

# Proxy

WRITTEN PROXY for the Annual General Meeting of Flow Traders N.V. to be held on 19 May 2016 (the "**General Meeting**") at the INIT Building at Jacob Bontiusplaats 9, 1018 LL Amsterdam, The Netherlands, at 14:00 hours Amsterdam time.

## The undersigned:

|                                 |  |
|---------------------------------|--|
| <i>Name</i>                     |  |
| <i>Address</i>                  |  |
| <i>Postal code/city/country</i> |  |

hereinafter referred to as the "**Shareholder**", acting in its capacity as holder of \_\_\_\_\_ (please include number) ordinary shares in the share capital of Flow Traders N.V., that are duly registered via the relevant intermediary to ABN AMRO Bank N.V. (the "**Shares**"), hereby grants power of attorney to represent the Shareholder at the General Meeting in order to speak and exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda items for the General Meeting to:

**1. A chosen third party, namely:**

|                                 |  |
|---------------------------------|--|
| <i>Name</i>                     |  |
| <i>Address</i>                  |  |
| <i>Postal code/city/country</i> |  |

- a. without specific voting instruction, or
- b. in the manner set out below under **3.** (*please indicate which is applicable*)

**OR**

**2. An independent third party** within the meaning of article IV.3.12 of the Dutch Corporate Governance Code, in this respect being Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP in the manner set out below under **3.**

**3. Voting instructions:**

| No.  | Agenda voting items                                 | For                      | Against                  | Abstain                  |
|------|---|--------------------------|--------------------------|--------------------------|
| 2.c. | Adoption of the annual accounts                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.e. | Determination of dividend                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.   | Discharge of Management Board members               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.   | Discharge of Supervisory Board members              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.   | Remuneration policy                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.a. | Authority to issue shares                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.b. | Authority to restrict or exclude pre-emptive rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.   | Authority to acquire own shares                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8.   | Auditor   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**SIGNING**

Depot number: \_\_\_\_\_

Signature: \_\_\_\_\_

Name Bank: \_\_\_\_\_

Place: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Date: \_\_\_\_\_

## ***Instruction and terms***

1. Your proxy and voting instruction (if applicable) will be taken into account only if the proxy voting form has been completed in full, duly signed and received in good order at the offices of ABN AMRO Bank N.V., Department Corporate Broking HQ 7050, P.O. Box 283, 1000 EA Amsterdam, The Netherlands, or, if sent in pdf-form electronically at the e-mail address: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) no later than 12 May 2016 18:00 hours Amsterdam time.
2. The proxy voting form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded.
3. Should you wish to submit your proxy electronically, please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and follow the instructions on the website.
4. If you submit more than one proxy and/or voting instructions with respect to the same securities (whether on paper or in electronic form), only the proxy and/or voting instructions with the most recent date of completion and which meets the requirements under 1 and 2 will be taken into account. If no order can be established, all such proxies or voting instructions will be disregarded.
5. If you (e.g. as an asset manager, trustee or otherwise) act in the name of more than one shareholder, you are required to submit a separate proxy for each party (including yourself).
6. As a shareholder, by signing this form you confirm that as per the record date (on 21 April 2016) you have the voting rights attached to the shares held by you as per that date.
7. If you hold your shares via an intermediary as defined under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), please make sure that your intermediary provides a statement to ABN AMRO Bank N.V. by which it confirms that you are a holder of ordinary shares on the record date (on 21 April 2016), no later than 12 May 2016.
8. A copy of the full and duly signed proxy must be shown at the registration desk for admission to the General Meeting.
9. 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.
10. The voting is governed by the articles of association of Flow Traders N.V. and the proxy or voting instructions will be subject to Dutch law.
11. You hereby covenant and agree to indemnify and hold harmless Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP against any liability he might incur for any steps lawfully taken in connection with this proxy.
12. If you have questions regarding the proxy voting form, please contact [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) or by phone: +31 (0) 20 344 2000.