

CONVOCAATION OF THE ANNUAL GENERAL MEETING OF SHOP APOTHEKE EUROPE N.V. TO BE HELD ON 30 APRIL 2019

Shop Apotheke Europe N.V. (the "**Company**"), a public limited liability company incorporated and existing under the laws of The Netherlands, hereby invites its shareholders to attend the annual general meeting of the Company, to be held on Tuesday, 30 April 2019 at 10:00 CEST at Van der Valk Hotel Venlo, Nijmeegseweg 90, 5916 PT Venlo, The Netherlands.

This invitation has to be read in conjunction with the following documents, which are attached hereto:

1. Agenda
2. Explanatory notes to the agenda
3. General information
4. Annual report for the financial year 2018
5. Annual accounts for the financial year 2018
6. New rotation schedule for the Supervisory Board

Shop Apotheke Europe N.V.

The managing board

Venlo, 19 March 2019

1. AGENDA

1. Opening

2. Report of the Managing Board

- a. Report of the Managing Board regarding the financial year 2018 (*discussion item*)
- b. Report regarding the outlines of the corporate governance structure and compliance with the Dutch Corporate Governance Code (*discussion item*)

3. 2018 annual accounts and dividend

- a. Implementation of the remuneration policy (*discussion item*)
- b. Explanation by the external auditor of the audit approach in relation to the 2018 annual accounts and the report of the Managing Board (*discussion item*)
- c. Adoption of the annual accounts for the financial year 2018 (*voting item*)
- d. Reservation and dividend policy (*discussion item*)
- e. Proposal to allocate the results of the financial year 2018 (*voting item*)

4. Discharge

- a. Discharge from liability of all members of the Managing Board for the performance of their duties during the past financial year (*voting item*)
- b. Discharge from liability of all members of the Supervisory Board for the performance of their duties during the past financial year (*voting item*)

5. Appointment of the external auditor

- a. Appointment of the external auditor to audit the annual accounts of the Company for the financial year ending 31 December 2019 (*voting item*)

6. Composition of the Managing Board

- a. Notice of resignation of Mr. Michael Köhler as a member of the Managing Board (*discussion item*)
- b. Final discharge from liability of Mr. Michael Köhler for the performance of his duties as member of the Managing Board (*voting item*)
- c. Appointment of Mr. Stefan Feltens as a member of the Managing Board (*voting item*)
- d. Approval and ratification of granting stock options to Mr. Stefan Feltens (*voting item*)
- e. Re-appointment of Mr. Dr. Ulrich Wandel as a member of the Managing Board (*voting item*)
- f. Re-appointment of Ms. Theresa Holler as a member of the Managing Board (*voting item*)
- g. Re-appointment of Mr. Stephan Weber as a member of the Managing Board (*voting item*)
- h. Re-appointment of Mr. Marc Fischer as a member of the Managing Board (*voting item*)

7. Composition of the Supervisory Board

- a. Re-appointment of Mr. Jan Pyttel as a member of the Supervisory Board (*voting item*)

- b. Re-appointment of Mr. Björn Söder as a member of the Supervisory Board (*voting item*)
 - c. Re-appointment of Mr. Frank Köhler as a member of the Supervisory Board (*voting item*)
 - d. Re-appointment of Mr. Jérôme Cochet as a member of the Supervisory Board (*voting item*)
- 8. Stock options to be granted to employees**
- a. Proposal regarding the granting of rights to acquire shares (stock options) to employees (*voting item*)
- 9. Designation regarding the issue of shares, the granting of rights to acquire shares and the restriction or exclusion of pre-emptive rights**
- a. Revocation of the current designation of the Managing Board as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions (*voting item*)
 - b. Revocation of the current designation of the Managing Board as the corporate body authorised to restrict or exclude the pre-emptive rights upon the issue of shares and/or the granting of rights to acquire shares as described under agenda item 9.a. subject to certain conditions (*voting item*)
 - c. Designation of the Managing Board as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions (*voting item*)
 - d. Designation of the Managing Board as the corporate body authorised to restrict or exclude the pre-emptive rights upon the issue of shares and/or the granting of rights to acquire shares as described under agenda item 9.c. subject to certain conditions (*voting item*)
- 10. Authorisation to repurchase shares**
- a. Prolongation of the authorisation of the Managing Board to repurchase shares in the Company's own share capital (*voting item*)
- 11. Questions and any other business**
- 12. Closing**

2. EXPLANATORY NOTES TO THE AGENDA

Agenda item 1: Opening

Opening and announcement by the chairman of the supervisory board of the Company (the "Supervisory Board").

Report of the Managing Board

Agenda item 2.a.: Report of the Managing Board regarding the financial year 2018 (*discussion item*)

The managing board of the Company (the "**Managing Board**") will first give a presentation regarding the performance of the Company in 2018 as presented and described in the annual accounts and in the report of the Managing Board for the financial year 2018. The shareholders will then be invited to discuss the annual accounts and the report for the financial year 2018.

Agenda item 2.b.: Report regarding the outlines of the corporate governance structure and compliance with the Dutch Corporate Governance Code (*discussion item*)

A presentation will be given regarding the outlines of the Company's corporate governance structure and its compliance with the Dutch Corporate Governance Code.

2018 annual accounts and dividend

Agenda item 3.a.: Implementation of the remuneration policy (*discussion item*)

The Supervisory Board will give an account of the implementation of the remuneration policy for the Managing Board during the past financial year. A breakdown of the remuneration as referred to in Sections 2:383c up to and including 2:383e of the Dutch Civil Code (*Burgerlijk Wetboek*) is included in the remuneration report in the annual accounts for the financial year 2018.

Agenda item 3.b.: Explanation by the external auditor of the audit approach in relation to the 2018 annual accounts and the report of the Managing Board (*discussion item*)

The external auditor of the Company, BDO Audit & Assurance B.V., will explain the audit approach.

Agenda item 3.c.: Adoption of the annual accounts for the financial year 2018 (*voting item*)

On 27 February 2019, the members of the Managing Board and the Supervisory Board signed the Company's annual accounts for the financial year 2018 drawn up by the Managing Board. BDO Audit & Assurance B.V., the Company's external auditor, has audited the annual accounts for the financial

year 2018 and has issued an auditor's report with an unqualified opinion thereon, which is included in the annual accounts. The report of the Supervisory Board is also included in the annual accounts for the financial year 2018.

The annual accounts for the financial year 2018 were published on 15 March 2019 and are submitted for adoption by the general meeting in this annual general meeting. It is proposed to adopt the annual accounts for the financial year 2018.

Agenda item 3.d.: Reservation and dividend policy (*discussion item*)

The Managing Board will give a presentation on the Company's reservation and dividend policy for the financial year 2018. After which the shareholders will be invited to discuss the reservation and dividend policy.

Agenda item 3.e.: Proposal to allocate the results of the financial year 2018 (*voting item*)

It is proposed by the Managing Board, with the prior approval of the Supervisory Board and in accordance with the Company's reservation and dividend policy, to allocate the results for the financial year 2018 to the Company's accumulated net loss.

Discharge

Agenda item 4.a.: Discharge from liability of all members of the Managing Board for the performance of their duties during the past financial year (*voting item*)

It is proposed to grant discharge to all members of the Managing Board from liability for their management and conducted policy during the financial year 2018, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2018 or has otherwise been disclosed to the general meeting.

Agenda item 4.b.: Discharge from liability of all members of the Supervisory Board for the performance of their duties during the past financial year (*voting item*)

It is also proposed to grant discharge to all members of the Supervisory Board from liability for their supervision on the (policies of the) Managing Board and the general course of affairs of the Company and its affiliated business during the financial year 2018, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2018 or has otherwise been disclosed to the general meeting.

Appointment of the external auditor

Agenda item 5: Appointment of the external auditor to audit the annual accounts of the Company for the financial year ending 31 December 2019 (voting item)

In accordance with article 27 of the articles of association of the Company (the "**Articles of Association**"), it is proposed to grant an instruction to an external auditor to audit the annual accounts of the Company for the financial year ending 31 December 2019.

Composition of the Managing Board

Agenda item 6.a.: Notice of resignation of Mr. Michael Köhler as a member of the Managing Board (discussion item)

As announced on 17 September 2018, Mr. Michael Köhler has stepped down and resigned as member of the Managing Board after being with the Company for 17 years. His resignation took effect as per 31 December 2018. Mr. Köhler will continue to actively support the Company as a consultant.

Agenda item 6.b.: Final discharge from liability of Mr. Michael Köhler for the performance of his duties as member of the Managing Board (voting item)

It is proposed to grant final discharge to Mr. Michael Köhler from liability for the management performed by him up to and including 31 December 2018, insofar as the performance of such duties has been disclosed to the general meeting.

Agenda item 6.c.: Appointment of Mr. Stefan Feltens as a member of the Managing Board (voting item)

In accordance with article 14 of the Articles of Association, the Supervisory Board has nominated Mr. Stefan Feltens to be appointed as a member of the Managing Board and to serve as Chief Executive Officer of the Company. The proposed appointment is for a four-year term ending at the close of the annual general meeting to be held in 2023.

Mr. Feltens (54) has many years of international experience in the pharmaceutical industry and until recently worked as Chief Financial Officer for Teva Global Operations, a division of the world's leading generics company, Teva Pharmaceuticals Industries Ltd., with annual sales of USD 20 billion. He is familiar with the Company's online pharmacy business.

Mr. Feltens complies with the provisions of Section 2:132a of the Dutch Civil Code limiting the number of supervisory positions that may be held by managing board members of certain large companies within the meaning of such provisions.

The remuneration policy for the Managing Board as adopted by the annual general meeting held on 26 April 2018 (the "**Remuneration Policy**") will also apply to Mr. Feltens. The employment agreement of Mr. Feltens with Shop Apotheke Service B.V. and the remuneration of Mr. Feltens determined therein have been determined by the Supervisory Board in accordance with the Remuneration Policy.

The main elements of the employment agreement of Mr. Feltens were made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2019 prior to the notice convening this annual general meeting in accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code.

Agenda item 6.d.: Approval and ratification of granting stock options to Mr. Stefan Feltens (*voting item*)

Further to the management and employee stock option plan as adopted by the annual general meeting held on 26 April 2018 (the "**2018 Stock Option Plan**"), the Company granted 35,000 stock options to Mr. Feltens before he became the Chief Executive Officer of the Company.

It is proposed to approve and ratify the granting of the 35,000 stock options to Mr. Feltens.

Agenda item 6.e.: Re-appointment of Mr. Dr. Ulrich Wandel as a member of the Managing Board (*voting item*)

Mr. Dr. Ulrich Wandel was appointed as a member of the Managing Board with effect as per 30 September 2015. His first four-year term expires after this annual general meeting, on 29 September 2019.

In accordance with the article 14 of the Articles of Association, the Supervisory Board nominates Mr. Dr. Wandel to be re-appointed as a member of the Managing Board for a new one-year term ending at the close of the annual general meeting to be held in 2020. If re-appointed, Mr. Dr. Wandel will continue to fulfil the role of Chief Financial Officer of the Company.

Mr. Dr. Wandel's terms of employment are in accordance with the Remuneration Policy. The main elements of the employment agreement of Mr. Dr. Wandel with Shop Apotheke Service B.V. were made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2019 prior to the notice convening this annual general meeting in accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code.

**Agenda item 6.f.: Re-appointment of Ms. Theresa Holler as a member of the Managing Board
(voting item)**

Ms. Theresa Holler was appointed as a member of the Managing Board with effect as per 30 September 2015. Her first four-year term expires after this annual general meeting, on 29 September 2019.

In accordance with the article 14 of the Articles of Association, the Supervisory Board nominates Ms. Holler to be re-appointed as a member of the Managing Board for a new four-year term ending at the close of the annual general meeting to be held in 2023. If re-appointed, Ms. Holler will continue to fulfil the role of Chief Operating Officer of the Company.

Ms. Holler's terms of employment are in accordance with the Remuneration Policy. The main elements of the employment agreement of Ms. Holler with Shop Apotheke B.V. were made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2019 prior to the notice convening this annual general meeting in accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code.

**Agenda item 6.g.: Re-appointment of Mr. Stephan Weber as a member of the Managing Board
(voting item)**

Mr. Stephan Weber was appointed as a member of the Managing Board with effect as per 30 September 2015. His first four-year term expires after this annual general meeting, on 29 September 2019.

In accordance with the article 14 of the Articles of Association, the Supervisory Board nominates Mr. Weber to be re-appointed as a member of the Managing Board for a new four-year term ending at the close of the annual general meeting to be held in 2023. If re-appointed, Mr. Weber will continue to fulfil the roles of Chief Marketing Officer of the Company and Deputy Chief Executive Officer of the Company.

Mr. Weber's terms of employment are in accordance with the Remuneration Policy. The main elements of the employment agreement of Mr. Weber with Shop Apotheke Service B.V. were made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2019 prior to the notice convening this annual general meeting in accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code.

Agenda item 6.h.: Re-appointment of Mr. Marc Fischer as a member of the Managing Board (voting item)

Mr. Marc Fischer was appointed as a member of the Managing Board with effect as per 30 September 2015. His first four-year term expires after this annual general meeting, on 29 September 2019.

In accordance with the article 14 of the Articles of Association, the Supervisory Board nominates Mr. Fischer to be re-appointed as a member of the Managing Board for a new four-year term ending at the close of the annual general meeting to be held in 2023. If re-appointed, Mr. Fischer will continue to fulfil the roles of Chief Information Officer of the Company.

Mr. Fischer's terms of employment are in accordance with the Remuneration Policy. The main elements of the employment agreement of Mr. Fischer with Shop Apotheke Service B.V. were made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2019 prior to the notice convening this annual general meeting in accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code.

Composition of the Supervisory Board

Agenda item 7.a.: Re-appointment of Mr. Jan Pyttel as a member of the Supervisory Board (voting item)

In accordance with the article 20 of the Articles of Association, the Supervisory Board nominates Mr. Jan Pyttel to be re-appointed as a member of the Supervisory Board for a new two-year term ending at the close of the annual general meeting to be held in 2021.

Mr. Pyttel has been a member of the Supervisory Board since 23 September 2016. He is considered to be independent in the sense of best practice provision 2.1.8 of the Dutch Corporate Governance Code.

The personal details of Mr. Pyttel as referred to in article 20.5 of the Articles of Association and in Section 2:142 paragraph 3 of the Dutch Civil Code and the motivation for his nomination are as follows:

Name	Jan Claudius Pyttel
Age (as at the date hereof)	53 (born on 4 October 1965)
(Prior) relevant positions	Current positions: <ul style="list-style-type: none">▪ managing director of Iberia Industry Capital Group SA

	<p>Prior positions:</p> <ul style="list-style-type: none"> ▪ board member of Bavaria Industries Group AG
(Prior) relevant supervisory board positions	<p>Member of the supervisory board of:</p> <ul style="list-style-type: none"> ▪ N/A
Shares in the Company (as at the date hereof)	<p>Mr. Pyttel holds 313,184 of shares in the share capital of the Company</p>
Motivation	<p>Mr. Pyttel has been nominated for re-appointment on account of his experience as chairman of the Supervisory Board.</p> <p>Given the current composition of the Supervisory Board, the re-appointment of Mr. Pyttel provides diversity in terms of background of professional experience.</p>

Agenda item 7.b.: Re-appointment of Mr. Björn Söder as a member of the Supervisory Board (voting item)

In accordance with the article 20 of the Articles of Association, the Supervisory Board nominates Mr. Björn Söder to be re-appointed as a member of the Supervisory Board for a new four-year term ending at the close of the annual general meeting to be held in 2023.

Mr. Söder has been a member of the Supervisory Board since 23 September 2016. He is considered to be independent in the sense of best practice provision 2.1.8 of the Dutch Corporate Governance Code.

The personal details of Mr. Söder as referred to in article 20.5 of the Articles of Association and in Section 2:142 paragraph 3 of the Dutch Civil Code and the motivation for his nomination are as follows:

Name	Dr. Björn Hendrik Söder
Age (as at the date hereof)	46 (born on 12 November 1972)
(Prior) relevant positions	<p>Current positions:</p> <ul style="list-style-type: none"> ▪ managing director of Parklane Capital

	<p>Beteiligungsberatung GmbH</p> <ul style="list-style-type: none"> ▪ managing director of Parklane Capital Verwaltungsgesellschaft mbH <p>Prior positions:</p> <ul style="list-style-type: none"> ▪ managing director of Mail Response Services GmbH
(Prior) relevant supervisory board positions	<p>Member of the supervisory board of:</p> <ul style="list-style-type: none"> ▪ member of the supervisory board of Pflegezeit AG (until 2018)
Shares in the Company (as at the date hereof)	<p>Mr. Söder holds 1,355 of shares in the share capital of the Company</p>
Motivation	<p>Mr. Söder has been nominated for re-appointment on account of his experience as vice-chairman of the Supervisory Board and audit committee member.</p> <p>Given the current composition of the Supervisory Board, the re-appointment of Mr. Söder provides diversity in terms of background of professional experience.</p>

Agenda item 7.c.: Re-appointment of Mr. Frank Köhler as a member of the Supervisory Board (voting item)

In accordance with the article 20 of the Articles of Association, the Supervisory Board nominates Mr. Frank Köhler to be re-appointed as a member of the Supervisory Board for a new four-year term ending at the close of the annual general meeting to be held in 2023.

Mr. Köhler has been a member of the Supervisory Board since 23 September 2016. Mr. Frank Köhler and Mr. Michael Köhler are brothers and Mr. Michael Köhler was a member of the Managing Board until 31 December 2018, and for this reason Mr. Frank Köhler is not considered to be independent in the sense of best practice provision 2.1.8 of the Dutch Corporate Governance Code. As explained in the corporate governance section of the report of the Supervisory Board for the financial year 2018, the Company deviates from best practice provision 2.1.8 of the Dutch Corporate Governance Code in relation to members of the Supervisory Board.

The personal details of Mr. Köhler as referred to in article 20.5 of the Articles of Association and in Section 2:142 paragraph 3 of the Dutch Civil Code and the motivation for his nomination are as follows:

Name	Frank Roland Walter Köhler
Age (as at the date hereof)	54 (born on 9 May 1964)
(Prior) relevant positions	<p>Current positions:</p> <ul style="list-style-type: none"> ▪ managing director of Humiecki & Graef GmbH <p>Prior positions:</p> <ul style="list-style-type: none"> ▪ co-owner and director Aroma Company Köhler, Frank und Weckesser, Frank GbR ▪ director Aroma Beauty
(Prior) relevant supervisory board positions	<p>Member of the supervisory board of:</p> <ul style="list-style-type: none"> ▪ Vita34 AG
Shares in the Company (as at the date hereof)	Mr. Köhler holds 321,351 of shares in the share capital of the Company
Motivation	<p>Mr. Köhler has been nominated for re-appointment on account of his experience as member of the audit committee.</p> <p>Given the current composition of the Supervisory Board, the re-appointment of Mr. Köhler provides diversity in terms of background of professional experience.</p>

Agenda item 7.d.: Re-appointment of Mr. Jérôme Cochet as a member of the Supervisory Board (voting item)

In accordance with the article 20 of the Articles of Association, the Supervisory Board nominates Mr. Jérôme Cochet to be re-appointed as a member of the Supervisory Board for a new four-year term ending at the close of the annual general meeting to be held in 2023.

Mr. Cochet has been a member of the Supervisory Board since 23 September 2016. He is considered to be independent in the sense of best practice provision 2.1.8 of the Dutch Corporate Governance Code.

The personal details of Mr. Cochet as referred to in article 20.5 of the Articles of Association and in Section 2:142 paragraph 3 of the Dutch Civil Code and the motivation for his nomination are as follows:

Name	Jérôme Cochet
Age (as at the date hereof)	40 (born on 13 May 1978)
(Prior) relevant positions	<p>Current positions:</p> <ul style="list-style-type: none"> ▪ managing director of Vinel UG (limited liability) ▪ managing director of Monte Cevedale UG (limited liability) ▪ global managing director of dunnhumby Limited <p>Prior positions:</p> <ul style="list-style-type: none"> ▪ managing director of Zalando Media Solutions GmbH ▪ managing director of Zalando SAS
(Prior) relevant supervisory board positions	<p>Member of the supervisory board of:</p> <ul style="list-style-type: none"> ▪ N/A
Shares in the Company (as at the date hereof)	Mr. Cochet holds no shares in the share capital of the Company
Motivation	<p>Mr. Cochet has been nominated for re-appointment on account of his experience as member of the Supervisory Board.</p> <p>Given the current composition of the Supervisory Board, the re-appointment of Mr. Cochet provides diversity in terms of background of professional experience</p>

Stock options to be granted to employees

Agenda item 8: Proposal regarding the granting of rights to acquire shares (stock options) to employees (voting item)

In addition to the 2018 Stock Option Plan, it is proposed that a new employee stock option plan will be implemented pursuant to which certain employees can be granted rights to acquire shares in the share capital of the Company (stock options) (the "**New ESOP**"). The key elements of the New ESOP are:

- a. eligible participants will be employees of the Company, or of the Company's subsidiaries, who are part of the management of the Company below the level of the Managing Board (i.e. members of the Managing Board and the Supervisory Board will not be eligible participants);
- b. the Managing Board will grant eligible participants rights to acquire shares in the share capital of the Company (stock options);
- c. the New ESOP will have a term of seven years;
- d. annually, the maximum total amount of rights to be granted to acquire shares in the share capital of the Company (stock options) will be up to a maximum of 2% of the total number of issued shares outstanding on the date of each annual general meeting;
- e. the exercise price of the stock options will be the closing share price of the Company as quoted on the Frankfurt Stock Exchange on the day of the grant;
- f. eligible participants will have the right to exercise the stock options (vesting period) in accordance with the following schedule: 1/3 after two years, 1/3 after three years and 1/3 after four years (in each case after the date of the grant).

It is proposed that the general meeting authorises the Managing Board as the corporate body authorised to grant rights to acquire shares, subject to the prior approval of the Supervisory Board, up to a maximum of 2% of the total number of issued shares outstanding on the date of this annual general meeting under, pursuant to and in connection with the New ESOP for the calendar year 2019.

It is envisaged that further authorisation(s) will be granted to the Managing Board at the next annual general meeting(s) to grant rights to acquire shares under, pursuant to and in connection with the New ESOP.

Designation regarding the issue of shares, the granting of rights to acquire shares and the restriction or exclusion of pre-emptive rights

Agenda item 9.a.: Revocation of the current designation of the Managing Board as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions (voting item)

It is proposed that the current authorisation given pursuant to the resolution of the general meeting on 26 April 2018 will no longer be in force and effect to the extent such authorisation has not been used (in whole or in part) by the Managing Board before the date of this annual general meeting, provided that a new authorisation will be granted pursuant to and in accordance with proposal 9.c.

Agenda item 9.b.: Revocation of the current designation of the Managing Board as the corporate body authorised to restrict or exclude the pre-emptive rights upon the issue of shares and/or the granting of rights to acquire shares as described under agenda item 9.a. subject to certain conditions (voting item)

It is proposed that the current authorisation given pursuant to the resolution of the general meeting on 26 April 2018 will no longer be in force and effect to the extent such authorisation has not been used (in whole or in part) by the Managing Board, provided that a new authorisation will be granted pursuant to and in accordance with proposal 9.d.

Agenda item 9.c.: Designation of the Managing Board as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions (voting item)

In addition to the proposal under agenda item 8, it is proposed that the general meeting appoints the Managing Board for a period of five years as from the date of this annual general meeting (i.e. up to and including 29 April 2024), or until such date on which the general meeting revokes or again extends the authorisation, if earlier, as the corporate body authorised to issue shares and grant rights to acquire shares, subject to the prior approval of the Supervisory Board, up to a maximum of 20% of the total number of issued shares outstanding on the date of this annual general meeting.

This authorisation is granted to the Managing Board under the explicit reservation that the general meeting reserves its rights that it is at any time during such authorisation also authorised to issue shares and grant rights to acquire shares in the share capital of the Company.

Agenda item 9.d.: Designation of the Managing Board as the corporate body authorised to restrict or exclude the pre-emptive rights upon the issue of shares and/or the granting of rights to acquire shares as described under agenda item 9.c. subject to certain conditions (voting item)

It is proposed that the general meeting appoints the Managing Board for a period of five years as from the date of this annual general meeting (i.e. up to and including 29 April 2024), or until such

date on which the general meeting revokes or again extends the authorisation, if earlier, as the corporate body authorised to restrict and exclude the pre-emptive rights accruing to shareholders in respect of the issue of shares or the granting of rights to acquire shares as described in proposal 9.c., subject to the prior approval of the Supervisory Board.

This authorisation is granted to the Managing Board under the explicit reservation that the general meeting reserves its rights that it is at any time during such authorisation also authorised to restrict and exclude the pre-emptive rights accruing to shareholders in respect of the issue of such shares or the granting of rights to acquire such shares.

Authorisation to repurchase shares

Agenda item 10: Prolongation of the authorisation of the Managing Board to repurchase shares in the Company's own share capital (*voting item*)

It is proposed that the general meeting authorises the Managing Board to repurchase shares, on the stock exchange or otherwise, for a period of 18 months as from the date of this annual general meeting (i.e. up to and including 29 October 2020), up to a maximum of 10% of the total number of issued shares outstanding on the date of this annual general meeting, provided that the Company will not hold more shares in treasury than a maximum 10% of the issued and outstanding share capital at any given time. The repurchase can take place at a price between the nominal value of the shares and the weighted average price on the Xetra trading venue at the Frankfurt Stock Exchange for five trading days prior the day of purchase plus 10%. This price range enables the Company to adequately repurchase its own shares, also in volatile market conditions.

Agenda item 11: Questions and any other business

Agenda item 12: Closing

3. GENERAL INFORMATION

Meeting documents

The agenda with the explanatory notes thereto are available on the Company's website as from today (<http://shop-apotheke-europe.com>). Copies of the aforementioned documents are also available to shareholders free of charge. If you wish to receive copies, please contact Mr. Dr. Ulrich Wandel, tel. +31 77 850 6117 or email: ulrich.wandel@shop-apotheke.com. These documents are also available for review by shareholders at the Company's offices at Dirk Hartogweg 14, 5928 LV Venlo, The Netherlands.

Record Date

The Managing Board has determined that persons entitled to participate in and vote at the annual general meeting of the Company on **Tuesday, 30 April 2019** will be those persons who, after all changes have been processed, have these rights on **Tuesday, 2 April 2019** (the "Record Date") at **18:00 CEST** and are registered as such in one of the designated registers, provided that those persons have registered for the annual general meeting in time in accordance with the provisions below.

Registration for attendance in person

Shareholders who wish to attend the annual general meeting are required to notify Better Orange IR & HV AG via fax +49 (0)89 889690655 or via email shop-apotheke@better-orange.de through their bank or stockbroker. Notification can take place as from **Wednesday, 3 April** until **18:00 CEST on Wednesday, 24 April 2019** at the latest. For this purpose, the intermediary that has registered the shares shall, no later than **13:00 CEST on Thursday, 25 April 2019** issue a statement to Better Orange IR & HV AG via fax +49 (0)89 889690655 or via email shop-apotheke@better-orange.de that the shares were registered in the name of the holder thereof **on the Record Date at 18:00 CEST**. Subsequently the shareholder will receive a proof of registration which will also serve as an admission ticket for the annual general meeting. In addition, the intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the Record Date in an efficient manner.

Proxy voting and voting instructions

Shareholders who are entitled to attend the annual general meeting pursuant to the above provisions and choose to be represented shall, in addition to the registering for the annual general meeting as described above, give a third party or a person designated by the Company a duly signed proxy to represent them at the annual general meeting and to vote on their behalf. Such proxy must

include voting instructions. Shareholders who wish to issue a proxy are required to use the respective form which will be available for download on the Company's website from **Tuesday, 2 April 2019**, via <http://shop-apotheke-europe.com> in the section Investor Relations/General Meeting/Annual General Meeting 2019. The completed and duly signed form by the shareholder must have been received by Better Orange IR & HV AG ultimately by **18:00 CEST on Wednesday, 24 April 2019**, by post at the office address of Better Orange IR & HV AG at Haidelweg 48, 81241 Munchen, Germany, via fax +49 (0)89 889690655 or via email shop-apotheke@better-orange.de.

Before the meeting, the proxy holder must hand in the admission ticket and a valid copy of the duly signed proxy at the registration desk.

Admittance to the annual general meeting

Registration will take place at the registration desk at the venue between 09:00 CEST and the start of the annual general meeting at 10:00 CEST on Tuesday, 30 April 2019. It is not possible to register after this time. Shareholders and proxy holders can be asked to identify themselves when attending the annual general meeting and can be declined access in case proof of identity or proof of registration lacks. All attendees of the annual general meeting are therefore requested to bring identification (for instance a valid passport or driving license) to the annual general meeting.

Issued share capital and voting rights of the Company

At the date of the notice convening the annual general meeting of the Company, the Company's issued share capital amounted to EUR 241,498.52, consisting of 12,074,926 shares in bearer form having a nominal value of EUR 0.02 each. The number of shares on which voting rights can be exercised as at the day on which the annual general meeting is convened, is 12,074,926.