Annual General Meeting
of flatexDEGIRO AG on 02 June 2025

To item 12 of the agenda:

Report of the Management Board to the Annual General Meeting pursuant to Section 186 (4) sentence 2 AktG in conjunction with Section 221 (4) sentence 2 AktG regarding the creation of new Conditional Capital 2025, partly with the option to exclude subscription rights

In accordance with Section 186 (4) sentence 2 AktG in conjunction with Section 221 (4) sentence 2 AktG, the Management Board has submitted a written report on the reasons for the exclusion of subscription rights under item 12 of the agenda. This report will be 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 2025", from the time the Annual General Meeting is convened and also throughout the Annual General Meeting. The report is published as follows:

The Management Board and Supervisory Board propose to the Annual General Meeting to be held on 02 June 2025 under agenda item 12 to grant a new authorisation to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (together "**bonds**"). The issue of bonds in accordance with the new authorisation should be possible in certain cases with the exclusion of subscription rights.

The new authorisation is intended to give flatexDEGIRO AG greater leeway in financing its activities and, in particular, to enable the management to react quickly and flexibly to favorable capital market conditions.

According to the proposed resolution under agenda item 12, the Management Board is authorised, with the approval of the Supervisory Board, to issue bonds with a total nominal value of up to EUR 22,026,909.00 on one or more occasions until 01 June 2030. Shareholders are generally entitled to the statutory subscription right to bonds that are linked to conversion or option rights or conversion or option obligations (Section 221 (4) AktG in conjunction with Section 186 (1) AktG). In order to facilitate processing, it should be possible to make use of the option to issue the bonds to one or more credit institutions or companies within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer the bonds to shareholders in accordance with their subscription rights (indirect subscription right).

However, under the following conditions, the Management Board is authorised to exclude shareholders' subscription rights with the approval of the Supervisory Board:

a) The Management Board is authorised, with the approval of the Supervisory Board, to completely exclude shareholders' subscription rights insofar as bonds are issued against cash payment at an issue price that is not significantly lower than the market value of these bonds. This gives the company the opportunity to take advantage of favorable market situations quickly and at very short notice and to achieve better conditions for the bonds by setting the conditions close to

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the market. It would not be possible to set conditions close to the market and achieve a smooth placement if the subscription right were maintained. Pursuant to Section 186 (2) sentence 2 AktG, the subscription price (and thus the conditions of the bonds) must be published at least three days before the end of the subscription period. There would then be a risk that the market conditions would change during this period and therefore the conditions of the bonds would no longer be in line with the market. This risk would have to be countered by applying discounts, for example on the interest rate or the issue price of the bonds, as security. The bonds would therefore ultimately not be placed at optimal market conditions. The granting of a subscription right also jeopardizes the successful placement with third parties or involves additional expenses due to the uncertainty of its exercise (subscription behaviour). Finally, if subscription rights are granted, the company cannot react quickly to favorable or unfavorable market conditions due to the length of the subscription period.

In accordance with Section 221 (4) sentence 2 AktG, the provision of Section 186 (3) sentence 4 AktG applies mutatis mutandis to the exclusion of subscription rights when issuing bonds against cash payment.

Accordingly, this option to exclude subscription rights can only be exercised for bonds with conversion or option rights or conversion or option obligations on shares with a proportionate amount of the share capital of a maximum of 10%. The amount of the share capital at the time the authorisation becomes effective and - if this amount is lower - at the time this authorisation is exercised is decisive. The share capital attributable to new shares that are issued or sold during the term of this authorisation with the exclusion of subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG is counted towards the aforementioned 10% limit. This applies both to shares issued from authorised capital with the exclusion of shareholders‘ subscription rights in accordance with Section 203 (1) AktG in conjunction with Section 186 (3) sentence 4 AktG and to treasury shares sold during the term of this authorisation on the basis of an authorisation with the exclusion of shareholders‘ subscription rights.

Section 186 (3) sentence 4 AktG stipulates that if shares are issued with the exclusion of subscription rights in accordance with this provision, the issue price of the shares may not be significantly lower than the stock market price. This is intended to ensure that there is no significant economic dilution of the value of the shares and that shareholders have the opportunity to maintain their share in the company‘s share capital by purchasing additional shares on the stock exchange at approximately the same conditions. Whether such a dilution effect occurs with the issue of bonds without subscription rights can be determined by calculating the hypothetical stock exchange price (market value) of the bonds using recognized, in particular financial mathematical methods and comparing it with the issue price. If, after due examination by the Management Board, this issue price is only insignificantly lower than the hypothetical stock market price (market value) at the time the bonds are issued, the calculated market value of a subscription right would fall to almost zero. Since the shareholders cannot suffer any significant economic disadvantage as a result of the exclusion of subscription rights due to the insignificant

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discount, the exclusion of subscription rights is permissible in accordance with the meaning and purpose of the provision of Section 186 (3) sentence 4 AktG.

Irrespective of this review by the Management Board, the determination of conditions in line with the market and thus the avoidance of a significant dilution of value in the event of a book-building process is guaranteed. In this procedure, the conditions of the bonds are determined on the basis of the purchase applications submitted by investors and the total value of the bond is thus determined in line with the market.

b) The Management Board is also authorised to exclude shareholders' subscription rights if the bonds are to be issued against non-cash contributions. This is intended to strengthen the company's ability to compete for interesting acquisition targets and enable it to react quickly and flexibly when opportunities arise. The use of this authorisation may also be useful to achieve an optimal financing structure. The authorisation enables the company to offer bonds to third parties in the context of business combinations or for the purpose of acquiring (including indirectly) companies, parts of companies, interests in companies or other assets or claims to the acquisition of assets or claims against the company or its Group companies within the meaning of Section 18 AktG. The authorisation is also intended to provide the option of granting the holders of certificated or uncertificated monetary claims bonds instead of cash payment, for example if the company has initially undertaken to pay a cash amount when acquiring a company and bonds are subsequently to be granted instead of cash.

The Management Board will carefully examine in each individual case whether it will make use of the authorisation to issue bonds with conversion or option rights or conversion or option obligations against contributions in kind with exclusion of subscription rights. It will only do so if this is in the interests of the company and therefore its shareholders. The company will not suffer any disadvantage from this, as the issue of bonds against contributions in kind requires that the value of the contribution in kind is in reasonable proportion to the value of the new bonds issued in return. When determining the value of the bonds issued as consideration, the Management Board will generally be guided by the theoretical market value of the bonds determined using recognized financial mathematical methods, derived from the stock exchange price of the shares of flatexDEGIRO AG, or the market value of the bonds determined using a recognized market-based method.

c) Furthermore, the exclusion of subscription rights in favor of the holders of already issued bonds with conversion or option rights or conversion or option obligations or warrants is possible with regard to the protection against dilution to which they are generally entitled under the terms and conditions of the bonds. In addition to the possibility of reducing the conversion or option price, this protection against dilution usually provides for the holders or creditors of the bonds or warrants to be granted a subscription right to new shares in the event of a subsequent issue of further bonds, as shareholders are entitled to. This puts them in the same position as if they were already shareholders. Granting a subscription right in this way makes it possible to prevent the conversion or option price of previously issued bonds or warrants from having to be reduced. This ensures a higher issue price for the shares that are issued when the conversion or option is exercised.

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In order to be able to grant subscription rights to the holders of previously issued bonds as protection against dilution, shareholders‘ subscription rights to the new bonds used for this purpose must be excluded.

d) Finally, an authorisation to exclude subscription rights for fractional amounts is provided for. This serves to ensure that a practicable subscription ratio can be presented with regard to the amount of the respective issue. Without the exclusion of subscription rights for fractional amounts, the technical implementation of the capital increase and the exercise of subscription rights would be considerably more difficult, particularly when issuing bonds with round amounts. The bonds excluded from shareholders‘ subscription rights as fractional amounts are either sold on the stock exchange or otherwise realized in the best possible way for the company.

The individual authorisations granted above to exclude subscription rights apply in total only to bonds with conversion or option rights or conversion or option obligations on shares with a proportionate amount of the share capital that may not exceed 10% of the company‘s share capital, either at the time this authorisation becomes effective or - if this amount is lower - at the time this authorisation is exercised. If, during the term of this authorisation until it is exercised, other authorisations to issue shares in the company or to issue rights that enable or obligate the subscription of shares in the company are exercised and subscription rights are excluded, this shall be offset against the aforementioned 10% limit.

If profit participation rights or participating bonds without conversion or option rights or conversion or option obligations are to be issued, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders‘ subscription rights altogether if these profit participation rights or participating bonds have bond-like features, i.e. do not establish any membership rights in the company, do not grant any participation in liquidation proceeds and the amount of interest is not calculated on the basis of the amount of net income for the year, the balance sheet profit or the dividend. It is also necessary that the interest rate and the issue amount of the profit participation rights or participating bonds correspond to the current market conditions at the time of issue. If the aforementioned requirements are met, the exclusion of subscription rights does not result in any disadvantages for the shareholders, as the profit participation rights or participating bonds do not establish any membership rights and also do not grant any share in the liquidation proceeds or in the profit of the company, and therefore do not convey any position comparable to that of a shareholder.

There are currently no concrete plans to exercise the authorisation to issue bonds. Corresponding anticipatory resolutions with the option to exclude subscription rights are common practice both nationally and internationally. In any case, the Management Board will carefully examine whether the exercise of the authorisation and, in particular, the exclusion of subscription rights is in the interests of the company and its shareholders.

If the proposed authorisation is exercised, the Management Board will report on this at the next Annual General Meeting.

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