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**SHOP APOTHEKE EUROPE to strengthen European market leadership through the acquisition of mail-order pharmacy Europa Apotheek.**

* Strengthening market leadership by creating Continental Europe’s largest and fastest growing fully integrated online pharmacy.
* Acquisition by way of an all share transaction.
* Increased sales-guidance in the event of successful transaction.

Venlo, Cologne, 25 September 2017. SHOP APOTHEKE EUROPE N.V. (“Shop Apotheke”) takes over the mail-order pharmacy “Europa Apotheek” by acquiring its parent EHS Europe Health Services B.V. (“EHS”). Binding agreements have been signed agreeing that Shop Apotheke will acquire all shares of EHS by way of contribution in kind of such shares against issuance of new ordinary shares in Shop Apotheke. Europa Apotheek is a leading mail-order pharmacy in Continental Europe. The group employs approximately 130 FTE and generated revenues of approximately EUR 144m in 2016 and of approximately EUR 81m in H1 2017.

The business of Shop Apotheke has been carved out from EHS prior to Shop Apotheke's initial public offering. Given the joint heritage with a partial overlap in ownership structure and the close operational cooperation between both companies in Venlo, the Netherlands, the integration process is expected to be very smooth. In addition, while the transaction rationale is focused on strengthening its European market leadership and capturing the Rx ecommerce opportunity as opposed to purely creating synergies, Shop Apotheke also expects to benefit from meaningful cost synergies.

Europa Apotheek generates the majority of its revenues from Rx-related products whereas Shop Apotheke is focused on OTC (OTC = over the counter = non-prescription medications) and pharmacy related BPC products. Thus, the resulting combination aims to create what Shop Apotheke expects to be Continental Europe’s largest and fastest growing fully integrated online pharmacy. Pro-forma sales would be expected to correspond to circa EUR 318m for 2016, offering customers a comprehensive product portfolio including OTC, Rx and pharmacy related BPC.

Shop Apotheke will acquire all shares of Europa Apotheek in an all share transaction by way of contribution in kind of such shares against issuance of new ordinary shares in Shop Apotheke. Shareholders of Europa Apotheek will receive 2.724 (rounded) new Shop Apotheke shares for each Europa Apotheek share, valuing Europa Apotheek at approximately EUR 126m based on Shop Apotheke´s 3-month volume weighted average price (VWAP) of EUR 42.85 as of September 22, 2017. Shop Apotheke's managing board and supervisory board on the one hand, and the supervisory board on the other hand, each received a fairness opinion from two internationally renowned investment banks to the effect that as of the date of the opinion the exchange ratio was fair, from a financial point of view, to Shop Apotheke.

Moreover, all newly issued shares of Shop Apotheke in connection with the transaction will be subject to a lock-up period of 180 days and will be admitted to trading within 12 months on the basis of a securities prospectus to be published. Completion of the transaction is subject to customary conditions precedent, in particular, the approval of the transaction by the general meeting of shareholders of Shop Apotheke. An extraordinary general meeting of Shop Apotheke will be held for the purpose of, among other things, facilitating a shareholder decision on the proposed acquisition of Europa Apotheek.

Subject to the successful completion of the acquisition and taking into account the consolidation of Europa Apotheek from November 2017, the managing board would increase the forecast for the group's sales growth from currently +45% to +55% to +55% to +65%. The forecast for the consolidated EBITDA margin before one-off transactions costs remains at -2.0% to -3.0%.

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