

CONVOCAATION OF THE ANNUAL GENERAL MEETING OF SHOP APOTHEKE EUROPE N.V. TO BE HELD VIRTUALLY ON 21 APRIL 2021

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 Wednesday, 21 April 2021 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 2020
5. Annual accounts for the financial year 2020
6. Proposed amended articles of association of the Company with explanatory notes

Shop Apotheke Europe N.V.

The managing board

10 March 2021

1. AGENDA

1. Opening

2. Report of the Managing Board

- a. Report of the Managing Board regarding the financial year 2020 (*discussion item*)
- b. Report regarding the outlines of the corporate governance structure and compliance with the Dutch Corporate Governance Code (*discussion item*)

3. Annual accounts 2020

- a. Remuneration report for the financial year 2020 (*advisory voting item*)
- b. Explanation by the external auditor of the audit approach in relation to the 2020 annual accounts and the report of the Managing Board (*discussion item*)
- c. Adoption of the annual accounts for the financial year 2020 (*voting item*)
- d. Reservation and dividend policy (*discussion item*)
- e. Proposal to allocate the results of the financial year 2020 (*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 2021 (*voting item*)

6. Composition of the Supervisory Board, their fixed annual base fees and amendment to the 2020 Remuneration Policy

- a. Notice of resignation of Mr. Jan Pyttel as a member of the Supervisory Board (*discussion item*)
- b. Final discharge from liability of Mr. Jan Pyttel for the performance of his duties as member of the Supervisory Board (*voting item*)
- c. Appointment of Ms. Henriette Peucker as a member of the Supervisory Board (*voting item*)
- d. Proposal to increase the fixed annual base fees of the Supervisory Board (*voting item*)
- e. Approval of one amendment to the 2020 Remuneration Policy, specifically for the increase of the fixed annual base fees of the Supervisory Board, and adoption of such amended 2020 Remuneration Policy (*voting item*)

7. 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 7.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 7.c. subject to certain conditions (*voting item*)
- 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 (*voting item*)

8. 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*)

9. Amendment of the articles of association

- a. Amendment of the articles of association of the Company (*voting item*)

10. Questions and any other business

11. 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 2020 (*discussion item*)

The managing board of the Company (the “**Managing Board**”) will first give a presentation regarding the performance of the Company in 2020 as presented and described in the annual accounts and in the report of the Managing Board for the financial year 2020. The shareholders will then be invited to discuss the annual accounts and the report for the financial year 2020.

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.

Annual accounts 2020

Agenda item 3.a.: Remuneration report for the financial year 2020 (*advisory voting item*)

The Company's remuneration report for the financial year 2020 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 2020.

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 2020. 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 2020 remuneration report that is included in the Company's annual accounts for the financial year 2020. 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 (the “**2020 Remuneration**”).

Policy”). The Supervisory Board performed a review, analysis and evaluation of the 2020 Remuneration Policy and of the suggestions and feedback received from the Company’s shareholders and institutional investors. Following that review, analysis and evaluation, it was decided not to amend the 2020 Remuneration Policy this year. The Supervisory Board will, however, continue to evaluate the 2020 Remuneration Policy and will be looking at how the valued suggestions and feedback from the Company’s shareholders and institutional investors on the 2020 Remuneration Policy can be incorporated in an amended remuneration policy for the Managing Board and the Supervisory Board. In the remuneration report for the financial year 2021, 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 2020 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 2020 (*voting item*)

On 3 March 2021, the members of the Managing Board and the Supervisory Board signed the Company's annual accounts for the financial year 2020 drawn up by the Managing Board. Mazars Accountants N.V., the Company's external auditor, has audited the annual accounts for the financial year 2020 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 2020.

The annual accounts for the financial year 2020 were published on 3 March 2021 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 2020.

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 2020. 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 2020 (*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 2020 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 2020, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2020 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 2020, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2020 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 2021 (*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 2021.

Composition of the Supervisory Board, their fixed annual base fees and amendment to the 2020 Remuneration Policy

Agenda item 6.a.: Notice of resignation of Mr. Jan Pyttel as a member of the Supervisory Board (discussion item)

Mr. Jan Pyttel will be resigning as member of the Supervisory Board after being the chairman of the Supervisory Board since 23 September 2016. His resignation will take effect as per the date of the general meeting (i.e. 21 April 2021).

The Supervisory Board will be appointing Mr. Björn Söder, one of the current members of the Supervisory Board, as the new chairman of the Supervisory Board.

Agenda item 6.b.: Final discharge from liability of Mr. Jan Pyttel for the performance of his duties as member of the Supervisory Board (voting item)

It is proposed to grant final discharge to Mr. Jan Pyttel from liability for the supervision on the (policies of the) Managing Board performed by him up to and including 21 April 2021, insofar as the performance of such duties has been disclosed to the general meeting.

Agenda item 6.c.: Appointment of Ms. Henriette Peucker 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. Henriette Peucker as a member of the Supervisory Board with effect as per the date of the general meeting (i.e. 21 April 2021). The proposed appointment is for a four-year term ending at the close of the annual general meeting to be held in 2025.

Ms. Peucker (51) is a partner at Finsbury Glover Hering, a leading global strategic communications and public affairs communications consultancy. Ms. Peucker is responsible for the Brussels office of Finsbury Glover Hering, and focusses particularly on situations where complex regulation meets big politics and media attention. Prior to joining Finsbury Glover Hering in 2010, Ms. Peucker was the Head of European Public Affairs at Deutsche Börse Group responsible for a pan-European team working on financial regulation from 2002 and throughout the financial crisis. Previous experiences include six years in investment banking at Schrodgers and Citigroup in London and three years in a French public affairs consultancy in Paris.

At the date of the notice convening this annual general meeting of the Company, Ms. Peucker did not hold any shares in the Company's share capital. She is a former member of the supervisory board of

Galeria Kaufhof GmbH, a German department store chain with headquarters in Cologne, Germany. Currently, Ms. Peucker is not a member of a supervisory board of any other company.

The Supervisory Board has nominated Ms. Peucker to be appointed as a member of the Supervisory Board in view of her extensive professional experience in the fields of corporate strategy and capital markets, public affairs and communication.

Ms. Peucker 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 2020 Remuneration Policy will also apply to Ms. Peucker, except that it is proposed that Ms. Peucker will be entitled to a fixed annual base fee of EUR 40,000 in accordance with the proposal under agenda item 6.d.

Agenda item 6.d.: Proposal to increase the fixed annual base fees of the Supervisory Board (voting item)

It is proposed to increase the fixed annual base fee of the Supervisory Board, which they receive to compensate them for their services for the Company, with effect as per the date of the general meeting (i.e. 21 April 2021) as follows:

- a) EUR 80,000 for the chairperson of the Supervisory Board;
- b) EUR 60,000 for the vice-chairperson of the Supervisory Board; and
- c) EUR 40,000 for the other members of the Supervisory Board.

The fixed compensation paid to the members of the Supervisory Board is not linked to the financial results of the Company. The reason for increasing the fixed annual base fees for the members of the Supervisory Board is to better align their remuneration with the performance and strategy of the Company and to attract, retain and reward highly qualified non-executives with the required background, skills, experience and drive to supervise implementation of the strategy and operational objectives of the Company, resulting in long-term value creation for the Company.

Agenda item 6.e.: Approval of one amendment to the 2020 Remuneration Policy, specifically for the increase of the fixed annual base fees of the Supervisory Board, and adoption of such amended 2020 Remuneration Policy (voting item)

It is proposed to amend paragraph 3.8 of the 2020 Remuneration Policy to reflect the increase of the fixed annual base fee of the members of the Supervisory Board in accordance with the proposal under

agenda item 6.d., to approve such amendment to the 2020 Remuneration Policy and to adopt such amended 2020 Remuneration Policy.

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

Agenda item 7.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 30 April 2020 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 the proposal under agenda item 7.c.

Agenda item 7.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 7.a. subject to certain conditions (voting item)

It is proposed that the current authorisation given pursuant to the resolution of the general meeting on 30 April 2020 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 the proposal under agenda item 7.d.

Agenda item 7.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)

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 20 April 2026), 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.

The proposal for this authorisation is made to allow for appropriate and sufficient flexibility for the Company to acquire further companies and/or their businesses in a competitive and high growth market.

Agenda item 7.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 7.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 20 April 2026), 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 the proposal under agenda item 7.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.

Agenda item 7.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 (*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 30 April 2020, 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 2% of the total number of issued shares outstanding on 30 April 2020, for the calendar year 2020, under, pursuant to and in connection with the 2019 ESOP.

In addition to the proposal under agenda item 7.c., 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 0.07% of the total number of issued shares outstanding on the date of this annual general meeting, for the calendar year 2021, 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 8: 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 20 October 2022), 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.

Amendment of the articles of association

Agenda item 9: Amendment of the articles of association of the Company (*voting item*)

The amendment of the articles of association of the Company is proposed by the Managing Board, which proposal has been approved by the Supervisory Board.

The amendment of the Company's articles of association is intended to make a number of adjustments to Company's articles of association which, among other things, have been prompted by changes in law and regulations.

This proposal also includes to authorise, in connection with the amendment of the articles of association, each member of the Managing Board of the Company as well as each of the lawyers and notarial assistants practising with Hogan Lovells International LLP in Amsterdam to execute the notarial deed of amendment of the articles of association.

The proposal for the amendment of the articles of association of the Company with explanatory notes was made available on the Company's corporate website in the section Investor Relations/General Meeting/Annual General Meeting 2021 on the date of the notice convening this annual general meeting.

Agenda item 10: Questions and any other business

Agenda item 11: 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 21 April 2021 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 21 April 2021, 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 Dirk Hartogweg 14, 5928 LV Venlo, 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 Venlo 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 21 April 2021 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 21 April 2021.

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). 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 **Wednesday, 21 April 2021** will be those persons who, after all changes have been processed, have these rights on **Wednesday, 24 March 2021** (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) through their bank or stockbroker.

Notification for registration can take place as from **Thursday, 25 March 2021** until **18:00 CEST on Thursday, 15 April 2021** at the latest. For this purpose, the intermediary that has registered the shares must, no later than **13:00 CEST on Friday, 16 April 2021**, issue a written statement in either in English or in German to Better Orange IR & HV AG by 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 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 **Wednesday, 24 March 2021**, at <http://shop->

apotheke-europe.com in the section Investor Relations/General Meeting/Annual General Meeting 2021.

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 **Wednesday, 24 March 2021**, at <http://shop-apotheke-europe.com> in the section Investor Relations/General Meeting/Annual General Meeting 2021. 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, 16 April 2021**.

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 Wednesday, 21 April 2021. 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, 15 April 2021**. 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 21 April 2021 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 21 April 2021.

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) and (ii) register themselves at the registration desk at the venue in Venlo between 09:00 CEST and the start of the annual general meeting at 10:00 CEST on Wednesday, 21 April 2021. 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 Venlo. 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 358,702.42, consisting of 17,935,121 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 17,935,121.