

## Annual General Meeting of flatexDEGIRO SE on 02 June 2026

# Report of the Management Board to the Annual General Meeting on Agenda Item 8

Item 8 on the agenda combines various matters for resolution relating to the introduction of a new Performance Share Plan 2026 (hereinafter: “PSP 2026”).

The PSP 2026 provides for the possibility of issuing subscription rights to shares in flatexDEGIRO SE to members of the Company’s Management Board, members of the management boards of affiliated companies and employees of the Company and affiliated companies. The PSP 2026 is designed as a long-term, share-based remuneration instrument and serves to grant a long-term variable remuneration component (Long-Term Incentive – LTI). The details of the terms and conditions of the PSP 2026 are set out in Agenda Item 8 and in the relevant section of the remuneration system for the Management Board presented to the shareholders in accordance with Agenda Item 7.

The PSP 2026 is intended to replace the existing Share Option Plan 2024 (see Agenda Item 9 of the Annual General Meeting of 04 June 2024). In the view of the Management Board and the Supervisory Board, against the backdrop of developments since then and current market conditions, the Share Option Plan 2024 is no longer fully suitable for achieving the intended long-term and sustainable incentive effect. Under the Share Option Plan 2024, subscription rights for 2,675,954 shares, each with a notional value of EUR 1.00, have been issued. The portion of the Conditional Capital 2024 exceeding this amount is no longer required. Accordingly, Agenda Item 8, in connection with the resolutions on the PSP 2026, provides that the existing authorisation to issue subscription rights under the Share Option Plan 2024, insofar as it has not yet been utilised, shall be revoked and the Conditional Capital 2024 shall be reduced accordingly. The reduction serves to streamline the capital structure and to accurately reflect the capital instruments that will actually be available in the future. The reduction of the Conditional Capital 2024 requires a corresponding amendment to the Company’s Articles of Association.

Subject to a positive resolution on Agenda Item 8, the PSP 2026 is intended to replace the 2024 Share Option Plan. It is not intended that the Management Board or the Supervisory Board should be able to issue new subscription rights under either the Share Option Plan 2024 or the PSP 2026.

In the opinion of the Management Board and the Supervisory Board, the proposal to reintroduce a long-term share-based remuneration component is in the interests of the Company. flatexDEGIRO SE promotes a culture of ownership within the Company and enables members of the Company’s Management Board, members of the management boards of affiliated companies and employees of the Company and affiliated companies to participate in the Company and its development through share programmes and share-based remuneration. Such participation is

also encouraged by the legislator and is therefore facilitated in a number of ways. The granting of subscription rights to shares in flatexDEGIRO SE to members of the Company's Management Board, members of the management boards of affiliated companies and employees of the Company and affiliated companies is intended to strengthen the identification of employees and managers with flatexDEGIRO SE and provides an incentive to focus on the long-term increase in value for the Company. They shall be committed to the Company and, as shareholders, also participate in its long-term development. This is intended to strengthen, in the interests of the Company and its shareholders, the understanding of and willingness to assume greater, particularly economic, shared responsibility.

The fulfilment of claims arising from the PSP 2026 is to be effected – insofar as legally permissible and economically sensible – primarily through the transfer of treasury shares. To this end, Agenda Item 8 provides that the authorisation to use treasury shares, resolved by the Annual General Meeting on 04 June 2024 under Agenda Item 11, is to be amended to the effect that acquired shares may also be used for the purposes of the PSP 2026. This applies both to the use by the Management Board for the purposes of transferring treasury shares to members of the management boards of affiliated companies and employees of the Company and affiliated companies in accordance with the PSP 2026, and to the transfer of treasury shares by the Supervisory Board to members of the Company's Management Board in accordance with the PSP 2026 in fulfilment of the applicable remuneration agreements. No further amendments are planned to the authorisation to acquire and use treasury shares resolved by the Annual General Meeting on 04 June 2024 under Agenda Item 11. Reference is therefore made in full to the report submitted to the Annual General Meeting on 04 June 2024 pursuant to Section 71 (1) no. 8 sentence 5 AktG in conjunction with Section 186 (4) sentence 2 AktG.

In order to be able to issue treasury shares to members of the Company's Management Board, members of the management boards of affiliated companies, and employees of the Company and affiliated companies in accordance with the PSP 2026, it is necessary to exclude the subscription rights of shareholders (who are not eligible under the PSP 2026). Otherwise, the benefits for the Company and its shareholders intended by the share-based remuneration would not be achievable. Having assessed these circumstances, the Management Board and Supervisory Board consider the exclusion of subscription rights in these cases to be objectively justified and fair to shareholders. The use of treasury shares for the purposes of share-based remuneration is fundamentally in the interests of the Company and its shareholders. It is encouraged by the legislator and facilitated by law in several ways.

As an alternative to the primarily intended use of treasury shares, the PSP 2026 may also be serviced by the new Conditional Capital 2026, which is also to be voted on under Agenda Item 8. The creation of Conditional Capital 2026 shall be effected by a corresponding amendment to the Company's Articles of Association. The shares will be issued to the beneficiaries in return for a cash contribution or a non-cash contribution in the amount of the lowest issue price. In the case of a non-cash contribution, the issue will take place in return for the transfer of a remuneration claim held by the beneficiary at the time of the share issue. The subscription rights of shareholders (who are not entitled under the PSP 2026) are also excluded when shares for the PSP 2026 are issued by utilising the Conditional Capital 2026. In the opinion of the Management Board and the

Supervisory Board, this exclusion of subscription rights is also appropriate for the reasons set out above.

As an alternative to settlement using treasury shares or newly issued shares, the Company may also settle its obligations under the PSP 2026 in cash. With a view to the exclusion of subscription rights, this is not an equally suitable means, as cash settlement does not fulfil the objectives pursued by share-based remuneration to the same extent. Furthermore, cash settlement results in a cash outflow for the Company. Such an outflow can be avoided by utilising the Conditional Capital 2026 or, in the case of the use of treasury shares – depending on the share price at the time of acquisition – may be reduced.