

**Notice of exercise of Clean-Up Call Option of the
EUR 135,000,000 4.5% Convertible Bonds Due 2023**

ISIN Code DE DE000A19Y072

(the "**Convertible Bonds**")

issued by

SHOP APOTHEKE EUROPE N.V. (the "**Issuer**")

Unless otherwise defined herein, capitalised terms shall have the respective meanings set forth in the Terms and Conditions of the Convertible Bonds.

We refer to § 5(c) of the Terms and Conditions of the Convertible Bonds (the "**Clean-Up Call Option**").

The Issuer is hereby giving notice to the Bondholders that it exercises the Clean-Up Call Option under the Terms and Conditions of the Convertible Bonds with effect on 13 November 2020 (the "**Redemption Date**") and that all outstanding Convertible Bonds are hereby redeemed at their Principal Amount, together with accrued but unpaid interest, on the Redemption Date. The last day of trading will be 10 November 2020. The Issuer is entitled to exercise the Clean-Up Call Option as only Convertible Bonds in an aggregate principal amount of EUR 5.2m, i.e. less than 15%, remain outstanding. This Notice is supplemental to, and should be read in conjunction with, the Terms and Conditions of the Convertible Bonds.

14 October 2020

Shop Apotheke Europe N.V.