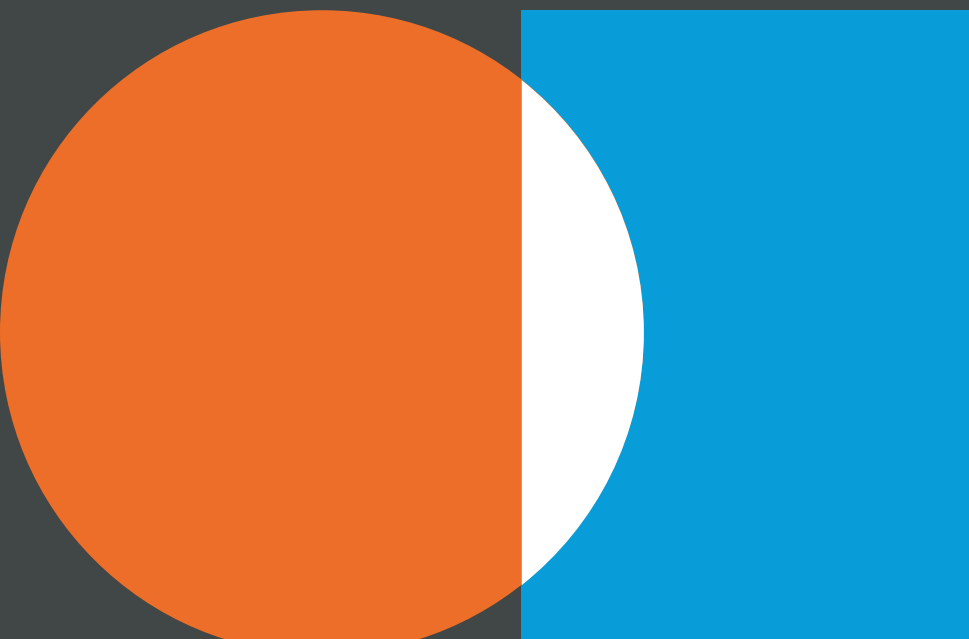


# Annual General Meeting 2025

CONVOCATION



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

Type of Disclosure

Description

**A. Content of the communication**

1. Unique identifier of the event	Virtual Annual General Meeting of flatexDEGIRO AG on 02 June 2025;  <b>in the format pursuant to Implementation Regulation (EU) 2018/1212: FTK_flatexDEGIRO_AG_AGM:062025</b>
2. Nature of the communication	Convocation of the Annual General Meeting;  <b>in the format pursuant to Implementation Regulation (EU) 2018/1212: NEWM ISO 20022: NEWM</b>

**B. Information on the issuer**

1. ISIN	<b>DE000FTG1111</b>
2. Name of the issuer	<b>flatexDEGIRO AG</b>

**C. Information on the Annual General Meeting**

1. Date of the Annual General Meeting	02 June 2025;  <b>in the format pursuant to Implementation Regulation (EU) 2018/1212: 20250602</b>
2. Time of the Annual General Meeting (start)	10:00 hours (CEST);  <b>in the format pursuant to Implementation Regulation (EU) 2018/1212: 08:00 hours UTC (Coordinated Universal Time)</b>
3. Nature of the Annual General Meeting	Ordinary Annual General Meeting as a virtual Annual General Meeting without physical presence of shareholders or their proxies at the venue of the Annual General Meeting (with the exception of the proxies appointed by the Company);  <b>in the format pursuant to Implementation Regulation (EU) 2018/1212: GMET; ISO 20022: GMET</b>
4. Venue of the Annual General Meeting	Uniform Resource Locator (URL) to the company’s password-protected online service for following the Annual General Meeting in audiovisual form and for exercising shareholders’ rights: <a href="https://www.flatexdegiro.com/en/investor-relations/annual-general-meetings">https://www.flatexdegiro.com/en/investor-relations/annual-general-meetings</a>  Venue of the Annual General Meeting as defined by the German Stock Corporation Act: Registered office of flatexDEGIRO AG, Omniturm, Große Gallusstraße 16 – 18, 60312 Frankfurt am Main, Germany  Physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the company) at the venue of the Annual General Meeting within the meaning of the German Stock Corporation Act is excluded.  <b>In the format pursuant to Implementation Regulation (EU) 2018/1212: <a href="https://www.flatexdegiro.com/en/investor-relations/annual-general-meetings">https://www.flatexdegiro.com/en/investor-relations/annual-general-meetings</a></b>

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5. Recording date (technically relevant date regarding the numbers of shares, so-called technical record date)

26 May 2025, 24:00 hours (CEST)

Pursuant to Section 67(2) sentence 1 of the German Stock Corporation Act, rights and obligations arising from shares exist only for and against the person duly 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 Tuesday, 27 May 2025 up to and including Monday, 02 June 2025. 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 Monday, 26 May 2025. The technical record date is therefore the end of 26 May 2025.

**In the format pursuant to Implementation Regulation (EU) 2018/1212:  
20250526, 22:00 hours UTC (Coordinated Universal Time)**

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6. Website of the Annual General Meeting/  
Uniform Resource Locator (URL)

<https://www.flatexdegiro.com/en/investor-relations/annual-general-meetings>

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The full disclosures under Implementation Regulation (EU) 2018/1212, including sections D to F, can be found at <https://www.flatexdegiro.com/en/investor-relations/annual-general-meetings>.

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# Convocation of the (virtual) Annual General Meeting 2025

Event identifier: FTK\_flatexDEGIRO\_AG\_AGM:062025

**flatexDEGIRO AG**  
**Frankfurt am Main**

WKN: FTG111  
ISIN: DE000FTG1111



We would like to invite our shareholders  
to the Annual General Meeting held as

virtual Annual General Meeting pursuant to Section 118a

of the German Stock Corporation Act (“AktG”)

without the physical presence of shareholders

(with the exception of the authorised representatives appointed by the company)

on Monday, 02 June 2025, starting at 10:00 a.m. (CEST),

Physical attendance by shareholders or their proxies at the venue of the Annual General Meeting within the meaning of the German Stock Corporation Act, the registered office of flatexDEGIRO AG, Omnium, Große Gallusstraße 16 - 18, 60312 Frankfurt am Main, is excluded. However, duly registered shareholders or their proxies may participate in the Annual General Meeting by means of electronic communication via 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 2025“, to follow the entire Annual General Meeting live via the Internet in video and audio and to submit motions, make speeches and ask questions via video communication. The voting rights of duly registered shareholders are exercised - by the shareholders themselves or their authorised proxies - proxies - exclusively by postal absentee ballot (in writing or by means of electronic communication) or by granting power of attorney to the proxies appointed by the company. Please refer to the information at the end of this invitation in section “III. Information on holding the virtual Annual General Meeting“ for information on registering for the Annual General Meeting, exercising voting rights and other shareholder rights.

In deciding to hold the 2025 Annual General Meeting virtually, the Management Board was guided in particular by the positive experience with virtual Annual General Meetings, all of which could be held without technical difficulties. At the same time, all shareholder rights are guaranteed as in an in-person meeting. In particular, the shareholders' right to speak live and ask questions was fully exercised at the 2023 and 2024 Annual General Meetings during lively general debates. Following both Annual General Meetings, the company received positive feedback on the conduct and organization of the meeting. For many investors, the virtual format makes it possible to attend the Annual General Meeting without having to travel long distances from domestic and foreign destinations.

As in the previous year, it is planned that all members of the Management Board and Supervisory Board will physically attend the entire Annual General Meeting at the meeting venue in accordance with the German Stock Corporation Act.

## I. Agenda

### 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the 2024 financial year, the combined management report for flatexDEGIRO AG and the Group for the 2024 financial year and the report of the Supervisory Board for the 2024 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 thus adopted the annual financial statements.

The documents mentioned under this agenda item also contain the explanatory report on the disclosures pursuant to Sections 289a (1) and 315a of the German Commercial Code ("**HGB**"). The aforementioned documents, as well as the combined corporate governance statement pursuant to Sections 289f, 315d HGB for the 2024 financial year and the separate non-financial Group report for the 2024 financial year, are available from the time of the convening of the Annual General Meeting 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 2025".

### 2. Resolution on the appropriation of the balance sheet profit

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

*The balance sheet profit of EUR 106,174,364.40 reported in the company's annual financial statements for the 2024 financial year is appropriated as follows:*

*A dividend of EUR 0.04 is distributed per dividend-bearing share and 50% of the remaining amount after deduction of the dividend amount from the balance sheet profit is allocated to other revenue reserves and 50% is carried forward as profit.*

<i>Distribution of a dividend in the amount of 0.04 EUR</i>		
<i>per dividend-bearing share</i>	<i>EUR</i>	<i>4,291,106.48*</i>
<i>Allocation to other revenue reserves</i>	<i>EUR</i>	<i>50,941,628.96*</i>
<i>Carry-forward to new account</i>	<i>EUR</i>	<i>50,941,628.96*</i>
<hr/>		
<i>Balance sheet profit</i>	<i>EUR</i>	<i>106,174,364.40</i>

*\* In the above proposal for the appropriation of the balance sheet profit, the total dividend amount as well as the residual amount remaining after deduction of the total dividend amount from the balance sheet profit, of which 50% is to be allocated to other revenue reserves and the other 50% is to be carried forward as profit to new account, are based on the share capital of EUR 110,134,548.00 existing at the end of 15 April 2025, divided into 110,134,548 issued shares, of which (at the end of 15 April 2025) 107,277,662 shares are entitled to dividends and 2,856,886 shares are treasury shares of the company and therefore not entitled to dividends in accordance with Section 71b AktG.*

*The number of shares entitled to dividends may change until the date the Annual General Meeting adopts the resolution on the appropriation of the balance sheet profit. In this case, a correspondingly adjusted proposal for the appropriation of the balance sheet profit will be submitted to the Annual General Meeting, which will continue to provide for a distribution of EUR 0.04 per dividend-bearing share and the mathematically adjusted amounts for (i) the total dividend, (ii) the 50% of the residual amount (after deduction of the total dividend amount from the balance sheet profit) to be allocated to other revenue reserves and (iii) the other 50% of the residual amount (after deduction of the total dividend amount from the balance sheet profit) to be carried forward as profit to new account.*

*The entitlement to the dividend is due on the third business day following the Annual General Meeting, i.e. on 05 June 2025.*

### **3. Resolution on the approval of the actions of the members of the Management Board for the 2024 financial year**

The Management Board and Supervisory Board propose that the following resolutions be adopted by way of individual discharge:

- 3.1 Mr. Oliver Behrens (Member of the Management Board and Chairman since 01 October 2024) is discharged for his activities for the 2024 financial year.*
- 3.2 Dr. Benon Janos (member of the Management Board and Deputy Chairman) is discharged for his activities for the 2024 financial year.*
- 3.3 Mr. Stephan Simmang (member of the Management Board) is discharged for his activities for the 2024 financial year.*
- 3.4 Ms. Christiane Strubel (member of the Management Board) is discharged for her her activities for the 2024 financial year.*
- 3.5 Mr. Frank Niehage (member of the Management Board and Chairman until 30 April 2024) is not discharged for his activities for the 2024 financial year.*

### **4. Resolution on the approval of the actions of the members of the Supervisory Board for the 2024 financial year**

The Management Board and Supervisory Board propose that the following resolutions be adopted by way of individual discharge:

- 4.1 Mr. Martin Korbmacher (Chairman and member of the Supervisory Board until 27 March 2025) is discharged for his activities for the 2024 financial year.*
- 4.2 Mr. Stefan Müller (Chairman of the Supervisory Board since 28 March 2025, previously Deputy Chairman of the Supervisory Board) is discharged for his activities for the 2024 financial year.*
- 4.3 Ms. Aygül Özkan (Deputy Chairwoman of the Supervisory Board since 28 March 2025, previously Member of the Supervisory Board) is discharged for her activities for the 2024 financial year.*
- 4.4 Ms. Britta Lehfelddt (Member of the Supervisory Board) is discharged for her activities for the 2024 financial year.*



4.5 *Mr. Bernd Förtsch (member of the Supervisory Board since 04 June 2024) is discharged for his activities for the 2024 financial year.*

4.6 *Mr. Herbert Seuling (member of the Supervisory Board until 04 June 2024) is discharged for his activities for the 2024 financial year.*

**5. Resolution on the election of the auditor and group auditor for the 2025 financial year, the auditor for any review of the half-year financial report for the first half of 2025 and the auditor for any review of financial information during the year**

The Supervisory Board proposes - based on a corresponding recommendation and preference of its Joint Risk and Audit Committee - that the following resolution be adopted:

*Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor and group auditor for the 2025 financial year, as auditor for any review of the half-year financial report for the first half of 2025 and as auditor for any review of interim financial information in the 2025 and 2026 financial years until the next Annual General Meeting.*

In its recommendation, the Joint Risk and Audit Committee stated that it was made free from undue influence by third parties and that no contractual clause restricting the selection options within the meaning of Art. 16 (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 regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) was imposed on it.

Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, has declared to the Joint Risk and Audit Committee that there are no business, financial, personal or other relationships between it, its management bodies and audit managers on the one hand and the company and its management body members on the other that could cast doubt on its independence.

**6. Resolution on the election of the auditor of the sustainability report for the 2025 financial year**

The Supervisory Board proposes - based on the corresponding recommendation of its Joint Risk and Audit Committee - that the following resolution be adopted:

*Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as the auditor of the sustainability report for the 2025 financial year with effect from the entry into force of the Act Implementing the Corporate Sustainability Reporting Directive into German Law ("**CSRD Implementation Act**").*

*The Supervisory Board only has to implement the resolution if the CSRD Implementation Act stipulates that a sustainability report to be prepared for the 2025 financial year must be audited externally by an auditor to be appointed by the Annual General Meeting. A further prerequisite for implementation is that the CSRD Implementation Act does not provide for any regulation for the 2025 financial year that would make the appointment of the auditor of the sustainability report by the Annual General Meeting unnecessary without a judicial appointment procedure that would otherwise have to be carried out as a substitute.*

The appointment of a sustainability auditor is provided for in Art. 37 of the Statutory Audit Directive as amended by the Corporate Sustainability Reporting Directive ("**CSRD**"). The member states of

the European Union were obliged to transpose the CSRD into national law by 06 July 2024. In Germany, implementation is not expected until 2025. Against this background, the appointment of the auditor of the sustainability reporting is made as a precautionary measure in the event that the CSRD Implementation Act should require the explicit appointment of the auditor of the sustainability reporting by the Annual General Meeting for the 2025 financial year (and otherwise a judicial appointment procedure would have to be carried out as a substitute).

#### **7. Resolution on the approval of the remuneration report for the 2024 financial year prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG)**

In accordance with Section 162 AktG, the Management Board and Supervisory Board of listed companies must prepare an annual report on the remuneration granted and owed to the members of the Management Board and Supervisory Board in the previous financial year ("**remuneration report**"). The remuneration report of flatexDEGIRO AG for the 2024 financial year was audited by the auditor in accordance with Section 162 (3) AktG to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made. The report on the audit of the remuneration report is attached to the remuneration report.

Section 120a (4) sentence 1 AktG stipulates that the Annual General Meeting resolves on the approval of this remuneration report for the previous financial year, which has been prepared and audited in accordance with Section 162 AktG.

The remuneration report of flatexDEGIRO AG for the 2024 financial year prepared in accordance with Section 162 AktG and the report on its audit by Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, will be available from the time the Annual General Meeting is convened and throughout the 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 2025".

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

*The remuneration report of flatexDEGIRO AG for the 2024 financial year, prepared and audited in accordance with Section 162 AktG, is approved.*

#### **8. Resolution on the approval of the remuneration system for the members of the Management Board**

In accordance with Section 120a (1) AktG, the Annual General Meeting of the listed company passes a resolution on the approval of the remuneration system for the members of the Management Board presented by the Supervisory Board at least every four years and whenever there is a significant change to the remuneration system.

Most recently, the company's Annual General Meeting on 13 June 2023 approved the remuneration system for the members of the Management Board, while the Annual General Meeting on 04 June 2024 did not approve the remuneration system for the members of the Management Board submitted to it. A revised remuneration system must therefore be submitted to the Annual General Meeting for resolution in accordance with Section 120a (3) AktG.

Following the resolution passed by the Annual General Meeting on 04 June 2024, the Supervisory Board worked intensively on a new remuneration system for the members of the Management

Board for the period from 01 January 2025. The Remuneration Control Committee recommended to the Supervisory Board that the remuneration system for the members of the Management Board be adjusted. Based on this recommendation, on 11 April 2025 the Supervisory Board adopted the new remuneration system for the members of the Management Board for the period from 01 January 2025 ("**Management Board Remuneration System 2025**").

The Management Board remuneration system 2025 will continue to apply unchanged 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 a European Company (Societas Europaea – "**SE**") (see agenda item 13).

Following a thorough review of the remuneration system, the Supervisory Board has made changes to the structure, determination and presentation of the performance-related, short-term variable remuneration component and to the structure of the other contractual provisions. This includes a change to the performance criteria for short-term variable remuneration (short-term incentive, "**STI**") and how it is calculated. The performance criteria are defined transparently in slightly adjusted categories in the remuneration system and measured uniformly over a three-year retrospective assessment period. With the introduction of individual targets for the members of the Management Board, the 'Commercials' target category has been eliminated and a divisional factor has been introduced to take into account the contributions of the individual departments of the Management Board members to the achievement of the common targets. The performance criteria now consist of 50%–60% financial targets, 10%–20% ESG criteria and a divisional factor of 0.8 to 1.2 for the overall targets. The newly introduced individual targets are weighted at 20% to 40%. Furthermore, the maximum remuneration specified in accordance with Section 87a of the German Stock Corporation Act (AktG) has been reduced by EUR 2,000,000.00 in order to limit payments from long-term variable remuneration. The provision in the event of premature termination of the Management Board mandate in the event of a change of control of the company (change of control clause) has been removed from the remuneration system. In making these changes, the Supervisory Board of flatexDEGIRO AG has taken particular account of the comments made by investors at the last Annual General Meeting and in the subsequent discussion with investors and incorporated them into the revision.

Against the backdrop of investor feedback and in view of the increased focus on a sustainable incentive effect, the Supervisory Board conducted a thorough review of the long-term variable remuneration (long-term incentive, "**LTI**"). As part of this process, all parameters of the remuneration component were analysed and subjected to an external market comparison. The Supervisory Board has concluded that, in its current form, the LTI has a strong incentive effect for pursuing the strategic corporate goals and promotes the alignment of the interests of shareholders and Management Board members due to its high proportionate weight in remuneration, its focus on the sustainable increase in the share price and the consideration of risk-adjusting factors. Accordingly, the structure and implementation will be maintained in the future, but presented in a more transparent manner (in particular the structure of the risk-adjusting factors).

Details and further explanations of the adjustments described above can be found in the new 2025 Management Board remuneration system, which will be available from the date of convening the Annual General Meeting and throughout the Annual General Meeting at <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2025".

Based on the recommendation of the Remuneration Control Committee, the Supervisory Board proposes that the following resolution be adopted:

*The Management Board remuneration system 2025 for the members of the company's Management Board, which was resolved by the Supervisory Board and will be applied from 01 January 2025, is approved.*

## **9. Resolution on the election of members of the Supervisory Board**

Mr. Martin Korbmacher has resigned from his office as a member of the Supervisory Board of flatexDEGIRO AG as of the end of 27 March 2025. The term of office of the other current members of the Supervisory Board of flatexDEGIRO AG ends at the end of the Annual General Meeting of flatexDEGIRO AG on 02 June 2025. Therefore, all members of the Supervisory Board of flatexDEGIRO AG are to be newly elected by the Annual General Meeting.

The Supervisory Board of flatexDEGIRO AG is composed of five members to be elected by the Annual General Meeting in accordance with Sections 95, 96 (1), 101 (1) AktG and Section 8 (1) of the company's Articles of Association. The Annual General Meeting is not bound by election proposals.

Based on a corresponding proposal by the Nomination Committee and taking into account the diversity concept, including the objectives adopted by the Supervisory Board for its composition and the skills profile drawn up by the Supervisory Board for the entire Board, the Supervisory Board proposes that the following resolution be adopted:

*The candidates listed below under items 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 election is carried out for the candidates named under items 9.1 and 9.2 below 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, and for the candidates named under item 9.3 to 9.5 below 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 item 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 under item 9.3 to 9.5 below 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 Ms. Sarna Marie Elisabeth Röser*

*Member of the Management of Röser FAM GmbH & Co. KG and FAIR VC GmbH,  
both based in Mundelsheim, resident in Ludwigsburg*

The proposed different terms of office for the reappointment of Mr. Stefan Müller and Mr. Bernd Förtsch on the one hand, and the first appointment of Mr. Hans-Hermann Anton Lotter, Ms. Martina Ulrike Pfeifer-Braks and Ms. Sarna Marie Elisabeth Röser on the other hand, already take into account the amendment to the Articles of Association proposed under agenda item 14.3 and the expectations of international investor circles with regard to the terms of office for candidates proposed for election to the Supervisory Board for the first time below the maximum term permitted by law. The Supervisory Board is thus making use of the option provided for in the Articles of Association to propose Supervisory Board members for election for a term of office shorter than the maximum term permitted under Section 8 (2) of the Articles of Association.

The elections to the Supervisory Board are held as individual elections. The Supervisory Board has ensured that the proposed candidates have sufficient time available to perform their duties as members of the Supervisory Board of flatexDEGIRO AG.

The proposed candidates have declared in advance that they will accept the office if elected. Mr. Lotter has also declared his willingness to stand for election as Chairman of the Supervisory Board in the event of his election to the Supervisory Board.

The candidates proposed under item 9.1 to 9.4 each have many years of in-depth expertise in business areas that are important to the company, thanks to their personal backgrounds and previous work in responsible positions in the financial sector, including various management and supervisory board mandates. The candidate proposed under item 9.5 has many years of in-depth expertise in sustainability issues that are important to the company thanks to her personal background and her current and previous activities in the economic and social sectors. All candidates are therefore particularly well suited to properly fulfil the role of member of the company's Supervisory Board. Of the candidates for the Supervisory Board, Mr. Förtsch and Ms. Pfeifer-Braks have expertise in the field of accounting due to their professional experience, and Mr. Lotter and Mr. Müller have expertise in the fields of accounting and auditing within the meaning of Section 100 (5), first half-sentence, AktG due to their professional experience, in particular their many years of service as members and chairmen of audit committees of listed companies. All candidates are familiar with the sector in which the company operates within the meaning of Section 100 (5), second half-sentence, of the German Stock Corporation Act (AktG).

Supplementary information on the candidates proposed by the Supervisory Board, including information on memberships in other statutory supervisory boards and comparable supervisory bodies, can be found following the agenda under "II. Supplementary information, notes and reports to the Annual General Meeting" in the information "1. To item 9 of the agenda: Supplementary information on the candidates proposed for election as members of the Supervisory Board, in particular the CVs of the candidates and information pursuant to Section 125 (1) sentence 5 AktG" and are 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 2025".

#### **10. Resolution on the amendment of the remuneration of the members of the Supervisory Board and the amendment of the remuneration system**

In accordance with Section 14 (1) of the company's Articles of Association, Supervisory Board members 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 an amended remuneration.

The remuneration and remuneration system for the members of the Supervisory Board was last amended by resolution of the Annual General Meeting on 17 May 2022.

Accordingly, each member of the Supervisory Board has received fixed annual remuneration of EUR 60,000.00. Instead of this fixed remuneration in accordance with sentence 1 above, the Chairman of the Supervisory Board has received fixed annual remuneration of EUR 120,000.00, which also covers memberships and the chairmanship of committees. Instead of the fixed remuneration in accordance with sentence 1 above, the Chairman of the Audit Committee currently receives an annual fixed remuneration of EUR 90,000.00, which also covers membership and chairmanship of other committees. The other members of the Supervisory Board do not receive any additional remuneration for their membership of Supervisory Board committees.

By resolution of the Supervisory Board on 16 August 2022, a Joint Risk and Audit Committee (which replaced the previously existing Audit Committee), a Nomination Committee and a Remuneration Control Committee were formed at flatexDEGIRO AG.

The previous regulations for the remuneration of Supervisory Board members do not adequately reflect this new committee structure. The expanded scope of responsibility and the increased workload for membership and chairmanship of the aforementioned Supervisory Board committees should be taken into account by increasing the relevant remuneration and changing the remuneration system. The same applies to the area of responsibility and the increased workload for the Deputy Chairman of the Supervisory Board.

To compensate for the new remuneration structure for membership and chairmanship of the Supervisory Board committees at the company and in relation to the Deputy Chairman of the Supervisory Board, the annual fixed basic remuneration for the Chairman of the Supervisory Board and for the members of the Supervisory Board is to be reduced in return.

The regulations on the remuneration of Supervisory Board members are therefore to be adjusted with regard to the annual fixed basic remuneration and the remuneration for membership and chairmanship of Supervisory Board committees.

Section 14 of the Articles of Association, the amended remuneration for the members of the Supervisory Board of flatexDEGIRO AG in accordance with the proposed resolution on this agenda item and the remuneration system on which the fixed remuneration for the members of the Supervisory Board is based ("**Supervisory Board Remuneration System 2025**") are accessible from the time the Annual General Meeting is convened and throughout the 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 2025".

The Supervisory Board remuneration system 2025 will continue to apply unchanged 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).

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

- a) *The remuneration for the members of the Supervisory Board is determined as follows in accordance with Article 14 of the Articles of Association:*

*The members of the Supervisory Board will receive the following remuneration for the 2025 financial year and subsequent financial years until the Annual General Meeting determines a different remuneration:*

- (1) Each member of the Supervisory Board receives an annual fixed remuneration of EUR 50,000.00. In addition to the remuneration in accordance with sentence 1 above, the Chairman of the Supervisory Board receives EUR 50,000.00 and his deputy EUR 25,000.00.*
- (2) For their work on a Supervisory Board committee that meets at least once per calendar year, each committee member also receives fixed annual remuneration of EUR 5,000.00 and the chairman of the respective committee receives double this amount. By way of derogation from sentence 1 above, each member of the Joint Risk and Audit Committee shall receive additional annual fixed remuneration of EUR 15,000.00 and the Chairman of the Joint Risk and Audit Committee shall receive additional annual fixed remuneration of EUR 30,000.00 for their work on the Joint Risk and Audit Committee.*

- b) *The Supervisory Board remuneration system 2025 for the members of the Supervisory Board of the company, which is based on the remuneration regulation listed under a) and which will be applied from the 2025 financial year, is adopted.*

**11. Resolution on the cancellation of the existing authorised capital (Authorised Capital 2021/I and 2021/II) and the creation of new authorised capital, partly with the possibility of excluding subscription rights (Authorised Capital 2025) and on the amendment of the Articles of Association**

Section 4 (3) of the company's Articles of Association contains authorised capital (Authorised Capital 2021/I), which authorises the Management Board, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 43,600,000.00 by issuing up to 43,600,000 new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until 19 October 2025. The company's Articles of Association also contain authorised capital (Authorised Capital 2021/II) in Section 4 (4), which authorises the Management Board, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 10,800,000.00 by issuing up to 10,800,000 new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until 19 October 2025. No use has been made of these two authorisations to date, meaning that they still exist in full. Due to the imminent expiry of the authorisations and in order to enable the company to continue to be able to react as flexibly as possible to opportunities that arise on the markets, the Authorised Capital 2021/I and 2021/II described above are to be cancelled and new authorised capital (Authorised Capital 2025) is to be created. The Management Board and Supervisory Board do not see any need to utilize the scope of the authorised capital to the same extent as before.

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

a) ***Cancellation of Authorised Capital 2021/I***

*The Authorised Capital 2021/I in Section 4 (3) of the Articles of Association shall be cancelled with effect from the date of entry of the new Authorised Capital 2025 determined below in the commercial register, insofar as it has not yet been utilized at the time of cancellation.*

**b) Cancellation of Authorised Capital 2021/II**

*The Authorised Capital 2021/II in Article 4 (4) of the Articles of Association shall be cancelled with effect from the date of entry of the new Authorised Capital 2025 determined below in the commercial register, insofar as it has not yet been utilized at the time of cancellation.*

**c) Creation of new Authorised Capital 2025**

*The Management Board is authorised, with the approval of the Supervisory Board, to increase the company's share capital once or several times by up to a total of EUR 11,013,454.00 by issuing a total of up to 11,013,454 new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until 01 June 2030 (Authorised Capital 2025).*

*Shareholders must generally be granted subscription rights. The subscription right can also be granted in such a way that new shares are in accordance with Section 186 (5) of the German Stock Corporation Act (AktG) taken over by a credit institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription. However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in whole or in part in the following cases:*

- to compensate for peak amounts;*
- if the capital increase is made against cash contributions and the total pro rata amount of the share capital attributable to the new shares for which subscription rights are excluded does not exceed 10% of the existing share capital, both at the time of this resolution and at the time the new shares are issued, and the issue price of the new shares is not significantly lower than the stock market price of the shares of the same class and features already included in trading at the time the final issue price is determined by the Management Board within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG; when calculating the 10% limit, the proportionate amount of the share capital attributable to new or repurchased shares that have been issued or sold after this authorisation becomes effective with simplified exclusion of subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG must be deducted. For the purposes of this authorisation, the issue price in the case of the acquisition of new shares by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the company is the amount to be paid by the third party or third parties;*
- in the case of capital increases against contributions in kind, in particular for the granting of shares for the purpose of acquiring companies, parts of companies or interests in companies;*
- insofar as this is necessary to grant the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its Group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling an option or conversion obligation.*

*The Management Board may only make use of the individual authorisations granted above to exclude subscription rights to such an extent that the total proportionate amount of shares issued under exclusion of subscription rights does not exceed 10% of the share capital (10% limit),*



*either at the time of the resolution on this authorisation or at the time it 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 counted towards the aforementioned 10% limit.*

*The Management Board is also authorised, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue when implementing capital increases from the Authorised Capital 2025. The Supervisory Board is authorised to amend the wording of the Articles of Association after full or partial implementation of the increase in share capital from Authorised Capital 2025 or after expiry of the authorisation period in accordance with the scope of the capital increase from Authorised Capital 2025.*

**d) Amendment of Section 4 (3) of the Articles of Association**

*Section 4 (3) of the Articles of Association shall be reworded as follows:*

*“(3) The Management Board is authorised, with the approval of the Supervisory Board, to increase the company’s share capital on one or more occasions until 01 June 2030 by up to a total of EUR 11,013,454.00 by issuing a total of up to 11,013,454 new no-par value registered shares on one or more occasions in return for cash and/or non-cash contributions (Authorised Capital 2025).*

*Shareholders must generally be granted subscription rights. The subscription right can also be granted in such a way that new shares are taken over by a credit institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) or a syndicate of such credit or financial institutions with the obligation to offer them to the company’s shareholders for subscription in accordance with Section 186 (5) of the German Stock Corporation Act (AktG). However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights in whole or in part in the following cases::*

- to compensate for peak amounts;*
- if the capital increase is made against cash contributions and the total pro rata amount of the share capital attributable to the new shares for which subscription rights are excluded does not exceed 10% of the existing share capital, both at the time of this resolution and at the time the new shares are issued, and the issue price of the new shares is not significantly lower than the stock market price of the shares of the same class and features already included in trading at the time the final issue price is determined by the Management Board within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG; when calculating the 10% limit, the proportionate amount of the share capital attributable to new or repurchased shares that have been issued or sold since 02 June 2025 under simplified exclusion of subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG must be deducted. For the purposes of this authorisation, the issue price in the case of the acquisition of new shares by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the company is the amount to be paid by the third party or third parties;*
- in the case of capital increases against contributions in kind, in particular for the granting of shares for the purpose of acquiring companies, parts of companies or interests in companies;*

- insofar as this is necessary to grant the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its Group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling an option or conversion obligation.

*The Management Board may only make use of the individual authorisations granted above to exclude subscription rights to such an extent that the total proportionate amount of shares issued under exclusion of subscription rights does not exceed 10% of the share capital (10% limit), either at the time of the resolution on this authorisation or at the time it 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 oblige the subscription of shares in the company are exercised and subscription rights are excluded, this shall be counted towards the 10% limit.*

*The Management Board is also authorised, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue when implementing capital increases from the Authorised Capital 2025. The Supervisory Board is authorised to amend the wording of the Articles of Association after full or partial implementation of the increase in share capital from Authorised Capital 2025 or after expiry of the authorisation period in accordance with the scope of the capital increase from Authorised Capital 2025.“*

**e) Amendment of Section 4 (4) of the Articles of Association**

*Section 4 (4) of the Articles of Association shall be deleted without replacement. The numbering of the paragraphs of Section 4 following Section 4 (4) of the Articles of Association shall be adjusted accordingly.*

**f) Instruction to the Management Board**

*The Management Board is instructed to file the cancellation of the existing Authorised Capital 2021/I resolved under lit. a) and the cancellation of the existing Authorised Capital 2021/II resolved under lit. b) together with the creation of the new Authorised Capital 2025 resolved under lit. c) and the amendments to the Articles of Association resolved under lit. d) and lit. e) for entry in the commercial register. The application must be made in such a way that the cancellation of the Authorised Capital 2021/I and the cancellation of the Authorised Capital 2021/II are to be entered first and the resolved creation of the new Authorised Capital 2025 with the resolved amendment to the Articles of Association is to be entered in the commercial register immediately thereafter.*

**g) Applicability to flatexDEGIRO SE**

*The resolutions adopted under lit. a) to c) shall also apply to flatexDEGIRO SE with effect from the date of entry of the merger of flatex Projektgesellschaft Alpha AG into flatexDEGIRO AG in the commercial register of flatexDEGIRO AG, whereby flatexDEGIRO AG will assume the legal form of an SE (see agenda item 13), in the case of the authorisation under lit. c) insofar as this authorisation still exists at this time and has not been exercised.*

*(1) With effect from the date of entry of the merger in the commercial register of flatexDEGIRO AG, Section 4 (4) of the Articles of Association of flatexDEGIRO SE shall be amended as follows (whereby the amount of Authorised Capital 2025 shall be adjusted accordingly in the event of prior utilization):*

*“(4) The Management Board is authorised, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions until 01 June 2030 by up to a total of EUR 11,013,454.00 by issuing up to 11,013,454 new no-par value registered shares on one or more occasions in return for cash and/or non-cash contributions (Authorised Capital 2025).*

*Shareholders must generally be granted subscription rights. The subscription right can also be granted in such a way that new shares are taken over by a credit institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription in accordance with Section 186 (5) of the German Stock Corporation Act (AktG). However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in whole or in part in the following cases:*

- to compensate for peak amounts;*
- if the capital increase is made against cash contributions and the total pro rata amount of the share capital attributable to the new shares for which subscription rights are excluded does not exceed 10% of the existing share capital, both at the time of this resolution and at the time the new shares are issued, and the issue price of the new shares is not significantly lower than the stock market price of the shares of the same class and features already included in trading at the time the final issue price is determined by the Management Board within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG; when calculating the 10% limit, the proportionate amount of the share capital attributable to new or repurchased shares that have been issued or sold since 02 June 2025 under simplified exclusion of subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG must be deducted. For the purposes of this authorisation, the issue price in the case of the acquisition of new shares by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the company is the amount to be paid by the third party or third parties;*
- in the case of capital increases against contributions in kind, in particular for the granting of shares for the purpose of acquiring companies, parts of companies or interests in companies;*
- insofar as this is necessary to grant the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its Group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling an option or conversion obligation.*

*The Management Board may only make use of the individual authorisations granted above to exclude subscription rights to such an extent that the total proportionate amount of shares issued under exclusion of subscription rights does not exceed 10% of the share capital (10% limit), either at the time of the resolution on this authorisation or at the time it 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 oblige to the subscription of shares in the company are exercised and subscription rights are excluded, this shall be counted towards the above 10% limit.*

*The Management Board is also authorised, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue when implementing capital increases from the Authorised Capital 2025. The Supervisory Board is authorised to amend the wording of the Articles of Association after full or partial implementation of the increase in share capital from Authorised Capital 2025 or after expiry of the authorisation period in accordance with the scope of the capital increase from Authorised Capital 2025.“*

*(2) With effect from the date of entry of the merger in the Commercial Register of flatexDEGIRO AG, Section 4 (5) of the Articles of Association of flatexDEGIRO SE will be deleted without replacement. The numbering of the sections of section 4 following section 4 (5) of the Articles of Association of flatexDEGIRO SE will be adjusted accordingly.*

## **12. Resolution on a new authorisation to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds and to exclude subscription rights, on the creation of new conditional capital (Conditional Capital 2025) and on the amendment of the Articles of Association**

Due to the expiry of previous authorisations, the company currently has no authorisation to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments). Therefore, a new authorisation to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments), also against contributions or contributions in kind, is to be granted and new conditional capital (Conditional Capital 2025) is to be created.

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

### **a) Authorisation to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) and to exclude subscription rights**

*(1) Authorisation, nominal amount, number of shares, issue by Group companies*

*The Management Board is authorised, with the approval of the Supervisory Board, to issue bearer or registered subordinated or non-subordinated convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as bonds), on one or more occasions, also simultaneously in different series, until 01 June 2030 and with a total nominal amount of up to EUR 600,000,000.00 and to grant the holders or creditors of the bonds (hereinafter collectively referred to as holders) conversion or option rights to a total of up to 22,026,909 no-par value registered shares in the company with a pro rata amount of the share capital totalling up to EUR 22,026,909.00 in accordance with the terms and conditions of the bonds (hereinafter referred to as issue conditions). The bonds may be issued against cash and/or non-cash contributions.*

*The terms of issue may also provide for an option or conversion obligation at the end of the term or at an earlier date or a specific event.*

*The bonds may also be issued in the legal currency of an OECD country in addition to the euro, limited to the corresponding euro equivalent. If bonds are issued in a currency other than euros, the corresponding equivalent value, calculated according to the euro refe-*

rence rate of the European Central Bank on the day before the resolution on the issue of the bond is passed, is to be used as a basis. The bonds may also be issued by a group company of flatexDEGIRO AG within the meaning of Section 18 AktG. In this case, the Management Board is authorised, with the approval of the Supervisory Board, to assume the guarantee for the bonds on behalf of the company and to grant or impose conversion or option rights or conversion or option obligations (or combinations thereof) for registered shares of flatexDEGIRO AG on the holders.

*(2) Subscription right, authorisation to exclude the subscription right*

Shareholders are generally entitled to a subscription right to the bonds. The subscription right can also be granted in such a way that the bonds are taken over by one or more credit institutions or companies determined by the Management Board within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription (indirect subscription right). If bonds are issued by a group company of flatexDEGIRO AG within the meaning of Section 18 AktG, flatexDEGIRO AG must ensure that the statutory subscription rights are granted to the company's shareholders accordingly. However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights

- *insofar as the bonds with conversion or option rights or conversion or option obligations are issued against cash payment and the Management Board, after due examination, comes to the conclusion that the issue price of the bonds is not significantly lower than their hypothetical market value determined using recognized, in particular financial mathematical methods. This authorisation to exclude subscription rights applies 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 a total of 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. The share capital attributable to shares that are issued or sold during the term until the time of the respective exercise of this authorisation under simplified exclusion of subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG shall be counted towards this limit;*
- *insofar as the bonds are issued against non-cash contributions, in particular in order to be able to offer the bonds to third parties in the context of business combinations or for the purpose of (also indirect) acquisition of 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;*
- *to the extent necessary to grant the holders or creditors of previously issued bonds or warrants issued by the company or by Group companies of the company within the meaning of Section 18 AktG a subscription right to the extent to which they would be entitled after exercising the conversion or option right or after fulfilling the conversion or option obligation;*
- *to exclude fractional amounts from the subscription right.*

*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 pro rata amount of the share capital that may not exceed a total of 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 and 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 must be offset against the above 10% limit.*

*Insofar as profit participation rights or participating bonds are issued without conversion or option rights or conversion or option obligations, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights altogether from if these profit participation rights or participating bonds are structured in a manner similar to bonds, i.e. do not establish any membership rights in the company, do not grant any participation in the liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the net profit for the year, the net retained profits or the dividend. Furthermore, in this case, the interest rate and the issue amount of the profit participation rights or participating bonds must correspond to the current market conditions at the time of issue after due examination by the Management Board.*

### *(3) Convertible and warrant bonds*

*The bonds are divided into partial bonds.*

*If bonds with option rights and/or option obligations are issued, one or more warrants are attached to each partial bond, which entitle or oblige the holder to subscribe to registered no-par value shares of flatexDEGIRO AG in accordance with the terms and conditions of issue. The terms and conditions of issue may provide that the option price can also be fulfilled by transferring partial bonds (trade-in) and, if applicable, an additional payment. If fractions of shares arise, it may be stipulated that these fractions can be added up to purchase whole shares in accordance with the terms and conditions of issue, if necessary against additional payment.*

*If bonds with conversion rights and/or conversion obligations are issued, the holders receive the right or assume the obligation to convert their bonds into registered no-par value shares of flatexDEGIRO AG in accordance with the terms and conditions of issue.*

*The conversion ratio is calculated by dividing the nominal amount or - if the issue price is below the nominal amount - the issue price of the partial debenture by the fixed conversion price for one share in the company and may be rounded up or down to a whole number; furthermore, an additional payment and the consolidation or compensation for non-convertible fractions may be determined. The issue conditions may also stipulate that the conversion ratio is variable and that the conversion price is to be determined on the basis of future stock market prices within a certain range.*

### *(4) Granting of new or existing shares, cash payment, right of substitution*

*The terms of issue may provide for the right of the company not to grant new shares in the event of conversion or exercise of the option, but to pay the equivalent value in cash. The terms of issue may also provide that the bonds may, at the company's discretion, be converted into existing shares of the company or into shares of another listed company instead of into new shares from conditional capital, or that an option right and/or an option obligation may be fulfilled by the delivery of such shares.*

*The terms and conditions of issue may provide for the right of the company to grant the holders no-par value shares in the company in whole or in part instead of payment of the cash amount due when the bonds with conversion or option rights or conversion or option obligations mature.*

*(5) Conversion and option price*

*If bonds are issued that grant conversion or option rights, the conversion or option price to be determined for one share must – except in cases where a conversion or option obligation is provided for – be at least 80% of the volume-weighted average closing price of flatexDEGIRO AG shares in Xetra trading on the Frankfurt Stock Exchange (or in a corresponding successor system) on the last ten trading days prior to the Management Board's resolution to issue of the bonds or – in the event that a subscription right is granted – at least 80% of the volume-weighted average closing price of flatexDEGIRO AG shares in Xetra trading on the Frankfurt Stock Exchange (or in a corresponding successor system) during the subscription period, with the exception of days of the subscription period that are necessary for the conversion or option price to be announced in due time in accordance with Section 186 (2) AktG. Section 9 (1) AktG and Section 199 (2) AktG remain unaffected.*

*In the cases of the right of substitution and the conversion or option obligation, the conversion or option price must be at least either the minimum price specified above or the volume-weighted average closing price of the shares of flatexDEGIRO AG in Xetra trading on the Frankfurt Stock Exchange (or a corresponding successor system) during the ten trading days prior to the maturity date or the other specified date, even if this average price is below the minimum price specified above, in accordance with the terms and conditions of issue. Section 9 (1) AktG and Section 199 (2) AktG remain unaffected.*

*(6) Dilution protection, adjustment mechanisms*

*In the case of bonds with conversion or option rights or conversion or option obligations, the conversion or option price may, notwithstanding Section 9 (1) AktG and Section 199 (2) AktG, be adjusted to preserve value in the event of economic dilution of the conversion or option rights or conversion or option obligations in accordance with the terms and conditions of issue, unless the adjustment is regulated by law or subscription rights are granted as compensation, a corresponding cash amount is paid or another adjustment mechanism is provided for.*

*(7) Authorisation to determine further details*

*The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of the issue and features of the bonds, in particular the interest rate, type of interest, issue price, term, denomination, dilution protection as well as the conversion or option period and a possible variability of the conversion ratio, or to determine them in agreement with the management bodies of the flatexDEGIRO Group company issuing the bonds within the meaning of Section 18 AktG.*

**b) Creation of new Contingent Capital 2025**

*The company's share capital will be conditionally increased by up to EUR 22,026,909.00 by issuing up to 22,026,909 new no-par value registered shares (Conditional Capital 2025). The conditional capital increase is related to the authorisation resolved by the Annual General Meeting on 02 June 2025 to issue convertible bonds or bonds with warrants, profit participation rights or participating bonds (or combinations of these instruments), each with conversion or option rights or conversion or option obligations, or to assume guarantees for corresponding instruments issued by Group companies of the company within the meaning of Section 18 AktG until 01 June 2030. The conditional capital increase serves to grant no-par value registered shares of flatexDEGIRO AG upon exercise of conversion or option rights, upon ful-*

*fulfilment of conversion or option obligations or upon exercise of an option right of the company to grant no-par value shares of the company in whole or in part instead of payment of the cash amount due. The new shares shall be issued at the conversion or option price to be determined in accordance with the aforementioned authorisation resolution.*

*The conditional capital increase is only to be implemented to the extent that conversion or option rights are exercised or holders of bonds who are obliged to convert or exercise options fulfill their obligation to exercise options or convert or the company exercises its right to grant the holders of the respective partial bonds no-par value shares in the company in whole or in part instead of payment of the cash amount due upon maturity of the bonds, which are linked to conversion or option rights or conversion or option obligations, and insofar as no other forms of fulfillment are used. The new shares issued shall participate in profits from the beginning of the financial year in which they are created; if legally permissible, the Management Board may, with the approval of the Supervisory Board, determine that the new shares shall participate in profits from the beginning of the financial year for which no resolution has yet been passed by the Annual General Meeting on the appropriation of the balance sheet profit at the time the conversion or option right or the conversion or option obligation is exercised.*

*The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.*

**c) Amendment of the Articles of Association**

*Section 4 of the Articles of Association is supplemented by a new paragraph 5 as follows:*

*“(5) The company’s share capital is conditionally increased by up to EUR 22,026,909.00 by issuing up to 22,026,909 new no-par value registered shares (Conditional Capital 2025).*

*The conditional capital increase will only be carried out to the extent that, on the basis of convertible bonds or bonds with warrants, profit participation rights or participating bonds (or combinations of these instruments), each with conversion or option rights or conversion or option obligations, which are issued by flatexDEGIRO AG or by Group companies of flatexDEGIRO AG within the meaning of Section 18 AktG until 01 June 2030 on the basis of the authorisation resolved by the Annual General Meeting on 02 June 2025,*

- conversion or option rights are exercised or*
- holders of bonds obliged to convert or exercise an option fulfil their obligation to convert or exercise an option or*
- the company exercises its right to grant the holders of the respective partial debentures no-par value shares in the company at maturity of the debentures in whole or in part instead of payment of the cash amount due,*

*and insofar as no other forms of fulfillment are used.*

*The new shares shall be issued at the conversion or option price to be determined in accordance with the aforementioned authorisation resolution. The new shares issued shall participate in profits from the beginning of the financial year in which they are created; where legally permissible, the Management Board may, with the approval of the Supervisory Board, stipulate that the new shares shall participate in profits from the beginning of the financial year for which no resolution has yet been passed by the Annual General Meeting on the appropriation of the balance sheet profit at the time the conversion or option right is exercised*



*or the conversion or option obligation is fulfilled. The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective utilization of the Conditional Capital 2025.“*

**d) Authorisation to amend the Articles of Association**

*The Supervisory Board is authorised to amend the wording of Section 4 (5) of the Articles of Association in accordance with the respective issue of subscription shares and to make all other related amendments to the Articles of Association that only affect the wording. The same applies after expiry of the authorisation period in the event that the authorisation to issue convertible bonds or bonds with warrants, profit participation rights or participating bonds (or combinations of these instruments) is not utilized and after expiry of the periods for the exercise of conversion or option rights or for the fulfilment of conversion or option obligations in the event that the Conditional Capital 2025 is not utilized.*

**e) Applicability to flatexDEGIRO SE**

*The resolutions adopted under lit. a) and b) shall also apply to flatexDEGIRO SE with effect from the date of entry of the merger of flatex Projektgesellschaft Alpha AG into flatexDEGIRO AG in the commercial register of flatexDEGIRO AG, whereby flatexDEGIRO AG will assume the legal form of an SE (see agenda item 13), insofar as the authorisation still exists at this time and has not been utilized.*

*With effect from the date of entry of the merger in the commercial register of flatexDEGIRO AG, Section 4 of the Articles of Association of flatexDEGIRO SE shall be supplemented by a new paragraph 6 as follows (whereby the amount of the Conditional Capital 2025 shall be adjusted accordingly in the event of prior utilization):*

*“(6) The company’s share capital is conditionally increased by up to EUR 22,026,909.00 by issuing up to 22,026,909 new no-par value registered shares (Conditional Capital 2025).*

*The conditional capital increase will only be carried out to the extent that, on the basis of convertible bonds or bonds with warrants, profit participation rights or participating bonds (or combinations of these instruments), each with conversion or option rights or conversion or option obligations, which are issued by flatexDEGIRO AG or by Group companies of flatexDEGIRO AG within the meaning of Section 18 AktG until 01 June 2030 on the basis of the authorisation resolved by the Annual General Meeting on 02 June 2025,*

- conversion or option rights are exercised or*
- holders of bonds obliged to convert or exercise an option fulfil their obligation to convert or exercise an option or*
- the company exercises its right to grant the holders of the respective partial debentures no-par value shares in the company at maturity of the debentures in whole or in part instead of payment of the cash amount due,*

*and insofar as no other forms of fulfilment are used.*

*The new shares shall be issued at the conversion or option price to be determined in accordance with the aforementioned authorisation resolution. The new shares issued shall participate in profits from the beginning of the financial year in which they are created;*

*if legally permissible, the Management Board may, with the approval of the Supervisory Board, stipulate that the new shares shall participate in profits from the beginning of the financial year for which no resolution has yet been passed by the Annual General Meeting on the appropriation of the balance sheet profit at the time the conversion or option right is exercised or the conversion or option obligation is fulfilled. The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective utilization of the Conditional Capital 2025.“*

**13. Resolution on the approval of the draft joint merger plan between flatexDEGIRO AG as the acquiring legal entity and flatex Projektgesellschaft Alpha AG as the transferring legal entity for the formation of flatexDEGIRO SE and corresponding adoption of the Articles of Association**

In order to establish a European Company (Societas Europaea - “SE”), flatex Projektgesellschaft Alpha AG as the transferring legal entity is to be merged with flatexDEGIRO AG as the acquiring legal entity for absorption. The company and flatex Projektgesellschaft Alpha AG will conclude a merger plan for this purpose, which requires the approval of the Annual General Meeting of the company and the approval of the Annual General Meeting of flatex Projektgesellschaft Alpha AG.

The Management Board and Supervisory Board propose that the following resolution be adopted, whereby in accordance with Section 124 (3) sentence 1 AktG, only the Supervisory Board - based on a corresponding recommendation by its Joint Risk and Audit Committee - proposes the appointment of the auditor, the Group auditor, the auditor for any review of the half-year financial report and the auditor for any review of interim financial information and the auditor of the sustainability report in accordance with Section 8 of the merger plan:

*The General Meeting approves the draft of the common merger plan including all annexes for the merger of flatex Projektgesellschaft Alpha AG as the transferring legal entity into flatexDEGIRO AG as the acquiring legal entity for the formation of flatexDEGIRO SE. The Articles of Association of flatexDEGIRO SE attached to the draft Joint Merger Plan as Annex 1 are hereby approved.*

The draft merger plan, including all annexes, is reproduced following this agenda under “II. Supplementary information, notes and reports to the Annual General Meeting” in the information “4. To item 13 of the agenda: Draft of the merger plan between flatexDEGIRO AG as the acquiring legal entity and flatex Projektgesellschaft Alpha AG as the transferring legal entity”. The draft merger plan, including all attachments, is also available from the time the Annual General Meeting is convened and during the entire Annual General Meeting via the Internet address <https://www.flatexdegiro.com> under “Investor Relations” in the sub-item “Annual General Meeting & Prospectus”, there under “Annual General Meeting 2025”.

The draft merger plan was submitted to the company's commercial register prior to the convening of the Annual General Meeting.

#### **14. Resolution on amendments to the Articles of Association**

##### **14.1 Resolution on the amendment of Section 16 (3) of the Articles of Association to create an authorisation for the Management Board to provide for the holding of a virtual Annual General Meeting**

The Annual General Meeting on 13 June 2023 authorised the Management Board for the first time on the basis of Section 118a (1) sentence 1 AktG by amending the Articles of Association to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting).

The authorisation applies to the holding of virtual Annual General Meetings for a period of two years following the entry of this provision in the company's commercial register. The provision in the Articles of Association was entered in the company's commercial register on 22 June 2023.

Based on this authorisation, the Management Board has decided to hold the Annual General Meetings in 2024 and 2025 virtually. Both format decisions were preceded by extensive consideration of the advantages and disadvantages of the available formats, taking into account the interests of the company and the shareholders. It was particularly important to the Management Board that shareholders' rights are protected just as comprehensively online as at an on-site event. For this reason, questions were not submitted in advance, including the associated restrictions on shareholders' rights, and the opportunity to ask questions live was not restricted. Compared to an in-person meeting, the virtual Annual General Meeting frees up considerable personnel resources, incurs fewer costs and contributes to the company's sustainability goals by saving on materials and transportation. The virtual Annual General Meeting meets the needs of the company's shareholder base, most of which is international or, within Germany, highly supraregional. Furthermore, virtual Annual General Meetings are in line with the company's ambition to play a leading role in the field of digitalisation.

The fact that the planned agenda items can also be dealt with properly in a virtual format, the lively general debates and the feedback from shareholders, which was increasingly positive, were very important aspects in the decision-making process. There were no reasons that would have made an in-person meeting necessary.

Based on this positive experience, the company would like to retain the option of continuing to hold Annual General Meetings virtually even after the current authorisation expires. In addition to the aspects already mentioned, the authorisation is also intended to ensure that important decisions that make sense for the company and its shareholders can be made in exceptional situations, such as a pandemic or other emergencies, in which holding an in-person meeting is not easily possible or disproportionate.

The Management Board is therefore to be granted a new authorisation through a provision in the Articles of Association, according to which the Management Board is authorised to provide for the Annual General Meeting to be held as a virtual Annual General Meeting. As before, this authorisation is to be limited to two years. The legally permissible maximum period of five years will again not be exhausted. This is intended to give shareholders the opportunity to decide again in a timely manner whether to grant the Management Board a new authorisation.

For future Annual General Meetings, it will continue to be decided separately and taking into account the circumstances of each individual case whether to make use of the authorisation and hold an Annual General Meeting as a virtual Annual General Meeting. The Management

Board will make its decisions taking into account the interests of the company and its shareholders and, in particular, the safeguarding of shareholders' rights as well as the matters to be resolved, the practice of other listed companies, effort and costs, the interest of international investors in facilitating participation, aspects of health protection for those involved, sustainability considerations and, in particular, feedback from shareholders.

In addition, the existing authorisation in the Articles of Association is to be amended to the effect that, in addition to the Management Board's dutiful decision, the approval of the Supervisory Board is also required to provide for the holding of a virtual Annual General Meeting. This will also further ensure that the decision to hold a virtual Annual General Meeting is always made in the best interests of the company and its shareholders.

The Management Board also intends to explain the decision on the format and organization of the Annual General Meeting in more detail in the respective invitation to the meeting in order to make the reasons for the decision comprehensible to the shareholders.

Against this background, the Management Board and Supervisory Board propose that the following resolution be adopted:

*Section 16 (3) of the company's Articles of Association shall be reworded as follows:*

*"(3) The Management Board is authorised, to provide with the approval of the Supervisory Board for the meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). The authorisation applies to the holding of virtual Annual General Meetings within a period of two years after the entry of this provision in the company's commercial register. The requirements to be met when holding a virtual Annual General Meeting and the more detailed provisions on the structure or possibilities of the structure and their relevant requirements are set out in the law. Any use of this procedure and the relevant provisions must be announced when the Annual General Meeting is convened."*

This resolution will become irrelevant if the merger of flatex Projektgesellschaft Alpha AG into flatexDEGIRO AG is entered in the commercial register of flatexDEGIRO AG before the above amendment to the Articles of Association is entered in the commercial register of the company, as this will make the conversion of flatexDEGIRO AG into a Societas Europaea (SE) effective (see agenda item 13), whose Articles of Association already reflect the above amendment to the Articles of Association.

#### **14.2 Resolution on the amendment of Section 5 of the Articles of Association to adapt to the Future Financing Act (Zukunftsförderungsgesetz - ZuFinG) with regard to the possibility of issuing electronic shares ("e-shares") and to simplify entries in the share register**

The Future Financing Act (Zukunftsförderungsgesetz - "**ZuFinG**") passed on 11 December 2023, has brought about various innovations. These include the possibility for stock corporations to issue electronic shares in accordance with the Electronic Securities Act ("**eWpG**"). In addition, companies can replace existing, previously global certificated shares by electronic shares with the same content, even without the consent of shareholders, provided this is enshrined in the articles of association. The aim of these regulations is to further digitalize the

capital market. Electronic shares grant the same rights as shares traditionally securitized in a global certificate. The difference is that instead of depositing the certificate with the central securities depository, it is registered in an electronic securities register in accordance with Section 2 (1) eWpG. At flatexDEGIRO AG, such a conversion is currently not planned. However, the proposed amendment to the Articles of Association is intended to create the conditions for the possible use of electronic shares in the future.

In order to simplify entries in the share register by a shareholder acting in his own name for shares belonging to another person, also Section 5 (1) of the Articles of Association is to be amended by deleting sentence 4 and sentence 5. The limitation contained in sentence 4 and sentence 5 was intended to create an incentive to have the “true” shareholders entered in the share register instead of the respective custodian banks. In the meantime, the right of companies to identify their shareholders has been legally strengthened by the Act Implementing the Second Shareholders’ Rights Directive (“**ARUG II**”). The company will continue to strive to register its shareholders in the share register as far as possible in the future, but no longer considers the statutory limitation on registering shares belonging to third parties to be necessary in view of legal developments. The provision will therefore be deleted without replacement. This proposed amendment does not result in any restriction of shareholder rights.

The Management Board and Supervisory Board propose the following resolution:

- a) *Section 5 (5) of the Articles of Association is supplemented by the following new sentence 2:*

*“Securitization is excluded for shares that are registered as electronic shares in an electronic securities register.”*

- b) *Sentences 4 and 5 of Section 5 (1) of the company’s Articles of Association shall be deleted without replacement.*

This resolution will become irrelevant if the merger of flatex Projektgesellschaft Alpha AG into flatexDEGIRO AG is entered in the commercial register of flatexDEGIRO AG before the above amendment to the Articles of Association is entered in the commercial register of the company, as this will make the conversion of flatexDEGIRO AG into a Societas Europaea (SE) effective (see agenda item 13), whose Articles of Association already reflect the above amendment to the Articles of Association.

#### **14.3 Resolution on the amendment of Section 8 (2) of the Articles of Association to adjust the provisions governing the term of office of Supervisory Board members**

The Management Board and the Supervisory Board propose that the Articles of Association be amended by introducing a new provision governing the term of office of Supervisory Board members. This provision stipulates that members of the Supervisory Board elected for the first time shall generally be appointed for a term of approximately three years, while reappointed members shall generally be appointed for a term of approximately five years.

The proposed amendment aims to strengthen the company’s corporate governance, meet the requirements of an international investor base and ensure the long-term effectiveness of the Supervisory Board.

The shorter term of three years for newly elected Supervisory Board members allows the composition of the Supervisory Board to be adapted more quickly to changing market conditions, strategic priorities and corporate governance requirements. New members can

demonstrate their skills and contribution during an appropriate familiarisation period, while the company has the opportunity to evaluate the cooperation at an early stage. This is in line with the expectations of international investors, who prefer a dynamic and flexible corporate governance structure.

The longer term of office of five years for reappointed Supervisory Board members promotes continuity and the retention of valuable experience within the Board. Members who have proven themselves can contribute their knowledge of the company, its strategy and international markets over the long term. This strengthens the stability of the Supervisory Board and supports the long-term strategic orientation of flatexDEGIRO AG, which is an important criterion for trust and commitment, particularly for international investors.

The combination of shorter terms of office for new members and longer terms of office for experienced members creates a balance between regular renewal and stability on the Supervisory Board.

The proposed provision is fully in line with Section 102 of the German Stock Corporation Act (AktG), which provides for a maximum term of office of approximately five years but allows for shorter terms of office. The Articles of Association also retain the flexibility to decide on different terms of office in individual cases in order to take account of special circumstances.

Against this background, the Management Board and Supervisory Board propose that the following resolution shall be adopted:

*Section 8 (2) of the company's Articles of Association is reworded as follows:*

*"(2) The members of the Supervisory Board are generally elected for the period until the end of the Annual General Meeting that decides on their discharge for the second financial year after the beginning of their term of office, provided that this is their first election as a member of the Supervisory Board of the company. The financial year in which the term of office begins is not included. Re-election is permitted. If a member of the Supervisory Board is re-elected, the members of the Supervisory Board shall generally be elected for the period until the end of the Annual General Meeting that decides on their discharge for the fourth financial year after the beginning of their term of office. The financial year in which the term of office begins shall not be included. Re-election is permitted. The Annual General Meeting may, in individual cases, deviate from the terms of office specified in sentences 1 and 4 and resolve on a shorter or longer term of office that does not exceed the statutory maximum limits. The election of a successor to a member who has left office before the end of his or her term of office shall only be for the remainder of the term of office of the member who has left office, unless the Annual General Meeting resolves otherwise.*

This resolution shall become irrelevant if, prior to the entry of the above amendment to the Articles of Association in the commercial register of the company, the merger of flatex Projektgesellschaft Alpha AG with flatexDEGIRO AG is entered in the commercial register of flatexDEGIRO AG, as this will result in the conversion of flatexDEGIRO AG into a Societas Europaea (SE) (see agenda item 13), whose Articles of Association already reflect the above amendment to the Articles of Association.

## II. Supplementary information, notes and reports to the Annual General Meeting

### 1. To item 9 of the agenda: Additional information on the candidates proposed for election as members of the Supervisory Board, in particular the CVs of the candidates and information in accordance with section 125 (1) sentence 5 AktG

#### **Mr. Stefan Müller**

General Representative of Börsenmedien AG, Kulmbach.  
Member of the Supervisory Board of flatexDEGIRO AG since 23 February 2017 and Chairman of the Supervisory Board since 28 March 2025.



#### **Personal data:**

Year of birth: 1969  
Resident in: Küps  
Nationality: German

#### **Professional experience (key positions):**

Since 2021	General Representative, GfBk Gesellschaft für Börsenkommunikation, Kulmbach
Since 2021	General Representative, BF Holding GmbH, Kulmbach
Since 2017	Managing Director, Panthera AM GmbH, Kulmbach
Since 2016	General Representative, Börsenmedien AG, Kulmbach
2002 – 2016	Member of the Management Board, Authorised Signatory, General Representative, flatexDEGIRO AG (formerly United Capital Management AG, flatex AG, flatex Holding AG, FinTech Group AG), Frankfurt am Main
1985 – 2002	Various departments, Bayerische Hypo- und Vereinsbank AG, Munich

#### **Education/qualifications:**

1996 – 1997	Banking academy management studies in Nuremberg
1994 – 1995	Banking management studies in Bayreuth
1991 – 1993	Banking studies in Bayreuth

#### **Memberships in other statutory supervisory boards in Germany:**

- Chairman of the Supervisory Board of flatexDEGIRO Bank AG, Frankfurt am Main (non-listed)
- Chairman of the Supervisory Board of Heliad AG, Frankfurt am Main (traded on the open market)

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

- none

**Mr. Bernd Förtsch**

Chairman of the Management Board of Börsenmedien AG, Kulmbach. Member of the Supervisory Board of flatexDEGIRO AG since 04 June 2024.



**Personal data:**

Year of birth: 1962

Resident in: Kulmbach

Nationality: German

**Professional career (key positions):**

2021 – 2022	Managing Director, Finanzen Verlag GmbH, Munich
2016 – 2024	Managing Director, Aktionär TV GmbH, Kulmbach
2011 – 2024	Managing Director, Applab GmbH, Kulmbach
2011 – 2024	Managing Director, BFF Holding GmbH, Kulmbach
2003 – 2024	Managing Director, BF Holding GmbH, Kulmbach
1997 – 2024	Managing Director, Werbefritz! GmbH, Kulmbach
1997 – 2024	Managing Director, GfBk Gesellschaft für Börsenkommunikation mbH, Kulmbach

**Education/qualifications:**

1985 – 1986 Further training as a state-certified accountant

1978 – 1981 Apprenticeship as a tax clerk

**Memberships in other statutory supervisory boards in Germany:**

- Member of the Supervisory Board of flatexDEGIRO Bank AG, Frankfurt am Main (non-listed)

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

- none



**Mr. Hans-Hermann Anton Lotter**

Operating partner in investment companies of Advent International and advisor for private equity investments, mergers and acquisitions and restructuring. Not previously a member of the Supervisory Board of flatexDEGIRO AG.

**Personal data:**

Year of birth: 1964

Resident in: Como, Italy

Nationality: German

**Professional career (key positions):**

Since 2009	Assumed mandates in companies in which Advent International holds an interest, including in the past on the management board of Atlantic BidCo GmbH and Al Lake (Luxembourg) S.à r.l and on the supervisory boards of Addiko Bank AG, Concardis Payment Group GmbH and GFKL Financial Services AG, as well as advisor for private equity investments, mergers and acquisitions and restructuring
2014 – 2015	Member of the Management Board, responsible for treasury, legal and corporate development, interim manager for stabilising the bank, Gorenjska banka d.d., Kranj, Slovenia
2006 – 2009	Co-Head of Mergers & Acquisitions, Head of the Financial Institutions Group for Germany, Austria and Switzerland, Rothschild GmbH, Frankfurt am Main
2003 – 2006	Managing Director, Head of the Financial Institutions Department, Lazard & Co. GmbH, Frankfurt am Main
1992 – 2003	Various positions at Deutsche Bank Aktiengesellschaft in Frankfurt am Main, Singapore and London: Director, Global Corporate Finance – Financial Institutions Group; Managing Director, Corporate Development Department; Director, Head of Strategic Planning Asia Pacific, Singapore; Divisional Director, Corporate Development, London

**Education/qualifications:**

1990 – 1991	Master of Business Administration, University of Miami, Miami, Florida, USA
1986 – 1990	Dipl.-Math. oec., 'Master' ('Diplom') degree in Mathematical Economics ('Wirtschaftsmathematik'), University of Ulm

**Memberships in other statutory supervisory boards in Germany:**

- Deputy Chairman of the Supervisory Board of Aareal Bank AG, Wiesbaden (listed)
- Member of the Supervisory Board of Hermes Germany GmbH, Hamburg (non-listed)
- Chairman of the Supervisory Board of TK Elevator GmbH, Essen (non-listed)

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

- Member of the Board of Directors, Vertical Topco S.à r.l., Luxembourg (non-listed)

**Ms. Martina Ulrike Pfeifer-Braks**

Managing Director of Whistler GmbH, Frankfurt am Main.  
Previously not a member of the  
Supervisory Board of flatexDEGIRO AG.



**Personal data:**

Year of birth: 1982  
Resident in: Frankfurt am Main  
Nationality: German

**Professional career (key positions):**

Since 2020	Managing Director, Whistler GmbH, Frankfurt Main
2009 – 2024	Advisor to Advent Fonds, advising on private equity transactions in Europe with a focus on Germany, sector focus on financial services and industry, Advent International GmbH, Frankfurt am Main
2007 – 2008	Analyst in Investment Banking, Financial Institutions Group (FIG), advising on financial services transactions and restructurings, Goldman Sachs AG, Frankfurt am Main

**Education/qualifications:**

2003 – 2007	Diploma and Bachelor of Arts B.A., double degree program ('Doppelstudium') European Business, Dublin City University, Ireland and European School of Business (ESB), Reutlingen
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**Memberships in other statutory supervisory boards in Germany:**

- none

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

- Member of the Supervisory Board, Foster Clark Products Ltd., Malta

**Ms. Sarna Marie Elisabeth Röser**

Member of the Management of Röser FAM GmbH & Co. KG and of FAIR VC GmbH, both based in Mundelsheim. Previously not a member of the Supervisory Board of flatexDEGIRO AG.

**Personal data:**

Year of birth: 1987

Resident in: Ludwigsburg

Nationality: German

**Professional career (key positions):**

Since 2024	Managing Director of MAVERIX GmbH, Mundelsheim
Since 2021	Member of the Management of FAIR VC GmbH (investment company), Mundelsheim
Since 2020	Member of the Advisory Board of Deutsche Bank Aktiengesellschaft, Frankfurt am Main
Since 2014	Member of the Management, Röser FAM GmbH & Co. KG, Mundelsheim
2009 – 2013	Project manager at the EngagementAkademie and member of the foundation's board of trustees, Social Angels Foundation, Mundelsheim

**Education/qualifications (key positions):**

2013	Postgraduate studies in Corporate Social Responsibility, Lucerne University of Applied Sciences and Arts, Lucerne, Switzerland
2006 – 2009	Bachelor of Arts (Honours) in International Business Management, Academy for Business Administration and World Trade Languages, Stuttgart and University of Northumbria at Newcastle, UK
2004 – 2005	State-certified Business Assistant (Advertising), Akademie für Kommunikation, Stuttgart

**Memberships in other statutory supervisory boards in Germany:**

Since 2020	Member of the Supervisory Board, Fielmann Group AG, Hamburg (listed)
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**Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:**

- none

The Supervisory Board considers all proposed candidates to be independent.

The following declaration is made with regard to C.13 of the German Corporate Governance Code:

Mr. Stefan Müller is General Representative of GfBk Gesellschaft für Börsenkommunikation, Kulmbach, General Representative of BF Holding GmbH, Kulmbach, Chairman of the Supervisory Board of Heliad AG, Frankfurt am Main and Chairman of the Supervisory Board of flatexDEGIRO Bank AG. Mr. Bernd Förtsch is Chairman of the Management Board of Börsenmedien AG, Kulmbach, and a member of the Supervisory Board of flatexDEGIRO Bank AG. The aforementioned companies are directly or indirectly dependent companies of Mr. Bernd Förtsch. Mr. Bernd Förtsch indirectly or directly holds more than 10% of the voting shares in flatexDEGIRO AG via companies attributable to him.

Apart from the above, the Supervisory Board is of the opinion that there are no personal or business relationships between one or more candidates on the one hand and flatexDEGIRO AG, its group companies or the management bodies of flatexDEGIRO AG or a shareholder directly or indirectly holding more than 10 % of the voting shares in flatexDEGIRO AG on the other hand that are decisive for the election decision of an objectively judging shareholder.

## **2. To item 11 of the agenda: Report of the Management Board to the Annual General Meeting pursuant to Sections 186 (4) sentence 2, 203 (1), (2) AktG regarding the creation of new Authorised Capital 2025, partly with the option to exclude subscription rights**

In accordance with Sections 186 (4) sentence 2, 203 (1), (2) AktG, the Management Board has submitted a written report on the reasons for the exclusion of subscription rights for item 11 of the agenda. This report is 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 during the entire Annual General Meeting. The report is published as follows:

Under agenda item 11, the Management Board and Supervisory Board propose the creation of new Authorised Capital 2025.

Section 4 (3) of the company's Articles of Association contains an authorised capital (Authorised Capital 2021/I), which authorises the Management Board, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 43,600,000.00 by issuing up to 43,600,000 new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until 19 October 2025. The company's Articles of Association also contain an authorised capital (Authorised Capital 2021/II) in Section 4 (4), which authorises the Management Board, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 10,800,000.00 by issuing up to 10,800,000 new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until 19 October 2025. No use has been made of these two authorisations to date, meaning that the two authorisations to increase the share capital are still in full force and effect.

Due to the imminent expiry of both authorisations and in order to enable the company to continue to be able to react as flexibly as possible to opportunities that arise on the markets, the Authorised Capital 2021/I and 2021/II described above are to be cancelled and new authorised capital (Authorised Capital 2025) is to be created in their place. The Management Board and Supervisory Board do not see any need to utilize the scope of the authorised capital to the same extent as before.

When using the Authorised Capital 2025, shareholders are generally granted subscription rights. The subscription right can also be granted in such a way that new shares are taken over by a credit institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) KWG (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription (so-called indirect subscription right). However, the subscription right can be excluded by the Management Board with the approval of the Supervisory Board in the following cases:

The subscription right can be excluded for fractional amounts that cannot be distributed equally among all shareholders. 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 in the case of capital increases by round amounts. The new shares excluded from shareholders' subscription rights as fractional amounts will be utilized in the best possible way for the company. However, the Management Board will attempt to avoid the creation of fractional amounts for subscription rights.

In addition, subscription rights may be excluded for a proportionate amount of the share capital of up to 10%, based on both the share capital existing at the time of the resolution on Authorised Capital 2025 and the share capital existing at the time of issue, if the new shares are issued at an amount that is not significantly lower than the stock market price of the shares already included in trading. This authorisation, which is based on Section 186 (3) sentence 4 AktG, allows a cash capital increase to be carried out quickly at an issue price that is as close as possible to current market conditions. This possibility of excluding subscription rights is intended to enable the company to take advantage of favorable stock market situations at short notice and to achieve the highest possible issue price and thus the greatest possible strengthening of equity by setting a price close to market conditions. When exercising the authorisation, the Management Board will set the discount on the stock exchange price as low as possible in accordance with the prevailing market conditions at the time of placement. Any discount on the relevant stock exchange price is expected to be a maximum of 5% of the stock exchange price. Experience has shown that such a capital increase leads to a higher inflow of funds for the company than a capital increase with shareholders' subscription rights due to the faster possibility of action. It is therefore in the well-understood interests of the company. By issuing the shares in close alignment with the stock market price, the interests of the shareholders are also safe-guarded. Due to the fact that the placement can take place without a statutory subscription period immediately after the issue price has been set, the price change risk for the period of a subscription period does not have to be taken into account when setting the issue price. The limitation to a maximum pro rata amount of the share capital of 10% enables shareholders to maintain their previous shareholding by buying shares on the stock exchange if necessary.

Furthermore, the subscription right can be excluded by the Management Board in the event of a capital increase against contributions in kind, in particular for the purpose of acquiring companies, parts of companies or interests in companies. In the case of the acquisition of companies, parts of companies or interests in companies, these must be within the scope of the company's business purpose. This authorisation is intended in particular to enable the Management Board to have treasury shares in the company at its disposal without having to use the stock exchange in order to be able to acquire companies, parts of companies, interests in companies or other assets in return for shares in the company in suitable individual cases. The acquisition of a company or an interest in a company generally requires a quick decision. The proposed authorisation will enable the Management Board to react quickly and flexibly to advantageous offers when opportunities for acquisition arise. The same applies with regard to the contribution of receivables or other assets. The exclusion of subscription rights does reduce the relative participation quota and the relative share of voting

rights of the existing shareholders. However, if subscription rights were granted, the acquisition of companies, parts of companies, interests in companies or other assets in return for shares would not be possible and the associated benefits for the company and shareholders would not be achievable. There are currently no specific acquisition plans for which this option is to be used.

The authorisation to exclude subscription rights in favour of the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its Group companies serves the purpose of not having to reduce the option or conversion price in accordance with the so-called dilution clauses of the option or conversion conditions if this authorisation is exercised. Rather, the holders or creditors of the bonds with option or conversion rights or obligations should also be granted subscription rights to the extent to which they would be entitled after exercising the option or conversion right or after fulfilling the option or conversion obligation. The authorisation gives the Management Board the opportunity to choose between the two alternatives when utilizing the Authorised Capital 2025, carefully weighing up the interests involved.

The Management Board may only make use of the individual authorisations granted above to exclude subscription rights to such an extent that the total proportionate amount of shares issued under exclusion of subscription rights does not exceed 10% of the share capital (10% limit), either at the time of the resolution on this authorisation or at the time it 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 counted towards the aforementioned 10% limit.

After weighing up all of the above circumstances, the Management Board and Supervisory Board consider the exclusion of subscription rights in the above cases to be objectively justified and appropriate for the reasons stated, also taking into account the dilutive effect to the detriment of the shareholders. In individual cases, the Management Board will examine particularly carefully whether the use of the authorisation to exclude subscription rights is necessary and advantageous for the company before obtaining the approval of the Supervisory Board.

The Management Board will report to the Annual General Meeting on each utilization of the Authorised Capital 2025.

**3. 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 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 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.

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.

**4. To item 13 of the agenda: Draft of the merger plan between flatexDEGIRO AG as the acquiring legal entity and flatex Projektgesellschaft Alpha AG as the transferring legal entity**

**JOINT MERGER PLAN  
(ALSO MERGER AGREEMENT)**

for the merger by absorption for the formation of an SE between

1. **flatexDEGIRO AG** with registered office in Frankfurt am Main, Germany, registered in the commercial register of the local court of Frankfurt am Main under HRB 103516, and business address Omnium, Große Gallusstraße 16-18, 60312 Frankfurt am Main, as the acquiring company

– “acquiring company” –

and

2. **flatex Projektgesellschaft Alpha AG** with its registered office in Vienna, Austria, registered in the commercial register of the Commercial Court of Vienna under FN 649976 y, and business address Sterngasse 13, 1010 Vienna, as transferring company

– “flatex Alpha AG” or “transferring company” –

**PREAMBLE**

- (A) flatexDEGIRO AG is today the leading and fastest growing European online broker with over 2.7 million customer accounts in 16 countries. The shares of flatexDEGIRO AG are admitted to trading on the organised market of the Frankfurt Stock Exchange (Regulated Market) in the Prime Standard segment under ISIN DE000FTG1111 within the meaning of Section 2 (11) of the German Securities Trading Act (Wertpapierhandelsgesetz). The shares of flatexDEGIRO AG are also traded on various over-the-counter stock exchanges. flatexDEGIRO AG is listed in the MDAX index.
- (B) flatexDEGIRO AG and flatex Alpha AG are stock corporations within the meaning of Annex 1 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (“**SE Regulation**”). The Management Board of flatexDEGIRO AG and the Management Board of flatex Alpha AG have decided to merge flatexDEGIRO AG and flatex Alpha AG for the purpose of establishing a European Company (Societas Europaea - “**SE**”).
- (C) This merger is to take place by way of a merger by absorption of flatex Alpha AG as the transferring company into flatexDEGIRO AG as the acquiring company on the basis of Art. 17 (2) lit. a) SE Regulation, with flatexDEGIRO AG assuming the legal form of an SE upon the merger taking effect and using the name flatexDEGIRO SE (the project hereinafter also referred to as the “**Merger**”). In this merger process, Sections 17 et seq. of the Austrian SE Act (“**SEG**”) and Sections 5 et seq. of the German Act on the Implementation of the SE Regulation (“**SEAG**”) must be taken into account.
- (D) The merger requires the approval of the Annual General Meeting of flatexDEGIRO AG and the Annual General Meeting of flatex Alpha AG.

- (E) flatexDEGIRO AG holds the entire issued capital of flatex Alpha AG. Therefore, no new shares of flatexDEGIRO AG will be issued in the course of the merger (Art. 18 SE Regulation in conjunction with Section 20 (1) no. 3 UmwG in conjunction with Section 224 (1) no. 1 of the Austrian Stock Corporation Act). According to Art. 31 (1) SE Regulation, Art. 20 (1) sentence 2 lit. b), c) and d), Art. 22 and Art. 29 (1) lit. b) SE Regulation are not applicable. Under German law, the simplifications of Sections 8 (3) sentence 3 no. 1 lit. a) and 9 (2) UmwG and under Austrian law those of Section 232 (1) and (2) of the Austrian Stock Corporation Act and Section 20 SEG must be observed. The simplifications described in more detail in Section 11 and Section 12 of this Merger Plan (as defined below) apply.
- (F) The SEAG uses the term “merger plan” as used in the SE Regulation. The Austrian SEG uses the term “Merger Agreement”, which is commonly used in Austria. Against this background, flatexDEGIRO AG and flatex Alpha AG agree that the present merger plan also constitutes a merger agreement within the meaning of Sections 17 et seq. of the SEG (“**Merger Plan**”).
- (G) The present Merger Plan is prepared as a joint and identical merger plan pursuant to Art. 20 SE Regulation by the Management Board of flatexDEGIRO AG and the Management Board of flatex Alpha AG. The Supervisory Board of flatexDEGIRO AG and the Supervisory Board of flatex Alpha AG have approved the merger in accordance with the Merger Plan.

The preamble to this Merger Plan is an integral part thereof.

Having said this, flatexDEGIRO AG and flatex Alpha AG agree on the following:

## **§ 1 Participating companies**

- 1.1 flatexDEGIRO AG is a stock corporation under German law with its registered office in Frankfurt am Main, Germany, and its business address at Omnium, Große Gallusstraße 16-18, 60312 Frankfurt am Main, Germany, registered in the Commercial Register of the Local Court of Frankfurt am Main under HRB 103516. flatexDEGIRO AG's share capital at the time of the preparation of this Merger Plan amounts to EUR 110,134,548.00 (in words: Euro one hundred and ten million one hundred and thirty-four thousand five hundred and forty-eight) and is divided into 110,134,548 (in words: one hundred and ten million one hundred and thirty-four thousand five hundred and forty-eight) no-par value shares with a notional pro rata amount of the share capital of EUR 1.00 each (in words: one euro). There are no other shares.
- 1.2 flatex Alpha AG is a stock corporation under Austrian law with its registered office in Vienna, Austria, registered in the Commercial Register of the Commercial Court of Vienna under FN 649976 y, and its business address at Sterngasse 13, 1010 Vienna, Austria. The share capital of the flatex Alpha AG amounts to EUR 70,000.00 (in words: seventy thousand euros) and is divided into 70,000 (in words: seventy thousand) no-par value registered shares, each with a notional pro rata amount of the share capital of EUR 1.00 (in words: one euro). There are no other shares, in particular preference shares. The sole shareholder of flatex Alpha AG is flatexDEGIRO AG. Therefore, flatex Alpha AG is a wholly owned subsidiary of flatexDEGIRO AG.

## **§ 2 Merger of flatex Alpha AG into flatexDEGIRO AG**

- 2.1 flatex Alpha AG as the transferring company will be merged with flatexDEGIRO AG as the acquiring company by way of a merger by absorption upon dissolution without liquidation pursuant to Art. 17 (2) lit. a) SE Regulation, as described in the preamble of this Merger Plan, for the purpose of establishing an SE. Accordingly, flatex Alpha AG and flatexDEGIRO AG agree to transfer the assets and liabilities of flatex Alpha AG as the transferring company as a whole by way of universal succession to flatexDEGIRO AG as the acquiring company.

- 2.2 The closing balance sheet of flatex Alpha AG will be prepared as of 30 April 2025. This closing balance sheet of flatex Alpha AG will be used as the basis for the merger by mutual agreement.
- 2.3 When the merger takes effect, the entire assets and liabilities of flatex Alpha AG will be transferred to flatexDEGIRO AG pursuant to Art. 29 (1) SE Regulation. flatex Alpha AG will cease to exist.

**§ 3 Adoption of the legal form of the European Company, company name, registered office, articles of association**

- 3.1 Upon registration of the merger pursuant to Section 4.1 of the Merger Plan, flatexDEGIRO AG will assume the legal form of an SE by operation of law pursuant to Art. 17 (2) sentence 2 and Art. 29 (1) lit. d) SE Regulation, without any further legal action being required.
- 3.2 The name of the SE is “**flatexDEGIRO SE**”.
- 3.3 The registered office of flatexDEGIRO SE is in Frankfurt am Main, Germany.
- 3.4 The change to the legal form of an SE does not result in the dissolution of the acquiring company or the formation of a new legal entity. A transfer of the assets of the acquiring company will not take place due to the preservation of the identity of the legal entity. The acquiring company continues to exist in the new legal form of the SE. Consequently, the participation of the shareholders in the acquiring company also remains unchanged due to the identity of the legal entity. The change to the legal form of an SE has no effect on the stock exchange listing of the acquiring company and the trading of the shares on the stock exchange or on the existing inclusion of the shares in stock exchange indices.
- 3.5 The share capital of the acquiring company in the amount existing at the Conversion Date (at the time of the preparation of this Merger Plan EUR 110,134,548.00 (in words: one hundred and ten million one hundred and thirty-four thousand five hundred and forty-eight euros)) and in the division into registered shares existing at the Conversion Date (number of shares existing at the time of preparation of this Merger Plan: 110,134,548 (in words: one hundred and ten million one hundred and thirty-four thousand five hundred and forty-eight)) shall become the share capital of flatexDEGIRO SE.
- 3.6 The persons and companies that are shareholders of the acquiring company at the Conversion Date will become shareholders of flatexDEGIRO SE to the same extent and with the same number of no-par value shares in the share capital of flatexDEGIRO SE as they hold in the share capital of flatexDEGIRO AG directly at the Conversion Date. The notional interest of each no-par value share in the share capital (currently EUR 1.00 (in words: one euro)) will remain as it was immediately prior to the Conversion Date.
- 3.7 flatexDEGIRO SE will receive the Articles of Association attached as **Annex 1** to this Merger Plan (“**SE Articles of Association**”), which form an integral part of this Merger Plan. The SE Articles of Association stipulate that the SE will have a dualistic management system. At the Conversion Date
  - 3.71 the share capital figure stated in Section 4 (1) and (2) of the SE Articles of Association and its division into shares corresponds to the share capital figure stated in Section 4 (1) and (2) of the Articles of Association of flatexDEGIRO AG and its division into shares,

3.7.2 the amounts of authorised capital specified in Section 4 (4) and (5) of the SE Articles of Association correspond to the amounts of the remaining authorised capital in Section 4 (3) and (4) of the Articles of Association of flatexDEGIRO AG and

3.7.3 the amount of conditional capital specified in Section 4 (6) of the SE Articles of Association corresponds to the amount of conditional capital specified in Section 4 (5) of the Articles of Association of flatexDEGIRO AG.

Any changes to the amount of share capital and the amounts of authorised and conditional capital of flatexDEGIRO AG also apply to flatexDEGIRO SE.

3.8 The Supervisory Board of flatexDEGIRO AG (alternatively the Supervisory Board of flatexDEGIRO SE) is authorised to make any changes resulting from Section 3.7 with regard to the amounts specified therein and the division of the capital as well as changes on which the Registry Court makes the registration of the merger dependent, in each case insofar as they only affect the wording, in the version of the enclosed SE Articles of Association prior to registration of the merger in the commercial register of the acquiring company.

#### **§ 4 Effective date of the merger, merger date, tax transfer date**

4.1 The merger will take effect upon entry in the commercial register at the registered office of flatexDEGIRO AG (Art. 27 (1) SE-Regulation) ("**Conversion Date**").

4.2 For accounting purposes, the takeover of the assets of flatex Alpha AG will take place at the end of 30 April 2025, 24:00 hours, i.e. with effect from 1 May 2025, 00:00 hours ("**Merger Date**"). From this time onwards, all actions and transactions of flatex Alpha AG will be deemed to have been carried out for the account of flatexDEGIRO AG or flatexDEGIRO SE for accounting purposes. This will be presented accordingly in the first annual financial statements of the acquiring company prepared after completion of the merger.

4.3 The transfer date for tax purposes is 30 April 2025, 24:00 hours.

4.4 As the acquiring company, flatexDEGIRO AG and flatexDEGIRO SE will recognise the assets and liabilities of flatex Alpha AG in their commercial and tax balance sheets at fair value.

#### **§ 5 Exchange ratio, compensation payment, transfer of shares, cash compensation for shareholders**

5.1 Due to the participation structure described above, no shares will be granted (Art. 18 SE Regulation in conjunction with Section 20 (1) no. 3 UmwG in conjunction with Section 224 (1) no. 1 Austrian Stock Corporation Act) and the merger will take place without consideration. There will be no capital increase for the purpose of the merger, and no new shares of flatexDEGIRO AG or flatexDEGIRO SE will be issued in the course of the merger (Art. 18 SE Regulation in conjunction with Section 68 (1) no. 1 UmwG in conjunction with Section 224 (1) no. 1 Austrian Stock Corporation Act). Pursuant to Art. 31 (1) sentence 1 SE Regulation, the Merger Plan therefore does not contain any information within the meaning of Art. 20 (1) sentence 2 lit. b), c) and d) SE Regulation on the exchange ratio of the shares and the amount of a compensation payment, on the details regarding the transfer of the shares of the SE and on the time from which the shares grant a right to participate in profits, as well as on special features in relation to this right.

5.2 Since flatexDEGIRO AG is the sole shareholder of flatex Alpha AG, no offer of cash compensation is required for the shareholders of the transferring company. As the sole shareholder of flatex Alpha AG, flatexDEGIRO AG hereby waives the submission of a corresponding com-

pensation offer and its inclusion in the Merger Plan as a precautionary measure. Information on the conditions of the cash compensation in this Merger Plan and the examination of the appropriateness of the cash compensation are therefore not required.

#### **§ 6 No requirement of consent by third party**

The resolution to merge does not require the consent of a third party to be effective.

#### **§ 7 Goodwill and distributable reserve**

The merger has no effect on the goodwill and distributable reserves of flatexDEGIRO AG.

#### **§ 8 Auditor, financial year**

- 8.1 For the first financial year of flatexDEGIRO SE, Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor and group auditor, as auditor for any review of the half-year financial report for the first half of the year and as auditor for any review of interim financial information.
- 8.2 For the first financial year of flatexDEGIRO SE, Baker Tilly GmbH & Co KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, will be appointed as the auditor of the sustainability report with effect from the entry into force of the Act Implementing the Corporate Sustainability Reporting Directive into German Law ("**CSRD Implementation Act**"). The Supervisory Board of flatexDEGIRO SE is only required to fulfil this appointment if the CSRD Implementation Act stipulates that a sustainability report to be prepared for this financial year must be audited externally by an auditor to be appointed by the Annual General Meeting. A further prerequisite for execution is that the CSRD Implementation Act does not provide for any regulation for the financial year in question that would make the appointment of the auditor of the sustainability report by the Annual General Meeting unnecessary without a judicial appointment procedure that would otherwise have to be carried out as a substitute.
- 8.3 The first financial year of flatexDEGIRO SE is the financial year of the company in which the merger of flatex Alpha AG into flatexDEGIRO AG is entered in the commercial register responsible for flatexDEGIRO SE.

#### **§ 9 Special rights**

- 9.1 flatexDEGIRO AG has established a stock option plan 2024, a long-term remuneration programme for the members of the Management Board and employees of flatexDEGIRO AG as well as the members of the Management Board and employees of its affiliated companies, on the basis of which stock options with subscription rights to registered no-par value shares of flatexDEGIRO AG are issued to the beneficiaries. The other individual items result from the authorisation to issue share options resolved by the Annual General Meeting of flatexDEGIRO AG on 04 June 2024 under agenda item 9. The aforementioned subscription rights remain unaffected by the merger and the associated conversion of flatexDEGIRO AG into the legal form of an SE and continue to exist unchanged after the merger takes effect, directed towards the granting of shares in flatexDEGIRO SE.
- 9.2 flatexDEGIRO AG has also set up a long-term, virtual incentive programme, the so-called Stock Appreciation Right Plan 2020 (SAR 2020), for active members of the Management Board, key people and other employees, under which virtual options can be granted to the respective beneficiaries. This virtual incentive programme and the virtual options granted under this programme will also remain unaffected by the merger and the associated conversion

of flatexDEGIRO AG into the legal form of an SE and will continue to exist in accordance with the terms of the SAR 2020.

- 9.3 Further rights within the meaning of Art. 20 (1) lit. f) 1st alt. SE Regulation do not exist and will not be granted in connection with the merger. Further measures within the meaning of Art. 20 (1) lit. f) 2nd alt. SE Regulation are not envisaged.

#### **§ 10 Special benefits**

- 10.1 Neither the members of the administrative, management, supervisory and control bodies nor the auditors of the merging companies have been or will be granted any special benefits within the meaning of Art. 20 (1) sentence 2 lit. g) SE Regulation on the occasion of the merger. As described in Section 11 of this Merger Plan, no merger auditors have been appointed to audit this Merger Plan.
- 10.2 As a precautionary measure, it is pointed out that it is intended that the members of the Supervisory Board of flatexDEGIRO AG in office immediately prior to the merger taking effect shall also belong to the supervisory body of flatexDEGIRO SE and that the members of the Management Board of flatexDEGIRO AG in office immediately prior to the merger taking effect shall be appointed as members of the management body of flatexDEGIRO SE.

#### **§ 11 No merger audit and no audit report**

Since all shares in flatex Alpha AG are held by flatexDEGIRO AG, no assignment of a merger auditor or a report on an audit of this Merger Plan is required pursuant to Art. 31 (1) SE Regulation in conjunction with Sections 9 (2), 8 (3) sentence 3 no. 1 lit. a) UmwG in conjunction with Art. 18 SE Regulation in conjunction with Section 232 (1) of the Austrian Stock Corporation Act and Section 18 (2) SEG in conjunction with Section 20 SEG.

#### **§ 12 No merger report**

Since all shares in flatex Alpha AG are held by flatexDEGIRO AG, no merger report of the management bodies of flatexDEGIRO AG and flatex Alpha AG is required with regard to the merger pursuant to Art. 31 (1) SE Regulation in conjunction with Section 8 (3) sentence 1 alt. 2 UmwG and Art. 18 SE Regulation in conjunction with Section 232 (1) of the Austrian Stock Corporation Act.

#### **§ 13 Rights of creditors and minority shareholders**

- 13.1 The registered office of flatexDEGIRO SE is - like the registered office of flatexDEGIRO AG - Frankfurt am Main and therefore, from a German perspective, in Germany. The security rights pursuant to Art. 24 (1) lit. a) SE Regulation in conjunction with Sections 8 sentence 1, 13 (1) and (2) SEAG therefore do not apply. Creditors of flatexDEGIRO AG are therefore not entitled to provide security for any claims.
- 13.2 In all other respects, with regard to the rights of creditors and minority shareholders of flatexDEGIRO AG, reference is made to **Annex 2 Section A** to this Merger Plan and with regard to the rights of creditors of flatex Alpha AG, reference is made to **Annex 2 Section B** to this Merger Plan. The publication of flatex Alpha AG is made pursuant to Art. 18 SE Regulation in conjunction with Section 221a (1) of the Austrian Stock Corporation Act in the Austrian edict file.
- 13.3 Since flatexDEGIRO AG is the sole shareholder of flatex Alpha AG and will approve the merger, the terms of the cash settlement within the meaning of Section 17 SEG are not disclosed pursuant to Section 20 SEG.

#### **§ 14 Bodies of the Company**

- 14.1 In accordance with Sections 6 and 8 of the SE Articles of Association, flatexDEGIRO SE has a dualistic corporate management and control structure with a Supervisory Board as the supervisory body and a Management Board as the management body.
- 14.2 In accordance with Section 8 (1) of the SE Articles of Association, the Supervisory Board consists of five members.
- 14.3 The members of the Supervisory Board are appointed by the Annual General Meeting.
- 14.4 flatexDEGIRO AG and flatex Alpha AG assume that the offices of the members of the Supervisory Board of flatexDEGIRO AG existing at the Conversion Date will continue to exist due to the continuity of office in accordance with Section 203 sentence 1 UmwG in conjunction with Art. 15 (1) SE Regulation upon the merger taking effect and the associated change to the legal form of the SE. Consequently, the members of the Supervisory Board of flatexDEGIRO SE will be those members who are members of the Supervisory Board of flatexDEGIRO AG at the Conversion Date, whereby the term of office of the members of the Supervisory Board of flatexDEGIRO SE will be the duration of the remaining term of office of the respective members of the Supervisory Board of flatexDEGIRO AG. At the Annual General Meeting that decides on the approval of this Merger Plan, a new election of all Supervisory Board members will take place as a result of the expiry of the respective terms of office. As a purely precautionary measure, it should also be confirmed that this new appointment also applies to flatexDEGIRO SE.
- 14.5 The Supervisory Board appoints the members of the Management Board of flatexDEGIRO SE in accordance with Section 6 (2) of the SE Articles of Association. They manage the company on their own responsibility and conduct its business. As a precautionary measure, it is pointed out in this context that, notwithstanding the statutory authority of the Supervisory Board of flatexDEGIRO SE to appoint the members of the Management Board, it is assumed that the current members of the Management Board of the acquiring company, Mr. Oliver Behrens, Dr. Benon Janos, Mr. Stephan Simmang and Ms. Christiane Strubel, will be appointed as members of the Management Board of flatexDEGIRO SE.

#### **§ 15 Continued validity of resolutions of the Annual General Meeting of flatexDEGIRO AG**

Resolutions (in particular authorisations granted outside the Articles of Association) of the Annual General Meeting of flatexDEGIRO AG shall continue to apply unchanged for flatexDEGIRO SE, insofar as they have not yet been completed at the Conversion Date.

#### **§ 16 Procurations**

The joint powers of attorney granted by flatexDEGIRO AG together with a member of the Management Board remain in force to the same extent with effect for flatexDEGIRO SE. The joint powers of attorney granted by flatexDEGIRO AG together with a member of the Management Board or another authorised signatory also remain valid to the same extent with effect for flatexDEGIRO SE.

#### **§ 17 Consequences of the merger and the change of legal form for employees**

- 17.1 The merger and the adoption of the legal form of an SE have no effect on the employees of flatexDEGIRO AG and their employment relationships. Only the legal form of the employer will change. In detail:



17.1.1 Existing employment and labour contracts and the resulting rights and obligations of the employees of flatexDEGIRO AG remain unaffected and will be continued by flatexDEGIRO SE. Following the merger and the associated change of legal form, the management powers of the employer will be exercised by the Management Board of flatexDEGIRO SE.

17.1.2 No works councils have been formed at flatexDEGIRO AG. This will not change as a result of the merger and the associated change of legal form.

17.1.3 flatexDEGIRO AG is not bound by collective bargaining agreements by virtue of membership in an employers' association. This will not change as a result of the merger and the change of legal form.

17.1.4 At flatexDEGIRO AG, there is currently no form of co-determination in corporate bodies (e.g. Supervisory Board). This will not change as a result of the merger and the change of legal form.

With regard to the details of employee participation in connection with the merger and the associated change of legal form, reference is made to Section 18 of this Merger Plan.

17.1.5 flatexDEGIRO SE is liable as an identical legal entity for any outstanding claims of employees against flatexDEGIRO AG.

17.1.6 Termination of employment relationships due to the merger and the associated change of legal form is not legally permissible and is not planned. The employer's right to terminate employment relationships for other reasons in accordance with the statutory provisions remains unaffected.

17.1.7 The employees have no right to object to the merger and the associated change of legal form; nor do the merger and the associated change of legal form give rise to an extraordinary right of termination for the employees.

17.2 There are no plans for reorganisations resulting directly from the merger and the change of legal form.

17.3 flatex Alpha AG does not employ any employees and therefore has no employee representation. Therefore, there is no transfer of employment relationships to flatexDEGIRO SE.

17.4 As a European legal form, flatexDEGIRO SE is not subject to German co-determination laws. The German Act on the Participation of Employees in a European Company (SE Participation Act) ("**SEBG**") is decisive for the future co-determination of employees in flatexDEGIRO SE (see Section 18 for details).

## **§ 18 Participation of employees**

18.1 With regard to the participation of the employees of flatexDEGIRO AG as a participating company within the meaning of Section 2 (2) SEBG, the affected subsidiaries within the meaning of Section 2 (4) Alt. 1 SEBG and the affected establishments within the meaning of Section 2 (4) Alt. 2 SEBG, the national provisions for the implementation of Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees ("**SE Directive**"), in particular the SEBG, will be observed. The procedure for the involvement of employees provided for therein is carried out in accordance with the statutory provisions. With regard to the employees in affected subsidiaries and affected operations outside of Germany, the respective national regulations that serve to implement the SE Directive also apply.

- 18.2 In order to carry out the employee involvement procedure, the Management Board of flatexDEGIRO AG informed the employees or responsible employee representative bodies of flatexDEGIRO AG or its affected subsidiaries and affected operations in Germany as well as the member states of the European Union and the other contracting states of the Agreement on the European Economic Area ("**Member States**") about the SE conversion project by letter dated 15 October 2024 in accordance with Section 4 SEBG ("**Information**"). The Information extended in particular to the statutory information, i.e.
- 18.2.1 the identity and structure of flatexDEGIRO AG, the affected subsidiaries and the affected operations and their distribution among the Member States;
- 18.2.2 the employee representative bodies existing at flatexDEGIRO AG, the affected subsidiaries and affected operations;
- 18.2.3 the number of employees employed by flatexDEGIRO AG, the subsidiaries and establishments concerned and the total number of employees employed in a Member State to be calculated on this basis, and
- 18.2.4 the number of employees who are entitled to co-determination rights in the executive bodies of flatexDEGIRO AG and the subsidiaries concerned.
- 18.3 In addition, in accordance with Section 4 SEBG, the Management Board of flatexDEGIRO AG wrote to the employees or responsible employee representative bodies at flatexDEGIRO AG, the affected subsidiaries and affected operations on 15 October 2024 requesting them to form the special negotiating body ("**SNB**").
- 18.4 The members of the SNB were elected or appointed in accordance with the provisions of the relevant national laws implementing the SE Directive. Pursuant to Section 5 (1) SEBG, members were elected or appointed to the SNB for the employees employed in each member state in accordance with the national regulations of the respective member state. In accordance with the national regulations of the respective member state, a member from this member state could be elected or appointed to the SNB for each share of employees employed in a member state that amounted to ten per cent of the total number of employees employed in all member states or a fraction thereof. In this respect, the employees had the option of electing or appointing up to 12 members to the SNB. The respective employees or employee representatives elected or appointed six (6) members from Germany, one (1) member from Bulgaria and three (3) members from the Netherlands.
- 18.5 The Management Board of flatexDEGIRO AG has invited the members of the SNB to the constituent meeting of the SNB immediately after notification of the names of the members. The negotiation procedure begins with this meeting. For the negotiation procedure and the participation of employees in the future flatexDEGIRO SE, Sections 11 et seq. SEBG will be observed.
- 18.6 The legal objective of the negotiation procedure is the conclusion of an agreement pursuant to Section 21 SEBG on the involvement of employees in the future flatexDEGIRO SE between the Management Board of flatexDEGIRO AG and the SNB. In particular, a procedure for informing and consulting employee representatives in the member states is to be defined in the participation agreement. In the event that such a participation agreement is not concluded, the statutory fallback solution would apply. In this case, an SE works council would have to be formed at the future flatexDEGIRO SE (Section 23 SEBG); however, there would be no co-determination of employees on the Supervisory Board, as there is also no co-determination on the Supervisory Board at flatexDEGIRO AG (Section 35 (1) SEBG).

## **§ 19 Application of the Austrian Reorganisation Tax Act (UmgrStG)**

- 19.1 For tax purposes, the merger is carried out as a merger pursuant to Art. I of the Austrian Reorganisation Tax Act.
- 19.2 The Merger Date is also the merger date within the meaning of Section 2 (5) of the Austrian Reorganisation Tax Act.
- 19.3 The transferring company does not own any real estate within the meaning of the Austrian Real Estate Transfer Tax Act, so that the merger in question does not trigger Austrian real estate transfer tax.
- 19.4 The merger is not subject to VAT and there are no capital transfer taxes or fees.

## **§ 20 Costs**

The expenses incurred for the conversion of the company into an SE by way of merger, consisting of court and notary costs as well as the costs of publication and all consulting costs (legal and tax consultant costs, costs for auditors), will be borne by flatexDEGIRO SE up to an amount of EUR 500,000.00.

## **§ 21 Miscellaneous**

- 21.1 Should provisions of this Merger Plan be or become invalid, this shall not affect the validity of the remaining provisions. The same shall apply if it should transpire that the Merger Plan contains a loophole. In place of the invalid or unenforceable provisions or to fill the gap, the parties undertake to agree on an appropriate substitute provision that comes as close as possible to the content of the invalid or unenforceable provision.
- 21.2 This Merger Plan requires and is subject to the approval by merger resolution of the general meetings of flatexDEGIRO AG and flatex Alpha AG.

## **Annexes to the Merger Plan of flatexDEGIRO AG and flatex Alpha AG**

<b>Annex 1:</b>	Articles of Association of flatexDEGIRO SE
<b>Annex 2 Section A:</b>	Announcement by flatexDEGIRO AG pursuant to Art. 21 of Council Regulation (EC) No. 2157/2001 on the Statute for a European company (SE) of 8 October 2001
<b>Annex 2 Section B:</b>	Announcement by flatex Alpha AG pursuant to Art. 21 of Council Regulation (EC) No. 2157/2001 on the Statute for a European company (SE) of 8 October 2001

**ANNEX 1  
to the Merger Plan**

**Articles of Association  
of  
flatexDEGIRO SE**

**I. General provisions**

**§ 1**

**Company name, registered office and financial year**

- (1) The name of the company is:
- flatexDEGIRO SE**
- (2) The company is a European Company (SE).
- (3) The company has its registered office in Frankfurt am Main.
- (4) The financial year is the calendar year.

**§ 2**

**Object of the company**

- (1) The object of the company is
- a) the development, manufacture, distribution and maintenance of software and hardware, telematics products (in the sense of wireless data transmission and analysis) and office technology systems of all kinds;
  - b) data processing and the provision of office, accounting and other services, in particular for the business and organisational processing of financial transactions, in particular securities transactions, and payment transactions of any kind;
  - c) the acquisition, management and sale of investments in companies, in particular in the financial services sector, as well as the provision of management, consulting and other services, in particular for the aforementioned companies and third parties, in particular in the financial services sector;
  - d) as well as all activities related to the aforementioned activities.
- (2) The company is also authorised to undertake all transactions and measures that are directly or indirectly suitable for serving the object of the company. For this purpose, it may establish branches in Germany and abroad, establish, acquire or participate in other companies of all kinds. The company may manage companies and conclude company agreements with them or limit itself to the management of the shareholding. It may also realise its object in whole or in part indirectly.

### **§ 3**

#### **Announcements**

- (1) The company's announcements are made in the Federal Gazette, unless otherwise expressly stipulated by law. Insofar as announcements are voluntary, they may also be made exclusively on the company's website.
- (2) The company is authorised to transmit information to shareholders by means of electronic communication with their consent.

## **II. Share capital and shares**

### **§ 4**

#### **Amount and division of the share capital**

- (1) The share capital of the company amounts to EUR 110,134,548.00.
- (2) It is divided into 110,134,548 no-par value shares.
- (3) The share capital was created through the conversion of flatexDEGIRO AG, Frankfurt am Main, which, as the acquiring legal entity, assumed the legal form of an SE as part of the merger with flatex Projektgesellschaft Alpha AG, Vienna/Austria.
- (4) The Management Board is authorised, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions until 19 October 2025 by up to a total of EUR 43,600,000.00 by issuing a total of up to 43,600,000 new no-par value registered shares on one or more occasions against cash and/or non-cash contributions (Authorised Capital 2021/I).

In principle, shareholders must be granted subscription rights. However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in full or in part in the following cases:

- to equalise fractional amounts;
- in the case of capital increases against non-cash contributions, in particular for the granting of shares for the purpose of acquiring companies, parts of companies or interests in companies;
- insofar as this is necessary to grant the holders or creditors of the bonds with option or conversion rights or obligations issued by the company or its Group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilment of an option or conversion obligation.

The Management Board is also authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from the Authorised Capital 2021/I.

The Management Board is authorised to determine that the new shares are to be taken over by a bank or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) with the obligation to offer them to shareholders for subscription in accordance with Section 186 (5) AktG. The Supervisory Board is authorised to amend the wording of the Articles of Association after full or partial implementation of the increase in share capital from Authorised Capital 2021/II or after expiry of the authorisation period in accordance with the scope of the capital increase from Authorised Capital 2021/II.

- (5) The Management Board is authorised, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions until 19 October 2025 by up to a total of EUR 10,800,000.00 by issuing a total of up to 10,800,000 new no-par value registered shares on one or more occasions in return for cash and/or non-cash contributions (Authorised Capital 2021/II).

In principle, shareholders must be granted subscription rights. However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in full or in part in the following cases:

- to equalise fractional amounts;
- if the capital increase is made against cash contributions and the total pro rata amount of the share capital attributable to the new shares for which the subscription right is excluded does not exceed 10% of the share capital existing both at the time of this resolution and at the time of the issue of the new shares and the issue price of the new shares is not significantly lower than the stock market price of the shares of the same class and features already included in trading at the time the final issue price is determined by the Management Board within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG; when calculating the 10% limit, the proportionate amount of the share capital attributable to new or repurchased shares that have been issued or sold since 29 June 2021 with a simplified exclusion of subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG must be deducted. For the purposes of this authorisation, the amount to be paid by the third party or parties shall be deemed to be the issue amount in the event of the new shares being acquired by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the company;
- in the case of capital increases against contributions in kind, in particular for the granting of shares for the purpose of acquiring companies, parts of companies or interests in companies;
- insofar as this is necessary to grant the holders or creditors of the bonds with option or conversion rights or obligations issued by the company or its Group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilment of an option or conversion obligation.

The Management Board is also authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from the Authorised Capital 2021/II.

The Management Board is authorised to determine that the new shares are to be taken over by a bank or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) in accordance with Section 186 (5) AktG with the obligation to offer them to shareholders for subscription in accordance with Section 186 (5) AktG. The Supervisory Board is authorised to amend the wording of the Articles of Association after full or partial implementation of the increase in share capital from Authorised Capital 2021/II or after expiry of the authorisation period in accordance with the scope of the capital increase from Authorised Capital 2021/II.

- (6) The company's share capital is conditionally increased by up to EUR 5,501,627.00 by issuing up to 5,501,627 new no-par value registered shares (Conditional Capital 2024). The Conditional Capital 2024 serves exclusively to secure subscription rights that are issued to members of the Management Board and employees of the company as well as members of the management and employees of companies affiliated with the company in the period up to and including 03 June 2029 on the basis of the authorisation granted by the Annual General Meeting on 04 June 2024 as part of the Stock Option Plan 2024. The conditional capital increase will only be implemented to the extent that subscription rights have been or will be issued and their holders exercise their subscription rights to shares in the company and the company does not grant treasury shares or provide cash compensation or cash settlement in fulfilment of the subscription rights. The new shares will participate in profits from the beginning of the financial year in which the subscription rights are exercised. The Management Board is authorised to determine the further details of the implementation of the conditional capital increase. Insofar as the Management Board is affected, only the Supervisory Board is authorised accordingly. The Supervisory Board is also authorised to amend the wording of the Articles of Association in accordance with the respective utilisation of the Conditional Capital 2024.

## **§ 5**

### **Shares**

- (1) The shares are registered shares. For entry in the share register, shareholders must provide the company with the personal details specified in Section 67 (1) AktG as well as the number of shares they hold. The shareholders must inform the company immediately of any changes to the information specified in the previous sentence.
- (2) The form of the share certificates and any dividend and renewal coupons shall be determined by the Management Board with the approval of the Supervisory Board.
- (3) The company may issue certificates for several shares (global certificates) or for all shares held by a shareholder (multiple certificates).
- (4) In the event of a capital increase, the profit participation of new shares may be determined in deviation from Section 60 AktG.
- (5) To the extent permitted by law and unless securitisation is required under any applicable rules, shareholders are not entitled to securitisation of their shares and profit shares. Securitisation is excluded for shares that are entered as electronic shares in an electronic securities register.

## **III. Bodies of the company**

### **§ 6**

#### **Dualistic management system**

- (1) The company has a dual management and supervisory system consisting of a management body (Management Board) and a supervisory body (Supervisory Board).
- (2) The executive bodies of the company are the Management Board, the Supervisory Board and the Annual General Meeting.

## **IV. Management Board**

### **§ 7**

#### **Composition and rules of procedure**

- (1) The Management Board of the company consists of at least two members. The Supervisory Board determines the exact number of members of the Management Board.
- (2) The members of the Management Board are appointed by the Supervisory Board for a maximum of five years. Reappointments or extensions of the term of office are possible.
- (3) The Supervisory Board may appoint a Chairman of the Management Board and a Deputy Chairman of the Management Board.
- (4) Deputy members of the Management Board may be appointed.
- (5) Unless otherwise stipulated by law, the Articles of Association or the rules of procedure of the Management Board, resolutions of the Management Board are passed by a simple majority of the votes of the members of the Management Board participating in the resolution. In the event of a tie, the Chairman shall have the casting vote if the Management Board consists of more than two persons.
- (6) The following types of transactions may only be carried out with the approval of the Supervisory Board:
  - (a) Transactions and measures that affect the main corporate strategy or that lead to a significant change in the company's development, in particular the addition of new lines of business and the discontinuation or significant restriction of existing lines of business,
  - (b) the acquisition, sale or other disposal of or over real estate or rights equivalent to real estate,
  - (c) Significant transactions between the company on the one hand and the Management Board and related parties or companies with which they have a personal relationship on the other hand.

The Supervisory Board may make other types of transactions subject to its approval.

- (7) The Management Board may adopt rules of procedure for itself unless the Supervisory Board has issued such rules. The schedule of responsibilities of the Management Board requires the approval of the Supervisory Board.

### **§ 8**

#### **Representation of the company**

- (1) The company is represented by two members of the Management Board jointly or by one member of the Management Board together with an authorised signatory.
- (2) The Supervisory Board may grant sole power of representation to members of the Management Board.
- (3) The Supervisory Board may exempt individual members of the Management Board from the restrictions of Section 181 2nd Alt. BGB; this does not apply to the representation of the company vis-à-vis the Management Board (Section 112 AktG).
- (4) Deputy members of the Management Board have the same powers of representation as the ordinary Management Board.



## **V. Supervisory Board**

### **§ 9**

#### **Composition, term of office, resignation**

- (1) The Supervisory Board consists of five members to be elected by the Annual General Meeting.
- (2) The members of the Supervisory Board are generally elected for the period until the end of the Annual General Meeting that resolves on their discharge for the second financial year after the start of the term of office, provided that this is a first-time election as a member of the company's Supervisory Board. The financial year in which the term of office begins is not counted. Re-election is permitted. If a member of the Supervisory Board is re-elected, the members of the Supervisory Board are generally elected for the period until the end of the Annual General Meeting that resolves on their discharge for the fourth financial year after the start of the term of office. The financial year in which the term of office begins is not counted. Re-election is permitted. The Annual General Meeting may deviate from the terms of office stipulated in sentence 1 and sentence 4 in individual cases and resolve a shorter or longer term of office that does not exceed the statutory maximum limits. The election of a successor to a member who has left office before the end of their term of office shall only take place for the remainder of the term of office of the member who has left, unless the Annual General Meeting decides otherwise.
- (3) At the same time as the election of ordinary Supervisory Board members, substitute members may be elected for one or more specific Supervisory Board members. They shall become members of the Supervisory Board in the order to be determined at the time of election if Supervisory Board members for whom they were elected as substitute members resign from the Supervisory Board before the end of their term of office. If substitute members are elected, the substitute member shall take the place of the retiring regular member for the remaining term of office.
- (4) Any member of the Supervisory Board may resign from office without notice if there is good cause. If there is no good cause for resigning from office, a notice period of one month must be observed. Resignation from office shall be made by written declaration to the Management Board, notifying the Chairman of the Supervisory Board or, in the event of resignation from office by the Chairman, to the Deputy Chairman of the Supervisory Board. The authorised recipient may agree to a shortening of the deadline or a waiver of the deadline.
- (5) A member of the Supervisory Board elected by the Annual General Meeting may be removed from office before the end of the term for which he or she was elected by a resolution of the Annual General Meeting passed with a majority of three quarters of the votes cast.

### **§ 10**

#### **Chairman and Deputy Chairman**

- (1) Following the Annual General Meeting at which the Supervisory Board members representing the shareholders have been elected, the Supervisory Board shall elect a Chairman and a Deputy Chairman from among its members at a meeting held without special notice for the term of office specified in Section 9 (2), unless a shorter term is specified.
- (2) If the Chairman or Deputy Chairman leaves office before the end of their term of office, the Supervisory Board must immediately elect a new Chairman or Deputy Chairman for the remaining term of office of the departing member.
- (3) If the Chairman is unavailable, the Deputy Chairman shall fulfil his duties on the Supervisory Board and shall have all the rights and obligations to which the Chairman of the Supervisory Board is entitled under the law or these Articles of Association.

- (4) Declarations of intent by the Supervisory Board are made on behalf of the Supervisory Board by the Chairman. The Chairman is authorised to accept declarations on behalf of the Supervisory Board.

## **§ 11**

### **Meetings/Convening**

- (1) The Supervisory Board shall hold meetings as often as required by law or business. As a rule, one meeting should be held every calendar quarter, but at least two meetings must be held every half calendar year. The Supervisory Board shall convene for the meeting of the Supervisory Board that decides on the approval of the annual financial statements (meeting in person).
- (2) The meetings of the Supervisory Board shall be convened by its Chairman or, if he is unable to do so, by his deputy orally, by telephone, in writing or by other customary means of communication (e.g. by e-mail) or a combination of these.
- (3) The Chairman shall determine the form in which the meeting is convened, the venue and the time of the meeting.
- (4) The items on the agenda and proposed resolutions must be communicated when the meeting is convened; the individual items on the agenda must be stated so clearly that Supervisory Board members who are absent from the meeting can exercise their right to vote in writing in accordance with Section 12 (3).
- (5) At the invitation of the Supervisory Board, members of the Management Board must attend meetings of the Supervisory Board in an advisory capacity. The invitation may be limited to the discussion of individual items on the agenda.
- (6) The chair of the meeting determines whether and which third parties are to be called in to deal with specific agenda items. The auditor shall attend the annual balance sheet meeting.

## **§ 12**

### **Resolutions**

- (1) The Supervisory Board shall constitute a quorum if all members of the Supervisory Board have been duly invited and at least three Supervisory Board members participate in the resolution; written votes in accordance with paragraph (3) shall be deemed participation in the resolution. The Supervisory Board also has a quorum without being convened in due form and time if all members of the Supervisory Board appear and convene for a plenary meeting, unanimously waiving all time and formal requirements.
- (2) A Supervisory Board member shall participate in the passing of resolutions even if he or she abstains from voting.
- (3) Resolutions of the Supervisory Board are generally passed in meetings. The Chairman may also authorise individual or all members of the Supervisory Board to participate in a meeting and adopt resolutions by means of a telephone or video conference. Supervisory Board members who are absent may participate in the passing of Supervisory Board resolutions by having their written vote submitted by another Supervisory Board member or a person authorised to attend meetings in accordance with Section 109 (3) AktG. This also applies to the casting of the second vote of the Chairman of the Supervisory Board. A vote submitted using standard means of communication (e.g. by e-mail) is also deemed to be a written vote.

- (4) The meeting is chaired by the Chairman of the Supervisory Board. The chairperson of the meeting determines the order in which the items on the agenda are discussed as well as the type and order of voting; he/she may postpone the discussion of individual agenda items to the next meeting.
- (5) A resolution on items or motions that are not on the agenda and that have not otherwise been communicated to the members of the Supervisory Board at least three days before the meeting can only be passed if no member of the Supervisory Board objects.
- (6) Resolutions of the Supervisory Board are passed by a majority of the votes cast, unless otherwise stipulated by law. Abstentions do not count as votes cast. This also applies to elections.
- (7) If a vote results in a tie, a new discussion and a new vote shall take place immediately unless the Supervisory Board decides to adjourn the meeting by a majority of the votes cast. If this immediate new vote also results in a tie, the Chairman of the Supervisory Board shall have two votes.
- (8) Minutes must be taken of resolutions passed at meetings of the Supervisory Board and signed by the chairperson of the respective meeting. The chairperson of the meeting may appoint a secretary who is not a member of the Supervisory Board and is bound to secrecy, who shall also sign the minutes. The minutes must include the place and date of the meeting, the participants, the items on the agenda, the main content of the meeting and the resolutions of the Supervisory Board.
- (9) Outside of meetings, resolutions may be passed in writing, by telephone or by other customary means of communication (e.g. by e-mail) or combinations thereof if the Chairman of the Supervisory Board determines this for the individual case, taking into account a reasonable period of notice. Resolutions may always be passed in writing, by telephone or by other customary means of communication (e.g. by e-mail) or combinations of these if the resolution is passed unanimously with all available votes. Resolutions passed outside of meetings are recorded in writing by the Chairman and these minutes must be forwarded to all members of the Supervisory Board without delay.
- (10) The invalidity of a Supervisory Board resolution can only be asserted by legal action within one month of becoming aware of the resolution.

### **§ 13**

#### **Rules of procedure, committees**

- (1) The Supervisory Board may adopt rules of procedure within the framework of the statutory provisions and the provisions of these Articles of Association.
- (2) The Supervisory Board may form committees from among its members and determine their tasks and authorisations. Decision-making powers may also be delegated to the committees.
- (3) The Supervisory Board and the committees may utilise the support of experts in the performance of their duties. They may call upon experts and persons providing information to attend their meetings.
- (4) Section 11 (5) and (6) apply accordingly to the committees.

### **§ 14**

#### **Tasks and powers of the Supervisory Board**

- (1) The Supervisory Board has all duties and rights that are assigned to it by law or by these Articles of Association or in any other way; in particular, the Supervisory Board monitors and advises the Management Board and is directly involved in decisions of fundamental importance for the company. The Supervisory Board also has the right to convene the Annual General Meeting.

- (2) The Supervisory Board has the right at all times to monitor the entire management of the Management Board and accordingly to inspect and examine all books and records as well as the company's assets. The Supervisory Board must decide that certain management measures require its approval.
- (3) The Management Board must report to the Supervisory Board on an ongoing basis; the Supervisory Board may determine the frequency, content and type of reporting from time to time within the legally permissible framework. The reporting must in particular cover the company's legal and business relationships with affiliated companies as well as the business transactions at these companies.
- (4) The Supervisory Board may issue rules of procedure for the Management Board within the framework of the statutory provisions and the provisions of these Articles of Association. Section 7 (6) sentence 2 of these Articles of Association remains unaffected.
- (5) The Supervisory Board is authorised to make amendments to the Articles of Association that only affect the wording.

## **§ 15**

### **Remuneration**

- (1) Each member of the Supervisory Board receives fixed annual remuneration. The respective amount of the fixed remuneration for the Supervisory Board members is determined by the Annual General Meeting. The most recently resolved remuneration shall remain valid until the Annual General Meeting resolves an amended remuneration.
- (2) The remuneration is payable at the end of a financial year on the day after the Annual General Meeting at which the actions of the members of the Supervisory Board are approved.
- (3) Supervisory Board members who have only belonged to the Supervisory Board for 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 directors' and officers' liability insurance (D&O insurance) in favour of the members of the Supervisory Board with a standard market sum insured in an appropriate amount or include the members of the Supervisory Board in such insurance, which covers the liability of the members of the Supervisory Board arising from their Supervisory Board activities. The company bears the total insurance premiums and taxes for such insurance attributable to the members of the Supervisory Board.
- (5) The company reimburses the members of the Supervisory Board for the value added tax payable on their remuneration and the necessary expenses.

## **VI. Annual General Meeting**

### **§ 16**

#### **Place and convocation**

- (1) The Annual General Meeting shall be held at the registered office of the company, at the registered office of a German securities exchange, in a German city with more than 100,000 inhabitants or in its neighbourhood within a radius of 50 km.

- (2) The Annual General Meeting is convened by the Management Board in a number with right of representation or, in the cases prescribed by law, by the Supervisory Board.
- (3) The Annual General Meeting must be convened with at least the statutory notice period.

## **§ 17**

### **Right to participate**

- (1) Shareholders who are entered in the share register and have registered for the Annual General Meeting in good time are entitled to attend the Annual General Meeting and exercise their voting rights. The registration must be in text form in German or English and must be received by the company at the address specified for this purpose in the notice convening the Annual General Meeting at least six days before the Annual General Meeting. The day of the Annual General Meeting and the day of receipt are not counted. The notice convening the Annual General Meeting may provide for a shorter period, measured in days, for registration.
- (2) The Management Board is authorised to make provision for shareholders to participate in the Annual General Meeting without being present at the venue and without a proxy and to exercise all or some of their rights in whole or in part by means of electronic communication. The Management Board is also authorised to make provisions regarding the scope and procedure of participation and the exercise of rights in accordance with sentence 1. If the Management Board makes use of the authorisation in accordance with this provision, the specific details must be communicated in the notice convening the meeting.
- (3) The Management Board is authorised, with the approval of the Supervisory Board, to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorisation applies to the holding of virtual Annual General Meetings for a period of two years following the entry of this provision in the company's commercial register. The requirements to be met when holding a virtual Annual General Meeting and the further provisions on the organisation or the possibilities of the organisation and their relevant requirements are set out in the law. Any use of this procedure and the relevant provisions must be announced when the Annual General Meeting is convened.
- (4) The Management Board is authorised to provide that shareholders may cast their votes in writing or by means of electronic communication without attending the meeting (postal absentee ballot). The Management Board is also authorised to make more detailed provisions for postal absentee ballot in accordance with sentence 1. Any use of this procedure and the provisions made in this regard must be announced when the Annual General Meeting is convened.
- (5) The Management Board is authorised to permit the full or partial video and/or audio transmission of the Annual General Meeting for shareholders and/or the public in a manner specified by it, provided that this was announced in the notice convening the Annual General Meeting.
- (6) In consultation with the Chairman of the Supervisory Board, members of the Supervisory Board are permitted to participate in the Annual General Meeting by means of video and audio transmission in cases in which their physical presence at the venue of the Annual General Meeting would be impossible or only possible at considerable expense due to legal or health restrictions, their stay abroad, their necessary stay at another location in Germany or due to other circumstances that make travelling to the venue appear unreasonable, or if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting.

## **§ 18**

### **Chair of the Annual General Meeting**

- (1) The Annual General Meeting is chaired by the Chairman of the Supervisory Board. If he is unable to do so, the Annual General Meeting shall be chaired by his deputy or a member of the Supervisory Board elected for this purpose by a majority vote of the Supervisory Board.
- (2) The Chairman chairs the meeting and determines the voting procedure. He shall determine the order in which the items on the agenda are discussed, as well as the type and order of voting; he may also determine an order of the items to be discussed that differs from that stated in the convocation.
- (3) The chairman may impose reasonable restrictions on the shareholders' right to ask questions and speak; in particular, at the beginning of the Annual General Meeting or during the course of the meeting, he may set reasonable time limits for the meeting, the discussion of the agenda items and the individual questions, enquiries and speeches. When determining the time available for individual questions, enquiries and speeches, the chairman of the meeting may differentiate between first and repeated requests to speak and according to other appropriate criteria.

## **§ 19**

### **Voting rights; resolutions of the Annual General Meeting**

- (1) Each no-par value share grants one vote at the Annual General Meeting.
- (2) The resolutions of the Annual General Meeting are passed by a simple majority of the votes cast (majority of votes), unless mandatory statutory provisions or these Articles of Association stipulate otherwise. In cases in which the German Stock Corporation Act also prescribes a majority of the share capital represented for the adoption of resolutions, a simple majority of the capital represented (capital majority) is sufficient, insofar as this is legally permissible. Amendments to the Articles of Association require a majority of two-thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast, unless a different majority is required by mandatory statutory provisions.
- (3) In the event of a tie, a motion is deemed to have been rejected, except in the case of elections.
- (4) If in the case of elections a simple majority of votes is not achieved in the first ballot, a second ballot is held between the two persons who received the highest number of votes. In the event of an equal number of votes in the second ballot, the decision is made by drawing lots.
- (5) Voting rights may be exercised by proxies. If neither an intermediary nor another institution or person named in Section 135 (8) AktG is authorised, the granting of this proxy, its revocation and proof of authorisation to the company must be in text form (Section 126b BGB). The details for granting the authorisation, its revocation and the transmission of the proof will be announced together with the convening of the Annual General Meeting.
- (6) If all shareholders are present or represented, the Annual General Meeting may - to the extent permitted by law - pass resolutions without complying with the legal and statutory provisions on the convening and holding of the Annual General Meeting, provided that no shareholder objects to the resolution.

## **VII. Annual financial statements**

### **§ 20**

#### **Accounting and appropriation of profits**

- (1) The Management Board must prepare the annual financial statements and, if necessary, the management report for the past financial year within the legally stipulated period and submit them to the auditor without delay.
- (2) The Management Board must submit the annual financial statements, the management report if necessary and the proposal for the appropriation of the balance sheet profit to the Supervisory Board without delay. The auditor shall submit its audit report to the Supervisory Board after giving the Management Board the opportunity to comment.
- (3) The Supervisory Board must examine the annual financial statements, the management report if applicable, the proposal for the appropriation of the balance sheet profit of the Management Board and the auditor's report and must report on the results of its examination in writing to the Annual General Meeting.
- (4) The annual financial statements are adopted when they have been approved by the Supervisory Board, unless the Management Board and Supervisory Board decide to leave the adoption of the annual financial statements to the Annual General Meeting.
- (5) Upon receipt of the Supervisory Board's report on the results of its audit, the Management Board must immediately convene the Annual General Meeting, which must take place within the first six months of each financial year. The Annual General Meeting decides in particular on the appropriation of the balance sheet profit, the discharge of the Management Board and the Supervisory Board and the appointment of the auditor.
- (6) If the Management Board and Supervisory Board approve the annual financial statements, they may allocate all or part of the annual surplus to other revenue reserves. However, the allocation of more than half of the net profit for the year is not permitted if the other revenue reserves exceed half of the share capital or if they would exceed half after the allocation. The amounts to be allocated to statutory reserves and any loss carried forward must be deducted from the net profit for the year in advance.
- (7) The profit shares of the shareholders are determined by their shares in the share capital. In the event of a capital increase, the profit share may be determined in deviation from Section 60 (2) AktG.

## **VIII. Transmission of information and formation expenses**

### **§ 21**

#### **Transmission of information, formation expenses**

- (1) The company is authorised to transmit information to shareholders by means of remote data transmission with their consent.
- (2) The expenses incurred for the conversion of the company into an SE by way of merger, consisting of court and notary costs as well as the costs of publication and all consulting costs (legal and tax consultant costs, costs for auditors), will be borne by flatexDEGIRO SE up to an amount of EUR 500,000.00.

### **§ 22**

#### **Adoption of provisions from previous articles of association**

The company bears the expenses associated with its formation up to a total amount of EUR 5,000.00.

**ANNEX 2**  
**to the Merger Plan**

**SECTION A**

**Announcement of flatexDEGIRO AG**

**in accordance with Article 21 of Council Regulation (EC) No 2157/2001 of 8 October 2001**  
**(SE Regulation)**

**flatexDEGIRO AG**

**- Announcement pursuant to Art. 21 of Council Regulation (EC) No. 2157/2001**  
**of 8 October 2001 (SE Regulation) -**

By way of formation of a European Company (SE) by way of merger for absorption without liquidation pursuant to Art. 17 (2) lit. a) SE Regulation, flatex Projektgesellschaft Alpha AG, Vienna, Austria, shall be merged into flatexDEGIRO AG, Frankfurt am Main, Germany, and flatexDEGIRO AG shall assume the legal form of an SE.

The following information is therefore published in accordance with Art. 21 lit. a) to e) SE Regulation:

**1. flatex Projektgesellschaft Alpha AG**

**a) Legal form, company name and registered office**

Legal form: Public limited company

Company: flatex Projektgesellschaft Alpha AG

Registered office: Vienna, Austria

**b) the register in which the documents referred to in Article 16(3) of Directive (EU) 2017/1132 (formerly Article 3(2) of Directive 68/151/EEC) have been deposited and the number of the entry in the register**

The transferring company is registered in the commercial register of the commercial court of Vienna under company number FN 649976 y. The documents referred to in Art. 16 (3) of Directive (EU) 2017/1132 (formerly Art. 3 (2) of Directive 68/151/EEC) have also been filed there.

**2. flatexDEGIRO AG**

**a) Legal form, company name and registered office**

Legal form: Public limited company

Company: flatexDEGIRO AG

Registered office: Frankfurt am Main, Germany



- b) Register in which the information referred to in Art. 16 (3) of Directive (EU) 2017/1132 (formerly Art. 3 (2) of Directive 68/151/EEC) have been deposited and the number of the entry in the register

The acquiring company is registered in the commercial register of the local court of Frankfurt am Main under HRB 103516, where the documents referred to in Art. 16 (3) of Directive (EU) 2017/1132 (formerly Art. 3 (2) of Directive 68/151/EEC) have also been filed.

- c) Reference to the modalities for the exercise of the rights of the creditors of flatexDEGIRO AG pursuant to Art. 24 (1) SE Regulation and the address at which exhaustive information on these modalities can be obtained free of charge:

Pursuant to Art. 24 (1) SE Regulation, taking into account the cross-border nature of the merger, the law of the Member State applicable to the merging companies shall apply to protect the interests of the creditors of the merging companies as in the case of a merger of public limited companies.

Under German law, creditor protection is regulated in Section 22 UmwG. Accordingly, the creditors of flatexDEGIRO AG must be provided with security, insofar as they cannot demand satisfaction, if they file their claim in text form within six months of the day on which the entry of the merger in the register of the registered office of flatexDEGIRO AG is deemed to have been announced in accordance with Section 19 (3) UmwG. The entry of the merger shall be deemed to have been announced upon publication of the entry of the merger with its entire content in the electronic information and communication system determined by the state administration of justice. The announcement shall be deemed to have been made at the time at which it is posted on the electronic page for public announcements.

However, the creditors of flatexDEGIRO AG are only entitled to this right if they can credibly demonstrate that the fulfilment of their claim is jeopardised by the merger. The creditors must be informed of this right in the announcement of the respective entry.

Pursuant to Section 22 (2) UmwG, the right to demand security is not available to creditors who, in the event of insolvency, have a right to preferential satisfaction from a cover pool established for their protection in accordance with statutory provisions and monitored by the state.

For bond creditors of flatexDEGIRO AG (in particular creditors of convertible bonds, bonds with warrants and income bonds) as well as for holders of securities with special rights other than shares pursuant to Art. 24 (1) lit. b), c) SE Regulation, the creditor protection rights described above also apply accordingly.

The special creditor protection rights pursuant to Sections 8 and 13 of the Act Implementing the SE Regulation (SEAG) do not apply here because the future registered office of flatexDEGIRO SE will be in Frankfurt am Main, Germany, and therefore in Germany from a German perspective.

Comprehensive information on the modalities for exercising the rights of creditors of flatexDEGIRO AG can be obtained free of charge at the following address:

flatexDEGIRO AG  
For the attention of the Management Board  
Omniturm, Große Gallusstraße 16-18,  
60312 Frankfurt am Main  
Germany

- d) Reference to the modalities for exercising the rights of the minority shareholders of flatexDEGIRO AG pursuant to Art. 24 (2) SE Regulation and the address at which exhaustive information on these modalities can be obtained free of charge:

Pursuant to Art. 24 (2) SE Regulation, each member state may adopt provisions with regard to the merging companies subject to its law in order to ensure adequate protection of minority shareholders who have opposed the merger.

Shareholders of flatexDEGIRO AG may bring an action for annulment and rescission against the resolution of the Annual General Meeting of flatexDEGIRO AG of 2 June 2025 on the approval of the Merger Plan for the merger to absorb flatex Projektgesellschaft Alpha AG as the transferring company into flatexDEGIRO AG as the acquiring company and the merger of these merging companies into a European Company.

Pursuant to Section 14 (1) UmwG, the action for annulment must be filed within one month of the resolution being passed. It can only be based on grounds for nullity specified in the law. The Frankfurt am Main Regional Court has exclusive jurisdiction as the regional court in whose district flatexDEGIRO AG has its registered office.

The action for rescission must also be brought within one month of the resolution of the Annual General Meeting of flatexDEGIRO AG. In principle, it can be based on any violation of the law or the Articles of Association. Every shareholder of flatexDEGIRO AG present at the Annual General Meeting is authorised to contest the resolution if they acquired the shares before the agenda was announced and have declared their objection to the resolution in the minutes. Shareholders who do not attend the Annual General Meeting are only entitled to contest the resolution if they were wrongfully refused admission to the Annual General Meeting, if the meeting was not properly convened, if the subject matter of the resolution was not properly announced or if the action to contest the resolution is based on the acquisition of special advantages, Section 243 (2) AktG. In the latter case, the shareholder must have acquired the shares prior to the announcement of the agenda. The Frankfurt am Main Regional Court, as the regional court in whose district flatexDEGIRO AG has its registered office, has exclusive jurisdiction for the action for rescission.

If the resolution of the Annual General Meeting is declared null and void by a legally binding judgement due to an action for annulment or rescission, the judgement is effective against all shareholders and the members of the Management Board and Supervisory Board, even if they are not parties to the resolution. A declaration of nullity of the resolution cannot be considered if the resolution has in the meantime been entered in the commercial register at the registered office of flatexDEGIRO AG on the basis of an approval procedure pursuant to Section 16 (3) UmwG and the merger has thereby become effective. In this case, the future flatexDEGIRO SE would be obligated pursuant to Section 16 (3) sentence 10 UmwG to compensate the defendant in the approval proceedings for the damages it incurred as a result of the entry of the merger based on the approval resolution. The elimination of the effects of the entry of the merger in the commercial register at the registered office of flatexDEGIRO AG or flatexDEGIRO SE cannot be demanded as compensation.

The termination of the proceedings, for whatever reason, must be published immediately by flatexDEGIRO AG in the company's official gazette, Section 248a sentence 1 AktG. Pursuant to Sections 248a sentence 2, 149 (2) and (3) AktG, the announcement of the termination of the proceedings must include the nature of the termination, all agreements in connection with

it, including ancillary agreements, in full and the names of the parties involved. Any services provided by flatexDEGIRO AG and services provided by third parties attributable to it must be described and emphasised separately. The complete announcement is a prerequisite for the effectiveness of all performance obligations. This does not affect the validity of procedural acts that terminate the proceedings. Payments made despite ineffectiveness can be reclaimed. The above provisions shall apply mutatis mutandis to agreements concluded to avoid litigation.

Shareholders of flatexDEGIRO AG are not entitled to cash compensation pursuant to Section 7 SEAG. Section 7 SEAG presupposes that the SE has its registered office abroad from a German perspective. This is not the case, as flatexDEGIRO AG is the acquiring company and the future registered office of flatexDEGIRO SE will be in Frankfurt am Main, Germany.

Comprehensive information on the modalities for exercising the rights of minority shareholders of flatexDEGIRO AG can be obtained free of charge at the following address:

flatexDEGIRO AG  
For the attention of the Management Board  
Omniturm, Große Gallusstraße 16-18,  
60312 Frankfurt am Main  
Germany

### 3. Company name and registered office of the SE

The SE resulting from the merger of flatex Projektgesellschaft Alpha AG into flatexDEGIRO AG will operate under the name “flatexDEGIRO SE” and will have its registered office in Frankfurt am Main, Germany.

Frankfurt am Main, im April 2025

flatexDEGIRO AG

Oliver Behrens  
Member of the Management Board

Dr. Benon Janos  
Member of the Management Board

Stephan Simmang  
Member of the Management Board

Christiane Strubel  
Member of the Management Board

## SECTION B

### **Announcement of flatex Projektgesellschaft Alpha AG in accordance with Article 21 of Council Regulation (EC) No 2157/2001 of 8 October 2001**

**(SE Regulation)**

**in conjunction with Section 19 SE Act in conjunction with Section 221a (1) AktG**

**flatex Projektgesellschaft Alpha AG**

**FN 649976 y**

**- Notice pursuant to Article 21 of Council Regulation (EC) No 2157/2001  
of 8 October 2001 (SE Regulation) in conjunction with Section 19  
of the SE Act in conjunction with Section 221a (1) AktG -**

regarding the merger by absorption of the  
flatex Projektgesellschaft Alpha AG, Vienna, Austria,  
to flatexDEGIRO AG, Frankfurt am Main, Germany

flatex Projektgesellschaft Alpha AG with its registered office in Vienna, Austria, FN 649976 y (the **“Transferring Company”**), as the transferring legal entity, is to be merged with its sole shareholder, flatexDEGIRO AG with its registered office in Frankfurt am Main, Germany, local court Frankfurt am Main HRB 103516 (the **“Acquiring Company”**), as the acquiring legal entity by way of a merger by absorption without liquidation pursuant to Art. 2 (1), Art. 17 (2) lit. a) of Council Regulation (EC) No. 2157/2001 of 08 October 2001 on the Statute for a European company (SE) (**“SE Regulation”**) in accordance with the provisions of Art. 17 et seq. of the SE Regulation. The acquiring company is to assume the legal form of a European Company (Societas Europaea, **“SE”**) with the name **“flatexDEGIRO SE”**.

The final draft of the Merger Plan/merger agreement will be published in electronic form in the edict file (Section 89j of the Judicial Organisation Act).

In accordance with Article 21 of the SE Regulation in conjunction with Section 19 of the German Statute for a European Company (**“SEG”**) and Section 221a (1) and (1a) of the German Stock Corporation Act (**“AktG”**), the following is hereby published:

#### **a) Legal form, name and registered office of the merging companies**

The transferring company is flatex Projektgesellschaft Alpha AG, a stock corporation under Austrian law with its registered office in Vienna, Austria, registered in the commercial register of the commercial court of Vienna under FN 649976 y.

The acquiring company is flatexDEGIRO AG, a stock corporation under German law with its registered office in Frankfurt am Main, Germany, registered in the commercial register of the local court of Frankfurt am Main under HRB 103516.

- b) the register in which the documents referred to in Article 3(2) of Directive 68/151/EEC have been deposited for each of the merging companies and the number of the entry in the register**

The documents referred to in Art. 3 (2) of Directive 68/151/EEC have been filed for the transferred company with the commercial register of the commercial court of Vienna; the registration number is FN 649976 y.

The documents referred to in Art. 3 (2) of Directive 68/151/EEC have been deposited for the acquiring company at Frankfurt am Main local court; the registration number is HRB 103516.

- c) Reference to the modalities for exercising the rights of the creditors of flatex Projektgesellschaft Alpha AG pursuant to Art. 24 (1) lit. a) to c) SE Regulation and the address at which exhaustive information on these modalities can be obtained free of charge, as well as further effects on the creditors**

**i) General information**

One of the consequences of the merger is that the entire assets and liabilities of the transferring company are transferred to the acquiring company by way of universal succession. The transferring company ceases to exist without being wound up.

Any claims by creditors of flatex Projektgesellschaft Alpha AG must be asserted against flatexDEGIRO SE from the time the merger takes effect. This will not result in any change in the content of the contractual relationships.

The date on which the merger becomes effective can only be influenced by the companies to a limited extent and also depends on when the competent registry courts (Vienna Commercial Court, Frankfurt am Main Local Court) make the necessary entries.

**ii) Right to receive the merger documentation**

Upon request, each creditor of flatex Projektgesellschaft Alpha AG will be provided with a copy of the following documents immediately and free of charge:

- (i) Draft of the Merger Plan/merger agreement;
- (ii) Annual financial statements and management reports of flatexDEGIRO AG for the financial years 2022 and 2023 as well as the annual financial statements of flatexDEGIRO AG and the combined management report of flatexDEGIRO AG and the flatexDEGIRO Group for the financial year 2024;
- (iii) Annual financial statements and management report of flatex Projektgesellschaft Alpha AG for the last financial year (flatex Projektgesellschaft Alpha AG was entered in the commercial register on 02 April 2025; the interim balance sheet of flatex Projektgesellschaft Alpha AG as of 30 April 2025 will be used as the basis for the merger as the closing balance sheet (Section 220 (3) AktG)).

The sole shareholder of flatex Projektgesellschaft Alpha AG is flatexDEGIRO AG. This means that flatex Projektgesellschaft Alpha AG is a wholly owned subsidiary of flatexDEGIRO AG. It is therefore clarified that neither flatex Projektgesellschaft Alpha AG nor flatexDEGIRO AG will be subject to a merger audit (Section 18 SEG and Section 220b AktG) (Art. 31 (1) SE Regulation in conjunction with Sections 9 (2), 8 (3) sentence 3 no. 1 lit a) German Reorganisation Act - "UmwG" in conjunction with Art. 18 SE Regu-

lation in conjunction with Section 232 (1) AktG). Section 232 (1) AktG) and no merger report (Section 220a AktG) is prepared by the Management Board (Article 31 (1) SE Regulation in conjunction with Section 8 (3) sentence 1 alternative 2 UmwG and Article 18 SE Regulation in conjunction with Section 232 (1) AktG) and no review or reporting by the Supervisory Board (Section 220c AktG) takes place (Article 18 SE Regulation in conjunction with Section 232 (1) AktG). These documents are therefore not available. Furthermore, it is noted that for this reason a cash compensation offer and the reference to the information on the rights of minority shareholders pursuant to Art. 21 lit. d) SE Regulation and Section 21 SEG (cash compensation) are also omitted (Section 20 SEG).

As the sole shareholder of flatex Projektgesellschaft Alpha AG, flatexDEGIRO AG will pass a resolution on the merger at a general meeting to be held.

As the sole shareholder of flatex Projektgesellschaft Alpha AG, flatexDEGIRO AG will ultimately waive compliance with Sections 220a to 220c and 221a (1) to (3) AktG in accordance with Section 232 (2) AktG. Information pursuant to Section 221a (1) sentence 2 AktG is therefore not required.

### **iii) Entitlement to the provision of security**

The creditors of flatex Projektgesellschaft Alpha AG are to be provided with security for claims arising up to that point if they register in writing for this purpose within one month of the merger resolution of the Annual General Meeting of flatex Projektgesellschaft Alpha AG at the latest, insofar as they cannot demand satisfaction. However, creditors are only entitled to this right if they can credibly demonstrate that the fulfilment of their claims is jeopardised by the merger (Section 23 SEG in conjunction with Section 14 SEG).

Holders of bonds and profit participation rights are to be granted equivalent rights.

Moreover, the certificate pursuant to Art. 25 (2) SE Regulation (in conjunction with Section 24 (3) SEG) may only be issued if all creditors entitled to security have been provided with adequate security and if it is ensured that the holders of bonds and profit participation rights are granted equivalent rights.

Furthermore, the creditors of flatex Projektgesellschaft Alpha AG are to be provided with security if they register for this purpose within six months of the publication of the registration of the merger, unless they can demand satisfaction. However, the creditors of flatex Projektgesellschaft Alpha AG are only entitled to this right if they can credibly demonstrate that the fulfilment of their claim is jeopardised by the merger. The creditors must be informed of this right in the publication of the entry. Creditors who, in the event of insolvency, have a right to preferential satisfaction from a cover pool set up for their protection in accordance with statutory provisions and monitored by the authorities are not entitled to demand the provision of security. If no security is provided to a creditor despite compliance with the aforementioned requirements, the creditor may assert the claim to the provision of security in litigation proceedings.

### **iv) Address for further information**

Further, exhaustive information on the modalities of exercising the rights of creditors and shareholders of flatex Projektgesellschaft Alpha AG can be obtained free of charge at the following address:

flatex Projektgesellschaft Alpha AG  
For the attention of the Management Board  
Sterngasse 13  
1010 Vienna  
Austria

**d) Reference to the modalities for exercising the rights of the minority shareholders of flatex Projektgesellschaft Alpha AG pursuant to Art. 24 (2) SE Regulation as well as the address where exhaustive information on these modalities can be obtained free of charge**

The acquiring company is the sole shareholder of the transferring company. There are therefore no minority shareholders. Information on the exercise of their rights, in particular the right to receive appropriate cash compensation, is therefore omitted.

The documents listed above under point c) ii) will be sent to the sole shareholder.

Please refer to point c) iv) above for the address at which information can be obtained.

**e) The company name envisaged for the SE and its future registered office**

As a result of this merger, flatex Projektgesellschaft Alpha AG will cease to exist and the acquiring flatexDEGIRO AG will assume the legal form of an SE. The resulting SE will be named "flatexDEGIRO SE" and will have its registered office in Frankfurt am Main, Germany.

Vienna, 15 April 2025

**flatex Projektgesellschaft Alpha AG**

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Dr. Roman Gaitzsch  
Member of the Management Board

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Olaf Schilling  
Member of the Management Board

## 5. Documents on the agenda available on the company's website

The following documents 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 meeting is convened and also during the Annual General Meeting.

### Agenda item 1:

- the adopted annual financial statements and the approved consolidated financial statements for the 2024 financial year, the combined management report for flatexDEGIRO AG and the Group for the 2024 financial year, including the explanatory report on the disclosures pursuant to Sections 289a (1) and 315a HGB, the report of the Supervisory Board for the 2024 financial year and the combined corporate governance statement pursuant to Sections 289f and 315d HGB for the 2024 financial year and the separate non-financial Group report for the 2024 financial year

### Agenda item 7:

- Remuneration report for the 2024 financial year

### Agenda item 8:

- Remuneration system for the members of the Management Board (Management Board remuneration system 2025)

### Agenda item 9:

- Supplementary information on the candidates proposed for election as members of the Supervisory Board, in particular the CVs of the candidates and information in accordance with Section 125 (1) sentence 5 AktG

### Agenda item 10:

- Remuneration system for members of the Supervisory Board (Supervisory Board remuneration system 2025)

### Agenda item 11:

- Report of the Management Board to the Annual General Meeting pursuant to Sections 186 (4) sentence 2, 203 (1), (2) AktG regarding the creation of new Authorised Capital 2025, partly with the option to exclude subscription rights

### Agenda item 12:

- 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

### Agenda item 13:

- Draft of the merger plan between flatexDEGIRO AG as acquiring legal entity and flatex Projektgesellschaft Alpha AG as transferring legal entity including all annexes
- the annual financial statements and management reports of flatexDEGIRO AG and the consolidated financial statements and management reports of the flatexDEGIRO Group, in each case for the 2022 financial year and the 2023 financial year, as well as the annual financial



statements of flatexDEGIRO AG, the consolidated financial statements of the flatexDEGIRO Group and the combined management report for flatexDEGIRO AG and the Group for the 2024 financial year

**Agenda items 10 –14:**

- Articles of Association of flatexDEGIRO AG (effective upon entry in the commercial register at 09 April 2025)

### **III. Information on holding the virtual Annual General Meeting**

**Since the Annual General Meeting will be held as a virtual Annual General Meeting on a new legal basis and this will lead to some modifications in the course of the meeting compared to the virtual Annual General Meetings of the company held in the last three years, we ask our shareholders to pay particular attention to the following information.**

#### **1. Virtual Annual General Meeting / video and audio transmission / connection (password-protected Internet service)**

On the basis of Section 118a AktG in conjunction with Section 16 (3) of the Articles of Association, the Management Board of flatexDEGIRO AG has decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. Shareholders and their proxies (with the exception of the company's proxies) therefore have no right or opportunity to be present at the venue of the meeting. All members of the Management Board and Supervisory Board intend to physically attend the entire Annual General Meeting at the venue within the meaning of the German Stock Corporation Act.

However, for shareholders who have duly registered for the Annual General Meeting or their proxies, the entire Annual General Meeting will be broadcast live in video and audio on 02 June 2025, beginning at 10:00 a.m. (CEST) at the Internet address <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2025" in the password-protected Internet service.

The personal access data required for this (shareholder number and access password) will be sent to shareholders duly registered in the share register or their proxies together with the invitation to the virtual Annual General Meeting. The use of the password-protected Internet service by a authorised representative requires that the authorised representative receives the corresponding access data. Authorised intermediaries, shareholders' associations, authorised representative advisors and other equivalent persons pursuant to Section 135 (8) AktG may also use the password-protected internet service.

When entering the virtual Annual General Meeting by using the password-protected internet service during the virtual Annual General Meeting on 02 June 2025, duly registered shareholders or their proxies will be connected electronically to the virtual Annual General Meeting.

Provided that the conditions described below under **"2. Requirements for participating in the virtual Annual General Meeting and exercising voting rights"** are met, shareholders may

- follow the entire meeting in person or by authorised representative by means of video and audio transmission via the password-protected Internet service set up especially 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 2025”;
- exercise their voting rights themselves or through an authorised representative by postal vote. Votes may also be cast by postal absentee ballot 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 2025” in accordance with the procedure provided for this purpose, even on the day of the Annual General Meeting until voting is closed by the chairman of the meeting;
- have their voting rights exercised by the proxies appointed by the company in accordance with their instructions. Authorisation with instructions to the proxies nominated by the company can also be issued using the password-protected Internet service at the Internet address <https://www.flatexdegiro.com> under “Investor Relations” in the sub-item “Annual General Meeting & Prospectus”, there under “Annual General Meeting 2025” in accordance with the procedure provided for this purpose, even on the day of the Annual General Meeting until the closing of voting by the chairman of the meeting;
- The shareholders can make contributions and submit questions themselves or through an authorised representative via the password-protected Internet service set up especially 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 2025”;
- to submit an objection to the minutes via the password-protected Internet service set up especially 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 2025”.

## 2. Requirements for participation in the virtual Annual General Meeting and the exercise of voting rights

In accordance with Section 16 of the Articles of Association, only those shareholders - in person or by authorised representative - 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 participate in the virtual Annual General Meeting on the Internet and to exercise their voting rights. Please also refer to the information on restrictions under the Articles of Association regarding the entry in the share register in one's own name for shares belonging to another person (see section III.6 below).

The registration must be received by the company in German or English by **26 May 2025, 24:00 hours (CEST)** at the latest, either in text form Section 126b German Civil Code - “BGB”) at the following address, fax number or e-mail address

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

Fax: +49 (0)89 889 690 633  
E-mail: flatexdegiro@linkmarketservices.eu

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 2025“ in accordance with the procedure specified by the company.

Better Orange IR & HV AG is the company's authorised receiving agent for the registration and acceptance of counter motions and election proposals.

To facilitate registration, shareholders who are entered in the company's share register no later than 12 May 2025, 00:00 hours (CEST), will be sent a registration form 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 2025“. It can also be requested free of charge from the company, e.g. by e-mail at [flatexdegiro@linkmarketservices.eu](mailto:flatexdegiro@linkmarketservices.eu).

Shareholders who wish to use the option of registering via the password-protected Internet service instead require personal access data. These consist of the shareholder number and the corresponding access password.

Shareholders who are duly entered in the company's share register no later than 12 May 2025, 00:00 hours (CEST), will be sent their individual access data (shareholder number and access password) together with the invitation to the virtual Annual General Meeting. Those shareholders who have already stored a self-chosen access password in the Internet service must use this self-chosen access password instead of the one sent to them. The invitation letter will be sent by post or, in the case of shareholders who have registered for electronic delivery, by e-mail.

Shareholders who are duly entered in the share register only after 12 May 2025, 00:00 hours (CEST) will not receive any invitation, documents or access data for the password-protected Internet service for the Annual General Meeting in accordance with the statutory requirements. However, they can register for the virtual Annual General Meeting using the other registration options available. If the form sent by the company or made available on the website 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 upon receipt of their registration by the company.

Pursuant to Section 67 (2) sentence 1 AktG, only those persons who are entered as such in the share register are deemed to be shareholders in relation to the company. Accordingly, the status of the duly completed entries in the share register on the day of the Annual General Meeting is decisive for the right to participate in the virtual Annual General Meeting on the Internet and for the number of voting rights to which a shareholder is entitled in the virtual Annual General Meeting.

For technical reasons, however, no changes will be made to the share register in the period from the end of 26 May 2025 until the end of the Annual General Meeting (so-called transfer 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 deadline, 26 May 2025, 24:00 hours (CEST) (technical record date). The stop on the transfer of shares does not constitute a block on the disposal of the shares. However, purchasers of shares whose applications for reregistration are received by the company

after 26 May 2025 will not be able to exercise their right to participate in the virtual Annual General Meeting on the Internet, their voting rights or other rights arising from their shareholding until the end of the Annual General Meeting, unless they have themselves authorised or empowered to exercise their rights in this respect. Without such a authorised representative or authorisation, the right to participate in the virtual Annual General Meeting, the voting rights and other rights arising from the shareholding remain with the shareholder duly entered in the share register until the change of registration.

All purchasers of shares in the company who are not yet entered in the share register are therefore requested to submit applications for change of registration in good time.

Intermediaries, such as banks in particular, and the institutions or persons treated as such in accordance with Section 135 (8) AktG may only exercise voting rights for shares that do not belong to them, but for which they are entered in the share register as the holder, on the basis of an authorisation. Section 135 AktG regulates this in more detail.

### 3. Procedure for exercising voting rights

Proper registration and timely entry of the registered shares in the share register in a proper manner are required in order to exercise voting rights. Voting rights may be exercised by shareholders and their proxies by way of postal absentee ballot (also possible electronically) or by the company's authorised proxies with corresponding instructions.

#### a) Procedure for voting by postal ballot

Shareholders or their proxies may cast their votes in writing or by means of electronic communication ("**postal absentee ballot**"). This also requires timely registration for the virtual Annual General Meeting in accordance with the provisions set out above in section "**2. Requirements for attending the virtual Annual General Meeting and exercising voting rights**". A form that can be used for postal absentee ballot will be sent to shareholders together with the invitation to the virtual Annual General Meeting. It is also available for download at <https://www.flatex.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2025".

Votes may be cast by postal absentee ballot by midnight (CEST) on 01 June 2025 at the latest to the following address:

flatexDEGIRO AG  
c/oLink Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

The decisive factor is the time of receipt.

Votes can be cast electronically by postal absentee ballot 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 2025". This option of electronic postal absentee ballot will be available until the time the vote is closed by the chairman of the meeting at the virtual Annual General Meeting on 02 June 2025.

The casting of votes by postal absentee ballot is limited to voting on the resolutions proposed by the Management Board and/or Supervisory Board announced in the invitation to the virtual Annual General Meeting and on any resolutions proposed by shareholders announced with any

additions to the agenda in accordance with Section 122 (2) AktG as well as any counter motions and election proposals made available by shareholders prior to the Annual General Meeting in accordance with Sections 126 and 127 AktG.

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

Authorised intermediaries, shareholders' associations and authorised representative advisors or other equivalent persons and institutions pursuant to Section 135 (8) AktG may also use postal absentee ballot.

If shareholders or their proxies submit both postal absentee ballot and authorisations/instructions to the proxies appointed by the company, the last declaration submitted will always be given priority. If divergent declarations are received by different means of transmission and it is not possible to determine which was submitted last, the declarations submitted via the password-protected internet service will be given priority.

The above information on the options for transmission and the deadlines apply accordingly to a revocation or a change to voting by postal absentee ballot.

#### **b) Procedure for voting by authorised representative**

Shareholders who do not wish to attend the Annual General Meeting in person and/or do not wish to exercise their voting rights in person may also have their voting rights exercised by an authorised representative, such as an intermediary, in particular a bank, a shareholders' association, other third parties or a authorised representative appointed by the company. In this case, too, entry in the share register and timely registration in accordance with the above section **"2. Requirements for attending the virtual Annual General Meeting and exercising voting rights"** are required. If the shareholder authorises more than one person, the company is entitled to reject one or more of them in accordance with Section 134 (3) sentence 2 AktG.

Authorised Proxies - with the exception of the proxies appointed by the company - cannot physically attend the Annual General Meeting either. They can only exercise the voting rights for the shareholders they represent within the scope of their respective power of attorney by postal absentee ballot or by (sub-)authorising the proxies appointed by the company and bound by instructions. The use of the password-protected Internet service by the authorised representative requires that the authorised representative receives the corresponding access data.

If neither an intermediary nor a shareholders' association nor a voting rights advisor or a person or institution equivalent to these pursuant to Section 135 (8) AktG is authorised, the text form (Section 126b BGB) is generally sufficient for the granting of the power of attorney, its revocation and proof of authorisation vis-à-vis the company.

The power of attorney can be granted to the person to be authorised or to the company. A form that can be used to grant power of attorney 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 2025". The use of the proxy form is not mandatory. Shareholders can also issue a separate proxy in text form (Section 126b BGB).

The company offers the following address for the declaration of the granting of a power of attorney to the company, the revocation of a power of attorney already granted and the transmission of proof of authorisation either in text form (Section 126b BGB) by post, fax or e-mail by 01 June 2025, 24:00 hours (CEST) (receipt) at the latest:

flatexDEGIRO AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 889 690 655  
E-mail: flatexdegiro@linkmarketservices.eu

The password-protected Internet service for the Annual General Meeting is also available for this purpose 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" until the close of voting by the chairman of the meeting during the Annual General Meeting. The time of receipt is decisive. If the proxy is granted by declaration to the company, separate proof of the granting of the authorised representative is not required.

Section 135 AktG applies to the authorisation of intermediaries, shareholders' associations, voting rights advisors or a person or institution equivalent to these pursuant to Section 135 (8) AktG.

There is no text form requirement for the authorisation of an intermediary, a shareholders' association or another person, institution, company or association equivalent to these pursuant to Section 135 (8) AktG, either by law or according to the Articles of Association. In these cases, however, the parties to be authorised may require a special form of power of attorney, as they must record it in a verifiable manner in accordance with Section 135 (1) sentence 2 AktG (in conjunction with Section 135 (8) AktG, if applicable). Please contact the person to be authorised in each case to find out about any special features that may need to be observed.

#### **c) Procedure for voting by proxies appointed by the company**

The company continues to offer its shareholders and their proxies the opportunity to be represented at the Annual General Meeting by proxies bound by instructions. Shareholders who wish to grant power of attorney to the proxies appointed by the company must be entered in the share register and register for the Annual General Meeting in good time.

A form that can be used to authorise and instruct the proxies appointed by the company will be sent together with the invitation to the virtual Annual General Meeting to shareholders who receive it by post. It 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 2025". The use of the authorised representative form is not mandatory. Shareholders may also issue a separate authorised representative in text form (Section 126b BGB).

Proxies and instructions to the proxies appointed by the company may be issued by post, fax or e-mail to the following address, fax number or e-mail address by 01 June 2025, 24:00 hours (CEST) at the latest:

flatexDEGIRO AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 889 690 655  
E-mail: flatexdegiro@linkmarketservices.eu

The decisive factor is the time of receipt.

In addition, authorisation 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 2025". This option of granting power of attorney and issuing instructions to the proxies appointed by the company is available until closing of voting in the virtual Annual General Meeting by the chairman of the meeting on 02 June 2025.

The above information on the options for transmission and the deadlines apply accordingly to the revocation of the authorisation granted to the proxies appointed by the company or the amendment of instructions.

If the proxies appointed by the company are authorised, they must always be given instructions on how to exercise voting rights. The proxies are obliged to vote in accordance with the instructions given to them. Without instructions from the shareholder, the proxies appointed by the company are not authorised to exercise voting rights. The proxies appointed by the company do not accept any authorisations to file objections to resolutions of the Annual General Meeting, to exercise the right to ask questions or to submit motions.

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

#### 4. Further rights of the shareholders

##### a) Shareholders' right to add items to the agenda in accordance with Section 122 (2) AktG

Shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and published in accordance with Section 122 (2) AktG. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be sent in writing to the company's Management Board at the following address.

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

In accordance with Section 122 (2) AktG, the request must be received by the company at least 30 days prior to the Annual General Meeting (not including the day of receipt), i.e. by 02 May 2025, 24:00 hours (CEST) at the latest. The time of receipt of the request for a supplement is decisive.

The shareholders concerned must prove that they have held the shares for at least 90 days prior to the day on which the request is received by the company and that they will hold the shares until the Management Board decides on the request for a supplement, whereby Section 70 AktG applies to the calculation of the shareholding period. When calculating the aforementioned 90-day period, the day on which the request for a supplement is received by the company is not counted and Section 121 (7) AktG applies accordingly.

**b) Countermotions and election proposals pursuant to Section 126 (1) and (4), Section 127 AktG**

Shareholders of the company or their authorised proxies may submit countermotions to proposals by the Management Board and/or Supervisory Board on specific items on the agenda as well as nominations for the election of the auditor and group auditor and for the election of Supervisory Board members. Countermotions and election proposals are to be sent exclusively to:

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

Fax: +49 (0)89 889 690 655  
E-mail: [gegenantraege@linkmarketservices.eu](mailto:gegenantraege@linkmarketservices.eu)

The company will publish countermotions to a proposal by the Management Board and/or the Supervisory Board on a specific agenda item pursuant to Section 126 (1) AktG and election proposals pursuant to Section 127 AktG, including the name of the shareholder, any justification and any statement by 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 2025", if they are received by the company at the above address, fax number or e-mail address by 18 May 2025, 24:00 hours (CEST) at the latest and meet the other requirements for the company's obligation to make them accessible in accordance with Sections 126, 127 AktG. Countermotions and election proposals from shareholders sent to any other address will not be considered.

The publication of a countermotion and/or its grounds, if any, may be waived under the conditions specified in section 126 (2) AktG. In addition to the cases specified in section 126 (2) AktG, shareholders' election proposals do not need to be made accessible if the proposal does not contain the information specified in section 124 (3) sentence 4 AktG. However, shareholders' election proposals do not need to be substantiated.

Motions or election proposals by shareholders that must be made accessible in accordance with Section 126 or Section 127 AktG are deemed to have been submitted at the time they are made accessible in accordance with Section 126 (4) sentence 1 AktG. This applies accordingly to motions on agenda items that are subsequently placed on the agenda by separate announcement due to a supplementary motion by shareholders pursuant to Section 122 (2) AktG. Voting rights on such motions or election proposals can be exercised as soon as the requirements for exercising voting rights set out in section "2. Requirements for attending the virtual Annual General Meeting and exercising voting rights" have been met. If the shareholder who has submitted the motion or election proposal is not duly authorised and registered for the Annual General Meeting, the motion does not have to be dealt with at the virtual Annual General Meeting.

Countermotions and election proposals can also be made during the virtual Annual General Meeting as part of the speech by means of video communication (see the following explanations under "**d) Right to speak pursuant to Section 130a (5) and (6) AktG**").

**c) Submission of statements in accordance with Section 130a (1) to (4) AktG**

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



Statements must be submitted in text form via 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 2025" by no later than five days before the virtual Annual General Meeting, i.e. by 27 May 2025 (24:00 hours (CEST)). We request that the scope of statements be limited to a reasonable amount to enable shareholders to properly review the statements. A scope 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 must be made accessible in accordance with the statutory provisions, no later than four days before the virtual Annual General Meeting, i.e. by 28 May 2025 (24:00 hours (CEST)), stating the name of the submitting shareholder 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 sub-item "Annual General Meeting & Prospectus", there under "Annual General Meeting 2025". It is possible to submit several statements. By submitting a statement, the shareholder agrees that the statement will be made accessible in the password-protected internet service, stating their name. Any statements by the management will also be published 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 2025"

The opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with Section 131 (1a) AktG. Any questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will not be considered in the virtual Annual General Meeting. These are to be submitted or declared exclusively via the separate channels specified in this invitation.

**d) Right to speak in accordance with Section 130a (5) and (6) AktG**

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

From the beginning of the Annual General Meeting, 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 2025", will provide a virtual registration table (see the access data above under "**1. Virtual Annual General Meeting / Video and audio transmission / Connection (password-protected Internet service)**"), through which the shareholders or their proxies connected can register their speech. Persons who have registered for a speech via the virtual registration table will be activated for their speech in the password-protected internet service. The chairman of the meeting will explain in more detail the procedure for registering to speak and giving the floor at the virtual Annual General Meeting.

In accordance with Section 130a (6) AktG, the company reserves the right to check the functionality of the video communication between the shareholder or authorised representative and the company during the meeting and before the speech and to reject it if the functionality is not ensured. The minimum technical requirement for a live video link is therefore an internet-enabled device with a camera and microphone that can be accessed from the browser, as well as a stable internet connection. Recommendations for optimal functionality of video communica-

tion can be found 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".

**e) Right to information in accordance with Section 131 AktG**

Duly registered shareholders or their proxies may request information from the Management Board on company matters at the Annual General Meeting in accordance with Section 131 (1) AktG, provided that the information is necessary for the proper assessment of an item on the agenda and there is no right to withhold information. The duty to provide information also extends to the company's legal and business relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements.

Shareholders or their proxies also have the right to ask questions at the virtual Annual General Meeting in accordance with Section 131 (1d) AktG about all answers given by the Management Board.

According to the Articles of Association of flatexDEGIRO AG, the chairman of the meeting is authorised to set reasonable time limits for the shareholders' right to speak and to ask questions. In particular, the chairman of the meeting may, at the beginning or during the Annual General Meeting, set an appropriate time frame for the entire course of the Annual General Meeting, for the discussion of the individual agenda items and for individual questions and speeches.

By order of the chairman of the meeting pursuant to Section 131 (1f) AktG, all types of the right to information pursuant to Section 131 AktG can be exercised in the virtual Annual General Meeting exclusively by means of video communication via 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 sub-item "Annual General Meeting & Prospectus", there under "Annual General Meeting 2025". It is intended that such a determination will be made by the chairman of the meeting in the virtual Annual General Meeting. No other submission of questions by means of electronic or other communication is planned either before or during the Annual General Meeting.

In particular, the Management Board is expressly not required to submit questions in advance of the virtual Annual General Meeting pursuant to Section 131 (1a) AktG. Accordingly, the right to information can be exercised at the virtual Annual General Meeting without the restrictions provided for by law in the event of such a requirement. If a shareholder has been provided with information outside the Annual General Meeting in their capacity as a shareholder, this information must be provided to any shareholder at their request at the Annual General Meeting in accordance with Section 131 (4) AktG. Any request for information pursuant to Section 131 (4) AktG must also be made by means of video communication.

**f) Objection to the minutes against resolutions of the Annual General Meeting pursuant to Section 118a (1) sentence 2 no. 8 AktG in conjunction with Section 245 AktG**

Duly registered shareholders or their proxies who are connected to the Annual General Meeting electronically 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 Internet service for the Annual General Meeting using the "Objection" button. For information on accessing the password-protected internet service, please refer to the above information under "**1. Virtual Annual General Meeting / audio and video transmission / connection (password-protected internet service)**".

**g) Confirmation of the vote count in accordance with Section 129 (5) AktG**

Shareholders who took part in the vote may request confirmation from the company within one month of the date of the Annual General Meeting that their vote has been counted. To request confirmation of the counting of votes, shareholders must enter the personal access data printed on the invitation to the registration confirmation on the portal provided at <https://www.flatexdegiro.com> under "Investor Relations" in the subsection "Annual General Meeting & Prospectus", there under "Annual General Meeting 2025".

**5. Further information and notes on the Annual General Meeting**

**a) Information on the company's website**

Explanations of the aforementioned shareholder rights pursuant to Sections 122 (2), 126 (1) and (4), 127, 130a, 118a, 137 and 131 AktG as well as the content of the convening notice and the further information pursuant to Sections 124a, 125 (1) sentence 5 AktG are also 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".

All documents required by law to be made available to the Annual General Meeting will also be available there during the virtual Annual General Meeting itself.

Further information on the Annual General Meeting is also provided there, including in particular the forms that can be used when votes are cast by proxies, provided that these forms are not sent directly to the shareholders and provided that the votes are not cast by the proxies via the password-protected Internet service.

**b) Total number of shares and voting rights**

At the time the Annual General Meeting is convened, the company's share capital of EUR 110,134,548 is divided into 110,134,548 no-par value registered shares, each of which grants one vote.

The total number of shares and voting rights therefore amounted to 110,134,548 at the time the Annual General Meeting was convened.

**6. Restrictions in the Articles of Association on the entry in the share register in one's own name for shares belonging to another person**

Entry in the share register of flatexDEGIRO AG and timely registration for the Annual General Meeting are prerequisites for participation in the Annual General Meeting and for exercising voting rights. Entry in the share register in one's own name for shares belonging to another person is permitted in accordance with Section 5 (1) of the Articles of Association under the following conditions:

Entries in the share register by a shareholder acting in his own name for shares belonging to another person are only permissible and effective in relation to the company if the fact that the shares belong to another person and the person and address of the owner are notified to the company by the registrant or the owner prior to the entry. The same applies if the registered person transfers ownership of the shares to another person after registration.

Shareholders who do not meet these requirements must, if they wish to participate in the Annual General Meeting and exercise their voting rights, have their shareholdings entered in the share register in their own name by 26 May 2025, 24:00 hours (CEST) at the latest.

Shareholders are requested to initiate this process - if not already done - as early as possible with the involvement of all banks and service providers involved on their side, if applicable, in order to ensure a formal and timely registration by 26 May 2025, 24:00 hours (CEST) at the latest.

The shareholding entered in the share register at the end of 26 May 2025 is decisive for participation and the exercise of voting rights.

## 7. Information on data protection for shareholders

We, flatexDEGIRO AG, 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, grant a authorised representative and use the password-protected Internet service and participate in the virtual Annual General Meeting as the controller within the meaning of Art. 4 No. 7 of the General Data Protection Regulation (“**GDPR**”). Our shares are registered shares. The processing of personal data is required by law for the proper preparation and conduct of the virtual Annual General Meeting, for the exercise of shareholders’ voting rights and for participation by means of electronic connection and the maintenance of the share register. Without the processing of the personal data of shareholders or shareholder representatives, participation in the Annual General Meeting is not possible. The legal basis for the processing is Art. 6 (1) sentence 1 lit. c) GDPR in conjunction with Sections 67, 67d, 67e, 118 et seq. AktG. 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 (1) sentence 1 lit. f) GDPR). If shareholders do not provide their personal data themselves, we generally receive it from the last intermediary (Art. 14 GDPR, Section 67d AktG). We broadcast the virtual Annual General Meeting 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 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 insofar as this is necessary for the execution 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 who exercise their voting rights can be viewed by other shareholders and shareholder representatives within the framework of the statutory provisions (in particular the list of participants, Section 129 AktG). The same applies to personal data in statements submitted prior to the virtual Annual General Meeting as well as speeches and questions during the Annual General Meeting. The company may disclose the name and, if applicable, the registered office/address of shareholders or their proxies who submit questions or statements or make speeches. The speeches will be made available to shareholders and shareholder representatives in audio and video form during the Annual General Meeting. The company reserves the right to name questioners when answering questions.

We delete your personal data in accordance with the statutory provisions, in particular if your personal data is no longer required for the original purposes of collection or processing, the data is no longer required for any disputes about the occurrence or effectiveness of resolutions of the Annual General Meeting in connection with any administrative or legal proceedings and there are no statutory retention obligations. Data on participation in Annual General Meetings is stored for a period of ten years in accordance with the statutory provisions.

If the respective legal requirements are met, you have the right of access under Art. 15 GDPR, the right to rectification under Art. 16 GDPR, the right to erasure under Art. 17 GDPR, the right to restriction of

processing under Art. 18 GDPR, the right to object under Art. 21 GDPR and the right to data portability under Art. 20 GDPR. You can assert these rights against flatexDEGIRO AG free of charge using the following contact details

flatexDEGIRO AG  
Omniturm, Große Gallusstraße 16 - 18, 60312 Frankfurt am Main  
+49 (0) 69 45000 10  
datenschutz@flatexdegiro.com

In addition, you have the right to lodge a complaint with the competent data protection supervisory authority in accordance with Art. 77 GDPR.

If you have any comments or queries regarding the processing of your personal data, please contact our data protection officer at:

flatexDEGIRO AG  
Data Protection Officer  
Omniturm, Große Gallusstraße 16 - 18, 60312 Frankfurt am Main  
+49 (0) 69 45000 10  
datenschutz@flatexdegiro.com

*Frankfurt am Main, April 2025*

*flatexDEGIRO AG  
The Management Board*

**English edition**

*This edition of our Convocation of the Annual General Meeting 2025, prepared for the convenience of English-speaking readers, is a translation of the German original.*

*The original German version is the sole legally binding version.*

## Legal Notice

**flatexDEGIRO AG**

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