

## **CONVOCAATION OF THE ANNUAL GENERAL MEETING OF SHOP APOTHEKE EUROPE N.V. TO BE HELD VIRTUALLY ON 14 APRIL 2022**

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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 virtually on Thursday, 14 April 2022 at 10:00 CEST.

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 2021
5. Annual accounts for the financial year 2021
6. Proposed amended remuneration policy for the Managing Board
7. Proposed amended remuneration policy for the Supervisory Board
8. Proposed amended stock option plan for the members of the Managing Board

Shop Apotheke Europe N.V.

The managing board

3 March 2022

## **1. AGENDA**

### **1. Opening**

### **2. Report of the Managing Board**

- a. Report of the Managing Board regarding the financial year 2021 (*discussion item*)
- b. Report regarding the outlines of the corporate governance structure and compliance with the Dutch Corporate Governance Code (*discussion item*)
- c. Report regarding the progress and achievements of the Company's ESG activities (*discussion item*)

### **3. Annual accounts 2021**

- a. Remuneration report for the financial year 2021 (*advisory voting item*)
- b. Explanation by the external auditor of the audit approach in relation to the 2021 annual accounts and the report of the Managing Board (*discussion item*)
- c. Adoption of the annual accounts for the financial year 2021 (*voting item*)
- d. Reservation and dividend policy (*discussion item*)
- e. Proposal to allocate the results of the financial year 2021 (*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. Re-appointment of the external auditor**

- a. Re-appointment of Mazars Accountants N.V. as external auditor of the Company to audit the annual accounts of the Company for the financial year ending 31 December 2022 (*voting item*)

### **6. Composition of the Supervisory Board**

- a. Appointment of Ms. Jaska de Bakker as a member of the Supervisory Board (*voting item*)

### **7. Amendment of the 2020 Stock Option Plan**

- a. Approval of amendments to the stock option plan for the members of the Managing Board and adoption of the amended stock option plan (*voting item*)

### **8. Amendment of the remuneration policy**

- a. Adoption of an amended remuneration policy for the members of the Managing Board (*voting item*)
- b. Adoption of an amended remuneration policy for the members of the Supervisory Board (*voting item*)

### **9. Designation regarding the granting of rights to acquire shares**

- a. Designation of the Managing Board as the corporate body authorised to grant rights to acquire shares under, pursuant to and in connection with the 2019 ESOP (*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**

*Report of the Managing Board*

#### **Agenda item 2.a.: Report of the Managing Board regarding the financial year 2021 (*discussion item*)**

The managing board of the Company (the “**Managing Board**”) will first give a presentation regarding the performance of the Company in 2021 as presented and described in the annual accounts and in the report of the Managing Board for the financial year 2021. The shareholders will then be invited to discuss the annual accounts and the report for the financial year 2021.

#### **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 the Company's compliance with the Dutch Corporate Governance Code. After which the shareholders will be invited to discuss the Company's corporate governance structure and the Company's compliance with the Dutch Corporate Governance Code.

#### **Agenda item 2.c.: Report regarding the progress and achievements of the Company's ESG activities (*discussion item*)**

A presentation will be given regarding the progress and achievements of the Company's Environmental, Social, and Governance (“**ESG**”) activities.

*Annual accounts 2021*

#### **Agenda item 3.a.: Remuneration report for the financial year 2021 (*advisory voting item*)**

The Company's remuneration report for the financial year 2021 will be submitted to the shareholders for an advisory vote. The shareholders are requested to provide a positive advice with respect to the Company's remuneration report for the financial year 2021.

Shareholders who wish to provide a positive advice should vote “for” in the proxy voting form that will be made available on the Company's corporate website. If shareholders vote “against” in the proxy form, that will mean that those shareholders provide a negative advice with respect to the Company's remuneration report for the financial year 2021. The results of the vote on this agenda item will count as an advisory, non-binding, vote.

To enable the advisory vote, the supervisory board of the Company (the “**Supervisory Board**”) will give a presentation of the 2021 remuneration report that is included in the Company's annual accounts for the financial year 2021. After which the shareholders will be invited to share their views regarding the Company's remuneration report and the Company's implementation of the remuneration policy for the members of the Managing Board and the members of the Supervisory Board that was adopted by the general meeting at the annual general meeting held on 30 April 2020 and amended at the annual general meeting held on 21 April 2021 to reflect the increase of the fixed annual base fee of the members of the Supervisory Board (the “**Current Remuneration Policy**”).

The Supervisory Board evaluated the Current Remuneration Policy and, taking into account the valued suggestions and feedback from the Company's shareholders and institutional investors, has proposed to the general meeting to adopt an amended remuneration policy at this annual general meeting.

In the remuneration report for the financial year 2022, the Company will explain how the advisory vote of the general meeting at this annual general meeting has been taken into account.

**Agenda item 3.b.: Explanation by the external auditor of the audit approach in relation to the 2021 annual accounts and the report of the Managing Board (*discussion item*)**

The external auditor of the Company, Mazars Accountants N.V., will explain the audit approach. After which the shareholders will then be invited to discuss that audit approach.

**Agenda item 3.c.: Adoption of the annual accounts for the financial year 2021 (*voting item*)**

On 1 March 2022, the members of the Managing Board and the Supervisory Board signed the Company's annual accounts for the financial year 2021 drawn up by the Managing Board. Mazars Accountants N.V., the Company's external auditor, has audited the annual accounts for the financial year 2021 and has issued an auditor's report with an unqualified opinion thereon, which opinion is included in the annual accounts. The report of the Supervisory Board is also included in the annual accounts for the financial year 2021.

The annual accounts for the financial year 2021 were published on 2 March 2022 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 2021.

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

The Managing Board will give a presentation regarding the Company's reservation and dividend policy for the financial year 2021. 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 2021 (*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 2021 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 2021, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2021 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 2021, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2021 or has otherwise been disclosed to the general meeting.

*Re-appointment of the external auditor*

**Agenda item 5: Re-appointment of Mazars Accountants N.V. as external auditor of the Company to audit the annual accounts of the Company for the financial year ending 31 December 2022 (*voting item*)**

It is proposed to re-appoint Mazars Accountants N.V. as the external auditor of the Company to audit the annual accounts of the Company for the financial year ending 31 December 2022.

*Composition of the Supervisory Board*

**Agenda item 6: Appointment of Ms. Jaska de Bakker as a member of the Supervisory Board (*voting item*)**

In accordance with article 20 of the Company's articles of association, and by way of non-binding nomination of the Supervisory Board, it is proposed to the general meeting to appoint Ms. Jaska de Bakker as a member of the Supervisory Board with effect as per the date of the general meeting (i.e. 14 April 2022). The proposed appointment is for a four-year term ending at the close of the annual general meeting to be held in 2026.

*Description of CV/background of new Supervisory Board member to be added.*

At the date of the notice convening this annual general meeting of the Company, Ms. Jaska de Bakker did not hold any shares in the Company's share capital. Ms. Jaska M. de Bakker is a proven financial expert with extensive experience in governance and ESG. Currently, she is a member of (i) the Supervisory Board of Prysmian Group, a market leader for electricity and telecom cable manufacturing in Milan, Italy, and (ii) the Supervisory Board of Faerch, a circular food packaging company in Holstebro, Denmark. Since 2020, Ms. Jaska de Bakker is also a member of the Supervisory Board of The Ocean Cleanup in Rotterdam, The Netherlands. Previously, she was Group CFO and Executive Board member at Royal FrieslandCampina and Royal HaskoningDHV, both global companies headquartered in Amersfoort, The Netherlands.

The Supervisory Board has nominated Ms. Jaska de Bakker to be appointed as a member of the Supervisory Board in view of her proven record as a financial expert and her strong profile and experience in the field of management, governance and ESG. The Supervisory Board intends to appoint Ms. Jaska de Bakker as the new chairperson of the Company's Audit Committee.

With this appointment, the Company further equips and strengthens its Supervisory Board for the strong growth of the Company, the high dynamics in the market and the upcoming strategic projects. The expansion of the Supervisory Board with a fifth member also enables the Supervisory Board to staff the committees it plans to establish, i.e. a Remuneration Committee and a Nomination Committee. Finally, the appointment increases the quota of women in the Supervisory Board to 40%.

Ms. Jaska de Bakker complies with the provisions of Section 2:142a of the Dutch Civil Code limiting the number of supervisory positions that may be held by supervisory board members of certain large companies within the meaning of such provisions. She also complies with the relevant best practice provisions of Principle 2.1 of the Dutch Corporate Governance Code regarding Supervisory Board profile, expertise and independence criteria.

The 2022 SB Remuneration Policy (as defined below) will also apply to Ms. Jaska de Bakker.

*Amendment of the 2020 Stock Option Plan*

**Agenda item 7: Approval of amendments to the stock option plan for the members of the Managing Board and adoption of the amended stock option plan (voting item)**

During the annual general meeting held on 30 April 2020, the general meeting adopted a stock option plan for the members of the Managing Board (the “**2020 Stock Option Plan**”). Pursuant to the 2020 Stock Option Plan, the members of the Managing Board can be granted rights to acquire shares in the share capital of the Company (stock options). The Supervisory Board administers the 2020 Stock Option Plan and has the authority to *inter alia* 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.

In October 2020, the Supervisory Board granted a total of 200,000 stock options to the members of the Managing Board. Such stock option grant was the first and only grant made to the members of the Managing Board under, pursuant to and in connection with the 2020 Stock Option Plan, because on 8 June 2021 the Supervisory Board decided not to grant additional stock options to the members of the Managing Board under the 2020 Stock Option Plan.

The Supervisory Board evaluated the 2020 Stock Option Plan which resulted in the following findings.

- Under the 2020 Stock Option Plan, the Managing Board members are required to hold shares resulting from an exercise of stock options for a duration of at least two years from the date of issue of such shares, in addition to the requirement that members of the Managing Board cannot exercise stock options during three years after the date of grant of those stock options. This results in a long period between the grant date of the stock option and the first possible sales date of the relevant shares.
- As a result of the structure of the 2020 Stock Option Plan, the Managing Board members have to personally finance the exercise price of the stock options instead of being able to realize a cashless exercise, which would be a financial burden for the members of the Managing Board rather than an incentive. In this respect, the 2020 Stock Option Plan does not adequately serve its purpose, i.e. aligning the interests of the Company, its shareholders and other stakeholders with the interests of the members of the Managing Board for the medium-term and the long-term.

Therefore in accordance with article 15 of the Company's articles of association, clause 11.1 of the 2020 Stock Option Plan and the Dutch Corporate Governance Code, the Supervisory Board proposes to amend the terms of the 2020 Stock Option Plan with effect as per the date of the general meeting (i.e. 14 April 2022) as follows (the “**2020 Stock Option Plan Amendments**”):

- a) instead of the requirement for the members of the Managing Board to hold the shares they acquire upon exercise of their stock options for a period of two years after the date of issue of those shares, the members of the Managing Board will be required to hold those shares for a period of one year after the respective vesting date of their stock options. As a result (i) upon exercise of stock options with a vesting period of three years, the members of the Managing Board can sell the relevant shares after the lapse of four years starting on the grant date of

those stock options, and (ii) upon exercise of stock options with a vesting period of four years, the members of the Managing Board can sell the relevant shares after the lapse of five years starting on the grant date of those stock options; and

- b) all stock options that have been granted under the 2020 Stock Option Plan and which have not expired, been forfeited, cancelled or terminated in accordance with the 2020 Stock Option Plan, will expire by operation of law after the lapse of six years starting on the start date of the 2020 Stock Option Plan (i.e. as per 1 May 2026).

The 2020 Stock Option Plan Amendments will retroactively apply to all stock options granted to the members of the Managing Board in 2020.

The proposed amended 2020 Stock Option Plan was made available on the Company's corporate website in the section Investor Relations/General Meeting/Annual General Meeting 2022 on the date of the notice convening this annual general meeting.

In accordance with article 15 of the Company's articles of association, the Supervisory Board proposes to (i) approve the 2020 Stock Option Plan Amendments and (ii) adopt the amended 2020 Stock Option plan for the members of the Managing Board, in each case with effect as per the date of the general meeting (i.e. 14 April 2022).

#### *Amendment of the remuneration policy*

#### **Agenda item 8.a.: Adoption of an amended remuneration policy for the members of the Managing Board (voting item)**

The Supervisory Board evaluated the Current Remuneration Policy and, taking into account the valued suggestions and feedback from the Company's shareholders and institutional investors, proposes to the general meeting to adopt an amended remuneration policy for the members of the Managing Board at this annual general meeting (the "**2022 MB Remuneration Policy**").

The proposed 2022 MB Remuneration Policy is in line with the requirements prescribed by Dutch law, and includes an explanation of (i) the most important changes and (ii) the way in which the views of the shareholders and voting results at the last annual general meeting were taken into account.

The proposed 2022 MB Remuneration Policy was made available on the Company's corporate website in the section Investor Relations/General Meeting/Annual General Meeting 2022 on the date of the notice convening this annual general meeting.

In accordance with article 15 of the Company's articles of association, the Supervisory Board proposes to adopt the 2022 MB Remuneration Policy for the remuneration of the members of the Managing Board.

**Agenda item 8.b.: Adoption of an amended remuneration policy for the members of the Supervisory Board (voting item)**

Further to the Supervisory Board's evaluation described in agenda item 8.a., the Supervisory Board proposes to the general meeting to adopt an amended remuneration policy for the members of the Supervisory Board at this annual general meeting (the "**2022 SB Remuneration Policy**").

The proposed 2022 SB Remuneration Policy is in line with the requirements prescribed by Dutch law, and includes an explanation of (i) the most important changes and (ii) the way in which the views of the shareholders and voting results at the last annual general meeting were taken into account.

The proposed 2022 SB Remuneration Policy was made available on the Company's corporate website in the section Investor Relations/General Meeting/Annual General Meeting 2022 on the date of the notice convening this annual general meeting.

The Supervisory Board proposes to adopt the 2022 SB Remuneration Policy for the remuneration of the members of the Supervisory Board in accordance with article 21 of the Company's articles of association.

*Designation regarding the granting of rights to acquire shares*

**Agenda item 9: Designation of the Managing Board as the corporate body authorised to grant rights to acquire shares under, pursuant to and in connection with the 2019 ESOP (voting item)**

In 2019, an employee stock option plan was implemented pursuant to which certain employees of the Company can be granted rights to acquire shares in the share capital of the Company (stock options) (the "**2019 ESOP**"). During the annual general meeting held on 21 April 2021, the general meeting approved to authorise 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 0.07% of the total number of issued shares outstanding on 21 April 2021, for the calendar year 2021, under, pursuant to and in connection with the 2019 ESOP.

The Managing Board evaluated the 2019 ESOP, and with the Supervisory Board's prior approval in accordance with clause 11.1 of the 2019 ESOP, the Managing Board amended the terms of the 2019 ESOP with effect as per the date of this annual general meeting (i.e. 14 April 2022) as follows:

- a) participants will have the right (not the obligation) to exercise stock options granted under the 2019 ESOP in accordance with the following vesting schedule:
  - 30% of the stock options after the lapse of two years starting on the grant date of those stock options;
  - 30% of the stock options after the lapse of three years starting on the grant date of those stock options; and

- 40% of the stock options after the lapse of four years starting on the grant date of those stock options.

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 0.25 % of the total number of issued shares outstanding on the date of this annual general meeting, for the calendar year 2022, under, pursuant to and in connection with the 2019 ESOP.

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 2019 ESOP.

#### *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 13 October 2023), 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

#### *Virtual meeting*

The annual general meeting this year will take place fully virtually on the basis of the Dutch Temporary Law Covid-19 Justice and Safety (the “**Emergency Law**”). The Company believes that a virtual meeting is the most prudent decision in view of the ongoing Covid-19 pandemic and considering the current guidelines of the Dutch government regarding the Covid-19 pandemic. This means that no visitors or shareholders can attend the meeting in person.

The Company’s shareholders, who are entitled to participate and exercise voting rights, can take part in the annual general meeting via the webcast on 14 April 2022 and can vote virtually during the meeting, in each case via the online platform provided by the Company’s service provider Better Orange IR & HV AG (such online platform, the “**Virtual AGM Platform**”). Furthermore, shareholders can ask questions either during the meeting and/or prior to the date of the meeting. The requirements for registration for the annual general meeting this year and the process regarding virtual voting and submitting questions are set forth below. The terms and conditions regarding virtual general meetings are available on the Virtual AGM Platform and apply to all shareholders who wish to attend, participate and vote at the meeting via the Virtual AGM Platform.

Should the Emergency Law no longer apply on 14 April 2022, the Company will not be able to hold the annual general meeting fully virtually and, therefore, the annual general meeting will then take place on the same date and at the same time both virtually via the Virtual AGM Platform and with limited access in person at Erik de Rodeweg 11-13, 5975 WD, Sevenum, The Netherlands (such meeting, the “**Hybrid Meeting**”). In the event that the annual general meeting must be held in the form of the Hybrid Meeting, the Company urges all its shareholders to carefully consider whether they wish to attend the annual general meeting in person at the venue in Sevenum in view of possible health risks relating to the ongoing Covid-19 pandemic. The Company gives top priority to the health of its employees, shareholders and other stakeholders and, therefore, the Company strongly encourages its shareholders to take part in the annual general meeting via the webcast on 14 April 2022 and vote virtually during the meeting, in each case via the Virtual AGM Platform, and not to attend the Hybrid Meeting in person. This way, the Hybrid Meeting can take place with only a limited number of core attendees and health risks for those attendees can be limited as much as possible. If the annual general meeting this year will need to be held in the form of the Hybrid Meeting, the Company will announce that on the Company's corporate website before 14 April 2022.

#### *Meeting documents*

The agenda with the explanatory notes thereto and the related documents are available on the Company's corporate website as from today (at <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. Rens Jan Kramer via telephone (+31 77 850 6672) or by email ([rensjan.kramer@shop-apotheke.com](mailto:rensjan.kramer@shop-apotheke.com)). These documents are also available for review by shareholders at the Company's offices at Erik de Rodeweg 11-13, 5975 WD, Sevenum, 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 **Thursday, 14 April 2022** will be those persons who, after all changes have been processed, have these rights on **Thursday, 17 March 2022** (the “**Record Date**”) at **18:00 CET** 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*

Shareholders who wish to attend and/or exercise their voting right at the annual general meeting are required to notify Better Orange IR & HV AG by email ([shop-apotheke@better-orange.de](mailto:shop-apotheke@better-orange.de)) through their bank or stockbroker.

Notification for registration can take place as from **Friday, 18 March 2022** until **18:00 CET on Thursday, 7 April 2022** at the latest. For this purpose, the intermediary that has registered the shares must, no later than **13:00 CEST on Friday, 8 April 2022**, issue a written statement in either in English or in German to Better Orange IR & HV AG by email ([shop-apotheke@better-orange.de](mailto:shop-apotheke@better-orange.de)) that the shares were registered in the name of the holder thereof **on the Record Date at 18:00 CET**. Each person who registers is requested to include all required details to enable Better Orange IR & HV AG to verify in an efficient manner (i) the shareholding on the Record Date and (ii) his or her attendance and/or voting rights.

#### *Proof of registration and identification*

Each person, who has the right to attend the annual general meeting and has been duly and timely registered in accordance with the provisions set forth above, will receive proof of registration and an individual login data set for the Virtual AGM Platform from the respective intermediary that has registered his/her shares, which will also serve as proof for virtual admission to the virtual annual general meeting via the Virtual AGM Platform. Persons or their representatives, as applicable, who have the right to attend the annual general meeting, are required to identify themselves electronically via the Virtual AGM Platform by entering their individual login data set for the Virtual AGM Platform. Further details about how to follow the meeting via the webcast via the Virtual AGM Platform will be

made available on the Company's corporate website on **Thursday, 17 March 2022**, at <http://shop-apotheke-europe.com> in the section Investor Relations/General Meeting/Annual General Meeting 2022.

#### *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 must, in addition to registering for the annual general meeting as set forth above, give (a) the respective intermediary, that has registered their shares, a proxy with voting instructions to represent them at the annual general meeting and to vote on their behalf in the manner prescribed by that intermediary, or (b) the person(s) designated by the Company an electronic proxy with voting instructions to represent them at the annual general meeting and to vote on their behalf. Shareholders who wish to issue an electronic proxy with voting instructions must (i) login onto the Virtual AGM Platform by entering their individual login data set and (ii) complete and duly submit the respective electronic form which will be available via the Virtual AGM Platform and accessible via the Company's corporate website from **Thursday, 17 March 2022**, at <http://shop-apotheke-europe.com> in the section Investor Relations/General Meeting/Annual General Meeting 2022. The completed and duly submitted electronic form by the shareholder must have been received by Better Orange IR & HV AG via the Virtual AGM Platform ultimately by **18:00 CEST on Friday, 8 April 2022**.

#### *Virtual admittance to the meeting and virtual voting during the meeting*

Registration for admission to the virtual meeting will take place on the day of the meeting from 09:00 CEST on Thursday, 14 April 2022. It is not possible to register after closing of the annual general meeting. Persons entitled to attend the meeting must identify themselves electronically via the Virtual AGM Platform to enter the meeting in the manner set forth above.

Shareholders who are entitled to attend the annual general meeting pursuant to the above provisions and choose to attend, participate and vote at the meeting via the Virtual AGM Platform must, in addition to registering for the annual general meeting as set forth above, (i) login onto the Virtual AGM Platform by entering their individual login data set and (ii) vote virtually during the meeting via the Virtual AGM Platform.

#### *Submission of questions*

Questions can be submitted in advance of the annual general meeting via the Virtual AGM Platform until **18:00 CEST on Thursday, 7 April 2022**. During the meeting, participants can submit their questions via the Virtual AGM Platform.

To submit questions via the Virtual AGM Platform, shareholders who are entitled to attend the annual general meeting pursuant to the above provisions, must (i) login onto the Virtual AGM Platform by entering their individual login data set and (ii) submit their questions by using the “Questions” function via the Virtual AGM Platform.

### *Hybrid Meeting*

As noted above, in the event that the annual general meeting must be held in the form of the Hybrid Meeting, the Company strongly encourages its shareholders to take part in the annual general meeting via the webcast on 14 April 2022 and vote virtually during the meeting, in each case via the Virtual AGM Platform and not to attend the Hybrid Meeting in person. This way, the Hybrid Meeting can take place with only a limited number of core attendees and health risks for those attendees can be limited as much as possible. If the annual general meeting this year will need to be held in the form of the Hybrid Meeting, the Company will announce that on the Company's corporate website before 14 April 2022.

Shareholders who are entitled to attend the annual general meeting pursuant to the above provisions and wish to attend, participate and vote at the Hybrid Meeting in person must, in addition to registering for the annual general meeting as set forth above, (i) inform the Company thereof by contacting Mr. Rens Jan Kramer via telephone (+31 77 850 6672) or by email ([rensjan.kramer@shop-apotheke.com](mailto:rensjan.kramer@shop-apotheke.com)) and (ii) register themselves at the registration desk at the venue in Sevenum between 09:00 CEST and the start of the annual general meeting at 10:00 CEST on Thursday, 14 April 2022. It is not possible to register after this time. Shareholders or their representatives, as applicable, who have the right to attend the annual general meeting, are required to identify themselves before they are admitted to the annual general meeting at the venue in Sevenum. Those persons are therefore requested to bring a valid identity document (i.e. passport, driving license, or identity card) with them. Access to the annual general meeting can be declined if proof of identity or proof of registration lacks.

### *Issued share capital and voting rights of the Company*

At the date of the notice convening this annual general meeting of the Company, the Company's issued share capital amounted to EUR 363,985.62, consisting of 18,199,281 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 18,199,281.