



## **General Meeting of Zalando SE held on May 31, 2017 in Berlin**

Dear Shareholders,

This document provides you with information about the online shareholder service, the options to have your voting rights exercised by the proxy holders appointed by the Company, absentee voting and some additional information. Please also read the information in the Invitation to the General Meeting.

### **I. Online shareholder service**

The Company offers shareholders who have registered for the General Meeting the possibility to use an online shareholder service. This service will be available for use from May 10, 2017 ("**Record Date**") until the end of May 30, 2017 (24:00 hrs). The link to the online shareholder service can be found on the website <https://corporate.zalando.com/en/annual-general-meeting>. Shareholders registered for the General Meeting will receive, together with the admission card, access data to such service. Shareholders who have received several admission cards should note that they will receive access data for the online system with respect to each of these admission cards.

With these data, shareholders may, via the online shareholder service, until the end of May 30, 2017 (24:00 hrs), grant a proxy to a third party or issue a proxy and voting instructions to the proxy holders appointed by the Company or revoke or change the proxies or revoke or change the issued instructions. In addition, shareholders may, via the online shareholder service, until the end of May 30, 2017 (24:00 hrs), cast their votes by absentee voting without attending the General Meeting and revoke or change any votes previously cast by absentee voting via the online shareholder service. After registration for the online shareholder service, you will receive more detailed information on the relevant options.

Please note that requests to speak, questions, motions and election proposals by shareholders for the General Meeting cannot be accepted/submitted, and objections to resolutions passed at the General Meeting cannot be lodged, via the online shareholder service.

### **II. Proxy and voting instructions to the proxy holders appointed by the Company**

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.

Where a proxy is granted to a proxy holder appointed by the Company, instructions on the exercise of the voting right must be given to such proxy holder. The proxy holders are

obliged to vote according to these voting instructions. The proxy holders will not exercise the voting right without having received such explicit instructions.

If the Company receives, 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 also with respect to such motions.

Please note that only one instruction may be issued with respect to each matter for resolution. If you do not issue 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.

Prior to the General Meeting, a proxy with instructions to the proxy holders can be granted via the online shareholder service or by means of the form of proxy and voting instructions received by shareholders together with their admission card for the General Meeting. The relevant form is also available for downloading on the Company's website at <https://corporate.zalando.com/en/annual-general-meeting>.

For organisational reasons, the proxy and instructions issued to the proxy holders prior to the General Meeting must be received by the Company by May 30, 2017 (24:00 hrs). The proxy and instructions issued to the proxy holders appointed by the Company by means of the form of proxy and voting instructions shall be sent exclusively to the following address:

Zalando SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 21027 289  
[vollmacht@zalando.de](mailto:vollmacht@zalando.de)

Proxies and instructions to proxy holders appointed by the Company timely received that way can also be revoked or changed in advance of the General Meeting using these same methods when received by the Company by May 30, 2017 (24:00 hrs). A form that you can use for such revocation can be found on the website of the Company at <https://corporate.zalando.com/en/annual-general-meeting>. If you wish to change a proxy and instructions that you have issued, first revoke the proxy and instructions issued and then issue a new proxy and instructions to the proxy holders appointed by the Company by means of the form of proxy and voting instructions.

The proxy and voting instructions to the proxy holders appointed by the Company may also be issued, changed or revoked electronically via the Company's online shareholder service by the end of May 30, 2017 (24:00 hrs). In this connection, please also read the information in section I. as well as the additional notes in section IV.

On the day of the General Meeting, proxies and voting instructions to the proxy holders appointed by the Company can be issued, and changed or revoked in text form, also at the entrance and exit desks at the General Meeting. This possibility is available to the shareholders regardless of whether they intend to then leave or to continue their participation in the General Meeting.

### III. 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.

For casting the votes by absentee voting, the online shareholder service or the absentee voting form sent together with the admission card can be used. The relevant form is also available for downloading on the Company's website at <https://corporate.zalando.com/en/annual-general-meeting>.

If no express or clear vote is cast in the absentee voting with regard to an item on the Agenda, this is considered to be an abstention on this Agenda item. The casting of votes by absentee voting is limited to voting on the proposals for resolutions (including any adjustments) of the Management Board and the Supervisory Board and on proposals by shareholders for resolutions announced with an addendum to the agenda pursuant to § 122 (2) German Stock Corporation Act (*Aktiengesetz*).

If the Company receives, 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 exercise your voting rights also with respect to such motions.

Please note that only one vote may be cast with respect to each matter for resolution. If any votes cast by you by means of absentee voting with respect to any items on the Agenda are not clear, the relevant votes cannot be considered as valid.

The casting of votes by means of absentee voting must be received by the Company at the following address by no later than May 30, 2017 (24:00 hrs):

Zalando SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 21027 289  
[briefwahl@zalando.de](mailto:briefwahl@zalando.de)

Absentee votes timely received that way can also be revoked or changed in advance of the General Meeting using these same methods when received by the Company by May 30, 2017 (24:00 hrs). A form that you can use for such revocation can be found on the website of the Company at <https://corporate.zalando.com/en/annual-general-meeting>. If you wish to change absentee votes that you have cast, first revoke the absentee voting and then cast your votes again by absentee voting by means of the absentee voting form.

The casting of votes by absentee voting can also be effected via the online shareholder service until the end of May 30, 2017 (24:00 hrs). The votes cast via the online shareholder service can also be revoked or changed up to that time. In this connection, please also read the information in section I. as well as the additional notes in section IV.

Proxy holders can also use absentee voting. The provisions on granting, revoking and providing proof of proxy are not affected.

If a shareholder or a third party to which the shareholder has granted a proxy participates in the General Meeting in person, any previous vote cast by absentee voting will cease to be valid.

#### **IV. 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 proxy and 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.