



AKTIEN. ONLINE. HANDELN.

Supplement No 1

dated 21 October 2020

pursuant to Article 23 of the Regulation (EU) 2017/1129 of the European Parliament and Council of 14 June 2017

to the Prospectus dated 25 September 2020

for the admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard)

of

27,223,137 fully paid-up, no-par value ordinary registered shares (*Stückaktien*)

each with a calculated notional amount of EUR 1.00 per share and with full dividend rights for the financial year ending 31 December 2020, and for all subsequent financial years

of

flatex AG

a stock corporation (Aktiengesellschaft) incorporated under the laws of Germany

ISIN: DE000FTG1111

WKN: FTG111

Ticker Symbol: FTK

Financial Adviser

JEFFERIES

Listing Agent

BankM

This supplement No. 1 (the "**Supplement**") is supplemental to, and should be read in conjunction with, the approved prospectus dated 25 September 2020 (the "**Prospectus**") of flatex AG, Rotfeder-Ring 7, 60327 Frankfurt am Main, Federal Republic of Germany, telephone +49-69-450001-0, homepage: www.flatex.com, having its registered seat in Frankfurt am Main, Germany, is registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main, Germany, under docket number HRB 103516 and has the LEI 529900IRBZTADXJB6757, (the "**Company**"). This Supplement and the Prospectus are available on the internet at the Company's website at www.flatex.com. Print copies of the Prospectus and this Supplement will also be available free of charge during regular business hours at the Company's registered office.

The Company, together with BankM AG, Mainzer Landstraße 61, 60329 Frankfurt am Main, Germany (homepage: www.BankM.de), LEI 5299001H21LR9DLCC127 (the "**Listing Agent**") and Jefferies GmbH, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany (homepage: www.jefferies.com), LEI 5493004I3LZM39BWHQ75 ("**Jefferies**" or the "**Financial Adviser**"), assume responsibility for the content of this Supplement and of the Prospectus and declare that the information contained in this Supplement together with the Prospectus, is, to the best of their knowledge, in accordance with the facts and that this Supplement together with the Prospectus makes no omissions likely to affect its import.

If any claims are asserted before a court of law based on the information contained in this Prospectus, the investor appearing as plaintiff may have to bear the costs of translating this Prospectus prior to the commencement of the court proceedings pursuant to the national legislation of the member states of the European Economic Area (the "**EEA**").

Terms defined in the Prospectus have the same meaning when used in this Supplement. All references in the Prospectus to "the Prospectus", "this Prospectus", or any other similar expression, in particular regarding confirmations and representations as to the information contained therein, shall be deemed to also refer to this Supplement. To the extent that there is any inconsistency between (a) any statements in this Supplement and (b) any other statement in the Prospectus, the statements in (a) above will prevail. Page references in this Supplement refer to pages in the Prospectus, unless otherwise indicated.

On 21 October 2020, in order to accomplish the planned Up-Listing (as defined in the Prospectus) of the Company's entire share capital on the regulated market (Prime Standard) of the Frankfurt Stock Exchange, the Company is amending the subject matter of the Prospectus to:

- (a) reflect a significant new factor in relation to the Company's fully paid-up capital, which occurred after the date of the Prospectus, by describing the increase of the Company's fully paid up capital from 27,223,137 Shares to 27,273,137 Shares resulting from issuance of 50,000 subscription shares, utilizing part of the Contingent Capital 2014 (as defined in the Prospectus); and
- (b) correct a material mistake in relation to the description of Company's entire share capital, by amending references to the Company's entire share capital to include both the (now revised) 27,273,137 issued, fully paid-up, no-par value ordinary registered shares (*Stückaktien*) each with a calculated notional amount of EUR 1.00 per share and with full dividend rights for the financial year ending 31 December 2020, and for all subsequent financial years, but also the 583,500 contingent capital shares created to secure subscription rights granted to members of the Company's management board and to employees pursuant to the resolution of the General Shareholders' Meeting on 30 October 2014 resolving that the Company's share capital be contingently increased by up to 406,000 shares and the resolution of the General Shareholders' Meeting on 28 August 2015 resolving that the Company's share capital be contingently increased by up to 177,500 shares.

In addition, this Supplement amends the Prospectus to correct mistakes discovered: (i) in section 3.3 of the Prospectus – correcting the number of global share certificates representing the Company's Shares (six global share certificates instead of 'a global share certificate'), and (ii) in paragraph 7 of Section 15.5 by correcting a mistake in the calculation of the Company's share capital (from EUR 19,559,637.00 to EUR 19,595,637.00).

As a result, the Prospectus is supplemented and amended as follows:

Amendments to the Front Page

1. *The first paragraph on the front cover is replaced with the following:*

Prospectus

for the admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard)

of

the Company's entire share capital amount to 27,856,637 ordinary registered shares (*Stückaktien*) comprising 27,273,137 fully paid-up, no-par value ordinary registered shares (*Stückaktien*) each with a calculated notional amount of EUR 1.00 per share and with full dividend rights for the financial year ending 31 December 2020, and for all subsequent financial years; and 583,500 contingent capital shares created to secure subscription rights granted to members of the Company's management board and to employees pursuant to the resolution of the General Shareholders' Meeting on 30 October 2014 resolving that the Company's share capital be contingently increased by up to 406,000 shares ("**Contingent Capital 2014**") and the resolution of the General Shareholders' Meeting on 28 August 2015 resolving the that the Company's share capital be contingently increased by up to 177,500 shares ("**Contingent Capital 2015**")

of

flatex AG

a stock corporation (Aktiengesellschaft) incorporated under the laws of Germany

ISIN: DE000FTG1111

WKN: FTG111

Ticker Symbol: FTK

Financial Adviser

JEFFERIES

Listing Agent

BankM

Amendments to the section titled "I. Prospectus Summary" beginning on page S-1 of the Prospectus

2. In subsection "C.1 – What are the Main Features of the Securities?" on page S-5, the first paragraph is replaced with the following:

This Prospectus relates to the admission of the Shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard) of the entire share capital of the Company, in an amount of 27,856,637 ordinary no par value registered shares (*Stückaktien*) comprising 27,273,137 fully paid-up, no-par value ordinary registered shares (*Stückaktien*) and up to 583,500 contingent capital shares created pursuant to the Company's Contingent Capital 2014 and Contingent Capital 2015 to secure subscription rights granted to members of the Company's management board and to employees, each with a calculated notional amount of EUR 1.00 per Share.

3. In subsection "C.1 – What are the Main Features of the Securities?" on page S-5, the paragraph under the subheading "Number and Nature of Shares" is replaced with the following:

Number and Nature of Shares – As of the date of this Prospectus, the Company's share capital amounts to 27,856,637 shares. All Shares of the Company are ordinary registered shares with no-par value (*Stückaktien*) each representing a notional value of EUR 1.00 per Share. 27,273,137 of the Company's shares are fully paid-up. The remaining 583,500 shares are contingent capital shares created pursuant to the Company's Contingent Capital 2014 and Contingent Capital 2015, to secure subscription rights granted to members of the Company's management board and to employees.

4. In subsection "D.3 – Why is this Prospectus being Produced?" on page S-7, the paragraph under the subheading "Reasons for the Admission to Trading" is replaced with the following:

Reasons for the Admission to Trading

This Prospectus relates to the admission of the Shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard) ("**FSE Prime**") (the "**Up-Listing**") of the entire share capital of the Company, i.e. 27,856,637 no-par value ordinary registered shares, each with a calculated notional amount of EUR 1.00 per Share.

Amendments to the section titled "II. Prospektzusammenfassung" beginning on page S-8 of the Prospectus

5. In subsection "C.1 – Welches sind die wichtigsten Merkmale der Wertpapiere?" on page S-12, the first paragraph is replaced with the following:

Dieser Prospekt bezieht sich auf die Zulassung der Aktien zum Handel am regulierten Markt der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung des gesamten Grundkapitals der Gesellschaft in Höhe von 27.856.637 auf den Namen lautenden Stammaktien mit einem rechnerischen Nennwert von jeweils EUR 1,00 je Aktie (*Stückaktien*) – bestehend aus 27.273.137 voll einbezahlten auf den Namen lautenden Stammaktien (*Stückaktien*) und bis zu 583.500 Aktien aus bedingtem Kapital, die gemäß dem Bedingten Kapital 2014 und dem Bedingten Kapital 2015 der Gesellschaft geschaffen wurden, um Bezugsrechte zu sichern, die den Mitgliedern des Vorstands der Gesellschaft und den Mitarbeitern gewährt werden – zu einem Teilbereich des regulierten Marktes der Frankfurter Wertpapierbörse mit weiteren Zulassungsfolgepflichten (Prime Standard).

6. In subsection "C.1 – Welches sind die wichtigsten Merkmale der Wertpapiere?" on page S-12, the paragraph under the subheading "Anzahl und Art der Aktien –" is replaced with the following:

Anzahl und Art der Aktien – Zum Datum dieses Prospekts besteht das Grundkapital der Gesellschaft aus 27,856,637 Aktien. Sämtliche Aktien der Gesellschaft sind auf den Namen lautende Stückaktien mit einem anteiligen Betrag des Grundkapitals von je EUR 1,00 je Aktie. 27.273.137 Aktien der Gesellschaft sind voll einbezahlt. Die übrigen 583.500 Aktien sind bedingte Kapitalanteile, die im Rahmen des Bedingten Kapitals 2014 und des Bedingten Kapitals 2015 der Gesellschaft geschaffen wurden, um

Bezugsrechte zu sichern, die Mitgliedern des Vorstands der Gesellschaft und Mitarbeitern gewährt wurden.

7. In subsection "D.3 – Weshalb wird dieser Prospekt erstellt?" on page S-14, the paragraph under the subheading "Gründe für die Börsennotierung" is replaced with the following:

Gründe für die Börsennotierung

Dieser Prospekt bezieht sich auf die Zulassung der Aktien zum Handel am regulierten Markt der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung des gesamten Grundkapitals der Gesellschaft – bestehend aus 27.856.637 auf den Namen lautenden Stammaktien mit einem rechnerischen Nennwert von jeweils EUR 1,00 je Aktie (*Stückaktien*) – zu einem Teilbereich des regulierten Marktes der Frankfurter Wertpapierbörse mit weiteren Zulassungsfolgepflichten (*Prime Standard*) ("**FSE Prime**") ("**Up-Listing**").

Amendments to the section titled "2. General Information" beginning on page 9 of the Prospectus

8. In subsection "2.3 Subject Matter of this Prospectus" on page 9, the first paragraph is replaced with the following:

This Prospectus relates to the admission of the Shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), with simultaneous admission to the sub-segment thereof with additional post-admission obligations (*Prime Standard*) ("**FSE Prime**") (the "**Up-Listing**") of the entire share capital of the Company, i.e. 27,856,637 no-par value ordinary registered shares, each with a calculated notional amount of EUR 1.00 per Share comprising 27,273,137 fully paid-up, no-par value ordinary registered shares (*Stückaktien*) and 583,500 contingent capital shares created to secure subscription rights granted to members of the Company's management board and to employees pursuant to the resolution of the General Shareholders' Meeting on 30 October 2014 resolving that the Company's share capital be contingently increased by up to 406,000 shares ("**Contingent Capital 2014**") and the resolution of the General Shareholders' Meeting on 28 August 2015 resolving that the Company's share capital be contingently increased by up to 177,500 shares ("**Contingent Capital 2015**").

Amendments to the section titled "3. The Listing" beginning on page 13 of the Prospectus

9. In subsection "3.2 ISIN, WKN, Trading symbol" on page 13, the first paragraph is replaced with the following:

As of the date of this Prospectus, the Company's fully paid in share capital amounts to EUR 27,273,137.00 and is divided into 27,273,137 Shares. Of such Shares, 7,500,000 were issued on 30 July 2020 and offered to DEGIRO shareholders in the acquisition of DEGIRO (the "**DEGIRO Acquisition Shares**") (for further details see: "5.1 Description of acquisition of DEGIRO") and are trading under a separate ISIN (ISIN: DE000FTG1202) and WKN (WKN: FTG120) until the conclusion of flatex's annual general shareholders' meeting ("**General Shareholders' Meeting**"), expected to take place on or around 20 October 2020. After the annual General Shareholders' Meeting, the DEGIRO Acquisition Shares separate ISIN and WKN will be merged into the ISIN and WKN of the Shares. After such point, all Shares (with full dividend rights as of 1 January 2020) can be identified as follows:

10. In subsection "3.3 Form, Voting Rights, Disposal Restrictions and Transferability" on page 13, the second paragraph is replaced with the following:

The Company's current share capital in the amount of EUR 27,856,637.00 divided into 27,856,637 Shares is represented by six global share certificates without dividend coupons, bearing a blank endorsement (*Blankoindossament*), held with Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany ("**Clearstream**").

Amendments to the section titled "15. Share Capital of the Company and Applicable Regulations" beginning on page 67 of the Prospectus

11. In subsection "15.1 Share Capital and Description of Shares" on page 67, the first paragraph is replaced with the following:

The share capital of the Company amounts to EUR 27,856,637.00 and is divided into 27,856,637 ordinary registered shares with no par value (*Stückaktien*) with a calculated value of EUR 1.00 per Share in the share capital. Of such shares, 27,273,137 of the Company's shares are fully paid-up with full dividend rights for the financial year ending 31 December 2020, and for all subsequent financial years; and the remaining 583,500 shares are contingent capital shares created pursuant to the Company's Contingent Capital 2014 and Contingent Capital 2015, to secure subscription rights granted to members of the Company's management board and to employees.

12. In subsection "15.4 Contingent Capital" on page 69, a sentence is added at the end of the second paragraph:

Until 21 October 2020, pursuant to an additional 50,000 exercised subscription rights, the Contingent Capital 2014 amounts to EUR 406,000.00.

13. In subsection "15.5 Development of Share Capital" on page 70, the seventh paragraph is replaced with the following text:

Further, until 31 December 2019, the Company's share capital increased by EUR 40,000.00 to EUR 19,595,637.00 as a result of the issuance of 40,000 subscription shares, utilizing part of the Contingent Capital 2014.

14. Finally, in subsection "15.5 Development of Share Capital" on page 70, the below paragraph is added at the end of the section:

Until 21 October 2020, the Company's share capital further increased by EUR 50,000.00 to EUR 27,273,137 as a result of the issuance of 50,000 subscription shares, utilizing part of the Contingent Capital 2014.