

CONVOCAATION OF THE ANNUAL GENERAL MEETING OF SHOP APOTHEKE EUROPE N.V. TO BE HELD ON 30 APRIL 2020

Shop Apotheke Europe N.V. (the "**Company**"), a public limited liability company incorporated and existing under the laws of The Netherlands, hereby invites its shareholders to attend the annual general meeting of the Company, to be held on Thursday, 30 April 2020 at 10:00 CEST at Bilderberg Chateau Holtmuhle, Kasteellaan 10, 5932 AG, Tegelen, The Netherlands.

IMPORTANT NOTICE: *The Company urges all its shareholders to carefully consider whether they wish to attend the annual general meeting in person this year in view of possible health risks relating to the Covid-19 outbreak. Against this background, the Company strongly encourages its shareholders to take part in the annual general meeting this year by way of proxy voting and not to attend the meeting in person. This way, the physical meeting can take place with only a limited number of core attendees and health risks for those attendees can be limited as much as possible.*

Please refer to Section 3 (General Information) of this convocation for further details regarding the proxy voting option.

This invitation has to be read in conjunction with the following documents, which are attached hereto:

1. Agenda
2. Explanatory notes to the agenda
3. General information
4. Annual report for the financial year 2019
5. Annual accounts for the financial year 2019
6. Proposed new remuneration policy for the Managing Board and the Supervisory Board
7. Proposed new stock option plan for the members of the Managing Board

Shop Apotheke Europe N.V.

The managing board

Venlo, 19 March 2020

1. AGENDA

1. Opening

2. Report of the Managing Board

- a. Report of the Managing Board regarding the financial year 2019 (*discussion item*)
- b. Report regarding the outlines of the corporate governance structure and compliance with the Dutch Corporate Governance Code (*discussion item*)

3. Annual accounts 2019

- a. Remuneration report for the financial year 2019 (*advisory voting item*)
- b. Explanation by the external auditor of the audit approach in relation to the 2019 annual accounts and the report of the Managing Board (*discussion item*)
- c. Adoption of the annual accounts for the financial year 2019 (*voting item*)
- d. Reservation and dividend policy (*discussion item*)
- e. Proposal to allocate the results of the financial year 2019 (*voting item*)

4. Discharge

- a. Discharge from liability of all members of the Managing Board for the performance of their duties during the past financial year (*voting item*)
- b. Discharge from liability of all members of the Supervisory Board for the performance of their duties during the past financial year (*voting item*)

5. Re-appointment of the external auditor

- 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 2020 (*voting item*)

6. Composition of the Managing Board

- a. Notice of resignation of Mr. Dr. Ulrich Wandel as a member of the Managing Board (*discussion item*)
- b. Final discharge from liability of Mr. Dr. Ulrich Wandel for the performance of his duties as member of the Managing Board (*voting item*)
- c. Appointment of Mr. Jasper Eenhorst as a member of the Managing Board (*voting item*)

7. Adoption of new remuneration policy

- a. Adoption of a new remuneration policy for the members of the Managing Board and the members of the Supervisory Board (*voting item*)

8. Stock options to be granted to members of the Managing Board

- a. Proposal regarding the granting of rights to acquire shares (stock options) to members of the Managing Board (*voting item*)
- b. Approval and ratification to grant stock options to Mr. Jasper Eenhorst (*voting item*)

9. Designation regarding the issue of shares, the granting of rights to acquire shares and the restriction or exclusion of pre-emptive rights

- a. Revocation of 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 (*voting item*)
- b. Revocation of 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 9.a. subject to certain conditions (*voting item*)
- c. Designation of the Managing Board as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions (*voting item*)
- d. 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 9.c. subject to certain conditions (*voting item*)
- e. 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 ESOP (*voting item*)

10. Authorisation to repurchase shares

- a. Prolongation of the authorisation of the Managing Board to repurchase shares in the Company's own share capital (*voting item*)

11. Questions and any other business

12. Closing

2. EXPLANATORY NOTES TO THE AGENDA

Agenda item 1: Opening

Opening and announcement by the chairman of the supervisory board of the Company (the "**Supervisory Board**").

Report of the Managing Board

Agenda item 2.a.: Report of the Managing Board regarding the financial year 2019 (*discussion item*)

The managing board of the Company (the "**Managing Board**") will first give a presentation regarding the performance of the Company in 2019 as presented and described in the annual accounts and in the report of the Managing Board for the financial year 2019. The shareholders will then be invited to discuss the annual accounts and the report for the financial year 2019.

Agenda item 2.b.: Report regarding the outlines of the corporate governance structure and compliance with the Dutch Corporate Governance Code (*discussion item*)

A presentation will be given regarding the outlines of the Company's corporate governance structure and the Company's compliance with the Dutch Corporate Governance Code. After which the shareholders will be invited to discuss the Company's corporate governance structure and the Company's compliance with the Dutch Corporate Governance Code.

Annual accounts 2019

Agenda item 3.a.: Remuneration report for the financial year 2019 (*advisory voting item*)

The Company's remuneration report for the financial year 2019 will be submitted to the shareholders for an advisory vote. The shareholders are requested to provide a positive advice with respect to the Company's remuneration report for the financial year 2019.

Shareholders who wish to provide a positive advice should vote "for" in the proxy voting form that will be made available on the Company's website. If shareholders vote "against" in the proxy form, that will mean that those shareholders provide a negative advice with respect to the Company's remuneration report for the financial year 2019. The results of the vote on this agenda item will count as an advisory, non-binding, vote.

To enable the advisory vote, the Supervisory Board will give a presentation of the 2019 remuneration report that is included in the Company's annual accounts for the financial year 2019. After which the shareholders will be invited to share their views regarding the Company's remuneration report and the Company's implementation of the remuneration policy.

In the remuneration report for the financial year 2020, the Company will explain how the advisory vote of the general meeting at this annual general meeting has been taken into account.

Agenda item 3.b.: Explanation by the external auditor of the audit approach in relation to the 2019 annual accounts and the report of the Managing Board (*discussion item*)

The external auditor of the Company, Mazars Accountants N.V., will explain the audit approach. After which the shareholders will then be invited to discuss that audit approach.

Agenda item 3.c.: Adoption of the annual accounts for the financial year 2019 (*voting item*)

On 16 March 2020, the members of the Managing Board and the Supervisory Board signed the Company's annual accounts for the financial year 2019 drawn up by the Managing Board. Mazars Accountants N.V., the Company's external auditor, has audited the annual accounts for the financial year 2019 and has issued an auditor's report with an unqualified opinion thereon, which opinion is included in the annual accounts. The report of the Supervisory Board is also included in the annual accounts for the financial year 2019.

The annual accounts for the financial year 2019 were published on 17 March 2020 and are submitted for adoption by the general meeting in this annual general meeting. It is proposed to adopt the annual accounts for the financial year 2019.

Agenda item 3.d.: Reservation and dividend policy (*discussion item*)

The Managing Board will give a presentation regarding the Company's reservation and dividend policy for the financial year 2019. After which the shareholders will be invited to discuss the reservation and dividend policy.

Agenda item 3.e.: Proposal to allocate the results of the financial year 2019 (*voting item*)

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 2019 to the Company's accumulated net loss.

Discharge

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 (*voting item*)

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 2019, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2019 or has otherwise been disclosed to the general meeting.

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 (*voting item*)

It is also 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 2019, insofar as the performance of such duties is disclosed in the annual accounts for the financial year 2019 or has otherwise been disclosed to the general meeting.

Re-appointment of the external auditor

Agenda item 5: 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 2020 (*voting item*)

It is proposed to re-appoint Mazars Accountants N.V. as the external auditor of the Company to audit the annual accounts of the Company for the financial year ending 31 December 2020.

Composition of the Managing Board

Agenda item 6.a.: Notice of resignation of Mr. Dr. Ulrich Wandel as a member of the Managing Board (*discussion item*)

As announced on 14 August 2019, Mr. Dr. Ulrich Wandel has stepped down and resigned as member of the Managing Board after being the Company's Chief Financial Officer since the Company's incorporation. His resignation took effect as per 30 September 2019.

Agenda item 6.b.: Final discharge from liability of Mr. Dr. Ulrich Wandel for the performance of his duties as member of the Managing Board (*voting item*)

It is proposed to grant final discharge to Mr. Dr. Ulrich Wandel from liability for the management performed by him up to and including 30 September 2019, insofar as the performance of such duties has been disclosed to the general meeting.

Agenda item 6.c.: Appointment of Mr. Jasper Eenhorst as a member of the Managing Board (*voting item*)

In accordance with article 14 of the Company's articles of association, the Supervisory Board has nominated Mr. Jasper Eenhorst to be appointed as a member of the Managing Board and to serve as Chief Financial Officer of the Company. The proposed appointment is for a four-year term ending at the close of the annual general meeting to be held in 2024.

Mr. Eenhorst (47) previously held several finance and management positions at internationally leading food retailer Ahold Delhaize. Most recently, he was Chief Financial Officer for the rapidly growing e-commerce unit of top Dutch supermarket chain Albert Heijn B.V.

Mr. Eenhorst complies with the provisions of Section 2:132a of the Dutch Civil Code limiting the number of supervisory positions that may be held by managing board members of certain large companies within the meaning of such provisions.

The new remuneration policy for the members of the Managing Board and the members of the Supervisory Board, that has been proposed to be adopted by the general meeting at this annual general meeting (the "**2020 Remuneration Policy**"), will also apply to Mr. Eenhorst. The employment agreement of Mr. Eenhorst with Shop Apotheke Service B.V. and the remuneration of Mr. Eenhorst included therein have been determined by the Supervisory Board in accordance with the 2020 Remuneration Policy.

The main elements of the employment agreement of Mr. Eenhorst were made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2020 on the date of the notice convening this annual general meeting in accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code.

Adoption of new remuneration policy

Agenda item 7: Adoption of a new remuneration policy for the members of the Managing Board and the members of the Supervisory Board (*voting item*)

The existing remuneration policy for the members of the Managing Board and the members of the Supervisory Board was approved by the general meeting on 26 April 2018. Pursuant to new Dutch legislation that became effective in The Netherlands on 1 December 2019, the existing remuneration policy must be revised.

The 2020 Remuneration Policy has been proposed by the Supervisory Board following review, analysis and evaluation of the existing remuneration policy. The 2020 Remuneration Policy is in line with the new requirements prescribed by Dutch law. The proposed 2020 Remuneration Policy was made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2020 on the date of the notice convening this annual general meeting.

In accordance with article 15 of the Company's articles of association, the Supervisory Board proposes to adopt the 2020 Remuneration Policy for the remuneration of the members of the Managing Board. In addition, in accordance with article 21 of the Company's articles of association, it is proposed to adopt the 2020 Remuneration Policy for the remuneration of the members of the Supervisory Board.

Stock options to be granted to members of the Managing Board

Agenda item 8.a: Proposal regarding the granting of rights to acquire shares (stock options) to the members of the Managing Board (voting item)

The existing stock option plan for the members of the Managing Board was approved by the general meeting on 26 April 2018 (the "**2018 Stock Option Plan**"). Eligible participants under the 2018 Stock Option Plan are members of the Managing Board and certain, selected employees of the Company. The maximum number of stock options that can be granted under the 2018 Stock Option Plan has been reached. The 2018 Stock Option Plan is, however, still in effect with respect to outstanding stock options (i) that have been granted, but have not yet been exercised, or (ii) of which the exercise rights have not yet expired.

In addition to the 2018 Stock Option Plan, and as part of the 2020 Remuneration Policy, it is proposed that a new stock option plan for the members of the Managing Board will be implemented pursuant to which the members of the Managing Board can be granted rights to acquire shares in the share capital of the Company (stock options) (the "**2020 Stock Option Plan**"). The Supervisory Board will administer the 2020 Stock Option Plan and will have the authority to *inter alia* determine the number of stock options to be granted to each member of the Managing Board, in each case on the terms and subject to the conditions set out in the 2020 Stock Option Plan. The proposed 2020 Stock Option Plan was made available on the Company's website in the section Investor Relations/General Meeting/Annual General Meeting 2020 on the date of the notice convening this annual general meeting.

In accordance with article 15 of the Company's articles of association, the Supervisory Board proposes to adopt the 2020 Stock Option Plan for the members of the Managing Board.

Furthermore, as part of the proposed 2020 Stock Option Plan, the Supervisory Board proposes that the members of the Managing Board can be granted rights to acquire shares in the share capital of the Company (stock options) up to a maximum of 1.5% of the total number of issued shares outstanding on the date of this annual general meeting, for the calendar year 2020, under, pursuant to and in connection with the 2020 Stock Option Plan.

It is envisaged that at the next annual general meeting(s), further proposals will be submitted to the general meeting to grant rights to acquire shares under, pursuant to and in connection with the 2020 Stock Option Plan.

Agenda item 8.b.: Approval and ratification to grant stock options to Mr. Jasper Eenhorst (*voting item*)

Last year, an employee stock option plan was implemented pursuant to which certain employees of the Company can be granted rights to acquire shares in the share capital of the Company (stock options) (the "**2019 ESOP**").

Under, pursuant to and in connection with the 2019 ESOP, the Company granted 30,000 stock options to Mr. Eenhorst before he was proposed for appointment as a member of the Managing Board.

It is proposed to approve and ratify the granting of the 30,000 stock options to Mr. Eenhorst under, pursuant to and in connection with the 2019 ESOP.

Designation regarding the issue of shares, the granting of rights to acquire shares and the restriction or exclusion of pre-emptive rights

Agenda item 9.a.: Revocation of 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 (*voting item*)

It is proposed that the current authorisation given pursuant to the resolution of the general meeting on 30 April 2019 will no longer be in force and effect to the extent such authorisation has not been used (in whole or in part) by the Managing Board before the date of this annual general meeting, provided that a new authorisation will be granted pursuant to and in accordance with proposal 9.c.

Agenda item 9.b.: Revocation of 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 9.a. subject to certain conditions (*voting item*)

It is proposed that the current authorisation given pursuant to the resolution of the general meeting on 30 April 2019 will no longer be in force and effect to the extent such authorisation has not been used (in whole or in part) by the Managing Board, provided that a new authorisation will be granted pursuant to and in accordance with proposal 9.d.

Agenda item 9.c.: Designation of the Managing Board as the corporate body authorised to issue shares and/or grant rights to acquire shares subject to certain conditions (*voting item*)

It is proposed that the general meeting appoints the Managing Board for a period of five years as from the date of this annual general meeting (i.e. up to and including 29 April 2025), 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 annual general meeting.

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.

Agenda item 9.d.: 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 9.c. subject to certain conditions (*voting item*)

It is proposed that the general meeting appoints the Managing Board for a period of five years as from the date of this annual general meeting (i.e. up to and including 29 April 2025), 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 9.c., subject to the prior approval of the Supervisory Board.

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.

Agenda item 9.e.: 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 ESOP (*voting item*)

During the annual general meeting held on 30 April 2019, the general meeting approved to authorise the Managing Board as the corporate body authorised to grant rights to acquire shares, subject to the prior approval of the Supervisory Board, up to a maximum of 2% of the total number of issued shares outstanding on 30 April 2019, for the calendar year 2019, under, pursuant to and in connection with the 2019 ESOP.

In addition to the proposal under agenda item 9.c., it is proposed that the general meeting authorises the Managing Board as the corporate body authorised to grant rights to acquire shares, subject to

the prior approval of the Supervisory Board, up to a maximum of 2% of the total number of issued shares outstanding on the date of this annual general meeting, for the calendar year 2020, under, pursuant to and in connection with the 2019 ESOP.

It is envisaged that further authorisation(s) will be granted to the Managing Board at the next annual general meeting(s) to grant rights to acquire shares under, pursuant to and in connection with the 2019 ESOP.

Authorisation to repurchase shares

Agenda item 10: Prolongation of the authorisation of the Managing Board to repurchase shares in the Company's own share capital (*voting item*)

It 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 annual general meeting (i.e. up to and including 29 October 2021), up to a maximum of 10% of the total number of issued shares outstanding on the date of this annual general meeting, 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.

Agenda item 11: Questions and any other business

Agenda item 12: Closing

3. GENERAL INFORMATION

Meeting documents

The agenda with the explanatory notes thereto and the related documents are available on the Company's website as from today (at <http://shop-apotheke-europe.com>). Copies of the aforementioned documents are also available to shareholders free of charge. If you wish to receive copies, please contact Mr. Rens Jan Kramer via telephone (31 77 850 6672) or via email (rensjan.kramer@shop-apotheke.com). These documents are also available for review by shareholders at the Company's offices at Dirk Hartogweg 14, 5928 LV Venlo, The Netherlands.

Record Date

The Managing Board has determined that persons entitled to participate in and vote at the annual general meeting of the Company on **Thursday, 30 April 2020** will be those persons who, after all changes have been processed, have these rights on **Thursday, 2 April 2020** (the "Record Date") at **18:00 CEST** and are registered as such in one of the designated registers, provided that those persons have registered for the annual general meeting in time in accordance with the provisions below.

Registration for admission

Shareholders who wish to attend and/or exercise their voting right at the annual general meeting are required to notify Better Orange IR & HV AG via fax (+49 (0)89 889690655) or via email (shop-apotheke@better-orange.de) through their bank or stockbroker.

As announced, in view of the Covid-19 outbreak, the Company strongly encourages its shareholders to take part in the annual general meeting this year by way of proxy voting and not to attend the annual general meeting in person on 30 April 2020. This way, the physical meeting can take place with only a limited number of core attendees and health risks for those attendees can be limited as much as possible. The requirements for proxy voting are set forth below.

Notification for registration can take place as from **Friday, 3 April 2020** until **18:00 CEST on Friday, 24 April 2020** at the latest. For this purpose, the intermediary that has registered the shares must, no later than **13:00 CEST on Monday, 27 April 2020**, issue a statement to Better Orange IR & HV AG via fax (+49 (0)89 889690655) or via email (shop-apotheke@better-orange.de) that the shares were registered in the name of the holder thereof **on the Record Date at 18:00 CEST**. Each person who registers is requested to include all required details to enable Better Orange IR & HV AG to verify in an efficient manner (i) the shareholding on the Record Date and (ii) his or her attendance and/or voting rights.

Proof of registration and identification

Any person, who has the right to attend the annual general meeting and has been duly and timely registered in accordance with the provisions set forth above, will receive proof of registration that will also serve as proof for admission to the annual general meeting. Persons or their representatives, as applicable, who have the right to attend the annual general meeting, are required to identify themselves before they are admitted to the annual general meeting. Those persons are therefore requested to bring a valid identity document (i.e. passport, driving license or identity card) with them together with their proof of registration. Access to the annual general meeting can be declined if proof of identity or proof of registration lacks.

Proxy voting and voting instructions

Shareholders who are entitled to attend the annual general meeting pursuant to the above provisions and choose to be represented must, in addition to registering for the annual general meeting as set forth above, give a third party or a person designated by the Company a duly signed proxy to represent them at the annual general meeting and to vote on their behalf. Such proxy must include voting instructions. Shareholders who wish to issue a proxy are required to use the respective form which will be available for download on the Company's website from **Thursday, 2 April 2020**, at <http://shop-apotheke-europe.com> in the section Investor Relations/General Meeting/Annual General Meeting 2020. The completed and duly signed form by the shareholder must have been received by Better Orange IR & HV AG ultimately by **18:00 CEST on Friday, 24 April 2020**, by post at the office address of Better Orange IR & HV AG at Haidelweg 48, 81241 Munich, Germany, via fax (+49 (0)89 889690655) or via email (shop-apotheke@better-orange.de). Before the start of the meeting, the proxy holder must hand in the admission ticket and a valid copy of the duly signed proxy at the registration desk.

Shareholders who wish to issue a proxy can follow the meeting via webcast on 30 April 2020 and can ask questions in advance of the annual general meeting. Further details about how to follow the meeting via the webcast will be made available on the Company's website on **Thursday, 2 April 2020**, at <http://shop-apotheke-europe.com> in the section Investor Relations/General Meeting/Annual General Meeting 2020. Questions can be asked in advance of the AGM via email (shop-apotheke@better-orange.de), provided that those questions are received by Better Orange IR & HV AG at that email address ultimately by **18:00 CEST on Friday, 24 April 2020**.

Registration for attendance in person

The Company strives to take the best measures possible in view of the Covid-19 outbreak, while limiting interruption to its business (including this annual general meeting) as much as possible. The

option of proxy voting set forth above is a good alternative to attendance in person, and enables shareholders to cast their votes on the voting items of the annual general meeting.

Shareholders who have registered to attend the annual general meeting in person, must register themselves at the registration desk at the venue between 09:00 CEST and the start of the annual general meeting at 10:00 CEST on Thursday, 30 April 2020. It is not possible to register after this time. As set forth above, shareholders or their representatives, as applicable, who have the right to attend the annual general meeting, are required to identify themselves before they are admitted to the annual general meeting. Those persons are therefore requested to bring a valid identity document (i.e. passport, driving license or identity card) with them together with their proof of registration. Access to the annual general meeting can be declined if proof of identity or proof of registration lacks.

Issued share capital and voting rights of the Company

At the date of the notice convening the annual general meeting of the Company, the Company's issued share capital amounted to EUR 269,276.30, consisting of 13,463,815 shares in bearer form having a nominal value of EUR 0.02 each. The number of shares on which voting rights can be exercised as at the day on which the annual general meeting is convened, is 13,463,815.