

Convening notice

Flow Traders Ltd. (the "**Company**") is pleased to invite its Shareholders for the Annual General Meeting (the "**General Meeting**") to be held at Inntel Hotels Amsterdam Landmark, located at VOC-Kade 600, 1018 LG Amsterdam, the Netherlands on 13 June 2024 at 01:00PM CEST.

In this convening notice, references to "shareholder(s)" and "holder(s) of shares" shall, as the context may require, include persons holding their beneficial interests in common shares in the capital of the Company through Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. (Euroclear Nederland).

Agenda and explanatory notes

1. **Opening and announcements**
2. **Report of the Board; annual accounts; dividend policy; dividend; remuneration report;**

- a. **Report of the Board for the financial year 2023 (discussion item)**

The Board will give a presentation on the Report of the Board as included in the annual report for the financial year 2023.

- b. **Annual Accounts for the financial year 2023 (discussion item)**

The annual accounts for the financial year 2023, as included in the annual report for the financial year 2023 will be laid before the general meeting.

Ernst & Young Accountants LLP has audited the annual accounts and has issued an unqualified auditor's report and will present the audit results.

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

Discussion of the policy on dividend, reservations and distributions. Please refer

to the Company's Dividend Policy which can be found on our website here: <https://www.flowtraders.com/investors/corporate-governance/corporate-documents/> and to the section "Dividend policy and dividend proposal" on p.20 of the annual report for the financial year 2023.

d. Dividend (non-binding advisory voting item)

The Board has declared a total dividend of €0.45 per share (the "**Dividend Declaration**"). An interim cash dividend of €0.30 per share has been paid out in 2023. As a result thereof, it is proposed to pay a final cash dividend over the financial year 2023 of €0.15 per share, subject to compliance by the Company with the solvency requirements set out in the Companies Act 1981.

The Dividend Declaration will be subject to an advisory, non-binding vote of the shareholders.

e. Remuneration Report for the financial year 2023 (non-binding advisory voting item)

Discussion of the Remuneration Report regarding the remuneration of the members of the Board over the year 2023. The remuneration report has been published as part of the annual report for the financial year 2023 and will be published separately on our website <https://www.flowtraders.com/investors/reports-documents>.

The remuneration report is subject to an advisory, non-binding vote of the shareholders.

3. Composition of the Board

The below proposals all relate to the composition of the Board after the General Meeting.

a. Proposal to re-elect Mr Jan van Kuijk to the Board (voting item)

In accordance with the Bye-Laws of the Company, the Board nominates Mr Jan van Kuijk for re-election as member of the Board as Non-Executive Director

with effect from 13 June 2024 for the period of four years, until the end of the annual general meeting to be held in 2028.

Mr van Kuijk (age: 57) is a Dutch national. Mr van Kuijk was appointed member and Vice-Chairman of the Supervisory Board of Flow Traders N.V. on 9 July 2015, and he was reappointed on 26 April 2018 and on 29 April 2022. He has been a Non-Executive Director of the Company on the same terms as his appointment to the Supervisory Board of Flow Traders N.V. on continuation of the Company in Bermuda. He is Chairman of the Trading & Technology Committee, and a member of the Audit Committee, the Risk & Sustainability Committee and the Remuneration & Appointment Committee.

Mr van Kuijk is one of the co-founders of Flow Traders and served as its Co-CEO from its inception in 2004 until January 2014. Until 1996, he served as a partner at Optiver, a proprietary trading firm, and was involved in setting up its first electronic trading activities at the Deutsche Börse in 1993. In 1997 he co-founded Newtrade Financial Group, an options market-making firm which discontinued after he co-founded Flow Traders in 2004.

The Board proposes to nominate Mr van Kuijk for re-election in view of his knowledge of and experience in proprietary trading as a co-founder and former Co-CEO of Flow Traders. In his first three terms, he chaired the Trading & Technology Committee and served as the Vice-Chairman to the Board. He has proven to bring valuable contributions to the meetings of the Board, and its Committees. The proposed re-election takes the Board Profile and the Diversity, Equity & Inclusion Policy into account.

Mr van Kuijk does not qualify as independent under the provisions of the Dutch Corporate Governance Code, due to his ownership of >10% of the shares of Flow Traders Ltd. (through Javak Investments B.V.). Through Javak Investments B.V. he holds 5,686,826 shares in the Company as a long-term investment.

Mr van Kuijk is nominated in accordance with the nomination right provided for in the Relationship Agreement (please refer to section 21.1 of the Bye-Laws). As such, the consecutive maximum term of office of 12 years is not applicable to Mr van Kuijk.

The proposal to re-elect Mr van Kuijk includes the proposal to determine that Mr van Kuijk shall receive the remuneration set out in the remuneration policy.

b. Proposal to elect Mr Owain Lloyd to the Board (voting item)

In accordance with the Bye-Laws of the Company, the Board nominates Mr Owain Lloyd for election as a member of the Board as Executive Director and Chief Technology Officer (CTO) with effect from 13 June 2024 or a date thereafter following the required regulatory approval for a fixed term until the date of the Company's Annual General Meeting of shareholders to be held in 2028.

Mr Lloyd (age: 43) is a UK national and a resident of Switzerland. Mr Lloyd has over 20 years of senior leadership experience as a Technology leader within the trading industry. In 2019 he co-founded Mercury Trading, a high-frequency trading firm focused on cryptocurrency, where he also managed the Technology, Quantitative Trading and Corporate functions. In 2022, he joined Numeus Research, a Switzerland based digital asset management firm, as a Partner and CTO, where he amongst others built the global engineering team and was a member of the investment committee for the firm's venture capital fund. Prior to co-founding Mercury Trading, Mr Lloyd held multiple senior and executive Technology roles within Credit Suisse, Citadel Investment Group, Morgan Stanley and most recently as Global Head of Electronic Market Making at JP Morgan & Chase.

The Board proposes to nominate Mr Lloyd for election in view of his extensive experience in building and scaling technology departments within the trading industry. The proposed election takes the Board Profile and the Diversity, Equity & Inclusion Policy into account. Mr Lloyd joined Flow Traders B.V. as Director of Technology on 1 May 2024 until his election as member of the Board as Executive Director and CTO.

Mr Lloyd does not own any shares in the Company's share capital.

The remuneration of Mr Lloyd shall be in accordance with the Company's existing Remuneration Policy as approved by the shareholders during the 2023 Annual General Meeting of shareholders which was held on 26 April 2023. In

accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code, the main elements of the board agreement with Mr Lloyd (as applicable after his election) are available on the Company's website (www.flowtraders.com), by clicking on the "Investors" tab and navigating to "Corporate Governance" and then to "AGM".

4. Authority to issue shares and exclude or limit pre-emptive rights

a. Authority to issue shares (voting item)

It is proposed to renew the authority of the Board to issue common shares or to grant rights to subscribe for common shares for a period of 18 months from the date of this General Meeting (i.e. up to and including 13 December 2025) for up to 10% of the total number of shares issued at the time of the General Meeting for any purpose.

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

It is proposed to renew the authority of the Board to exclude or limit applicable pre-emptive rights when issuing common shares or granting rights to subscribe for common shares as set out in item 4.a above for a period of 18 months from the date of this General Meeting (i.e. up to and including 13 December 2025).

Once adopted, these authorizations will replace the current authorizations. These authorizations cannot be withdrawn.

5. Authority to purchase own shares (voting item)

It is proposed to renew the authority of the Board to purchase shares in the capital of the Company, either through purchase on a stock exchange or otherwise. The authority will apply for a period of 18 months from the date of this General Meeting (i.e. up to and including 13 December 2025) under the following conditions:

- (i) up to 10% of the total number of shares issued at the time of the General Meeting;

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

Once adopted, this authorization will replace the current authorization. This authorization cannot be withdrawn.

6. Auditor (voting item)

The Audit Committee of Flow Traders Ltd. conducted an independent assessment of the performance of the Company's external auditor, Ernst & Young Accountants LLP, over the past year.

The outcome of the assessment was positive. Based on such assessment, the Audit Committee of the Company recommended to the Board to propose Ernst & Young Accountants LLP for appointment as external auditor for the reporting year 2024 and 2025.

The Board decided to follow the recommendation of its Audit Committee and proposes to appoint Ernst & Young Accountants LLP as the Company's external auditor for the reporting year 2024 and 2025.

Upon appointment of Ernst & Young Accountants LLP above, the Board shall be authorized to determine the auditors' remuneration accordingly.

The Board has determined that it is in the best interest of the Company and its stakeholders to delay the rotation of the Company's external auditor with two years, i.e. as per the reporting year 2028 instead of the reporting year 2026.

For the avoidance of doubt, no mandatory auditor rotation rules are applicable to Flow Traders Ltd. However, Flow Traders Ltd. voluntarily included a maximum term for the engagement of an external auditor of ten years in section 8.2 of its Board Rules. After due consideration and in light of the recent appointment of a new audit partner at Ernst & Young Accountants LLP responsible for the Flow Traders Ltd. mandate (as per the reporting year 2023),

the Board has resolved to deviate from section 8.2 of the Board Rules, as permitted in accordance with section 14.2 of the Board Rules.

7. Any other business and closing

Additional information

The agenda with explanatory notes, the annual accounts, the annual report, the remuneration report and the instructions for attendance at the General Meeting will be available on the Company's website (www.flowtraders.com), by clicking on the "Investors" tab and navigating to "Corporate Governance" and then to "AGM". The information mentioned can be obtained via e-mail, free of charge via the Company or via ABN AMRO Bank N.V., at the addresses stated below. Furthermore, the information mentioned can be requested in physical form, if desired, by notifying Investor Relations at the email address stated below.

Addresses

Flow Traders Ltd.

Investor Relations

Email: investor.relations@flowtraders.com

ABN AMRO Bank N.V.

Email: ava@nl.abnamro.com

Record Date

A person who is registered as a shareholder of the Company on Thursday 16 May 2024 after close of trading and processing of all settlements (the "**Record Date**") and has timely registered (as described below) will be considered as having the right to participate in the General Meeting. The administration of the relevant financial intermediary under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) ("**Intermediary**" or "**Intermediaries**") shall be consulted to determine which persons are deemed to be registered shareholders of the Company as per the Record Date.

Registration

Holders of shares (or their authorized representatives) who wish to attend the General Meeting, must notify ABN AMRO Bank N.V. ("**ABN AMRO**"), through the Intermediary, that they wish to attend the General Meeting. Shareholders may also register for the General Meeting via www.abnamro.com/evoting. Registration requests may be submitted following the Record Date (Thursday 16 May 2024) and no later than Thursday 6 June 2024 at 05:00PM CEST.

No later than Friday 7 June 2024, 01:00PM CEST the Intermediaries must provide ABN AMRO via www.abnamro.com/intermediary with an electronic statement containing the number of shares held by the respective shareholders on the Record Date and for which number of shares registration for the General Meeting is requested.

Voting through internet/proxy

A shareholder can choose to give a proxy and voting instruction to **IQ EQ Financial Services B.V.** (an independent third party within the meaning of article 4.3.2 of the Dutch Corporate Governance Code) or any other party to their own discretion, to vote on behalf of the shareholder during the General Meeting. Electronic voting instructions can only be given via www.abnamro.com/evoting and need to be received on Thursday 6 June 2024 by 05:00PM CEST.

Shareholders may also grant a written proxy and voting instruction by using a proxy form which is available at www.flowtraders.com/investors/corporate-governance/agm. In order to vote by proxy shareholders must have registered their shares as described above. After completion and signing, the proxy form should be sent by email to ava@nl.abnamro.com or by regular mail to ABN AMRO Bank N.V., Corporate Broking, HQ 7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, where it should be received no later than Thursday 6 June 2024 at 05:00PM CEST.

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

Eric Pan

Telephone: +31 20 799 6180

Email: investor.relations@flowtraders.com

The Board

Amsterdam, the Netherlands

2 May 2024