

**WRITTEN RESOLUTIONS  
OF THE SUPERVISORY BOARD OF  
SHOP APOTHEKE EUROPE N.V.**

**THE UNDERSIGNED:**

- (1) Jan Claudius Pyttel;
- (2) Björn Hendrik Söder;
- (3) Frank Roland Walter Köhler; and
- (4) Jérôme Cochet,

each a "**Supervisory Director**", acting in this matter as supervisory directors of, and as such constituting the entire supervisory board (*raad van commissarissen*, hereinafter the "**Supervisory Board**") of:

**Shop Apotheke Europe N.V.**, a public limited company (*naamloze vennootschap*) incorporated under the laws of The Netherlands, having its corporate seat (*statutaire zetel*) in Venlo, The Netherlands, its registered address at Erik de Rodeweg 11-13, Sevenum, The Netherlands, and registered with the Dutch trade register under number 63986981 (the "**Company**"),

**WHEREAS:**

- (A) In the AGM on 30 April 2020, a new stock option plan was adopted for the members of the Managing Board pursuant to which the members of the Managing Board can be granted rights to acquire shares in the share capital of the Company (stock options) (the "2020 Stock Option Plan"). The proposed 2020 Stock Option Plan was made available on the Company's corporate website. The Supervisory Board was to administer the 2020 Stock Option Plan and would have the authority to, among other things, determine the number of stock options to be granted to each member of the Managing Board, in each case on the terms and subject to the conditions set out in the 2020 Stock Option Plan.
- (B) Following the adoption of the 2020 Stock Option Plan, at the Supervisory Board's proposal, the AGM decided that the members of the Managing Board would be granted rights to acquire shares in the share capital of the Company (stock options) up to a maximum of 1.5% of the total number of issued shares outstanding on the date of the annual general meeting (i.e. up to a maximum of 1.5% of 14,584,505 shares), for the calendar year 2020, under, pursuant to and in connection with the 2020 Stock Option Plan.
- (C) Further, the AGM minutes contain the note that it was envisaged that at the next annual general meeting(s), further proposals would be submitted to the general meeting to grant rights to acquire shares under, pursuant to and in connection with the 2020 Stock Option Plan.
- (D) Article 3.1 of the 2020 Stock Option Plan states that, subject to the adjustment provisions set forth in Clause 11, the maximum number of Shares that may be issued pursuant to Stock Options under the Plan in any calendar year, shall be 1.5% of the total number of issued and outstanding shares in the share capital of the Company, calculated on a fully diluted bases on the date of each AGM in such calendar year.
- (E) Article 4.1 of the 2020 Stock Option Plan states that, subject to the provisions of the Plan, the Supervisory Board may, from time to time, select from the Participants, those to whom Stock Options shall be granted. As part of that selection process, the Supervisory Board shall determine the nature and amount of each Stock Option grant.

- (F) The Supervisory Board wished to clarify and lay down in a Resolution that, following the 2020 grant under the 2020 Stock Option Plan, no further grants will take place.
- (G) none of the Supervisory Directors has a direct or indirect personal interest in respect of the resolutions set out below which conflicts with the interests of the Company and the business of the Company, so none of the Supervisory Directors is prevented from participating in the deliberations and decision making by the Supervisory Board in relation to the resolutions set out below,

**HEREBY RESOLVE:**

1. not to grant any further stock options under the 2020 Stock Option Plan until its expiry; and
2. to give notice of this resolution to the Managing Board.

**- SIGNATURE PAGE FOLLOWS -**

**SIGNATURE PAGE**

(SIGNATURE PAGE TO RESOLUTIONS OF THE SUPERVISORY BOARD OF SHOP APOTHEKE EUROPE N.V.)

**THE SUPERVISORY DIRECTORS:**

(5)

\_\_\_\_\_  
Name: Jan Claudius Pyttel  
Place: \_\_\_\_\_  
Date: \_\_\_\_\_ 2021

(6)

\_\_\_\_\_  
Name: Björn Hendrik Söder  
Place: \_\_\_\_\_  
Date: \_\_\_\_\_ 2021

(7)

\_\_\_\_\_  
Name: Frank Roland Walter Köhler  
Place: \_\_\_\_\_  
Date: \_\_\_\_\_ 2021

(8)

\_\_\_\_\_  
Name: Jérôme Cochet  
Place: \_\_\_\_\_  
Date: \_\_\_\_\_ 2021