

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 26 June 2026 at 02:30PM 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; remuneration report**
 - a. **Report of the Board for the financial year 2025 (discussion item)**

The Board will give a presentation on the Report of the Board as included in the Annual Report for the financial year 2025.

- b. **Annual Accounts for the financial year 2025 (discussion item)**

The annual accounts for the financial year 2025, as included in the Annual Report for the financial year 2025, will be laid before the General Meeting. Ernst & Young Accountants B.V. has audited the annual accounts and has issued an unqualified auditor's report and will present the audit results.

With respect to this agenda item, it is noted that, although the 2025 Dutch Corporate Governance Code is not directly applicable to the Company, the Annual Report 2025 contains the Risk Management Statement from the Board in accordance with the 2025 Dutch Corporate Governance Code.

c. Remuneration Report for the financial year 2025 (non-binding advisory voting item)

Discussion of the Remuneration Report regarding the remuneration of the members of the Board over the year 2025. The Remuneration Report has been published as part of the Annual Report for the financial year 2025 and will be published separately on our website: [AGM - Flow Traders](#).

The Remuneration Report is subject to an advisory, non-binding vote of the shareholders.

3. Composition of the Board

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

a. Proposal to re-elect Mr Delfin Rueda Arroyo to the Board (voting item)

In accordance with the Bye-Laws of the Company, the Board nominates Mr. Delfin Rueda Arroyo for re-election as member of the Board as Non-Executive Director with effect from 26 June 2026 for a period of four years, until the end of the Annual General Meeting to be held in 2030.

Mr. Rueda Arroyo (age: 62) is a Spanish national with a wealth of experience and a long and proven track record in finance, risk, strategy and financial markets. Mr. Rueda Arroyo was previously CFO and vice-chair of the Executive Board and Management Board at NN Group. Before that, he was CFO and CRO and member of the Management Board at Atradius. Mr. Rueda Arroyo also held leadership positions at J.P. Morgan, UBS and Andersen Consulting. Mr. Rueda Arroyo currently holds positions as a Non-Executive Director at Allfunds, Monzo Bank and Achmea Pensions & Life and is a senior advisor at Mundi Ventures.

Mr. Rueda Arroyo holds an MSc degree in Economic Analysis and Quantitative Economics from Complutense University of Madrid and an MBA degree in Finance from the Wharton School of the University of Pennsylvania.

The Board proposes to nominate Mr. Rueda Arroyo for re-election in view of his knowledge of, and experience in, the financial sector, and within audit and risk functions of supervisory boards of financial institutions specifically. The proposed re-election takes the Board Profile and the Diversity, Equity & Inclusion Policy into account.

Mr. Rueda Arroyo is independent, as defined in the Dutch Corporate Governance Code and accordingly will be qualified by the Board as an independent director.

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

The proposal to re-elect Mr. Rueda Arroyo includes the proposal to determine that Mr. Rueda Arroyo shall receive the remuneration as set out in the Company's Remuneration Policy for Non-executive Directors.

b. Proposal to re-elect Mr Paul Hilgers to the Board (voting item)

In accordance with the Bye-Laws of the Company, the Board nominates Mr. Paul Hilgers for re-election as member of the Board as Non-Executive Director with effect from 26 June 2026 for a period of four years, until the end of the Annual General Meeting to be held in 2030.

Mr. Hilgers (age: 58) is a German national with a wealth of experience and a long and proven track record in the global financial markets sector, particularly with trading, clearing, risk and market structure. Mr. Hilgers spent 12 years with Optiver and served as the Group CEO from January 2014 until December 2017. Prior to this role he was the CEO APAC for Optiver Sydney and the Director Market Structure. After leaving Optiver Mr. Hilgers started his own Consulting firm before joining Deutsche Börse as Managing Director for the cash market. Mr. Hilgers served on the Board of EuroCCP and TOM as a non-executive director. He attended the University of Muenster and graduated from the General Management Program of Harvard Business School.

The Board proposes to nominate Mr. Hilgers for re-election in view of his

knowledge of, and experience in, the financial sector and with companies trading financial instruments specifically. The proposed re-election takes the Board Profile and the Diversity, Equity & Inclusion Policy into account.

Mr. Hilgers is independent, as defined in the Dutch Corporate Governance Code and accordingly will be qualified by the Board as an independent director.

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

The proposal to re-elect Mr. Hilgers includes the proposal to determine that Mr. Hilgers shall receive the remuneration as set out in the Company's Remuneration Policy for Non-executive Directors.

4. Authority to (a) issue or grant rights to acquire shares and (b) exclude or limit pre-emptive rights

a. Authority to issue or grant rights to acquire shares (voting item)

It is proposed to renew the authority of the Board to issue common shares or to grant the 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 26 December 2027) 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 26 December 2027).

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 common 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 26 December 2027) 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 B.V., over the past year.

The outcome of the assessment was positive. Based on such an assessment, the Audit Committee of the Company recommended to the Board to propose Ernst & Young Accountants B.V. for appointment as external auditor for the reporting year 2027.

The Board decided to follow the recommendation of its Audit Committee and proposes to appoint Ernst & Young Accountants B.V. as the Company's external auditor for the reporting year 2027.

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

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 at the address stated below. Furthermore, the information mentioned can be requested in physical form, if desired, by notifying Investor Relations at the email address stated below. The meeting will be held in English.

Addresses

Flow Traders Ltd.

Investor Relations

Email: investor.relations@flowtraders.com

Record Date

A person who is registered as a shareholder of the Company on Friday 29 May 2026 after close of trading and processing of all settlements (the "**Record Date**") and has registered timely (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 (Friday 29 May 2026) and no later than Friday 19 June 2026 at 05:00PM CEST.

No later than Monday 22 June 2026, 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 be given through the Intermediary or via www.abnamro.com/evoting and need to be received on Friday 19 June 2026 by 05:00PM CEST.

Shareholders may also grant a written proxy and voting instruction by using a proxy form which is available at [AGM - Flow Traders](#). 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 where it should be received no later than Friday 19 June 2026 at 05:00PM CEST.

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

Dick Peters

Telephone: +31 20 799 6799

Email: investor.relations@flowtraders.com

The Board

Amsterdam, the Netherlands

15 May 2026