**NOT FOR DIRECT OR INDIRECT PUBLICATION, DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA AND JAPAN OR ANY JURISDICTION IN WHICH OFFERS OR SALES OF THE SECURITIES WOULD BE PROHIBITED BY APPLICABLE LAW.**

**SHOP APOTHEKE EUROPE N.V. ENDS DISCUSSIONS AND ANNOUNCES CLEAN-UP OF ITS EUR 135 MILLION 4.5% CONVERTIBLE BONDS DUE 2023.**

Venlo, 6 October 2020. Following the announcements published on 23 September 2020 and 30 September 2020, the negotiations between SHOP APOTHEKE EUROPE N.V. ("Shop Apotheke") and holders (the "Bondholders") of its EUR 135 million 4.5% Convertible Bonds due 2023 (ISIN: DE000A19Y072) (the "Bonds") have resulted in intentions to convert corresponding to more than 98% of the total outstanding amount of EUR 135 million. Conversion notices processed by the conversion agent amount to around 90% of the EUR 135 million issued. Shares for the delivery to converting Bondholders will be issued by Shop Apotheke in the coming weeks in line with the Terms and Conditions of the Bonds.

Due to the successful progress, Shop Apotheke is ending its further negotiations on a potential incentivized conversion effective immediately and will shortly make use of the clean-up call in accordance with the Terms and Conditions of the Bonds, publishing a notice to that effect on its website. Shop Apotheke will make a further announcement once all Bonds have been converted or redeemed.

**ABOUT SHOP APOTHEKE EUROPE.**  
  
SHOP APOTHEKE EUROPE is one of the leading and fastest-growing online pharmacies in Continental Europe. With the acquisition of Europa Apotheek Venlo in November 2017, SHOP APOTHEKE EUROPE significantly extended its European market leadership. The product range for the whole family in the areas of OTC, beauty and personal care products as well as prescription drugs is supplemented by high quality natural food and health products, low carb products and sports nutrition following the acquisition of nu3 GmbH in July 2018.

SHOP APOTHEKE EUROPE operates online pharmacies in Germany, Austria, France, Belgium, Italy, the Netherlands and Switzerland at this moment. SHOP APOTHEKE EUROPE delivers a broad range of more than 100,000 original products to over 5.9 million active customers (at the end of Q3 2020) fast and at attractive prices. In addition, SHOP APOTHEKE EUROPE provides comprehensive pharmaceutical consulting services.

SHOP APOTHEKE EUROPE N.V. has been listed on the regulated market of the Frankfurt Stock Exchange (Prime Standard) since 13 October 2016 and is part of the MDAX index since 21 September 2020.

In addition to being traded on the Frankfurt stock exchange, SHOP APOTHEKE EUROPE'S convertible bonds (ISIN: DE000A19Y072) are also tradeable on the Dutch Euronext stock exchange, which operates the stock exchanges in Paris, Amsterdam, Brussels, Dublin, Oslo and Lisbon.

**PRESS CONTACTS.**

Trade and popular media:  
Sven Schirmer  
Tel: +49 221 99 53 44 31  
Email: [presse@shop-apotheke.com](mailto:presse@shop-apotheke.com)

Financial media:  
Bettina Fries  
Tel: +49 211 75 80 779  
Email: [presse@shop-apotheke.com](mailto:presse@shop-apotheke.com)

Investor relations:  
Carmen Herkenrath  
Tel.: +31 77 850 6109  
Email: [carmen.herkenrath@shop-apotheke.com](mailto:carmen.herkenrath@shop-apotheke.com)

Thomas Schnorrenberg  
Mobile: +49 151 465 31317  
Email: [presse@shop-apotheke.com](mailto:presse@shop-apotheke.com)

**DISCLAIMER.**

This announcement is released by SHOP APOTHEKE EUROPE N.V. and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“MAR”), encompassing information relating to the discussions with investors (as described above). For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Stefan Feltens, CEO, for SHOP APOTHEKE EUROPE N.V. SHOP APOTHEKE EUROPE N.V. is solely responsible for the contents of this announcement.

This announcement does not contain or constitute or form part of, and should not be construed as, an offer or invitation to sell, or the solicitation of an offer to buy or subscribe for, any securities of SHOP APOTHEKE EUROPE N.V.

In connection with this announcement there has not been, nor will there be, any public offering of securities and no prospectus will be prepared.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons reading this announcement should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement is not an offer of securities for sale in, and is not for publication or distribution, directly or indirectly, in or into, the United States, Australia, Canada or Japan or in any jurisdiction in which offers or sales of the securities referred to herein would be prohibited by applicable laws. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the laws of any state within the United States or under the applicable securities laws of Australia, Canada or Japan, and may not be offered or sold in the United States, unless registered under the Securities Act or offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. There will be no public offer of the securities referred to herein in the United States, Australia, Canada or Japan.

For readers in the United Kingdom, this announcement is only being distributed to and is only directed at Qualified Investors who are (i) outside the United Kingdom or (ii) investment professionals falling within Article 19(5) ("Investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) certain high value persons and entities who fall within Article 49(2)(a) to (d) ("High net worth companies, unincorporated associations etc.") of the Order; or (iv) any other person to whom it may lawfully be communicated (all such persons in (i) to (iv) together being referred to as "relevant persons"). Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

This announcement contains forward-looking statements that are subject to certain risks and uncertainties. The future financial results can significantly differ from the currently anticipated results as a result of various risks and uncertainties, including changes in the business, financial and competitive landscape, uncertainties related to legal disputes or investigations and the availability of funds. SHOP APOTHEKE EUROPE N.V. assumes no obligation to update the forward-looking statements included in this announcement. Forward-looking statements speak only as of the date they are made.

Joh. Berenberg, Gossler & Co. KG (the "Bank") involved is acting on behalf of Shop-Apotheke Europe N.V. and no one else and will not be responsible to any other person for providing the protections afforded to clients of the Bank, or for providing advice in relation to the transactions or securities referred to in this announcement.

Neither the Bank nor any of its subsidiary undertakings, affiliates or any of its partners, directors, officers, employees, advisers, agents or any other person accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to SHOP APOTHEKE EUROPE N.V., its subsidiaries or associated companies, its convertible bonds or any other matter referred to in this announcement whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Bank disclaims, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that it might otherwise be found to have in respect of this announcement and/or any such statement.