

MINUTES
OF THE ANNUAL GENERAL MEETING OF
SHOP APOTHEKE EUROPE N.V.

1. MINUTES GENERAL MEETING

These are the minutes of the annual general meeting of **Shop Apotheke Europe N.V.**, a public limited company (*naamloze vennootschap*), having its corporate seat (*statutaire zetel*) in Venlo, The Netherlands, its registered address at Dirk Hartogweg 14, 5928 LV Venlo, The Netherlands, and registered with the trade register (*handelsregister*) of the Chamber of Commerce (*Kamer van Koophandel*) under number 63986981 (the "**Company**"), held at Van der Valk Hotel Venlo, Nijmeegseweg 90, 5916 PT Venlo, The Netherlands, on 26 April 2018 at 10:00 CEST.

2. PRESENT ON BEHALF OF THE COMPANY

2.1 Supervisory Board

- (a) Mr. Jan Pyttel;
- (b) Mr. Dr. Björn Söder;
- (c) Mr. Frank Köhler;
- (d) Mr. Jérôme Cochet.

2.2 Managing Board

- (a) Mr. Michael Köhler;
- (b) Mr. Dr. Ulrich Wandel;
- (c) Mrs. Theresa Holler;
- (d) Mr. Stephan Weber;
- (e) Mr. Marc Fischer.

3. OPENING

Mr. Jan Pyttel (the chairman) opens the meeting at 10:05 CEST and welcomes those present at the meeting. The chairman notes that in accordance with the articles of association of the Company he, Mr. Jan Pyttel, will act as chairman of the meeting. The chairman appoints Ms. Janelle de Ruiter of Hogan Lovells International LLP as secretary of the meeting and requests her to prepare the minutes of the meeting.

The chairman introduces the members of the supervisory board of the Company (the "**Supervisory Board**") and the members of the managing board of the Company (the "**Managing Board**"). The chairman notes that also present at the meeting are:

- (a) Mr. Pieter-Paul Saasen of BDO Audit & Assurance B.V. ("**BDO**"), who will give a short explanation to the audit of the annual accounts 2017; and
- (b) Ms. Aafke Pronk and Ms. Leonie Huisman of Hogan Lovells International LLP.

The chairman records that the meeting is convened with due observance of all provisions set by law and the articles of association of the Company. The meeting documents were published on the website of the Company (<http://shop-apotheke-europe.com>) on

13 March 2018 and a press release was issued on the same date. The agenda, explanatory notes thereto and ancillary documents, including the annual accounts and annual report for the financial year 2017, the proposed remuneration policy and the proposed management and employee stock option plan, were made available for inspection at the offices of the Company. The chairman notes that the legal requirements and requirements set out in the articles of association of the Company have been met and that valid resolutions can be adopted on the items set out in the agenda.

The total number of issued shares of the Company is 12,020,456 shares. A total of 7,051,450 shares are present or represented at the meeting. The issued capital of the Company is EUR 240,409.12. This means that 58.66% (rounded) of the total number of issued shares is present at the meeting.

The chairman explains that voting takes place based on the so-called subtraction procedure, which means that only the votes against a proposal and the abstentions will be counted. Based on (i) the number of votes against a proposal and (ii) the number of abstentions, it will be determined whether a proposal has been adopted. Voting will take place by submitting the individual voting slips attached to the voting cards that have been provided before the start of the meeting. The chairman briefly describes the process for voting with the voting cards. The main voting card includes all voting items on the agenda. After the general debate, voting on the individual agenda items will be carried out in one stage through a collection of the voting slips with collection urns. One urn is marked with a red "no" and a second one is marked with "abstention" in black. Shareholders present or represented who are in general agreement with the agenda items should not submit any voting slips. Shareholders present or represented who wish to vote "no" or "abstention" in respect of individual, several or all agenda items, need to place the relevant voting slip(s) for those items in the respective urn. The voting slips for all voting items will be collected by assistants at the end of the general debate and counted by electronic scanning of the barcodes printed on the voting slips, before the chairman closes the meeting.

The chairman points out that voting can only take place in this room due to organisational reasons and that the collection of votes against a proposal and the abstentions will take place at the end of the meeting, before the chairman closes the meeting. The shareholders present or represented, who would like to participate in the voting procedure, should therefore not leave this room before the chairman closes the meeting.

The official voting results will be published on the website of the Company within 15 calendar days after the date of this general meeting.

The general meeting is conducted in English. Questions can be raised in English or in Dutch. If a question is raised in Dutch, a brief summary of the question in English will be given and the question will be answered in English. A tape recording will be made of this general meeting by the secretary of the meeting but will not be made public. The chairman points out that no other person is permitted to take photos or recordings during the general meeting, and asks any members of the press to stop filming or making photos or recordings. Persons violating this rule will be requested to leave the meeting. The chairman further requests that everyone turns off their mobile telephones.

4. REPORT MANAGING BOARD

The chairman invites Mr. Michael Köhler, the CEO of the Company, and Mr. Stephan Weber, the CMO of the Company, to give a presentation regarding the course of business during the financial year 2017.

4.1 Presentation Managing Board

Mr. Michael Köhler welcomes those present to the annual general meeting of the Company. Mr. Michael Köhler and Mr. Stephan Weber give a presentation regarding the course of the Company's business during the financial year 2017, including the following subjects: (a) a short overview of the Company and (b) the operational developments.

(a) Overview of the Company

As introduction, Mr. Michael Köhler shows a short film about the Company and its business.

Mr. Michael Köhler explains the Company's business financial year 2017, including the acquisition and integration of EHS Europe Health Services B.V. ("**Europa Apotheek**") and the placement of the convertible bonds earlier this month.

Mr. Michael Köhler states that the financial year 2017 was a successful year for the Company. There is an enormous shift from offline business to the online business in all categories. The addressable market in continental Europe is about EUR 164 billion. The over the counter ("**OTC**") and personal beauty and care business is EUR 35 billion (i.e. 20% of the addressable market) and the additional EUR 129 billion is the prescription ("**Rx**") market (i.e. 80% of the addressable market). Different to other sectors, the online penetration in the European pharmacy market is very low due to previous legal restrictions, which have been relieved only recently. Most of the European countries started to allow mail order and online business two to four years ago. Therefore, the market share of online business in the pharmacy sector is only around 2% compared to other sectors in the market of 25% and more. The exception is Germany with 17% market penetration in the OTC market.

Mr. Michael Köhler emphasises that the pharmacy market is very fragmented. In Continental Europe, there are around 130,000 single pharmacies, of which 95% are independent pharmacies owned by pharmacists (and no company ownership). The Company is the only pharmacy which has a real multi-country approach for the European market and is currently active in seven countries in the European market (i.e. Germany, Spain, Italy, Belgium, Austria, France and the Netherlands). The growth rate of the last year is about 60% and the growth rate over the last five years is 51% (on average).

Mr. Michael Köhler states that the financial year 2017 was also a successful year for the Company due to the integration of Europa Apotheek into the Company, pursuant to which the OTC offering and the Rx offering was combined. This has created a different customer profile for the Company, as the Company had a much younger profile of customers while Europa Apotheek's customers are aged typically 45 and older. The clue to success is serving the whole family from young children up to and including the grandparents.

Mr. Michael Köhler addresses that the coalition agreement that has been signed by the German political parties CDU, CSU and SPD, has been of an external influence on the Company. As part of the coalition agreement, the coalition parties have expressed an intention to prevent mail order from Rx businesses. This would affect the Company.

However, Mr. Michael Köhler states that an implementation of such prevention would be difficult from a European perspective. Also, the new German Federal Minister of Health, Minister Spahn, is a clear advocate of the digitalisation of the health care market which would help the Company to grow even much faster than expected.

Mr. Michael Köhler continues that on 12 April 2018, the Company succeeded in the successful placement of a convertible bond in the market for EUR 75 million to mainly support the M&A activities of the Company. These M&A activities could possibly include acquiring a larger German pharmacy to add economies of scale to the Company or some form of strategic investment in usually smaller units which will enhance the Company's offering.

Lastly, one of the major factors for the success of the Company is that the Managing Board has been working closely together since 2010. The Company combines different types of know-how, namely the financing, marketing, operations, purchasing, IT technics, etc. in this leadership team.

(b) Operational developments

Mr. Stephan Weber explains the development of the Company's customer base, site visits and orders in 2017 as well as operational accomplishments in 2017.

Mr. Stephan Weber states that the Company's customer base grew in 2017 from 1.8 million to 2.7 million active customers. In Q3 the increase of the number of customer was due to organic growth and the acceleration of the growth rate in Q4 was due to the acquisition of Europa Apotheek.

From a site visit growth perspective, the Company has a significant growth of site visits by 71% to 72 million. At the same time, the mobile share has increased by 50%. Furthermore, the web traffic is very stable in 2017, because the Company is focussing on higher quality of traffic, which leads to a higher conversion rate of the Company's websites.

From an order perspective, the number of orders increased by 45% to 5.7 million in 2017. At the same time, the Company managed to increase the average shopping cart size to EUR 70. Q3 included only organic growth, while in Q4 the significant increase of the shopping cart size from EUR 54 to EUR 70 is due to the acquisition of Europa Apotheek. Europa Apotheek focusses on Rx medication customers with an average shopping cart size of around EUR 180 compared to a shopping cart size of around EUR 54 of the Company. Another good sign for the Company is a high loyalty of the customers. The repeat orders are around 82% and this means that around 80% of the orders come from existing customers in Q4.

Mr. Stephan Weber continues with explaining the operational accomplishments in 2017 and states that, although the Company already grew very fast over the last years, the Company still has significant growth possibilities. Based on a Sempora research study, all continental European markets will grow with more than 100% within the next three or four years. Even the German market, the core market of the Company, which is already material, will grow by more than 100% up to EUR 2 billion and other international markets will even grow faster by more than 150%. Currently, the online pharmacy market in continental Europe is still in its infancy, so the online penetration is close to zero. The Company expects a similar development in continental Europe as in the US market, where online penetration for pharmacies is around 25%. In other e-commerce markets (e.g. films, books, etc.) the online penetration is sometimes more than 40%. In continental Europe, the Company expects a similar development in the pharmacy market.

4.2 Questions

The chairman offers the opportunity to ask questions. No questions were raised.

5. ANNUAL REPORT FOR THE FINANCIAL YEAR 2017 (AGENDA ITEM 2)

The chairman invites Mr. Dr. Ulrich Wandel, the CFO of the Company, to give a presentation regarding the financial performance of the Company during the financial year 2017.

5.1 Presentation Managing Board

Mr. Dr. Ulrich Wandel gives a presentation regarding the financial performance of the Company during the financial year 2017, in particular regarding the consolidated key financials, revenue growth, segment EBITDA, cash flow and working capital and capital expenditure.

Mr. Dr. Ulrich Wandel starts with explaining the consolidated key financials. The Company grew by 60% in 2017 compared to 2016. This means that the Company met its ambitious growth targets for 2017 and that the Company started with a very positive sales momentum into the new fiscal year 2018. The Company published its financial results on 25 April 2018, which show that the Company grew by 105% compared to Q1 in 2017.

Mr. Dr. Ulrich Wandel states that the profit of the Company has increased by 59%, which is in line with the revenue growth. The Company's group gross margin has remained almost unchanged at 20.3% and the international margin has increased by 3% to 21.4%. This shows a strong improvement in the international markets.

Mr. Dr. Ulrich Wandel continues that the revenue growth was 44% in Germany, which is the core market of the Company. A part of this growth was due to the acquisition of Europa Apotheek, which contributed EUR 25 million to sales since its consolidation on 8 November 2017. The gross margin came slightly down to 19.8% due to the higher share of the Rx medications of Europa Apotheek. Due to the very high Rx-baskets, the contribution per parcel is even much higher. Economies of scale and high efficiency have led to an above average increase in the segment EBITDA of Germany resulting in a margin of 3.3% (2016: 2.7%).

Mr. Dr. Ulrich Wandel explains that the international sales have more than doubled and the revenues have risen by more than 143% in 2017 to EUR 73.7 million (rounded). The overall share of international sales has increased to 21.4% and is still growing in 2018, which includes the effect of the consolidation of Europa Apotheek. It is expected that in the mid-term the Company will constantly increase the international share of its sales.

Both the Company and Europa Apotheek have their operations in Venlo. Some highlights of the investments made in automation are: goods-in automation, speeding up the process of receiving products from suppliers and wholesalers, an automated high-bay rack and the on-going ERP development. This includes the webshop development but also the on-going development of the IT system and the IT infrastructure. Such investments will continue in 2018.

Mr. Dr. Ulrich Wandel continues that the segment EBITDA before administration costs is split between the German market and the international market. The earnings in the German market in 2017 increased from EUR 4 million to EUR 6.9 million. The Company invested in the international market and therefore the segment EBITDA decreased from minus EUR 3.9 million to minus EUR 6.6 million. Investment means that the Company

invested in acquiring new customers, which has led to the strong growth of 143%, especially in new markets such as Italy, Spain and France, but also in the more advanced markets such as Belgium and Austria where the Company has progressed with TV advertising. The international segment EBITDA reflects the build-up of these international markets. This is considered a very good investment since the time is now to take advantage of the switch from offline to online and increase market shares (as the Company did in Germany, Austria and Belgium). Subsequently, the Company focusses on internal projects (i.e. webshop development in Germany and in the international market, the scale up of the ERP system and the processing of customer orders).

Mr. Dr. Ulrich Wandel explains that the cash went down from EUR 58.5 million to EUR 28.3 million at the end of 2017 mostly through building-up inventory before year end due to the common practice that the pharmaceutical industry stops direct deliveries before Christmas until January of the next year. This means that the Company always needs to build-up extra buffer for about three weeks that allows the Company to ship products into the new-year. This results in a negative cash flow at year end and a positive cash flow in the first half year of the next year. EUR 21.1 million went into the increase of stocks on 31 December 2017, which gives the main reason for the cash reduction. Subsequently, the cash flow is affected by investments of the Company in automation and in intangible assets (i.e. IT systems and webshops) and everything that is needed to expand the operations of the Company (EUR 9.6 million). Lastly, the cash flow is affected by financing activities of the Company, namely the fact that the Company sold short-term securities, liquidity funds that the Company keeps to avoid negative interests, which the Company will continue to do in 2018.

Mr. Dr. Ulrich Wandel continues to explain that the capex development in the reporting period comprises investments in automation and increased warehouse capacity. In 2017 the working capital went up to 10.7% which was mostly due to the build-up of inventory at year end. The Company expects that the working capital ratio will decrease towards a target of circa 7%.

Mr. Dr. Ulrich Wandel concludes that the outlook for the Company is very positive: the Company is on a path to profitable growth, and in the German core market the Company already achieves a positive segment EBITDA, which the Company invests into the expansion of the international markets. In Germany the Company is profitable, even after administrative cost. The Company's guidance for 2018 are sales of EUR 530 to EUR 560 million and an adjusted EBITDA level of EUR 0 to EUR 2 million on a group level. The Company aims at growing profitably and strives to be in a position to generate profitable cash flows in the next years.

5.2 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

6. **RESERVATION AND DIVIDEND POLICY (AGENDA ITEM 3)**

The chairman invites Mr. Dr. Ulrich Wandel to give an explanation regarding the Company's reservation and dividend policy.

6.1 **Explanation Managing Board**

Mr. Dr. Ulrich Wandel explains that due to the Company's European growth story and online pharmacy leadership, current results are not yet positive and therefore lead to a decrease of other reserves. The Company is still in a loss-making position. Therefore, the

Company will not yet pay out dividends to its shareholders. A detailed dividend policy shall be defined when positive reserves allow for dividend payments to be made.

6.2 Questions

The chairman offers the opportunity to ask questions. No questions were raised.

7. ADOPTION OF THE ANNUAL ACCOUNTS FOR FINANCIAL YEAR 2017 (AGENDA ITEM 4)

7.1 Explanation external auditor

The chairman notes that the Company's annual report 2017 includes the unqualified auditor's statement from BDO. The chairman invites Mr. Pieter-Paul Saasen of BDO to give an explanation regarding the audit of the 2017 accounts as performed by BDO.

Mr. Pieter-Paul Saasen explains that BDO was appointed in the previous annual general meeting, and therefore the year 2017 was the first audit of the Company done by BDO. The framework under which BDO has performed the audit work is IFRS for the consolidated financial statements and Dutch GAAP for the stand-alone financial statements of the Company, and the audit is performed under Dutch Standards on Auditing as issued by the Dutch Body for Audit Profession (*Nederlandse Beroepsorganisatie van Accountants*). The scope of the audit work that BDO has performed last year includes issuance of an unqualified audit statement on the financial statements as a whole. This means that BDO did not issue a statement on an individual line item of the profit and loss accounts, the balance sheet or the cash flow statement.

Mr. Pieter-Paul Saasen states that BDO has also verified the report presented by the Managing Board. BDO has verified (1) whether or not every item that should have been included under Dutch law is included and (2) whether or not the report issued by the Managing Board is consistent with the balance sheet and the income statement so that there are no differences between the numbers and the wording used by the Managing Board. Lastly, BDO verified the other information included in the financial statements. The financial statements include a long form auditor's report which is included in the annual report. This also includes a brief summary of the procedures performed by BDO.

Mr. Pieter-Paul Saasen continues to explain how the audit is organised. The audit consists of three phases: (1) planning and risk analysis phase, (2) the interim audit in which BDO tests internal procedures and BDO creates a view upon the Company's internal control environment and (3) year-end audit. BDO uses a materiality threshold, samples which are based both on size and complexity of items in the financial statements. BDO cannot verify every transaction or every journal entry, but BDO will take selections based upon significance, size and the risk analysis.

During the interim audit, BDO reviews internal processes primarily related to revenue, purchases and everything that results into an item in the financial statements. During the year-end audit, BDO focusses on the larger and the more complex line items. BDO puts more attention to key audit matters like intangible fixed assets such as goodwill and takes a close look at the Company's inventory position as well as the costs. A key audit matter that resulted in a capital increase of the Company was the acquisition of Europa Apotheek.

Any further topics which have been verified by BDO are (1) the business combinations which are a key audit matter in the long form audit report as included in the financial report, (2) the Company's IT system and (3) the going concern assumption, which because of the negative cash flow situation has been reviewed very carefully as well.

Mr. Pieter-Paul Saasen briefly elaborates on the communications between the Company and BDO. Mr. Pieter-Paul Saasen attended the Supervisory Board meetings during the year 2017, issued the long form auditors report and today presents the highlights performed by BDO at the annual general meeting. The management letter and the board report issued at the year-end are discussed by BDO and the Managing Board and the Supervisory Board.

7.2 **Explanation Managing Board**

The chairman brings into discussion the proposal to adopt the annual accounts for the financial year 2017 and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

Mr. Dr. Ulrich Wandel explains that it is proposed to adopt the annual accounts 2017. On 27 February 2018 the members of the Managing Board and the Supervisory Board signed the annual accounts 2017 drawn up by the Managing Board. The annual accounts were published on 12 March 2018 and are submitted for adoption by the general meeting in this annual general meeting. BDO, the Company's external accountant, has issued an auditor's report with an unqualified audit opinion, which is included in the annual accounts for the financial year 2017. The report of the Supervisory Board is also included in the annual accounts for the financial year 2017.

7.3 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

7.4 **Resolution**

The chairman puts the proposal to voting and reminds the shareholders present or represented of the voting card procedure.

8. **PROPOSAL TO ALLOCATE THE RESULTS OF THE FINANCIAL YEAR 2017 (AGENDA ITEM 5)**

The chairman brings into discussion the proposal to allocate the results for the financial year 2017 to the Company's accumulated net loss and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

8.1 **Explanation Managing Board**

Mr. Dr. Ulrich Wandel explains that 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 2017 to the Company's accumulated net loss.

8.2 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

8.3 **Resolution**

The chairman puts the proposal to voting by using the voting cards.

9. **ADOPTION AND IMPLEMENTATION OF THE REMUNERATION POLICY FOR THE MEMBERS OF THE MANAGING BOARD AND THE MEMBERS OF THE SUPERVISORY BOARD (AGENDA ITEM 6.A.)**

The chairman brings into discussion the proposal to adopt and implement the remuneration policy for the members of the Managing Board and the members of the

Supervisory Board and invites Mr. Michael Köhler to give a short explanation regarding the proposal.

9.1 **Explanation Managing Board**

Mr. Michael Köhler explains that pursuant to the Dutch Civil Code, the Company is required to inform the general meeting about the implementation of the remuneration policy for the Managing Board during the past financial year. The remuneration report for the Managing Board for the financial year 2017 is included in the Company's annual report for the financial year 2017. The Company's remuneration policy for the financial year 2017 was adopted and implemented pursuant to a resolution of the general meeting on 16 May 2017.

The new remuneration policy was made public on the Company's website. The proposed remuneration policy submitted to be adopted and implemented by the general meeting in this annual general meeting contains a rectification of the name of the Dutch pension fund to which the employer's contribution is paid for Theresa Holler, the Company's COO and Chief Pharmacist. The correct name is Stichting Pensioenfonds Openbare Apothekers (SPOA).

It is proposed to adopt and implement this new remuneration policy for the members of the Managing Board and the members of the Supervisory Board for the financial years 2018 up to and including 2020.

9.2 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

9.3 **Resolution**

The chairman puts the proposal to voting by using the voting cards.

10. **ADOPTION AND IMPLEMENTATION OF THE MANAGEMENT AND EMPLOYEE STOCK OPTION PLAN AS PART OF THE REMUNERATION POLICY FOR THE MEMBERS OF THE MANAGING BOARD (AGENDA ITEM 6.B.)**

The chairman brings into discussion the proposal to adopt and implement the management and employee stock option plan as part of the remuneration policy for the members of the Managing Board and invites Mr. Michael Köhler to give a short explanation regarding the proposal.

10.1 **Explanation Managing Board**

Mr. Michael Köhler explains that as part of the Company's new remuneration policy for the Managing Board, it is proposed by the Supervisory Board that the remuneration for the Managing Board will include the proposed management and employee stock option plan (the "**ESOP**"). The ESOP was made public on the Company's website.

As part of the proposed ESOP, eligible persons, including members of the Managing Board, can be granted rights (stock options) to acquire shares in the share capital of the Company up to a maximum of 500,000 new shares for a certain exercise price, all on the terms and subject to the conditions set out in the ESOP.

The proposed ESOP submitted to be adopted and implemented by the general meeting in this annual general meeting contains two amendments:

- (a) eligible persons include certain persons with (consulting or management) agreements with the Company or with a subsidiary as designated by the Company from time to time in its sole discretion; and
- (b) the exercise price of each stock option shall be such price as determined by the Managing Board, provided that the exercise price of stock options held by members of the Managing Board shall be such price as determined by the Supervisory Board.

It is therefore proposed to adopt and implement this new ESOP as part of the remuneration policy for the Managing Board for the financial years 2018 up to and including 2020.

10.2 Questions

The chairman offers the opportunity to ask questions. No questions were raised.

10.3 Resolution

The chairman puts the proposal to voting by using the voting cards.

11. DISCHARGE FROM LIABILITY OF ALL MEMBERS OF THE MANAGING BOARD FOR THE PERFORMANCE OF THEIR DUTIES DURING THE PAST FINANCIAL YEAR (AGENDA ITEM 7)

The chairman brings into discussion the proposal to grant discharge to the members of the Managing Board from liability for the performance of their duties during the past financial year and invites Mr. Michael Köhler to give a short explanation regarding the proposal.

11.1 Explanation Managing Board

Mr. Michael Köhler explains that 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 2017, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2017 or has otherwise been disclosed to the general meeting.

11.2 Questions

The chairman offers the opportunity to ask questions. No questions were raised.

11.3 Resolution

The chairman puts the proposal to voting by using the voting cards.

12. DISCHARGE FROM LIABILITY OF ALL MEMBERS OF THE SUPERVISORY BOARD FOR THE PERFORMANCE OF THEIR DUTIES DURING THE PAST FINANCIAL YEAR (AGENDA ITEM 8)

The chairman brings into discussion the proposal to grant discharge to the members of the Supervisory Board from liability for the performance of their duties during the past financial year and invites Mr. Michael Köhler to give a short explanation regarding the proposal.

12.1 Explanation Managing Board

Mr. Michael Köhler explains that it is 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 2017, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2017 or has otherwise been disclosed to the general meeting.

12.2 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

12.3 **Resolution**

The chairman puts the proposal to voting by using the voting cards.

13. **RE-APPOINTMENT OF BDO AUDIT & ASSURANCE B.V., EINDHOVEN, AS EXTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2018 (AGENDA ITEM 9)**

The chairman brings into discussion the proposal to re-appoint BDO as external auditor of the Company for the financial year ending 31 December 2018 and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

13.1 **Explanation Managing Board**

Mr. Dr. Ulrich Wandel explains that it is proposed to re-appoint BDO Audit & Assurance B.V. in Eindhoven, The Netherlands, as the external auditor of the Company charged with the auditing of the Company's annual accounts for the financial year ending 31 December 2018.

13.2 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

13.3 **Resolution**

The chairman puts the proposal to voting by using the voting cards.

14. **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 (AGENDA ITEM 10.A.)**

The chairman brings into discussion the proposal to revoke 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 and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

14.1 **Explanation Managing Board**

Mr. Dr. Ulrich Wandel explains that as part of the successful placement of the convertible bonds earlier this month, the Managing Board resolved to grant rights to acquire shares in the share capital of the Company under its current delegated authority given pursuant to the resolution of the general meeting on 6 November 2017, equalling 19.9% of the issued and outstanding share capital of the Company.

It is proposed that the part of the current authorisation that has not been used by the Managing Board as part of the placement of the convertible bonds (i.e. the 0.1%), is revoked and shall no longer be in force and effect, provided that a new authorisation is granted pursuant to and in accordance with the proposal under agenda item 11.a.

14.2 Questions

The chairman offers the opportunity to ask questions. No questions were raised.

14.3 Resolution

The chairman puts the proposal to voting by using the voting cards.

15. 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 (AGENDA ITEM 10.B.)

The chairman brings into discussion the proposal to revoke 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 10.a. subject to certain conditions and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

15.1 Explanation Managing Board

Mr. Dr. Ulrich Wandel explains that as part of the successful placement of the convertible bonds earlier this month, the Managing Board resolved to exclude the pre-emptive rights of the shareholders of the Company in respect of the convertible bonds and thereby with respect to the rights to acquire the shares as referred to in the previous proposal under agenda item 10.a. under its current delegated authority given pursuant to the resolution of the general meeting on 6 November 2017.

It is proposed that the part of the current authorisation that has not been used by the Managing Board as part of the placement of the convertible bonds (i.e. the 0.1%), is revoked and shall no longer be in force and effect, provided that a new authorisation is granted pursuant to and in accordance with the proposal under agenda item 11.b.

15.2 Questions

The chairman offers the opportunity to ask questions. No questions were raised.

15.3 Resolution

The chairman puts the proposal to voting by using the voting cards.

16. 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 (AGENDA ITEM 11.A.)

The chairman brings into discussion the proposal to designate the Managing Board as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

16.1 Explanation Managing Board

Mr. Dr. Ulrich Wandel explains that it is proposed that the general meeting appoints the Managing Board for a period of five years as from the date of this meeting (i.e. up to and including 25 April 2023), 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 meeting (i.e. up to a maximum of 20% of 12,020,456 shares).

It is furthermore proposed that 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.

16.2 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

16.3 **Resolution**

The chairman puts the proposal to voting by using the voting cards.

17. **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 (AGENDA ITEM 11.B.)**

The chairman brings into discussion the proposal to designate 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 11.a. subject to certain conditions and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

17.1 **Explanation Managing Board**

Mr. Dr. Ulrich Wandel explains that is proposed that the general meeting appoints the Managing Board for a period of five years as from the date of this meeting (i.e. up to and including 25 April 2023), 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 proposal 11.a., subject to the prior approval of the Supervisory Board.

It is furthermore proposed that 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.

17.2 **Questions**

The chairman offers the opportunity to ask questions. No questions were raised.

17.3 **Resolution**

The chairman puts the proposal to voting by using the voting cards.

18. PROLONGATION OF THE AUTHORISATION OF THE MANAGING BOARD TO ACQUIRE SHARES IN THE COMPANY'S OWN SHARE CAPITAL (AGENDA ITEM 12)

The chairman brings into discussion the proposal to prolong the authorisation of the Managing Board to acquire shares in the Company's own share capital and invites Mr. Dr. Ulrich Wandel to give a short explanation regarding the proposal.

18.1 Explanation Managing Board

Mr. Dr. Ulrich Wandel explains that 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 meeting (i.e. up to and including 25 October 2019), up to a maximum of 10% of the total number of issued shares outstanding on the date of this meeting (i.e. up to a maximum of 10% of 12,020,456 shares), 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.

18.2 Questions

The chairman offers the opportunity to ask questions.

- (a) Dr. Jürgen Alfred Kulpe of Toivo GmbH notes that 18 months as from the date of this meeting is not 25 April 2023, but 25 October 2019.
- (b) Aafke Pronk of Hogan Lovells International LLP replies that this typo will be corrected in the version of the presentation that will be published on the website of the Company.

The chairman asks if there are any other questions. No other questions were raised.

18.3 Resolution

The chairman puts the proposal to voting by using the voting cards.

19. QUESTIONS AND OTHER BUSINESS (AGENDA ITEM 13)

The chairman asks whether the persons present have any further questions with respect to the agenda items and proposals. No questions were raised.

20. COLLECTION OF VOTING SLIPS

The chairman instructs that the collection containers with all the voting slips used for voting are collected by the assistants. A short break was introduced at 11:03 CEST.

Once all voting slips have been collected, the voting slips were counted by electronic scanning of the barcodes printed on the voting slips. The chairman continues the meeting at 11:11 CEST. The chairman is provided with the voting results and records that the voting results are as follows:

- (a) agenda item 4: the proposal was adopted with 100% of the votes cast in favour, 0 votes against and 0.01% of the shares present or represented at the meeting abstained from voting;

- (b) agenda item 5: the proposal was adopted with 100% of the votes cast in favour, 0 votes against and 0.01% of the shares present or represented at the meeting abstained from voting;
- (c) agenda item 6.a.: the proposal was adopted with 99.86% of the votes cast in favour, 0.14% of the votes cast against and 0.01% of the shares present or represented at the meeting abstained from voting;
- (d) agenda item 6.b.: the proposal was adopted with 99.86% of the votes cast in favour, 0.14% of the votes cast against and 0 abstentions;
- (e) agenda item 7: the proposal was adopted with 100% of the votes cast in favour, 0 votes against and 0.44% of the shares present or represented at the meeting abstained from voting;
- (f) agenda item 8: the proposal was adopted with 99.99% of the votes cast in favour, 0.01% of the votes cast against and 0 abstentions;
- (g) agenda item 9: the proposal was adopted with 100% of the votes cast in favour, 0 votes against and 0 abstentions;
- (h) agenda item 10.a.: the proposal was adopted with 100% of the votes cast in favour, 0 votes against and 0 abstentions;
- (i) agenda item 10.b.: the proposal was adopted with 100% of the votes cast in favour, 0 votes against and 0 abstentions;
- (j) agenda item 11.a.: the proposal was adopted with 99.99% of the votes cast in favour, 0.01% of the votes cast against and 0 abstentions;
- (k) agenda item 11.b.: the proposal was adopted with 99.99% of the votes cast in favour, 0.01% of the votes cast against and 0 abstentions; and
- (l) agenda item 12: the proposal was adopted with 100% of the votes cast in favour, 0 votes against and 0 abstentions;

The chairman notes that the official voting results will be published on the website of the Company within 15 calendar days after the date of this general meeting.

21. CLOSING

As no further items are to be discussed, the chairman thanked the people present and closed the meeting at 11:16 CEST.

CHAIRMAN

SECRETARY

Mr. Jan Pyttel

Ms. Janelle de Ruiter