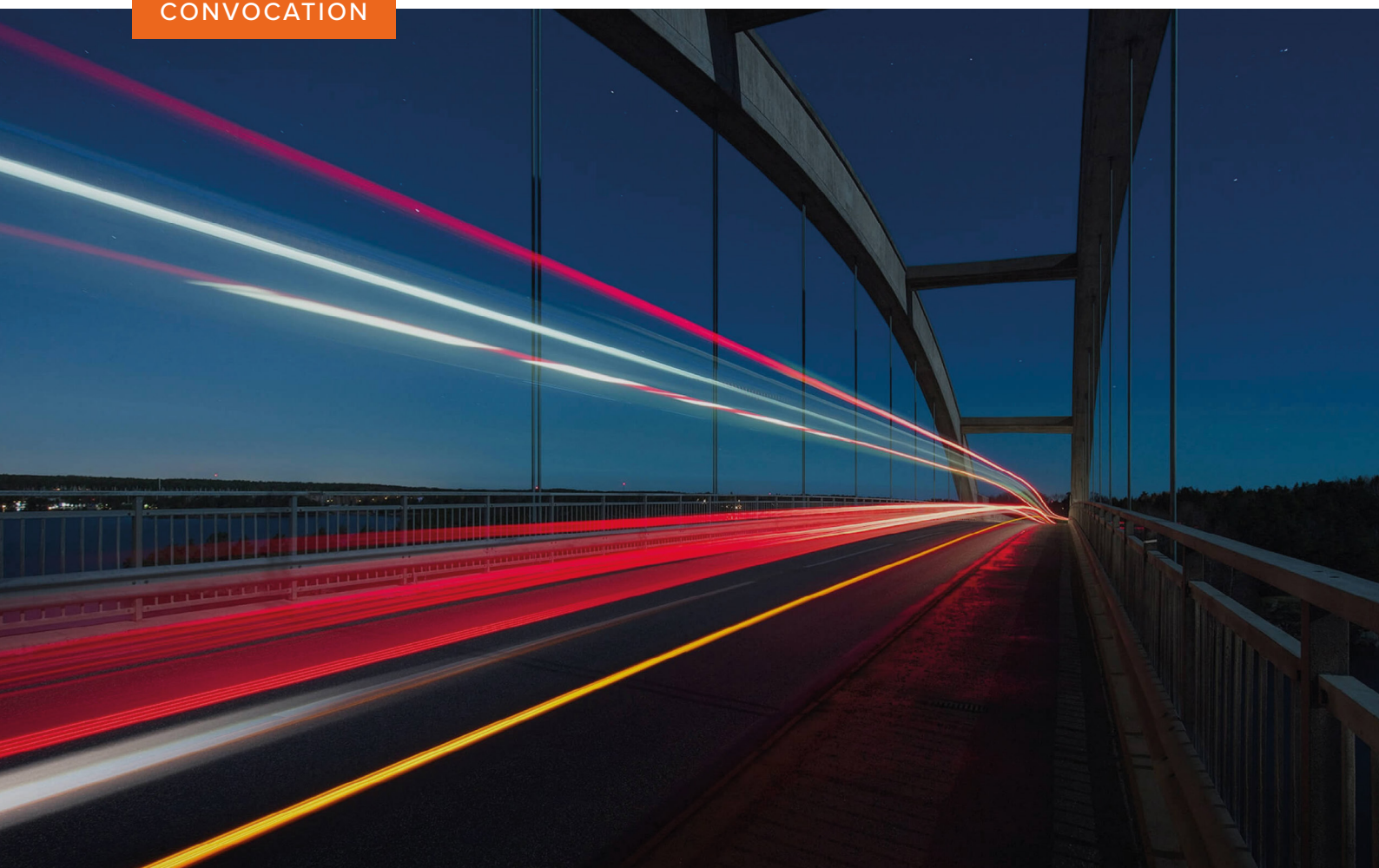


Annual General Meeting 2022

CONVOCAZIONE



Information pursuant to Section 125 para. 2 of the German Stock Corporation Act (“AktG”) in conjunction with Section 125 para. 5 AktG, Article 4 para. 1 and Table 3 of the Annex to the Implementation Regulation (EU) 2018/1212

Nature of the indication

Description

A. Content of the communication

1. Clear identification of the incident	Convening of the Annual General Meeting of flatexDEGIRO AG on 17 May 2022; in the format pursuant to Implementation Regulation (EU) 2018/1212: FTK_flatexDEGIRO_AG_AGM:052022
2. Nature of the communication	Convening of the Annual General Meeting; in the format pursuant to Implementation Regulation (EU) 2018/1212: NEWM

B. Information on the issuer

1. ISIN	DE000FTG1111
2. Name des Emittenten	flatexDEGIRO AG

C. Information on the Annual General Meeting

1. Date of the Annual General Meeting	17 May 2022; in the format pursuant to Implementation Regulation (EU) 2018/1212: 20220517
2. Time of the Annual General Meeting (start)	14:00 hours (CEST); in the format pursuant to Implementation Regulation (EU) 2018/1212: 12:00 hours UTC (Coordinated Universal Time)
3. Nature of the Annual General Meeting	Ordinary Annual General Meeting without physical presence of shareholders or their proxies (with the exception of proxies appointed by the Company) as a virtual Annual General Meeting; in the format pursuant to Implementation Regulation (EU) 2018/1212: GMET
4. Venue of the Annual General Meeting	Uniform Resource Locator (URL) to the Company’s password-protected Internet service for following the Annual General Meeting in picture and sound and for exercising shareholders’ rights: https://flatexdegiro.com/en/investor-relations/annual-general-meetings Venue of the Annual General Meeting as defined by the German Stock Corporation Act: Business premises of flatexDEGIRO AG, Rotfeder-Ring 7, 60327 Frankfurt am Main; in the format pursuant to Implementation Regulation (EU) 2018/1212: https://flatexdegiro.com/en/investor-relations/annual-general-meetings
5. Recording date (technically relevant position date, so-called technical record date)	10 May 2022, 24:00 hours (CEST) Pursuant to Section 67 para. 2 sentence 1 of the German Stock Corporation Act-, rights and obligations arising from shares exist only for and against the person entered in the share register in relation to the Company. Accordingly, the registration status of the share register on the day of the Annual General Meeting is decisive for the right to participate and for the number of voting rights to which a shareholder is entitled. For settlement-related reasons, no re-registrations will be made in the share register during the period from Wednesday, 11 May 2022, up to and including Tuesday, 17 May 2022. Therefore, the registration status of the share register on the day of the Annual General Meeting corresponds to the status after the last re-registration on Tuesday, 10 May 2022. The technical record date is therefore the end of 10 May 2022. in the format pursuant to Implementation Regulation (EU) 2018/1212: 20220510, 22:00 hours UTC (Coordinated Universal Time)
6. Website of the Annual General Meeting / Uniform Resource Locator (URL)	https://flatexdegiro.com/en/investor-relations/annual-general-meetings

Overview of the agenda

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Convocation of the (Virtual) Annual General Meeting

flatexDEGIRO AG
Frankfurt am Main

WKN: FTG111
ISIN: DE000FTG1111

Based on 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 2021 (“**COVID-19 Act**”), we invite our shareholders, with the approval of the Supervisory Board, to attend the

Annual General Meeting of flatexDEGIRO AG,

Frankfurt am Main,

taking place

on Tuesday, 17 May 2022, at 14:00 hours CEST

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).

With the approval of the Supervisory Board, the entire Annual General Meeting will be broadcast live on the Internet for the registered shareholders or their proxies in picture and sound at the Internet address <https://www.flatexdegiro.com> under “Investor Relations” in the subsection “Annual General Meeting & Prospectus”, there under “Annual General Meeting 2022” in the password-protected Internet service; electronic participation in the Annual General Meeting within the meaning of Section 118 para. 1 sentence 2 of the German Stock Corporation Act (“**AktG**”) is not possible. The voting rights of duly registered shareholders or their proxies will be exercised exclusively by postal vote or by granting power of attorney to the proxies appointed by the Company. Please also note the information at the end of this convocation. The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act is the business premises of flatexDEGIRO AG, Rotfeder-Ring 7, 60327 Frankfurt am Main. The chairperson of the meeting, the other members of the Supervisory Board, the certifying notary, the members of the Management Board and the proxies appointed by the Company will be present there. Shareholders and their proxies (with the exception of the proxies appointed by the Company) have no right or opportunity to be present at the venue of the Annual General Meeting within the meaning of the German Stock Corporation Act.

Agenda

1. Presentation of the adopted annual financial statements and the management report for the 2021 financial year, the approved consolidated financial statements and the Group management report for the 2021 financial year, and the report of the Supervisory Board on the 2021 financial year

In accordance with the statutory provisions, no resolution is to be passed on this agenda item, as the Supervisory Board has already approved the annual financial statements and consolidated financial statements prepared by the Management Board and has thus adopted the annual financial statements.

The documents referred to under this agenda item also include the explanatory report on the disclosures pursuant to Sections 289a para. 1, 315a para. 1 of the German Commercial Code (HGB). The aforementioned documents, as well as the combined Corporate Governance Statement pursuant to Sections 289f, 315d of the German Commercial Code (HGB) for the 2021 financial year and the separate Non-Financial Group Report for the 2021 financial year, are available from the time of convening and also during the Annual General Meeting 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 2022".

2. Resolution on the approval of the actions of the members of the Management Board for the 2021 financial year

The Management Board and the Supervisory Board propose that the following resolution be adopted:

"The actions of the members of the Management Board holding office in the 2021 financial year are approved for the 2021 financial year."

3. Resolution on the approval of the actions of the members of the Supervisory Board for the 2021 financial year

The Management Board and the Supervisory Board propose that the following resolution be adopted:

"The actions of the members of the Supervisory Board holding office in the 2021 financial year are approved for the 2021 financial year."

4. Resolution on the election of the auditor of the financial statements and the consolidated financial statements for the 2022 financial year, the auditor for the possible audit review of the half-yearly financial report for the first half of 2022, and the auditor for a possible audit review of interim financial information

Based on a recommendation to this effect by its Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

"BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, is elected as auditor of the annual financial statements and auditor of the consolidated financial statements for the 2022 financial year, as auditor for the review of the half-yearly financial report for the first half of 2022 and as auditor for any review of financial information during the financial years 2022 and 2023 until the next Annual General Meeting."

The Audit Committee has declared that its recommendation has been made free from undue influence by third parties and that no contractual clause limiting the selection options within the meaning of Article 16 para. 6 of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements for the statutory audit of public interest entities and repealing Commission Decision 2005/909/EC) has been imposed on it.

BDO AG Wirtschaftsprüfungsgesellschaft has declared to the Audit Committee that no business, financial, personal or other relationships exist between it, its executive bodies and head auditors on the one hand and the Company and the members of its executive bodies on the other hand that could give rise to doubts about its independence.

5. Resolution on the approval of the Compensation Report for the 2021 financial year prepared and audited in accordance with Section 162 of the German Stock Corporation Act

The Act Implementing the Second Shareholders' Rights Directive of 12 December 2019 (BGBl. I 2019, p. 2637 et seq.) ("**ARUG II**") newly introduced Section 120a AktG and Section 162 AktG. Pursuant to Section 162 AktG, the Management Board and Supervisory Board are now required to prepare an annual report on the remuneration granted and owed to the members of the Management Board and Supervisory Board in the past financial year ("**Compensation Report**"). Section 120a para. 4 sentence 1 AktG provides that the Annual General Meeting shall resolve on the approval of this Compensation Report for the previous financial year, which has been prepared and audited in accordance with Section 162 AktG.

In accordance with Section 162 para. 3 AktG, the Compensation Report prepared by the Management Board and Supervisory Board was examined by the auditors to determine whether the legally required disclosures pursuant to Section 162 paras. 1 and 2 AktG had been made. The report on the audit of the Compensation Report is attached to the Compensation Report.

The Compensation Report of flatexDEGIRO AG for the 2021 financial year prepared in accordance with Section 162 AktG and the report on its audit by BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, are included after this agenda under "Re item 5 of the agenda: Compensation Report for the 2021 financial year". The Compensation Report can also be accessed from the time the Annual General Meeting is convened and throughout the entire Annual General Meeting via the internet address <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022".

The Management Board and the Supervisory Board propose that the following resolution be adopted:

"The Compensation Report of flatexDEGIRO AG for the 2021 financial year reproduced in the information "Re item 5 of the agenda: Compensation Report for the 2021 financial year" following the agenda is approved."

6. Resolution on the expansion of the Supervisory Board of the Company from three to four members and the corresponding amendment to the Articles of Association, as well as on a further amendment to the Articles of Association with regard to the Supervisory Board

In accordance with Art. 8 para. 1 of the Company's Articles of Association, the Supervisory Board of the Company consists of three members. The number of Supervisory Board members is to be increased from three to four. The Company shall thus benefit from the expertise of an additional member of the Supervisory Board. The increase in the number of Supervisory Board members requires an amendment to Art. 8 para. 1 of the Articles of Association.

Furthermore, the Supervisory Board's ability to pass resolutions and act is to be ensured in the event that one of its members is temporarily prevented from doing so. To this end, a consequential amendment concerning the quorum in Art. 11 para. 1 sentence 1 of the Articles of Association is recommended.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

"a) The number of Supervisory Board members shall be increased from three to four and Art.8 para. 1 of the Articles of Association of the Company shall be reworded as follows:

"(1) The Supervisory Board shall consist of four members to be elected by the General Meeting."

b) Art. 11 para. 1 sentence 1 of the Articles of Association shall be reworded as follows:

"The Supervisory Board shall constitute a quorum if all members of the Supervisory Board have been duly invited and at least three members of the Supervisory Board participate in the adoption of the resolution; written votes pursuant to para. 3 shall be deemed to constitute participation in the adoption of the resolution."

7. Resolution on the election of a member of the Supervisory Board

Agenda item 6 provides for the expansion of the Supervisory Board to four members. This extension shall take effect upon entry of the resolved amendment to the Articles of Association in the commercial register of the Company. As of this date, the Supervisory Board of flatexDEGIRO AG will consist of four members to be elected by the Annual General Meeting in accordance with Sections 95, 96 para. 1, 101 para. 1 AktG in conjunction with Art. 8 para. 1 of the Articles of Association of flatexDEGIRO AG. It is therefore necessary to elect a new member of the Supervisory Board.

The Annual General Meeting is not bound by election proposals.

Taking into account the objectives adopted by the Supervisory Board for its composition and the competence profile for the entire Board drawn up by the Supervisory Board, the Supervisory Board proposes that the following resolution be adopted:

"Mrs. Aygül Özkan, Hamburg, lawyer and Managing Director of Zentraler Immobilien Ausschuss (ZIA) e.V., Berlin, is elected as a member of the Supervisory Board with effect from the entry of the amendment to the Articles of Association pursuant to agenda item 6 in the commercial register of the Company. Pursuant to Art. 8 par. 2 of the Articles of Association of the Company, the election shall be for the period until the end of the Annual General Meeting which resolves on the ratification of the acts of the newly elected Supervisory Board member for the second financial year after the beginning of the term of office. The financial year in which the term of office begins is not counted."

The proposed candidate has agreed in advance to accept the position if elected.

Due to her personal career and her current and previous activities in responsible positions in business and politics (including as Minister for Social Affairs, Women, Family, Health, Construction and Integration in Lower Saxony), Mrs. Özkan also has many years of in-depth expertise in the area of sustainability issues that are important for society. In addition, the candidate is familiar with the sector in which the Company operates within the meaning of Section 100 para. 5, 2nd half-sentence AktG.

With the proposed term of office, the Company is making use of the option provided for in the Articles of Association to elect Supervisory Board members for a shorter term of office than the maximum possible under Art. 8 par. 2 sentence 1 of the Articles of Association, and in this respect is taking into account in particular the expectations of international investors.

Supplementary information on the candidate proposed by the Supervisory Board, including information on memberships of other statutory supervisory boards and comparable supervisory bodies, is provided after the agenda under “Re item 7 of the agenda: Supplementary information on the candidate proposed for election as a further member of the Supervisory Board, in particular the candidate’s curriculum vitae and information pursuant to Section 125 para. 1 sentence 5 AktG” and is also available from the time the Annual General Meeting is convened and throughout the Annual General Meeting 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 2022”.

8. Resolution on the amendment of the remuneration of the members of the Supervisory Board

Pursuant to Art. 14 para. 1 of the Company’s Articles of Association, the members of the Supervisory Board receive annual remuneration payable after the end of the financial year, the amount of which is decided by the Annual General Meeting. The most recently resolved remuneration remains valid until the Annual General Meeting resolves on a modified remuneration.

The compensation for the members of the Supervisory Board was last amended by the Annual General Meeting on 5 July 2017 and confirmed by resolution of the Annual General Meeting on 29 June 2021. Each member of the Supervisory Board shall receive an annual fixed remuneration in the amount of EUR 60,000.00. The chairperson of the Supervisory Board receives twice the remuneration.

An Audit Committee was established at the Company in December 2021. The expanded area of responsibility and increased workload for the chairperson of the Audit Committee shall be taken into account by increasing the related compensation. The regulations on compensation for the members of the Supervisory Board shall therefore be adjusted with regard to the chairperson of the Audit Committee.

Art. 14 of the Articles of Association, the remuneration for the members of the Supervisory Board of flatexDEGIRO AG as amended in accordance with the proposed resolution on this agenda item, and the remuneration system underlying the remuneration set are presented following the agenda in the information “Re item 8 of the agenda: Remuneration system for the members of the Supervisory Board”. This information is also available from the time the Annual General Meeting is convened and throughout the entire Annual General Meeting via the Internet address <https://www.flatexdegiro.com> under “Investor Relations” in the subsection “Annual General Meeting & Prospectus”, there under “Annual General Meeting 2022”.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

“a) The compensation for the members of the Supervisory Board shall be determined as follows in accordance with Art. 14 of the Articles of Association:

“For the 2022 financial year and subsequent financial years, the members of the Supervisory Board shall receive the following remuneration until the Annual General Meeting determines a different remuneration.

Each member of the Supervisory Board shall receive an annual fixed remuneration in the amount of EUR 60,000.00. Instead of this fixed remuneration pursuant to sentence 1 above, the chairperson of the Supervisory Board shall receive an annual fixed remuneration of EUR 120,000.00, which shall also cover memberships and the chairmanship of committees. Instead of the fixed remuneration pursuant to sentence 1 above, the chairperson of the Audit Committee shall receive an annual fixed remuneration of EUR 90,000.00, which also covers memberships and chairmanships of other committees. The other members of the Supervisory Board do not receive any additional compensation for membership of Supervisory Board committees.

- b) The compensation system underlying the compensation regulation set out in a) above, which is reproduced in the information following the agenda in “Re item 8 of the agenda: Compensation system for members of the Supervisory Board”, is adopted.”*

Supplementary information, notes and reports to the Annual General Meeting

Re item 5 of the agenda: Compensation Report for the 2021 financial year

COMPENSATION REPORT 2021

The Compensation Report contains a summary of the principles applied to the determination of the total remuneration of the members of the Management Board of flatexDEGIRO AG. In addition, the principles and amount of compensation for members of the Supervisory Board are also explained.

The requirements of the German Stock Corporation Act (AktG), in particular Section 162 thereof, the German Commercial Code (HGB), taking into account the provisions of German Accounting Standard No. 17 (GAS 17), the recommendations of the German Corporate Governance Code (GCGC) as published on 20 March 2020, and the International Financial Reporting Standards (IFRS) have been taken into account in the Compensation Report.

COMPENSATION OF THE MANAGEMENT BOARD

Fundamentals of Management Board compensation

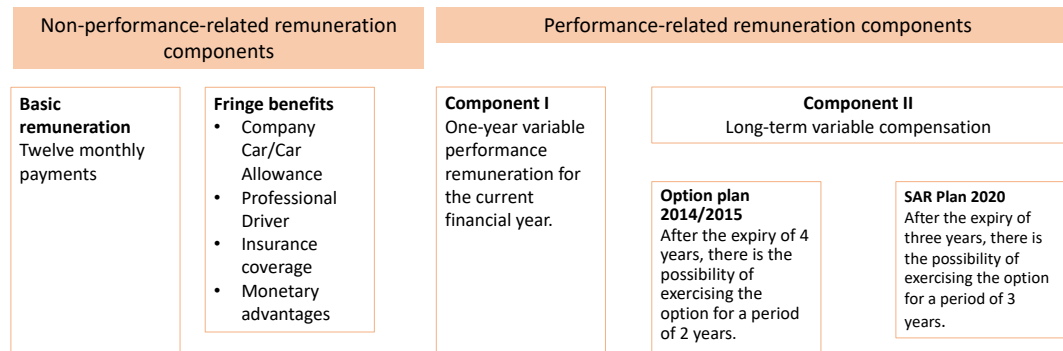
The Management Board remuneration system applicable to future Management Board contracts was resolved by the Supervisory Board on 14 May 2021 and approved by the Annual General Meeting of flatexDEGIRO AG on 29 June 2021.

The current compensation of the Management Board members is made up of various components. On the basis of the service agreements concluded with them, the members of the Management Board are entitled to an annual fixed salary, an annual variable performance-related bonus (Component I), a long-term variable compensation component (Component II), and fringe benefits. There are no entitlements to future pension payments under a company pension plan.

The compensation for the members of the Management Board is determined by the Supervisory Board, which regularly reviews its structure and appropriateness. It is ensured that the compensation of the Management Board is geared to sustainable corporate development and that the variable compensation components have a multi-year assessment basis. Secondary activities are generally subject to approval.

In addition to the duties of the Management Board and personal performance, the criteria for determining total compensation are the performance of the Management Board as a whole and the economic success and comparative environment of the flatexDEGIRO Group. The compensation structure is designed to promote sustainable positive corporate development.

Compensation of the Management Board



In the past reporting year, no use was made of the option to reclaim variable compensation components.

Non-performance-related remuneration components

Basic remuneration

The fixed annual salary for all Management Board members is determined in accordance with the requirements of stock corporation law, taking into account standard market compensation, and is paid monthly. In the event of temporary incapacity to work due to illness, accident or any other reason for which the respective Management Board member is not responsible, the fixed basic remuneration shall continue to be paid.

If the Management Board member becomes permanently incapacitated during the term of the service contract, the service contract shall end at the end of the quarter in which permanent occupational or professional incapacity is established. Permanent incapacity for service within the meaning of this agreement exists if the Management Board member is unable to perform his/her duties for more than six months and is not expected to regain his/her ability to perform his/her duties within a further six months.

Fringe benefits

In line with market and Group practice, the Company grants all members of the Management Board additional benefits under their Management Board contracts, some of which are regarded as non-cash benefits and taxed accordingly, including the provision of a company car or car allowance, as well as the granting of accident and liability insurance cover and benefits in connection with double budgeting.

- I. Finally, they are entitled to reimbursement of entertainment expenses and travel expenses at the maximum tax rates insofar as they are incurred exclusively in the interests of the Company.

Among other things, the Company also maintains a pecuniary loss liability group insurance policy for all members of the Management Board and the Supervisory Board. The insurance covers the personal liability risk in the event that a claim is made against the group of persons for financial loss in the course of their work (D&O insurance). Coverage for the members of the Ma-

management Board and the Supervisory Board has been designed to meet statutory requirements. Thus, 10% of a possible claim up to the amount of one and a half times the fixed annual remuneration remains with the insured. It is left to the individual member of the Management Board to arrange for supplementary coverage privately at his or her own expense. Insurance coverage is also provided under policies for managerial liability and criminal legal protection for all company employees. Also insured here are the legal representatives and members of the supervisory body against violations that they commit or are alleged to have committed in the course of their official duties. Finally, there is an accident insurance policy (total annual expense EUR 3,048.40) for the members of the Management Board.

Performance-related remuneration components

The variable, performance-based compensation components are divided into two components and consist of an annual bonus (component I, see a.) and a long-term, share-based compensation component (component II, see b.). They serve to motivate the Management Board to commit to the success of the Company in the long term by sharing in its economic development.

The main content of the compensation components is as follows:

a. Short-term variable compensation (Component I)

The short-term variable remuneration incentivizes the contribution made in the financial year to the operational implementation of the corporate strategy, in particular the establishment and expansion as Europe's leading online broker.

The financial performance criteria are based on the Group's operating result - sales, profitability (Adjusted EBITDA margin/COST-INCOME ratio). Sales and profitability are the most significant financial performance indicators for the Group's operating financial performance. The non-financial targets comprise factors for the success of the Company that are not directly expressed in balance sheet items, but are essential for sustainable success. Non-financial objectives may include, for example: Employee satisfaction and promotion of diversity (Employee Engagement), customer satisfaction (Net Promoter Score) or sustainability (CO2 reduction) (this list is for illustrative purposes only and is neither exhaustive nor mandatory in itself; the Supervisory Board may make the final selection and weighting of non-financial targets at its reasonable discretion). However, even in the case of a short-term incentive component "non-financial targets," the Supervisory Board ensures that the target achievements are explained to the Management Board in a clear and transparent manner and can therefore be meaningfully assessed at the end of the one-year performance period.

In the event of early retirement, rules apply for a pro rata payout. Extraordinary developments (such as the sale of shares in the Company and the recognition of hidden reserves) are not taken into account when determining the bonus. In the event of a deterioration in the situation of flatexDEGIRO AG, the total remuneration may be reduced to an appropriate level if the continued granting of such remuneration would otherwise be inequitable.

b. Long-term, performance-based compensation component (Component II)

To establish a further long-term, performance-related compensation component, stock option programs were set up in 2014, 2015 and 2020 in which the respective active members of the Management Board and key people of the Company can participate.

The stock option programs from 2014 and 2015 have essentially the same terms and conditions. The option program from 2020 is a virtual option model. The options were allocated to the

members of the Management Board by the Supervisory Board. Participation itself was voluntary for the board members.

In the case of all long-term, performance-related compensation components, the Company's long-term business performance is rewarded. The main focus here is on the positive development of the share price and earnings per share.

Under the SARs Plan 2020, up to four million stock appreciation rights (SARs) can be granted to Management Board members and employees, which can be exercised by the beneficiary within a further three years after a waiting period of three years. Furthermore, up to an additional SAR 1,600,000 can be granted under a purchase model. A prerequisite for the granting of further SARs under the purchase model is the acquisition of shares in flatexDEGIRO AG.

The main features of the 2014 and 2015 stock option programs are as follows:

- The Management Board receives the allocation of a certain number of options at a certain date (subscription date)
- The strike price per option is EUR 1.825 for the 2014 option model. The strike price for the 2015 option model is EUR 3.1975.
- Within the first 24 months from the subscription date, the value of the share under the 2014 stock option program must increase by 100% / under the 2015 stock option program by 50% at the price on the subscription date (reference period). Price is the closing price XETRA on the day of issue.
- After the first 24 months from the grant date, there is a further 24 - month holding period
- After the first 48 months, the beneficiary has the option to exercise his options, provided that they have arisen
- When exercising the options, the beneficiary must pay the subscription price of EUR 1.825 per option (2014 option program) or EUR 3.1975 per option (2015 option program) as well as the applicable wage tax

The (virtual) Stock Option Program 2020 (SAR) is essentially structured as follows:

- The Management Board receives the allocation of a certain number of stock appreciation rights (subscription date)
- The term is six years from the date of the written commitment (issue date)
- Each appreciation right grants the beneficiary only the right to receive a cash amount (cash entitlement) from flatexDEGIRO AG.
- The calculation of the cash entitlement per stock appreciation right is based on the development of the flatexDEGIRO AG share price and the development of the EPS value (50% each).

Individual compensation for the Management Board for 2021

The following disclosure of compensation for 2021 financial year takes into account the applicable accounting principles. The fair values of the share-based payments granted have been determined in accordance with the applicable accounting principles.

Consideration of the maximum compensation set out in the Management Board compensation system adopted in 2021 is not applicable, as this only applies to future Management Board contracts.

Total remuneration

The compensation of the Management Board is shown in detail in the following table:

		Non-performance-related remuneration		as % of total remuneration	Performance-related remuneration			as % of total remuneration	Total remuneration
		Annual fixed salary	Other remuneration components		Component I	Component II *			
					One-year variable compensation	Option plan 2015	SAR Plan 2020		
Frank Niehage	2021	500,000.00 €	24,650.00 €	34.4%	1,000,000.00 €	- €	- €	65.6%	1,524,650.00 €
	2020	500,000.00 €	27,500.00 €	11.0%	1,000,000.00 €	- €	1,080,000 pieces 3,286,966.00 €	89.0%	4,814,466.00 €
Muhamad Said Chahrour	2021	240,000.00 €	22,725.00 €	34.4%	500,000.00 €	- €	- €	65.6%	762,725.00 €
	2020	200,000.00 €	22,500.00 €	8.2%	300,000.00 €	10,000 pieces 58,900.00 €	680,000 pieces 2,126,813.00 €	91.8%	2,708,213.00 €
Overall Management Board	2021	740,000.00 €	47,375.00 €	34.4%	1,500,000.00 €	- €	- €	65.6%	2,287,375.00 €
	2020	700,000.00 €	50,000.00 €	10.0%	1,300,000.00 €	58,900.00 €	5,413,779.00 €	90.0%	7,522,679.00 €

* the valuation of the long-term variable compensation is made at fair value at the grant date

The fixed compensation of the incumbent Management Board members remained unchanged until the reporting date of 31 December 2021.

No benefits have been granted or promised by a third party to any of the Management Board members in respect of their activities as Management Board members.

Vertical compensation comparison

In the vertical compensation comparison, the compensation of the Management Board is compared with that of the management group. In this context, the compensation of the Management Board should not be in significant contrast to the salary level of the remaining employees and management. In the view of the Supervisory Board, this is also not the case at flatexDEGIRO AG. Compensation is structured across the various areas of responsibility in line with performance and success.

	2021	2020
Frank Niehage	1,500,000.00 €	1,500,000.00 €
Muhamad Said Chahrour	740,000.00 €	500,000.00 €
Director Level (Average number of employees 32)	99,606.00 €	97,289.00 €
Business development (turnover)	417,581,000.00 €	261,490,000.00 €

*Explanations:
Excluded from the presentation are possible allocations from the SAR Plan 2020 in order to achieve better comparability. The group of directors was used as the comparison group. In this group, a maximum of 1/3 have received SAR. In the presentation, the annual full compensation is compared.*

Commitments to the Management Board in the event of termination of service

There are no pension commitments for members of the Management Board. Furthermore, no contingent liabilities were entered into in favor of the members of the Management Board.

In the event of premature termination of the employment relationship, the following provisions apply to the members of the Management Board:

- I. In the event of dismissal/termination for cause, the contract shall be terminated at the time of dismissal. The Company is entitled to release the Management Board member from any further

activity for the Company for the remaining term of the service agreement. The leave of absence is granted with continued payment of the pro rata annual salary. The variable compensation is not owed for the periods of release.

II. Ordinary termination of the service agreement during the term of the agreement is excluded.

There were no deviations from the compensation system for the Management Board pursuant to Section 162 para. 1 no. 5 in the reporting year.

Significant agreements of the Company that are subject to the condition of a change of control as a result of a takeover bid, and compensation agreements of the Company that have been concluded with the members of the Management Board or with employees in the event of a takeover bid

At the level of flatexDEGIRO Bank AG, agreements exist which provide that in the event of a change of control at flatexDEGIRO AG, the respective parties or the respective contractual partner may terminate the cooperation with flatexDEGIRO Bank AG. In this context, a “change of control at flatexDEGIRO AG” is deemed to exist under the agreements (i) if a third party acquires a majority of the shares of flatexDEGIRO AG or a majority of the voting rights of flatexDEGIRO AG or substantially all of the assets of flatexDEGIRO AG, or (ii) if a third party otherwise gains a controlling influence within the meaning of Section 17 AktG over flatexDEGIRO AG.

The employment contract of the chairperson of the Management Board of flatexDEGIRO AG provides for a “change of control” clause. This is intended to provide the chairperson of the Management Board with economic security in the event of a change of control, thus maintaining his/her independence in a takeover situation.

- In the event of a change of control, the chairperson of the Management Board has a special right of termination within the first six months.
- In the event that the special right of termination is exercised, he shall be entitled to the following compensation payments:
 1. the fixed salary to be paid in principle
 2. lump-sum bonus payment of EUR 500,000 gross p.a.

The compensation payments mentioned under 1. and 2. are calculated in each case on a time-ratio basis until the expiry of the currently valid contract term. The compensation payments together amount to a maximum of two years' total compensation (severance payment cap). The cap is calculated on the basis of the total compensation for the previous financial year.

If the total compensation for the current financial year is expected to be significantly higher or lower, it shall be based on this.

At the level of flatexDEGIRO AG, there are no other material contracts with change-of-control clauses in the event of a takeover.

Compensation agreements in the event of takeover bids

Beyond this, there are no compensation agreements with members of the Management Board or employees in the event of a takeover bid.

Remuneration of the Supervisory Board

The Supervisory Board consists of three members. The compensation of the Supervisory Board is

determined by the Annual General Meeting and is governed by Art. 14 para. 1 of the Articles of Association. Most recently, the compensation of the Supervisory Board was adjusted by the 2017 Annual General Meeting and the Articles of Association were amended accordingly.

Compensation is based on the duties and responsibilities of the members of the Supervisory Board. The fixed remuneration amounts to EUR 120,000 per year for the chairperson of the Supervisory Board. The two other members of the Supervisory Board each receive annual remuneration of EUR 60,000.

In December 2021, the Supervisory Board established an Audit Committee. It is planned to propose to the Annual General Meeting in May 2022 that the remuneration of the Supervisory Board be adjusted so that the chairperson of the Audit Committee receives annual remuneration of EUR 30,000 in addition to his remuneration as a member of the Supervisory Board.

No attendance fee is paid to the members of the Supervisory Board. The amounts are payable in full after the end of the financial year.

flatexDEGIRO AG reimburses the members of the Supervisory Board for any value-added tax incurred on their remuneration. The above amounts do not include sales tax. None of the members of the Supervisory Board has received or been granted benefits by a third party with regard to their activities as members of the Supervisory Board. Finally, no compensation or benefits were granted or paid to any of the members of the Supervisory Board for services provided personally, in particular consulting and mediation services.

Supervisory Board members are also covered by D & O insurance. A deductible of 10% of the possible loss up to a total of one and a half times the fixed compensation of the Supervisory Board has been established for them. No loans or advances have been granted to members of the Supervisory Board. Likewise, no contingent liabilities were entered into in their favor.

Note: This is a convenience translation of the German original. Solely the original text in the German language is authoritative.

REPORT OF THE INDEPENDENT AUDITOR ON THE AUDIT OF THE COMPENSATION REPORT IN ACCORDANCE WITH SECTION 162 (3) AKTG

To flatexDEGIRO AG, Frankfurt am Main

Audit Opinion

We have formally audited the Compensation Report of flatexDEGIRO AG, Frankfurt am Main, for the financial year from 1 January 2021 to 31 December 2021, to determine whether the disclosures pursuant to § 162 (1) and (2) AktG (Aktengesetz: German Stock Corporation Act) have been made in the remuneration report. In accordance with § 162 (3) AktG, we have not audited the content of the Compensation Report.

In our opinion, the accompanying Compensation Report complies, in all material respects, with the disclosure requirements pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the Compensation Report.

Basis for the Audit Opinion

We conducted our audit of the Compensation Report in accordance with § 162 (3) AktG and in compliance with the IDW Auditing Standard: The Audit of the Compensation Report pursuant to § 162 (3) AktG

(IDW PS 870 (08.2021)). Our responsibilities under this regulation and this standard is further described in the “Auditor’s Responsibilities” section of our auditor’s report. Our audit firm has applied the requirements of the IDW Quality Assurance Standard: Quality Assurance Requirements in Audit Practices (IDW QS 1). We have complied with our professional duties pursuant to the German Public Auditors Act (WPO) and the Professional Charter for Auditors/Chartered Accountants (BS WP/vBP), including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The Management Board and the Supervisory Board of flatexDEGIRO AG are responsible for the preparation of the Compensation Report, including the related disclosures, in compliance with the requirements of § 162 AktG. They are also responsible for internal controls they consider to be necessary to enable the preparation of a Compensation Report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor’s Responsibilities

Our responsibility is to obtain reasonable assurance about whether the Compensation Report complies, in all material respects, with the disclosure requirements pursuant to § 162 (1) and (2) AktG, and to issue an auditor’s report that includes our opinion.

We planned and performed our audit to obtain evidence about the formal completeness of the Compensation Report by comparing the disclosures made in the Compensation Report with the disclosures required by § 162 (1) and (2) AktG. In accordance with § 162 (3) AktG, we have not audited whether the disclosures are correct or individual disclosures are complete or whether the Compensation Report is fairly presented.

Consideration of Misleading Representations

In connection with our audit, our responsibility is to read the Compensation Report considering the knowledge obtained in the audit of the financial statements and to remain alert for indications as to whether the Compensation Report contains misleading representations in relation to the correctness of the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the Compensation Report.

If, based on the work we have performed, we conclude that such a misleading representation exists, we are required to report that fact. We have nothing to report in this regard.

Frankfurt am Main, 17 March 2022

BDO AG
Wirtschaftsprüfungsgesellschaft

Rist	Gruchott
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

Re item 7 of the agenda: Supplementary information on the candidate proposed for election as a further member of the Supervisory Board, in particular the candidate's curriculum vitae and information pursuant to Section 125 para. 1 sentence 5 of the German Stock Corporation Act

Mrs. Aygül Özkan

Year of birth: 1971

Residing in: Hamburg

Nationality: German

Proposed initial appointment: 2022

Current profession:

Lawyer and Managing Director Zentraler Immobilien Ausschuss (ZIA) e.V.

Vita:

After completing her law studies in Hamburg in 1995 and her legal clerkship in Lower Saxony with the second state law examination at the end of 1997, Mrs. Özkan held various management positions at Deutsche Telekom AG from 1998 to 2005.

From 2005 to 2010, she was the branch manager for northern Germany for TNT Post Regioservice GmbH and set up a new unit (TNT-Post Hamburg branch) for the Dutch company in a competitive market.

In the years 2014 to 2020, she was a member of Management Group Germany and Managing Director of PCC Services GmbH der Deutschen Bank (previously trading as: DB Kredit Service GmbH). Previously, Aygül Özkan was Minister for Social Affairs, Women, Family, Health, Construction and Integration in Lower Saxony (2010-2013) and a member of the Lower Saxony state parliament in 2014.

Aygül Özkan is currently Managing Director of Zentraler Immobilien Ausschuss (ZIA) e.V. and represents the leading association of the real estate industry in a wide range of political and business-oriented bodies. Since 2022, Aygül Özkan is a member of the Supervisory Board of flatexDEGIRO Bank AG.

Mrs. Özkan also continues to practice as a licensed attorney.

Professional background:

- since 2020 Managing Director Zentraler Immobilien Ausschuss (ZIA) e.V.
- 2014 - 2020 Deutsche Bank Kredit Service GmbH (from 2016 trading as: PCC Services GmbH der Deutschen Bank), Managing Director/Member of Management Group Germany
- 2014 Member of the Lower Saxony State Parliament
- 2010 - 2013 Minister for Social Affairs, Women, Family, Health, Construction and Integration in Lower Saxony
- 2008 - 2010 Member of the Hamburg Parliament / Chairwoman of the Economic Committee

- 2005 - 2010 Branch Manager at TNT Post Regioservice GmbH, Hamburg branch office
- 2004 - 2005 Head of Business Customer Sales at Deutsche Telekom AG
- 1998 - 2003 Deutsche Telekom AG, from 1999 Key Account Manager, Regulation/Wholesale Division

Professional training:

- 1997 Second state law examination
- 1995 Completion of law studies at the University of Hamburg with the first state law examination

Memberships in other statutory supervisory boards:

- Member of the Supervisory Board of flatexDEGIRO Bank AG, Frankfurt am Main (not listed)

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the Advisory Board of Privatbank Donner & Reuschel Aktiengesellschaft, Hamburg (not listed)

The Supervisory Board considers Mrs. Özkan to be independent.

Apart from her membership of the Supervisory Board of flatexDEGIRO Bank AG, in the opinion of the Supervisory Board there are no personal or business relationships between Mrs. Aygül Özkan on the one hand and flatexDEGIRO AG, its group companies or the executive bodies of flatexDEGIRO AG or any shareholder directly or indirectly holding more than 10 percent of the voting shares in flatexDEGIRO AG on the other hand that would be relevant for the election decision of an objectively judging shareholder.

The Supervisory Board has also ascertained from the proposed candidate that she will have sufficient time to perform her duties as a member of the Supervisory Board of flatexDEGIRO AG.

Re item 8 of the agenda: Remuneration system for the members of the Supervisory Board

REMUNERATION SYSTEM FOR MEMBERS OF THE SUPERVISORY BOARD

a) Statutory regulation

The remuneration of the members of the Supervisory Board, which is based on the Remuneration System described below under c), is regulated in Art. 14 of the Articles of Association of flatexDEGIRO AG. This was last amended by resolution of the Annual General Meeting held on 5 July 2017, and currently reads as follows:

“§ 14 Remuneration

- (1) Each member of the Supervisory Board shall receive an annual fixed remuneration. The respective amount of the fixed remuneration for the members of the Supervisory Board is determined by the Annual General Meeting. The most recently resolved remuneration remains valid

until the Annual General Meeting resolves on a modified remuneration.

- (2) The remuneration shall be payable after the end of a financial year on the day following the Annual General Meeting at which a resolution was passed to ratify the actions of the members of the Supervisory Board.
- (3) Supervisory Board members who have been members of the Supervisory Board for only part of the financial year shall receive one twelfth of the remuneration for each month of service or part thereof.
- (4) The Company may take out a pecuniary loss liability insurance policy (D&O insurance) for the benefit of the members of the Supervisory Board with an insurance sum customary in the market in an appropriate amount or include the members of the Supervisory Board in such an insurance policy, which covers the liability of the members of the Supervisory Board arising from their Supervisory Board activities. The Company bears the insurance premiums and taxes for such insurance attributable to the members of the Supervisory Board in total.
- (5) The Company shall reimburse the members of the Supervisory Board for the value-added tax payable on their remuneration and for necessary expenses.“

b) Determination of remuneration by the Annual General Meeting held on 17 May 2022

Under agenda item 8 of the Annual General Meeting on 17 May 2022, the Management Board and Supervisory Board propose that the compensation of the members of the Supervisory Board for the financial year 2022 and subsequent financial years be set as follows:

“For the 2022 financial year and subsequent financial years, the members of the Supervisory Board shall receive the following remuneration until the Annual General Meeting determines a different remuneration.

Each member of the Supervisory Board shall receive an annual fixed remuneration in the amount of EUR 60,000.00. Instead of this fixed remuneration pursuant to sentence 1 above, the chairperson of the Supervisory Board shall receive an annual fixed remuneration of EUR 120,000.00, which shall also cover memberships and the chairmanship of committees. Instead of the fixed remuneration pursuant to sentence 1 above, the chairperson of the Audit Committee shall receive an annual fixed remuneration of EUR 90,000.00, which also covers memberships and chairmanships of other committees. The other members of the Supervisory Board do not receive any additional compensation for membership of Supervisory Board committees.“

c) Underlying remuneration system

The remuneration of the members of the Supervisory Board is based on the following system:

The remuneration system for the members of the Supervisory Board is simple, clear and comprehensible.

The members of the Supervisory Board receive the annual fixed remuneration determined by resolution of the Annual General Meeting. Each member of the Supervisory Board shall receive an annual fixed remuneration in the amount of EUR 60,000.00. Instead of this fixed compensation in accordance with the preceding sentence, the chairperson of the Supervisory Board shall receive an annual fixed compensation of EUR 120,000.00, which also covers memberships and the chairmanship of committees. Instead of the annual fixed compensation of EUR 60,000.00, the chairperson of the Audit Committee receives an annual fixed compensation of EUR 90,000.00, which also covers memberships and chairmanships of other committees. The other members of the Supervisory

Board do not receive any additional compensation for membership of Supervisory Board committees. The Company has included the members of the Supervisory Board in a pecuniary loss liability insurance policy (D&O insurance) with a standard market insurance sum in an appropriate amount, which covers the liability of the Supervisory Board members arising from their Supervisory Board activities. The Company bears the insurance premiums and taxes for such insurance attributable to the members of the Supervisory Board in total.

In contrast to the Management Board, the Supervisory Board is not operationally active and does not make decisions to determine business strategy. Rather, the Supervisory Board's main tasks include monitoring and advising the Management Board and, in so doing, contributing to the Company's long-term development (Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 no. 2 AktG). Even though the Supervisory Board's remuneration is not directly linked to the success of the business strategy, it also contributes to the successful implementation of the business strategy.

The granting of a mere fixed remuneration without variable components has proven its worth and corresponds to the common practice in other listed companies. In the opinion of the Management Board and the Supervisory Board, an exclusively fixed remuneration for the members of the Supervisory Board is best suited to take into account the control function of the Supervisory Board, which is to be fulfilled independently of the Company's success, as this strengthens the independence of the Supervisory Board required for the monitoring task and thus promotes the long-term development of flatexDEGIRO AG. The remuneration of the Supervisory Board therefore does not contain any variable remuneration components (Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 nos. 3, 4 and 6 AktG) or any share-based components (Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 no. 7 AktG).

Pursuant to Art. 14 para. 2 of the Articles of Association, the remuneration is payable after the end of a financial year on the day following the Annual General Meeting at which a resolution was passed to ratify the actions of the members of the Supervisory Board (Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 no. 5 AktG).

The remuneration of the members of the Supervisory Board is governed conclusively by the Articles of Association in conjunction with the most recent resolution adopted by the Annual General Meeting in this regard; there are no ancillary agreements. The remuneration is linked to the duration of the appointment. There are no promises of redundancy payments, pensions or early retirement (Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 no. 8 AktG).

Due to the special nature of the Supervisory Board remuneration, which is granted for an activity that differs fundamentally from the activity of the Company's employees, a vertical comparison with the remuneration and employment conditions of the Company's employees cannot be considered when reviewing and determining the remuneration system. Accordingly, it is also unnecessary to determine a group of employees to be included in such a settlement (Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 no. 9 AktG).

The Annual General Meeting shall resolve on the approval of the remuneration system of the Supervisory Board upon the proposal of the Management Board and the Supervisory Board (Section 87a para. 1 sentence 2 no. 10 AktG). Remuneration is determined by the provisions of the Company's Articles of Association in conjunction with the resolution adopted by the Annual General Meeting. Since the amendment of the German Stock Corporation Act (AktG) by the Act Implementing the Second Shareholder Rights Directive (ARUG II), Section 113 para. 3 sentence 1 AktG stipulates that the Annual General Meeting must pass a resolution on the remuneration of the members of the Supervisory Board every four years, whereby a resolution confirming the remuneration is also permissible. The remuneration of the Supervisory Board is therefore reviewed regularly by the full

Supervisory Board and the Management Board as required, but at least every four years. In the event of planned changes, the planned remuneration (and the planned remuneration system) for the Supervisory Board is submitted to the Annual General Meeting for resolution. If the Supervisory Board remuneration submitted to the Annual General Meeting for resolution does not receive the required majority, a revised Supervisory Board remuneration (and the revised remuneration system) must be submitted for resolution at the following Annual General Meeting at the latest. It is in the nature of things that the members of the Supervisory Board are involved in the structuring of the remuneration relevant to them and the remuneration system on which it is based. However, the inherent conflicts of interest are counteracted by the fact that the decision on the ultimate structure of the remuneration and the underlying remuneration system is assigned by law to the Annual General Meeting and a resolution proposal is submitted to the Annual General Meeting by both the Supervisory Board and the Management Board (Sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 no. 10 AktG).

Documents relating to the agenda available on the Company's website

The following documents are available from the time of convening and also during the Annual General Meeting 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 2022".

Re item 1 of the agenda:

- the adopted annual financial statements and management report for the 2021 financial year, the approved consolidated financial statements and group management report for the 2021 financial year, including the explanatory report on the disclosures pursuant to Sections 289a para. 1 and 315a para. 1 of the German Commercial Code (HGB), the report of the Supervisory Board on the 2021 financial year, as well as the combined corporate governance statement pursuant to Sections 289f and 315d of the German Commercial Code (HGB) for the 2021 financial year, and the separate non-financial Group report for the 2021 financial year

Re item 5 of the agenda:

- Compensation Report for the 2021 financial year

Re item 6 of the agenda:

- Articles of Association of flatexDEGIRO AG of 4 February 2022

Re item 7 of the agenda:

- Supplementary information on the candidate proposed for election as a further member of the Supervisory Board, in particular the candidate's curriculum vitae and information pursuant to Section 125 para. 1 sentence 5 of the German Stock Corporation Act

Re item 8 of the agenda:

- Remuneration system for the members of the Supervisory Board

Information on the implementation of the virtual Annual General Meeting

Based on 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 2021 ("**COVID-19 Act**"), the Management Board of flatexDEGIRO AG, with the consent of the Supervisory Board, has

decided to hold the Annual General Meeting of the Company on 17 May 2022 as a virtual General Meeting without the physical presence of shareholders or their proxies (with the exception of the Company's proxies).

The entire Annual General Meeting will be broadcast live in picture and sound from 14:00 hours (CEST) on 17 May 2022, for duly registered shareholders or their proxies at the Internet address <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022" in the password-protected Internet service. This transfer does not enable participation in the Annual General Meeting within the meaning of Section 118 para. 1 sentence 2 AktG.

Shareholders or their proxies who wish to follow the virtual Annual General Meeting on the Internet must register in advance (see below under "**Following the virtual Annual General Meeting on the Internet and exercising voting rights**").

Physical attendance of the shareholders or their proxies (with the exception of the proxies of the Company) at the place of the meeting is excluded. The voting rights of shareholders or their proxies will be exercised exclusively by postal vote or by granting power of attorney to the proxies appointed by the Company.

Via the password-protected Internet service for the Annual General Meeting, shareholders or their proxies can, among other things, register for the Annual General Meeting in accordance with the procedures provided for this purpose and in accordance with the following provisions, exercise their voting rights by electronic postal vote, grant powers of attorney to third parties as well as powers of attorney and instructions to the proxies appointed by the Company, submit questions or declare objections for the record. Access authorization is required to use the password-protected Internet service for the Annual General Meeting. Details on this can be found below in the section "**Following the virtual Annual General Meeting on the Internet and exercising voting rights**".

Following the virtual Annual General Meeting on the Internet and exercising voting rights

Pursuant to Art. 16 of the Articles of Association, only those shareholders who have registered in good time prior to the Annual General Meeting and are entered in the share register for the registered shares are entitled to follow the virtual Annual General Meeting on the Internet and to exercise their voting rights - either in person or by proxy.

The registration must be received by the Company in German or English no **later than 10 May 2022, 24:00 hours (CEST)**, either in text form (Section 126b of the German Civil Code (BGB)) at the following address, fax number or e-mail address

flatexDEGIRO AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 633
E-Mail adress: flatexdegiro@better-orange.de

or electronically using the password-protected Internet service at the Internet address <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022" in accordance with the procedure defined

by the Company.

Better Orange IR & HV AG is the Company's authorized receiving agent for the registration and receipt of counter motions and election proposals.

Pursuant to Section 67 para. 2 sentence 1 AktG, only those persons entered as such in the share register are deemed to be shareholders in relation to the Company. Accordingly, the right to follow the Annual General Meeting on the Internet and the number of voting rights to which a shareholder is entitled in the virtual Annual General Meeting shall be determined by the registration status of the share register on the day of the Annual General Meeting.

For technical reasons, however, no changes will be made in the share register in the period from the end of 10 May 2022 until the end of the Annual General Meeting (so-called change stop). Therefore, the registration status of the share register on the day of the Annual General Meeting corresponds to the status at the end of the registration closing date, 10 May 2022, 24:00 hours (CEST) (so-called technical record date). The stop on the transfer of shares does not mean a block on the disposal of the shares. However, purchasers of shares whose applications for transfer are received by the Company after 10 May 2022 cannot exercise the right to follow the Annual General Meeting on the Internet, the voting rights and other rights arising from share ownership until the end of the Annual General Meeting, unless they have themselves authorized or authorized to exercise rights in this respect. Without such proxy or authorization, the right to attend the Annual General Meeting, the voting rights and other rights arising from share ownership shall remain with the shareholder entered in the share register until the transfer.

All purchasers of shares in the Company who are not yet entered in the share register are therefore requested to submit transfer applications in good time.

Intermediaries, such as credit institutions in particular, and institutions or persons treated as such in accordance with Section 135 para. 8 AktG may only exercise the voting rights for shares which they do not own but which are entered in the share register as being held by them on the basis of an authorization. Section 135 AktG provides further details.

To facilitate registration, shareholders who are entered in the Company's share register no later than 26 April 2022, 00:00 hours (CEST) will be sent a registration form together with the letter of invitation to the virtual Annual General Meeting. This registration form is also available for download 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 2022". It can also be requested free of charge from the company, e.g. by e-mail at flatexdegiro@better-orange.de.

Access authorization is required to use the password-protected Internet service for the Annual General Meeting. Shareholders who are entered in the Company's share register no later than 26 April 2022, 00:00 hours (CEST) will be sent their individual access data (shareholder number and access password) together with the invitation letter to the virtual Annual General Meeting.

However, in the case of entries in the share register only after this date, the registration options opened elsewhere are available for the registration for the virtual general meeting. If the form sent by the Company is not used for registration, the shareholder registering must be clearly identified, e.g. by stating the shareholder's full name or company name, address and shareholder number. The individual access data for the password-protected Internet service for the Annual General Meeting will be sent to these shareholders after receipt of the registration by the Company.

Procedure for granting voting proxies

Shareholders who do not wish to follow the Annual General Meeting on the Internet and/or exercise their voting rights themselves may have their voting rights exercised by proxies, such as an intermediary, in particular a bank, a shareholders' association, other third parties or a proxy appointed by the Company. In this case, too, timely registration is required in accordance with the above section **"Following the virtual Annual General Meeting on the Internet and exercising voting rights"**. If the shareholder authorizes more than one person, the Company is entitled to reject one or more of them pursuant to Section 134 para. 3 sentence 2 AktG.

Proxies - with the exception of the proxies appointed by the Company - may also not physically attend the Annual General Meeting. They may only exercise the voting rights for the shareholders they represent within the scope of their respective power of attorney by way of absentee voting or by (sub) authorization of the proxies of the Company who are bound by instructions.

If neither an intermediary nor a shareholders' association nor a voting advisor or a person or institution equivalent to these pursuant to Section 135 para. 8 AktG is authorized, the text form (Section 126b BGB) shall generally suffice for the granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company.

The power of attorney may be granted to the person to be authorized or to the Company. A form that can be used to grant a proxy will be sent to shareholders together with the invitation to the virtual Annual General Meeting. Corresponding forms are also available for download at <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022".

Proof of authorization may be sent to the Company in text form (Section 126b BGB) no later than 16 May 2022, 24:00 hours (CEST), at the following postal address, fax number or e-mail address

flatexDEGIRO AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 655
E-mail address: flatexdegiro@better-orange.de

or electronically using the password-protected Internet service at the Internet address <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022" in accordance with the procedure defined by the Company. The decisive factor is the time of receipt by the Company.

On the day of the virtual Annual General Meeting, proxies can only be submitted, amended or revoked by means of using the password-protected Internet service accessible at <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022" until the start of voting.

The aforementioned means of transmission are also available until the aforementioned dates if the proxy is to be granted by declaration to the Company; in this case, separate proof of the granting of the proxy is not required. The revocation or amendment of a proxy already granted may also be declared directly to the Company by the aforementioned means of transmission until the aforementioned dates.

Section 135 AktG applies to the authorization of intermediaries, shareholders' associations, proxy advisors or a person or institution equivalent to these pursuant to Section 135 para. 8 AktG.

Neither the law nor the Articles of Association require a text form for the authorization of an intermediary, a shareholders' association or any other person, institution, company or association deemed equivalent to these by Section 135 para. 8 of the AktG. However, it is possible that in these cases the persons to be authorized require a special form of proxy, as they must record this in a verifiable manner in accordance with Section 135 para. 1 sentence 2 AktG (if applicable in conjunction with Section 135 para. 8 AktG). Please inquire about any particularities that may need to be taken into account with the person to be granted power of attorney.

Procedure for voting by proxies of the Company

Furthermore, the Company offers its shareholders and their proxies the option of being represented at the Annual General Meeting by proxies bound by instructions.

A form that can be used for granting power of attorney and issuing instructions to the proxies appointed by the Company will be sent to the shareholders together with the invitation to the virtual Annual General Meeting. This registration form is also available for download 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 2022".

Proxies and instructions to the proxies appointed by the Company may be issued by mail, fax or e-mail to the following address, fax number or e-mail address no later than 16 May, 2022, 24:00 hours (CEST):

flatexDEGIRO AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 655
E-mail address: flatexdegiro@better-orange.de

The decisive factor is the time of receipt by the Company.

In addition, proxies and instructions to the proxies appointed by the Company can be issued electronically using the password-protected Internet service for the Annual General Meeting 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 2022". This option of granting power of attorney and issuing instructions to the proxies appointed by the Company will be available until the start of voting at the virtual Annual General Meeting on 17 May 2022.

The above information on the possibilities of transmission and the deadlines apply mutatis mutandis to the revocation of the granting of power of attorney to the proxies appointed by the Company or to the amendment of instructions.

If proxies appointed by the Company are authorized, they must in any case be given instructions on how to exercise the voting rights. The proxies are obliged to vote in accordance with the instructions given to them. The proxies of the Company do not accept any powers of attorney to file objections against resolutions of the Annual General Meeting, to exercise the right to ask questions or to file motions.

If declarations are received by different means of transmission and it is not possible to identify which one was submitted last, the declarations submitted via the password-protected Internet service will be taken into account with priority, followed by the declarations submitted by e-mail, then the declarations submitted by fax and finally declarations in paper form.

Procedure for voting by absentee ballot

Shareholders or their proxies may cast their votes in writing or by means of electronic communication ("**votes by written absentee ballot**"). For this purpose, too, timely registration for the virtual Annual General Meeting is required in accordance with the provisions set forth above in the section "**Following the virtual Annual General Meeting on the Internet and exercising voting rights**". A form that can be used to grant a proxy will be sent to shareholders together with the invitation to the virtual Annual General Meeting. Corresponding forms are also available for download at <https://www.flatex.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022".

Votes by written absentee ballot may be cast by mail no later than 16 May 2022, 24:00 hours (CEST), to the following address:

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

The decisive factor is the time of receipt by the Company.

Votes can be cast electronically by using the password-protected Internet service for the Annual General Meeting 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 2022". This electronic absentee voting option will be available until voting begins at the virtual Annual General Meeting on 17 May 2022.

The casting of votes by absentee ballot is limited to voting on the resolution proposals of the Management Board and/or the Supervisory Board published in the notice convening the virtual Annual General Meeting and on any resolution proposals of shareholders published with a supplement to the agenda pursuant to Section 122 para. 2 AktG as well as any countermotions and election proposals of shareholders made available prior to the Annual General Meeting pursuant to Sections 126, 127 AktG.

Should an individual vote be held on an agenda item without this having been communicated in advance of the Annual General Meeting, the vote cast by postal vote on this agenda item shall also be deemed to be a corresponding vote for each item of the individual vote.

Authorized intermediaries, shareholders' associations and proxy advisors or other persons and institutions treated as equivalent pursuant to Section 135 para. 8 AktG may also use absentee voting.

If both absentee votes and proxies/instructions to the proxies appointed by the Company are received from shareholders or their proxies, the last declaration made will always be considered to have priority. If divergent declarations are received via different transmission channels and it is not possible to identify which was submitted last, the declarations submitted via the password-protected Internet service will be given priority.

For a revocation or a change of the vote by postal vote, the above information on the possibilities of transmission and the deadlines apply accordingly.

Video and audio transmission of the Annual General Meeting on the Internet

Registered shareholders or their proxies can follow the entire Annual General Meeting on 17 May 2022 live on the Internet from 14:00 hours (CEST) in picture and sound in the password-protected Internet service for the Annual General Meeting 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 2022".

To enable Internet transmission via the password-protected Internet service to the Annual General Meeting, timely registration for the virtual Annual General Meeting is required in accordance with the provisions set out above in the section "**Following the virtual Annual General Meeting on the Internet and exercising voting rights**".

Objection to a resolution of the Annual General Meeting

In accordance with Section 245 no. 1 AktG in conjunction with Section 1 para. 2 no. 4 of the COVID-19 Act, registered shareholders or their proxies who have exercised the voting right by way of postal vote or by granting power of attorney have the opportunity, for the duration of the virtual Annual General Meeting on 17 May 2022 until its closure by the chairman of the meeting, to declare an objection to a resolution of the Annual General Meeting for recording by the notary public by using the password-protected Internet service for the Annual General Meeting at the Internet address <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022".

Information on shareholders' rights pursuant to Section 122 para. 2, Section 126 para. 1, Section 127 and Section 131 para. 1 of the German Stock Corporation Act in conjunction with. Section 1 para. 2 sentence 1 no. 3, sentence 2 COVID-19 Act

Counter motions and election proposals according to Section 126 para. 1, Section 127 AktG

Shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000.00 may, pursuant to Section 122 para. 2 AktG, 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. Such request shall be made in writing to the Board of Directors of the Company at the following address.

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

Pursuant to Section 122 para. 2 AktG, the request must be received by the Company no later than the end of 16 April 2022, 24:00 hours (CEST). The decisive factor is the time of receipt of the request for additions.

The shareholders concerned must prove that they have held the shares for at least 90 days prior to

the date of receipt of the request by the Company and that they will hold the shares until the decision of the Management Board on the supplementary request, whereby Section 70 AktG applies to the calculation of the shareholding period. Section 121 para. 7 AktG shall apply accordingly.

Counter motions according to Section 126 para. 1, Section 127 AktG

Shareholders of the Company may submit counter motions to proposals of the Management Board and/or the Supervisory Board on specific items of the agenda as well as nominations for the election of the auditor and group auditor and for the election of Supervisory Board members. Counter motions and election proposals are to be addressed exclusively to:

flatexDEGIRO AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 655
E-mail address: gegenantraege@better-orange.de

The Company will publish counter motions to a proposal of the Management Board and/or the Supervisory Board on a specific agenda item pursuant to Section 126 para. 1 AktG and election proposals pursuant to Section 127 AktG, including the name of the shareholder, any statement of reasons and any statement of the management, on the Internet at <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2022", if they are received by the Company at the latest by 2 May 2022, 24:00 hours (CEST), at the above address, fax number or e-mail address and fulfill the further requirements for an obligation of the Company to make them available pursuant to Sections 126, 127 AktG. Counter motions and election proposals from shareholders addressed elsewhere will not be considered.

The publication of a counter motion and/or its grounds, if any, may be waived under the conditions set forth in Section 126 para. 2 AktG. In addition to the cases set out in Section 126 para. 2 AktG, election proposals by shareholders do not need to be made available if the proposal does not contain the information required by Section 124 para. 3 sentence 4 AktG and/or, in the case of a proposal for the election of Supervisory Board candidates, does not contain the information required by Section 125 para. 1 sentence 5 AktG.

Counter motions and nominations for election which have been duly made and are admissible and which have been announced in advance of the Annual General Meeting in accordance with Sections 126 para. 1, 127 AktG shall be deemed to have been made at the Annual General Meeting if the shareholder making the proposal or the nomination or his proxy is duly authorized and has registered for the Annual General Meeting.

Shareholders' right 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

The shareholders' right to information is restricted under the COVID-19 Act. Pursuant to Section 1 para. 2 sentence 1 no. 3 of the COVID-19 Act, every duly registered shareholder is granted a right to ask questions by way of electronic communication.

Shareholders' questions may be submitted by no later than 15 May 2022, 24:00 hours (CEST) using the password-protected Internet service for the Annual General Meeting 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 2022” in accordance with the procedure provided for this purpose. Questions received by the Company at a later date or by other means will not be considered.

Questions shall relate to matters of the Company, the legal and business relations of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements and shall only be admissible to the extent that answering the questions is necessary for a proper assessment of the item on the agenda.

Pursuant to Section 1 para. 2 sentence 2 of the COVID-19 Act, the Management Board shall decide how to answer questions in its dutiful and free discretion. In particular, the Management Board reserves the right to answer submitted questions individually or to answer several questions together.

Under certain circumstances, as set out in more detail in Section 131 para. 3 AktG, the Management Board is entitled to refuse to provide information. These requirements are explained in more detail 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 2022” in the document “Explanation of shareholders’ rights”.

No questions may be asked during the virtual general meeting.

With regard to the exercise of the right to ask questions, the aforementioned statements are equally applicable to proxies of the shareholders with the exception of the proxies appointed by the Company.

Further information and notes on the Annual General Meeting

Information and documents according to Section 124a AktG

The information and documents pursuant to Section 124a AktG are 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 2022”, soon after the meeting has been convened and also throughout the Annual General Meeting.

Total number of shares and voting rights

At the time the Annual General Meeting is convened, the Company’s share capital is divided into 109,852,548 shares, each granting one vote.

All 109,852,548 shares are entitled to participate and vote at the time the Annual General Meeting is convened.

The Company does not hold any treasury shares at the time of convening the Annual General Meeting.

Information on data protection for shareholders

We, flatexDEGIRO AG, as the responsible party within the meaning of Article 4 No. 7 of the EU General Data Protection Regulation (“**GDPR**”) process your personal data and, if applicable, the personal data of your representatives (e.g. name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and number of the registration confirmation) when you register for the virtual Annual General Meeting, issue a proxy and use the password-protected Internet service and connect to the virtual Annual General Meeting. Our shares are registered shares. The processing of personal data is legally necessary for the proper preparation and conduct of the virtual Annual General Meeting,

for the exercise of shareholders' voting rights, as well as for following the Annual General Meeting by electronic connection and for the keeping of the share register. Without the processing of the personal data of the shareholders or shareholder representatives, participation in the Annual General Meeting is not possible. The legal basis for the processing is Art. 6 para. 1 sentence 1 lit. c) GDPR in conjunction with Sections 67, 118 et seq. AktG as well as Section 1 COVID-19 Act. In addition, data processing that is necessary for the organization of the virtual Annual General Meeting may be carried out on the basis of overriding legitimate interests (Art. 6 para. 1 sentence 1 lit. f) GDPR). To the extent that shareholders do not provide their personal data themselves, we generally receive it from the ultimate intermediary (Art. 14 GDPR). We broadcast the virtual Annual General Meeting (Section 1 para. 2 sentence 1 COVID-19 Act) on the Internet in a closed user group.

The service providers commissioned by us for the purpose of organizing the virtual Annual General Meeting process the personal data of the shareholders or shareholder representatives exclusively in accordance with our instructions on the basis of an agreement on the processing of personal data on behalf (Art. 28 GDPR) and only to the extent necessary for the performance of the commissioned service. All employees of flatexDEGIRO AG and the employees of the commissioned service providers who have access to and/or process personal data of shareholders or shareholder representatives are obliged to treat this data confidentially. In addition, personal data of shareholders or shareholder representatives exercising their voting rights can be viewed by other shareholders and shareholder representatives within the scope of the statutory provisions (in particular the list of participants, Section 129 AktG). The same applies in connection with the answering of questions that shareholders or shareholder representatives may have submitted in advance (Section 1 para. 2 sentence 1 no. 3 and sentence 2 of the COVID-19 Act). The Company reserves the right to name questioners in the course of answering questions.

We will delete your personal data in accordance with the law, in particular when your personal data is no longer necessary for the original purposes for which it was collected or processed, the data is no longer required for any disputes concerning the existence or effectiveness of resolutions of the Annual General Meeting in connection with any administrative or legal proceedings, and there are no legal obligations to retain the data. Data on attendance at Annual General Meetings is retained for a period of ten years in accordance with statutory provisions.

You have the right to information according to Art. 15 GDPR, to correction according to Art. 16 GDPR, to deletion according to Art. 17 GDPR, to restriction of processing according to Art. 18 GDPR, the right of objection according to Art. 21 GDPR as well as the right to data portability according to Art. 20 GDPR if the respective legal requirements are met. You can assert these rights free of charge against flatex-DEGIRO AG via the following contact details:

flatexDEGIRO AG
Rotfeder-Ring 7, 60327 Frankfurt am Main
+49 (0) 69 45000 10
datenschutz@flatexdegiro.com

In addition, there is a right of appeal to the competent data protection supervisory authority in accordance with Art. 77 GDPR.

For comments and queries regarding the processing of your personal data, you can contact our data protection officer at:

flatexDEGIRO AG
Data Protection Officer
Rotfeder-Ring 7, 60327 Frankfurt am Main
+49 (0) 69 45000 10
datenschutz@flatexdegiro.com

Frankfurt am Main, April 2022

*flatexDEGIRO AG
The Management Board*

English edition

This edition of our Convocation of the Annual General Meeting 2022, prepared for the convenience of English-speaking readers, is a translation of the German original. The German version is the sole legally binding version.

Legal Notice

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Muhamad Said Chahrour

Chairman of the Supervisory Board
Martin Korbmacher