

## VOTING RESULTS AND RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF SHOP APOTHEKE EUROPE N.V. HELD IN VENLO, THE NETHERLANDS, ON 26 APRIL 2018

A total of 7,051,450 shares were represented at the annual general meeting of Shop Apotheke Europe N.V. (the "**Company**"), representing an equal number of votes to be exercised in respect of each of the voting items listed below. This represents 58.66% of the total issued and outstanding shares on the Record Date (i.e. at 18:00 CEST on 29 March 2018), which amounted to 12,020,456 ordinary shares. For each voting item all the potential numbers of valid votes were exercised. Percentages have been rounded.

Agenda item	Description	For	Against	Abstain	Total number of shares for which votes were validly cast / votes cast <sup>1</sup>	Percentage <sup>2</sup>	Percentage <sup>3</sup>
4	Adoption of the annual accounts for financial year 2017	7,050,941	0	509	7,050,941	100.00%	58.66%
5	Allocation of the results of financial year 2017 to the accumulated net loss	7,050,941	0	509	7,050,941	100.00%	58.66%
6.a.	Adoption and implementation of the remuneration policy for the members of the managing board and the members of the supervisory board	7,040,811	10,130	509	7,050,941	99.86%	58.66%
6.b.	Adoption and implementation of the management and employee stock option plan as part of the remuneration policy for the members of the managing board	7,041,320	10,130	0	7,051,450	99.86%	58.66%
7	Discharge from liability of the members of the managing board for the performance of their duties during the past financial year	7,020,530	0	30,920	7,020,530	100.00%	58.40%
8	Discharge from liability of the members of the supervisory board for the performance of their duties during the past financial year	7,050,941	509	0	7,051,450	99.99%	58.66%
9	Re-appointment of BDO Audit & Assurance B.V., Eindhoven, as external auditor of the Company for the financial year ending 31 December 2018	7,051,450	0	0	7,051,450	100.00%	58.66%

<sup>1</sup> This number is equal to the number of validly cast votes: the total number of votes for and against. The abstentions are not included in this number.

<sup>2</sup> Percentage of votes for in relation to the total number of votes for and against.

<sup>3</sup> Percentage of the total number of votes for and against in relation to the total issued and outstanding share capital.

Agenda item	Description	For	Against	Abstain	Total number of shares for which votes were validly cast / votes cast <sup>1</sup>	Percentage <sup>2</sup>	Percentage <sup>3</sup>
10.a.	Revocation of the current designation of the managing board of the Company as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions as set out in the explanatory notes to the agenda	7,051,450	0	0	7,051,450	100.00%	58.66%
10.b.	Revocation of the current designation of the managing board of the Company 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 10.a. subject to certain conditions as set out in the explanatory notes to the agenda	7,051,450	0	0	7,051,450	100.00%	58.66%
11.a.	Designation of the managing board of the Company as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions as set out in the explanatory notes to the agenda	7,051,320	130	0	7,051,450	99.99%	58.66%
11.b.	Designation of the managing board of the Company 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 11.a. subject to certain conditions as set out in the explanatory notes to the agenda	7,051,320	130	0	7,051,450	99.99%	58.66%
12	Prolongation of the authorisation of the managing board to acquire shares in the Company's own share capital	7,051,450	0	0	7,051,450	100.00%	58.66%