subject to the further prerequisites of §§ 126, 127 AktG, will be made accessible, including the name of the shareholder and – in the case of motions – the statement of reasons, on the company's website at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2021> immediately following receipt. Any statements or comments made by the management will also be published at the same internet address.

The company will not make accessible on the internet any counter-motions and election proposals that are not addressed to the aforementioned management address, or for which the applicant's or proposer's capacity as shareholder has not been evidenced, as well as counter-motions lacking a statement of reasons.

The company may refrain from making a counter-motion and its statement of reasons or an election proposal accessible if any of the exclusion reasons under § 126 (2) AktG is complied with. The exclusion reasons within the meaning of § 126 (2) AktG relate to counter-motions that are abusive or contrary to the law or the articles and, with the necessary modifications, apply also to election proposals (§ 127 sentence 1, § 126 (2) AktG).

If several shareholders make counter-motions for resolution in respect to the same subject matter, the Management Board reserves the right to combine such counter-motions and the respective statements of reasons.

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As regards election proposals, in addition to the cases mentioned in § 126 (2) AktG, publication can also be omitted if the proposal fails to specify the name, the current profession and the place of residence of the proposed person(s) (§ 124 (3) sentence 4 AktG). In the case of election proposals regarding members of the Supervisory Board, publication furthermore can be omitted if the proposal fails to contain information in accordance with § 125 (1) sentence 5 AktG on their membership in other supervisory boards required by law. Furthermore, information on their membership in comparable German and foreign supervisory bodies of commercial enterprises shall be provided.

Requests or election proposals by shareholders that are to be made accessible pursuant to section 126 or section 127 AktG shall be deemed to have been made at the meeting if the shareholder making the request or submitting the election proposal is duly authorized and registered for the General Meeting (section 1(2) sentence 3 of the COVID-19-Act). This also applies to counter-motions to agenda items that have been added to the agenda at the request of a minority of shareholders in accordance with section 122(2) AktG on the basis of permitted requests for additions to the agenda which have been submitted in due time.

The provisions of the German Stock Corporation Act (*Aktiengesetz*) and of the COVID-19-Act on which these shareholder rights are based read as follows:

### **§ 126 AktG Motions by Shareholders**

- (1) <sup>1</sup>Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to § 125 (1)–(3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a motion counter to a proposal of the management board and supervisory board as to an item on the agenda. <sup>2</sup>The date of receipt shall not be taken into account. <sup>3</sup>In the case of listed companies, access shall be provided via the company's Internet page. <sup>4</sup>§ 125 (3) shall apply analogously.
- (2) <sup>1</sup>A counter-motion and the grounds for this need not be made available, if:
1. the management board would by reason of such communication become criminally liable;
  2. the counter-motion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles;
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous;
  4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders' meeting of the company pursuant to § 125;
  5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion;
  6. the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting; or

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7. *within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.*

<sup>2</sup>*The statement of the grounds need not be communicated if it exceeds 5,000 characters in total.*

- (3) *If several shareholders make counter-motions for resolution in respect to the same subject matter, the management board may combine such counter-motions and the respective statements of the grounds.*

### **§ 127 AktG Nominations by shareholders (excerpt)**

<sup>1</sup>*§ 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. <sup>2</sup>Such nomination need not be supported by a statement of the grounds for this. <sup>3</sup>The management board also need not communicate such nomination if it fails to contain the particulars required by § 124 (3) sentence 4 and § 125 (1) sentence 5.*

### **§ 124 AktG Publication of requests for supplements; proposals for resolutions (excerpt)**

- (3) <sup>4</sup>*The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.*

### **§ 125 AktG Communications to shareholders and supervisory board members (excerpt)**

- (1) <sup>5</sup>*In the case of stock exchange listed companies, any nomination for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.*

### **§ 1 Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Associations (excerpt)<sup>2</sup>**

- (1) *Decisions on the participation of shareholders in the annual general meeting by means of electronic communication in accordance with § 118 (1) sentence 2 of the German Stock Corporation Act (AktG) (electronic participation), the casting of votes by means of electronic communication in accordance with § 118 (2) of the German Stock Corporation Act (AktG) (absentee voting), the participation of members of the Supervisory Board by means of video and audio transmission in accordance with § 118 (3) sentence 2 of the German Stock Corporation Act (AktG) and the approval of video and audio transmission in accordance with § 118 (4) of the German Stock Corporation Act (AktG) may also be made by the management board of the company without authorization by the Articles of Association or rules of procedure.*
- (2) <sup>1</sup>*The management board may decide that the meeting is held as a virtual general meeting without the physical presence of shareholders or their proxies, provided that*

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<sup>2</sup> Last amended by Article 11 of the Act of December 22, 2020 (BGBl. I p. 3328)

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1. *the video and audio transmission of the entire meeting takes place,*
2. *the exercise of shareholders' voting rights is possible via electronic communication (absentee voting or electronic participation) as well as the granting of proxies,*
3. *the shareholders are given the right to ask questions by way of electronic communication,*
4. *the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the annual general meeting, in deviation from § 245 no. 1 of the German Stock Corporation Act (AktG), waiving the requirement to appear in person at the annual general meeting.*

<sup>2</sup>*The management board shall decide, at its due and sole discretion, how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting. Motions or nominations by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the annual general meeting.*

### **3. Right for shareholders to ask questions by way of electronic communication pursuant to § 131 (1) AktG in conjunction with § 1 (2) sentence 1 no. 3, sentence 2 COVID-19-Act**

Duly Registered Shareholders shall be granted the right to ask questions at the Virtual General Meeting by means of electronic communication in accordance with section 1(2) sentence 1 no. 3, sentence 2 of the COVID-19-Act. The Management Board may require that questions must be submitted no later than one day before the Annual General Meeting. The Management Board of Zalando SE has made use of this option with the approval of the Supervisory Board. Pursuant to section 1(2) sentence 2 of the COVID-19-Act, the Management Board decides how to answer questions at its own discretion.

Any questions must be submitted via the Company's Shareholder Portal accessible at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2021> no later than one day prior to the General Meeting, i.e. by the end of May 17, 2021, 24:00 hours (CEST). It is not possible to submit questions by other means.

Questions can no longer be submitted after expiry of the aforementioned deadline. It is intended that the names of those asking the questions will generally be stated as part of the Q&A process. In this respect please note the further explanations on shareholders' rights and on data protection at the end of the invitation notice.

The provisions of the German Stock Corporation Act (Aktiengesetz) and of the COVID-19-Act on which these shareholder rights are based read as follows:

#### **§ 1 Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Associations (excerpt)<sup>3</sup>**

- (1) *Decisions on the participation of shareholders in the annual general meeting by means of electronic communication in accordance with § 118 (1) sentence 2 of the*

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<sup>3</sup> Last amended by Article 11 of the Act of December 22, 2020 (BGBl. I p. 3328)

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German Stock Corporation Act (AktG) (electronic participation), the casting of votes by means of electronic communication in accordance with § 118 (2) of the German Stock Corporation Act (AktG) (absentee voting), the participation of members of the Supervisory Board by means of video and audio transmission in accordance with § 118 (3) sentence 2 of the German Stock Corporation Act (AktG) and the approval of video and audio transmission in accordance with § 118 (4) of the German Stock Corporation Act (AktG) may also be made by the management board of the company without authorization by the Articles of Association or rules of procedure.

(2) <sup>1</sup>The management board may decide that the meeting is held as a virtual general meeting without the physical presence of shareholders or their proxies, provided that

1. the video and audio transmission of the entire meeting takes place,
2. the exercise of shareholders' voting rights is possible via electronic communication (absentee voting or electronic participation) as well as the granting of proxies,
3. the shareholders are given the right to ask questions by way of electronic communication,
4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the annual general meeting, in deviation from § 245 no. 1 of the German Stock Corporation Act (AktG), waiving the requirement to appear in person at the annual general meeting.

The management board shall decide, at its due and sole discretion, how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting. Motions or nominations by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the annual general meeting.

### **§ 131 AktG Right of shareholders to information**

(1) <sup>1</sup>Each shareholder shall upon request be provided with information at the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. <sup>2</sup>The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. <sup>3</sup>If a company makes use of the simplified procedure pursuant to § 266 (1) sentence 3, § 276 or § 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used without these simplifications. <sup>4</sup>A parent enterprise's (§ 290 (1) and (2) of the Commercial Code) management board's duty to inform in the shareholders' meeting that considers the consolidated financial statement and consolidated management report shall extend to the outlook of the group and the enterprises included in the consolidated financial statement.

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- (2) <sup>1</sup>The information provided shall comply with the principles of conscientious and accurate accounting. <sup>2</sup>The articles or the rules of procedure pursuant to § 129 may authorise the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules thereon.
- (3) <sup>1</sup>The management board may refuse to provide information:
1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;
  2. to the extent that such information relates to tax valuations or the amount of certain taxes;
  3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
  4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264 (2) of the Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
  5. if provision thereof would render the management board criminally liable;
  6. if in the case of a credit institution or financial services institution information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given;
  7. if the information is continuously available on the company's Internet page seven or more days prior to the shareholders' meeting as well as during the meeting.
- <sup>2</sup>The provision of information may not be denied for other reasons.
- (4) <sup>1</sup>If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. <sup>2</sup>The management board may not refuse to provide such information on the grounds of (3) sentence 1 Nos. 1 to 4. <sup>3</sup>Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1), (2) of the Commercial Code), a cooperative enterprise (§ 310 (1) of the Commercial Code) or an affiliate (§ 311 (1) of the Commercial Code) provides the information to a parent company (§ 290 (1), (2) of the Commercial Code) for the purpose of inclusion in the consolidated annual financial statement of the parent company and the information is required for this purpose.
- (5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.