

Annual General Meeting of Shop Apotheke Europe N.V. on 16 May 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 Tuesday, 16 May 2017 at 13:00 CEST at Van der Valk Hotel Venlo, Nijmeegseweg 90, 5916 PT Venlo, The Netherlands (the "AGM") 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 AGM 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 (CEST) on Wednesday, 10 May 2017**:

Fax:

+49 (0)89 889 690 655

Email: shop-apotheke@better-orange.de

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

Proxv	for	tha	ACM
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The undersigned:

(if the shareholder is a private person)

Name (first name	e and	
surname):		
Address		
Postal code and	city	
Country		
Passport numbe	r ¹ and	
country of issue		
Number of share	s held in	
the Company on	the Record	
Date (i.e. 18 Apr	il 2017) ²	
(if the shareholde	r is a legal ent	ity)
Company name:		
Office address		
Legal representa	ative(s) ³	
Passport numbe	r ⁴ and	
country of issue		
Number of share	s held in	
the Company on	the Record	
Date (i.e. 18 Apr	il 2017)	
hereinafter referre	d to as the "S	hareholder", hereby grants a power of attorney to: (please tick appropriate box)
	of the Compai Munich, Gerr	ny, being each of Mr. Daniel Eichinger and Mr. Michael Werneke, both employees of Better Orange many; or
☐ the following	person:	
Name (first	name and	
surname):		
Address		
Postal code	e and city	
Country	· <i>J</i>	

hereinafter referred to as the "Proxy Holder", to be present at the AGM 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 Shareholder in respect of the items on the AGM 2017 agenda in accordance with the voting instruction below, and do whatever the Proxy Holder may deem necessary, all with the authority of substitution.

Please attach copy of valid passport.

² After processing of all settlement of that day.

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).

Please attach copy of valid passport.

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 AGM in person, he/she/it has the possibility to withdraw this power of attorney and voting instruction prior to the AGM at the reception desk of the venue of the AGM.

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):				AGAINST	ABSTAIN
3.	Adoption of the annual accounts for financial year 2015				
4.	Adoption of the annual accounts for financial year 2016				
5.	Proposal to allocate the results of financial years 2015 and 2016 to the accumulated net loss				
6.	Discharge from liability of the members of the managing board for the performance of their duties during the past financial year				
7.	7. Discharge from liability of the members of the supervisory board for the performance of their duties during the past financial year				
8. a) b)	a) confirmation of the existing remuneration of the members of the supervisory board; and				
9.	 Appointment of BDO Audit & Assurance B.V., Eindhoven, as external auditor of the Company for the financial year ending 31 December 2017 				
 10. Designation of the managing board as the corporate body authorised to: a) issue shares and/or grant rights to acquire shares; and b) restrict or exclude the pre-emptive rights upon the issue of shares and/or the granting of rights to acquire shares as described under item 10a) 					
11.	Authorisation of the managing board to acquire shares in the Company's own share capital				
 City	Date Signatu	ure(s) (legal representative(s) of) Sha	areholder		
Pleas	e state your phone number in case we have any furthe	r questions (<i>voluntary</i>):			

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).