

Company Number: 08673493

TRADEBYTE SOFTWARE LIMITED (the Company)

WRITTEN RESOLUTION

CIRCULATION DATE: 04.08.2022

Pursuant to Chapter 2 of Part 13 Companies Act 2006 (CA 2006), the directors of the Company propose that the following resolution (Resolution) is passed as a special resolution pursuant to section 283 CA Act 2006:

SPECIAL RESOLUTION

THAT the articles of association attached hereto be approved and be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

Please read the notes at the end of this document before signifying your agreement to the Resolution by completing and signing on the next page.

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We being an eligible member of the Company:

1. confirm that we have received a copy of the above Resolution in accordance with section 291 CA 2006; and
2. hereby resolve and agree that the above Resolution is passed as a written resolution pursuant to section 288 CA 2006 and that the above Resolution shall take effect as a special resolution.

Signed:

Date:

DocuSigned by:

.....55D7790E40FE42D.....

DocuSigned by:

.....2526D42D038F448.....

04-Aug-2022
..... 2022

for and on behalf of ZALANDO SE

acting by ____David Schröder____ and ____Bruno Vanhoorickx____

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) CA 2006

1. Eligible members are members who would have been entitled to vote on the Resolution on the circulation date of the Resolution.
2. You can choose to agree to the Resolution or not.
3. The procedure for signifying agreement by an eligible member to the Resolution is as follows:
 - (a) a member signifies his agreement to the proposed Resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the Resolution to which it relates and indicates his agreement to the Resolution;
 - (b) the document must be sent to the Company using one of the following methods: (i) by delivering the signed copy personally to Tradebyte Software Limited, Studio 8 Montpellier Street, Cheltenham, GL50 1SS, United Kingdom marked for the attention of Jamie Dodds or (ii) by sending a scanned copy of the signed document by email to jamie.dodds@zalando.de and paralegals@zalando.de;
 - (c) a member's agreement to a Resolution, once signified, may not be revoked; and
 - (d) a Resolution is passed when the required majority of eligible members has signified their agreement to it.
4. The period for agreeing to the Resolution is the period of 28 days beginning with the circulation date (see section 297 CA 2006). If you agree to the Resolution, please ensure that this document reaches us before or on this date. Any duly signed Resolution received after that date will not be counted.
5. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the register of members of the Company.
7. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Appendix – Articles of Association