Annual General Meeting
of flatexDEGIRO AG on 04 June 2024

On item 11 of the agenda: Report of the Management Board to the Annual General Meeting pursuant to Section 71 (1) no. 8 sentence 5 AktG in conjunction with Section 186 (4) sentence 2 AktG (resolutions on the authorisation to acquire treasury shares pursuant to Section 71 (1) no. 8 AktG and on their further use with possible exclusion of subscription and tender rights)

The proposed resolution under agenda item 11 provides for the company to be authorised in accordance with Section 71 (1) no. 8 AktG to acquire treasury shares in the company up to a total of 10% of the share capital existing at the time of the resolution or - if this value is lower - at the time the authorisation is exercised until the end of 03 June 2029. When calculating the 10% limit, the proportionate amount of the share capital attributable to repurchased shares that were acquired during the term of this authorisation by exercising another authorisation to repurchase treasury shares within the meaning of Section 71 (1) no. 8 AktG must be deducted. If the Annual General Meeting resolves both the authorisation under agenda item 11 and the authorisation under agenda item 10, the acquisitions of treasury shares may not exceed a total of 10% of the share capital existing at the time the resolution is adopted or - if this value is lower - of the share capital existing at the time the authorisation is exercised. Furthermore, the shares acquired in accordance with this authorisation, together with other treasury shares held by the company or attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may not exceed 10% of the share capital at any time. The authorisation may not be used for the purpose of trading in treasury shares; in this respect, this is a legal requirement pursuant to Section 71 (1) no. 8 sentence 2 AktG.

The authorisation may be exercised in whole or in part, on one or more occasions, in pursuit of one or more purposes and may be exercised directly by the company or by companies dependent on the company or directly or indirectly majority-owned by the company or by third parties commissioned by the company or companies dependent on the company or directly or indirectly majority-owned by the company.

At the discretion of the Management Board, the shares may be acquired either via the stock exchange or by means of a public purchase offer to all shareholders or by means of a public invitation to all shareholders to submit an offer to sell. § Section 71 (1) no. 8 AktG allows for other forms of acquisition and sale in addition to acquisition and sale via the stock exchange.

The shares are to be acquired via the stock exchange on the condition that the consideration per share paid by the company (excluding ancillary acquisition costs) may not be more than 10% higher or 20% lower than the average closing price of a company share in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the last three trading days prior to the conclusion of the purchase commitment agreement. The precise structure of the acquisition is the responsibility of the company's Management Board.

If the acquisition is made via a public purchase offer by the company or a public invitation to submit offers to sell, the company can either set a purchase price or a purchase price range at which it is prepared to acquire the shares. The determination of the purchase price or the purchase price range is subject to certain requirements in accordance with the authorisation. The purchase price offered or the limits of the purchase price range per company share (excluding incidental acquisition costs) may not exceed the average closing price of a company share in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the last three trading days prior to the date of publication of the purchase offer or the public invitation to submit an offer to sell by more than 10% or fall below it by more than 20%. In this respect, too, the precise form of the offer or public invitation is the responsibility of the company's Management Board.

If, following the publication of a purchase offer or a public invitation to submit offers to sell, the share price deviates significantly from the purchase price offered or from the limits of the specified purchase price range, the offer or invitation may be adjusted. In such a case, the proposed authorisation is based on the average closing price of a company share in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the last three trading days prior to the publication of any adjustment. In addition to the possibility of adjusting the purchase price or the purchase price range, the purchase offer or the invitation to submit offers to sell may also contain an acceptance or offer period and other conditions.

In the case of a public purchase offer or a public invitation to submit offers to sell, it is possible that the volume of shares offered may exceed the planned repurchase volume. In such a case, shares may be allocated on a pro rata basis in order to facilitate settlement, i.e. shares may be acquired in proportion to the number of shares tendered or offered per shareholder; the right of shareholders to tender their shares in proportion to their shareholding is excluded in this respect. Preferential acceptance of smaller offers or smaller parts of offers up to a maximum of 100 shares may be provided for in order to limit the administrative effort involved in processing such a purchase offer or a public invitation to submit offers to sell or to avoid arithmetical fractions. This may also include rounding in accordance with commercial principles. These options serve to avoid fractional amounts when determining the quotas to be acquired and small residual amounts and thus facilitate technical processing.

According to the proposed authorisation, the Management Board may sell acquired treasury shares in the company either via the stock exchange or by means of an offer to all shareholders in proportion to their shareholdings. In addition, treasury shares acquired by the company may be used for all other legally permissible purposes. This may involve the exclusion of shareholders' subscription rights, as described below. In particular, the following uses are possible:

- It should be possible to use the acquired treasury shares as part of share-based remuneration or option programs of the company or affiliated companies. The shares may be issued to persons who are or were in an employment relationship with the company or an affiliated company, as well as to members of the management of affiliated companies. Issuing treasury shares to employees, usually subject to an appropriate vesting period, is in the interests of the company and its shareholders, as this contributes to employee motivation and loyalty, promotes employee identification with the company and can increase the value of the company. The authorisation serves, among other things, to use treasury shares to service subscription rights issued to employees of the company or its affiliated companies or to members of the management of affiliated companies under the 2024 share option plan; for details, please refer to the presentation under agenda item **Fehler! Verweisquelle konnte nicht gefunden werden.** is referred to for details. The transfer of treasury shares to service subscription rights instead of utilizing the Conditional Capital 2024, which is also available, can be an economically sensible alternative, as it avoids the expense associated with a capital increase and the dilution effect that would otherwise occur.

- Furthermore, treasury shares may be used to issue them to members of the company's Management Board as part of their variable remuneration. In this respect, the authorisation also serves, among other things, to use treasury shares to service subscription rights issued to members of the company's Management Board under the 2024 share option plan. The above statements on employee share programs apply accordingly; for details, please refer to the presentation under agenda item 9.

- In addition, the proposed authorisation provides that the acquired shares may also be used to fulfil obligations arising from bonds with option and/or conversion rights or option and/or conversion obligations issued or to be issued by the company or by companies controlled or majority-owned by the company. It may be expedient to use treasury shares in whole or in part instead of new shares from a capital increase to fulfill the option and/or conversion rights or option and/or conversion obligations, as no new shares need to be created, unlike when using conditional capital.

- Furthermore, the company should have the option of offering treasury shares as consideration for business combinations or the acquisition of companies or equity interests therein. The proposed authorisation is intended to give the company the necessary scope to take advantage of opportunities to acquire companies or interests in companies quickly, flexibly and in a way that preserves liquidity. The proposed exclusion of subscription rights takes this into account. When determining the valuation ratios, the Management Board will ensure that the interests of the shareholders are adequately safeguarded. As a rule, it will be guided by the market price of the flatexDEGIRO share when determining the value of the shares offered as consideration. However, a schematic link to a stock market price is not envisaged, in particular in order not to call into question negotiation results once they have been achieved due to fluctuations in the stock market price.

- It is also possible to sell the shares to third parties outside the stock exchange for cash and excluding subscription rights. This serves the company's interest in being able to cover short-term capital requirements quickly and flexibly. It also enables the Management Board to take advantage of favorable stock market situations and to achieve the highest possible resale price by setting a price close to the market, thereby strengthening equity as much as possible and opening up new investment circles. The selling price of the acquired shares may not be significantly lower than the stock market price of shares of the company with the same features at the time of the sale.

  The authorisation thus enables a faster and more cost-effective placement of the shares compared to a sale with the granting of subscription rights to shareholders. The financial and voting right interests of the shareholders are appropriately taken into account through the corresponding application of the provisions of Section 186 (3) sentence 4 AktG. The final sale price for the treasury shares will be determined shortly before the sale. In doing so, the

Management Board will endeavor to keep any discount on the stock market price as low a s possible, taking into account current market conditions. Under no circumstances will the discount on the stock market price exceed 5% of the then current stock market price. Interested shareholders have the opportunity to maintain their shareholding by purchasing additional shares on the market at essentially the same conditions.

The authorisation to sell shares outside the stock exchange for cash is limited to a maximum of 10% of the company's share capital at the time the resolution is adopted by the Annual General Meeting or - if this amount is lower - of the company's share capital at the time the shares are sold. Those shares that are issued or used during the term of the authorisation with the exclusion of subscription rights in direct or analogous application of Section 186 (3) sentence 4 AktG are to be counted towards the limit of 10% of the relevant share capital. This can be done, for example, by making use of an authorisation to issue new shares from authorised capital with the exclusion of subscription rights. Shares that are or are to be issued to service bonds with option and/or conversion rights or option and/or conversion obligations are also counted towards this limit if these bonds are issued during the term of the authorisation with the exclusion of subscription rights. With this restriction and the fact that the issue price must be based on the stock market price, the financial and voting right interests of the shareholders are adequately safeguarded.

- Finally, the proposed authorisation provides that the Management Board may exclude shareholders' subscription rights in the event of a sale of acquired treasury shares by way of an offer to all shareholders for the benefit of the holders or creditors of bonds with option and/or conversion rights or option and/or conversion obligations issued by the company or companies dependent on it or in which it holds a direct or indirect majority interest. As a result, a subscription right to shares can be granted to the extent to which the holders or creditors would be entitled after exercising the option and/or conversion right or after fulfillment of the option and/or conversion obligation. In this way, instead of a reduction in the option or conversion price, the creditors of existing option or conversion rights or the creditors of convertible bonds with conversion obligations can be granted a subscription right to shares as protection against dilution.

- Furthermore, the Management Board is to be authorised to exclude shareholders' subscription rights for fractional amounts when selling treasury shares as part of a sales offer to shareholders. This is necessary in order to be able to technically implement the sale of acquired treasury shares by way of an offer to shareholders. The treasury shares excluded from shareholders' subscription rights as free fractions are either sold on the stock exchange or otherwise disposed of in the best possible way for the company.

The proposed authorisation to acquire and use treasury shares contains a reciprocal offset with a maximum limit of 10% with regard to the exclusion of subscription rights. This means that the sum of treasury shares sold with the exclusion of subscription rights may not exceed 10% of the company's share capital at the time the authorisation becomes effective or - if this value is lower - of the company's share capital at the time the authorisation is exercised. This 10% limit shall also include shares issued from authorised capital during the term of the authorisation with the exclusion of subscription rights, as well as shares to be issued as a result of the exercise of option and/or conversion rights or option and/or conversion obligations by holders or creditors of bonds, provided that the corresponding bonds are issued during the term of this authorisation with the exclusion o f subscription rights. This requirement limits the overall scope of an issue of shares without subscription rights and additionally protects shareholders against excessive dilution of their shareholding.

Finally, the proposed authorisation also allows treasury shares to be redeemed without a further resolution by the Annual General Meeting. This type of authorisation is common practice. It gives the company the opportunity to react appropriately and flexibly to the respective capital market situation. The Management Board is authorised to amend the Articles of Association accordingly to reflect the change in the number of no-par value shares. This generally leads to a reduction in the share capital. In deviation from this, the Management Board may determine that the redemption is carried out without a capital reduction in accordance with Section 237 (3) no. 3 AktG. The redemption of shares without a capital reduction increases the proportionate amount of the remaining no-par value shares in the company's share capital. In this case, the Management Board is also authorised to adjust the number of shares stated in the Articles of Association.

The Management Board will carefully examine in each individual case whether it will make use of the authorisation to acquire treasury shares with the exclusion of tender rights and to use treasury shares with the exclusion of shareholders' subscription rights. This option will only be utilised if the Management Board considers this to be in the interests of the company and proportionate.

In addition, the Management Board will report on the use of the authorisation at the next Annual General Meeting.