



Flow Traders N.V.

Extraordinary General Meeting

2 December 2022

F L O W ■ **T R A D E R S**

AMSTERDAM ■ CLUJ ■ HONG KONG ■ LONDON ■ MILAN ■ NEW YORK ■ PARIS ■ SINGAPORE

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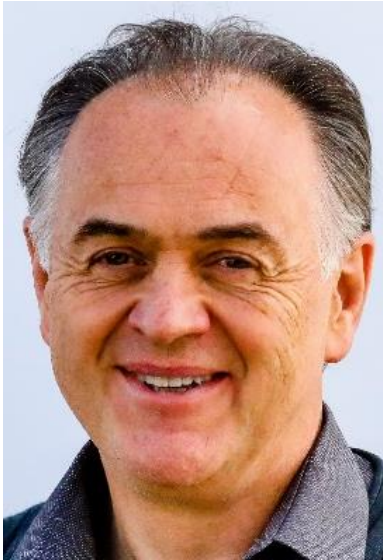
Agenda

1. Opening and announcements
2. Update of the Holding Structure (*two voting items*)
 - (a) Proposal to amend the Articles of Association (*voting item*)

Pause to amend the articles of association
 - (b) Proposal to enter into the Merger (*voting item*)
3. Closing

1. Opening and announcements

Supervisory Board Attendee



Rudolf Ferscha
Chairman

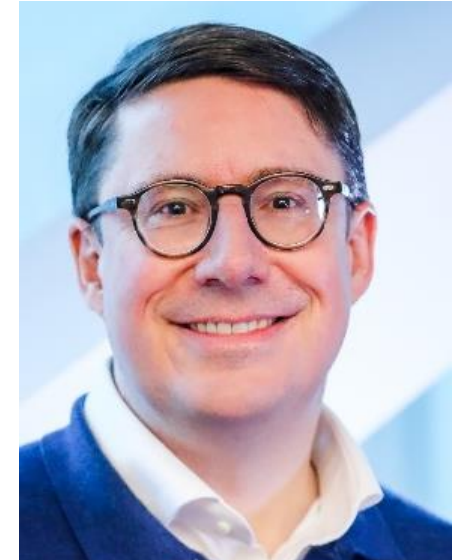
Management Board Attendees



Dennis Dijkstra
Chief Executive Officer



Folkert Joling
Chief Trading Officer



Mike Kuehnel
Chief Financial Officer

Submitting follow-up questions:

investor.relations@flowtraders.com

Announcements

- Shareholders representing 23,934,371 votes have provided a proxy and voting instruction for this meeting
- This represents approximately 55.3 percent of the total issued and outstanding share capital of the company
- Resolution in relation to items 2.a. and 2.b. of today's agenda can be adopted with a simple majority of the votes cast

Agenda item 2

- Update of the holding structure consists of two voting items
- The update of the holding structure can only be implemented if both proposals are adopted
- The resolution to enter into the merger will therefore only put to a vote if the resolution to amend the articles of association has been adopted

Update of the holding structure

FLOW TRADERS

Strengthen capital position while creating financial flexibility

- Enabler of Flow Traders' global strategic ambition
- Applicability of different regulatory regime than IFR/IFD is expected to result in enhanced capital position – provides greater flexibility
- Optimizes the ability to attract external debt to deploy as trading capital
- In case of inorganic growth, capital impact from any acquisition will be segregated from the operating business

Strengthen competitive position

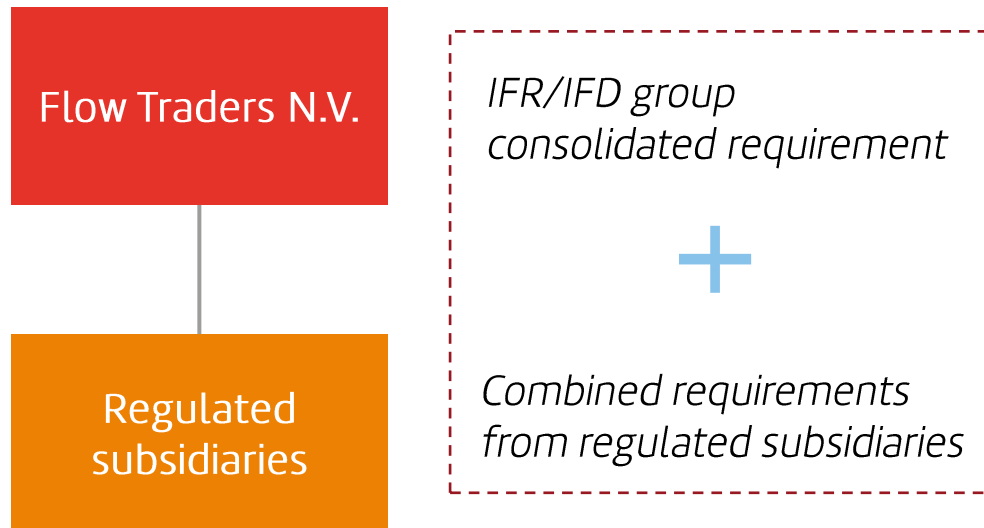
- Creates a more level playing field with international peers
- Capital requirements in line with those applicable to global competitors
- Enhances overall ability to compete

Enables further diversification and drive growth

- Options to further diversify the business across asset classes as well as geographies
- Would result in potential to further enhance return profile

Change in regulatory capital treatment

Current regulatory capital treatment



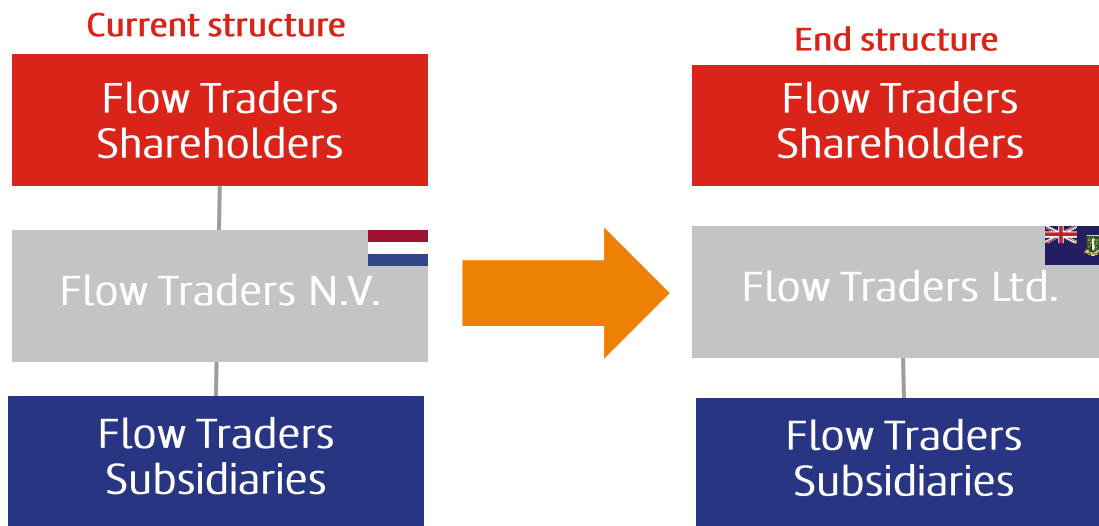
End state regulatory capital treatment



Expected capital optimization with IFR/IFD no longer being applicable at the consolidated group level

Process to implement the update of the holding structure

Updated corporate holding structure



Flow Traders will retain its existing global footprint with no change to day-to-day operations and will maintain Euronext Amsterdam listing

Principal process steps

Change of Flow Traders N.V. into Flow Traders Ltd. (Bermudan entity) will require the following steps:

- New direct Luxembourg subsidiary of Flow Traders N.V. has been incorporated (Flow Traders S.A.)
- Flow Traders N.V. will merge into Flow Traders S.A.
- Immediately after the merger, Flow Traders S.A. will convert to Flow Traders Ltd.
- It is currently contemplated that Friday, 13 January 2023 will be the last day of trading in Flow Traders N.V. shares and trading then resumes on the following Monday in Flow Traders Ltd. shares

Proposal to amend the articles of association (*voting item*)

Agenda item 2.a



- Proposal to amend the articles of association of Flow Traders N.V.
- Purpose of the amendment is twofold:
 - Inclusion of formulas to determine cash compensation under the withdrawal mechanism
 - Nominal value will be increased from EUR 0.10 to EUR 3.50

Agenda item 2.a

- Proposal to amend the articles of association

1. For	22,274,368	95.75 %
2. Against	988,658	4.254 %
3. Abstain	671,345	

Present capital 23,934,371 Total capital 43,279,399

Proposal to amend the articles of association (*voting item*)



General meeting will be paused until the deed of amendment has been executed

Proposal to enter into the merger (*voting item*)

Agenda item 2.b



- Proposal to merge Flow Traders N.V. and Flow Traders S.A.

Agenda item 2.b

- Proposal to enter into the merger

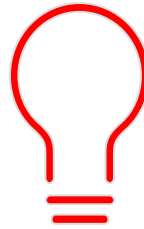
1.	For	22,309,847	95.90 %
2.	Against	953,453	4.10 %
3.	Abstain	671,071	

Present capital 23,934,371 Total capital 43,279,399

Follow-up questions



General meeting will be paused until the follow-up questions have been gathered



Follow-up questions will now be answered

3. Closing

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*Thank **you!***