

## **Annual General Meeting of flatexDEGIRO AG on 17 May 2022**

### **Explanation of shareholders' rights**

The convocation of the Annual General Meeting already contains information on the rights of the shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act ("**AktG**"), in particular on the deadlines for exercising these rights, and including the special features due to Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020 as amended on 10 September 2020 ("**COVID-19 Act**"). The following information serves to provide a more detailed explanation of these shareholder rights and the special features that arise due to the fact that the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company).

### **Requests for additions to the agenda in accordance with Section 122 para. 2 AktG**

Pursuant to Section 122 para. 2 of the German Stock Corporation Act, shareholders whose combined shareholdings amount to one-twentieth of the capital stock or a pro rata amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The motion must be made in writing (within the meaning of Section 122 para. 2 in conjunction with para. 1 sentence 1 AktG) to the Management Board of the Company and must be received by the Company at least 30 days prior to the date of the Annual General Meeting; the date of the Annual General Meeting and the date of receipt are not included in this calculation.

The last possible date of receipt is therefore Saturday, 16 April 2022, 24:00 hours (Central European Summer Time - CEST). Requests for supplements received at a later date will not be considered.

Such motion shall be made in writing to the Management Board of the Company at the following address:

flatexDEGIRO AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

In order to avoid delays due to postal delivery times, we request that any motion for additions to the agenda be addressed as above and additionally submitted in advance by fax to +49 (0)89 889 690 655 or by e-mail to [flatexdegiro@better-orange.de](mailto:flatexdegiro@better-orange.de).

Pursuant to Section 122 para. 2 in conjunction with para. 1 sentence 3 AktG, the applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the motion and that they will hold the shares until the Management Board has decided on the motion. For the purpose of

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calculating the shareholding period: The date of receipt of the motion shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the Civil Code shall not apply mutatis mutandis. Certain shareholding periods of third parties are credited in accordance with Section 70 AktG.

Additions to the agenda that are to be announced - insofar as they have not already been announced with the convening notice - will be published in the Federal Gazette immediately after their receipt by the Company and forwarded for publication at the latest at the time of this announcement to such media that can be expected to disseminate the information throughout the entire European Union.

They will also be made available on the Internet at <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022" and communicated to the shareholders in accordance with Section 125 AktG.

The provisions of the German Stock Corporation Act underlying this shareholder right are as follows:

**Section 122 paras. 1 and 2 (Convocation at the request of a minority)**

*“(1) <sup>1</sup>The Annual General Meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons; the motion shall be addressed to the Management Board. <sup>2</sup>The Articles of Association may make the right to demand the convening of the Annual General Meeting subject to a different form and to the holding of a lower proportion of the share capital. <sup>3</sup>The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the motion and that they will hold the shares until the Management Board has decided on the motion. Section 121 para. 7 shall apply mutatis mutandis.*

*(2) <sup>1</sup>In the same way, shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000 may request that items be placed on the agenda and published. <sup>2</sup>Each new item must be accompanied by a statement of reasons or a draft resolution. <sup>3</sup>The motion within the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, before the Annual General Meeting; the day of receipt shall not be counted.”*

**Section 121 para. 7 (General)**

*“(7) <sup>1</sup>In the case of periods and dates calculated back from the Annual General Meeting, the day of the Annual General Meeting shall not be included. <sup>2</sup> A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. <sup>3</sup>Sections 187 to 193 of the Civil Code shall not apply mutatis mutandis. <sup>4</sup>In the case of unlisted companies, the Articles of Association may provide for a different calculation of the period.”*

**Section 70 (Calculation of the shareholding period)**

*“<sup>1</sup>If the exercise of rights arising from the share is conditional upon the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, financial services institution or an undertaking operating*

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*pursuant to Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Act shall be equivalent to ownership. <sup>2</sup>The period of share ownership of a predecessor in title shall be attributed to the shareholder if he or she has acquired the share free of charge, from his or her trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Societies Act."*

**Section 124 para. 1 (Announcement of requests for additions; proposals for resolutions)**

*„(1) <sup>1</sup>If the minority has requested in accordance with section 122 para. 2 that items be placed on the agenda, such items shall be announced either at the time the Annual General Meeting is convened or otherwise without undue delay after the request has been received. <sup>2</sup>Section 121 para. 4 shall apply mutatis mutandis; in addition, Section 121 para. 4a shall apply mutatis mutandis to listed companies. <sup>3</sup>The announcement and delivery shall be made in the same manner as for the convocation."*

**Section 125 paras. 1 and 2 (Notices to shareholders and to members of the supervisory board)**

*„(1) <sup>1</sup>The board of directors of a company that has not issued registered shares only shall give notice of the convening of the Annual General Meeting at least 21 days before the same as follows:*

- 1. intermediaries holding shares in the company,*
- 2. the shareholders and intermediaries who have requested the notice, and*
- 3. the associations of shareholders who requested the notification or who exercised voting rights at the last Annual General Meeting.*

*<sup>2</sup>The day of the notification shall not be counted. <sup>3</sup>If the agenda is to be amended in accordance with § 122 par. 2, the amended agenda shall be notified in the case of listed companies. <sup>4</sup>In the notification, reference shall be made to the possibility of exercising the voting right by proxy, including by an association of shareholders. <sup>5</sup>In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership in other supervisory boards to be established by law; information on their membership in comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.*

*(2) <sup>1</sup>The same notice shall be given by the board of directors of a company which has issued registered shares to those entered in the register of shareholders at the beginning of the 21st day before the Annual General Meeting and to shareholders and intermediaries who have requested the notice and to associations of shareholders who have requested the notice or who have exercised voting rights at the last Annual General Meeting."*

**Counter motions and election proposals pursuant to Section 126 para. 1 and Section 127 AktG, Section 1 para. 2 sentence 3 COVID-19 Act**

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Pursuant to Sections 126, 127 AktG, each shareholder is entitled to have his countermotion or election proposal made available to the entitled persons named in Section 125 paras. 1 to 3 AktG subject to the conditions set forth therein.

As the Annual General Meeting on 17 May 2022 will be held as a virtual Annual General Meeting and the physical presence of shareholders is excluded, shareholders will not be able to submit countermotions at the venue of the Annual General Meeting; the proxies appointed by the Company will also not be available for this purpose. The same applies to election proposals from shareholders. However, pursuant to Section 1 para. 2 sentence 3 of the COVID-19 Act, motions or election proposals by shareholders that are to be made accessible pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting, i.e. if the requirements set out in the notice convening the Annual General Meeting in the section entitled "Following the virtual Annual General Meeting on the Internet and exercising voting rights" have been met.

This does not affect the right of the Chairman of the meeting to first put the administration's proposals to the vote (for the Chairman's authority to direct the meeting, see Article 17 clause 2 of the Articles of Association, which is reproduced below). Should the proposals of the administration be adopted with the necessary majority, the countermotions or (dissenting) election proposals will have become superfluous in this respect.

The relevant provisions of the COVID-19 Act relating to the possibility of holding a virtual Annual General Meeting are reproduced below.

Countermotions within the meaning of Section 126 AktG and election proposals within the meaning of Section 127 AktG, including the name of the shareholder, a statement of reasons, which is, however, not required at least for election proposals, and any statements by the management, will be made available at the Internet address <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022", if they are made available to the Company at least 14 days prior to the Annual General Meeting (not including the day of receipt and the day of the Annual General Meeting), i.e. by Monday, 2 May 2022, 24:00 hours (CEST) (receipt), at the address

flatexDEGIRO AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

Telefax: +49 (0)89 889 690 655  
E-Mail: [gegenantraege@better-orange.de](mailto:gegenantraege@better-orange.de)

and the other requirements for an obligation of the Company to make such information available pursuant to Section 126 or Section 127 AktG are fulfilled. Corresponding to the aforementioned obligation is the right of shareholders to have their countermotions and election proposals made accessible.

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The Management Board reserves the right to combine countermotions and their reasons if several shareholders submit countermotions on the same subject matter of the resolution.

According to the wording of Section 126 AktG, the obligation to make countermotions available requires not only that such countermotions are received by the Company at the aforementioned address in due time, but also that they are substantiated. However, if the other requirements for publication are met, the Company will make a countermotion available even if it lacks a statement of reasons. In the case of election proposals within the meaning of Section 127 AktG, the wording of the law already makes a statement of reason superfluous (election proposals must, however, if they are to be made accessible, contain the information specified in Section 124 para. 3 sentence 4 AktG and, in the case of election proposals for Supervisory Board candidates, additionally the information specified in Section 125 para. 1 sentence 5 AktG). There is no obligation to make countermotions and election proposals and/or any reasons therefor available, even if the aforementioned requirements are met, if the circumstances set out in Section 126 para. 2 AktG apply and, in the case of election proposals, also not in the case of Section 127 sentence 3 AktG.

The provisions of the German Stock Corporation Act underlying the foregoing, which also determine the conditions under which countermotions and election proposals may not be made available, as well as Section 1 para. 2 Sentence 3 of the COVID-19 Act (marked as such) and the provisions of Article 17 clause 2 of the Articles of Association, read as follows:

**Section 126 (Motions by shareholders)**

*“(1) <sup>1</sup>Motions by shareholders, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the entitled persons referred to in Section 125 paras. 1 to 3 under the conditions set out therein if the shareholder has sent a countermotion to a proposal by the Management Board and the Supervisory Board on a specific item on the agenda, together with the grounds, to the address notified for this purpose in the notice convening the Annual General Meeting at least 14 days prior to the Annual General Meeting of the Company. <sup>2</sup>The date of receipt of the motion shall not be counted. <sup>3</sup>In the case of listed companies, the information must be made available on the Company's website. <sup>4</sup> Section 125 para. 3 shall apply mutatis mutandis.*

*(2) <sup>1</sup>A countermotion and its statement of reasons need not be made accessible*

- 1. if and to the extent that making it available would render the Management Board liable to prosecution,*
- 2. if the countermotion would lead to a resolution of the Annual General Meeting that would be unlawful or contrary to the Articles of Association,*
- 3. if the statement of reasons contains information that is manifestly false or misleading in material respects or if it is offensive,*
- 4. if a countermotion of the shareholder based on the same facts has already been made available to a Annual General Meeting of the Company pursuant to Section 125,*

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5. *if the same countermotion of the shareholder with substantially the same substantiation has already been made available to at least two Annual General Meetings of the Company pursuant to Section 125 in the last five years and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,*
6. *if the shareholder indicates that he or she will not attend the Annual General Meeting and will not be represented, or*
7. *if the shareholder has failed to make or cause to be made a countermotion communicated by him or her at two Annual General Meetings in the last two years.*

<sup>2</sup>*The statement of reasons need not be made accessible if it exceeds 5,000 characters in total.*

- (3) *If several shareholders make countermotions on the same subject matter of the resolution, the Management Board may combine the countermotions and their statements of reasons."*

**Section 127 (Election proposals by shareholders)**

*<sup>1</sup>Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. <sup>2</sup>The nomination need not be substantiated. <sup>3</sup>The Management Board need not make the election proposal available even if the proposal does not contain the information required by Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5. <sup>4</sup>The Management Board shall provide the following content to a shareholder's proposal for the election of Supervisory Board members of listed companies to which the German Codetermination Act, the German Coal and Steel Codetermination Act or the German Codetermination Amendment Act applies:*

1. *Reference to the requirements of Section 96 para. 2,*
2. *Indication of whether the overall fulfillment has been objected to in accordance with Section 96 para. 2 sentence 3, and*
3. *Indication of how many of the seats on the Supervisory Board must be occupied at least by women and men respectively in order to meet the minimum proportion requirement pursuant to Section 96 para. 2 sentence 1."*

**Section 124 para. 3 sentence 4 (Announcement of requests for additions; proposals for resolutions)**

*<sup>4</sup>The proposal for the election of Supervisory Board members or auditors shall state their names, occupation exercised and place of residence."*

**Section 125 para. 1 sentence 5 (Notices to shareholders and to members of the Supervisory Board)**

*<sup>5</sup>In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by details of their membership of other Supervisory Boards required by law; details of their membership of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.*

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**Section 1 para. 2 sentence 3 of the COVID-19 Act**

*“<sup>3</sup>Motions or nominations by shareholders which are required to be made available under Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or proposing the nomination is duly authorized and registered to attend the Annual General Meeting.”*

**Article 17 para. 2 of the Articles of Association of flatexDEGIRO AG as amended on 4 February 2022**

*“(2) The Chairman shall preside over the Annual General Meeting and determine the voting procedure. He shall determine the order in which the items on the agenda are to be dealt with and the manner and order of voting; in so doing, it may also determine an order of the items to be dealt with which deviates from that set out in the convocation.”*

**Shareholders' right in the course of electronic communication to ask questions pursuant to Section 131 para. 1 AktG in conjunction with Section 1 para. 2 sentence 1 no. 3, sentence 2 COVID-19 Act**

Pursuant to Section 131 para. 1 of the German Stock Corporation Act (AktG), each shareholder must be provided with information by the Management Board at the Annual General Meeting upon request regarding the Company's affairs, including the Company's legal and business relationships with an affiliated company, the position of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of the item on the agenda and there is no right to refuse to provide such information. The rights to refuse information are listed in Section 131 para. 3 of the AktG.

As the Annual General Meeting on 17 May 2022 will be held as a virtual Annual General Meeting and the physical presence of shareholders is excluded, shareholders will not be able to submit request information at the venue of the Annual General Meeting; the proxies appointed by the Company will also not be available for this purpose. Therefore, the special provision of Section 1 para. 2 sentence 1 no. 3 and sentence 2 of the COVID-19 Act applies to the present virtual Annual General Meeting.

Pursuant to Section 1 para. 2 sentence 1 no. 3 of the COVID-19 Act, shareholders must be granted the right to ask questions by way of electronic communication. Pursuant to Section 1 para. 2 sentence 2 of the COVID-19 Act, the Management Board shall exercise its due discretion in deciding how to answer questions; it may also specify, pursuant to Section 1 para. 2 sentence 2 of the COVID-19 Act, that questions shall be submitted by electronic communication not later than one day before the Annual General Meeting. Pursuant to Section 1 para. 6 sentence 1 of the COVID-19 Act, the decisions of the Management Board under Section 1 para. 2 of the COVID-19 Act require the approval of the Supervisory Board.

In the present case, the shareholders may submit questions themselves or through a proxy, provided that the requirements set forth in the notice convening the Annual General Meeting under "Following the virtual Annual General Meeting on the Internet and exercising voting rights" are met. The questions must be submitted no later than Sunday, 15 May 2022, 24:00 hours (CEST) (receipt), using the password-protected Internet service in accordance with the procedure provided for this purpose on

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the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022". This requirement is based on a decision made by the Management Board with the approval of the Supervisory Board in accordance with Section 1 para. 2 sentence 2 and para. 6 COVID-19 Act.

The Company reserves the right to name questioners in the course of answering questions. Section 1 para. 2 sentence 1 no. 3 and sentence 2 as well as para. 6 sentence 1 of the COVID-19 Act are reproduced below.

The information provided by the Management Board must comply with the principles of conscientious and faithful accountability. The Management Board may refrain from answering individual questions for the reasons set out in Section 131 para. 3 AktG, for example because the provision of the information is likely, according to reasonable commercial judgment, to cause the Company or an affiliated company a not inconsiderable disadvantage. A disadvantage is any significant impairment of the Company's interest. This may or may not be a quantifiable financial loss. The information can also be refused insofar as it relates to tax valuations or the amount of individual taxes.

There is also a right to refuse to provide information on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items (so-called hidden reserves) as well as on the accounting and valuation methods, insofar as the corresponding information in the notes to the annual financial statements is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the company; these grounds for refusal do not apply if the Annual General Meeting adopts the annual financial statements. These rights to withhold information exist primarily to protect the Company from harm by competitors and business partners.

Furthermore, the Management Board may refuse to provide the information if the provision of the information would render the Management Board liable to prosecution. This right to refuse information serves the unity of the legal order. In such cases, the Management Board is not only entitled but obliged to refuse to provide information. A right to refuse information also exists if the information is continuously accessible on the Company's website for a period of at least seven days before the start of and during the Annual General Meeting.

If information has been provided to a shareholder outside the Annual General Meeting due to his or her capacity as a shareholder, it must be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. In this case, the Management Board may only refuse to provide the information if it would render itself liable to prosecution by providing the information or if the information is continuously accessible on the Company's website for a period of at least seven days prior to and during the Annual General Meeting.

The provisions of the German Stock Corporation Act on which the right to information is based, which also determine the conditions under which the provision of information may be waived, are as follows:

**Section 131 (Right to information by shareholders)**

*“(1) <sup>1</sup>Any shareholder shall, upon request, be provided with information by the Management Board at the Annual General Meeting regarding the Company's affairs to the extent that such information is necessary to permit a proper evaluation of the*

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item on the agenda. <sup>2</sup>The duty to provide information also extends to the legal and business relationships of the Company with an affiliated company. <sup>3</sup>If a company makes use of the simplifications pursuant to Section 266 para. 1 sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him or her at the Annual General Meeting on the annual financial statements in the form that would have been used without these simplifications. The duty of the Management Board of a parent company (Section 290 paras. 1 and 2 of the German Commercial Code) to provide information at the Annual General Meeting to which the consolidated financial statements and the Group management report are submitted also extends to the situation of the Group and the companies included in the consolidated financial statements.

(2) <sup>1</sup>The information must comply with the principles of conscientious and faithful accountability. <sup>2</sup>The Articles of Association or the rules of procedure pursuant to Section 129 may authorize the Chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may specify further details.

(3) <sup>1</sup>The Management Board may refuse to provide information

1. if and to the extent as the provision of the information is likely, according to reasonable commercial judgment, to cause a not inconsiderable disadvantage to the Company or an affiliated company;
2. If and to the extent as it relates to tax valuations or the amount of individual taxes;
3. on the difference between the value at which items have been entered in the annual balance sheet and a higher value of such items, unless the Annual General Meeting approves the annual financial statements;
4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of Section 264 para. 2 of the German Commercial Code; this shall not apply if the Annual General Meeting adopts the annual financial statements;
5. if and to the extent that rendering the information would render the Management Board liable to prosecution;
6. if and to the extent as, in the case of a credit institution or financial services institution, information need not be given in the annual financial statements, management report, consolidated financial statements or group management report on the accounting and valuation methods applied and the offsetting made;

7. *If and to the extent as the information is continuously accessible on the Company's website for at least seven days prior to the start of and during the Annual General Meeting.*

<sup>2</sup>*For other reasons, the information may not be refused.*

(4) <sup>1</sup>*If a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, such information shall be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. <sup>2</sup>The Management Board may not refuse to provide information in accordance with para. 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 paras. 1 and 2 of the German Commercial Code), a joint venture (Section 310 para. 1 of the German Commercial Code) or an associated enterprise (Section 311 para. 1 of the German Commercial Code) provides the information to a parent enterprise (Section 290 paras. 1 and 2 of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent enterprise and the information is required for this purpose.*

(5) <sup>1</sup>*If a shareholder is refused information, he or she may request that his or her question and the reason for which the information was refused be recorded in the minutes of the meeting."*

### **Special legal provisions in connection with the COVID-19 pandemic**

***Article 2 of the Act on the Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020, as amended on 10 September 2020 (extract)***

***Section 1 paras. 1, 2, 6 and 7 (Stock corporations; partnerships limited by shares; European companies (SE); mutual insurance associations)***

*“(1) <sup>1</sup>The decisions on the participation of shareholders in the Annual General Meeting by way of electronic communication pursuant to Section 118 para. 1 sentence 2 of the German Stock Corporation Act (electronic participation), the casting of votes by way of electronic communication pursuant to Section 118 para. 2 of the German Stock Corporation Act (postal absentee ballot), the participation of members of the Supervisory Board by way of video and audio transmission pursuant to Section 118 para. 3 sentence 2 of the German Stock Corporation Act and the approval of video and audio transmission pursuant to Section 118 para. 4 of the German Stock Corporation Act may be made by the Management Board of the Company even without authorization by the Articles of Association or by rules of procedure.*

(2) <sup>1</sup>*The Management Board may decide that the meeting shall be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies, provided that*

1. *the video and audio transmission of the entire Annual General Meeting takes place,*

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2. *the exercise of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) as well as the granting of proxies,*
3. *shareholders are granted the right to ask questions by means of electronic communication,*
4. *the shareholders who have exercised their voting rights in accordance with number 2 are granted an opportunity to object to a resolution of the Annual General Meeting in derogation of Section 245 number 1 of the German Stock Corporation Act, waiving the requirement to appear at the Annual General Meeting.*

*<sup>2</sup>The Management Board shall decide at its own dutiful discretion how to answer questions; it may also stipulate that questions must be submitted by electronic communication no later than one day before the meeting. <sup>3</sup>Motions or nominations by shareholders which are required to be made available under Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or proposing the nomination is duly authorized and registered to attend the Annual General Meeting."*

*(6) <sup>1</sup>The decisions of the Management Board pursuant to paragraphs 1 to 5 shall require the approval of the Supervisory Board. <sup>2</sup>In derogation of Section 108 para. 4 AktG, the Supervisory Board may pass the resolution on approval in writing, by telephone or in a comparable manner without the members being physically present, notwithstanding the provisions in the Articles of Association or the Rules of Procedure.*

*(7) <sup>1</sup>Notwithstanding the provision in Section 243 para. 3 no. 1 of the German Stock Corporation Act, a challenge to a resolution of the Annual General Meeting may also not be based on violations of Section 118 para. 1 sentences 3 to 5, para. 2 sentence 2 or para. 4 of the German Stock Corporation Act, the violation of formal requirements for notifications pursuant to Section 125 of the German Stock Corporation Act, or on a violation of subsection 2, unless intent on the part of the Company can be proven.*

**Section 7 para. 1 (Application regulations)**

*"(1) <sup>1</sup>Section 1 applies to Annual General Meeting and interim distributions of distributable profits held up to and including 31 August 2022."*

**Reference to Section 67 para. 2 sentence 1 AktG**

The shares of flatexDEGIRO AG are registered shares. Section 67 para. 2 sentence 1 AktG, which reads as follows, applies to these:

*"<sup>1</sup>In relation to the Company, rights and obligations arising from shares exist only for and against the person entered in the share register."*