

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF SHOP APOTHEKE EUROPE N.V.

These terms of reference have been adopted by the supervisory board (the *Supervisory Board*) of Shop Apotheke Europe N.V. (the *Company*) on 14 April 2022.

1. COMPOSITION

- 1.1 The Company's nomination committee (the *Nomination Committee*) consists of at least two members. All members of the Nomination Committee must also be members of the Supervisory Board.
- 1.2 The members of the Nomination Committee, including the chairperson of the Nomination Committee (the *Chairperson*), and, if deemed desirable, a secretary shall be appointed by the Supervisory Board. The majority of the members of the Nomination Committee must be independent within the meaning of the Dutch Corporate Governance Code (the *Code*).
- 1.3 The members of the Nomination Committee shall serve until a successor is duly elected or until such member's earlier resignation or removal. The members of the Nomination Committee may be removed, with or without cause, by a majority vote of the Supervisory Board.

2. DUTIES AND RESPONSIBILITIES

- 2.1 Within the Supervisory Board, the Nomination Committee is charged with the following duties:
 - 2.1.1 Preparing the Supervisory Board's decision-making in respect of selection and appointment related matters.
 - 2.1.2 Drawing up selection criteria and appointment procedures for the members of the management board of the Company (the *Management Board*) and Supervisory Board.
 - 2.1.3 Periodically assessing the size and composition of the Management Board and Supervisory Board and making a proposal for a composition profile of the Supervisory Board.
 - 2.1.4 Periodically assessing the functioning of individual members of the Management Board and Supervisory Board and reporting on this to the Supervisory Board.
 - 2.1.5 Drawing up a plan for the succession of members of the Management Board and Supervisory Board that is aimed at retaining the balance in the requisite expertise, experience and diversity.
 - 2.1.6 Proposing or recommending to the Supervisory Board (a) the individuals to be proposed to the Company's general meeting for appointment and reappointment as member of the Management Board and Supervisory Board and (b) the appointment by the Supervisory Board of the members of the committees of the Supervisory Board.

- 2.1.7 Supervising the policy of the Management Board regarding the selection criteria and appointment procedures for senior management.
- 2.2 In the conduct of the aforementioned duties, the Nomination Committee takes the diversity policy of the Company (once adopted) into consideration.
- 2.3 When exercising its duties regarding the composition of the Supervisory Board, the Nomination Committee shall observe the criteria on the composition of the Supervisory Board as laid down in the rules of the Supervisory Board.
- 2.4 The Nomination Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time.
- 2.5 The Nomination Committee's authorities are limited to making proposals and recommendations to the Supervisory Board and shall not include the right to adopt resolutions on behalf of the Supervisory Board.
- 2.6 The Nomination Committee is empowered to study or investigate any matter of interest or concern that the Nomination Committee deems appropriate for the fulfilment of its responsibilities and duties and may seek advice from outside counsel or other experts for this purpose.

3. MEETINGS

- 3.1 The Nomination Committee shall meet as often as required for a proper functioning of the Nomination Committee.
- 3.2 The Chairperson or any other member of the Nomination Committee may call meetings of the Nomination Committee with due observance of a reasonable notice period. The person calling the meeting may determine the agenda (taking into account requests, if any, from other members of the Nomination Committee). The agenda and accompanying materials for the meeting will be sent to the members of the Nomination Committee in good time before the meeting.
- 3.3 Meetings of the Nomination Committee shall generally be held at the offices of the Company, but may also take place elsewhere. Meetings may also be held by telephone or by other means of communication provided that all participants can hear each other simultaneously.
- 3.4 The Nomination Committee may invite to its meeting any member of the Management Board, employee of the Company and such other persons as it deems appropriate, with care being taken to avoid any conflicts of interest. Each member of the Supervisory Board may attend meetings of the Nomination Committee.
- 3.5 At least two members of the Nomination Committee need to be present or represented at a meeting for any valid decisions to be taken at said meeting. Each member of the Nomination Committee has the right to cast one vote. Without prejudice to Article 2.5 of these terms of reference, the Nomination Committee shall endeavour to adopt decisions by affirmative vote of all members as much as possible, but decisions can also be adopted with an absolute majority of the votes cast.

- 3.6 The secretary of the Nomination Committee or any other person designated for such purpose by the chairperson of the meeting shall draw up minutes of the meeting of the Nomination Committee.

4. REPORTING TO THE SUPERVISORY BOARD

- 4.1 The Nomination Committee reports its deliberations and findings to the Supervisory Board. All members of the Supervisory Board will have access to the documents (including the minutes) of the Nomination Committee.

5. MISCELLANEOUS

- 5.1 The Nomination Committee shall review and evaluate, at least annually, the adequacy of these terms of reference and recommend to the Supervisory Board any improvements to these terms of reference that the Nomination Committee considers necessary or valuable. The annual assessment of the workings of the Nomination Committee and the performance of its members shall form a part of the annual overall assessment of the Supervisory Board and its members.
- 5.2 The Supervisory Board may occasionally decide not to comply with these terms of reference, subject to applicable law and regulations.
- 5.3 The Supervisory Board can at all times amend these terms of reference and/or revoke any powers granted by it to the Nomination Committee.
- 5.4 Article 18 and Article 20 of the rules for the Supervisory Board apply *mutatis mutandis* to these terms of reference.
- 5.5 These terms of reference shall be published on the website of the Company.