

Convening notice

Flow Traders N.V. (the “**Company**”) is pleased to invite its shareholders for the Annual General Meeting (“**General Meeting**”) to be held at the INIT Building at Jacob Bontiusplaats 9, 1018 LL Amsterdam, The Netherlands, on 19 May 2016 at 14:00 hours Amsterdam time.

Agenda and explanatory notes

1. Opening and announcements

2. Annual report; Management Board remuneration; adoption of the annual accounts; dividend policy; determination of dividend

a. Annual report including corporate governance

Discussion of the Management Board's report and the Supervisory Board's report for the past financial year.

b. Management Board remuneration

Discussion of the implementation of the remuneration policy for the Management Board for the past financial year. Please refer to the remuneration report included in the annual report on page 44.

c. Adoption of the annual accounts (*voting item*)

It is proposed to adopt the annual accounts as drawn up by the Management Board and signed by the Management Board and the Supervisory Board on 17 March 2016. KPMG Accountants N.V. has audited the annual accounts and has issued an auditor's report.

d. Dividend policy

Discussion of the policy on dividend, reservations and distributions. Please refer to the dividend policy included in the annual report on page 54.

e. Determination of dividend (*voting item*)

It is proposed to the General Meeting that a total cash dividend of €1.50 per share will be paid out to shareholders for the financial year 2015, subject to a 15% dividend tax withholding tax (*dividendbelasting*). An interim cash dividend of €0.50 per share has been

paid out on 2 September 2015. This means that the final cash dividend proposal to the General Meeting is €1.00 per share.

3. Discharge of Management Board members (*voting item*)

It is proposed to discharge the members of the Management Board from liability in respect of the performance of their management duties to the extent that such performance is apparent from the annual accounts or has been otherwise disclosed to the General Meeting before the resolution is adopted.

4. Discharge of Supervisory Board members (*voting item*)

It is proposed to discharge the members of the Supervisory Board from liability in respect of the performance of their supervisory duties to the extent that such performance are apparent from the annual accounts or has been otherwise disclosed to the General Meeting before the resolution is adopted.

5. Remuneration policy (*voting item*)

It is proposed to approve an amendment to the Company's general remuneration policy for the Management Board (which replicates remuneration principles applicable to other staff) from 2016 onward. The Company's general remuneration policy was adopted by the general meeting of shareholders on 9 July 2015. The proposed amendments reflect regulatory developments and aim to capture our overarching remuneration principles in a comprehensive manner, while providing the relevant corporate bodies with a mandate to update remuneration practices in accordance with requirements applicable from time to time.

6. Authority to issue shares and restrict or exclude pre-emptive rights

a. Authority to issue shares (*voting item*)

It is proposed to renew the authority of the Management Board, subject to the Supervisory Board's approval, to issue ordinary shares or to grant rights to subscribe for ordinary shares for a period of 18 months from the date of this General Meeting (i.e. up to and including 19 November 2017) for:

- (i) up to 10% of the total number of shares issued at the time of the General Meeting for any purposes; plus
- (ii) up to an additional 10% of the total number of shares issued at the time of the General Meeting in connection with (i) capital requirements or regulatory requirements or (ii) in connection with mergers, acquisitions and strategic alliances;

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

It is proposed to renew the authority of the Management Board, subject to the Supervisory Board's approval, to restrict or exclude applicable pre-emptive rights when issuing ordinary shares or granting rights to subscribe for ordinary shares as set out in item 6.a. above for a period of 18 months from the date of this General Meeting (i.e. up to and including 19 November 2017).

Once these authorizations are approved, the current authorizations are cancelled. Once approved, the authorizations cannot be revoked.

7. Authority to acquire own shares (*voting item*)

It is proposed to renew the authority of the Management Board to, subject to the Supervisory Board's approval, acquire 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 19 November 2017), 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 stock 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 these authorizations are approved, the current authorizations are cancelled. Once approved, the authorizations cannot be revoked.

8. Auditor (*voting item*)

In accordance with the recommendations of the Audit Committee, the Supervisory Board proposes to appoint Ernst & Young Accountants LLP as external auditor of the Company for the current financial year. For background information on our proposed external auditor, please refer to page 38 of the annual report.

9. Any other business and closing

Additional information

The agenda with explanatory notes, the annual accounts, annual report, general remuneration policy 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). The mentioned information 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

ABN AMRO Bank N.V.

Visiting address:	Postal address:
Gustav Mahlerplein 10	P.O. Box 283 (HQ 7050)
1082 PP Amsterdam	1000 EA Amsterdam
The Netherlands	The Netherlands
E-mail: corporate.broking@nl.abnamro.com	

Record Date

A person who is registered as a shareholder of the Company on 21 April 2016 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 22 April 2016, but no later than 18:00 hours (Amsterdam time) on 12 May 2016. Shareholders can also register themselves via www.abnamro.com/evoting. In all circumstances, the intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than 11:30 hours (Amsterdam time) on 13 May 2016, 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 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 12 May 2016 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
E-mail: 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 and need to be received on 12 May 2016 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 13:00 hours (Amsterdam time) until the commencement of the General Meeting at 14:00 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.

Language

The documents provided in connection with the General Meeting are provided in English and the meeting will be held in English.

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 or contact Investor Relations:

Serge Enneman

Telephone: +31 20 799 6799

E-mail: investor.relations@flowtraders.com

The Supervisory Board

The Management Board

Amsterdam, The Netherlands

18 March 2016