



**ABOUT YOU<sup>®</sup>**

**VOLUNTARY PUBLIC TENDER OFFER  
FOR ABOUT YOU BY ZALANDO**

**ANALYST AND INVESTOR CALL**

December 11, 2024

It's ABOUT YOU | [aboutyou.com](https://aboutyou.com)

# KEY TRANSACTION TERMS

## STRUCTURE

Zalando SE (“Zalando”) entered into a Business Combination Agreement with ABOUT YOU Holding SE (“ABOUT YOU”) Voluntary public tender offer for all shareholders of ABOUT YOU

## TERMS

Cash consideration of 6.50 EUR per share  
Hard irrevocable commitments from Otto, Heartland, and Management team representing c. 73% of the share capital

## SUPPORT

ABOUT YOU Management welcomes and supports the offer  
Subject to review of offer document, Management and Supervisory Board intend to recommend the offer

## CONDITIONS

No minimum acceptance threshold  
Closing subject to certain merger control & other regulatory clearances as well as other customary closing conditions

## TIMING

Expected publication of offer document by mid of January 2025 after approval by BaFin  
Closing expected in summer 2025

# COMPELLING OFFER TO ABOUT YOU STAKEHOLDERS

STAKEHOLDERS	BENEFITS	ZALANDO OFFER
SHAREHOLDERS	SIGNIFICANT VALUE CREATION	<ul style="list-style-type: none"> <li>▪ Cash consideration of 6.50 EUR per share represents an attractive premium of:                             <ul style="list-style-type: none"> <li>▪ 107% to the 3M VWAP (3.14 EUR)</li> <li>▪ 67% to the closing price on 10 December 2024 (3.90 EUR)</li> </ul> </li> </ul>
EMPLOYEES	COMMITMENT AND CULTURE	<ul style="list-style-type: none"> <li>▪ Talented workforce of ABOUT YOU is seen as a key asset by Zalando</li> <li>▪ Combination of two founder-led teams with strong cultural fit and highly complementary capabilities</li> <li>▪ Transaction not driven by overhead synergies but joint value creation opportunities</li> </ul>
CUSTOMERS AND PARTNERS	ENHANCED VALUE PROPOSITION	<ul style="list-style-type: none"> <li>▪ In B2C, the group will drive a dual brand strategy: Zalando more brand-led, ABOUT YOU more style-led</li> <li>▪ In B2B, SCAYLE and ZEOS provide a complementary set of B2B products in Logistics, Tech and Services</li> </ul>
ENVIRONMENT AND SOCIETY	HIGH ESG STANDARDS COMBINED	<ul style="list-style-type: none"> <li>▪ Combination will contribute to a more sustainable and inclusive future of the fashion and lifestyle industry</li> <li>▪ Further support for already running joint ESG initiatives from business combination</li> </ul>

# THE RIGHT PARTNER TO SUPPORT LONG-TERM GROWTH

## WHAT IS IMPORTANT TO US

Long-term vision with significant value creation potential

Accelerated and profitable growth trajectory in commerce

Grow SCAYLE to become the leading enterprise solution globally

Prioritize talent acquisition and development for sustainable growth

Pursue financial stability and profitability while scaling operations

## HOW ZALANDO WILL SUPPORT THE JOURNEY

Ecosystem strategy as ideal framework for joint value creation

Distinct shopping experiences with high synergy opportunities

Complementary B2B products with high up-/cross-selling potential

Founder-led organization with complementary culture

Attractive and mature financial and operational profile



# ENVISAGED TIMELINE OF THE PUBLIC TAKEOVER PROCESS



**SUBJECT TO A CAREFUL REVIEW OF THE OFFER DOCUMENT, THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF ABOUT YOU INTEND TO RECOMMEND THAT SHAREHOLDERS ACCEPT THE OFFER**

1. German Federal Financial Supervisory Authority; submission latest 4 weeks post announcement

2. Subject to regulatory filing and approval process

# WHY WE SUPPORT THIS TRANSACTION



**CLEAR STRATEGIC RATIONALE AND STRONG VALUE CREATION OPPORTUNITIES IN THE COMBINED GROUP**



**BRINGING TOGETHER TWO FOUNDER-LED BUSINESSES WITH COMPLIMENTARY CULTURES AND CAPABILITIES**



**ATTRACTIVE PREMIUM AND ENABLES IMMEDIATE REALIZATION OF SIGNIFICANT VALUE FOR OUR SHAREHOLDERS**



**HIGH TRANSACTION CERTAINTY AND CLEAR EXECUTION PATH**

**SHARED VISION AND  
VALUES FOR OUR  
EMPLOYEES,  
CUSTOMERS, AND  
BUSINESS PARTNERS**

A man with short brown hair and a light complexion stands in the center of a flower market stall. He is wearing a light blue, button-up jacket over a white patterned shirt and black trousers. The stall is filled with various flowers, including large white and yellow roses in the foreground, and other colorful blooms in the background. The stall is covered with a white canopy, and the background shows other market stalls and a building with a dome. The text "Q&A" is overlaid in the center of the image.

**Q&A**