

Declaration by the Management Board and the Supervisory Board of Zalando SE regarding the recommendations of the Government Commission German Corporate Governance Code pursuant to Section 161 AktG (German Stock Corporation Act)

The last annual declaration of conformity of the Management Board and the Supervisory Board of Zalando SE regarding the recommendations of the Government Commission German Corporate Governance Code was published in December 2020 and updated in March 2021. Pursuant to Section 161 AktG, the Management Board and the Supervisory Board of Zalando SE declare the following:

Since the publication of the last annual declaration of conformity in December 2020, Zalando SE has acted in conformity with the recommendations of the Government Commission German Corporate Governance Code in its version of December 16, 2019, published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (*Bundesanzeiger*) on March 20, 2020 ("Code") with the exceptions of the recommendations B.3 and G.7 explained below. Zalando SE is acting and will continue to act in conformity with the recommendations of the Code with the exception of the recommendation G.7 explained below.

Deviation from recommendation B.3 of the Code

Pursuant to recommendation B.3 of the Code, the first-time appointment of Management Board members shall be for a period of not more than three years. In deviation hereof, the member of the Management Board, Astrid Arndt, has been appointed as a member of the Management Board for an initial period of four years commencing on April 1, 2021. In view of the qualification and experience of Astrid Arndt and in consideration that Astrid Arndt has been with Zalando SE for several years prior to the appointment, the Company considers an initial appointment of four years to be appropriate. Further, for the best possible implementation of long-term strategic decisions and objectives, Zalando SE considers an initial term of four years to be in the best interest of the Company.

Deviation from recommendation G.7 of the Code

Pursuant to recommendation G.7, sentence 1 of the Code, referring to each forthcoming financial year, the Supervisory Board shall establish performance criteria for each Management Board member covering all variable remuneration components; such performance criteria mainly being, besides operating targets, strategic targets.

The new remuneration system for the Management Board which has been approved by the Supervisory Board in March 2021 and by the Annual General Meeting in May 2021, became effective as of June 1, 2021. The new remuneration system provides for a total compensation consisting of cash and of variable components. The variable components include a long-term incentive plan ("LTI") which accounts for the largest share in the total compensation. The LTI is share-based and is linked to strategic performance targets including financial and ESG criteria. Next to the LTI component, the new remuneration system for the Management Board as well as the remuneration granted to the member of the Management Board Astrid Arndt appointed as of April 1, 2021, further include a second variable component which incorporates the equity plan for the next leadership levels under the Management Board, the Zalando Ownership Program ("ZOP"), in order to align the remuneration system for the Management Board with the Company's overall compensation framework. The ZOP is also a share-based remuneration component and as such linked to the share price increase to ensure the alignment with the shareholders' interest. The ZOP component provides *inter alia* for the possibility to issue virtual options similar to restricted stock units ("ZOP Shares") which are commonly used to compensate

executives on the international talent market and allow the Company to be internationally competitive. The Supervisory Board deems the combination of the performance link in the LTI component and the share price link in the ZOP component to be suitable to promote the sustainable and long-term development of the Company. However, as no specific performance targets are set for the ZOP component, we declare a deviation from recommendation G.7, sentence 1 of the Code.

Berlin, in December 2021

Zalando SE

The Management Board

The Supervisory Board