

Convening notice

Flow Traders N.V. (the “**Company**”) is pleased to invite its shareholders for the Annual General Meeting (“**General Meeting**”) to be held on 23 April 2021 at 14:00 hours Amsterdam time.

Due to the measures implemented by the Government of the Netherlands in light of the Coronavirus (COVID-19) outbreak, the Company has decided to make use of the option to hold its General Meeting in the form of a virtual General Meeting.

This means that it will not be possible to attend the meeting in person. A live webcast will be broadcasted through www.flowtraders.com/investors. Shareholders will have the possibility to ask questions both prior to the General Meeting as well as during the General Meeting. For further information, please see below. Shareholders will not have the possibility to vote during the General Meeting. The Company therefore encourages shareholders to make use of the possibility to give voting instructions in advance of the General Meeting. The deadline for shareholders to provide such voting instructions is Thursday 22 April 2021 at 12:00 hours (Amsterdam time).

The Company will continue to monitor developments closely and shareholders are advised to regularly check www.flowtraders.com/investors for any updates before the date of the General Meeting.

Agenda and explanatory notes

1. **Opening and announcements**
2. **Report of the Management Board for the financial year 2020; Management Board remuneration; adoption of the annual accounts; dividend policy; determination of dividend**
 - a. **Report of the Management Board for the financial year 2020 (discussion item)**

The Management Board will give a presentation on the performance of the Company in 2020. Furthermore, the Supervisory Board Report and Accountant Statements will be discussed.
 - b. **Adoption of the annual accounts (voting item)**

It is proposed to adopt the annual accounts for the financial year 2020 as drawn up by the Management Board and signed by the Management Board and the Supervisory Board. Ernst & Young Accountants LLP has audited the annual accounts and has issued an unqualified auditor's report and will present the audit results.
 - c. **Dividend policy (discussion item)**

Discussion of the policy on dividend, reservations and distributions. Please refer to the dividend policy included in the annual report for the financial year 2020 on page 15.

d. Determination of dividend (voting item)

It is proposed to the General Meeting that a total cash dividend of € 6.50 per share will be paid out to shareholders for the financial year 2020, subject to a 15% Dutch dividend withholding tax (*dividendbelasting*). An interim cash dividend of € 4.00 per share has been paid out in August 2020. This means that the final cash dividend proposal to the General Meeting is € 2.50 per share.

e. Remuneration Report over the year 2020 (advisory voting item)

Discussion of the remuneration report over the year 2020 including the Management Board and Supervisory Board's remuneration for the past financial year. Please refer to the remuneration report included in the annual report for the financial year 2020 on pages 81 to 102.

f. Remuneration Policy for the Supervisory Board (voting item)

Following a review of the current Supervisory Board remuneration and a market benchmark, it is proposed to approve a revised remuneration policy for the Supervisory Board. Please refer to the draft Remuneration Policy for the Supervisory Board as published on our website www.flowtraders.com.

g. Remuneration Policy for the Management Board (voting item)

Following the implementation of the Shareholders Rights Directive II into Dutch law, it is proposed to approve a new remuneration policy for the Management Board. The Company's current general remuneration policy was adopted by the General Meeting on 19 May 2016. The proposed amendments reflect the items prescribed for by the Shareholders Rights Directive II. Please refer to the draft Remuneration Policy for the Management Board as published on our website www.flowtraders.com.

3. Discharge of Management Board members (voting item)

It is proposed to discharge the members of the Management Board from liability in respect of the performance of their management duties to the extent that such performance is apparent from the annual accounts over the financial year 2020 or has been otherwise disclosed to the General Meeting before the resolution is adopted.

4. Discharge of Supervisory Board members (voting item)

It is proposed to discharge the members of the Supervisory Board from liability in respect of the performance of their supervisory duties to the extent that such performance is apparent from the annual accounts over the financial year 2020 or has been otherwise disclosed to the General Meeting before the resolution is adopted.

5. Composition Supervisory Board

a. Proposal appointment of Linda Hovius as member of the Supervisory Board (voting item)

After assessing the composition of the Supervisory Board, the Supervisory Board proposes to appoint Linda Hovius as member of the Supervisory Board with effect from

23 April 2021 for a period of four years (i.e. until the end of the annual general meeting to be held in 2025).

Linda Hovius (age: 59) is a Dutch national. Linda Hovius has more than 30 years of experience in managing professional organizations, setting strategic direction and implementing change. For ten years, she was responsible for professional development and HR at McKinsey Amsterdam in her role as Director of Consulting Staff. In 2012, Linda Hovius founded Aberkyn – Change Leadership Partners, with its head office in the Netherlands, to serve top teams of multinationals in the transformation of their leadership and organizations. Prior to that, Linda Hovius was the owner of Hovius Consultancy, specializing in boardroom consultancy, which she has resumed in 2018. Linda Hovius also has experience with corporate governance matters as a non-executive board member and as facilitator of board evaluations in accordance with the corporate governance code.

The Supervisory Board proposes to appoint Linda Hovius as a Supervisory Board member of the Company in view of her knowledge of and experience in human resources matters, understanding culture, organizational development and people development in demanding environments. The proposed appointment takes the Equal Opportunity Policy (Diversity Policy) into account.

Linda Hovius complies with the Dutch Act on Management and Supervision (*Wet Bestuur en Toezicht*) as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities. Linda Hovius is independent, as defined in the Corporate Governance Code.

Linda Hovius does not own shares in the Company.

b. Proposal appointment of Ilonka Jankovich as member of the Supervisory Board (voting item)

In accordance with the Articles of Association of the Company, the Supervisory Board proposes to appoint Ilonka Jankovich as member of the Supervisory Board with effect from 23 April 2021 for a period of four years (i.e. until the end of the annual general meeting to be held in 2025).

Ilonka Jankovich (age: 57) is a Dutch and Hungarian national. Ilonka Jankovich is trained as an M&A lawyer with 10 years of M&A experience with an international law firm and has owned her own law firm. She has transformed herself into a serial entrepreneur - building and selling several companies - turned corporate venture capital investor. She brings M&A knowledge and the skill to work with scale-up companies, both abilities that we had been looking for in a candidate. On top of that, she already has extensive experience as a non-executive board member for smaller tech-driven companies.

The Supervisory Board proposes to appoint Ilonka Jankovich as a Supervisory Board member of the Company in view of her international background, M&A knowledge and

extensive experience with scale up companies. The proposed appointment takes the Equal Opportunity Policy (Diversity Policy) into account.

Ilonka Jankovich complies with the Dutch Act on Management and Supervision (*Wet Bestuur en Toezicht*) as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities. Ilonka Jankovich is independent, as defined in the Corporate Governance Code.

Ilonka Jankovich does not own shares in the Company.

c. Proposal reappointment of Rudolf Ferscha as member of the Supervisory Board (voting item)

In accordance with the Articles of Association of the Company, the Supervisory Board proposes to reappoint Rudolf Ferscha as member of the Supervisory Board with effect from 23 April 2021 for the period of two years (i.e. until the end of the annual general meeting to be held in 2023).

Rudolf Ferscha (age: 59) is an Austrian national. Rudolf Ferscha was appointed member of the Supervisory Board on 9 July 2015, and reappointed on 26 April 2018. He is Chairman of the Remuneration and Appointment Committee, and is a member of the Trading and Technology Committee and the Risk Committee. Originally a corporate finance and capital markets lawyer, he has over 25 years' board-level experience at international financial institutions, including executive roles on the management boards of Goldman Sachs Bank in Frankfurt and of Deutsche Börse AG. For more than a decade, he held direct oversight responsibility for FSA and BaFin regulated derivatives and securities trading businesses. Between 2000 and 2005, Rudolf served as CEO of Eurex, and from 2003 to 2005 Rudolf was Chairman of the Management Board of the Frankfurt Stock Exchange. He is currently a partner at Gledhow Capital Partners and Chairman of the Advisory Board at Mainberg Asset Management GmbH.

The Supervisory Board proposes to reappoint Rudolf Ferscha as a Supervisory Board member of the Company in view of his knowledge of and experience in the financial sector and with companies trading financial instruments specifically. He also has a good understanding and knowledge of the Flow Traders organization. Since 2015 he has contributed to the Remuneration and Appointment Committee as the Chairman and since 11 March 2021 Rudolf Ferscha has been appointed as chairman of the Supervisory Board. In addition he has proven to bring valuable contributions to the meetings of the Supervisory Board, the Trading & Technology Committee and the Risk Committee. The proposed reappointment takes the Supervisory Board Profile and Equal Opportunity Policy (Diversity Policy) into account.

Rudolf Ferscha complies with the Dutch Act on Management and Supervision (*Wet Bestuur en Toezicht*) as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities. Rudolf Ferscha is independent, as defined in the Corporate Governance Code.

Rudolf Ferscha does not own shares in the Company.

6. Authority to issue shares and restrict or exclude pre-emptive rights

a. Authority to issue shares (voting item)

It is proposed to renew the authority of the Management Board, subject to the Supervisory Board's approval, to issue ordinary shares or to grant rights to subscribe for ordinary shares for a period of 18 months from the date of this General Meeting (i.e. up to and including 23 October 2022) for up to 10% of the total number of shares issued at the time of the General Meeting for any purposes.

b. Authority to restrict or exclude pre-emptive rights (voting item)

It is proposed to renew the authority of the Management Board, subject to the Supervisory Board's approval, to restrict or exclude applicable pre-emptive rights when issuing ordinary shares or granting rights to subscribe for ordinary shares as set out in item 6.a. above for a period of 18 months from the date of this General Meeting (i.e. up to and including 23 October 2022).

Once these authorizations are approved, these replace the current authorizations. Once approved, the authorizations cannot be revoked.

7. Authority to acquire own shares (voting item)

It is proposed to renew the authority of the Management Board, subject to the Supervisory Board's approval, to acquire shares in the capital of the Company, either through purchase on a stock exchange or otherwise. The authority will apply for a period of 18 months from the date of this General Meeting (i.e. up to and including 23 October 2022), under the following conditions:

- (i) up to 10% of the total number of shares issued at the time of the General Meeting;
- (ii) provided that the Company will not hold more shares in stock than 10% of the issued share capital; and
- (iii) at a price (excluding expenses) not less than the nominal value of the shares and not higher than the opening price on Euronext Amsterdam on the day of repurchase plus 10%.

Once these authorizations are approved, these replace the current authorizations. Once approved, the authorizations cannot be revoked.

8. Authority to cancel own shares (voting item)

It is proposed - which proposal has been approved by the Supervisory Board - to cancel any or all shares in the share capital of the Company held or repurchased by the Company under the authorization referred to under agenda item 7. The number of shares that will be cancelled (whether or not in one or more parts) shall be determined by the

Management Board, but may not exceed 10% of the issued share capital at 24 April 2021. The cancellation may be executed in one or more parts. Taken into consideration the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution to cancel shares is adopted and publicly announced.

9. Auditor (voting item)

In accordance with the recommendations of the Audit Committee, the Supervisory Board proposes to reappoint Ernst & Young Accountants LLP as external auditor of the Company for the current financial year.

10. Any other business and closing

Additional information

The agenda with explanatory notes, the annual accounts, annual report and other information as defined in article 2:392 of the Dutch Civil Code, and the instructions for attendance at the General Meeting will be available on the Company's website (www.flowtraders.com). The information mentioned can be obtained via e-mail, 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
E-mail: investor.relations@flowtraders.com

ABN AMRO Bank N.V.
E-mail: ava@nl.abnamro.com

Record Date

A person who is registered as a shareholder of the Company on 26 March 2021 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 participate in 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.

Voting through internet/proxy

A shareholder can choose to give a voting instruction to M.J.C. Arends, civil law notary in Amsterdam to vote on behalf of the shareholder during the meeting. The shareholders will not have the possibility to vote during the General Meeting. Electronic voting instructions can only be given via www.abnamro.com/evoting and need to be received on Thursday 22 April 2021 by 12:00 hours (Amsterdam time).

Webcast

The meeting will be webcast live and available in full for everyone via www.flowtraders.com/investors.

Submission of questions for the General Meeting

Shareholders entitled to vote can submit questions about the agenda items prior to the General Meeting via investor.relations@flowtraders.com until Wednesday 21 April 2021 by 12:00 hours (Amsterdam time). These questions will be answered during the General Meeting and published on the website. Questions and answers will be clustered by the Company as much as possible per relevant theme. In addition, Shareholders may ask follow-up questions during the meeting via investor.relations@flowtraders.com unless this cannot reasonably be asked given the circumstances. The Chairman of the meeting may further determine this in the interest of the order of the General Meeting.

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

Jonathan Berger

Telephone: +31 20 799 6799

E-mail: investor.relations@flowtraders.com

The Supervisory Board

The Management Board

Amsterdam, the Netherlands

12 March 2021