



## Annual General Meeting of Shop Apotheke Europe N.V. on 30 April 2020 Voting proxy and voting instruction

**IMPORTANT NOTICE:** Shop Apotheke Europe N.V. (the "**Company**") urges all its shareholders to carefully consider whether they wish to attend the annual general meeting in person this year in view of possible health risks relating to the Covid-19 outbreak. Against this background, the Company strongly encourages its shareholders to take part in the annual general meeting this year by way of proxy voting and not to attend the meeting in person. This way, the physical 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.

The annual general meeting of shareholders the Company is scheduled to be held on Thursday, 30 April 2020 at 10:00 CEST at Bilderberg Chateau Holtmuhle, Kasteellaan 10, 5932 AG, Tegelen, The Netherlands (the "**AGM**"). If you wish to take part in the AGM by way of proxy voting instead of attending in person, or if you are unable to attend the AGM in person, you can authorise the Company's proxies or a third person to exercise your voting rights in accordance with your voting instruction below. Your timely registration and timely submission of proof of shareholding in accordance with Section 3 (*General Information*) of the convocation notice of the AGM is also required when you issue this voting proxy.

Shareholders are requested to ensure that this voting proxy and voting instruction is completed and duly signed, and sent timely to the following postal address, fax number or email address (e.g. as a PDF file) by no later than **18:00 CEST on Friday, 24 April 2020**:

Shop Apotheke Europe N.V.  
c/o Better Orange IR & HV AG  
Haidelweg 48, 81241 Munich, Germany

**Fax:** +49 (0)89 889 690 655  
**Email:** shop-apotheke@better-orange.de

### Proxy for the AGM

The undersigned:

*(if the shareholder is a private person)*

Name (first name and surname):	
Address	
Postal code and city	
Country	
Passport number <sup>1</sup> and country of issue	
Number of shares held in the Company on the Record Date (i.e. at 18:00 CEST on 2 April 2020) <sup>2</sup>	

*(if the shareholder is a legal entity)*

Company name:	
Office address	
Legal representative(s) <sup>3</sup>	
Passport number <sup>4</sup> and country of issue	
Number of shares held in the Company on the Record Date (i.e. at 18:00 CEST on 2 April 2020)	

hereinafter referred to as the "**Shareholder**", hereby grants a power of attorney to: *(please tick appropriate box)*

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1 Please attach copy of valid passport.  
2 After processing of all settlement of that day.  
3 Please attach documents evidencing that the representative(s)/signator(y)(ies) is/are authorised to represent the legal entity (e.g. copy of the excerpt of the trade register evidencing the authority).  
4 Please attach copy of valid passport.

- the proxies of the Company, being each of Mr. Daniel Eichinger and Mr. Torsten Fues, both employees of Better Orange IR & HV AG, Munich, Germany; or
- the following person:

Name (first name and surname):	
Address	
Postal code and city	
Country	

hereinafter referred to as the "**Proxy Holder**", to be present at the AGM on behalf of the Shareholder, to sign the presence registration forms, participate in deliberations, speak, exercise voting rights that are connected to all the shares held by the Shareholder in respect of the items on the agenda for the AGM in accordance with the voting instruction below, and do whatever the Proxy Holder may deem necessary, all with the authority of substitution.

The Shareholder hereby agrees to indemnify and to hold harmless the Proxy Holder against any claims, actions or proceedings made against the Proxy Holder and against any damages, costs and expenses that the Proxy Holder might incur in connection with this power of attorney.

This power of attorney is governed by Dutch law. Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent court in The Netherlands.

In the event that the Shareholder later decides to attend the AGM in person, he/she/it has the possibility to withdraw this power of attorney and voting instruction prior to the AGM at the reception desk of the venue of the AGM.

### Voting instruction

*For a valid vote, only mark one box per voting item. In the event that this power of attorney is granted without voting instruction, it shall be deemed to be a voting instruction in favour of the voting item if the proposal is made by the managing board and/or the supervisory board of the Company where no voting instruction was given, and against the other voting item for all other proposals.*

<b>Individual voting instruction for agenda items (voting items only):</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Agenda item 3.a.: Remuneration report for the financial year 2019 <sup>5</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 3.c.: Adoption of the annual accounts for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 3.e.: Proposal to allocate the results of the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.b.: Final discharge from liability of Mr. Dr. Ulrich Wandel for the performance of his duties as member of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.c.: Appointment of Mr. Jasper Eenhorst as a member of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.: Adoption of a new remuneration policy for the members of the managing board and the members of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 8.a.: Proposal regarding the granting of rights to acquire shares (stock options) to members of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 8.b.: Approval and ratification to grant stock options to Mr. Jasper Eenhorst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 9.e.: 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 10.: Prolongation of the authorisation of the managing board to repurchase shares in the Company's own share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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*City*

\_\_\_\_\_

*Date*

\_\_\_\_\_

*Signature(s) (legal representative(s) of) Shareholder*

Please state your phone number in case we have any further questions (*voluntary*): \_\_\_\_\_

**If you have any queries in connection with the above proxy, please contact our hotline at telephone number +49(0)89 889 690 620, from Monday to Friday between 09:00 and 17:00 CEST.**