



**MINUTES OF THE 2021 ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF FLOW TRADERS N.V.**

On the twenty-third day of April two thousand and twenty-one, Mr Maarten Jan Christiaan Arends, civil law notary (*notaris*) in Amsterdam, The Netherlands, attended the annual general meeting of shareholders (*jaarlijkse algemene vergadering*) of **Flow Traders N.V.**, a public company (*naamloze vennootschap*) incorporated under the laws of The Netherlands, having its seat (*statutaire zetel*) in Amsterdam, The Netherlands, its office address at Jacob Bontiusplaats 9, 1018 LL Amsterdam and registered with the Dutch Commercial Register (*Handelsregister*) under number 34294936 ("**Flow Traders**" or the "**Company**"), at the request of Company's Management Board, in order to take minutes of the meeting. -----

Maarten Jan Christiaan Arends, civil law notary, established the following: -----

Mr. Rudolf Ferscha, Chairman of the Supervisory Board of the Company, chairs the meeting. -----

AGENDA ITEM 1 (Opening and Announcements). -----

The Chairman opens the meeting and mentions that due to the COVID-19 pandemic, the meeting is held virtually by way of a live video stream. The Chairman introduced the individual members of the Management Board and the Supervisory Board and welcomed all those present. The Chairman dealt with the housekeeping essentials and noted that Xu Wang would act as secretary of the meeting. The Chairman explained the vote, announcing that votes could also be cast electronically until the twenty-second day of April two thousand twenty-one, twelve hours. -----

The Chairman then gives the floor to me, notary. The number of votes is then communicated by me, notary. At the conclusion of the registration, I, civil law notary, found that, represented today twenty-six million seven hundred fifty-nine thousand nine hundred sixty-five (26,759,965) votes were legally represented, a total percentage of sixty forty-seven/hundredth percent (60.47%) of the total issued share capital of the Company. All these votes were provided electronically. I can therefore confirm that all decisions to be voted on can be validly taken in this general meeting of shareholders with respect to all agenda items that can be voted on. -----

The Chairman then moved on to agenda item 2. -----

AGENDA ITEM 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. (i) *Report of the Management Board for the financial year two thousand and twenty*



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(discussion item). -----

Rudolf Ferscha: The first of these agenda items is 2.a, where the Management Board, the Supervisory Board and the auditor - Ernst and Young - will give their reports for the past financial year. After the presentation of the Management Board, I will go through the Supervisory Board part. Following this, Tom de Kuijper of EY will report on the audit of financial year two thousand and twenty. The year two thousand and twenty is the fifth year in which EY performed the audit of Flow Traders. Following these reports there will be the Q&A session. I would like to give the floor to Dennis Dijkstra, the CEO of Flow Traders, who together with his colleagues on the Management Board will give their report of the Management Board of Flow Traders, for two thousand and twenty. Over to you Dennis. -----

Dennis Dijkstra: -----

Thank you, Rudolf and good afternoon. I would like to add my own warm welcome to those shareholders joining this meeting virtually. Before reviewing two thousand and twenty, I wanted to take the opportunity to once again pay a big tribute to the professionalism, resilience, and loyalty of all our colleagues globally this past year during exceptional and challenging circumstances. Everyone has contributed to the considerable operational and strategic achievements and successes over the past year. As you can see from the top left of the slide, ETP market value traded for two thousand and twenty as a whole was forty-eight percent (48%) higher than in two thousand and nineteen as the markets and investors reacted to the challenging economic, political and societal events of the year. ETP AuM also reached record levels as the structural growth in passive investments continues with strong inflows into equity, but also fixed income products. For Flow Traders itself, two thousand and twenty saw record ETP value traded versus last year, which in itself was a record for our business. The growth in our own ETP value traded, outperformed the broader market in two thousand and twenty as we gained market share. This once again is testament to our market presence and leading global footprint. Consequently, this market environment along with Flow Traders' pricing knowledge, hedging and risk management capabilities translated into a record year for Flow Traders by some distance with Net Trading Income of close to one billion: nine hundred thirty-three million four hundred thousand euro (EUR 933,400,000.00) and we saw clear outperformance in all regions and across all asset classes. We demonstrated strong operational leverage with an EBITDA of five hundred eighty-six million six hundred thousand euro (EUR 586,600,000.00) in two thousand and twenty with a margin of sixty-three percent (63%). Net Profit for two thousand and twenty of four hundred sixty-four million five hundred thousand euro (EUR 464,500,000.00) with earnings per share (EPS) with just above ten euros, being ten euros and twenty-six eurocents. Taking all of this into account, Flow Traders proposed a final dividend for financial year two thousand and twenty of two euro and fifty eurocent (EUR 2.50), implying a six euro and fifty eurocent



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(EUR 6.50) total dividend for the financial year two thousand and twenty and a sixty-three percent (63%) pay-out ratio to the shareholders. This will be paid shortly after this AGM. Despite the strong operational focus required through much of two thousand and twenty, we have also continued to execute our growth strategy in terms of broadening our ETP footprint as well as enhancing coverage of fixed income and currency trading. The investments we have made in growing our non-ETP activities have started to pay off and are positively contributing to the top line. I will now hand over to Folkert to review Flow Traders' regional performance in greater detail on the next slide.-----

Folkert Joling: Thank you, Dennis and good afternoon. On this slide, we present an overview of some of the key performance indicators for the full year two thousand and twenty on a regional basis. As Dennis mentioned earlier, we have seen extremely strong performance in two thousand and twenty. Heightened market activity and the disciplined execution of Flow Traders' growth strategy resulted in robust growth in ETP value traded in two thousand and twenty. In Europe, we reinforced our position as the leading liquidity provider in ETPs, both on- and off-exchange, by gaining market share in EMEA year-on-year. We also took the number one position off-exchange in Fixed Income ETFs and now hold top position in Equity, Fixed Income and Commodity ETFs as well. There was strong trading performance not only in the core ETP business but also positive NTI contributions later in the year from non-ETP trading as recent investments are paying off. Positive proof points of trading other asset classes include our continued presence as a top three market maker on major FX ECNs in spot metals. We are also the number one market maker in cryptocurrency ETPs, active on fifteen exchanges globally, providing twenty-four seven liquidity as well as being a leading spot OTC liquidity provider. We expanded our physical presence in Europe with the opening of our branch office in Milan. Moving to the Americas, there was an improved trading performance in two thousand and twenty with continued market share gains. There was also further expansion of the counterparty base. Other highlights include our investment in Members Exchange as well as being approved as a Secondary Market Corporate Credit Facility (Eligible Seller by the Federal Reserve Board of New York). Lastly with respect to APAC, this region saw the largest regional percentage increase in ETP value traded in two thousand and twenty with record volumes across numerous exchanges. There was also strong growth in off exchange both in the terms of number of counterparties and value traded through the trading of global products in the APAC time zone. Flow Traders also strengthened its partnerships in the region with key stakeholders including the Hong Kong Exchange (HKEX) and the Japan Exchange (JPX). I will now hand over to Dennis for the next slide where we will cover the cost base in greater detail.-----

Dennis Dijkstra: Thank you, Folkert. The main drivers of the eight percent (8%) year-on-year increase in fixed operating expenses relate to technology investments to support diversification initiatives and efficiency improvements as well as the impact of new hires.



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We have incurred eleven million four hundred thousand euro (EUR 11,400,000.00) of one-off expenses in two thousand and twenty which relate to the ongoing activation of the business continuity plan as well as donations to the newly established Flow Traders Foundation. In two thousand and twenty we welcomed over one hundred thirty-eight (138) new hires, resulting in an eight percent (8%) increase in the number of employees year-on-year with a focus on technology and development hires to support growth in product coverage, asset classes and trading platforms. As you can see from the middle chart, it is evident that the business has demonstrated a high degree of operational leverage. Now I will briefly cover Flow Traders' first quarter of two thousand and twenty-one performance. The first quarter of two thousand and twenty-one saw strong trading performance across the board with all regions and desks contributing to Flow Traders recording NTI of one hundred forty-two million two hundred thousand euro (EUR 142,200,000.00). This compares to one hundred thirty million three hundred thousand euro (EUR 130,300,000.00) in the fourth quarter of two thousand and twenty. There were a number of business highlights across our regions during the quarter including our crypto registration with the Dutch Central Bank, onboarding several large asset managers as counterparties in the US and recognition in APAC for our market making activities by the Tokyo and Hong Kong exchanges. We also continued to ensure strong cost control across the business as we executed our strategic growth agenda. The operational leverage inherent in our business was once again evident as we delivered EBITDA of seventy-nine million three hundred thousand euro (EUR 79,300,000.00) with a margin of fifty-six percent (56%). Net profit for the quarter amounted to sixty-one million six hundred thousand euro (EUR 61,600,000.00) with basic EPS of one euro and thirty-nine eurocent (EUR 1.39). Our capital position remains very strong and conservative and comfortably above regulatory minimums with one hundred ninety million euro (EUR 190,000,000.00) of excess capital as at the end of the first quarter. We also announced an additional share buyback of twenty million euro (EUR 20,000,000.00) in connection with employee incentive plans. I will now hand over to Britta to review the Risk function's achievements in two thousand and twenty. -----

Britta Achmann: Thank you, Dennis. Last year was obviously an exciting time to join a firm like Flow Traders and be part of the historic success that we have written last year. As such, you can imagine that it was quite the year for me to join as Chief Risk Officer and it was an extremely busy time for the Risk function on a number of fronts. As can be seen from the charts at the bottom of the slide, we maintained our strong and conservative capital position which was well above regulatory minimums. This strong capital position enabled us to make substantial capital returns to shareholders and as mentioned we are going to distribute an additional two euro and fifty eurocents after this AGM. We were all extremely pleased with the success of this year's ICAAP. As a reminder, the ICAAP is the annual Internal Capital Adequacy Assessment Process, which we have to go through



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annually. The ICAAP encourages institutions to look at their capital risks in a structured way. It provides our regulator, the Dutch Central Bank with an opportunity to understand better how we would fare under certain circumstances. This year, the DNB accepted our proposed revised methodology which led to a reduction of our pillar two capital requirements by just under ten million euro (EUR 10,000,000.00). The ICAAP is basically a process where firms assess the capital internally and the regulators annually can come up with interesting scenarios to see that all the firms under their supervision have a certain level of resilience for those topical issues. With respect to Brexit, Flow Traders was well prepared and accordingly experienced no interruptions. As announced in our press release on the twenty-ninth day of March, we worked on registering our crypto activities with the DNB in line with recent regulations. We are now registered for the activities where Flow Traders provides liquidity to institutional counterparties by exchanging virtual assets for fiat currencies and vice versa. With regards to IFR/IFD, we have completed the implementation of the new prudential regime. We are currently in the process of receiving external assurance ahead of the go-live date in June. We will see capital relief through the removal of the conservation buffer and reduced counterparty risk, by about fifty million euros (EUR 50,000,000). We have also worked (like every year) to make markets safer. Our compliance department has been proactively contributing to consultations by regulators covering topics such as MiFID II and SFDR. Last year was a very interesting year because of the volumes that we saw. On the operations side, it was a strong focus on business continuity. The Operations team really did a fantastic job seeing the Company through this time. On another note we onboarded additional prime brokers. In light of things like HR goals, we are now well prepared with our diversified strategy. -----
Now I will hand over to Thomas who will briefly review the two thousand and twenty highlights for his area of responsibility. -----

Thomas Wolff: Thanks, Britta. As we have said on many occasions, technology is at the heart of what Flow Traders does. In two thousand and twenty, not only did we have to progress the Technology agenda in terms of supporting the growth strategy but also we had to contend with the practical implications of the new ways of working with the advent of the COVID-19 pandemic. The experiences of our Hong Kong and Singapore offices at the start of two thousand and twenty meant that we started pandemic preparations early in terms of securing back up trading locations. It took one week for our IT team to set up these back-up locations, so we were well-prepared once the pandemic materialized in Europe and America. We also smoothly implemented work from home for the majority of our employees as well as introducing more rigorous cyber-security protocols and also on the health side. At the same time, the team progressed the broader technology agenda contending with ninety-five percent (95%) of tech colleagues working from home. Highlights included aligning tech teams with business groups to accelerate delivery of projects and the systems dealing with huge increases in trading volumes and experiencing



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no downtime. I will now cover some elements of Flow Traders' ESG proposition.-----
ESG has become an increasingly prominent topic over the past few years and we believe we have a strong ESG story to tell. Accordingly, we have worked to improve our disclosure around the topic which can be found in our latest annual report. Flow Traders has a critical and important role to play in the global financial ecosystem and ensures that financial markets function in an orderly manner. We serve the real economy by allowing investors, including pension funds and retail investors, to manage their risks by being able to trade at all times. Moreover, market makers such as ourselves, have made it much cheaper and more efficient to trade than in previous decades, which benefits everyone. In this key role Flow Traders has a responsibility to contribute to the financial stability and the sustainable agenda in the countries in which we operate. As a key market participant, at the core of the financial ecosystem, Flow Traders will support the acceleration of the transition towards sustainable growth and finance, notably by providing liquidity in the ever-growing suite of ESG ETFs. We will pursue this ESG ambition by investing in our trading capabilities to ensure that sustainable investment products can be traded easily and efficiently; promoting the drive for fair and transparent markets; operating with high ethical standards at all times; and promoting sustainable tangible practices within our company and towards our communities, by respecting and developing our people and by supporting our ecosystem. Given the nature of our business, Flow Traders' overall impact on the environment is low. Indeed, we have calculated our CO2 footprint for the first time which supports our contention that we have a relatively light carbon footprint. Nevertheless, Flow Traders became carbon neutral in two thousand and twenty by committing to offset our entire carbon footprint. Lastly, I wanted to note some of our ESG ratings provided by external agencies. Sustainalytics have awarded Flow Traders a 'Low Risk' rating and MSCI's rating is BBB. We believe our ratings will continue to improve as we further enhance our ESG disclosure. Turning the page, I want to focus on our ESG materiality factors.-----

For us ESG is about creating shared value and to better help manage this as well as our impact, we have divided our ESG focus across nine main focus areas. We have also connected these nine ESG focus areas with three corresponding United Nations Sustainable Development Goals (SDGs) that we believe are particularly relevant for Flow Traders. We performed in late two thousand and twenty, a materiality analysis to identify the ESG related issues that should be our main areas of focus. Based on internal and external developments we determined a shortlist of relevant topics. To determine the priority of the relevant topics we first launched a stakeholder consultation process to identify the ESG related issues that various stakeholders believe should be our main areas of focus, through a survey. Flow Traders has received feedback from a wide selection of stakeholders, including shareholders, counterparties and issuers and employees. These stakeholders were selected because Flow Traders directly influences their interests. Flow



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Traders' stakeholders recognize that we play a role in ESG from numerous standpoints: Flow Traders as a participant in the financial markets ecosystem, Flow Traders as a business providing services and as a corporate actor. In each of these roles, Flow Traders has different responsibilities. An internal consultation was held with internal management to prioritize the issues with which Flow Traders can have the most economic, environmental and societal impact. The outcomes of the stakeholder and management prioritization is presented in the materiality matrix shown on the right-hand side of the slide which was validated by both the Management Board and Supervisory Board and helped us determine our ESG priorities. On the basis of the materiality matrix Flow Traders has identified nine key issues, of which five are considered highly material including business integrity, liquidity in financial markets, good corporate governance, diversity and inclusion and sustainable environment. I will now hand over to Folkert to review our strategy. -----

Folkert Joling: Thank you, Thomas. Our growth focus areas remain very much as we outlined during the course of two thousand and twenty. Developments during the past year have further validated our growth strategy and the pace of change with respect to electronification of trading has only intensified. Seeking to enlarge our global ETP footprint means that we can align ourselves with the continuing structural growth in passive investments. This has been particularly evident in fixed income and ESG, which have seen strong growth over recent quarters and has translated into increased trading activity in those areas. Moreover, the attractiveness of ETPs for investors, both retail and institutional, remains as strong as ever. Our goal is to remain market leader in Europe and seek to be top three in the US. In terms of enhancing our coverage of fixed income, we want to build on the fact that fixed income is the fastest growing ETP asset class by becoming the global top three liquidity provider in fixed income ETPs. This will be done through promoting and driving market electronification, which will create a more level playing field. From a currency trading perspective, we are leveraging our global infrastructure to provide liquidity to currency pools and counterparties. Our aim is to be a top fifteen FX liquidity provider on Euromoney. We want to grow commodities by leveraging our top five rank on ECNs for spot metals. Lastly, we will further develop our crypto business by unlocking additional liquidity pools and maintaining our number one market maker position in crypto ETPs. These growth focus areas have the ultimate goal of driving structural NTI growth. Now I will turn to the next slide of the presentation and review our strategic progress in two thousand and twenty and focus items for two thousand and twenty-one. -----

As Dennis mentioned earlier in the presentation, despite the strong operational focus which was necessary in two thousand and twenty we have nonetheless made good progress in all three growth focus areas. Non-ETP trading activities made a positive NTI contribution in the fourth quarter and will deliver additional progress during two thousand and twenty-



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one. -----
In two thousand and twenty, Flow Traders built on our leading global ETP liquidity provider position and grew our presence in all regions. We also increased value traded in all regions as we traded with more counterparties on a large array of venues. In two thousand and twenty-one, we will focus on further expanding our counterparty base as well as increasing and deepening product coverage and connecting additional countries and venues. -----

We have enhanced coverage of fixed income in the past year through expanding our infrastructure, broadening our prime broker set up as well as increasing our market share in fixed income ETFs. Focus for two thousand and twenty-one is on further enhancing our pricing capabilities as well as accessing more liquidity and increasing volumes. -----

From a currency, commodities and crypto perspective, we are now consistently trading more than five billion dollar (USD 5,000,000,000.00) daily. We have also upgraded our technology suite and have expanded our time zone coverage as well as our spot metals trading, where we are now among top three market makers on major FX ECNs. Work will continue in two thousand and twenty-one on building bilateral connectivity, expanding trading hours, increasing product coverage and broadening our prime broker base. -----

This now concludes the Management Board report and I will now hand back to Rudolf for the Supervisory Board report. We look forward to answering the submitted questions at the end of this agenda section. -----

a. (ii) *Report of the Supervisory Board for the financial year two thousand and twenty (discussion item).* -----

Rudolf Ferscha: Thank you, Folkert. Many thanks to the whole Management Board team for your report. I will now walk you through the Supervisory Board report for two thousand and twenty. Going into the various committees, I should mention that Flow Traders is built on pricing excellence, advanced technology and a robust risk management framework, combined with a strong team-driven culture. Accordingly, all Supervisory Board committees focus on these cornerstones. The Trading and Technology Committee oversees the process regarding the implementation of trading strategies, our IT systems, IT investments and costs, and cyber security. The Risk Committee looks at topics such as capital allocations, the relationships with our clearing banks and risk management in general. The Capital Requirements Regulation as well as the forthcoming EU Investment Firm Regulation and Investment Firm Directive have also been discussed frequently by the Risk Committee. -----

The Remuneration and Appointment Committee looks at topics such as culture, remuneration policy, recruiting initiatives and succession planning in relation to the Management Board and the Supervisory Board. A recent focus has been the update of the remuneration policies for the Management Board and Supervisory Board in light of the requirements under the implementation of the Shareholder Rights Directive II. -----



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The Audit Committee discusses the Company financials, the reporting process, risk and control systems, regulations and compliance. In addition, it has close contact both with the external auditor as well as with our Internal Audit Function. -----

The External Auditor focuses, among other things, on the control and audit of the financial statements. The Internal Audit Function focuses on identifying potential areas for improvement in the organization. -----

Finally, I would like to highlight a particularly important aspect regarding our reporting lines. Formally, the business reports to the Management Board and the Management Board to the Supervisory Board. In addition, we have arranged it in such a way that the Global Heads of our businesses as well as the heads of staff functions, that is senior management reporting to the Management Board, also regularly join the relevant Supervisory Board committee meetings to provide the committees with information and opportunities for Q&A. The committees then report back to the full Supervisory Board. In this way, we ensure that we, as the Supervisory Board, are fully kept abreast of what is going on in the business. -----

I would like to continue with a summary of the activities of the Supervisory Board during two thousand and twenty. You find detailed information in our two thousand and twenty annual report, so I will only highlight a few points. -----

Naturally, one of the Supervisory Board's primary focus areas in two thousand and twenty was on advising and supporting the Management Board as they navigated through the COVID-19 pandemic, while ensuring the Company continued to work towards its long-term value creation strategy. The pandemic had a profound impact on Flow Traders in two thousand and twenty and the Supervisory Board worked in close coordination with the Management Board as the Company launched its business continuity plan, which helped ensure investors globally were provided with uninterrupted market coverage and access to liquidity. Particularly in March two thousand and twenty, many of our markets experienced exceptional volatility. While this created a highly challenging period for everyone in the Company, our people handled the situation professionally and skillfully, with great dedication and excellent risk awareness. On behalf of the whole Supervisory Board I would like to take this opportunity to express our gratitude to the Company's management team and to all our people for the herculean efforts made last year. We are proud of the achievements of all our people in all of our regions, all of whom contributed outstandingly to the overall success. Everybody operated under severe operational constraints, and many of our staff have been working from back-up locations or from home for over a year now. Strategy: The Supervisory Board regularly discusses strategy, the implementation of strategy, as well as any associated risks. We review competitive dynamics and investments in people and technology as well as broader industry developments and growth opportunities. -----

Industry related updates: Relevant updates and educational sessions were provided by the



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heads of specific departments as well as external advisors to keep the Supervisory Board updated. -----

Succession planning: We discussed the succession planning of the Management Board and the Supervisory Board. In a growing company like Flow Traders we also review on a regular basis whether we have the right composition/skills in the Management Board and the Supervisory Board. Later on we will discuss how we propose to broaden the Supervisory Board -----

Culture and core values: Culture and core values, and in particular how we should preserve and nurture these important aspects, like every year, was a high focus topic within the Supervisory Board. Our Culture is one of the core success factors at Flow Traders and is described in detail in the annual report. We have a strong team-driven culture, focusing on taking initiative, ownership, innovation, entrepreneurship and collaboration in the interest of the overall Company. -----

New legislation and regulations: As always, new laws and regulations were periodically discussed at our meetings. This included rules regarding our current capital requirements as well as potential future requirements that are expected to come in. This concerns in particular the EU Investment Firm Regulation and Directive known as IFR/IFD -----

Financial results and investments: We discussed general market developments and the financial results of the Company against that background. Based on the agreed strategy we discussed the investments needed. -----

Corporate governance structure: The functioning of the Management Board, their remuneration and their targets were discussed by the Supervisory Board. I will cover this in greater detail later. The Supervisory Board also evaluated its own performance. Other positions of the members of the Supervisory Board and their independence status are also routinely reviewed on a periodic basis -----

Internal Audit Function: The recommendations of the Internal Audit Function, the functioning of the Internal Audit Function and the progress on the Internal Audit Plan two thousand and twenty have been discussed and followed up on during the year two thousand and twenty. -----

Remuneration: We also had extensive deliberations and debate around the remuneration policy for the Management Board given the implementation of the Shareholder Rights Directive II. I will cover this in more detail later on. -----

As every year, the Supervisory Board also carried out a self-assessment in two thousand and twenty. From this, it arrived at three key conclusions. First, given the importance of the Company's culture to its identity and success, this should be communicated more in-depth both internally as well as externally, and going forward, a separate chapter on culture should be included in the Annual Report. Secondly, the Supervisory Board should spend more time, and have more in-depth discussions, on strategy development, including M&A strategy. And third, the Supervisory Board will increase the frequency of its regulatory and



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governance related training. This also involved increasing the number of Risk Committee meetings from two to four. -----

This now concludes the Supervisory Board report. -----

a. (iii) *Corporate reports (discussion item)*. -----

Rudolf Ferscha: I will now hand over to Tom de Kuijper from EY to run through the Accountant Statements. This will be Tom's last Flow Traders' AGM as lead EY audit partner and on behalf of everyone here at Flow Traders, I would like to thank him for his valuable advice and excellent work over the past five years. -----

Tom de Kuijper: Thank you, Rudolf. My name is Tom de Kuijper and as Rudolf already mentioned, this is my fifth and final year as external auditor of Flow Traders. I would like to take the opportunity to highlight our two thousand and twenty audit and I will do so by talking about our scope, our approach and the conclusions. I will also cover communication and interaction I had with the management. In relation to the scope we have performed an audit on the consolidated and the parent only financial statements of Flow Traders. -----

We also performed an evaluated procedure on the directors' report to evaluate them in compliance with applicable laws and regulations and corporate governance. This also includes the remuneration report, where we assess whether or not all required information is included. Before I talk about the approach, I would like to talk about teaming. I am solely responsible for the audit of Flow Traders, however I am supported by a team of dedicated professionals, but I also used specialists as part of the audit. Those specialists are in the area of tax, IT and valuations. For Flow Traders, we have also deployed forensic expertise. This forensic expertise, fraud and noncompliance are important topics in today's society and for that reason, we have also highlighted and deployed it at Flow Traders. We have no specific observations or new risks identified as a result of that. -----

Moving on to our approach. For our approach, it is important we determine materiality and perform a risk assessment. Based on that risk assessment, we will determine the specific audit strategy for each of the various parts of the financial statements. Our audit materiality was set this year at twenty-eight million (28,000,000), as you can read in our audit report. This is higher than last year. The basis is consistent with the prior year, however because of the heightened activity levels of Flow Traders in two thousand and twenty, the materiality level has increased. -----

As part of our audit, we identify two key audit matters. Those key audit matters are consistent with the prior year. First, the fair value measurement of the financial assets and liabilities held for trading. The fair value of those financial assets and liabilities held for trading are evaluated by us by looking at Flow Traders' process for valuating these assets and liabilities, but also the independent price verifications that take place at Flow Traders, as well as an assessment whether all requirements of IFRS have been met. In addition, we perform independent price testing to assess whether the fair value is appropriate in the financial statements. We have no specific observations to note. In relation to our second



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key audit matter, I received a question from the VEB in advance of this meeting. This question relates to the crypto currencies and whether EY identified specific risk because crypto currencies often are traded on unregulated platforms. This is a risk that both Flow Traders and EY have recognized. Flow Traders has a specific process for onboarding those platforms. We have evaluated that process and we had discussions with compliance, risk and mid office and internal audit. We have no specific observations to note. In addition, as part of our audit of the digital assets or crypto currencies, we have performed independent price testing at the end of the year. We also noted no findings. This brings me to our conclusions. We have performed and we have concluded and provided an unqualified opinion on the financial statements of Flow Traders, both for the consolidated financial statements and parent only. There are no material incorrect audit differences and there are no disagreements on material differences in relation to the assumptions and estimate used to prepare the financial statements. We also looked at the directors' report and concluded that it complies with the applicable laws, Corporate Governance Code and is consistent with the financial statements. No material differences were identified. In relation to the remuneration report, we confirm that all required information has been included. That brings me to the communication and interaction with management, which will be my closure. Throughout two thousand and twenty I have attended all the audit committee meetings and all the quarterly Supervisory Board meetings. In these meetings there was sufficient time and attention for our audit plan, our management letter, as well as the results of our procedures. In addition, we have time with, but also time without management as required by corporate governance. In the discussions and interactions, I had with management, as well as with the Supervisory Board members, I note that the meetings have been fully transparent and in a professional matter. Management has always been available whenever was needed. -----

That brings me to a close and I will hand back over to Rudolf.-----

Rudolf Ferscha: Thank you, Tom, much appreciated. Thanks for your work and your report. We will now cover questions received relating to this section of the agenda. I will read out some of the questions that have been received. -----

The first question has been asked by Henk Rienks and Ronald van Wechem: Can you give an update on Flow Traders' plans to enter China, as this was a strategic action mentioned at last year's AGM. I will hand over to Dennis to answer this question. -----

Dennis Dijkstra: China has been on the strategic agenda for a long time. This is unfortunately one of the setbacks with the COVID situation last year, especially due to the travel restrictions that apply for travelling into China. I was personally supposed to travel there last year, but that was postponed. I can ensure you that China remains high on the agenda, especially in our APAC strategy. Luckily, we already opened a Hong Kong office a few years ago, so we are very close, but also there are ways to trade on shore already via for instance the share link. We are already active, but I will expect that going forward, this



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will increase. -----

Rudolf Ferscha: Thank you, Dennis. The next question will be for you also. The second question is from the VEB: Companies must account for the stakeholders. To what extent is Flow Traders affected by any negative image issues?-----

Dennis Dijkstra: A negative image is just perception. Thomas highlighted this very extensively: we have a great story to tell. The only thing we should probably take into account is that we should tell it more often; about our role in the financial markets, about how we think about remuneration and about our footprint and how we drive and innovate markets. The negative image is perhaps mainly because we are not outgoing enough, and we do not tell our story sufficiently and not enough. That is something we will take into account. Being a bit more open will not per se change, but people kind of really understand who we are, what we are doing and also what our critical role is in driving the innovation in the financial markets. -----

Rudolf Ferscha: Thank you, Dennis. The next question is from Henk Rienks: Flow Traders does not currently trade in options. Is this something the Company will reconsider, given the size of the market? Folkert will answer this question. -----

Folkert Joling: Thank you, Henk. Always good questions coming from Henk. The short answer is yes, of course. It is currently not mentioned in our strategy that we communicate. We have a lot of focus on the items that are working on, but besides that we always have smaller projects that we are looking at and that we materialize later or will be significant. So hopefully in the future we can update on the options as well. We have some people working on it, but it is not significant enough at the moment to mention them. We do not exclude any products whatsoever. -----

Rudolf Ferscha: Thank you, Folkert. The next question is from the VEB: The two thousand and twenty result is the result of the extreme market volatility created in response to COVID-19. Is this assumption that volatility has a favorable effect on earnings capacity under all circumstances correct? Folkert will comment on that.-----

Folkert Joling: Obviously volatility plays a factor in the number of trades that are happening in the market and in our result as well. We are in generally not impacted by volatility alone. We have got a very diverse set of products and strategies. It is the skill of the different regions and the different products that reduces this impact. -----

Rudolf Ferscha: Thank you. The next question is again from Henk Rienks and Ronald van Wechem: How does Flow Traders manage its risks in relation to cryptocurrency and is the excess capital used to build out this activity? Britta will answer this question. -----

Britta Achmann: Generally speaking, we trade crypto like we trade most other products with a very market neutral strategy and as such crypto does not necessarily require huge reserves of capital. You would be happy to know that we currently expand less than ten percent of our CT1 utilized capital on cryptocurrencies. I think it is normal. -----

Rudolf Ferscha: Thank you, Britta. The next question is from Ronald van Wechem: Can



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you elaborate on the decline in access capital position from the third quarter to the fourth quarter and on to the first quarter of two thousand and twenty-one? Britta will also answer this question.-----

Britta Achmann: As a quick reminder, this is all around our core equity tier-one capital. That capital basically grows and consists of common shares and we can grow it through our trading income. On the other hand, it gets depleted when we pay dividends, we announce dividends and when we actually do share buy-backs or in case we had a loss. What happened in the quarters that you have mentioned, is actually that on the one hand our own funds requirements increased, but also in both instances we announced share buy-backs, which will reduce our CT1. -----

Rudolf Ferscha: Thank you. We received another question from Henk Rienks: Why does Flow Traders not cast its repurchased shares? And why have not more been repurchased given the financial performance in two thousand and twenty? Britta will answer this. ----

Britta Achmann: The main route by which we return the value to our shareholders is through the dividend. This year we paid out a record dividend of six euro and fifty eurocents, representing a pay-out ratio of sixty-three percent (63%). We introduced a plan for our employees to receive shares, because management and our founders believe in enabling the employees to become shareholders and take part in the profit sharing. As such, we decided to enable that via share repurchase plans and the Management Board proposed that to the Supervisory Board, which decided that that was the good route to proceed. We keep those shares in the treasury until such time as they have to be distributed to the employees. -----

Rudolf Ferscha: Thank you. The next question is from the VEB: Flow Traders has been subject to increasing regulations in recent years. To what extent does Flow Traders prepare for new stricter regulations around AML and CFT, which may apply in the future? Britta will answer this question. -----

Britta Achmann: It is a good question. Most regulated institutions want to be up to date on what is going on. We screen the horizon for upcoming regulations. We work closely with regulators globally when they have inquiries, or they want our feedback on upcoming regulations. It has not escaped our attention that the AML regulations will become stricter. As Rudolf has explained, we regularly discuss upcoming regulations with the Supervisory Board. The Management Board decides how many resources we need to allocate to them and how do we best prepare for them. Given our crypto rate registration, where we now can exchange digital assets for fiat and vice versa, we are now also considered being a gate keeper and as such we have a lot of focus on our AML processes and also the learning for our employees and our wider teams around that. There is a lot of scrutiny internally on this process. -----

Rudolf Ferscha: Thank you. The VEB is adding another question: In the coming years, Flow Traders will continue to invest in fixed income products which have different types



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of market risk than equities. To what extent are current risk modules designed to take changes in the relationship between bonds and shares in a timely manner, so that Flow Traders keeps market risks under control under all circumstances? Britta will answer this question.-----

Britta Achmann: In the first instance, I would like to point out that as a firm which is trading in a market neutral way with each of these asset classes, we are not engaging in corporate structure arbitrage, where such tools would be even more required. We are trading fixed income as an asset class and hedging that and equities as an asset class, etc. We do have tools that allow us to monitor the market risk in each of these areas. -----

Rudolf Ferscha: Thank you. The next question is from VEB again: New financial supervisory requirements result in less strict capital requirements. Do you expect the release to be partly absorbed by growth in business activities? Which business activities do you have in mind and what is the expected extent of the absorption? Britta will answer this question.-----

Britta Achmann: It is always good to have a buffer. As you can see, we are quite keen on those core equity tier-one buffers. I always like to have a reserve, because it is never good to be in a situation where you are getting very close to the capital you have. It will allow us to continue growing. I think a significant portion potentially could be absorbed by the fixed income trading. Fixed income is usually a more balance sheet heavy asset class than others. My expectation would be that as we increase our presence in fixed income, a significant part of our tier-one capital may get allocated to that business. -----

Rudolf Ferscha: Thank you. The VEB is adding another question: As a result of the liquidity programs at Archegos Capital, has Flow Traders also experienced increased margin requirements, and what has been the influence on profit margins and liquidity needed? Britta will comment on this.-----

Britta Achmann: It is a good question, very timely. The Supervisory Board asked the same question. A lot of prime brokers were probably answering to their supervisory boards in this. I am glad to state that our prime brokers all behaved in a very professional way. There were no sort of knee-jerk reactions, for instance by unilaterally increasing margin requirements etc. Our trading way did not really change, so we did not experience any huge increases in margin requirements and hence we did not suffer any issues with liquidity. -----

Rudolf Ferscha: Thank you. I have a question for Thomas. The question is from VEB: Why does Flow Traders believe that growth in investments and ETPs promotes the financing of climate transition?-----

Thomas Wolff: As we know, ETPs actually provide very cost efficient and easy accessible means of investing. This creates more efficient markets, which then take care of the capital flowing to the right initiatives. When we look in two thousand and twenty, we see that the ESG and SRI themed ETPs have generated significant inflows. In our role as a liquidity



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provider, we see ourselves as a key to the ongoing success of responsible investing and broadening the awareness.-----

Rudolf Ferscha: Thank you. The final question for this section is from VEB again: You are the number one market maker in cryptocurrency trading. How can that be reconciled with your ESG ambitions, giving that the mining of cryptocurrencies itself is anything but green? Thomas will answer this question. -----

Thomas Wolff: Flow Traders is the number one market maker in cryptocurrency ETPs. ETPs themselves do not require any mining and have a carbon footprint close to zero. As we have stated in the annual reports of today, our environmental impact is rather low, given the nature of our business. According to our ESG ambitions, we are also focussing on creating share value. -----

Rudolf Ferscha: Thank you. We have a follow-up question coming in from the VEB: The Supervisory Board reviews corporate governance, which as you stated, is number three in terms of materiality, but you are aware that the Supervisory Board composition is not in accordance with the Dutch Corporate Governance Code on the aspect of independence. This cast is a picture of a Company which is close to the founders. What can you say to this? -----

We have a majority of independent members of the Supervisory Board and that will actually be four out of six following this meeting. As an independent chairman I am of the firm opinion that we have an appropriately diverse and independently dominated Supervisory Board. -----

There was another follow-up question from the VEB for Dennis: Thanks for the reply to VEB on the negative image. Do not you also have a negative image because HFT (high frequency trading) is inherently susceptible to market abuse? -----

Dennis Dijkstra: Coming back to the question about communicating more, because I think there is a lot of misperception and misunderstanding of how electronic markets work nowadays. We provide liquidity prices in tens of thousands of very cheap efficient products. We do this on regulated markets for investors, both small and very professional and big. We do this based on the technology we have built, but on a big scale. There is perhaps a lot of misunderstanding on how these markets nowadays work, but also there, I think there are not a lot of firms that are as regulated or supervised as we are. In addition to all the risks and controls, we have both internally and externally regulators, exchanges, supervisors and even auditors and prime brokers. We operate in a highly regulated, but also transparent and efficient market. Apparently the VEB has a negative perception, but I think it is predominantly based on wrong judgement of how these markets work. I think there is a role for us to be more proactively telling on how these markets operate and should operate. We are always very proactively involved in crafting and drafting new rules and regulations, like MiFID. We were very cheerful about it, because it creates transparency, a level playing field and insight in costs of investing and trading and that is good for the



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whole ecosystem and the investors, but also for us. We prefer transparent markets and a level playing field. There is absolutely no room for any kind of wrong doings. We are in it for the long-term. We want to have safe and trustworthy financial markets and we want to be a part of it. That is part of our mission: to drive innovation and to make that happen. We might not be very good at explaining and telling the story, but that is in the core really who we are and what we want. -----

Rudolf Ferscha: There is another follow-up question from the VEB: Thank you for the positive storyline on results and notably the added stability and prospects on a card of diversification into effects of crypto. Can you illustrate what these segments above ETPs contribute? -----

Dennis Dijkstra: From a competitive sensitivity perspective, we do not comment on individual asset classes. We always focus on our valuative position. We have been investing over the last few years in diversification. That are the currencies, crypto for a few years now, but also fixed income. That is where we focus on our valuative position and where we are very open about. We are in the top three in the ETP (in Europe probably number one), in the spot currencies and crypto ETPs, we thrive to be leading and if possible, even the number one liquidity provider. -----

Rudolf Ferscha: I see on my screen that no further questions have come in. We will continue with the corporate reports. -----

b. Adoption of the annual accounts (voting item). -----

Rudolf Ferscha: We now move on to agenda point 2.b: adoption of the annual accounts. This is a voting item. -----

The Management Board, the Supervisory Board and EY have now presented their reports for the financial year two thousand and twenty. We propose to adopt the financial accounts for the financial year two thousand and twenty. -----

We received a question from Robeco regarding this: Flow Traders profits from market volatility spikes and therefore registers volatile trading results for its business. How is Flow Traders planning to deliver a more stable growth rate and have more businesses with new ratio growth characteristics (less transactional and more fee driven)? Dennis will answer this question.-----

Dennis Dijkstra: Folkert already commented on it a bit. We do not have a linear business model. We also do not charge fees. We do not charge commission, so we operate by providing the best price to the investors. That is our business model. Second, about the more predictable earnings, that is hard. We focus on growing the long-term, structural profitability, infrastructure and products we trade. Hopefully it might bring more stable results, but we focus on the growth of our presence and infrastructure. We are very comfortable with the volatility in the earnings. There might be a perception that there is a linear relationship between volatility and our earnings, but volatility in itself does not bring profitability. It will bring more activity normally and that is where we might benefit from.



But it is hard work and we need to have everything in order. It is not the case that just volatility will bring more net trading income. If you look at our growth historically since the start of our fifteen years of growth, we have grown the base in just continuously investing with our people in the infrastructure, the number of products and the number of countries we are present in. We know that it will bring long-term growth of the Company. Unfortunately, it is not linear and there is some unpredictability, because we cannot predict the products investors want to trade in the future. We can only invest in just making sure that we are present in all the products they do want to trade. -----

Rudolf Ferscha: Thank you, Dennis. Let us come to the voting now on the agenda item 2.b. We have made it possible for shareholders to cast their votes electronically ahead of the meeting. We, as Management Board and Supervisory Board, do not yet know the results. We should now be able to have a look on the voting results. -----

There is a majority of ninety-nine ninety-four/hundredth percent (99.94%) of the votes in favour of this resolution, which means that the proposal has been adopted. -----

c. Dividend policy (discussion item). -----

Rudolf Ferscha: We now turn to agenda item 2.c., the Company's dividend policy. -----

This is not a voting item. In accordance with the Corporate Governance Code, we discuss here the Company's dividend policy. -----

The dividend policy states that the Company's target is to distribute at least fifty percent (50%) of its net profit to its shareholders each year. The intention is to spread this over two dividend payments during each financial year. -----

As announced in our press release on the twelfth day of February two thousand and twenty-one, the Company proposed to distribute sixty-three percent (63%) of the two thousand and twenty net profit to shareholders in the form of a cash dividend. -----

We will now go to agenda item 2.d. -----

d. Determination of dividend (voting item). -----

Rudolf Ferscha: This is agenda item 2.d: the determination of dividend, which is a voting item. -----

The dividend proposal to the Annual General Meeting of Shareholders amounts to a cash dividend of six euros and fifty cents (EUR 6.50) per share for the financial year two thousand and twenty. In August two thousand and twenty, an interim cash dividend of four euros (EUR 4) per share was paid to the shareholders. This means that the final cash dividend proposal to the General Meeting is two euros and fifty cents per share (EUR 2.50). -----

We did not receive any (follow-up) questions for this particular topic. -----

Then we will announce the voting results. There is a majority of ninety-nine sixteen/hundredth percent (99.16%) of the votes in favour of this resolution, which means that the proposal has been adopted. -----

e. Remuneration report (advisory voting item). -----



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Rudolf Ferscha: We will now move to the part of the agenda covering the Remuneration Report and the proposed remuneration policies for the Supervisory Board and Management Board, which I shall cover. -----

Before discussing in detail the remuneration report and the proposed policies, I wanted to take the opportunity to summarize the fundamentals of our remuneration philosophy and approach. We are of the firm belief that the success of Flow Traders since inception has been made possible by our people and by our company culture. Our remuneration philosophy has been consistent from the outset and it has contributed to attracting and retaining the right talent to develop Flow Traders into the company it is today. At its core, it is about sharing the upside as well as the downside among all employees and shareholders. Equity ownership is strongly encouraged among all employees, with more than ten percent (10%) of the Company's shares held by employees. A longer-term outlook on remuneration is taken. Any deferred compensation remains at full risk for multiple future years. Remuneration and strategy are evaluated on a multi-year basis to ensure both employees and shareholders benefit from and are exposed to the returns of continuous growth investments, also during any less profitable periods. -----

I will first cover the two thousand and twenty Remuneration Report which is agenda item 2.e. As is now the norm, the Remuneration Report for the preceding financial year is on the AGM agenda as an advisory voting item. -----

The remuneration report contained within the two thousand and twenty annual report provides the remuneration details of each member of the Management Board. We have overhauled our remuneration report and we believe that our updated remuneration report helps to better explain our remuneration decisions and the rationale for these decisions. Again, the updated remuneration report reflects the feedback we have received from our shareholders. Two thousand and twenty was clearly a record year for Flow Traders set against the backdrop of a global health crisis as well as unprecedented political events like Brexit and the US government crisis, all of which generated exceptional demand for market making and thereby opportunities which our teams skilfully converted into record profits. This was achieved through the hard work and dedication of all employees and led to the firm-wide variable remuneration pool being considerably higher than seen in two thousand and nineteen. -----

The Management Board shares in this same firm-wide variable remuneration pool and accordingly the remuneration outcomes for the members of the Management Board were also considerably higher than seen in prior years. This is a direct reflection of our philosophy and exceptional results. We aim to share our profits fairly with our shareholders and employees. Although individual award levels for members of the Management Board may be considered substantial, they are very restrained in the lesser years, as was clearly visible in two thousand and nineteen. As a matter of principle, all other employees also benefit substantially from participation in the variable remuneration pool as evident from



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the moderate CEO versus Average Full Time Employee pay ratio. Incidentally, the total two thousand and twenty variable remuneration pool of two hundred fifty-seven million euro (EUR 257,000,000.00) for all employees was lower than the two hundred ninety-two million euro (EUR 292,000,000.00) paid in dividends to shareholders. On the next slide, I will touch on how we have taken into consideration COVID-19 when determining the Management Board remuneration. -----

Already in the spring of two thousand and twenty, as the COVID epidemic was beginning to unfold, we decided in consultation with the Management Board to cut back the available variable compensation pool for two thousand and twenty to half of its original size, and donated an equivalent of half of the Management Board's variable remuneration pool to the newly established Flow Traders Foundation. We decided to already follow the principles of our proposed two thousand and twenty-one Management Board remuneration policy by employing the newly proposed deferral structure and paying out fifty percent (50%) of the two thousand and twenty variable remuneration awards in share-like instruments (equity based) and defer payment over a multi-year period. We also published KPIs for each member of the Management Board and an assessment of their overall performance. -----

I will now move to the remuneration of the Supervisory Board in two thousand and twenty. The remuneration policy for the members of the Supervisory Board goes back to two thousand and fifteen and was again adopted by the AGM in two thousand and twenty. Since two thousand and fifteen, members of the Supervisory Board were awarded an annual total fixed compensation of seventy-five thousand euro (EUR 75,000.00) for the Chairman and fifty thousand euro (EUR 50,000.00) for the other members. There are no separate committee fees paid. It is worth noting that the members of the Supervisory Board did not receive variable remuneration for their work or any share-based remuneration, and no personal loans, guarantees or the like were granted by the as part of their compensation package. We have not reserved nor accrued any amounts to cover pension claims or retirement claims. We do not provide any other ancillary benefits for any member of the Supervisory Board. -----

I see on my screen that no questions have come in during the meeting. -----

We will announce the voting results. -----

There is a majority of sixty-six thirty-two/hundredth percent (66.32%) of the votes in favour of this resolution, which means that the proposal has been adopted. -----

I will now cover the next agenda item regarding the remuneration policy for the Supervisory Board. -----

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

Rudolf Ferscha: I would now like to introduce the proposed updated remuneration policy for the Supervisory Board to you, as well as outline some of the broader context informing our deliberations leading to its formulation. -----



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To be successful in the long run, Flow Traders aims to attract a diverse pool of Supervisory Board members who meet the highest requirements and the market for these profiles is highly competitive. We have not adjusted our Supervisory Board remuneration levels or remuneration structure since two thousand and fifteen. In light of this, an independent external advisor has conducted a benchmark study against Dutch and other European two-tier board, listed companies that are broadly comparable, at least in terms of market capitalization. A comparison against equivalent positions in this peer group shows that Flow Traders' total fee levels are below those of comparable peers', and that our current fee structure is not aligned with those of comparable companies. Based on the outcomes of this benchmark study and our aspiration to attract and retain highly qualified Supervisory Board members, we propose to align our fee structure and fee levels for the Supervisory Board with our peers. -----

Increase the annual fixed fee from fifty thousand euro (EUR 50,000.00) to seventy thousand euro (EUR 70,000.00) for the Members, and from seventy-five thousand euro (EUR 75,000.00) to one hundred thousand euro (EUR 100,000.00) for the Chairman. We want to introduce committee fees; fifteen thousand euro (EUR 15,000.00) for the Chairmen of the Audit and Remuneration & Appointment committees, ten thousand euro (EUR 10,000.00) for the Chairman of the other committees and seven thousand five hundred euro (EUR 7,500.00) for the Members of a committee. -----

In line with our current policy, members of the Supervisory Board do not receive variable remuneration. Also, Flow Traders does not grant any share-based remuneration, personal loans, guarantees or the like to the members of the Supervisory Board. -----

I will move to Q&A and to announcing the voting results. -----

We did not receive any (additional) questions for this particular topic. -----

We will announce the voting results, which will require a seventy-five percent (75%) majority of the votes. -----

There is a majority of ninety-seven ninety-four/hundredth percent (97.94%) of the votes in favour of this resolution, which means that the proposal has been adopted. -----

Many thanks to the shareholders for this vote. We very much look forward to continuing our dialogue with shareholders about remuneration in general and thank you for supporting us. -----

I will now move to the next agenda item which is the proposed Management Board remuneration policy. -----

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

As an introduction to our proposed two thousand and twenty-one Management Board remuneration policy, I wanted to reiterate that the policy reflects our mission, corporate identity, culture and values. As I mentioned at the outset, we believe in sharing our profits with all relevant stakeholders, including of course our employees. We reward all our employees, including the Management Board, based on the same remuneration policy. The



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design of our remuneration policy is aligned with our long-term interests and is underpinned by deep risk-awareness and proven risk-mitigation strategies, thereby creating the right incentives for success. On the next slide I will cover the main feedback received during our comprehensive consultation exercise regarding a new management remuneration policy.-----

We value the input of all stakeholders when determining our Management Board remuneration policy and we are strongly committed to our broader responsibility to society. We engaged in comprehensive consultations with various stakeholders. Main feedback provided regarding the existing Management Board remuneration policy was that it appeared to have a short-term focus, variable remuneration was uncapped and that transparency and disclosure on pay-for-performance can be improved. I will now review how we have addressed these points in the new policy. -----

In terms of the apparent short-term focus of the previous policy, we now propose to defer a significant part of any variable remuneration award, namely sixty-two five/tenth percent (62.5%), for a multi-year period of up to four years. Under the proposed policy, a significant part, namely fifty percent (50%) of the variable remuneration would be paid out in equity and would be subject to a holding period of one year after vesting. We propose the introduction of post-termination transfer restrictions. We encourage Management Board members to retain fifty percent (50%) of the shares granted as part of remuneration (after tax) until the end of employment. -----

To address the concept of a cap on Management Board remuneration, we propose to update remuneration policy and introduce a cap on Management Board individual total remuneration levels with such cap to be determined annually by taking into account the average full-time employee total remuneration levels. Total remuneration for any Management Board member to be capped at twenty times the average full-time employee's total remuneration. In addition, the total variable remuneration pool available for all employees including the Management Board is reduced to a maximum of thirty-five percent (35%) of the operating profit. -----

Lastly, in terms of improving transparency and disclosure on pay-for-performance, we have included further explanations on the working of our variable remuneration plan in the proposed policy and the intention to disclose on an annual basis the individual KPIs and details of the individual Management Board members' performance assessments in our restructured annual remuneration report. Further, we have retained and further clarified the rule that any deferred payment remains at risk until vesting. If Flow Traders were to make a loss in upcoming years, any outstanding deferred variable compensation from previous years would be forfeited and used to cover this loss. -----

We received three questions on the proposed Management Board remuneration policy from Robeco. The first question asked: For next year we would like the Company to provide guidance on how to keep the actual KPIs in your remuneration policy translated



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into actual variable payables. Is that something that you can commit to?-----
The answer is that in accordance with our remuneration policy the performance of members of the Management Board is assessed by the Supervisory Board as a whole along the pre-agreed KPIs. These KPIs indeed we publish, and we continue to publish in our annual report, as well as a description as to how they were fulfilled by the individual members of the management team. What we actually prefer not to do, is to give a detailed description of our quantity framework, or of any developmental aspects, any numeric scoring to the general public including our esteemed competitors who incidentally almost all private companies without any obligation or any desire to share their competitive information with us. However, you will find that our descriptions give a very good sense of how individual members of the Management Board have performed in any given year and how, together with other important aspects like remunerating competitively over multiple periods and informed by benchmark against peers, their performance against KPIs has translated into variable paid decisions. -----

The second question asked: Can you explain how the proposed variable compensation limit would serve to protect against excessive payouts? -----

All employees, including the Management Board, share in the same variable remuneration pool, which amounts to the proposed thirty-five percent (35%) of operational profit in any given financial year. The size of this pool would naturally be very depending on the level of financial and operational success achieved by the Company. By capping the total remuneration for any individual Management Board member at twenty times the average full-time employee's total remuneration, we maintain a clear link between employee and Management Board remuneration and ensure that payouts are not excessive in either successful, but also in less successful years. -----

The third question asked is: Apart from the suggested cap, are there any circumstances where the Supervisory Board would exercise downward discretion on the variable pay pool? -----

Yes, of course. The Supervisory Board has already demonstrated its willingness to show restrained when it comes to determining the Management Board remuneration. Last year for example, the Supervisory Board in close consultation with and supported by the management team, decided to half the maximum available variable compensation pool for the Management Board. Every year, when determining the Management Board remuneration, the Supervisory Board takes into consideration a holistic view of performance in light of the prevailing societal context, taking into account also competitive factors as well. -----

There are no additional questions regarding this particular topic. -----

We will announce the voting results, which will require a seventy-five (75%) majority of the votes. -----

There is a sixty-seven forty-two/hundredth percent (67.42%) of votes in favour of this



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resolution. It is good to see that there is a clear majority of positive votes and a substantial increase (about ten percentage points) over last year's result. But, as the adoption of a new remuneration policy requires seventy-five percent (75%) supermajority, it means that our old remuneration policy will remain in place. It is important to note that this policy is compliant with all relevant requirements and regulations. We will continue to engage with all relevant shareholders and stakeholders around this topic. We will aim to be able to convince everybody on the next occasion. -----

We will now move to the next agenda item.-----

AGENDA ITEM 3 (Discharge of Management Board members from liability (voting item))

Rudolf Ferscha: Agenda item 3 concerns the discharge of the members of the Management Board from liability in respect of the performance of their management duties over the two thousand and twenty financial year. We did not receive any questions for this particular topic. -----

We can come to the voting results, please.-----

There is a majority of ninety-nine thirty-three/hundredth percent (99.33%) of the votes in favour of this resolution, which means that the proposal has been adopted.-----

On behalf of the Management Board, many thanks for this supportive vote.-----

AGENDA ITEM 4 (Discharge of Supervisory Board members from liability (voting item))

Rudolf Ferscha: We have arrived at agenda item 4, discharge of the members of the Supervisory Board liability in respect of the performance of their supervisory duties over the two thousand and twenty financial year.-----

We did not receive any questions for this particular topic. -----

Can we show the results please?-----

There is a majority of ninety-four eighty-two/hundredth percent (94.82%) of the votes in favour of this resolution, which means that the proposal has been adopted.-----

Many thanks on behalf of the Supervisory Board and all its members for your support.---

AGENDA ITEM 5 (Composition of the Supervisory Board)-----

Rudolf Ferscha: At this stage of the agenda, we would like to introduce our proposed new Supervisory Board Members Linda Hovius and Ilonka Jankovich and the reasons for why the Supervisory Board is nominating them as members of the Supervisory Board for terms of four years, starting today. My own reappointment for a term of two years is also proposed to this general meeting. -----

Linda's extensive focus on board leadership and governance matters along with Ilonka's substantial technology and venture capital experience will strengthen the Supervisory Board's profile by broadening its overall expertise and competences. Linda Hovius is an independent boardroom consultant, focusing on leadership alignment, board assessment and governance issues. She was a founder and managing partner of Aberkyn Change Leadership Partners. Before that, she worked for twenty years with McKinsey & Company in Amsterdam. We included her CV and a full description of her non-executive experience



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in the convening notice for this meeting. Linda Hovius studied History of Art and Law in Amsterdam and holds an MBA from the Rotterdam School of Management/Wharton School.-----

Ilonka Jankovich is a serial entrepreneur and investor. After a successful legal career, she built two market leading companies in the HR space, which were acquired by Monster and Randstad. In two thousand and thirteen, she became an investor in the Worktech space by starting the corporate venture fund for Randstad. Again, you have a full description of her non-executive background in the documents provided. Ilonka studied Law at the University of Leiden.-----

The remuneration of Linda and Ilonka shall be in accordance with the Company's new Supervisory Board Remuneration Policy as approved by the shareholders earlier during this two thousand and twenty-one annual general meeting of shareholders being held today. We are delighted about the proposed candidates and confirm that all relevant regulatory approvals have been received. -----

I can also confirm that the proposed appointments take the Equal Opportunity Policy (Diversity Policy) into account.-----

Now I would like to hand over to Linda to introduce herself.-----

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

Linda Hovius: Thank you Rudolf for the opportunity to introduce myself.-----

My name is Linda Hovius, I am Dutch national and was born and raised in Amsterdam. I currently live in Haarlem with my husband and our three dogs, since our four children are adults now and live on their own. I have had a long career in consultancy. As Rudolf mentioned, for the first twenty years I worked with McKinsey in Amsterdam, where I was the second female consultant to join the office in nineteen hundred eighty-seven. Over the years, I became more and more fascinated by the question what makes people thrive, both professionally as well as personally. I developed my coaching and facilitation skills, which meant that I learned to ask questions (the coach way) instead of to give answers (the consultant way). I found out that helping others to become more conscious of their own mindsets and behaviors, and to become more effective leaders because of that, brought me a lot of joy and fulfillment. So, I decided to fully focus on leadership development and left McKinsey to start my own practice. I was one of the founders of a new leadership firm, Aberkyn, that dedicated itself to developing more conscious and purpose-driven leaders and organizations. Since the sale of Aberkyn at the end of two thousand and seventeen, I have returned to my own practice as boardroom consultant and executive coach, serving supervisory and executive boards in their leadership effectiveness. Next to my practice I have served as non-executive board member with a number of organizations in the past fifteen years, a role I truly enjoy. My personal motivation to serve on the Supervisory Board of Flow Traders is driven by the fact that I like to work with professional



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organizations as well as with entrepreneurial industry shapers. I was groomed as a professional myself in high performance organization cultures and I enjoy that type of environment and the fast pace and analytical challenges that come with it. Moreover, I believe I can add a lot of value in areas like strategic alignment, leadership and talent development, diversity and inclusion, in building a values-based culture and in defining purpose and a compelling corporate story for Flow Traders. I look forward to serve on this Supervisory Board and would like to thank you all in advance for the trust you place in me. I will do my best to safeguard the long-term value creation of Flow Traders going forward and to serve the interests of all stakeholders. I would now like to hand back to Rudolf.-----

Rudolf Ferscha: Thank you Linda for your introductory remarks.-----

We received a question from VEB relating to this agenda item: What role has Linda Hovius played at Flow Traders in recent years? Has she been involved in any way with Flow Traders as a strategy consultant? -----

I can confirm that neither Linda, nor Ilonka, had any professional involvement with Flow Traders prior to their proposed nominations as members of the Supervisory Board.-----

I see on my screen that no additional questions have been asked.-----

We can come to the voting results concerning Linda.-----

There is a majority of ninety-nine ninety-eight/hundredth percent (99.98%) of the votes in favour of this resolution which majority represents at least one third of the total issued share capital of the company, which means that the proposal has been adopted. -----

Many thanks. I will now hand over to Ilonka to introduce herself.-----

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

Ilonka Jankovich: Thank you Rudolf and hello everybody. My name is Ilonka Jankovich and I have a Hungarian name. I speak English with a Dutch accent, because I am of Hungarian and Dutch descent. I was born in Germany and lived in several countries. I combine my Hungarian heart with my Dutch straight forwardness. I married to a Dutch writer: Jaap Scholte. Our three big boys left the house to embark on their own journeys. - Rudolf, you already mentioned a few things about my background. As a lawyer, I was very active in the M&A field. As an entrepreneur, I was part also, after having sold my businesses, of listed companies and played several roles. Since eight years I am very active as an investor in HR tech in the new way of working. I have a few passions, and if appointed, I think these passions align with the future of Flow Traders and the current status of Flow Traders.-----

First of all: entrepreneurship. When talking to other Supervisory Board members and Executives, it was very clear that Flow Traders has an entrepreneurial culture, and we would like to maintain it. Being an entrepreneur and investor myself, I understand why you want to keep an entrepreneurial culture. You are more agile in achieving your goals,



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and it is more fun. I want to support that journey. -----
Secondly, future work and new ways of working. It is clear that Flow Traders has a unique talent pool of very talented people and diverse from a nationality perspective. How can you use technology to work in a collaborative and engaging way together? How can you attract even more diverse candidates, for example, there are only a small amount of female traders, to that profession? -----

Thirdly, I am passionate about growing a business in a professional and sensible way. What do I mean by that? Flow Traders has so many business opportunities, because there are so many asset classes. There will be a lot of strategic discussions in the board; how to grow organically and what to do about M&A? I would love to be a part of that. -----

In short, I know that Flow Traders describes its culture as a unique, one-team-driven culture. I would love to be part of that, and to represent all stakeholders at the board level. Thank you very much and back to you Rudolf. -----

Rudolf Ferscha: Thank you Ilonka for introducing yourself. -----

We did not receive any questions for this particular topic. -----

We can proceed with announcing the voting results. -----

There is a majority of ninety-nine ninety-nine/hundredth percent (99.99%) of the votes in favour of this resolution which majority represents at least one third of the total issued share capital of the company, which means that the proposal has been adopted. -----

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

Rudolf Ferscha: We will now move to the voting item that covers my own reappointment for a term of two years. -----

We received one question from Robeco: Under the new composition of the board, can we expect that the remuneration appointment committee will be comprised by a majority of independent directors? -----

The composition of this committee will actually be updated once the two new members have joined the Supervisory Board. The full new Supervisory Board will make that decision. I note that there are four independent members now (out of six), what will be the status quo going forward. -----

I see on my screen that there are no additional questions being asked. -----

We will now announce the voting results. -----

There is a majority of ninety-seven forty-eight/hundredth percent (97.48%) of the votes in favour of this resolution which majority represents at least one third of the total issued share capital of the Company, which means that the proposal has been adopted. -----

Thank you very much indeed for your support. -----

AGENDA ITEM 6 (Authority to issue shares and restrict or exclude pre-emptive rights)--

Rudolf Ferscha: We will now proceed with the next items on the agenda: The authority to issue shares and the authority to restrict or exclude pre-emptive rights. These agenda



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items will look familiar to you as those are renewal requests for similar authorities granted by our shareholders in the past. -----

a. Authority to issue shares (voting item). -----

Rudolf Ferscha: Starting with the first authority renewal request; the shareholders are asked to renew the authority of the Management Board to issue ordinary shares or to grant the right to subscribe for ordinary shares up to ten percent (10%) of the total number of shares issued as per today. The delegated authority of the Management Board is subject to the approval of the Supervisory Board. When the authority is granted, it will apply for a period of eighteen months, starting today, the day of this meeting. This means that it applies up to and including the twenty-third day of October two thousand twenty-two. This authority is in accordance with market practice in The Netherlands and is meant to provide the Company the possibility to issue shares in a flexible manner if required, for example for the raising of external capital. Without this authority granted by the General Meeting of Shareholders, it would be required to convene an Extraordinary Meeting of Shareholders in order for the Company to issue shares. Since there is a forty-two days convening notice period for an EGM, it would be difficult for the Company to act quickly if required. -----

We did not receive any questions for this particular topic. -----

We can continue with the voting results. -----

There is a majority of ninety-nine eighty-one/hundredth percent (99.81%) of the votes in favour of this resolution, which means that the proposal has been adopted. -----

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

Rudolf Ferscha: Continuing with the second authority renewal request. In agenda item 6.b the shareholders are asked to renew the current authority to restrict or exclude applicable pre-emptive rights when issuing ordinary shares or granting rights to subscribe for shares. This is linked to the previous agenda item. Similar to that agenda item, if the authority requested here is granted, it will apply for a period of eighteen months, starting today, the day of this meeting. This means that it applies up to and including the twenty-third day of October two thousand twenty-two. And the delegated authority of the Management Board is also subject to the Supervisory Board's approval. This is also common practice for many Dutch listed companies. -----

We did not receive any questions for this particular topic. -----

We will announce the voting results. -----

There is a majority of ninety-nine eighty-five/hundredth percent (99.85%) of the votes in favour of this resolution, which means that the proposal has been adopted. -----

AGENDA ITEM 7 (Authority to acquire own shares (voting item)) -----

Rudolf Ferscha: And then we continue with the third authority renewal request. Under this agenda item 7, we ask the shareholders to renew the authority of the Management Board to acquire shares in the capital of the Company. When the authority is granted, it will apply for a period of eighteen months. This means that it applies up to and including



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the twenty-third day of October two thousand twenty-two. The delegated authority of the Management Board is subject to the approval of the Supervisory Board. In accordance with current market practice in The Netherlands, a maximum of ten percent (10%) of the number of issued share capital can be acquired. The conditions are that: (i) the Company will not hold more shares in stock than ten percent (10%) of the issued share capital and that the price (excluding expenses) is not less than the nominal value of the shares, and (ii) not higher than the opening price on Euronext Amsterdam on the day of the repurchase plus ten percent (10%). -----

We did not receive any questions for this particular topic. -----

We will now announce the voting results. -----

There is a majority of ninety-nine sixty-three/hundredth percent (99.63%) of the votes in favour of this resolution, which means that the proposal has been adopted.-----

AGENDA ITEM 8 (Authority to cancel own shares (voting item))-----

Rudolf Ferscha: Now we continue with the fourth and last authority renewal request. Under this agenda item 8, the shareholders are asked to provide the authority to the Management Board to cancel any or all shares in the share capital of the Company. This would apply to shares held or repurchased by the Company pursuant to the authority granted by the shareholders under agenda item 7. The Supervisory Board has already approved this proposal. The following conditions would apply: (i) the number of shares that can be cancelled shall be determined by the Management Board, but may not exceed ten percent (10%) of the issued share capital as at the twenty-fourth day of April two thousand and twenty-one, (ii) the cancellation may be executed in one or more parts, and (iii) relevant statutory provisions will be taken into account. -----

We did not receive any questions for this particular topic. -----

We will now announce the voting results. -----

There is a majority of ninety-nine eighty-nine/hundredth percent (99.89%) of the votes in favour of this resolution, which means that the proposal has been adopted.-----

AGENDA ITEM 9 (Auditor (voting item))-----

Rudolf Ferscha: We are now coming to the final voting item of this meeting. ----- This concerns the proposal of the Supervisory Board, based on the recommendation of the Audit Committee, to reappoint Ernst & Young Accountants LLP as external auditor of the Company for the current financial year, ending on the thirty-first day of December two thousand and twenty-one. -----

We did not receive any questions for this particular topic. -----

We will now announce the voting results. -----

There is a majority of ninety-nine seventy-three/hundredth percent (99.73%) of the votes in favour of this resolution, which means that the proposal has been adopted.-----

AGENDA ITEM 10 (Any other business and closing)-----

Rudolf Ferscha: We are now at the final agenda item of today's meeting: Any other



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business and closing. Looking at my screen there are no further questions. Double checking with the secretary, are there any questions not being dealt with? I see that that is not the case. I would like to thank you all for your participation and your contributions to this Flow Traders Annual General Meeting via video stream. We hope that despite the current limitations you have found this meeting useful. We of course hope that our next AGM will be an in-person meeting. For now stay safe. -----

I declare the meeting closed at fifteen hour forty-seven minutes (15:47), thank you. -----

The outcome of the shareholders vote on each of the voting items is published on the website of the Company. -----

This notarial record was drawn up and signed in Amsterdam, The Netherlands, on the nineteenth day of July two thousand and twenty-one by Mr Maarten Jan Christiaan Arends, civil law notary. -----

Signed.



ISSUED AS A TRUE COPY
by Mr Maarten Jan Christiaan Arends,
civil law notary (*notaris*) in Amsterdam,
on 19 July 2021.