

## Proxy

WRITTEN PROXY for the Annual General Meeting of Flow Traders N.V. to be held on 8 May 2019 (the "**General Meeting**") at the INIT Building at Jacob Bontiusplaats 9, 1018 LL Amsterdam, the Netherlands, at 15:00 hours Amsterdam time.

**The undersigned:**

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

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

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

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

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

**OR**

**2. An independent third party** within the meaning of article 4.3.2. of the Dutch Corporate Governance Code, in this respect being Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP in the manner set out below under **3**.

**3. Voting instructions:**

<b>No.</b>	<b>Agenda voting items</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2.c.	Adoption of the annual accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.e.	Determination of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of Management Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Discharge of Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.a.	Proposal reappointment of Dennis Dijkstra as member of the Management Board and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.a.	Proposal reappointment of Eric Drok as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.b.	Proposal reappointment of Roger Hodenius as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.c.	Proposal reappointment of Olivier Bisserier as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.a.	Authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.b.	Authority to restrict or exclude pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Authority to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Authority to cancel own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SIGNING**

Depot Number: \_\_\_\_\_

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

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

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

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

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

## ***Additional information***

The agenda with explanatory notes, the annual accounts, annual report and other information as defined in article 2:392 of the Dutch Civil Code, and the instructions for attendance at the General Meeting will be available on the Company's website ([www.flowtraders.com](http://www.flowtraders.com)). The information mentioned can be obtained free of charge via the Company or via ABN AMRO Bank N.V., at the addresses stated below.

### **Addresses**

Flow Traders N.V.

Investor Relations

Jacob Bontiusplaats 9

1018 LL Amsterdam

The Netherlands

E-mail: [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com)

ABN AMRO Bank N.V.

Visiting address:

Gustav Mahlerlaan 10

1082 PP Amsterdam

The Netherlands

Postal address:

P.O. Box 283 (HQ 7050)

1000 EA Amsterdam

The Netherlands

E-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

### **Record Date**

A person who is registered as a shareholder of the Company on 10 April 2019 after close of trading and processing of all settlements (the "**Record Date**") and has timely registered (as described below) will be considered as having the right to vote and attend the General Meeting. The administration of the relevant financial intermediary under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) shall be consulted to determine which persons are deemed to be registered shareholders of the Company as per the record date.

### **Registration**

Shareholders who wish to attend the meeting are required to notify ABN AMRO Bank N.V. through their financial intermediary. Notification via the financial intermediary can take place as of 11 April 2019, but no later than 18:00 hours (Amsterdam time) on 1 May 2019. Shareholders can also register themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). In all circumstances, the intermediary will need to issue a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than 11:30 hours (Amsterdam time) on 2 May 2019, stating that the shares were registered in the name of the holder

thereof on the record date whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

### **Voting by proxy**

A shareholder who chooses to be represented shall, in addition to registering for the meeting as described above, send in a signed proxy instrument separately. A standard written proxy is available on the website of the Company or can be obtained via ABN AMRO Bank. The duly signed proxy instrument needs to be received on 1 May 2019 by 18:00 hours (Amsterdam time) at the following address by mail or e-mail:

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

### **Voting through internet/proxy**

A shareholder can choose to give a voting instruction to an independent third party to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and need to be received on 1 May 2019 by 18:00 hours (Amsterdam time).

### **Admittance to the General Meeting**

Registration for admission to the General Meeting will take place on the day of the General Meeting from 14:00 hours (Amsterdam time) until the commencement of the General Meeting at 15:00 hours (Amsterdam time). After this time registration for admission is no longer possible.

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

### **Submission of questions for the General Meeting**

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

For further information please visit our website [www.flowtraders.com](http://www.flowtraders.com) or contact Investor Relations:

Serge Enneman

Telephone: +31 20 799 6799

E-mail: [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com)