

Convening notice

Flow Traders N.V. (the “**Company**”) is pleased to invite its shareholders for the Extraordinary General Meeting (“**General Meeting**”) to be held at the INIT Building at Jacob Bontiusplaats 9, 1018 LL Amsterdam, The Netherlands, on 26 September 2016 at 16:00 hours (Amsterdam time).

Agenda and explanatory notes

1. Opening and announcements

2. Proposed Appointment of Marcel Jongmans (voting item)

It is proposed to appoint Marcel Jongmans as a Management Board Member and Chief Financial Officer of the Company following the Supervisory Board’s nomination for an initial term of 4 years starting on 1 October 2016 and ending on 1 October 2020.

It is the Supervisory Board’s impression that Mr. Jongmans is very well qualified to be a Management Board member and CFO, and presents a natural fit within the Management Board given his skills, previous role, experience, background and personality. Marcel Jongmans has 28 years of experience in the financial services industry, starting at MeesPierson. He subsequently held positions at Fortis Bank and ABN AMRO Clearing Bank N.V., at which he served as CEO for the last 12 years. He holds Dutch citizenship and was born in 1966.

Mr. Jongmans’ remuneration shall be in accordance with the existing Remuneration Policy as approved by the shareholders during the 2016 annual general meeting of shareholders which was held on the 19th of May 2016. The main elements of the arrangements with Mr. Jongmans (as applicable after his appointment) are set out in the Annex (in accordance with best practice provision II.2.14 of the Dutch Corporate Governance Code).

3. Any other business and closing

Annex

Main elements of Mr. Jongmans' Board Agreement and other applicable items

The following summarises main elements of Mr. Jongmans' Board Agreement and other applicable items (as also applicable to the other members of the Management Board):

Term

The Board Agreement has an initial term starting on 1 October 2016, ending four years later. It may be terminated by the Company at any time, except during illness, by giving Mr. Jongmans 6 months' prior notice in writing and by Mr. Jongmans at any time by giving the Company 3 months' prior notice in writing. It may also be terminated in special circumstances (including serious default, gross misconduct, gross negligence and certain criminal offences).

Remuneration

The remuneration of, and other agreements with, Mr. Jongmans are required to be determined by the Supervisory Board with due observance of the remuneration policy and applicable laws and regulations. His remuneration consists of a fixed base salary and a variable compensation in cash. The annual base salary is a fixed cash amount of €94,608. In accordance with the remuneration policy in place for other employees and members of the Management Board, Mr. Jongmans is entitled to an annual variable compensation based on performance in respect of individual criteria and the contribution to the success of the Company as whole. In order to compensate Mr. Jongmans for benefits he forfeited by leaving his previous employer he is entitled to a one-off payment of EUR 150,000 and a one-off minimum bonus for performance year 2016 which (i) is pro-rated to his tenure in 2016, and (ii) shall depend on the size of, and be paid from, the aggregate bonus pool accruing for performance year 2016 (the exact amount of which is yet unknown). All payments remain subject to applicable remuneration policies, laws and regulations.

Variable compensation is paid in cash in one or multiple instalments in accordance with the remuneration policy as approved by the annual general meeting held on 19 May 2016 and applicable laws and regulations. The deferred variable compensation acts as a first loss tranche to compensate any operating loss in the subsequent year before that loss impacts shareholder equity. During the deferral period such balance is fully at risk for any negative operational result of the Company. To the extent the Company sustains a loss in that year, any subsequent instalment will be paid less the pro rata amount of the loss or be entirely forfeited.

Performance criteria

Performance criteria are proposed by the Remuneration and Appointment Committee and set by the Supervisory Board. These criteria reflect financial performance and include other quantitative and qualitative criteria related to the Company's non-financial performance. The variable remuneration

awards to the members of the Management Board are determined on the basis of the following principles.

- Firstly, the maximum variable remuneration is set by the Supervisory Board within the limits of the firm-wide variable remuneration pool for a given year. As set out in the Company's annual report over 2015, the pool historically amounts to approximately 36% of operating result and is directly contingent upon positive operating results;
- Secondly, within those limits the variable remuneration is determined annually on the basis of a performance management framework. This framework translates Flow Traders' strategic business objectives into predetermined, assessable performance criteria that can be influenced by the Management Board's performance within a Balanced Performance Scorecard. This Scorecard is composed of four non-financial focus areas, which aim to robustly assess the Management Board member's performance within Flow Traders' operating environment and stakeholder interests. These four areas comprise Growth, External Relationships, Internal Processes / Excellence, and People and Culture.

Shares, ancillary benefits and pension

Management Board members do not receive any share-based remuneration or material ancillary benefits. The Company has not reserved or accrued any amounts to provide pension, retirement or similar benefits for Management Board members.

Severance

The Company does not award severance payments to members of the Management Board that exceed 100% of their annual fixed remuneration, and do not award severance payments if there is a serious imputable act or negligence by the employee in the fulfilment of their functions, where they resign voluntarily (unless this is the consequence of a serious imputable act or negligence (*ernstig verwijtbaar handelen of nalaten*) or failure by the Company), and the Company does not intend to award such payments in the future. In addition relevant limitations apply under the Dutch Remuneration Act and related regulation.

Additional information

The agenda with explanatory notes and the instructions for attendance at the General Meeting will be available on the Company's website (www.flowtraders.com). The mentioned information can be obtained free of charge via the Company or via ABN AMRO Bank N.V., at the addresses stated below.

Addresses

Flow Traders N.V.
Investor Relations
Jacob Bontiusplaats 9
1018 LL Amsterdam
The Netherlands
E-mail: investor.relations@flowtraders.com

ABN AMRO Bank N.V.

Visiting address:	Postal address:
Gustav Mahlerplein 10	P.O. Box 283 (HQ 7050)
1082 PP Amsterdam	1000 EA Amsterdam
The Netherlands	The Netherlands
E-mail: corporate.broking@nl.abnamro.com	

Record Date

A person who is registered as a shareholder of the Company on 29 August 2016 after close of trading and processing of all settlements (the "**Record Date**") and has timely registered (as described below) will be considered as having the right to vote and attend the General Meeting. The administration of the relevant financial intermediary under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) shall be consulted to determine which persons are deemed to be registered shareholders of the Company as per the record date.

Registration

Shareholders who wish to attend the meeting are required to notify ABN AMRO Bank N.V. through their financial intermediary. Notification via the financial intermediary can take place as of 30 August 2016, but no later than 17:30 hours (Amsterdam time) on 19 September 2016. Shareholders can also register themselves via www.abnamro.com/evoting. In all circumstances, the intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than 11:30 hours (Amsterdam time) on 20 September 2016, stating that the shares were registered in the name of the holder thereof on the record date whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting. In addition, the intermediaries are requested to include the full address

details of the relevant beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

Voting by proxy

A shareholder who chooses to be represented shall, in addition to registering for the meeting as described above, send in a signed proxy instrument separately. A standard written proxy is available on the website of the Company or can be obtained via ABN AMRO Bank. The duly signed proxy instrument needs to be received on 19 September 2016 by 17:30 hours (Amsterdam time) at the following address by mail or e-mail:

ABN AMRO Bank N.V.
Department Corporate Broking HQ 7050
P.O. Box 283
1000 EA AMSTERDAM
E-mail: corporate.broking@nl.abnamro.com

Voting through internet/proxy

A shareholder can choose to give a voting instruction to an independent third party to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via www.abnamro.com/evoting and need to be received on 19 September 2016 by 17:30 hours (Amsterdam time).

Admittance to the General Meeting

Registration for admission to the General Meeting will take place on the day of the General Meeting from 15:30 hours (Amsterdam time) until the commencement of the General Meeting at 16:00 hours (Amsterdam time). After this time registration for admission is no longer possible.

Persons entitled to attend the meeting must present a valid admission ticket for the meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document. Proxy holders must present a copy of their proxy.

Submission of questions for the General Meeting

Shareholders attending the General Meeting are kindly invited to submit questions addressed to the General Meeting in advance. Please use Flow Traders' address set out above.

For further information please visit our website www.flowtraders.com or contact Investor Relations:

Serge Enneman
Telephone: +31 20 799 6799

E-mail: investor.relations@flowtraders.com

The Supervisory Board

The Management Board

Amsterdam, The Netherlands

12 August 2016