

Annual General Meeting of flatexDEGIRO AG on 13 June 2023

Explanatory notes on the rights of shareholders pursuant to Sections 122(2), 126(1) and (4), 127, 130a, 131(1), 118a(1) sentence 2 no. 8 in conjunction with Section 245 of the German Stock Corporation Act ("AktG")

On the basis of Section 118a AktG in conjunction with Section 26n(1) of the Introductory Act to the German Stock Corporation Act ("**EGAktG**"), the Management Board of flatexDEGIRO AG ("**Company**") has decided, with the consent of the Supervisory Board, to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting.

The notice convening the Annual General Meeting already contains information on the rights of the shareholders pursuant to Section 122(2), 126(1) and (4), Section 127, Section 130a, Section 131(1), Section 118a(1) sentence 2 no. 8 in conjunction with Section 245 of the German Stock Corporation Act (AktG), in particular on the deadlines for exercising these rights. The following information serves to further explain these shareholder rights and the special features that arise due to the fact that the Annual General Meeting is held as a virtual Annual General Meeting.

1. Requests for additions to the agenda pursuant to Section 122(2) AktG

Pursuant to Section 122(2) of the German Stock Corporation Act (AktG), shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) may 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. The request must be made in writing (within the meaning of Section 122(2) in conjunction with (1) sentence 1 AktG) to the executive board of the company and must be received by the company at least 30 days prior to the day of the general meeting; the day of the general meeting and the day of receipt shall not be included in this calculation.

The last possible date of receipt is therefore Saturday, 13 May 2023, 24:00 hours (Central European Summer Time - CEST). Requests for supplements received after this time will not be considered.

The request shall be made in writing to the Board of Directors of the Company in any event at the following address:

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

In order to avoid delays due to postal delivery times, we request that any requests for additions to the agenda be addressed as aforementioned and additionally submitted in advance by fax to +49 (0)89 889 690 655 or by e-mail to flatexdegiro@better-orange.de.

Pursuant to Section 122(2) in conjunction with (1) sentence 3 of the German Stock Corporation Act (AktG), the applicants must prove that they have held the shares for at least 90 days prior to the day of receipt of the request and that they will hold the shares until the decision of the board of directors on the request. The following shall apply to the calculation of the shareholding period: The day of receipt of the request shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the Civil Code shall not apply mutatis mutandis. Certain shareholding periods of third parties shall be credited in accordance with Section 70 AktG.

Additions to the agenda to be announced shall be published in the Federal Gazette without undue delay after their receipt by the Company - unless they have already been announced with the convening notice - and shall be forwarded for publication at the latest at the time of such announcement to such media which may be expected to disseminate the information throughout the European Union.

They will also be made available on the Internet at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023" and communicated to the shareholders in accordance with Section 125 AktG.

The regulations of the Stock Corporation Act underlying this shareholder right are as follows:

Section 122(1) and (2) (convocation at the request of a minority)

"(1) ¹The general meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request the convening in writing, stating the purpose and the reasons; the request shall be addressed to the executive board. ²The articles of association may make the right to demand the convocation of the general meeting subject to another form and to the holding of a smaller proportion of the share capital. ³The applicants shall prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the decision of the executive board on the request. ⁴Section 121(7) shall apply accordingly.

(2) ¹In the same manner, shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of 500,000 euros may demand that items be placed on the agenda and announced. ²Each new item must be accompanied by a statement of reasons or a draft resolution. ³The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt shall not be counted."

Section 121(7) (General)

"(7) ¹In the case of periods and dates calculated back from the meeting, the day of the meeting shall not be counted. ²A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. ³Sections 187 to 193 of the Civil Code shall not apply mutatis mutandis. ⁴In the case of non-listed companies, the articles of association may determine a different calculation of the period."

Section 70 (Calculation of the shareholding period)

"¹ If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, an investment firm or an enterprise operating pursuant to Section 53(1) sentence 1 or Section 53b(1) sentence 1 or (7) of the German Banking Act shall be deemed equivalent to ownership. ²The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to Section 13 of the Insurance Supervision Act (Versicherungsaufsichtsgesetzes) or Section 14 of the Building Societies Act (Gesetzes über Bausparkassen)."

Section 124 (1) (Publication of requests for amendments; proposals for resolutions)

"(1) ¹If the minority has requested in accordance with Section 122(2) that items be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise without undue delay after receipt of the request. ²Section 121(4) shall apply mutatis mutandis; in addition, Section 121(4a) shall apply mutatis mutandis to listed companies. ³Notice and delivery shall be made in the same manner as for the convening of the meeting.

Section 125(1) and (2) (Notices to shareholders and to members of the supervisory board)

"(1) ¹The board of directors of a company which has not issued registered shares only shall give not less than 21 days' notice of a general meeting as follows:

- 1. the intermediaries holding shares in the Company,*
- 2. the shareholders and intermediaries who requested the notification, and*
- 3. the associations of shareholders who requested the notification or who exercised voting rights at the last general meeting.*

²The day of notification shall not be counted. ³If the agenda is to be amended pursuant to Section 122(2), the amended agenda shall be notified in the case of listed companies. ⁴In the notification, reference shall be made to the possibility of exercising the voting right by proxy, including by an association of shareholders. ⁵In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership in other supervisory boards to be established by law; information on their membership in comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.

(2) ¹The same notice shall be given by the board of directors of a company which has issued registered shares to those entered in the register of shareholders at the beginning of the 21st day before the general meeting and to shareholders and intermediaries who have requested the notice and to associations of shareholders who have requested the notice or who have exercised voting rights at the last general meeting."

2. Countermotions and election proposals pursuant to Section 126(1) and (4), Section 127 AktG

Shareholders of the Company or their authorised representatives may submit countermotions to proposals of the Executive Board and/or the Supervisory Board on specific items of the agenda as well as election proposals for the election of the auditor of the annual financial statements and the auditor of the consolidated financial statements and for the election of members of the Supervisory Board. Countermotions and election proposals are to be sent exclusively to:

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

Fax: +49 (0)89 889 690 655
E-mail: gegenantraege@better-orange.de

The Company will publish countermotions to a proposal of the Executive Board and/or the Supervisory Board on a specific agenda item pursuant to Section 126(1) of the German Stock Corporation Act (AktG) and election proposals pursuant to Section 127 of the German Stock Corporation Act (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 sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023", if they are received by the Company at the latest by 29 May 2023, 24:00 hours (CEST), at the above address, fax number or e-mail address and fulfil the further requirements for an obligation of the Company to make them available pursuant to Sections 126, 127 of the German Stock Corporation Act. Countermotions and election proposals by shareholders addressed otherwise shall be disregarded.

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

Motions or nominations by shareholders that are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been made at the time they are made available pursuant to Section 126(4) sentence 1 of the German Stock Corporation Act (AktG). This shall apply mutatis mutandis to motions on agenda items that are subsequently placed on the agenda by separate announcement on the basis of a supplementary motion by shareholders pursuant to Section 122(2) of the German Stock Corporation Act. If the shareholder who has submitted the motion or election proposal is not duly legitimised and registered for the general meeting, the motion does not have to be dealt with in the virtual general meeting.

Countermotions and election proposals may also be made during the virtual general meeting as part of the speech by way of video communication.

The right of the chairman of the meeting to first put the proposals of the administration to the vote remains unaffected by this (see on the authority of the chairman of the meeting to direct the meeting Article 17(2) of the Articles of Association, which is reproduced below). Should the proposals of the

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administration be adopted with the necessary majority, the counter-motions or (dissenting) election proposals shall be deemed to have been disposed of.

The provisions of the German Stock Corporation Act on which the above is based, which also determine the conditions under which countermotions and election proposals may not be made available, as well as the provisions of Article 17(2) of the Articles of Association, read as follows:

Section 126 Motions by shareholders

"(1) ¹Motions of shareholders, including the name of the shareholder, the statement of grounds and any statement of the management, shall be made available to the entitled persons referred to in Section 125(1) to (3) under the conditions stated therein, if the shareholder has sent a counter-motion against a proposal of the executive board and the supervisory board on a specific item of the agenda, together with the statement of grounds, to the address communicated for this purpose in the notice convening the meeting at least 14 days before the meeting of the company. ²The day of receipt shall not be counted. ³In the case of listed companies, such access shall be made available on the company's website. ⁴Section 125(3) shall apply mutatis mutandis.

(2) ¹A counter-motion and its justification need not be made accessible,

- 1. insofar as the Executive Board would render itself liable to prosecution by making it accessible,*
- 2. if the counter-motion would lead to a resolution of the general meeting contrary to the law or the articles of association,*
- 3. if the statement of reasons contains obviously false or misleading information in essential points or if it contains insults,*
- 4. if a counter-motion of the shareholder based on the same facts has already been made available to a general meeting of the company pursuant to Section 125,*
- 5. if the same counter-motion of the shareholder with substantially the same grounds has already been made available to at least two general meetings of the company pursuant to Section 125 in the last five years and less than one-twentieth of the share capital represented voted in favour of it at the general meeting,*
- 6. if the shareholder indicates that he will not attend the general meeting and will not be represented, or*
- 7. if the shareholder has not made or caused to be made a counter-motion communicated by him at two general meetings in the last two years.*

²The statement of reasons need not be made available if it exceeds 5,000 characters in total.

(3) If several shareholders make counter-motions on the same subject matter of the resolution, the executive board may combine the counter-motions and their reasons.

(4) ¹In the case of the virtual general meeting, motions to be made accessible pursuant to (1) to (3) shall be deemed to have been made at the time of making them

accessible. ²The company shall enable the voting right on these motions to be exercised as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right. ³Unless the shareholder who has made the proposal is duly authorised and, if registration is required, has duly registered for the general meeting, the proposal need not be dealt with at the meeting."

Section 127 Election proposals by shareholders

¹Section 126 shall apply *mutatis mutandis* to the proposal of a shareholder for the election of supervisory board members or auditors. ²The nomination need not be substantiated. ³The executive board need not make the nomination available even if the nomination does not contain the information pursuant to Section 124(3) sentence 4 and Section 125(1) sentence 5. ⁴ The management board shall provide the proposal of a shareholder for the election of supervisory board members of listed companies to which the Co-Determination Act (*Mitbestimmungsgesetz*), the Coal and Steel Co-Determination Act (*Montan-Mitbestimmungsgesetz*) or the Co-Determination Supplementary Act (*Mitbestimmungsergänzungsgesetz*) applies with the following contents:

1. Reference to the requirements of Section 96(2),
2. Indication of whether the overall fulfilment has been objected to pursuant to Section 96(2) sentence 3 and
- 3 Indication of how many of the seats on the supervisory board must be occupied at least by women and men respectively in order to comply with the minimum proportion requirement pursuant to Section 96(2) sentence 1".

Section 124(3) sentence 4 (announcement of requests for amendments; proposals for resolutions)

⁴The proposal for the election of supervisory board members or auditors shall state their names, occupation and place of residence."

Section 125(1) sentence 5 (Notices to shareholders and to members of the supervisory board)

⁵In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership in other statutory supervisory boards; information on their membership in comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed."

Article 17(2) of the Articles of Association of flatexDEGIRO AG as amended on 30 March 2023

"(2) The chairperson shall chair the meeting and determine the voting procedure. He shall determine the order in which the items on the agenda are to be dealt with and the manner and order of voting; in doing so, he may also determine an order of the items to be dealt with that deviates from the order in which they were convened."

3. Right to submit comments pursuant to Section 130a(1) to (4) AktG

Shareholders duly registered for the virtual Annual General Meeting or their proxies have the right to submit comments on items on the agenda by way of electronic communication prior to the Annual General Meeting (Section 130a(1) to (4) AktG).

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Comments must be submitted in text form via the password-protected Online service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023" no later than five days before the virtual Annual General Meeting, i.e. by 7 June 2023 (24:00 hours (CEST)). We kindly ask to limit the volume of comments to a reasonable amount in order to enable the shareholders to properly review the comments. A length of 10,000 characters should serve as a guideline.

The Company will publish statements that meet the above requirements, are submitted in German or English and are to be made available in accordance with the statutory provisions no later than four days prior to the virtual Annual General Meeting, i.e. by 8 June 2023 (24:00 hours (CEST)), stating the name of the submitting shareholder in the password-protected online service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023".

The submission of several statements is possible. By submitting a statement, the shareholder agrees that the statement will be made available on the password-protected online service under his or her name.

Any statements by the administration will also be published in the password-protected online service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023".

The opportunity to submit comments does not constitute an opportunity to submit questions in advance pursuant to Section 131(1a) AktG. Any questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in comments will not be considered in the virtual Annual General Meeting. These are to be submitted or declared exclusively pursuant to the rights specified under nos. 1, 2, 4, 5 and 6.

The regulations of the Stock Corporation Act underlying this shareholder right are as follows:

Section 130a(1) to (4) (right to comment and speak at virtual general meetings)

"(1) ¹In the case of a virtual general meeting, shareholders shall have the right to submit comments on the items on the agenda before the meeting by means of electronic communication using the address communicated for this purpose in the convening notice. ²The right may be restricted to shareholders duly registered for the meeting. ³The scope of the comments may be reasonably limited in the convening notice.

(2) Comments shall be submitted no later than five days before the meeting.

(3) ¹The submitted statements shall be made available to all shareholders no later than four days before the meeting. ²The disclosure may be limited to shareholders duly registered for the meeting. ³In the case of listed companies, such disclosure shall be made on the website of the company; in the case of sentence 2, disclosure may also be made on the website of a third party. ⁴ Section 126(2) sentence 1 nos. 1, 3 and 6 shall apply accordingly.

(4) Section 121(7) shall apply to the calculation of the time limits referred to in (2) and (3), first sentence."

4. Right to speak pursuant to Section 130a(5) and (6) AktG

Shareholders or their proxies who are duly registered and electronically connected to the Annual General Meeting shall have the right to speak at the meeting by way of video communication. Motions and election proposals pursuant to Section 118a(1) sentence 2 no. 3 AktG as well as all types of requests for information pursuant to Section 131 AktG may be part of the speech.

From the beginning of the Annual General Meeting, the password-protected online service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023", will provide a virtual registration table, through which the shareholders or their proxies can register to speak. Persons who have registered to speak via the virtual table will be activated for their speech in the password-protected online service. The chairman of the meeting will explain the procedure for requesting and speaking at the virtual general meeting in more detail.

Pursuant to Section 130a(6) of the German Stock Corporation Act (AktG), the Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and prior to the speech and to reject it if the functionality is not ensured. The minimum technical requirements for a live video feed are therefore an internet-capable device with a camera and microphone that can be accessed from the browser, as well as a stable internet connection.

Recommendations for an optimal functioning of the video communication can be found on the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023".

The regulations of the Stock Corporation Act underlying this shareholder right are as follows:

Section 130a(5) and (6) (right to comment and speak at virtual general meetings)

"(5) ¹Shareholders who are electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication. ² The form of video communication offered by the company shall be used for the speeches. ³ Motions and election proposals according to Section 118a(1) sentence 2 no. 3, the request for information according to Section 131(1), follow-up questions according to Section 131(1d) as well as further questions according to Section 131(1e) may be part of the speech. ⁴Section 131(2) sentence 2 shall apply accordingly.

(6) The company may reserve the right in the convening notice to check the functionality of the video communication between the shareholder and the company in the meeting and before the speech and to reject it if the functionality is not ensured."

5. Right to information pursuant to Section 131(1) AktG

Pursuant to Section 131(1) of the German Stock Corporation Act (AktG), duly registered shareholders or their proxies may request information from the Executive Board at the Annual General Meeting on matters concerning the Company, provided that the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse to provide information. The duty to provide information also extends to the legal and business relations of the company with affiliated companies as well as to the situation of the group and the companies included in the consolidated financial statements. In addition, the shareholders or their proxies have the right to ask questions on

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all answers given by the executive board in the virtual general meeting pursuant to Section 131(1d) AktG.

According to the articles of association of flatexDEGIRO AG, the chairman of the meeting is authorised to reasonably limit the time for shareholders' right to speak as well as their right to ask questions. In particular, the chairman of the meeting may, at the beginning or during the general meeting, set a reasonable time frame for the entire course of the general meeting, for the discussion of the individual items on the agenda and for the individual questions and speeches.

By order of the chairman of the meeting pursuant to Section 131(1f) of the German Stock Corporation Act, all types of information rights pursuant to Section 131 of the German Stock Corporation Act may be exercised in the virtual Annual General Meeting exclusively by way of video communication via the password-protected online service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023". It is intended that such a determination will be made by the chairman of the meeting at the virtual general meeting. No other submission of questions by way of electronic or other communication is envisaged either before or during the General Meeting.

In particular, a requirement by the Executive Board pursuant to Section 131(1a) AktG that questions be submitted in advance of the virtual general meeting is expressly not provided for. Accordingly, the right to information can be exercised at the virtual general meeting without the restrictions provided for by law in the event of such a requirement.

The information provided by the executive board shall comply with the principles of conscientious and faithful accountability. The executive board may refrain from answering individual questions for the reasons stated in Section 131(3) AktG, e.g. because the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the company or an affiliated company. In this context, a disadvantage is any significant impairment of the company's interest. This may, but need not necessarily, be a quantifiable financial loss. Information may also be refused if it relates to tax valuations or the amount of individual taxes.

There is also a right to withhold information about the difference between the value at which items have been recognised in the annual balance sheet and a higher value of these items (so-called hidden reserves), as well as about the accounting and valuation methods, insofar as the corresponding information in the notes to the annual financial statements is sufficient to provide a true and fair view of the company's net assets, financial position and results of operations; these grounds for withholding information do not apply if the annual general meeting adopts the annual financial statements. These rights to withhold information exist primarily to protect the company from damage by competitors and business partners.

Furthermore, the executive board may refuse to provide information if it would render itself liable to prosecution by providing the information. This right to refuse information serves the unity of the legal system. In such cases, the executive board is not only entitled but obliged to refuse to provide information. A right to refuse information also exists if the information is continuously accessible on the company's website for a period of at least seven days before the beginning and during the general meeting.

If information has been given to a shareholder outside the general meeting because of his capacity as a shareholder, it shall be given to any other shareholder at his request in the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. In this case, the executive

board may only refuse to provide the information if it would render itself liable to prosecution by providing the information or if the information is continuously accessible on the website of the company for a period of at least seven days before the beginning as well as during the general meeting.

The regulations of the Companies Act underlying the right to information, which also determine under which conditions the provision of information may be waived, are as follows:

Section 131(1), (1d), (1f), (2) to (5) (shareholder's right to information)

"(1) ¹Each shareholder shall, upon request, be provided with information at the general meeting by the executive board regarding the affairs of the company to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. ²The duty to provide information shall also extend to the legal and business relations of the company with an affiliated company. ³If a company makes use of the facilitations pursuant to Section 266(1), sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form they would have been presented without these facilitations. The duty of the management board of a parent company (Section 290(1), (2) of the Commercial Code) to provide information at the general meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.

(1d) ¹Each shareholder who is electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the board of directors before and at the meeting. ² (2) sentence 2 shall also apply to the right to ask questions.

(1f) ¹The chairman of the meeting may determine that the right to information under (1), the right to ask questions under (1d) and the right to ask questions under (1e) may be exercised in the general meeting exclusively by means of video communication.

(2) ¹The information shall comply with the principles of conscientious and faithful accountability. ²The articles of association or the rules of procedure pursuant to Section 129 may authorise the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and to determine further details in this respect.

- (3) ¹The executive board may refuse to provide information,*
- 1. insofar as the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable disadvantage to the company or an affiliated company;*
 - 2. insofar as it relates to tax valuations or the amount of individual taxes;*
 - 3. on the difference between the value at which items have been stated in the annual balance sheet and a higher value of such items, unless the annual general meeting adopts the annual financial statements;*
 - 4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes suffices to give a true and fair view of the net assets,*

financial position and results of operations of the company within the meaning of Section 264(2) of the German Commercial Code; this shall not apply if the annual general meeting adopts the annual financial statements;

5. *insofar as the Executive Board would render itself liable to prosecution by providing the information;*
6. *insofar as, in the case of a credit institution or financial services institution, information need not be provided on the accounting and valuation methods applied and offsets made in the annual financial statements, management report, consolidated financial statements or group management report;*
7. *to the extent that the information is continuously available on the Company's website for at least seven days prior to the commencement of and during the general meeting.*

²*Information may not be refused for other reasons.*

- (4) ¹*If information has been given to a shareholder outside the general meeting because of his capacity as a shareholder, it shall be given to any other shareholder at his request in the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. ²The executive board may not refuse to provide the information pursuant to (3), sentence 1, nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290(1), (2) of the Commercial Code), a joint venture (Section 310(1) of the Commercial Code) or an associated enterprise (Section 311(1) of the Commercial Code) provides the information to a parent enterprise (Section 290(1), (2) of the Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent enterprise and the information is required for this purpose.*
- (5) ¹*If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting. ²In the case of the virtual general meeting, it shall be ensured that every shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by way of electronic communication."*

In addition, the chairman of the meeting is authorised to take various measures of direction and order in the general meeting. The underlying provision in Article 17(3) of the Articles of Association of the Company (version 30 March 2023), which makes use of the authorisation of Section 131(2) sentence 2 AktG reproduced above, reads as follows:

"(3) The chairman may reasonably limit the shareholders' right to ask questions and to speak; he may, in particular, at the beginning of the general meeting or during its course, reasonably determine the time frame for the course of the meeting, for the discussion of the items on the agenda and for the individual question and speaking contribution. In determining the time available for the individual question and speech, the chairman of the meeting may distinguish between the first and repeated requests to speak and according to other appropriate criteria."

6. Objection to the minutes against resolutions of the general meeting pursuant to Section 118a(1) sentence 2 no. 8 AktG in conjunction with Section 245 AktG

The duly registered shareholders or their proxies who are electronically connected to the Annual General Meeting have the right to object to resolutions of the Annual General Meeting by means of electronic communication (Section 118a(1) sentence 2 no. 8 AktG in conjunction with Section 245 AktG). Such an objection can be declared from the beginning of the virtual Annual General Meeting until its end via the password-protected online service for the Annual General Meeting by clicking on the "Objection" button. Shareholders can obtain online access to the password-protected online service at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023" by entering the personal access data required for this purpose (shareholder number and access password), which they can find in the letter of invitation to the virtual Annual General Meeting sent to them. Those shareholders who have already deposited an access password of their own choice in the online service shall use this access password of their own choice instead of the one sent to them. The authorised representatives of the shareholders shall use the access data provided to them by the authorised representative or sent to them by the Company upon request.

The regulations of the Stock Corporation Act underlying this shareholder right are as follows:

Section 118(1) sentence 2 no. 8 (objection to the minutes)

"(2) ²If a virtual general meeting is held, the following requirements shall be complied with:

- 8. Shareholders connected electronically to the meeting shall be granted a right to object to a resolution of the general meeting by electronic communication."*

Section 245 (power to challenge)

"¹ The following shall be authorised to challenge

- 1. each shareholder appearing at the general meeting if he/she had already acquired the shares prior to the announcement of the agenda and has declared his/her objection to the resolution in the minutes;*

²In the case of a virtual general meeting, all shareholders who are electronically connected to the meeting shall be deemed to be present within the meaning of sentence 1 number 1."

7. Receipt of a voting confirmation pursuant to Section 118(1) sentences 3 to 5, (2) sentence 2 AktG or a proof of the vote count pursuant to Section 129(5) AktG

Pursuant to Section 118(1) sentence 3 of the German Stock Corporation Act, in the case of the electronic exercise of voting rights as well as pursuant to section 118(2) sentence 2 AktG for postal votes cast in writing or by means of electronic communication, access to the electronically cast vote or by postal vote must be provided to the casting party in accordance with the requirements pursuant to Art. 7(1) and Art. 9(5) subpara. 1 of the Commission Implementing Regulation (EU) 2018/1212 of 3. September 2018 laying down minimum requirements for implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, information transmission and facilitation of the exercise of shareholders' rights ("Implementing

Regulation (EU) 2018/1212") to be confirmed electronically or in writing by the Company. If the confirmation is given to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to Section 118(1) sentence 4 AktG.

Furthermore, pursuant to Section 129(5) sentence 1 of the German Stock Corporation Act (AktG), the person voting may request confirmation from the company within one month after the day of the general meeting, i.e. by 13 July 2023, as to whether and how his vote was counted. The company shall provide the confirmation in accordance with the requirements in Art. 7(2) and Art. 9(5) subpara. 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to Section 129(5) sentence 3 AktG. A request for proof of the vote count pursuant to section 129(5) AktG may be sent by e-mail to flatexdegiro@better-orange.de.

Our shareholders can also receive both the voting confirmation and the proof of the vote count electronically until the end of the Annual General Meeting on 13 June 2023 using the password-protected online service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com> under "Investor Relations" in the sub-section "Annual General Meeting & Prospectus", there under "Annual General Meeting 2023".

The regulations of the Stock Corporation Act underlying this shareholder right are as follows:

Section 118(1) and (2) (General)

"(1) ¹The shareholders shall exercise their rights in the affairs of the company at the general meeting, unless otherwise provided by law. ²The articles of association may provide or authorise the board to provide that shareholders may participate in the general meeting without being present at its place and without a proxy and may exercise all or any of their rights in whole or in part by electronic communication. ³In the case of electronic exercise of the voting right, the receipt of the electronically cast vote shall be confirmed electronically by the company to the person casting the vote in accordance with the requirements set out in Article 7(1) and Article 9(5), first subparagraph, of the Implementing Regulation (EU) 2018/1212. ⁴If the confirmation is given to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder. ⁵Section 67a(2) sentence 1 and (3) shall apply accordingly.

(2) ¹The articles of association may provide or authorise the executive board to provide that shareholders may cast their votes in writing or by electronic communication without attending the meeting (postal vote). ²(1) sentences 3 to 5 shall apply accordingly."

Section 129(5) (proof of vote count)

"(5) ¹The person voting may request confirmation from the company within one month of the day of the general meeting as to whether and how his vote was counted. ²The company shall provide the confirmation in accordance with the requirements in Article 7(2) and Article 9(5), second subparagraph, of the Implementing Regulation (EU) 2018/1212. ³If the confirmation is given to an intermediary, the intermediary shall send the confirmation to the shareholder without undue delay. Section 67a(2) first sentence and (3) shall apply mutatis mutandis."

The relevant provisions of the Implementing Regulation (EU) 2018/1212 are as follows:

This explanation and the reproduction of the legal and statutory provisions referenced herein, prepared for the convenience of English-speaking readers, is a translation of the German original(s). For purposes of interpretation the respective German version is the sole legally binding version.

Art. 7 (Format of acknowledgement of receipt and recording and counting of votes)

- "(1) The information and data elements that an acknowledgement of receipt of votes cast by electronic means referred to in the first subparagraph of Article 3c(2) of Directive 2007/36/EC shall contain as a minimum are set out in Table 6 of the Annex.*
- (2) The information and data elements that a confirmation of the recording and counting of votes cast by electronic means referred to in the second subparagraph of Article 3c(2) of Directive 2007/36/EC must contain as a minimum are set out in Table 7 of the Annex."*

Art. 9(5) (Time limits to be observed by issuers and intermediaries in case of corporate events and in shareholder identification procedures)

- "(5) ¹The confirmation of receipt of votes cast by electronic means referred to in Article 7(1) shall be sent to the person who cast the votes immediately after the votes have been cast. ²Confirmation of the recording and counting of votes pursuant to Article 7(2) shall be sent by the issuer in a timely manner and no later than 15 days after the proposal or the general meeting, whichever is later, unless the information is already available."*

8. Reference to Section 67(2) sentence 1 AktG

The shares of flatexDEGIRO AG are registered shares. Section 67(2) sentence 1 of the German Stock Corporation Act (AktG), which reads as follows, applies to these shares:

"¹ In relation to the company, rights and obligations arising from shares exist only for and against the person entered in the share register."