

SHOP APOTHEKE EUROPE N.V.
(TO BE RENAMED REDCARE PHARMACY N.V.)

Hybrid Meetings Policy

The Company provides Shareholders the possibility to participate in its General Meeting in person or virtually through electronic means. The possibility to attend the General Meeting virtually is provided as an alternative to attending the General Meeting in person.

This policy sets out the terms and conditions applicable to Shareholders wishing to participate virtually in a General Meeting and/or cast their vote(s) electronically.

1. DEFINITIONS

Capitalised terms will have the meaning as set out below:

"Chairperson" means the chairperson of the General Meeting;

"Company" means Shop Apotheke Europe N.V. (to be renamed Redcare Pharmacy N.V.);

"General Meeting" means the annual meeting of Shareholders of the Company or an extraordinary general meeting of Shareholders of the Company;

"Hybrid General Meeting" means a General Meeting that is held both physically and virtually, which Shareholders can attend (i) in person or (ii) virtually through the Online Platform;

"Managing Board" means the managing board of the Company;

"Online Platform" means the online platform operated by the Online Platform Provider through which Shareholders can participate in a Hybrid General Meeting;

"Online Platform Provider" means Better Orange IR & HV AG;

"Policy" means this policy setting out the terms and conditions for Shareholders wishing to participate in a Hybrid General Meeting;

"Shareholder" means a holder of one or more Shares or for the purposes of this Policy, of a right of pledge or usufruct to one or more Shares, provided that the holder has the voting rights thereto;

"Shares" means one or more shares in the share capital of the Company; and

"Online Platform T&Cs" means the terms and conditions of the Online Platform Provider for the use of the Online Platform as amended from time to time.

2. INTRODUCTION

2.1 The Company aims to assist its Shareholders who wish to attend a Hybrid General Meeting virtually by providing an adequate opportunity to participate and vote electronically in real time during a Hybrid General Meeting.

2.2 This Policy is applicable to all Hybrid General Meetings organised by the Company and to all Shareholders who wish to participate and/or vote electronically via the Online Platform, unless the context requires otherwise.

2.3 Shareholders participating in a Hybrid General Meeting will need to register and identify themselves for such meeting in accordance with the instructions provided in the relevant

convocation notice. Upon registering for a Hybrid General Meeting, Shareholders will have the option to attend in person or virtually through electronic means. Shareholders who have chosen to attend a Hybrid General Meeting virtually will be able to view a webcast of the General Meeting and cast their votes electronically during the Hybrid General Meeting via the Online Platform. In addition to the provisions laid down in this Policy and the relevant convocation notice, the Online Platform T&Cs will also apply to the attendance and voting at a Hybrid General Meeting via the Online Platform.

- 2.4 The convocation notice of a General Meeting will provide whether such General Meeting will be held in the form of (i) a physical General Meeting or (ii) a Hybrid General Meeting.
- 2.5 After the convocation of a General Meeting, the Managing Board may, at its own discretion:
- (a) change the meeting to a physical General Meeting only;
 - (b) change the meeting to a Hybrid General Meeting;
 - (c) change the order of the agenda items planned for the General Meeting;
 - (d) remove items from the agenda planned for the General Meeting; and
 - (e) change or restrict the electronic facilities for the meeting or adjourn the time at which the General Meeting is held.

Such changes will be communicated to the Shareholders on the Company's website in a timely manner.

- 2.6 The Hybrid General Meeting will be treated as having commenced upon the opening of the General Meeting by the Chairperson.

3. **TECHNOLOGY**

- 3.1 The Company shall take reasonable measures to ensure that the technical infrastructure required to participate in a Hybrid General Meeting is in place, secured and accessible for Shareholders with compatible devices and a stable internet connection.
- 3.2 Shareholders should test their internet connection in advance of the Hybrid General Meeting and ensure that they have access to the Online Platform. The Company will take all reasonable efforts to make sure that a technical support line is available for Shareholders during the Hybrid General Meeting and for pre-meeting testing access.
- 3.3 Shareholders intending to participate in a Hybrid General Meeting are reminded that there are always certain risks when attending a Hybrid General Meeting via the Online Platform. These risks include, without limitation, any failure or deficiency in equipment, software, network infrastructure, servers, internet or telephone connectivity, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a denial of service attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as an electrical power outage during the Hybrid General Meeting. Such technical failures can occur on the side of the Company, the Online Platform Provider, any third party service provider or a Shareholder. If a Shareholder wishes to avoid such risks, he/she should attend the General Meeting in person or by providing a proxy with voting instructions well in advance of the Hybrid General Meeting. If any of these risks prevent a Shareholder from (i) using or accessing the Online Platform (ii) participating in the Hybrid General Meeting or (iii) voting electronically during (any part of)

the Hybrid General Meeting, this will be for the risk and account of such Shareholder irrespective of the cause, unless the Company and/or the Online Platform Provider have acted fraudulently or with intent. The inability of one or more Shareholders to follow the Hybrid General Meeting or vote electronically during (any part of) the Hybrid General Meeting does not affect the validity of the Hybrid General Meeting, any business conducted or any resolutions taken at such meeting.

- 3.4 Shareholders experiencing technical difficulties to access or use the Online Platform can inform the Online Platform Provider at +49 89 8896906 610 Monday to Friday (except for public holidays in Germany) from 9:00 a.m. to 5:00 p.m. and by email at aktionuersportal2023@better-orange.de.
- 3.5 If it comes to the attention of the Chairperson that the Online Platform no longer allows Shareholders to participate virtually in the Hybrid General Meeting and/or to vote electronically during (any part of) the Hybrid General Meeting, the Chairperson may, at his/her sole discretion (but taking into account the potential impact on the decision making process within the Hybrid General Meeting), decide to suspend or cancel the Hybrid General Meeting, change the order of the agenda items scheduled for the Hybrid General Meeting or proceed with the Hybrid General Meeting even if some or all of the Shareholders attending the Hybrid General Meeting via the Online Platform will not be able to continue participating in the Hybrid General Meeting and/or vote electronically during (any part of) the Hybrid General Meeting. The Chairperson shall inform the Shareholders who attend the General Meeting in person and to the extent reasonably possible the Shareholders attending the Hybrid General Meeting via the Online Platform, of any decision in this respect.
- 3.6 If the Chairperson decides to cancel or suspend a Hybrid General Meeting pursuant to clause 3.5, all business conducted up to the point of the suspension or cancellation will remain valid. A suspended Hybrid General Meeting may be continued as a physical General Meeting or as a Hybrid General Meeting, in such manner as determined by the Chairperson and irrespective of the form in which the Hybrid General Meeting initially took place. Should the Chairperson decide to cancel the Hybrid General Meeting, a new General Meeting will be convened by the Company as soon as reasonable possible, either as a physical General Meeting or a Hybrid General Meeting. Shareholders who have given a proxy with voting instructions for the initial Hybrid General Meeting must be aware that such proxy with voting instructions will not be valid for the new General Meeting, irrespective of whether the agenda items of the new General Meeting have remained the same as the agenda items of the initial Hybrid General Meeting.

4. **SHAREHOLDER'S RIGHTS**

- 4.1 Each Shareholder shall have the right to attend the Hybrid General Meeting and vote electronically, provided that he/she has registered for participation in the Hybrid General Meeting through the Online Platform in a timely fashion in accordance with the instructions provided by the Company in the relevant convocation notice.
- 4.2 The convocation notice shall provide instructions how to submit questions prior to and/or during the Hybrid General Meeting. The Chairperson may, at his/her own discretion, alternate between questions submitted in person, in advance of the Hybrid Meeting and during the Hybrid General Meeting. The Chairperson may, at his or her own discretion, rule out any questions which are (without limitation): (i) not related to the proposal under discussion (ii) substantially already answered (iii) about personal concerns not shared by the Shareholders generally or (iv) blatantly offensive or use profanity. The Chairperson may take further measures as necessary in order to ensure that Hybrid General Meeting takes

place in an orderly manner. The Chairperson may, at his/her own discretion, set time limits and/or question limits for Shareholders. The Chairperson may require Shareholders who have already asked questions to wait until all other Shareholders have had a chance to ask questions on a given matter, before allowing them the possibility to ask additional questions or make additional comments.

- 4.3 Shareholders who are duly registered for the Hybrid General Meeting shall be:
- (a) able to view a webcast of the General Meeting;
 - (b) able to ask questions during the Hybrid General Meeting; and
 - (c) entitled to vote electronically during such Hybrid General Meeting.
- 4.4 Shareholders who have voted before or during the Hybrid General Meeting will be counted as having been present or represented at the Hybrid General Meeting. Any Shareholder who (i) logs in after the start of the Hybrid General Meeting or (ii) logs-off before the end of the Hybrid General Meeting will not affect the calculation of the quantum Shareholders present or represented at the Hybrid General Meeting.
- 4.5 Any Shareholder who has duly registered to attend the Hybrid General Meeting via the Online Platform and who (i) logs in after the start of the Hybrid General Meeting or (ii) logs-off or is otherwise disconnected during the Hybrid General Meeting will be allowed to log in to the Online Platform (again) and to (re-)join the Hybrid General Meeting. For the avoidance of doubt, such Shareholder's ability to vote electronically or to submit questions via the Online Platform shall not be barred or restricted.
- 4.6 Without prejudice to clause 4.3 and unless announced otherwise by the Chairperson at the beginning of the Hybrid General Meeting, Shareholders will be able to cast their vote electronically from the moment that the polls have been opened (generally on the record date or shortly thereafter) until the moment that the Chairperson closes the polls before the end of the Hybrid General Meeting.
- 4.7 Split voting by Shareholders on Shares that are held in one security account is not possible.
- 4.8 The Chairperson's decision at the Hybrid General Meeting on the result of a vote shall be final and binding.
- 4.9 The Voting results of the Hybrid General Meeting will be placed on the Company's corporate website in accordance with Dutch law. The notice of these results will also state whether any technical issues or failures were encountered during the Hybrid General Meeting, to the extent the Company has become aware of any such issues or failures.
- 4.10 Each Shareholder attending the Hybrid General Meeting through the Online Platform will receive an electronic confirmation of receipt of the votes he/she has cast electronically during the Hybrid General Meeting. Upon request of a Shareholder, the Company will provide a confirmation that his/her votes cast during the Hybrid General Meeting have been validly recorded and counted. Such request should be received by the Company within three (3) months after the Hybrid General Meeting.

5. **AMENDMENTS TO THIS POLICY**

The Managing Board is authorised to adopt, revoke and amend this Policy at any time and such adoption, revocation or amendment shall become immediately effective upon the posting thereof on the Company's website, unless decided otherwise.

6. **CONTACT**

For any questions about this Policy, please contact the Company's General Legal Counsel, Mr. Rens Jan Kramer, via telephone (+31 6 46 18 67 23) or by email (rensjan.kramer@shop-apotheke.com).

15 March 2023.