

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

# Explanatory notes on the rights of shareholders

**Explanatory notes on the rights of shareholders pursuant to Art. 56 sentence 2 and 3 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company ("SE") ("SE Regulation"), Section 50(2) of the SE Implementation Act ("SEAG"), Sections 122(2), 126(1) and (4), 127, 130a, 131(1), Section 118a(1) sentence 2 no. 8 in conjunction with Section 245, Section 118(1) sentence 3 to 5 and (2) sentence 2, Section 129(5) of the German Stock Corporation Act<sup>1</sup> ("AktG")**

On the basis of Section 118a AktG in conjunction with Article 17(3) of the Articles of Association, the Management Board of flatexDEGIRO SE ("**Company**") has decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting.

The notice convening the Annual General Meeting already contains information on the rights of the shareholders pursuant to Art. 56 sentence 2 and 3 SE Regulation, Section 50(2) SEAG, Section 122(2), 126(1) and (4), Section 127, Section 130a, Section 131(1), Section 118a(1) sentence 2 no. 8 in conjunction with Section 245, Section 129(5) AktG, in particular on the deadlines for exercising these rights. The following information serves to further explain these shareholder rights and the special features that arise due to the fact that the Annual General Meeting is held as a virtual Annual General Meeting.

The shareholders or their proxies, as applicable, have among others the following rights:

### **1. Requests for additions to the agenda pursuant to Art. 56 sentence 2 and 3 SE Regulation, Section 50(2) SEAG, Section 122(2) AktG**

Pursuant to Art. 56 sentence 2 and 3 SE Regulation, Section 50(2) SEAG, Section 122(2) AktG, shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by

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<sup>1</sup> The provisions of the German Stock Corporation Act apply to the Company pursuant to Art. 9(1) lit. c)ii), Art. 53 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE).

a statement of reasons or a draft resolution. The request must be made in writing (within the meaning of Section 122(2) in conjunction with (1) sentence 1 AktG) to the Company's Management Board and must be received by the Company at least 30 days prior to the date of the Annual General Meeting; the date of the Annual General Meeting and the day of receipt shall not be included in this calculation.

The last possible date of receipt is therefore Saturday, 02 May 2026, 24:00 hours (Central European Summer Time - CEST). Requests for supplements received after this date will not be considered.

The request must be sent in writing to the Company's Management Board at the following address:

flatexDEGIRO SE  
Hauptversammlung  
Omniturm, Große Gallusstraße 16-18  
60312 Frankfurt am Main  
Germany.

The minimum holding period of 90 days which applies to shareholders of a German stock corporation does not apply to the shareholders of a European company (Art. 56 SE Regulation in conjunction with Section 50 (2) SEAG). Additions to the agenda to be announced shall be published in the Federal Gazette without undue delay after their receipt by the Company including the names and place of residence or the legal seat of the requester - unless they have already been announced with the convening notice - and shall be forwarded for publication at the latest at the time of such announcement to such media which may be expected to disseminate the information throughout the European Union.

They will also be made available on the Internet at <https://www.flatexdegiro.com/agm> and communicated to shareholders in accordance with Section 125 AktG.

The provisions of the SE Regulation, the SE Implementation Act and the Stock Corporation Act underlying this shareholder right are as follows:

**Art. 56 SE Regulation (Additions to the agenda)**

*"<sup>1</sup>One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. <sup>2</sup>The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. <sup>3</sup>The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies."*

**Section 50 SEAG (Convocation and additions to the agenda at the request of a minority)**

*"(1) One or more shareholders may request that a general meeting be convened and that its agenda be set in accordance with Article 55 of the Regulation, provided that their combined share of the share capital is at least 5 percent.*

*(2) One or more shareholders may request that one or more items be added to the agenda for a general meeting, provided that their shareholding amounts to 5 percent of the share capital or the pro rata amount of 500,000 euros."*

**Section 122(1) and (2) AktG (Convocation at the request of a minority)**

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

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

**Section 121(7) AktG (General)**

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

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

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

**Section 125(1), (2) and (5) AktG (Notices to shareholders and to members of the supervisory board)**

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

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

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

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

*[...]*

*(5) <sup>1</sup>The requirements of Implementing Regulation (EU) 2018/1212 apply to the content and format of the minimum information to be included in the notifications referred to in paragraph 1 sentence 1 and paragraph 2. <sup>2</sup>Section 67a(2) sentence 1 applies mutatis mutandis to paragraphs 1 and 2. <sup>3</sup>In the case of listed companies, the intermediaries that hold the company's shares are obligated in accordance with Sections 67a and 67b to forward and transmit the information specified in paragraphs 1 and 2, unless the intermediary is aware that the shareholder receives it from another source. <sup>4</sup>The same applies to non-listed companies, provided that the provisions of Implementing Regulation (EU) 2018/1212 do not apply.*

## **2. Countermotions and election proposals pursuant to Section 126(1) and (4), Section 127, Section 130a(5) sentence 3 and (6), Section 118a(1) sentence 2 no. 3 AktG**

Shareholders of the Company or their proxies may submit countermotions to proposals of the Management Board and/or Supervisory Board on specific items the agenda as well as election proposals for the election of the auditor of the annual financial statements and the auditor of the consolidated financial statements and for the election of members of the

Supervisory Board (if such election is on the agenda). Countermotions and election proposals are to be sent exclusively to:

flatexDEGIRO SE  
Hauptversammlung  
Omniturm, Große Gallusstraße 16-18  
60312 Frankfurt am Main  
Germany  
[E-mail: gegenantraege@flatexdegiro.com](mailto:gegenantraege@flatexdegiro.com)

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) of the German Stock Corporation Act (AktG) and election proposals pursuant to Section 127 of the German Stock Corporation Act (AktG), including the name of the shareholder, any statement of reasons and any statement of the management, on the Internet at <https://www.flatexdegiro.com/agm> if they are received by the Company at the above address or email address by 18 May 2026, 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 set forth in Section 126(2) AktG. In addition to the cases of Section 126(2) AktG, election proposals by shareholders need not be made available if the proposal does not contain the information pursuant to Section 124(3) sentence 4 AktG and/or, in the case of a proposal for the election of candidates for the Supervisory Board (if such election is on the agenda), does not contain the information pursuant to Section 125(1) sentence 5 AktG. However, shareholders' election proposals do not need to be substantiated.

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

Countermotions and election proposals may also be made during the virtual general meeting as part of the speech by way of video communication (see below at "4. Right to speak pursuant to Section 130a(5) and (6), Section 118a(1) sentence 2 no. 7 AktG").

The right of the chairman of the meeting to first put the proposals of the administration to the vote remains unaffected by this (see on the authority of the chairman of the meeting to direct the meeting Article 18(2) of the Articles of Association, which is reproduced below).

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

If the election of members of the Supervisory Board is on the agenda and a shareholder has made a proposal for the election of members of the Supervisory Board in accordance with Section 127 and requests at the general meeting that the person he has proposed be elected, a resolution on his motion must be taken before the Supervisory Board's proposal if so requested by a minority of shareholders whose shares together amount to one-tenth of the share capital represented.

The provisions of the AktG on which the above is based, which also determine the conditions under which countermotions and election proposals may not be made available, as well as the provisions of Article 18(2) of the Articles of Association, read as follows:

**Section 126 AktG (Motions by shareholders)**

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

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

7. if the shareholder has not made or caused to be made a counter-motion communicated by him at two general meetings in the last two years.

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

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

(4) <sup>1</sup>In the case of the virtual general meeting, motions to be made accessible pursuant to (1) to (3) shall be deemed to have been made at the time of making them accessible. <sup>2</sup>The company shall enable the voting right on these motions to be exercised as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right. <sup>3</sup>Unless the shareholder who has made the proposal is duly authorised and, if registration is required, has duly registered for the general meeting, the proposal need not be dealt with at the meeting."

#### **Section 127 AktG (Election proposals by shareholders)**

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

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

#### **Section 124(3) sentence 4 AktG (Announcement of requests for amendments; proposals for resolutions)**

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

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

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

**Section 137 AktG (Vote on election proposals by shareholders)**

*"If a shareholder has made a proposal for the election of members of the Supervisory Board in accordance with Section 127 and requests at the general meeting that the person he has proposed be elected, a resolution on his motion must be taken before the Supervisory Board's proposal is considered if so requested by a minority of shareholders whose shares together amount to one-tenth of the share capital represented."*

**Section 130a(5) sentence 3 and (6) AktG (Right to comment and speak at virtual general meetings)**

*"(5) <sup>3</sup>Motions and election proposals pursuant to Section 118a(1), sentence 2 no. 3, requests for information pursuant to Section 131(1), follow-up questions pursuant to Section 131(1d), and other questions pursuant to Section 131(1e) may form part of a speech.*

*(6) In the notice of the meeting, the company may reserve the right to verify the functionality of the video communication between the shareholder and the company during the meeting and prior to the shareholder's remarks, and to reject such remarks if functionality cannot be ensured."*

**Section 118a(1) sentence 2 no. 3 AktG (Virtual general meeting)**

*"(1) If a virtual general meeting is held, the following requirements must be met:*

*[...]*

*3. shareholders participating in the meeting via electronic means are granted the right to submit motions and election proposals via video communication during the meeting, "*

**Article 18(2) of the Articles of Association of flatexDEGIRO SE**

*"(2) The chairman shall chair the meeting and determine the voting procedure. He shall determine the order in which the items on the agenda are discussed and the type and order of voting; in doing so, he may also determine an order of the items to be discussed that deviates from the order in which they were invited."*

**3. Right to submit comments pursuant to Section 130a(1) to (4) AktG, Section 118a(1) sentence 2 no. 6 AktG**

Shareholders duly registered for the virtual Annual General Meeting or their proxies have the right to submit comments on items on the agenda by way of electronic communication prior to the Annual General Meeting (Section 130a(1) to (4) AktG, Section 118a(1) sentence 2 no. 6 AktG).

Comments must be submitted in text form via the Online Service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com/agm> by no later than five days before the virtual Annual General Meeting, i.e. by 27 May 2026 (24:00 hours (CEST)). The volume of a statement must not exceed 10,000 characters (including spaces).

The Company will publish statements that meet the above requirements, are submitted in German or English and are to be made available in accordance with the statutory provisions no later than four days prior to the virtual Annual General Meeting, i.e. by 28 May 2026 (24:00 hours (CEST)), stating the name of the submitting shareholder in the Online Service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com/agm-service>.

The submission of several statements is possible. By submitting a statement, the shareholder agrees that the statement will be made available in the Online Service under his or her name.

Any statements by the administration will also be published in Online Service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com/agm-service>.

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

The provisions of the AktG underlying this shareholder right are as follows:

***Section 130a(1) to (4) AktG (Right to comment and speak at virtual general meetings)***

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

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

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

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

***Section 126 AktG (Motions of shareholders)***

*"(1) <sup>1</sup>A countermotion and its supporting statement need not be made available,*

1. if making them available would render the Management Board liable to criminal prosecution,

[...]

3. if the supporting statement contains information that is obviously false or misleading in material respects, or if it contains insults,

[...]

6. if the shareholder indicates that he or she will not attend the general meeting and will not be represented, or"

#### **Section 121(7) AktG (General)**

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

#### **Section 118a(1) sentence 2 no. 6 AktG (Virtual general meeting)**

"(1) <sup>2</sup>If a virtual general meeting is held the following requirements must be met:

[...]

6. shareholders are granted the right to submit comments pursuant to Section 130a(1) to (4) by means of electronic communication,"

#### **4. Right to speak pursuant to Section 130a(5) and (6), Section 118a(1) sentence 2 no. 7 AktG**

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

From the beginning of the Annual General Meeting, the Online Service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com/agm-service> will provide a virtual registration table, through which the shareholders or their proxies can register to speak. Persons who have registered to speak via the virtual table will be activated for their speech in the Online Service. The chairman of the meeting will explain the procedure for requesting and speaking at the virtual general meeting in more detail.

Pursuant to Section 130a(6) of the AktG, the Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and prior to the speech and to reject it if the functionality is not ensured.

The minimum technical requirements for a live video feed are therefore an internet-capable device with a camera and microphone that can be accessed from the browser, as well as a stable internet connection.

Recommendations for an optimal functioning of the video communication can be found on the Company's website at <https://www.flatexdegiro.com/agm>.

Under the Articles of Association of flatexDEGIRO SE, the chairman of the meeting is authorized to impose reasonable time limits on shareholders' speaking time. In particular, the chairman may, at the beginning or during the Annual General Meeting, set appropriate time limits for the entire duration of the meeting, for the discussion of individual agenda items, and for individual questions and remarks.

The provisions of the German Stock Corporation Act and Section 18(3) of the Articles of Association of the Company underlying this shareholder right are as follows:

***Section 130a(5) and (6) AktG (Right to comment and speak at virtual general meetings)***

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

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

***Section 118a(1) sentence 2 no. 7 AktG (Virtual general meeting)***

*"(1) <sup>2</sup>If a virtual general meeting is held the following requirements must be met:*

*[...]*

*7. shareholders participating in the meeting via video communication are granted the right to speak during the meeting via video communication in accordance with Section 130a, (5) and (6), "*

***Section 18(3) of the Articles of Association of flatexDEGIRO SE***

*"(3) The chairman may reasonably limit the shareholders' rights to ask questions, to make follow-up inquiries, and to speak; in particular, at the beginning of the general meeting or during its course, the chairman may set reasonable time limits for the meeting, for discussions on agenda items, and for individual questions, follow-up inquiries, and remarks. When determining the time available for individual questions, follow-up questions, and remarks, the chairman may distinguish*

*between first and repeated requests to speak and may apply other appropriate criteria."*

## **5. Right to information pursuant to Section 131(1) and (4), Section 118a(1) sentence 2 no. 4, Section 130a(5) sentence 3 and (6) AktG**

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

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

By order of the chair of the meeting pursuant to Section 131(1f) AktG, all types of information rights pursuant to Section 131 AktG may be exercised in the virtual Annual General Meeting exclusively by way of video communication via the Online Service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com/agm-service>. It is intended that such a determination will be made by the chairman of the meeting at 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, a requirement by the Management Board pursuant to Section 131(1a) AktG that questions be submitted in advance of the virtual general meeting is expressly not provided for. Accordingly, the right to information can be exercised at the virtual general meeting without the restrictions provided for by law in the event of such a requirement.

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

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

Furthermore, the Management Board may refuse to provide information if it would render itself liable to prosecution by providing the information. This right to refuse information serves the unity of the legal system. In such cases, the Management Board is not only entitled but obliged to refuse to provide information. In the case of credit institutions, financial services institutions, or securities firms, such a right also applies to the extent that information regarding the accounting and valuation methods applied, as well as offsets made, need not be disclosed in the annual financial statements, management report, consolidated financial statements, or consolidated management report. A right to refuse information also exists if the information is continuously accessible on the Company's website for a period of at least seven days before the beginning and during the general meeting.

If information has been given to a shareholder outside the general meeting because of his capacity as a shareholder, it shall be given to any other shareholder at his request in the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. In this case, the Management Board may only refuse to provide the information if it would render itself liable to prosecution by providing the information or if the information is continuously accessible on the website of the Company for a period of at least seven days before the beginning as well as during the general meeting.

The provisions of the German Stock Corporation Act and the provision in Section 18(3) of the Articles of Association underlying the right to information, which also determine under which conditions the provision of information may be waived, are as follows:

**Section 131(1), (1d), (1f), (2) to (5) AktG (Shareholder's right to information)**

*"(1) <sup>1</sup>Each shareholder shall, upon request, be provided with information at the general meeting by the executive board regarding the affairs of the company to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. <sup>2</sup>The duty to provide information shall also extend to the legal and business relations of the company with an affiliated company. <sup>3</sup>If a company makes use of the facilitations pursuant to Section 266(1), sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form they would have been presented without these facilitations. <sup>4</sup>The duty of the management board of a parent company (Section 290(1), (2) of the Commercial Code) to provide information at the general meeting to which the consolidated financial statements and the group*

management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.

(1d) <sup>1</sup>Each shareholder who is electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the management board before and at the meeting.

<sup>2</sup> (2) sentence 2 shall also apply to the right to ask questions.

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

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

(3) <sup>1</sup>The management board may refuse to provide information,

1. insofar as the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable disadvantage to the company or an affiliated company;
2. insofar as it relates to tax valuations or the amount of individual taxes;
3. on the difference between the value at which items have been stated in the annual balance sheet and a higher value of such items, unless the annual general meeting adopts the annual financial statements;
4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes suffices to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of Section 264(2) of the German Commercial Code; this shall not apply if the annual general meeting adopts the annual financial statements;
5. insofar as the management board would render itself liable to prosecution by providing the information;
6. insofar as, in the case of a credit institution or financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and offsets made in the annual financial statements, management report, consolidated financial statements or group management report;
7. to the extent that the information is continuously available on the company's website for at least seven days prior to the commencement of and during the general meeting.

<sup>2</sup>Information may not be refused for other reasons.

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

**Section 118a(1) sentence 2 no. 7 AktG (Virtual general meeting)**

"(1) <sup>2</sup>If a virtual general meeting is held the following requirements must be met:

[...]

4. shareholders participating in the meeting via video communication are granted the right to speak during the meeting via video communication in accordance with Section 130a, (5) and (6), "

**Section 130a(5) sentence 3 and (6) AktG (Right to comment and speak at virtual general meetings)**

"(5) [...] <sup>3</sup>Motions and election proposals according to Section 118a(1) sentence 2 no. 3, the request for information according to Section 131(1), follow-up questions according to Section 131(1d) as well as further questions according to Section 131(1e) may be part of the speech. [...]

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

In addition, the chairman of the meeting is authorised to take various measures of direction and order in the general meeting. The underlying provision in Article 18(3) of the Articles of Association of the Company which makes use of the authorisation of Section 131(2) sentence 2 AktG reproduced above, reads as follows:

**Section 18(3) of the Articles of Association of flatexDEGIRO SE**

*"(3) The chairman may reasonably limit the shareholders' rights to ask questions, to make follow-up inquiries, and to speak; in particular, at the beginning of the general meeting or during its course, the chairman may set reasonable time limits for the meeting, for discussions on agenda items, and for individual questions, follow-up inquiries, and remarks. When determining the time available for individual questions, follow-up questions, and remarks, the chairman may distinguish between first and repeated requests to speak and may apply other appropriate criteria."*

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

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

The regulations of the AktG underlying this shareholder right are as follows:

**Section 118(1) sentence 2 no. 8 AktG (Objection to the minutes)**

*"(1) <sup>2</sup>If a virtual general meeting is held, the following requirements shall be complied with:*

*[...]*

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

**Section 245 AktG (Power to challenge)**

*"The following shall be authorised to challenge*

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

*[...]*

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

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

Pursuant to Section 118(1) sentence 3 of the German Stock Corporation Act, in the case of the electronic exercise of voting rights as well as pursuant to section 118(2) sentence 2 AktG in the case of postal votes cast in writing or by means of electronic communication, the person casting the vote must be notified of the receipt of the vote cast electronically or by postal vote in accordance with the requirements of Art. 7(1) and Art. 9(5) subpara. 1 of the Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements for implementing of the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification and the transmission of information and the facilitation of the exercise of shareholder rights ("Implementing Regulation (EU) 2018/1212") electronically or in writing by the company. If the confirmation is given to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder in accordance with Section 118(1) sentence 4 AktG.

Furthermore, pursuant to Section 129(5) sentence 1 AktG, the person voting may request confirmation from the company within one month after the day of the Annual General Meeting, i.e. by 02 July 2026, as to whether and how his vote was counted. The company shall provide the confirmation in accordance with the requirements in Art. 7(2) and Art. 9(5) subpara. 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to Section 129(5) sentence 3 AktG.

Our shareholders can access, download and/or print both the voting confirmation and the proof of the vote count electronically by using the Online Service for the Annual General Meeting on the Company's website at <https://www.flatexdegiro.com/agm-service>. For this purpose the same login credentials can be used as for accessing the other features of the Company's Online Service related to the Annual General Meeting on 02 June 2026.

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

### **Section 118(1) and (2) AktG (General)**

*"(1) <sup>1</sup>The shareholders shall exercise their rights in the affairs of the company at the general meeting, unless otherwise provided by law. <sup>2</sup>The articles of association may provide or authorise the board to provide that shareholders may participate in the general meeting without being present at its place and without a proxy and may exercise all or any of their rights in whole or in part by electronic communication. <sup>3</sup>In the case of electronic exercise of the voting right, the receipt of the electronically cast vote shall be confirmed electronically by the company to the person casting the vote in accordance with the requirements set out in Article 7(1)*

and Article 9(5), first subparagraph, of the Implementing Regulation (EU) 2018/1212. <sup>4</sup>If the confirmation is given to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder. <sup>5</sup>Section 67a(2) sentence 1 and (3) shall apply accordingly.

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

**Section 129(5) AktG (Proof of vote count)**

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

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

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

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

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

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