

# Annual General Meeting of Shop Apotheke Europe N.V. to be held on 26 April 2023

## Voting proxy and voting instruction

The annual general meeting of shareholders of Shop Apotheke Europe N.V. (the “**Company**”) is scheduled to be held on Wednesday, 26 April 2023 at 10:00 CEST at the Company’s headquarters, Erik de Rodeweg 11-13, Sevenum, the Netherlands (the “**AGM**”). The AGM will be held in hybrid form, meaning that shareholders are given the option to participate in the AGM in person or virtually through the online platform provided by the Company’s service provider Better Orange IR & HV AG (such online platform, the “**Virtual AGM Platform**”).

Shareholder who wish to vote in advance of the AGM or wish to appoint a proxy to vote on their behalf can authorise (a) the Company’s proxy or (b) a designated third party to exercise their voting rights in accordance with the voting instruction below. Shareholders who wish to make use of this option should ensure that they have registered on time for the AGM in accordance with Section 3 (*General Information*) of the convocation notice.

Shareholders are requested to ensure that this electronic voting proxy and voting instruction is completed and duly submitted via the Virtual AGM Platform by no later than **18:00 CEST on Thursday, 20 April 2023**.

### 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 CET on 29 March 2023) <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 CET on 29 March 2023)	

hereinafter referred to as the “**Shareholder**”, hereby grants a power of attorney to:

- the proxy of the Company, being Mr. Torsten Fues, employee of Better Orange IR & HV AG, Munich, Germany; or
- the following person:

Name (first name and surname):	
Address	

<sup>1</sup> Please attach copy of valid passport.

<sup>2</sup> After processing of all settlement of that day.

<sup>3</sup> 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).

<sup>4</sup> Please attach copy of valid passport.

Postal code and city	
Country	

hereinafter referred to as the "**Proxy Holder**",

to attend the AGM on behalf of the Shareholder either in person or via the Virtual AGM Platform, to 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 and participate in, and vote during, the AGM either in person or via the Virtual AGM Platform, he/she/it has the possibility to withdraw this power of attorney and voting instruction prior to the date of the AGM (i.e. 26 April 2023) by notifying the Company by email ([shop-apotheke@better-orange.de](mailto:shop-apotheke@better-orange.de)) and Better Orange IR & HV AG via the Virtual AGM Platform.

### **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 2022 <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 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 3.e.: Proposal to allocate the results of the financial year 2022	<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.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 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.a.: Re-appointment of Mr. Björn Söder as a member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.b.: Re-appointment of Mr. Frank Köhler as a member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.c.: Re-appointment of Mr. Jérôme Cochet as a member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.a.: Final discharge from liability of Mr. Stefan Feltens for the performance of his duties as a member of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.b.: Appointment of Mr. Olaf Heinrich as a member of the managing board and CEO of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.c.: Re-appointment of Mr. Marc Fischer as a member of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.d.: Re-appointment of Mr. Stephan Weber as a member of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.e.: Re-appointment of Ms. Theresa Holler as a member of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 8.a.: Approval and adoption of the 2023 stock option plan for the members of the managing board to replace existing stock option plan for the members of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda item 9.a.: Designation of the supervisory board as the corporate body authorised to grant (rights to acquire) shares under, pursuant to and in connection with the 2023 stock option plan for the members of the managing board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 9.b.: 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 employee stock option plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 10.a.: 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"/>
Agenda item 11.a.: Amendment of the Company's articles of association to reflect the envisioned change in the Company's statutory name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 12.a.: Amendment of the Company's remuneration policy to reflect certain changes concerning the reimbursement of travel expenses and entitlements to committee membership fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_, \_\_\_\_\_

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.**