

flatexDEGIRO AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich

Fax: 089-889690655  
By e-mail: [gegenantraege@linkmarketservices.eu](mailto:gegenantraege@linkmarketservices.eu)

Kulmbach, May 30, 2025

**Countermotion to the agenda of the Annual General Meeting on June 02, 2025  
- Convenience Translation -**

Ladies and Gentlemen,

GfBk Gesellschaft für Börsenkommunikation mbH (hereinafter "**GfBk**"), Am Eulenhof 14, 95326 Kulmbach, is a shareholder of flatexDEGIRO AG (ISIN DE000FTG1111) at the time of proposing this countermotion. As the shares are registered shares, the company can verify this itself on the basis of the share register. Nevertheless, we enclose a corresponding proof of legitimization as a shareholder.

On April 25, 2025, the company published the convocation of the Annual General Meeting of the company on June 02, 2025 at 10 a.m. (CEST) in the Federal Gazette. GfBk will propose to the Annual General Meeting the following

**Countermotion**

pursuant to Section 118a (1) sentence 2 no. 3 AktG.

According to the convocation of the Annual General Meeting, the proposed resolution is as follows:

*"The candidates named below under Sections 9.1 to 9.5 are each elected as members of the Supervisory Board with effect from the end of this Annual General Meeting. In accordance with Section 8 (2) of the company's Articles of Association, the candidates named under Sections 9.1 and 9.2 below are elected for the period until the end of the Annual General Meeting that resolves on the discharge of the newly elected Supervisory Board members for the fourth financial year after the start of the term of office, while the candidates named under Sections 9.3 to 9.5 below are elected for the period until the end of the Annual General Meeting that resolves on the discharge of the newly elected Supervisory Board members for the second financial year after the start of the term of office. The financial year in which the term of office begins is not included in this calculation. The term of office of the newly elected members of the Supervisory Board named under Sections 9.1 and 9.2 below is therefore expected to end at the end of the Annual General Meeting in 2030, while the term of office of the newly elected members of the Supervisory Board named below under Sections 9.3 to 9.5 is expected to end at the end of the Annual General Meeting in 2028. This appointment will also continue to apply in the event that the merger of flatex Projektgesellschaft Alpha AG into flatexDEGIRO AG is entered in the commercial register of flatexDEGIRO AG, whereby flatexDEGIRO AG will assume the legal form of an SE (see agenda item 13).*

- 9.1 Mr. Stefan Müller  
General Representative of Börsenmedien AG, Kulmbach, resident in Küps
- 9.2 Mr. Bernd Förtsch  
Chairman of the Management Board of Börsenmedien AG, Kulmbach, resident in Kulmbach
- 9.3 Mr. Hans-Hermann Anton Lotter  
Operating Partner in investment companies of Advent International and advisor on private equity investments, mergers & acquisitions and restructuring, resident in Como, Italy
- 9.4 Ms. Martina Ulrike Pfeifer-Braks  
Managing Director of Whistler GmbH, Frankfurt am Main, resident in Frankfurt am Main
- 9.5 Mrs. Sarna Marie Elisabeth Röser  
Member of the Management of Röser FAM GmbH & Co KG and FAIR VC GmbH, both Mundelsheim, resident in Ludwigsburg"

We propose ("**countermotion**") that the published proposal of the Supervisory Board on agenda item 9 with regard to the term of office of the Supervisory Board members be adopted with the following proviso:

*"The candidates named below under Sections 9.1 to 9.5 are each elected as members of the Supervisory Board with effect from the end of this Annual General Meeting. In accordance with Section 8 (2) of the company's Articles of Association, **the candidates named under Sections 9.1 and 9.2 below are elected for the period until the end***

*of the Annual General Meeting that resolves on the discharge of the newly elected Supervisory Board members for the third financial year after the start of the term of office, and the candidates named under Sections 9.3 to 9.5 below are elected for the period until the end of the Annual General Meeting that resolves on the discharge of the newly elected Supervisory Board members for the second financial year after the start of the term of office. The financial year in which the term of office begins is not included in this calculation.*

*The term of office of the newly elected members of the Supervisory Board named under Sections 9.1 and 9.2 below is therefore expected to end at the end of the Annual General Meeting in 2029 and that of the newly elected members of the Supervisory Board named under Sections 9.3 to 9.5 below is therefore expected to end at the end of the Annual General Meeting in 2028. This appointment will also continue to apply in the event that the merger of flatex Projektgesellschaft Alpha AG into flatexDEGIRO AG is entered in the commercial register of flatexDEGIRO AG, whereby flatexDEGIRO AG will assume the legal form of an SE (see agenda item 13).*

- 9.1 *Mr. Stefan Müller*  
*General Representative of Börsenmedien AG, Kulmbach, resident in Küps*
- 9.2 *Mr. Bernd Förtsch*  
*Chairman of the Management Board of Börsenmedien AG, Kulmbach, resident in Kulmbach*
- 9.3 *Mr. Hans-Hermann Anton Lotter*  
*Operating Partner in investment companies of Advent International and advisor on private equity investments, mergers & acquisitions and restructurings, resident in Como, Italy*
- 9.4 *Ms. Martina Ulrike Pfeifer-Braks*  
*Managing Director of Whistler GmbH, Frankfurt am Main, resident in Frankfurt am Main*
- 9.5 *Mrs. Sarna Marie Elisabeth Röser*  
*Member of the Management of Röser FAM GmbH & Co KG and FAIR VC GmbH, both Mundelsheim, resident in Ludwigsburg"*

#### **Justification:**

A shorter term of office for Mr. Bernd Förtsch and Mr. Stefan Müller in relation to the Supervisory Board's proposal is more in line with international standards and thus meets the expectations of (international) investors more, as this ensures greater flexibility in the composition of the Supervisory Board and enables more regular monitoring of the Supervisory Board's work by the Annual General Meeting.

Yours sincerely



GfBk Gesellschaft für Börsenkommunikation mbH

Michaela Förtsch

Managing Director

**Attachments:**

1) Proof of shareholder status

2) Extract from the commercial register of GfBk