

# Declaration of Compliance

## of flatexDEGIRO AG regarding the German Corporate Governance Code

flatexDEGIRO AG's Management Board and Supervisory Board declare pursuant to § 161 paragraph 1 S. 1 German Stock Corporation Act (*Aktiengesetz*), that the Company complies with the recommendations of the "Government Commission German Corporate Governance Code" in the version of 16 December 2019 – published in the official section of the Federal Gazette on 20 March 2020 (also referred to as the "Code" hereafter<sup>1</sup>), with the following exceptions:

Pursuant to the **recommendation B.5**, an age limit is to be specified for members of the Management Board and disclosed in the Corporate Governance Statement.

The age of all of the Company's Management Board members is well below retirement age. Thus, an age limit with respect to the persons currently appointed to the Management Board would have no relevance. The Company also deems an age limit unreasonable - furthermore, an age limit would also be in conflict with diversity guidelines.

Pursuant to the **recommendation C.2**, an age limit is to be specified for members of the Supervisory Board and disclosed in the Corporate Governance Statement.

In January 2021, the Supervisory Board has resolved that Supervisory Board members shall not be older than 70 years of age at the time of their appointment. This age limit will be disclosed in the Corporate Governance Statement for the financial year 2021.

Pursuant to the **recommendation D.2**, the Supervisory Board shall, depending on the specific circumstances of the Company and the number of Supervisory Board members, form committees of members with relevant specialist expertise (S. 1) and disclose the names of the members and chairpersons in the Corporate Governance Statement (S. 2).

flatexDEGIRO AG's Supervisory Board consists of three members. The Supervisory Board believes, guided by recommendation D.13 of the Code (containing guidance on periodic review of the effectiveness of the Supervisory Board and its committees), that it is more effective in fulfilling its tasks by discussing all matters within the entire Supervisory Board instead of forming additional committees consisting of the same members.

As a result, the recommendations regarding the composition of committees (D.5), the independence of the chair of the committee regarding Management Board remuneration (C.10 S. 1), the reporting of the frequency of committee meetings and attendance of committee members (D. 8 S. 1 with

<sup>1</sup> Recommendations in this declaration without any further reference are referring to the German Corporate Governance Code in the version of 16 December 2019 - published in the official section of the Federal Gazette on 20 March 2020.

respect to committees), as well as the efficiency assessment of the committees' work and the disclosure of such assessment in the Corporate Governance Statement (D.13 with respect to committees) are moot. Hence, the Company declares a deviation from the recommendations C.10, D.2, D.5, D.8 S. 1 and D.13 of the Code with respect to committees.

Pursuant to the **recommendation F.2**, the consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period.

This recommendation deviates from the rules of the Deutsche Börse AG, the German Commercial Code (*HGB*) as well as the German Securities Trading Act (*WpHG*). The Company chooses to be compliant with the rules set out by Deutsche Börse AG, the German Commercial Code and the German Securities Trading Act.

The **recommendations G.1 to G.4** (inclusive) and **G.6 to G.13** (inclusive) stipulate the existence of a remuneration system for the Management Board, applying to the amount, kind and modalities of the management remuneration. Pursuant to **recommendation G.17**, the remuneration for Supervisory Board membership shall furthermore take appropriate account of the larger time commitment of the Chair and the Deputy Chair of the Supervisory Board as well as of the Chair and the members of committees.

The Company declares a deviation from the recommendations G.1 to G.4 (inclusive) and G.6 to G.13 (inclusive) to the effect that the draft version of the remuneration system addressing the respective recommendations is currently being finalized, will be resolved upon by the Supervisory Board in due course and will be provided for approval by the annual general meeting 2021 in accordance with the planning. The Declaration of Compliance will be amended shortly in that respect.

With respect to recommendation G.17, the Company declares a deviation to the extent that only the chairman of the Supervisory Board receives a higher remuneration than the other members of the Supervisory Board due to higher time commitment. Since no committees are established due to the considerations mentioned under D.2 above, there is no differentiation in terms of remuneration.