

Extraordinary General Meeting of Shop Apotheke Europe N.V. on 6 November 2017

Voting proxy and voting instruction

If you are unable to attend the annual general meeting of shareholders of Shop Apotheke Europe N.V. (the "Company") to be held on Monday, 6 November 2017 at 10:00 CET at Innovatoren Building, ground floor, room name "The Box", Sint Jansweg 15, 5928 RC Venlo, The Netherlands (the "EGM") in person, you can authorise the Company's proxies or a third person to exercise your voting rights in accordance with your voting instruction below. Your timely registration and timely submission of proof of shareholding in accordance with the section "Registration for attendance in person" and "Proxy voting" in the convocation of the EGM is also required in this case.

Shareholders are requested to ensure that this voting proxy and voting instruction is completed and duly signed, and sent timely to the following postal address, fax number or email address (e.g. as a PDF file) by no later than **18:00 CET on Tuesday, 31 October 2017**:

Shop Apotheke Europe N.V.
c/o Better Orange IR & HV AG
Haidelweg 48, 81241 Munchen, Germany

Fax: +49 (0)89 889 690 655
Email: shop-apotheke@better-orange.de

Proxy for the EGM

The undersigned:

(if the shareholder is a private person)

Name (first name and surname):	
Address	
Postal code and city	
Country	
Passport number ¹ and country of issue	
Number of shares held in the Company on the Record Date (i.e. at 18:00 CEST on 9 October 2017) ²	

(if the shareholder is a legal entity)

Company name:	
Office address	
Legal representative(s) ³	
Passport number ⁴ and country of issue	
Number of shares held in the Company on the Record Date (i.e. at 18:00 CEST on 9 October 2017)	

hereinafter referred to as the "Shareholder", hereby grants a power of attorney to: *(please tick appropriate box)*

- the proxies of the Company, being each of Mr. Daniel Eichinger and Mr. Torsten Fues, both employees of Better Orange IR & HV AG, Munich, Germany; or
- the following person:

Name (first name and surname):	
Address	
Postal code and city	
Country	

hereinafter referred to as the "Proxy Holder", to be present at the EGM on behalf of the Shareholder, to sign the presence registration forms, participate in deliberations, speak, exercise voting rights that are connected to all the shares held by the

¹ Please attach copy of valid passport.
² After processing of all settlement of that day.
³ 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).
⁴ Please attach copy of valid passport.

Shareholder in respect of the items on the EGM 2017 agenda 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 the EGM in person, he/she/it has the possibility to withdraw this power of attorney and voting instruction prior to the EGM at the reception desk of the venue of the EGM.

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.

Individual voting instruction for agenda items (voting items only):	FOR	AGAINST	ABSTAIN
Agenda item 2 (proposal 1): Approval of the Transaction as defined in the shareholders circular dated 25 September 2017 (within the meaning of Section 2:107a of the Dutch Civil Code)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 3 (proposal 2): Issuance of new ordinary shares in the share capital of the Company in connection with the Transaction as set out in the explanatory notes to the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 4.a. (proposal 3.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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 4.b. (proposal 3.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 in agenda item 4.a. (proposal 3.a.), subject to certain conditions as set out in the explanatory notes to the agenda	<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.