

SHOP APOTHEKE
EUROPE

HALF-YEAR REPORT

30 JUNE 2022

ABOUT SHOP APOTHEKE.

SHOP APOTHEKE EUROPE is one of Europe's leading and fastest-growing online pharmacies, currently operating in Germany, Austria, France, Belgium, Italy, the Netherlands and Switzerland.

We are evolving our business by developing SHOP APOTHEKE EUROPE from an online retailer to a customer-centric e-pharmacy platform, which will open new revenue and margin streams for the company. With last year's two acquisitions of the digital medication management experts SMARTPATIENT and MEDAPP we have reached further important milestones of our strategy - also in preparation for the anticipated upcoming large e-Rx business.

Headquartered in the Dutch logistics hub of Sevenum near Venlo with locations in Cologne, Berlin, Munich (Germany), Eindhoven (the Netherlands), Tongeren (Belgium), Lille (France), Milan (Italy) and Warsaw (Poland), SHOP APOTHEKE EUROPE offers its customers a broad range of more than 100,000 original products at attractive prices: OTC, beauty and personal care products as well as prescription drugs, supplemented by high quality natural food and health products, low carb products and sports nutrition. Currently, more than 8.5 million active customers trust SHOP APOTHEKE EUROPE.

In addition, SHOP APOTHEKE EUROPE provides comprehensive pharmaceutical consulting services and last mile delivery options in certain of its geographies, for example with local third-party pharmacy partners. Last December, the company extended its product portfolio to additional healthcare-related products with the launch of its own marketplace in Germany and rolled this out further into Europe with the opening of the marketplace in Austria in Q2 2022. This assortment is sold directly from our third-party partners to customers.

SHOP APOTHEKE EUROPE N.V. has been listed on the regulated market of the Frankfurt Stock Exchange (Prime Standard) since 2016.

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This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the annual report for the year ended 31 December 2021 and any public announcements made by SHOP APOTHEKE EUROPE N.V. during the interim reporting period.

KEY FIGURES.

Continuously increasing our strong growth across Europe.



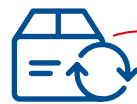
REVENUE H1:
EUR 592 MILLION (+ 11 %).



PARCELS SENT IN H1:
> 65,000 PARCELS A DAY.



GROSS MARGIN:
INCREASED TO 27.2%.



REPEAT ORDERS H1:
82 PERCENT.



ACTIVE CUSTOMERS:
8.6 MILLION.
+ 0.8 MILLION CUSTOMERS
IN H1.



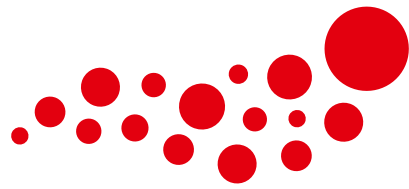
AVERAGE SHOPPING
BASKET SIZE:
€ 57.3 (H1 2021: € 62.6).



SITE VISITS H1:
178.9 MILLION (+ 29 %).



CUSTOMER SATISFACTION:
NET PROMOTER SCORE (NPS)
OF 73.



SHOP APOTHEKE
E U R O P E

01

INTERIM GROUP
MANAGEMENT REPORT.

OVERALL ASSESSMENT BY THE MANAGEMENT BOARD.

SHOP APOTHEKE EUROPE has continued to grow and succeeded to even accelerate its growth rate during the second quarter. The total group's sales were up by more than 10% versus prior year. At the same time, the number of active customers is growing fast as well, approaching 9 million, standing at 8.6 million as of the balance sheet date. Strategically, SHOP APOTHEKE EUROPE made investments in IT, IT products, capacity expansion and automation to increase efficiency and optimise the customer experience. After having doubled the operational capacity last year with the new distribution centre in Sevenum, the Netherlands, the company has established a next distribution centre in Milan, Italy, during the reporting period, to serve its fast-growing business in Italy.

The Group ensured adequate growth financing in the past, putting it in a strong position to benefit from expected growth opportunities in general and the introduction of electronic prescriptions in Germany specifically.

All in all, SHOP APOTHEKE EUROPE is well-prepared to continue on its path to become Europe's leading e-pharmacy platform of the future.

OVERALL ECONOMIC SITUATION.

At the start of the year, the consumer sentiment was somewhat clouded due to the high level of infections, driven by the Omicron virus variant and not at the level of a normal year. With the start of the Ukraine war in February and the accompanying price increases, especially in the energy sector, consumers also tended to be cautious. Other effects of the war in Ukraine are uncertainties on the stock market and rising interest and inflation rates.

Also e-commerce cannot resist the effects of war, rising prices and worried consumers. This was reported by the industry association bevh. In January, bevh had projected a growth in gross sales of e-commerce goods of 12% to 111 billion euros for 2022. This estimate can now no longer be maintained due to the factors mentioned. According to the report, revenues in total e-commerce with goods fell by 6.7% from the beginning of April to mid-May compared to the same period last year. The decline in sales affected all product groups except for everyday items.

BUSINESS MODEL, GROUP STRUCTURE AND CORPORATE GOVERNANCE.

The statements made in the 2021 Annual Report regarding the business model, the group structure, the management system and the corporate governance practices still apply at the time of publication of this interim report with the exception of the acquisition of FIRST A.

BUSINESS DEVELOPMENT.

● CONSOLIDATED REVENUES AND RESULTS OF OPERATIONS.

Sales of prescription and non-prescription pharmaceuticals and pharmacy-related beauty and personal care products are subject to seasonal fluctuations, with demand for pharmaceuticals especially high during the first and fourth quarters of the year. However, in the past two years typical seasonal patterns have been distorted by the effect of the Covid19 pandemic.

During the second quarter, SHOP APOTHEKE EUROPE N.V. successfully accelerated revenue growth from 7.3% in Q1 2022 to 14.7%. Thus, Group-level sales for the six months reporting period increased by 10.8% to EUR 592 million compared to EUR 534.4 million in H1 2021.

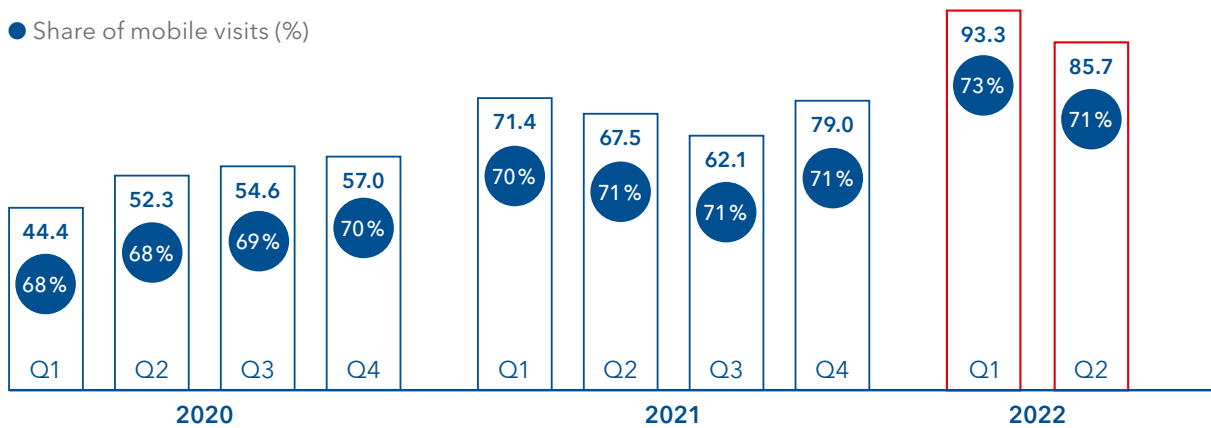
The number of active customers rose organically by more than 21% from 7.1 million to 8.6 million, with approximately 0.8 million of those won during the reporting period.

The number of orders increased by 20.4% compared to the corresponding period last year, reaching 11.8 million (H1 2021: 9.8 million) with the size of the average shopping basket at EUR 57.34 during H1, around 8% below the previous year's level of EUR 62.56. This development is mainly driven by faster growth of non-Rx orders than Rx orders. The share of repeat orders was 82% in H1, slightly above the previous year's level of 81% while the return rate remained minimal at less than 1%.

	2020				2021				2022	
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Page visits (million)	44.4	52.3	54.6	57.0	71.4	67.5	62.1	79.0	93.3	85.7
Mobile page visits (million)	30.0	35.5	37.4	39.7	50.4	48.0	44.4	56.0	67.7	60.6
Ratio mobile (in %)	68	68	69	70	70	71	71	71	73	71
Orders (million)	4.2	4.0	4.0	4.4	5.1	4.7	4.4	5.5	6.2	5.6
Orders by existing clients (in %)	82	79	83	83	81	82	83	81	81	83
Return rate (in %)	0.7	0.5	0.7	0.7	0.7	0.8	0.6	0.7	0.6	0.7
Active customers (million)	5.0	5.5	5.9	6.3	6.8	7.1	7.3	7.9	8.3	8.6
Average shopping cart (in €)	65.2	65.5	66.9	68.0	63.5	61.5	61.0	58.9	56.8	58.0

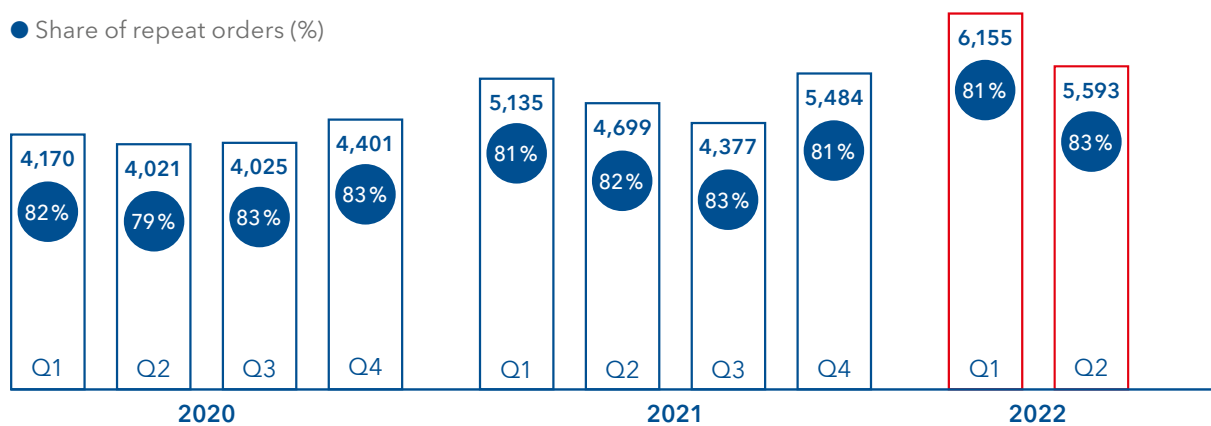
Site visits (in million)

● Share of mobile visits (%)



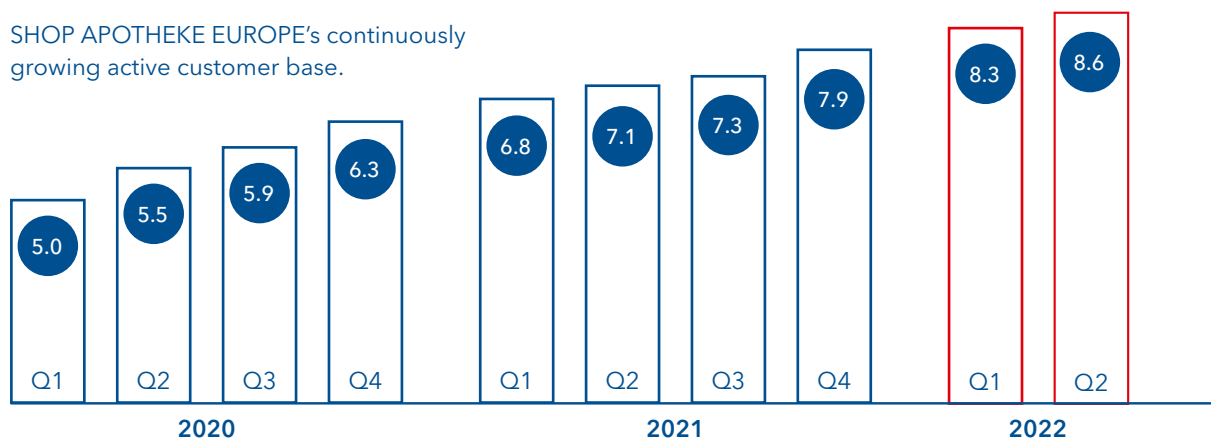
Number of orders (in '000)

● Share of repeat orders (%)



Number of active customers (in millions)

SHOP APOTHEKE EUROPE's continuously growing active customer base.



With a growth rate of 18%, gross profit at Group level increased significantly faster than sales, from EUR 136.3 million during the first six months of 2021 to EUR 160.7 million this year. Compared to last year, the consolidated gross margin rose by 1.7 pp to 27.2% for the first half of the year. In Q2, the consolidated gross margin stood at 27.8% compared to 25.3% the previous year. The higher gross margins were driven by sourcing and media income improvements and a one-off Corona-related expense in 2021.

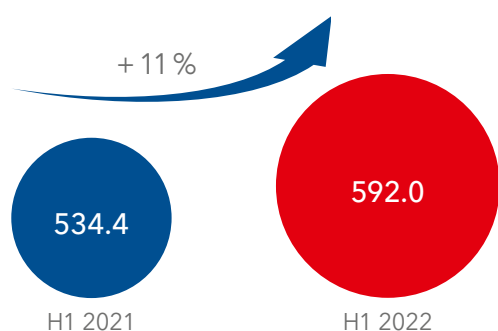
Adjusted Selling and Distribution (S&D) expenses for the total business (including recently acquired FIRST A) were EUR 151.9 million in H1, or 25.7% of sales. Adjusted S&D expenses for the ongoing business operations increased from EUR 113.3 million in H1 2021 to EUR 150.9 million over the same period in 2022. As a percentage of sales, this marks a rise from 21.2% to 25.5%. This can be attributed predominantly to higher marketing costs and partly to a slowdown in consumer spending, which resulted in a lower average basket size. In H1 2021 marketing efforts - and consequently costs - were lower due to the full lockdown quarter Q1 2021 in Germany.

Administrative costs amounted to EUR 32 million in H1 (2021: EUR 20.8 million) and included one-off and employee stock option expenses of EUR 12.7 million (2021: EUR 4.5 million). Adjustments increased because of a non-cash IFRS 3 accounting effect of the 2021 business acquisitions, which was EUR 8.7 million (H1 2021: EUR 0). Adjusted administrative costs as percentage of sales were 3.3% in H1 (Q2: 3.6%), 0.3 pp higher than last year's 3.0% (in Q2 2021: 3.2%). Adjusted administrative expenses for ongoing operations also increased in H1 2022 - from EUR -16.3 million in H1 2021 to EUR -18.8 million. As a percentage of sales, this equates to -3.2%, which is 0.2 percentage points higher than last year, because of an expanded employee base and IT expenditures.

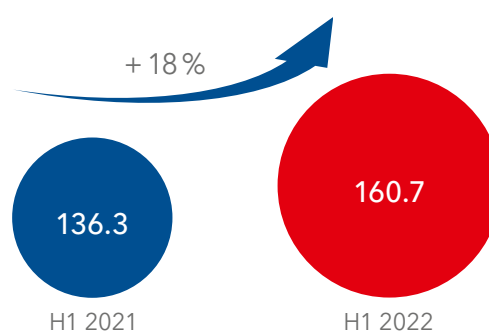
SHOP APOTHEKE EUROPE's adjusted EBITDA stood at EUR -10.4 million (margin -1.8%) in H1 2022. Last year, it was EUR 6.9 million (margin 1.3%). The acquisition of FIRST A had an impact on the margin of -0.3 pp. In Q2, the adjusted EBITDA margin was -2.1% or -1.7% for the ongoing operations excluding FIRST A (Q2 2021: 0.5%).

With depreciation expenses of EUR 17.9 million (2021: EUR 11.7 million), EBIT was EUR -41 million for the first six months 2022 (H1 2021: EUR -10 million). The higher depreciation is largely related to investments in the new logistics facility in Sevenum, the Netherlands, and the investments in IT products. Net finance costs decreased by EUR 0.1 million to EUR -6.8 million. The net result of EUR -47.8 million compares to EUR -17.0 million last year.

Consolidated revenues (in € million)



Consolidated gross profit (in € million)



H1 consolidated financial information

in EUR 1,000	January 1 - June 30, 2021	January 1 - June 30, 2022
Revenues	534,442	592,003
Gross profit	136,256	160,735
Selling & distribution costs	-113,895	-151,873
Segment EBITDA	22,397	8,896
Administrative costs	-20,789	-32,014
EBITDA	1,608	-23,118
EBITDA adjusted	6,871	-10,433

Q2 consolidated financial information

in EUR 1,000	April 1 - June 30, 2021	April 1 - June 30, 2022
Revenues	250,388	287,220
Gross profit	63,405	79,766
Selling & distribution costs	-54,922	-75,671
Segment EBITDA	8,506	4,116
Administrative costs	-9,934	-16,724
EBITDA	-1,428	-12,608
EBITDA adjusted	1,216	-6,149

SEGMENT PERFORMANCE.

● DACH SEGMENT.

During the first six months of 2022, DACH - SHOP APOTHEKE EUROPE's largest segment by revenues, covering business activities in Germany, Austria and Switzerland - grew by 6.2% compared to a year earlier. Revenues rose to EUR 455.4 million after EUR 428.9 million for the first six months of 2021. While revenues from the prescription drugs (Rx) business in Germany declined by 20% year-over-year (and 3% in Q2), non-Rx sales grew double-digit in all three regions - with an average growth rate of 12.1%. Compared to last year, gross profit grew at a rate of 16% to EUR 124.4 million, equivalent to a 2.3 pp gross margin increase to 27.3%. The adjusted EBITDA for the first six months of 2022 was EUR 3.5 million compared to EUR 15.3 million for H1 2021.

● INTERNATIONAL SEGMENT.

SHOP APOTHEKE EUROPE's International segment (Belgium, France, Italy, and the Netherlands) increased its H1 revenues, up 29.5% to EUR 136.6 million (previous year: EUR 105.5 million). Segment gross earnings rose by 25.3% from EUR 29 million to EUR 36.3 million during the reporting period. The gross margin at 26.6%, 0.9 pp below last year's 27.5%. Adjusted EBITDA for the first six months of 2022 declined to EUR -14.0 million from EUR -8.5 million a year earlier.

H1 2022 Segment development

in EUR 1,000	DACH	International	Consolidated
Revenues	455,362	136,641	592,003
Gross Profit	124,390	36,345	160,735
EBITDA	-4,057	-19,061	-23,118
Adjusted EBITDA	3,533	-13,966	-10,433

H1 2021 Segment development

in EUR 1,000	DACH	International	Consolidated
Revenues	428,897	105,545	534,442
Gross Profit	107,261	28,995	136,256
EBITDA	11,050	-9,442	1,608
Adjusted EBITDA	15,333	-8,462	6,871

Q2 2022 Segment development

in EUR 1,000	DACH	International	Consolidated
Revenues	220,365	66,855	287,220
Gross Profit	62,055	17,711	79,766
EBITDA	-2,771	-9,837	-12,608
Adjusted EBITDA	1,097	-7,246	-6,149

Q2 2021 Segment development

in EUR 1,000	DACH	International	Consolidated
Revenues	198,173	52,215	250,388
Gross Profit	48,694	14,738	63,405
EBITDA	3,008	-4,409	-1,428
Adjusted EBITDA	5,149	-3,933	1,216

ASSETS, LIABILITIES AND FINANCIAL POSITION.

● ASSETS AND LIABILITIES.

As of the reporting date, the balance sheet total was EUR 787.2 million after EUR 783.1 million at the end of the 2021 fiscal year. Within the non-current assets, intangible assets rose by EUR 46.3 million, driven by EUR 38 million due to investments in software development and the acquisition of First A. Current assets decreased by EUR 33.8 million from EUR 432.8 million to EUR 394.1 million. Inventories were down from EUR 96.6 million to EUR 74.9 million, largely due to the usual seasonality pattern. Cash and cash equivalents went from EUR 247.4 million to EUR 226 million.

Loans and borrowings within the non-current liabilities increased from EUR 230 million as per year end 2021 to EUR 261.9 million, due to the contingent consideration payable resulting the acquisition. An increase of EUR 7.1 million in trade and other payables from EUR 80.5 million to EUR 87.6 million is primarily related to the general expansion of the business volume. The equity capital ratio was more than 47 percent as of the reporting date.

● LIQUIDITY SITUATION.

Operational cash flow was EUR 14.7 million compared to EUR 25.1 million during the same period of fiscal year 2021. This development was substantially driven by the operating result while working capital movements remained favorable.

EUR -29.3 million was used for investing activities in the first six months of 2022 (previous year: EUR -60.5 million). Previous year's higher level was mainly due to the acquisitions of SMARTPATIENT and MEDAPP. Net of cash acquired, the cash outflow for these investments amounted to EUR -44.0 million against an outflow of EUR -4.9 million this year for the acquisition of FIRST A. EUR -5.5 million (H1 2021: EUR -6.2 million) were investments in property, plant and equipment.

Cash flow from financing activities shows an outflow of EUR 6.7 million vs. an inflow EUR 235.4 million last year. Last year's development was essentially driven by the issuance of new convertible bonds in January 2021 with a net cash inflow of EUR 222.2 million and a capital increase of EUR 10.7 was related to the employee stock option programme.

Overall, cash and cash equivalents decreased by EUR 21.4 million during the reporting period and amounted to EUR 226 million as of the balance sheet date. This excludes EUR 33.4 million of short-term other financial assets (securities).

RISKS AND OPPORTUNITIES.

Compared to the assessment in the 2021 Annual Report, the company's risk assessment has changed with respect to the general macroeconomic situation which has significantly worsened with the start of the Ukraine war in February 2022. In particular, the higher energy prices could lead to an increase in the production costs of our suppliers and to higher transport costs.

Principally, SHOP APOTHEKE EUROPE's business is subject to regulatory changes, which could have a significant favorable or unfavorable impact on its prospects.

For risk management, see also page 28 in the appendix.

IMPORTANT EVENTS DURING THE REPORTING PERIOD.

● ACQUISITION OF "FIRST A", A PIONEERING QUICK-COMMERCE PLAYER IN THE GERMAN PHARMACY MARKET.

During the reporting period, SHOP APOTHEKE EUROPE entered into the growing q-commerce market through the acquisition of FIRST A. SHOP APOTHEKE EUROPE acquired 100% of the shares from the FIRST A founders but the company continued to operate separately. To keep the pace, all three founders and the current management team stayed on board continuing to lead and manage the growth of FIRST A.

EVENTS AFTER THE BALANCE SHEET DATE.

No events have occurred since June 30, 2022, which have a material impact on the company's consolidated financial statements.

FORECAST.

For the full year 2022, the Management Board of SHOP APOTHEKE EUROPE confirms the guidance for the ongoing business of sales growth of everything-but-Rx of 15-25 %, and an adjusted EBITDA margin in the range of -1.5 % to 1.5 %.

The newly acquired business of First A is expected to impact the operating result of 2022 by approximately -0.5% of sales.

EVENTS AFTER THE REPORTING DATE.

There have been no significant subsequent events.

RESPONSIBILITY STATEMENT FROM LEGAL REPRESENTATIVES.

Sevenum, the Netherlands, 3 August 2022

To the best of our knowledge and in accordance with the applicable reporting principles for half-year financial reporting, the half-year consolidated financial statements give a true and fair view of the company's assets, liabilities, financial position and profitability, and the half-year management report of the Group includes a fair review of the development and performance of the business including financial results, and the position of the company is described so that an accurate picture of the current situation is conveyed as well as a description of the principal opportunities and risks associated with the expected development of the Group for the remainder of the fiscal year.

SHOP APOTHEKE EUROPE N.V.
The Management Board

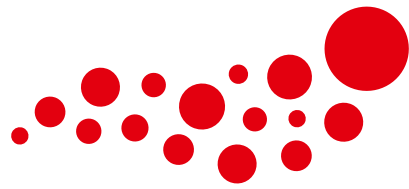
Stefan Feltens

Jasper Eenhorst

Theresa Holler

Stephan Weber

Marc Fischer



SHOP APOTHEKE
EUROPE

02

APPENDIX.

CONSOLIDATED STATEMENT OF PROFIT AND LOSS.

	Period ended 30.6.2022	Period ended 30.6.2021
	EUR 1,000	EUR 1,000
Revenue	592,003	534,442
Cost of sales	-431,268	-398,186
Gross profit	160,735	136,256
Other income	34	36
Selling and distribution	-167,054	-123,798
Administrative expenses	-34,693	-22,536
Operating result	-40,978	-10,042
Finance income	1,825	92
Finance expenses	-8,522	-6,530
Share of profit of associates and joint ventures	0	-449
Result before tax	-47,675	-16,929
Income tax	-82	-33
Result after tax	-47,757	-16,962
Attributable to:		
Owners of the company	-47,757	-16,962

STATEMENT OF COMPREHENSIVE INCOME.

	Period ended 30.6.2022	Period ended 30.6.2021
	EUR 1,000	EUR 1,000
Loss for the period	-47,757	-16,962
Other comprehensive income/loss	0	0
Total comprehensive loss	-47,757	-16,962
Attributable to:		
Owners of the company	-47,757	-16,962
Earnings per share		
Basic and diluted per share 30 June	-2,63	-0,95
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	18,191,758	17,837,829

CONSOLIDATED STATEMENT OF FINANCIAL POSITION.

	30. 6. 2022	31. 12. 2021
	EUR 1,000	EUR 1,000
Assets		
Non-current assets		
Property, plant and equipment	78,469	78,261
Intangible assets	303,759	257,476
Deferred tax assets	0	0
Other financial assets	9,441	13,109
Investments in equity- accounted joint ventures	1,154	1,154
Investments in associates	305	305
Investments in equity-instruments	10	10
	393,138	350,315
Current assets		
Inventories	74,937	96,624
Trade and other receivables	55,460	52,310
Other financial assets	37,657	36,415
Cash and cash equivalents	226,042	247,413
	394,096	432,762
Total assets	787,234	783,077
Equity and liabilities		
Shareholders' equity		
Issued capital and share premium	570,193	566,898
Reserves/accumulated losses	-193,845	-151,485
	376,348	415,413
Non-current liabilities		
Loans and Borrowings	261,913	230,028
Deferred tax liability	13,551	13,552
	275,464	243,580
Current liabilities		
Trade and other payables	87,572	80,523
Loans and Borrowings	6,350	6,368
Amounts due to banks	39	38
Other liabilities	41,461	37,156
	135,422	124,085
Total equity and liabilities	787,234	783,077

CONSOLIDATED STATEMENT OF CASH FLOWS.

	Period ended 30.6.2022	Period ended 30.6.2021
	EUR 1,000	EUR 1,000
Cash flow from operating activities		
Operating result	-40,978	-10,042
Adjustments for:		
- Depreciation and amortisation of non-current assets	17,860	11,650
- Result subsidiaries	0	-449
- Net foreign exchange differences	1,816	0
- Share-based payment charge for the period	8,691	3,573
Corporate income tax paid	-252	-97
Operating result adjusted for depreciation and amortisation and taxes	-12,863	4,635
Movements in		
- (Increase)/decrease in trade and other receivables	-2,992	6,237
- (Increase)/decrease in inventory	21,687	1,397
- Increase/(decrease) in trade payables	6,845	7,350
- Increase/(decrease) in other payables and other liabilities	2,013	5,456
Net cash (used in)/generated by operating activities	14,690	25,075
Cash flow from investing activities		
Investment for property, plant and equipment	-5,459	-6,183
Investment for intangible assets	-19,841	-12,777
Investment/divestment of escrow account	1,412	0
Investment for/disposal of other financial assets	-554	2,500
Acquisition of subsidiary, net of cash acquired	-4,875	-43,997
Interest received	5	0
Net cash (used in)/generated by investing activities	-29,312	-60,457
Cash flow from financing activities		
Interest paid	-3,473	-2,746
Capital increase exercised options	0	10,627
Issue convertible bond, net of expenses	0	222,197
Proceeds from other long-term loans	0	13,000
Repayment of other long-term loans	-832	-4,832
Cash-out lease payments	-2,444	-2,808
Net cash (used in)/generated by financing activities	-6,749	235,438
Net increase/(decrease) in cash and cash equivalents	-21,371	200,056
Cash and cash equivalents at the beginning of the period	247,413	90,485
Cash and cash equivalents at the end of the period	226,042	290,541

CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY.

FOR THE PERIOD ENDED 30 JUNE 2022

	Issued and paid-up share capital	Share premium	Accumulated losses	Equity part on convertible bonds	Reserve for stock option plan	Undistributed results	Equity
	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000
Equity as of 1 January 2022	361	566,537	-133,597	31,698	24,599	-74,185	415,413
Transfer to accumulated losses	0	0	-74,185	0	0	74,185	0
Share-based payment charge for the period	0	0	0	0	8,691	0	8,691
Capital increase exercised options	1	3,294	0	0	-3,294	0	1
Comprehensive loss for the period	0	0	0	0	0	-47,757	-47,757
Balance as at 30 June 2022	362	569,831	-207,782	31,698	29,996	-47,757	376,348

FOR THE PERIOD ENDED 30 JUNE 2021

	Issued and paid-up share capital	Share premium	Accumulated losses	Equity part on convertible bonds	Reserve for stock option plan	Undistributed results	Equity
	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000
Equity as of 1 January 2021	354	551,663	-116,950	0	6,842	-16,771	425,138
Transfer to accumulated losses	0	0	-16,771	0	0	16,771	0
Share-based payment charge for the period	0	0	0	0	3,573	0	3,573
Issue of convertible bond	0	0	0	42,264	0	0	42,264
Capital increase exercised options	5	12,897	0	0	-2,274	0	10,628
Comprehensive loss for the period	0	0	0	0	0	-16,962	-16,962
Balance as at 30 June 2021	359	564,560	-133,721	42,264	8,141	-16,962	464,641

SEGMENT INFORMATION.

Our operating segments are reported in a manner consistent with the internal reporting provided to the key operating decision-makers. The key operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the statutory directors of the Group and make strategic decisions.

Within the context of IFRS 8, we consider two business segments for external reporting purposes: our "DACH" segment which includes medications and pharmacy related BPC products sold to customers in Germany, Austria and Switzerland, and our "International" segment which includes OTC medications and pharmacy-related BPC products only, sold to customers in Belgium, The Netherlands, France and Italy.

The Group's assets and liabilities are not disclosed by segment as they are not included in the segment information used by the chief operating decision-makers.

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 2.

The Group allocates all costs (excluding net finance cost and income tax) to the segments. The result by segment is shown in the line EBITDA including all costs directly related to the revenue of the segments (marketing, operations) and administrative expenses. EBITDA means earnings before tax, interest, depreciation and amortisation.

RESULTS PER SEGMENT H1 2022.

Segment information - non adjusted and adjusted	DACH	International	Interim consolidated
	EUR 1,000	EUR 1,000	EUR 1,000
Revenue	455,362	136,641	592,003
Cost of sales	-330,972	-100,296	-431,268
Adjusted CoS	-330,972	-100,296	-431,268
Gross profit	124,390	36,345	160,735
Adjusted gross profit	124,390	36,345	160,735
% of revenue	27.3%	26.6%	27.2%
Other income	26	8	34
Selling & distribution	-109,300	-42,573	-151,873
Adjusted S&D	-109,304	-42,555	-151,859
Segment EBITDA	15,116	-6,220	8,896
Adjusted segment EBITDA	15,112	-6,202	8,910
Administrative expenses	-19,173	-12,841	-32,014
Adjusted AE	-11,579	-7,764	-19,343
EBITDA	-4,057	-19,061	-23,118
Adjusted EBITDA	3,533	-13,966	-10,433
Depreciation	-10,696	-7,164	-17,860
EBIT	-14,753	-26,225	-40,978
Adjusted EBIT	-7,163	-21,130	-28,293
Net finance cost and income tax			-6,779
Adjusted net finance cost and income tax			-6,779
Net loss			-47,757
Adjusted net loss			-35,072

RESULTS PER SEGMENT H1 2021.

Segment information - non adjusted and adjusted	DACH	International	Interim consolidated
	EUR 1,000	EUR 1,000	EUR 1,000
Revenue	428,897	105,545	534,442
Cost of sales	-321,636	-76,550	-398,186
Adjusted CoS	-321,524	-76,523	-398,047
Gross profit	107,261	28,995	136,256
Adjusted gross profit	107,373	29,022	136,395
% of revenue	25.0%	27.5%	25.5%
Other income	29	7	36
Selling & distribution	-83,443	-30,452	-113,895
Adjusted S&D	-82,959	-30,347	-113,306
Segment EBITDA	23,847	-1,450	22,397
Adjusted segment EBITDA	24,443	-1,318	23,125
Administrative expenses	-12,797	-7,992	-20,789
Adjusted AE	-9,110	-7,144	-16,254
EBITDA	11,050	-9,442	1,608
Adjusted EBITDA	15,333	-8,462	6,871
Depreciation	-7,171	-4,479	-11,650
EBIT	3,879	-13,921	-10,042
Adjusted EBIT	8,162	-12,941	-4,779
Net finance cost and income tax			-6,920
Adjusted net finance cost and income tax			-6,920
Net loss			-16,962
Adjusted net loss			-11,699

For better orientation, we also provide adjusted figures, which reflect extraordinary items (the non-cash IFRS expenses related to the Employee Stock Ownership Plan, and one-of costs related business projects).

A detailed reconciliation of adjustments can be found in the following table:

Reconciliation of adjustments in EBITDA overview

	Non-adjusted	Adjustments H1 2022				Adjusted	Non-adjusted	Adjustments H1 2021				Adjusted
		1.	2a.	2b.	3.			1.	2a.	2b.		
Revenue	592,003	-	-	-	-	592,003	534,442	-	-	-	-	534,442
Cost of sales	-431,268	-	-	-	-	-431,268	-398,186	-	139	-	-	398,047
Gross profit	160,735	-	-	-	-	160,735	136,256	-	139	-	-	136,395
Other income	34	-	-	-	-	34	36	-	-	-	-	36
Selling & Distribution	-151,873	-	-	14	-	-151,859	-113,895	-	251	338	-	-113,306
Segment EBITDA	8,896	-	-	14	-	8,910	22,397	-	390	338	-	23,125
Administrative expenses	-32,014	3,476	-	508	8,687	-19,343	-20,789	3,573	304	658	-	-16,254
EBITDA	-23,118	3,476	-	522	8,687	-10,433	1,608	3,573	694	996	-	6,871
Depreciation	-17,860	-	-	-	-	-17,860	-11,650	-	-	-	-	-11,650
EBIT	-40,978	3,476	-	522	8,687	-28,293	-10,042	3,573	694	996	-	4,779
Net finance cost and income tax	-6,779	-	-	-	-	-6,779	-6,920	-	-	-	-	-6,920
Net loss	-47,757	3,476	-	522	8,687	-35,072	-16,962	3,573	694	996	-	-11,699

Description of adjustment:

1. IFRS expenses of the employee stock option plans. These expenses are non-cash for Shop Apotheke Europe.

2a. One-off external project expenses specifically related to our new logistics center project "Venlo 2020".

2b. One-off external project expenses related to other projects. This mainly concerns external advisory costs.

3. Other major non-recurring one-offs. In 2022, this concerned the impact of contingent considerations to former owners of the acquired companies SmartPatient and MedApp. In the light of these acquisitions of 100% of the shares of SmartPatient and MedApp, the total purchase price for the shares which SHOP APOTHEKE EUROPE agreed upon with the selling shareholders amounts EUR 70,545 thousand and EUR 8,004 thousand respectively. Along with the acquisitions contingent considerations are provided to the former owners which contain a service condition. Payments in the form of cash and shares under this contingent consideration forfeit if employment is terminated. The total contingent consideration amounts to EUR 47,839 thousand. On the basis of an IFRIC decision on IFRS 3.B55 Business Combinations - the contingent part of this purchase price should be accounted for as consideration for post-combination services - employee expenses during the vesting period. The total impact of the recognition of the cash component and share component of the contingent considerations of both business combinations in the result of the first six months of the year 2022 amounts to EUR 8.7 million. These costs are included in the employment expenses presented in the profit and loss statement under "administrative expenses". The P&L impact of this accounting method distorts the view on our underlying financial result of our business for management reporting purposes, which is the reason we adjust for it in the presented adjusted EBITDA. Reference is made to note 28 to the consolidated financial statements of the financial year 2021 for detailed explanation.

BUSINESS COMBINATIONS.

SUBSIDIARIES ACQUIRED.

During 2022, the following entity was acquired by the Shop Apotheke Group:

- The Business of "First A" by 100% of the shares of Aurora Gesundheit GmbH, including Aurora Gesundheit Services UG.

ACQUISITION OF FIRST A

On 12 April 2022 SHOP APOTHEKE EUROPE N.V., through its subsidiary SA Europe B.V., acquired 100% of the shares of Aurora Gesundheit GmbH, including Aurora Gesundheit Services UG. ("First A"), a pioneering quick-commerce player in the German pharmacy market. This strategic acquisition accelerates SHOP APOTHEKE EUROPE's customer-centric platform strategy and strengthens its position as one stop shop in the pharmacy space. SAE acquired First A for a consideration of EUR 37.961.000, by way of a combination of cash paid and a contingent consideration of SAE.

The results of First A are consolidated effective from 12 April 2022 (and directly contributed to the earnings per share).

Purchase consideration

Details of the purchase consideration, are as follows:

Cash paid	5,000
Contingent consideration	32,961
Total purchase consideration	37,961

Contingent consideration

The contingent consideration arrangement is to be paid in cash (with an option for SHOP APOTHEKE EUROPE to have a (partly) payment in shares) in 5 subsequent tranches in the following 4 years after the acquisition. Each tranche payment is an earn-out based on multiple of sales with a correction for EBITDA for the respective earn-out period.

The fair value of the contingent consideration arrangement of EUR 32.961.000 was estimated calculating the present value of the future expected cashflows. The estimates are based on assessment of the business plan and the corresponding expected earn-out.

Identified assets and liabilities

The assets and liabilities recognised as a result of the acquisition are as follows:

	Book Value	Adjustment	Fair Value
	EUR 1,000	EUR 1,000	EUR 1,000
Tangible fixed assets	28	0	28
Intangible fixed assets	125	0	125
Financial fixed assets	11	0	11
Deferred tax assets	0	0	0
Inventory	0	0	0
Trade and other receivables	157	0	157
Cash	125	0	125
Non-current liabilities	0	0	0
Trade and other payables	-205	0	-205
Other current liabilities	-204	0	-204
Goodwill on acquisition	0	37,924	37,924
Deferred tax liability	0	0	0
Total consideration	37	37,924	37,961

At the moment of preparation of these financial statements, the acquisition accounting is in process. Up to twelve months from the effective date of these acquisitions, adjustments may be made to the fair values assigned to the identifiable assets acquired and liabilities assumed as well as to the consideration transferred to reflect new information about facts and circumstances that existed as of the acquisition date. The initial purchase price allocation does therefore not yet include fair value of the acquired technology.

Impact of acquisition on the results of the Group

The amounts included in the Revenue and Result after Tax for the year 2022 in the consolidated figures are considered non-material.

Acquisition costs

In 2022, the group incurred acquisition related costs for an amount of EUR 0,2 m. These costs have been included in Administrative expenses.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS.

GENERAL INFORMATION ON SHOP APOTHEKE EUROPE.

SHOP APOTHEKE EUROPE N.V. is a public limited liability company, established and domiciled in the Netherlands, with its corporate headquarters and registered office at Erik de Rodeweg 11/13, 5975 WD Sevenum. The consolidated financial statements include the company and all its subsidiaries (jointly referred to as "SHOP APOTHEKE EUROPE").

The financial year of the group is equal to the calendar year. The consolidated half-year financial statements for the first six months ending 30 June 2022 has been approved for by both the Board of Directors and the Supervisory Board on 2 August 2022.

BASIS OF PREPARATION OF HALF-YEAR REPORT.

These interim consolidated financial statements for the half-year reporting period ended 30 June 2022 have been prepared in accordance with Accounting Standard IAS 34 Interim Financial Reporting.

The interim report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 31 December 2021 and any public announcements made by SHOP APOTHEKE EUROPE N.V. during the interim reporting period. The accounting policies adopted are consistent with those of the previous financial year end corresponding interim reporting period. The consolidated financial statements for 2021 have been prepared in accordance with International Financial Reporting Standards (IFRS) and the interpretations thereof as adopted by the thereof as issued by the International Accounting Standards Board (IASB) as adopted for use within the European Union and the statutory provisions of Part 9 of Book 2 of the Netherlands Civil Code.

A number of new or amended standards became applicable for the current reporting period. The group did not have to change its accounting policies or make retrospective adjustments as a results of these standards.

The interim consolidated financial statements have not been audited.

USE OF ESTIMATES AND JUDGEMENTS.

The preparation of interim consolidated financial statements in compliance with IAS 34 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies.

There have been no material revisions to the nature and amount of changes in estimates of amounts reported in the annual financial statements 2021.

SIGNIFICANT CHANGES IN THE CURRENT REPORTING PERIOD.

The financial position and performance of the Company was particularly affected by the following events and transactions during the six months to 30 June 2022:

- The acquisition of the business combination: FIRST A (see separate note).

For a detailed discussion about the group's performance and financial position please refer to the review in our management report on pages 7 - 12.

● GOING CONCERN.

From 1 January through 30 June 2022, the company incurred net losses of EUR 47.8m and generated a positive cash flow from operating activities of EUR 14.7m. The working capital position at 30 June 2022 is EUR -5.0m. Development of the working capital is in line with expectations.

	30.6.2022	30.6.2021
	EUR 1,000	EUR 1,000
Trade and other receivables	55,460	39,560
Inventory	74,937	79,852
Trade and other payables	-87,572	-61,501
Loans and Borrowings (short-term)	-6,350	-5,313
Other liabilities (short-term)	-41,461	-28,809
Working capital	-4,986	23,789
% Revenue	-0.45 %	2.29 %
Working capital incl. cash and short term securities	258,713	307,617

The company is closely monitoring its cash position and has taken the necessary measures to ensure future growth financing and financial robustness. The underlying unit economics in its larger markets are cash flow positive but the company is executing a fast growth strategy to build market share and increase its base of active customers. In parallel, the company is driving gross profit margin improvements, efficiencies and scale. Liquidity is secured for at least the next 12 months.

On the basis of the above, the consolidated interim financial statements have been prepared on a going concern basis.

DEVELOPMENT EXPENSES.

In determining the development expenditures to be capitalised, we make estimates and assumptions based on expected future economic benefits generated by products that are the result of these development expenditures. In particular, we have capitalised development work for our websites and the ERP system that supports the business. Business development spending is not capitalised but reported under "Selling & Distribution Expenses".

SEASONALITY.

For the business of the SHOP APOTHEKE Group, the first and fourth quarter of the year tend to be slightly stronger than the second and third.

Vendor allowances and contributions by our suppliers for product promotions are calculated for the interim financial statements on a pro-rata basis, under the assumption of full target achievement.

FAIR VALUE.

As at 30 June 2022, no significant changes of fair value calculations have occurred in comparison to the fair values from the 2021 Annual Report.

RISKS AND RISK MANAGEMENT.

The Group's risk categories and risk factors that could have material impact on its financial position and results are described in SHOP APOTHEKE's annual report 2021 (page 84 - 91). Those risk categories and factors are deemed incorporated and repeated in this report by this reference. SHOP APOTHEKE EUROPE has evaluated the identified risks and has determined that the identified risks still apply.

SHOP APOTHEKE EUROPE's business is subject to regulatory changes, which could have a significant favorable or unfavorable impact on its prospects. The Group will publish a detailed update of Shop Apotheke's principal risks in its annual report 2022.

In addition, there are a number of risks where we would like to highlight the developments in 2022.

- With regard to the introduction of electronic prescriptions in Germany (e-Rx) concrete further steps have been made in 2022. Early 2022, the Gematik and the German Ministry of Health defined criteria for a successful test of e-Rx. This included a qualitative criterium that 30,000 e-Rx were to be dispensed, processed and reimbursed by the insurance companies. Meanwhile in July this criterium was met and with that the test was successfully completed. The following nationwide roll-out is planned for in phases starting the September 1st 2022 with the first two regions, and depending on the success six more regions to follow on December 1st and the remaining part of Germany on February 1st 2023.
- In the first half of 2022 the world saw significant disturbances with the war between Russia and Ukraine, increasing and fluctuating cost of energy, and shortages in several supply chains. In Europe and other parts of the world inflation increased, interest rates were increased, and several sectors in our markets saw shortages of personnel. SHOP APOTHEKE EUROPE has until now been able to largely navigate through these challenges and it's business is not directly impacted by the human catastrophe in Ukraine.

SHOP APOTHEKE EUROPE's business is subject to regulatory changes, which could have a significant favorable or unfavorable impact on its prospects.

The Group will publish a detailed update of SHOP APOTHEKE's principal risks in its annual report 2022.

OFF-BALANCE SHEET COMMITMENTS.

The nature and extent of the off-balance sheet obligations as at 30 June 2022 have not changed significantly from what is stated in the materially different from what is stated in the consolidated financial statements for the financial year 2021.

CONTACT.

For definitions of non-IFRS terms, please refer to the Annual Report 2021, pages 194 and 195 which you will find on SHOP APOTHEKE EUROPE's Corporate Website www.shop-apotheke-europe.com in the Investor Relations section.

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