

**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, Germany,
on May 22, 2019**

You will find a form for granting a proxy and issuing voting instructions to the proxy holders appointed by Zalando SE and for absentee voting in the admission card. Alternatively, you can also use the following form.

Admission ticket number: _____

Number of shares: _____

Proxy and Voting Instructions to the Proxy Holders Appointed by the Company

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I/We hereby authorize the proxy holders appointed by Zalando SE, Ms. Janine Duhre and Ms. Bea Schmidt, both employees of Zalando SE, Berlin, each of them individually and with the right to grant sub-proxies, to represent me/us – with disclosing my/our name(s) – in the general meeting of Zalando SE on May 22, 2019 in Berlin and to exercise or have exercised my/our voting rights on my/our behalf in accordance with the following instructions. *(Please tick as appropriate.)*

Absentee Voting

I/We will not attend in person the general meeting of Zalando SE on May 22, 2019 in Berlin and, therefore, cast my/our votes by absentee voting as specified below. *(Please tick as appropriate.)*

Voting Instructions and Absentee Voting



Please issue instructions to the proxy holders for the exercise of your voting rights or cast your vote(s) by absentee voting. Only one instruction may be issued or one vote may be cast, as applicable, with respect to each item on the agenda. If you wish to abstain from voting with respect to one or more items on the agenda, leave both the YES box and the NO box in the relevant row blank.

Items on the agenda – Table of instructions	YES	NO
2. Appropriation of distributable profit	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the Management Board of Zalando SE for fiscal year 2018	<input type="checkbox"/>	<input type="checkbox"/>
4. Discharge of the Supervisory Board of Zalando SE for fiscal year 2018	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor for the financial statements and the auditor for the consolidated financial statements as well as the auditor for a review		
a) for fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
b) in fiscal year 2020 until the next general meeting	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of members of the Supervisory Board		
a) Kelly Bennett	<input type="checkbox"/>	<input type="checkbox"/>
b) Jørgen Madsen Lindemann	<input type="checkbox"/>	<input type="checkbox"/>
c) Anders Holch Povlsen	<input type="checkbox"/>	<input type="checkbox"/>
d) Mariella Röhm-Kottmann	<input type="checkbox"/>	<input type="checkbox"/>
e) Alexander Samwer	<input type="checkbox"/>	<input type="checkbox"/>
f) Cristina Stenbeck	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on an authorization to grant subscription rights for shares of the Company (stock options) to members of the Company's Management Board in connection with the Long-Term Incentive 2018, the creation of a conditional capital to service the stock options as well as a respective amendment of the Articles of Association in § 4 (Registered Share Capital)	<input type="checkbox"/>	<input type="checkbox"/>

Please turn over.

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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 April 11, 2019, in the Federal Gazette (*Bundesanzeiger*). The wording of the resolution proposals made by the Management is contained in the agenda published on April 11, 2019, 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/investor-relations/annual-general-meeting-2019> 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(s)/ person(s) making the declaration pursuant § 126b BGB
(readable)

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. Bea Schmidt, both employees of Zalando SE, Berlin, as proxy holders, each of them individually 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" on page 1 of this form and return the completed form by no later than May 21, 2019 (24:00 hrs) (time of receipt) either
- by mail sent to: Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, D-81241 Munich, Germany, or
 - by fax to: +49 (0)89 889 690 655 (Please send pages 1 and 2 of this form.), or
 - by e-mail to: vollmacht@zalando.de (Please send pages 1 and 2 of this form.)

By completing the Table of Instructions on page 1 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/investor-relations/annual-general-meeting-2019> by no later than May 21, 2019 (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 May 21, 2019 (24:00 hrs) (time of receipt) either
- by mail sent to: Zalando SE, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany, or
 - by fax to: +49 (0)89 889 690 655 (Please send pages 1 and 2 of this form.), or
 - by e-mail to: briefwahl@zalando.de (Please send pages 1 and 2 of this form.)

By completing the Table of Instructions on page 1 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 via our online shareholder service at <https://corporate.zalando.com/en/investor-relations/annual-general-meeting-2019> by no later than May 21, 2019 (24:00 hrs).

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Additional Notes:

If, in respect of the same shareholding, the proxy holders appointed by the company receive several powers of attorney and instructions or if they receive them in different ways of transmission, then the power of attorney most recently received in due form is considered as binding with its relevant instructions. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. by password-protected internet service, 2. by email, 3. by telefax, and 4. in paper format. If powers of attorney are not granted in due form, the proxy holders will not represent the votes in the general meeting. If the company has received absentee ballots in addition to a power of attorney having been granted and instructions having been issued to the proxy holder, the absentee ballots will always be considered to have priority; accordingly, the proxy holders will not make use of the power of attorney granted to them in this regard and will not represent the relevant shares.

If, in respect of the same shareholding, the company receives several votes by absentee voting or if it receives several votes in different ways of transmission, then the absentee vote most recently received in due form is considered as binding. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. by password-protected internet service, 2. by email, 3. by telefax, and 4. in paper format. If votes given by way of absentee voting are not given in due form, the votes so given will be invalid. If a shareholder or a third party granted proxy by the shareholder participates in the general meeting in person, any previous vote cast by absentee voting will cease to be valid.

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/investor-relations/annual-general-meeting-2019>. 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 page 1 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 April 11, 2019, in the Federal Gazette (*Bundesanzeiger*). The wording of the resolution proposals made by the Management is contained in the agenda published on April 11, 2019, in the Federal Gazette.

If you have any queries, please call our

general meeting hotline

+49 89 88 96 906 20

which will be available Monday to Friday (excluding public holidays)

between 9 a.m. and 5 p.m.