

Remuneration system for the members of the Supervisory Board

The Annual General Meeting on 19 May 2021 adopted the following resolution pursuant to Article 53 SE Regulation in conjunction with Section 113 para. 3 AktG (agenda item 8):

a. Remuneration system for the members of the Supervisory Board:

The remuneration system for the members of the Supervisory Board is based on the legal requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code.

The remuneration of the members of the Supervisory Board shall be balanced overall and shall be commensurate with the responsibilities and tasks of the members of the Supervisory Board and the situation of the company, taking into account the remuneration arrangements of other large listed companies. At the same time, adequate and appropriate remuneration plays an important role in competing for outstanding individuals to be appointed to the Supervisory Board and thus for the best possible supervision and advice of the Management Board. These factors in turn are a prerequisite for a long-term success of the company.

The members of the Supervisory Board shall continue to receive a purely function-related fixed remuneration in accordance with Clause G.18 of the German Corporate Governance Code. No performance-related remuneration or financial or non-financial performance criteria are provided for. This best reflects the independent supervisory and advisory function of the Supervisory Board, which is not geared to short-term corporate success but to the long-term development of the company. The extent of the workload and liability risk of the members of the Supervisory Board does not generally develop in parallel with the business success of the company or the earnings situation of the company. Rather, it is precisely in economically difficult times, when variable remuneration components generally decline, that the members of the Supervisory Board need to perform their advisory and supervisory function particularly intensively.

The fixed annual remuneration is EUR 180,000 for the Chairperson of the Supervisory Board, EUR 135,000 for the Deputy Chairperson of the Supervisory Board and EUR 90,000 for each other member of the Supervisory Board. For their work on the Audit Committee, members of the Supervisory Board receive an additional fixed annual remuneration of EUR 10,000. The Chairperson of the Audit Committee receives an additional fixed annual remuneration of EUR 50,000.

The respective amount of the fixed remuneration takes into account the specific function and responsibility of the members of the Supervisory Board. In particular, in accordance with Clause G.17 of the German Corporate Governance Code, the higher time expenditure of the Chairperson and the Deputy Chairperson of the Supervisory Board as well as of the Chairperson and the members of the Audit Committee is also appropriately taken into account through a corresponding additional remuneration. Attendance fees will continue not to be paid. Supervisory Board members who are members of the Supervisory Board or the Audit Committee or hold the office of the Chairperson or ViceChairperson of the Supervisory

Board or of the Chairperson of the Audit Committee for part of a fiscal year only, shall receive a corresponding proportionate remuneration. In the future, the remuneration shall become due at the end of the fiscal year for which the remuneration is paid.

In addition to the function-related fixed remuneration, the members of the Supervisory Board shall continue to be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the Supervisory Board mandate as well as any value added tax payable on their remuneration and expenses. Furthermore, the members of the Supervisory Board will be included in any D&O liability insurance policy for board members maintained by the company in the company's interests that will provide reasonable coverage against financial damages. The premiums for this insurance policy shall be paid by the company.

The General Meeting shall determine the remuneration of the members of the Supervisory Board upon proposal of the Management Board and the Supervisory Board in the articles of association or by resolution. Currently, the remuneration is set in the articles of association. The General Meeting resolves on the remuneration of the members of the Supervisory Board at least every four years. A resolution confirming the existing remuneration is also permissible in this respect. Should the General Meeting not confirm the remuneration system submitted to a vote, a revised remuneration system shall be submitted to the following Annual General Meeting at the latest. In preparation for the resolution of the General Meeting, the Management Board and the Supervisory Board each review whether the remuneration, in particular with regard to its amount and structure, continues to be in the interest of ZALANDO SE and is in an appropriate relationship to the tasks of the members of the Supervisory Board and the situation of the company. The Supervisory Board may also carry out a horizontal market comparison for this purpose. In doing so, the Supervisory Board may seek advice from an external remuneration expert. If necessary, the Management Board and the Supervisory Board shall propose an appropriate adjustment of the remuneration to the Annual General Meeting.

Corresponding resolution proposals to the Annual General Meeting are submitted by the Management Board and the Supervisory Board in accordance with the statutory division of competences in order to enable mutual controls between the two bodies.

- b. § 15(1) of the company's articles of association is amended to read as follows:

"The members of the Supervisory Board shall receive a fixed annual remuneration of EUR 90,000 (in words: ninety thousand euros). Notwithstanding sentence 1, the Chairman of the Supervisory Board shall receive a fixed annual remuneration of EUR 180,000 (in words: one hundred eighty thousand euros) and the Deputy Chairman of the Supervisory Board shall receive a fixed annual remuneration of EUR 135,000 (in words: one hundred thirty-five thousand euros).

Supervisory Board members acting as members of the Audit Committee shall receive an additional annual remuneration of EUR 10,000 (in words: ten thousand euros).



Notwithstanding sentence 3, the Chairman of the Audit Committee shall receive an additional annual remuneration of EUR 50,000 (in words: fifty thousand euros)."

- c. § 15(5) of the company's articles of association is amended to read as follows:

"The remuneration pursuant to paragraph 1 shall become due at the end of the fiscal year for which the remuneration is being paid."

- d. The remainder of § 15 of the company's articles of association remains unaffected.
- e. After their having become effective, the foregoing amendments of § 15 (1) and (5) of the company's articles of association shall apply for the first time to the fiscal year beginning on January 1, 2021.