

**Form of proxy and voting instructions to the proxy holders appointed by the Company and
absentee voting
for the General Meeting of
Zalando SE
held in Berlin
on 2 June 2015**

Table of Instructions (Continued)	YES	NO
bb) Appointment of substitute members for employee representatives on the proposal of the employees		
- Yvonne Jamal as substitute member for Beate Siert	<input type="checkbox"/>	<input type="checkbox"/>
- Christine de Wendel as substitute member for Dylan Ross	<input type="checkbox"/>	<input type="checkbox"/>
- Clemens Kress as substitute member for Konrad Schäfers	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration of the first Supervisory Board of Zalando SE	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on authorization for the Company to acquire own shares pursuant to § 71 (1) no. 8 AktG and on their utilisation as well as on the exclusion of subscription and tender rights	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the authorization to use derivatives in connection with the repurchase of own shares pursuant to § 71 (1) no. 8 AktG, and to exclude shareholders' subscription and tender rights	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the cancellation of the Authorized Capital 2014 pursuant to § 4 (4) of the Articles of Association and the creation of a new (additional) authorized capital (Authorized Capital 2015) with the option of excluding subscription rights, and corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution on authorization to issue convertible bonds and/or bonds with warrants and on the exclusion of shareholders' subscription rights; creation of Conditional Capital 2015 and amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
11. Resolution on the adjustment of the provision regarding the entitlement of new shares to participate in the profits in § 4 (5) sentence 4 of the Articles of Association (Conditional Capital 2013), § 4 (6) sentence 4 of the Articles of Association (Conditional Capital 2014) and § 4 (3) sentence 6 of the Articles of Association (Authorized Capital 2013), and corresponding adjustment of the authorizations on which these provisions are based	<input type="checkbox"/>	<input type="checkbox"/>
12. Resolution on the amendment of § 10 (3) and (7) and of § 18 (1) of the Articles of Association of Zalando SE	<input type="checkbox"/>	<input type="checkbox"/>
13. Resolution on the approval of a domination and profit and loss transfer agreement between Zalando SE and Zalando Fashion Entrepreneurs GmbH	<input type="checkbox"/>	<input type="checkbox"/>

The instructions issued and votes cast, as applicable, with respect to each item on the Agenda/matter for resolution relate to the relevant resolution proposal made by the Management as published by announcement of the Agenda on 23 April 2015 in the Federal Gazette (*Bundesanzeiger*). The wording of the resolution proposals made by the Management is contained in the Agenda published on 23 April 2015 in the Federal Gazette.

For counter-motions, if any: A B C D E F G H

Any counter-motions from shareholders for the General Meeting are available on the internet at <https://corporate.zalando.com/en/annual-general-meeting>.

If you wish to vote in favour of a counter-motion marked by a letter, tick the box next to the relevant letter above.



Place/Date

Signature/ person making the declaration pursuant to § 126 b BGB

Proxy and voting instructions to the proxy holders appointed by Zalando SE

If you do not wish to attend the General Meeting in person or represented by a third party and do not wish to cast your votes by absentee voting, you may have your voting rights in the General Meeting exercised in accordance with your instructions by proxy holders appointed by the Company for such purpose.

Zalando SE appoints Ms. Janine Duhre and Ms. Lisa Mörsch, both employees of Zalando SE, Berlin, as proxy holders, each with the right of sole representation and with the right to grant sub-proxies. Both proxy holders are, on the basis of the proxy granted by you, entitled to exercise voting rights only to the extent that you have issued explicit instructions to them.

a) For that purpose, tick the box "Proxy and voting instructions to the proxy holders appointed by the Company" and return the completed form by no later than 1 June 2015 (24:00 hrs) (time of receipt) either

- by mail sent to: Zalando SE, c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, or
- by fax to: +49 (0)89 21027 289, or
- by email to: vollmacht@zalando.de.

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By completing the Table of Instructions on pages 1 and 2 of this form, you can issue individual instructions to the proxy holders for the exercise of your voting rights with respect to the individual items on the Agenda.

- b) Alternatively, you can also grant a proxy and issue voting instructions to the proxy holders appointed by the Company via our online shareholder service at <https://corporate.zalando.com/en/annual-general-meeting> by no later than 1 June 2015 (24:00 hrs).

Absentee voting

If you do not wish to attend the General Meeting in person or represented by a third party or by the proxy holders appointed by the Company, you may exercise your voting rights in the General Meeting by casting your votes by absentee voting.

- a) For that purpose, tick the box "Absentee voting" on page 1 of this form and return the completed form by no later than 1 June 2015 (24:00 hrs) (time of receipt) either
- by mail sent to: Zalando SE, c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, or
 - by fax to: +49 (0)89 21027 289, or
 - by email to: briefwahl@zalando.de.

By completing the Table of Instructions on pages 1 and 2 of this form, you cast your votes with respect to the items on the Agenda.

- b) Alternatively, you can also cast your votes by absentee voting at <https://corporate.zalando.com/en/annual-general-meeting> by no later than 1 June 2015 (24:00 hrs).

Additional notes:

If the proxy holders receive the proxy and the instructions for one and the same shareholding – in each case in a timely manner – both by means of the form of proxy and voting instructions and via the online shareholder service, exclusively the voting instructions issued using the form of proxy and voting instructions will be considered to be binding without regard to the time of receipt. A proxy granted and instructions issued by means of a form of proxy and voting instructions cannot be revoked or changed via the online shareholder service.

If the Company has received absentee ballots in addition to a proxy having been granted and instructions having been issued to the proxy holders appointed by the Company, the absentee ballots will always be considered to have priority; accordingly, the proxy holders will not make use of the proxy granted to them in this regard and will not represent the relevant shares.

If the voting right is exercised for one and the same shareholding – in each case in a timely manner – both by means of the absentee voting form and via the online shareholder service, exclusively the vote cast by means of the absentee voting form will be considered to be binding without regard to the time of receipt. A vote cast by means of the absentee voting form cannot be revoked or changed via the online shareholder service.

If the Company will receive, 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/annual-general-meeting>. You may issue voting instructions and exercise your voting rights also with respect to such motions.

Please issue voting instructions or cast your votes by absentee voting for the exercise of your voting rights with respect to the items on the Agenda. Only one instruction may be issued or one vote may be cast, as applicable, with respect to each matter for resolution. If you have not issued 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. If any votes cast by you by means of absentee voting are not clear, the relevant votes cannot be considered as valid.

The instructions issued and votes cast, as applicable, in the Table of Instructions on pages 1 and 2 of this form with respect to each item on the Agenda/matter for resolution relate to the relevant resolution proposal made by the Management as published by announcement of the Agenda on 23 April 2015 in the Federal Gazette (*Bundesanzeiger*). The wording of the resolution proposals made by the Management is contained in the Agenda published on 23 April 2015 in the Federal Gazette.



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If you have any queries, please call our

General Meeting hotline

at +49 (0)89 210 27 222

which will be available Monday to Friday (excluding public holidays) between 9 a.m. and 5 p.m..