



**NOTARIAL RECORD**  
**EXTRAORDINARY GENERAL MEETING OF**  
**FLOW TRADERS N.V.**

On the second day of December two thousand and twenty-two, I, Casper Robert Nagtegaal, candidate civil law notary, acting for Reinier Hans Kleipool, civil law notary in Amsterdam, attended the extraordinary general meeting of **Flow Traders N.V.**, a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands, with corporate seat in Amsterdam, the Netherlands, address at Jacob Bontiusplaats 9, 1018 LL Amsterdam, the Netherlands and registered with the Dutch Trade Register under number 34294936 ("**FT**"), which meeting was held virtually and started at fourteen hours Central European Time (the "**EGM**"), and was chaired by Rudolf Ferscha (the "**Chairman**"), in order to prepare a notarial record of the proceedings of the EGM.

At the EGM, I observed the following:

**Agenda item 1. Opening and announcements.**

Jonathan Berger, Head of Investor Relations opened the meeting. He thanked all participants for joining the meeting through the video live stream and stated that FT really appreciated the efforts made by participants. He noted that, as with FT's recent annual general meeting, the EGM would be held in English and that recording and/or filming proceedings was not permitted. He then gave the floor to the Chairman.

The Chairman thanked Jonathan Berger. On behalf of FT, the Chairman welcomed everyone joining the EGM. The Chairman began with a brief introduction. He stated that as Chairman, he was representing the Supervisory Board and, that on behalf of the management board, Chief Executive Officer Dennis Dijkstra, Chief Trading Officer Folkert Joling and Chief Financial Officer Mike Kühnel were present at the EGM. The Chairman furthermore mentioned that I was also present at the EGM. The Chairman then addressed a number of formalities. He acknowledged that the EGM was convened in accordance with FT's articles of association by means of a notice on FT's website, that a shareholders circular containing an explanation of the items on the agenda, and various other documents, was timely published on FT's website and that the minutes of the EGM will be laid down in a notarial deed.

The Chairman continued by noting that in relation to the items on the agenda of the EGM, FT received questions from shareholders entitled to vote. He emphasized that FT had published its responses on FT's website ahead of the EGM and stated that shareholders who submitted questions prior to the EGM were able to ask follow-up questions during the EGM via the email address [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com). He noted that the aim was to answer these follow-up questions during the EGM, but that any follow-up questions not answered during the EGM would be answered after the EGM by placing the questions and answers on FT's website. The Chairman continued by stating that all shareholders were encouraged to provide a proxy and voting instructions in advance of the EGM and that the deadline for shareholders to provide such voting instructions was the twenty-fifth day of November two thousand and twenty-two by seventeen hours Central European Time. He noted that all votes in accordance with these voting instructions had been cast ahead of the EGM and that no votes could be cast during the EGM. The Chairman then mentioned that the exact percentage of shares as well as the number of votes



validly cast would be announced by the candidate civil-law notary present at the EGM and he furthermore stated that the voting results for the voting items would be presented at the close of each voting item on the agenda.

I then stated that shareholders representing twenty-three million nine hundred thirty-four thousand three hundred and seventy-one (23,934,371) votes had granted a proxy for the EGM, which represented approximately fifty-five point three percent (55.3%) of the total issued and outstanding share capital of FT. I noted that this meant that resolutions could validly be taken in the EGM with a simple majority of the votes cast for both agenda items. I continued by stating that this marked the opening of the EGM and that the Chairman would proceed with agenda item 2.

**Agenda item 2. Update of the Holding Structure.**

The Chairman noted that agenda item 2 contained two voting items in relation to the Update of the Holding Structure (as defined below), by which the Chairman meant the merger of FT, as absorbed company, with its wholly-owned subsidiary Flow Traders S.A., which was incorporated under the laws of Luxembourg, as the absorbing entity, which after the merger is intended to be converted into a company under the laws of Bermuda, Flow Traders Ltd. (the "**Update of the Holding Structure**"). He stated that the Update of the Holding Structure can only be implemented if both proposals are adopted. He noted that the proposal under agenda item 2.b would therefore only be put to a vote after proposal 2.a has been adopted. The Chairman noted that he wanted to briefly recap the reasons for and process of the Update of the Holding Structure, as set out in more detail in the shareholders circular.

The Chairman stressed that, coming to the strategic rationale, the proposal for the Update of the Holding Structure is the culmination of a detailed and thorough group legal structure review and essential to align the group legal structure with the strategic ambition FT also outlined at the time of the capital markets update in July. He noted that strategically, the Update of the Holding Structure rationale is threefold. Firstly, he explained, FT believes it will strengthen its capital position and create financial flexibility, which will act as a strategic enabler. He stated that FT will have an enhanced capital position given the different regulatory regime that FT will be subject to in the future. The Chairman noted that in addition, this optimizes the ability to attract external debt which FT can deploy as trading capital and that, from an inorganic growth standpoint, FT believes that this means it will have the right toolkit in place whereby the capital impact from any potential acquisitions will be segregated from the operating business. Secondly, the Chairman noted that FT believes it will strengthen its competitive position by creating a more level playing field with FT's international peers with regard to capital requirements. Thirdly, the Chairman continued, FT believes it will enable further diversification and drive growth by increasing capital efficiency, with the potential to enhance FT's returns profile.

The Chairman then moved on to the regulatory capital treatment. He noted that in particular the critical change achieved by the Update of the Holding Structure sees to FT's capital requirements. The Chairman explained that the updated legal structure will entail a different regulatory capital regime, as the European Investment Firms Directive (the "**IFD**") and Investments Firms Regulation ("**IFR**") will not apply at the group consolidated level, with regulatory capital requirements determined by the combined requirements of FT's regulated subsidiaries. The Chairman emphasized that FT will retain its existing global footprint with no change to FT's day-to-day operations. The Chairman mentioned that this includes a substantial



presence in the Netherlands as well as maintaining a listing on Euronext Amsterdam. He furthermore stated that the Update of the Holding Structure does not change FT's tax residence in the Netherlands or FT's tax policy.

The Chairman continued by giving an explanation in relation to the implementation of the Update of the Holding Structure. He stated that the proposal for the Update of the Holding Structure requires certain regulatory consents. The Chairman was pleased to note that FT has already obtained a declaration of no-objection from the Dutch Central Bank and also obtained approval from the Hong Kong Securities and Futures Commission. He further mentioned that FT had also obtained a tax ruling from the Dutch tax authorities in connection with the Update of the Holding Structure. The Chairman continued by stating that the Update of the Holding Structure itself consists of several steps, including a merger of FT with Flow Traders S.A. and a subsequent conversion of that entity into Flow Traders Ltd., a Bermuda law company. The Chairman explained that the Update of the Holding Structure is expected to take place on the thirteenth day of January two thousand and twenty-three after the close of Euronext Amsterdam, if the general meeting approves both agenda items of the EGM. He continued by stating that in that case, it is envisaged that the thirteenth day of January two thousand and twenty-three would be the last day of trading in Flow Traders N.V. shares and that trading would then resume on the following Monday in Flow Traders Ltd. shares. He explained that Flow Traders N.V. shares will be replaced by Flow Traders Ltd. shares on the Euronext stock exchange on a one-for-one basis, provided that the merger proposal includes a withdrawal mechanism for shareholders who voted against the merger. The Chairman then announced he would proceed to agenda item 2.a, which relates to the proposal to amend the articles of association.

#### **Agenda item 2.a Proposal to amend the Articles of Association.**

The Chairman stated that agenda item 2.a relates to the proposal to amend the articles of association. He explained that the purpose of the amendment is twofold. Firstly, it serves to include two formulas in the articles of association on the basis of which the amount of cash compensation can be determined for shareholders entitled to such cash compensation under the withdrawal mechanism, as further set forth in the shareholders circular and the merger proposal. Secondly, the nominal value of the Flow Traders N.V. shares will be increased from ten eurocent (EUR 0.10) to three euro and fifty eurocent (EUR 3.50) at the expense of FT's share premium reserve, to mitigate any negative impact on the ability to repay fiscally recognized capital free of Dutch dividend withholding tax to shareholders following the Update of the Holding Structure, as further set out in the shareholders circular.

The Chairman then continued by announcing the voting results for the proposal to amend the articles of association. The Chairman stated there was a majority of votes in favour of this resolution, which meant that the proposal had been adopted. The Chairman paused the EGM after announcing the voting results, to allow for some time to amend the articles of association in accordance with agenda item 2.a.

The EGM then paused for a while.

After the pause, the Chairman welcomed the participants back. He announced that it had just been confirmed to him by me that the deed of amendment had been executed and consequently the articles of association had been amended. He then said that he would continue with agenda item 2.b, the proposal to enter into the merger.

#### **Agenda item 2.b Proposal to enter into the Merger.**



The Chairman introduced agenda item 2.b by stating that, as indicated earlier, the Update of the Holding Structure consists of several steps, including a merger of FT with Flow Traders S.A., and a subsequent conversion of that entity into Flow Traders Ltd., a Bermuda law Company. The Chairman stated that agenda item 2.b relates to the merger between FT and Flow Traders S.A., which requires shareholder approval. He referred to the shareholders circular for a technical explanation of this step.

The Chairman then announced the voting results. The Chairman stated there was a majority of votes in favour of this resolution, which meant that the proposal had been adopted. After announcing that agenda item 2.b was adopted, the Chairman stated that the meeting would proceed to the follow-up questions. He stated that the meeting would be paused for a little while to see if there were any follow-up questions.

After the pause, the Chairman welcomed everyone back to the meeting. He stated that FT received five follow-up questions during the course of the EGM from the *Vereniging van Effectenbezitters*. He noted that FT would deal with the follow-up questions in a paraphrased way. He stated that the first question related to the format of the EGM. The Chairman noted that this has already been answered in the additional questions and answers ("Q&A") which can be found on FT's website. He then mentioned that follow-up question number two related to the application of the Dutch Corporate Governance Code, which had also been answered in the additional Q&A, as published on FT's website on the fourth day of November two thousand and twenty-two. The Chairman stated further that follow-up question number three regarded the embedding of stakeholder rights in the new governance. The Chairman explained that FT has reflected the current governance as much as possible in the new governance, including stakeholder rights. He mentioned that a detailed comparison between the two governance systems can be found in the comparison table published on FT's website on the twenty-first day of October two thousand and twenty-two. The Chairman stated that there was a fourth follow-up question, regarding the quorum requirement under the current Dutch governance system. He noted that as to applicable quorums, FT refers to its Q&A and the other documents including governance explanations, again as published on FT's website. The Chairman then noted that the fifth question that FT received was the final follow-up question, and related to IFR and IFD capital requirements. He stated that it is important to note that Flow Traders B.V. remains subject to IFR and IFD and will continue to be prudently regulated going forward. The Chairman stated that FT had then addressed all follow-up questions received and would continue with agenda item number 3, the final agenda item of the EGM.

### **Agenda item 3. Closing.**

The Chairman then proceeded with the closing of the EGM. He took the opportunity to thank the proxy agencies and various governance bodies, including Eumedion, who have taken the time to extensively engage with FT ahead of the EGM. He stated that FT very much appreciated their perspectives and values the constructive and productive suggestions that had been offered during the engagement process. He stated that for example, FT will accordingly propose to reduce the maximum term of the reflection period from two hundred and fifty (250) days to ninety (90) days, amongst others, during FT's upcoming annual general meeting in two thousand and twenty-three. The Chairman stated that this is based on feedback FT had received in this process. Lastly, the Chairman thanked everyone for their participation, their support and contributions to the EGM. The Chairman closed the meeting at fourteen hours and forty-two



minutes Central European Time. \_\_\_\_\_

The original copy of this notarial record was executed in Amsterdam, on the twenty-seventh day of December two thousand and twenty-two. \_\_\_\_\_

(signed): C.R. Nagtegaal. \_\_\_\_\_

ISSUED AS A CERTIFIED COPY OF THE DEED

by Casper Robert Nagtegaal, candidate civil law notary, acting for Reinier Hans Kleipool, civil law notary in Amsterdam, on 27 December 2022.

