

*US Investors - Notwithstanding anything to the contrary set forth in this Convening Notice or in the materials provided in connection herewith, nothing set forth herein or therein shall constitute a solicitation of your vote in connection with the Update of the Holding Structure in the United States or in any jurisdiction in which such solicitation would be unlawful.*

## Convening notice

Flow Traders N.V. (the “**Company**”) is pleased to invite its Shareholders for the Extraordinary General Meeting to be held on 2 December 2022 at 14:00 CET.

The Company intends to hold the Extraordinary General Meeting virtually. However, the date of the Extraordinary General Meeting is after the current expiration date of the Dutch legislation allowing for virtual meetings. Therefore, the Extraordinary General Meeting will only take place virtually if the expiration date of the relevant legislation will be timely and sufficiently extended. Should the expiration date not be sufficiently extended, then the Extraordinary General Meeting will take place in the Auditorium at the INIT Building at Jacob Bontiusplaats 9, 1018 LL Amsterdam, the Netherlands.

If the Extraordinary General Meeting is held virtually, this means that it will not be possible to attend the meeting in person. A live webcast will be broadcasted through <https://www.flowtraders.com/investors/corporate-governance/agm>. 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 25 November 2022 at 17:00 hours CET.

This agenda and explanatory notes should be read in conjunction with the other documents relevant for the Extraordinary General Meeting, including, but not limited to, the Shareholders Circular. The Shareholders Circular contains further explanatory notes to the agenda of this Extraordinary General Meeting. Defined terms not defined in this convening notice have the meaning ascribed to them in the Shareholders Circular.

## Agenda and explanatory notes

### 1. Opening and announcements

The chairman will open the meeting.

### 2. Update of the Holding Structure (*two voting items*)

Agenda item 2 contains two voting items. The Update of the Holding Structure can only be implemented if both proposals are adopted. Therefore, the proposal under agenda item 2.b. will only be put to a vote after proposal 2.a. has been adopted.

#### 2.a. Proposal to amend the Articles of Association (*voting item*)

The purpose of the amendment of the Articles of Association is twofold. Firstly, it serves to include two formulas on the basis of which the amount of Cash Compensation can be determined that a Shareholder will receive in case such shareholder exercises its rights under the Withdrawal Mechanism. Secondly, the nominal value of the FT NV Shares will be increased at the expense of the Company's reserves.

This agenda item includes the proposal to authorise each member of the Management Board and each lawyer, (candidate) civil-law notary and paralegal working at De Brauw Blackstone Westbroek N.V. to execute the deed of amendment of the Articles of Association.

#### 2.b. Proposal to enter into the Merger (*voting item*)

Pursuant to the Merger, FT NV shall enter into a cross-border legal merger in accordance with the Merger Proposal, pursuant to which (i) all FT NV's assets, liabilities, rights, obligations and other legal relationships will be acquired by FT SA, (ii) FT NV will cease to exist and (iii) each Shareholder, not exercising its rights under the Withdrawal Mechanism, will receive one FT SA Share for each FT NV Share it holds on the moment the Merger becomes effective.

### 3. Closing

The chairman will close the meeting.

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## Documentation in relation to the Extraordinary General Meeting

The Shareholders Circular and other relevant documentation for the Extraordinary General Meeting have been placed on the Company's website (<https://www.flowtraders.com/investors/corporate-governance/agm>). Since the information contained in these documents is essential for making a well-informed decision, Shareholders are advised to read these documents with great care.

In accordance with Dutch Law, certain documents will be filed with the Dutch Trade Register and will be made available for inspection at the Company's offices at Jacob Bontiusplaats 9, 1018 LL Amsterdam, the Netherlands and Flow Traders S.A.'s offices at 46A Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, for Shareholders and other persons entitled to inspect these documents.

## Additional information

The documents in relation to the Extraordinary General Meeting can be obtained via email, free of charge, via the Company or via ABN AMRO Bank N.V. ("**ABN AMRO**"), at the addresses stated below.

### Addresses

Flow Traders N.V.  
Investor Relations  
Email: [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com)

ABN AMRO Bank N.V.  
Email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

### Record Date

A person who is registered as a Shareholder on 4 November 2022 after close of trading and processing of all settlements (the "**Record Date**") will be considered as having the right to attend and vote on the items on the agenda for 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 as per the Record Date.

### Proxy and voting instructions

Shareholders who wish to vote may grant an electronic proxy or a proxy in writing to Mr. R.H. Kleipool (or any other (candidate) civil law notary at De Brauw Blackstone Westbroek N.V.) (the **Authorised Person**), or a proxy in writing to another party of their choice. Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to the Authorised Person, can do so via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 25 November 2022 at 17:00 hours CET. Holders of a proxy in writing can cast a vote in such capacity by countersigning the fully executed proxy form and submitting the proxy form to the Company no later than 25 November 2022 at 17:00 hours CET in

accordance with the instructions included therein. Forms to be used to grant a proxy in writing are available at the Company's website.

If proxies are submitted by an intermediary to the Authorised Person, such intermediaries must provide ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) with an electronic statement containing the number of shares held by the respective Shareholders on the Record Date no later than 28 November 2022 at 13:00 CET. In addition, the intermediaries are requested to include the full address details of the relevant Shareholder, as well as their valid email address and securities account number in order to be able to verify the shareholding on the Record Date in an efficient manner.

### 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](mailto:investor.relations@flowtraders.com) until Tuesday 29 November 2022 by 14:00 CET. Timely and validly submitted questions will be answered during the Extraordinary General Meeting and published on the website after the Extraordinary General Meeting. Questions and answers will be clustered by the Company as much as possible per relevant theme.

In evidence of their entitlement to vote, Shareholders who wish to submit questions need to provide conclusive written evidence via [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com) that they held shares on the Record Date. If such evidence is not supplied prior to Tuesday 29 November 2022 by 14:00 CET, the questions of the relevant Shareholder will not be answered during the Extraordinary General Meeting.

In addition, Shareholders who timely and validly submitted questions prior to the Extraordinary General Meeting, may ask follow-up questions during the meeting via [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com). The aim will be to answer follow-up questions during the Extraordinary General Meeting as the agenda allows. The chairman of the Extraordinary General Meeting may further determine this in the interest of the order of the Extraordinary General meeting.

### Webcast

The meeting will be webcasted live and available in full for everyone <https://www.flowtraders.com/investors/corporate-governance/agm>. This facility will also be available if the Extraordinary General Meeting is to be held in physical form.

### Attending the Extraordinary General Meeting in person, if applicable

Shareholders are reminded that the Extraordinary General Meeting will in principle be held virtually. Only if the meeting is to be held physically, Shareholders will have the option of attending the Extraordinary General Meeting in person. Shareholders are therefore recommended to vote in accordance with the instructions included under "*Proxy and voting instructions*" and submit questions in accordance with the instructions included under "*Submission of questions for the Extraordinary General Meeting*".

If the Extraordinary General Meeting is held physically, holders of shares (or their authorised representatives) who wish to attend the Extraordinary General Meeting, must notify ABN AMRO, through their bank or broker, that they wish to attend the Extraordinary General Meeting. Shareholders can also

register themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) in that case. Registration requests may be submitted following the Record Date and no later than 25 November 2022 at 17:00 hours CET.

The intermediaries must provide ABN AMRO via [www.abnamro.com/intermediary](http://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 Extraordinary General Meeting is requested no later than 28 November 2022 at 13:00 CET. In addition, the intermediaries are requested to include the full address details of the relevant Shareholder, as well as their valid email address and securities account number in order to be able to verify the shareholding on the Record Date in an efficient manner.

Registration for admission to the Extraordinary General meeting will take place from 13:30 CET until the commencement of the Extraordinary General Meeting at 14:00 CET. After this time registration will no longer be possible. Persons entitled to attend the Extraordinary General Meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

For further information please visit our website or contact Investor Relations:

Jonathan Berger

Telephone: +31 20 799 6799

Email: [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com)

The Supervisory Board

The Management Board

Amsterdam, the Netherlands

21 October 2022