

Convening notice

Flow Traders N.V. (the “**Company**”) is pleased to invite its shareholders to an Extraordinary General Meeting to be held on 10 September 2021 at 9:30 hours Amsterdam time.

Due to the measures implemented by the Government of the Netherlands in light of the Coronavirus (COVID-19) outbreak, the Company has decided to make use of the option to hold its Extraordinary General Meeting in the form of a virtual Extraordinary General Meeting.

This means that it will not be possible to attend the meeting in person. A live webcast will be broadcasted through www.flowtraders.com/investors. Shareholders will have the possibility to ask questions both prior to the Extraordinary General Meeting as well as during the Extraordinary General Meeting. For further information, please see below. Shareholders will not have the possibility to vote during the Extraordinary General Meeting. The Company therefore encourages shareholders to make use of the possibility to give voting instructions in advance of the Extraordinary General Meeting. The deadline for shareholders to provide such voting instructions is Friday 3 September 2021 at 17:00 hours (Amsterdam time).

The Company will continue to monitor developments closely (including in relation to the status of the emergency bill to hold virtual general meetings) and shareholders are advised to regularly check www.flowtraders.com/investors for any updates before the date of the Extraordinary General Meeting.

Agenda and explanatory notes

- 1. Opening and announcements**
- 2. Composition Management Board: Proposal appointment of Mike Kuehnel as member of the Management Board and CFO (*voting item*)**

After assessing the composition of the Management Board, the Supervisory Board has concluded it wishes to further strengthen the Management Board with the addition of a Chief Financial Officer. Therefore, the Supervisory Board nominates for appointment a Chief Financial Officer, as announced in a press release dated 29 July 2021.

It is proposed to appoint Mike Kuehnel (age: 44) as a member of the Management Board and Chief Financial Officer (“**CFO**”) of the Company following the Supervisory Board’s nomination for a term of four years starting on 10 September 2021.

Mike Kuehnel joined Flow Traders B.V. as CFO on 1 August 2021 with all regulatory approvals having been received before. Prior to joining Flow Traders, Mike gained over 20 years of investment banking and strategy consulting experience in the

global financial services and financial markets infrastructure space, both through senior roles at Goldman Sachs and at Bain & Company. He has a deep educational background in Accounting and Finance and extensive experience both as an M&A professional and strategy consultant. Most recently, Mike served as a partner at Bain & Company, where he successfully built, and led the firm's Investment Banking and Financial Markets Infrastructure practice for EMEA and where he acted as a senior member of Bain & Company's global M&A practice. As a core member of the firm's M&A practice, Mike focused particularly on major multi-year value creation programs and the accelerated build-up of internal M&A capabilities. In these roles, he worked closely with a broad variety of industry-leading clients globally amongst others around topics such as corporate strategy, and transformations, particularly focusing on financial markets infrastructure and, for the last few years, on crypto and digital assets as one of the global content co-leaders for these topics at Bain & Company. Before Bain & Company, Mike worked at Goldman Sachs, where he led large-scale equity and M&A transactions in the European banking, insurance, asset management, private wealth and financial markets infrastructure sector as a core member of the firm's European financial institutions group.

Mike Kuehnel is a German national who holds a Master of Business Administration (MBA) in Accounting and Finance from the University of Chicago, U.S.A., where he got awarded a J. William Fulbright scholarship. Prior to that, he obtained his Bachelor in Business Administration (BBA), majoring in Banking & Finance, from the Frankfurt School of Finance & Management in Frankfurt/Main, Germany. During his studies, he spent time at the University of New South Wales (UNSW) in Sydney, Australia, and the Keio University, Keio Business School, in Yokohama, Japan, predominantly focusing on portfolio theory and statistics of financial markets.

The Supervisory Board is pleased that Mike Kuehnel is available to join Flow Traders as the Company continues to grow and diversify to help shaping the Company's strategy, further structuring and initiating finance and business development initiatives. The proposed appointment takes the Equal Opportunity Policy (Diversity Policy) into account.

The remuneration of Mike Kuehnel shall be in accordance with the Company's existing Remuneration Policy as approved by the shareholders during the 2016 Annual General Meeting of shareholders which was held on 19 May 2016. The main elements of the arrangements with Mike Kuehnel (as applicable after his appointment) are set out in the Annex (in accordance with best practice provision 3.4.2 of the Corporate Governance Code).

3. Any other business and closing

Additional information

The agenda with explanatory notes and the main elements of the arrangements with Mike Kuehnelt, and the instructions for attendance at the Extraordinary General Meeting will be available on the Company's website (www.flowtraders.com). 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.

Addresses

Flow Traders N.V.
Investor Relations
E-mail: investor.relations@flowtraders.com

ABN AMRO Bank N.V.
E-mail: ava@nl.abnamro.com

Record Date

A person who is registered as a shareholder of the Company on 13 August 2021 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 Extraordinary 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.

Voting through internet/proxy

A shareholder can choose to give a voting instruction to M.J.C. Arends, civil law notary in Amsterdam to vote on behalf of the shareholder during the meeting. The shareholders will not have the possibility to vote during the Extraordinary General Meeting. Electronic voting instructions can only be given via www.abnamro.com/evoting and need to be received on Friday, 3 September 2021 by 17:00 hours (Amsterdam time). The respective financial intermediaries are requested to provide ABN AMRO with an electronic statement that includes the number of shares held on the Record Date by the relevant Shareholder and the number of shares which have been applied for registration at the latest by Monday 6 September 2021 by 13:00 hours (Amsterdam time).

Webcast

The meeting will be webcast live and available in full for everyone via www.flowtraders.com/investors.

Submission of questions for the Extraordinary General Meeting

Shareholders entitled to vote can submit questions about the agenda items prior to the Extraordinary General Meeting via investor.relations@flowtraders.com until Wednesday 8 September 2021 by 12:00 hours (Amsterdam time). These questions will be answered during the Extraordinary General Meeting and published on the website. Questions and answers will be clustered by the Company as much as possible per relevant theme. In addition, Shareholders may

ask follow-up questions during the meeting via investor.relations@flowtraders.com unless this cannot reasonably be asked given the circumstances. The Chairman of the meeting may further determine this in the interest of the order of the Extraordinary General Meeting.

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

Jonathan Berger

Telephone: +31 20 799 6799

E-mail: investor.relations@flowtraders.com

The Supervisory Board

The Management Board

Amsterdam, the Netherlands

29 July 2021

ANNEX

Main elements of Mike Kuehnel's Board Agreement and other applicable items

The following summarises the main elements of Mike Kuehnel's Board agreement and other applicable items:

Term

With the intended appointment, the Board Agreement has an initial term starting on 10 September 2021 and will be ending four years later as of the date of the extraordinary annual general meeting of shareholders held on 10 September 2021. It may be terminated by the Company at any time, except during the first 2 years of illness, by giving Mike Kuehnel 6 months' prior notice in writing and by Mike Kuehnel at any time by giving the Company 3 months' prior notice in writing. It may also be terminated in special circumstances (including serious default, gross misconduct, gross negligence and certain criminal offences).

Remuneration

The remuneration of, and other agreements with, Mike Kuehnel are required to be determined by the Supervisory Board with due observance of the current Remuneration Policy as approved by the annual general meeting held on 19 May 2016 and applicable laws and regulations. His remuneration consists of a fixed based salary and eligibility for annual variable compensation, dependent on the Company's performance and his personal performance. The annual base fee is a fixed cash annual amount of EUR 94,608,- gross. The annual base fee is payable in 12 monthly terms.

Mike Kuehnel has entered into an employment agreement with Flow Traders B.V. (a subsidiary of the Company) as per 1 August 2021 pursuant to which he is entitled to a number of guaranteed sign-on benefits awarded in the first year of employment:

- i. a minimum guaranteed variable cash remuneration for the first year of employment of EUR 1,100,000,- gross, to be paid out in at least two instalments; and
- ii. a minimum guaranteed variable remuneration for the first year of employment in Flow Traders N.V. shares or share-linked instruments for a total share or share-linked instruments value amount of EUR 1,100,000,- gross. The shares or share-linked instruments are subject to (a) a four-year pro rata vesting schedule starting 2022 and (b) a one-year lock up period after vesting; and
- iii. expat benefits such as tax advice and an allowance for international school fees for accompanying children, amounting to approximately EUR 11,500,- per annum, granted for four years; and
- iv. relocation benefits like temporary housing and reimbursement of moving costs

amounting to approximately EUR 15,000,-.

All payments remain subject to applicable remuneration policies, laws and regulations.

Variable compensation is paid in one or multiple instalments in accordance with the Remuneration Policy as approved by the annual general meeting held on 19 May 2016 and applicable laws and regulations. The deferred variable compensation acts as a first loss tranche to compensate any operating loss in the subsequent year before that loss impacts shareholder equity. During the deferral period such balance is fully at risk for any negative operational result of the Company. To the extent the Company sustains a loss in that year, any subsequent instalment will be paid less the pro rata amount of the loss or be entirely forfeited.

Performance criteria

Performance criteria are proposed by the Remuneration and Appointment Committee and set by the Supervisory Board. These criteria reflect financial performance and include other quantitative and qualitative criteria related to the Company's non-financial performance. The variable remuneration awards to the members of the Management Board are determined on the basis of the following principles.

- The maximum variable remuneration is set by the Supervisory Board within the limits of the firm-wide variable remuneration pool for a given year. As set out in the Remuneration Report over 2020, the variable component of the total remuneration is primarily a function of operating results: if there is no or insufficient profit or capital, there will be no variable remuneration. For 2020 the pool was approximately 35% of the operating result and is directly contingent upon positive operating results.
- Within those limits, to determine individual variable remuneration awards for the Management Board members, the Supervisory Board conducts a holistic assessment of each individual Management Board member and the Management Board as a whole.
- In this assessment, the Supervisory Board takes into account performance on individual targets, which includes both financial and non-financial key performance indicators (KPI's) KPI's are assessed annually, in order to determine management's performance and variable remuneration.
- During the year, the Supervisory Board discusses performance with the individual Management Board members in mid-year and year-end assessment meetings. The main messages and the year-end assessment of KPI's for the individual Management Board members are included in their year-end letter which also communicates their variable remuneration for the year.

Ancillary benefits and pension

Management Board members do not receive any material ancillary benefits. The Company has not reserved or accrued any amounts to provide pension, retirement or similar benefits for Management Board members.

Severance

The Company does not award severance payments to members of the Management Board that exceed 100% of their annual fixed remuneration, and do not award severance payments if there is a serious imputable act or negligence by the employee in the fulfilment of their functions, where they resign voluntarily (unless this is the consequence of a serious imputable act or negligence (*ernstig verwijtbaar handelen of nalaten*) or failure by the Company), and the Company does not intend to award such payments in the future. In addition relevant limitations apply under the Dutch Remuneration Act and related regulation.