



Annual General Meeting of Zalando SE, Berlin
on Wednesday, May 24, 2023, at 10:00 hours (CEST) at the
corporate headquarters of Zalando SE at Valeska-Gert-Straße 5, 10243 Berlin

Counter motions by shareholders

After convening our Annual General Meeting for May 24, 2023, we received the following counter motion regarding agenda item 3 (Discharge of the Management Board of Zalando SE for fiscal year 2022), which we are now making accessible in accordance with the law, pursuant to Section 126 of the German Stock Corporation Act (*Aktiengesetz*, **AktG**).

Pursuant to Section 126 (4) AktG, motions from shareholders, which are to be made accessible pursuant to Section 126 (1) to (3) AktG, shall be deemed to have been made at the time they are made accessible. Duly registered shareholders or their authorized representatives may exercise their voting rights in respect of these motions. If the shareholder submitting the motion is not duly authorized or has not duly registered to participate in the general meeting, the counter motion does not have to be dealt with at the general meeting.

Counter motions that consist of a rejection of a management proposal are not required to be separately lettered. You can support such a motion by voting "No" in relation to the relevant agenda item or by issuing the appropriate instruction to do so.

The motion and its statement of reasons reflect the views of the author(s) as communicated to us. Any and all assertions of fact have also been published as communicated and without any verification by us.

Dr Gisela Burckhardt, FEMNET e.V.

Regarding item 3 of the Agenda: Discharge of the Management Board of Zalando SE for fiscal year 2022

"I hereby put forward the motion that the discharge of the Management Board should not be granted.

Statement of reasons:

1. Zalando is committing greenwashing and is thus misleading consumers; see the research of journalists from Flip, ZEIT and SWR regarding the resale of returned goods, which is not at a level of 97%, as claimed by Zalando.
2. Zalando's sustainability filter is misleading to customers because it is inaccurate. There are a small number of rigorous standards (cradle to cradle and organic cotton), but most of them are only superficial. In addition, both rigorous (organic cotton) and not-so-rigorous standards (BCI cotton) have been bundled into one category, which is not transparent for

consumers. Furthermore, out of the 11 criteria, only one of them mentions social aspects, and even this one only refers to working conditions in general terms, without clearly stating what it means.

3. Zalando does not ensure that the workers who produce its items receive a living wage. Wages in Asia and Southern/Eastern Europe, including Turkey, must be raised significantly to enable workers to live in dignity. The wages currently being paid in the garment industry are a mere pittance that condemn hundreds of thousands of workers and their families to chronic vulnerability, and to material and psychological deprivation. In the last two fiscal years, the Management Board has not contributed to improving the wages of garment workers in its supply chain.

4. Zalando's aspiration of becoming a sustainable fashion platform (Co-CEO David Schneider) cannot be achieved by following the current strategy.

5. Due to the aforementioned shortcomings in its own supply chains, it is difficult to understand that or how Zalando is compliant with the requirements of the German Supply Chain Due Diligence Act (*Lieferkettensorgfaltspflichtengesetz*)."

Statement of the Management on the countermotion submitted by Dr Gisela Burckhardt, FEMNET e.V.

The Management Board and Supervisory Board stand by their original proposed resolution in relation to item 3 of the Agenda and now state the following regarding the countermotion:

Regarding 1.: Greenwashing

Zalando SE has taken these allegations very seriously and has investigated them intensively. The situation is as follows: The majority of customers only try on clothes once and then return the items in very good condition. This means that Zalando SE is able to offer around 97 per cent of all items of clothing returned to Zalando SE directly via the Zalando Fashion Store or the "Lounge by Zalando" shopping club. This figure includes all returns processed in Zalando's own returns centres, i.e. all items from the company's own retail business as well as items from partners in the partner programme who use Zalando's logistics solutions. This does not include returns from partners from the partner programme who do not use Zalando's logistics solutions. These partners take any returns back into their own inventory in order to offer them again via the Zalando platform or also their own or alternative channels. Zalando SE specified this information on its own website immediately after the allegations.

Regarding 2.: Sustainability filter

Zalando SE responds to the desire of customers to receive more sustainability-specific information about the products on offer. Zalando SE also welcomes the increasing regulatory transparency requirements on how to communicate about sustainability without confusing consumers. The filter function according to sustainability attributes enables consumers to find products with sustainability certifications or licensed and trademarked fibres more easily. To this end, Zalando SE works with brand partners and industry associations to constantly increase the range of information and certifications, including details on manufacturing processes and social aspects. At the same time, Zalando SE checks the robustness and meaningfulness of the criteria used. One example of this is that BCI cotton is no longer identified as a sustainability attribute in the Zalando Fashion Store since December 2021, but only again when the BCI cotton supply chain transparency project is completed.

Regarding 3.: Living wages

Zalando SE is aware of the systemic issues of the textile industry and wants to contribute to positive change. Wage inequity is one of these problems. As Zalando SE cannot utilise a significant part of a factory's capacity with its own brands, there is currently no possibility to raise workers' wages independently. For this reason, Zalando SE has joined the initiative "ACT on Living Wages", which brings together many important actors in the fashion industry. Through collective bargaining at industry level, linked to the implementation of responsible sourcing practices, ACT aims to achieve living wages for all workers.

Zalando SE is also working to improve the conditions of its own-brand business. Zalando SE is cooperating with Thrive Collaborative to drive change within its own organisation. In the last 18 months, Zalando SE has carried out mandatory training measures for buyers of own brands. Besides the continuous promotion of strategic suppliers, these are the cornerstone for the initiated integration of responsible purchasing practices into our processes and an important step to solve this complex problem pragmatically. Zalando SE is increasingly collecting wage-related data from production sites in order to subsequently integrate it into commercial decision-making processes and thus promote fairer production sites.

Regarding 4.: Sustainable fashion platform

Sustainability remains a top priority for Zalando SE. When the do.MORE sustainability strategy was formulated in 2019, concrete goals and timelines were defined that pay into the long-term vision - to become a sustainable fashion platform.

Zalando SE is now working on the next iteration of its do.MORE strategy to better address the current and future challenges of the industry. In terms of sustainability, Zalando SE is on a continuous journey, sharing experiences and insights with partners to bring about change together and make the fashion industry more sustainable in the long term.

Regarding 5.: German Supply Chain Due Diligence Act

As early as 2022, Zalando SE started to align its human rights due diligence with the (new) requirements of the German Supply Chain Due Diligence Act (*Lieferkettensorgfaltspflichtengesetz, LkSG*) and to implement a holistic risk management approach. The basis of Zalando SE's approach are - as required by the LkSG - the policy statement of the human rights strategy as well as the Zalando SE Code of Conduct, which is addressed to Zalando SE's business partners. In addition, a human rights officer was appointed in 2022 to monitor the implementation of risk management in accordance with the LkSG and a complaints mechanism was implemented for the company's own supply chain. From 2023 onwards, all direct suppliers of Zalando SE will be assessed annually with regard to existing human rights risks and further risk management will be based on this assessment. Zalando SE has thus implemented the requirements of the LkSG in a timely manner and will now run through the annual risk management cycle accordingly.