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COUNTERMOTION TO TOP 7 SPECIAL ELECTION OF A BOARD MEMBER

I propose to reject the Supervisory Board's nomination under agenda item 7.

EXPLANATION

In my view, Peter Sarlin is not an appropriate replacement for Susanne Schröter-Crossan. In line with my other counter motions, a suitable successor should (i) possess expertise in accounting and auditing, (ii) not have a commercial interest in ZALANDO as an external advisor, and (iii) primarily act as an independent supervisor representing the broad shareholder base rather than as a consultant.

1. Expertise in accounting and auditing

Following the departure of Ms. Schröter-Crossan, only one member of the Audit Committee will retain expertise in accounting and auditing. None of the shareholder representatives on the Audit Committee holds shares in ZALANDO. This creates a risk that the new Audit Committee will lack both the competence and the motivation to exercise effective oversight from the perspective of shareholders. The new Supervisory Board should address this gap.

2. Conflict of interest and commercial involvement

In the notice of the Annual General Meeting, the Nomination Committee (Kelly Bennett, Anders Holch Povlsen, Niklas Östberg) discloses that Peter Sarlin is the founder and Chair of the Board of QUTWO, holds an indirect majority interest in QUTWO, and that a commercial agreement exists between QUTWO and ZALANDO for consulting services in research, development, and the application of artificial intelligence in consumer lifestyle decisions. Mr. Sarlin therefore has a direct commercial interest in ZALANDO and a potential conflict of interest.

3. Separation between advisory and supervisory roles

The nomination does not clarify what incremental value Mr. Sarlin would provide as a Supervisory Board member beyond his existing role as an external advisor through QUTWO. If his expertise in artificial intelligence is already being procured

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externally, a compelling rationale is required as to why the same individual should also join the body responsible for overseeing and controlling management.

4. Overlap with Ms. Delahunt's expertise

In May 2025, Alice Delahunt was appointed to the Supervisory Board with a stated focus on digital transformation expertise. Mr. Sarlin's profile would therefore, at most, overlap with that of Ms. Delahunt and appears less suited as a replacement for Ms. Schröter-Crossan.

5. Representation of shareholders

I welcome that Mr. Sarlin is himself a shareholder in our company. However, given the overall composition of the Supervisory Board and a free float of 89%, it is essential that a newly elected shareholder representative be free from special interests and represent the interests of the entire shareholder base. A candidate with an ongoing advisory relationship with our company introduces an additional layer of self-interest that is likely to raise concerns from the outset. For the vacant seat in particular, a candidate with robust financial and audit expertise would be preferable to a commercially entangled advisor.

6. "Founding mindset"

The reference in the annual report that the Supervisory Board adheres to a "founding mindset" should also be viewed critically in this context. There is a risk that the appointment of Mr. Sarlin would reinforce a growth-oriented rather than a profitability-focused strategy. Our company is no longer a start-up. It is therefore necessary to assess whether the culture preferred by our founders and management is aligned with our shareholder interests, and how this culture should be reflected in the functioning of the Supervisory Board.

The Nomination Committee's proposal should be rejected, as it leaves a critical gap in the Audit Committee and further shifts the Supervisory Board's profile from oversight toward advisory functions. Shareholders should be more actively involved in shaping the future composition of the Supervisory Board.