Annual General Meeting
of flatexDEGIRO AG on 02 June 2025

To item 11 on the agenda:

Report of the Management Board to the Annual General Meeting pursuant to Sections 186 (4) sentence 2, 203 (1), (2) AktG regarding the creation of new Authorised Capital 2025, partly with the option to exclude subscription rights

In accordance with Sections 186 (4) sentence 2, 203 (1), (2) AktG, the Management Board has submitted a written report on the reasons for the exclusion of subscription rights for item 11 of the agenda. This report is available on the company's website at https://www.flatexdegiro.com under „Investor Relations" in the subsection „Annual General Meeting & Prospectus", there under „Annual General Meeting 2025", from the time the Annual General Meeting is convened and also during the entire Annual General Meeting. The report is published as follows:

Under agenda item 11, the Management Board and Supervisory Board propose the creation of new Authorised Capital 2025.

Section 4 (3) of the company's Articles of Association contains an authorised capital (Authorised Capital 2021/I), which authorizes the Management Board, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 43,600,000.00 by issuing up to 43,600,000 new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until 19 October 2025. The company's Articles of Association also contain an authorised capital (Authorised Capital 2021/II) in Section 4 (4), which authorizes the Management Board, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 10,800,000.00 by issuing up to 10,800,000 new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until 19 October 2025. No use has been made of these two authorisations to date, meaning that the two authorisations to increase the share capital are still in full force and effect.

Due to the imminent expiry of both authorisations and in order to enable the company to continue to be able to react as flexibly as possible to opportunities that arise on the markets, the Authorised Capital 2021/I and 2021/II described above are to be cancelled and new authorised capital (Authorised Capital 2025) is to be created in their place. The Management Board and Supervisory Board do not see any need to utilize the scope of the authorised capital to the same extent as before.

When using the Authorised Capital 2025, shareholders are generally granted subscription rights. The subscription right can also be granted in such a way that new shares are taken over by a credit institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) KWG (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription (so-called indirect subscription right). However, the subscription right can be excluded by the Management Board with the approval of the Supervisory Board in the following cases:

The subscription right can be excluded for fractional amounts that cannot be distributed equally among all shareholders. Without the exclusion of subscription rights for fractional amounts, the technical implementation of the capital increase and the exercise of subscription rights would be considerably more difficult, particularly in the case of capital increases by round amounts. The new shares excluded from shareholders' subscription rights as fractional amounts will be utilized in the best possible way for the company. However, the Management Board will attempt to avoid the creation of fractional amounts for subscription rights.

In addition, subscription rights may be excluded for a proportionate amount of the share capital of up to 10%, based on both the share capital existing at the time of the resolution on Authorised Capital 2025 and the share capital existing at the time of issue, if the new shares are issued at an amount that is not significantly lower than the stock market price of the shares already included in trading. This authorisation, which is based on Section 186 (3) sentence 4 AktG, allows a cash capital increase to be carried out quickly at an issue price that is as close as possible to current market conditions. This possibility of excluding subscription rights is intended to enable the company to take advantage of favorable stock market situations at short notice and to achieve the highest possible issue price and thus the greatest possible strengthening of equity by setting a price close to market conditions. When exercising the authorisation, the Management Board will set the discount on the stock exchange price as low as possible in accordance with the prevailing market conditions at the time of placement. Any discount on the relevant stock exchange price is expected to be a maximum of 5% of the stock exchange price. Experience has shown that such a capital increase leads to a higher inflow of funds for the company than a capital increase with shareholders' subscription rights due to the faster possibility of action. It is therefore in the well-understood interests of the company. By issuing the shares in close alignment with the stock market price, the interests of the shareholders are also safe-guarded. Due to the fact that the placement can take place without a statutory subscription period immediately after the issue price has been set, the price change risk for the period of a subscription period does not have to be taken into account when setting the issue price. The limitation to a maximum pro rata amount of the share capital of 10% enables shareholders to maintain their previous shareholding by buying shares on the stock exchange if necessary.

Furthermore, the subscription right can be excluded by the Management Board in the event of a capital increase against contributions in kind, in particular for the purpose of acquiring companies, parts of companies or interests in companies. In the case of the acquisition of companies, parts of companies or interests in companies, these must be within the scope of the company's business purpose. This authorisation is intended in particular to enable the Management Board to have treasury shares in the company at its disposal without having to use the stock exchange in order to be able to acquire companies, parts of companies, interests in companies or other assets in return for shares in the company in suitable individual cases. The acquisition of a company or an interest in a company generally requires a quick decision. The proposed authorisation will enable the Management Board to react quickly and flexibly to advantageous offers when opportunities for acquisition arise. The same applies with regard to the contribution of receivables or other assets. The exclusion of subscription rights does reduce the relative participation quota and the relative share of voting rights of the existing shareholders. However, if subscription rights were granted, the acquisition of companies, parts of companies, interests in companies or other assets in return for shares would not be possible and the associated benefits for the company and shareholders would not be achievable. There are currently no specific acquisition plans for which this option is to be used.

The authorisation to exclude subscription rights in favour of the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its Group companies serves the purpose of not having to reduce the option or conversion price in accordance with the socalled dilution clauses of the option or conversion conditions if this authorisation is exercised. Rather, the holders or creditors of the bonds with option or conversion rights or obligations should also be granted subscription rights to the extent to which they would be entitled after exercising the option or conversion right or after fulfilling the option or conversion obligation. The authorisation gives the Management Board the opportunity to choose between the two alternatives when utilizing the Authorised Capital 2025, carefully weighing up the interests involved.

The Management Board may only make use of the individual authorisations granted above to exclude subscription rights to such an extent that the total proportionate amount of shares issued under exclusion of subscription rights does not exceed 10% of the share capital (10% limit), either at the time of the resolution on this authorisation or at the time it is exercised. If, during the term of this authorisation until it is exercised, other authorisations to issue shares in the company or to issue rights that enable or obligate the subscription of shares in the company are exercised and subscription rights are excluded, this shall be counted towards the aforementioned 10% limit.

After weighing up all of the above circumstances, the Management Board and Supervisory Board consider the exclusion of subscription rights in the above cases to be objectively justified and appropriate for the reasons stated, also taking into account the dilutive effect to the detriment of the shareholders. In individual cases, the Management Board will examine particularly carefully whether the use of the authorisation to exclude subscription rights is necessary and advantageous for the company before obtaining the approval of the Supervisory Board.

The Management Board will report to the Annual General Meeting on each utilization of the Authorised Capital 2025.