

## Flow Traders Ltd.

### Amendment of bye-laws Comparison table

This document includes a description of the proposed alteration of the bye-laws of Flow Traders Ltd. (the “**Company**”) by means of a comparison between the current bye-laws and the proposed amendment of the bye-laws. The alteration of the Company’s bye-laws shall be a voting item during the Annual General meeting of the Company, scheduled for 26 April 2023 at 02:00PM CEST, as described in the convening notice which is available on our website (<https://www.flowtraders.com/investors/corporate-governance/agm>). A redline of the byelaws is also available on our website and can be located via the same URL.

The Comparison table is composed of three columns as follows

- (i) The first column contains the current bye-laws that are proposed to be altered.
- (ii) The second column contains the proposed wording of the to be-altered bye-laws. Additions are marked in blue and deletions are marked in red.
- (iii) The third column includes a rationale for the proposed alterations.

Current text	Proposed text	Rationale
Section 20: Reflection period		
<p><b>Section 20.4</b></p> <p><b>Term of the Reflection Period.</b> The Reflection Period shall apply for a period of not more than two hundred and fifty days, calculated from (i) the day following the last day on which a request as referred to in Bye-Law 17.7(a)(iii) should have been received for the next following general meeting or calculated from not later than the day following the day on which the public takeover offer as referred to in Bye-Law 20.1(b) was made, or (ii) calculated from the day the Shareholders requisitioned the Board to convene a special meeting in accordance with Section 74 of the Companies Act. The Reflection Period shall end in any event on the day after the day on which a public offer becomes unconditional. A ground for invoking the Reflection Period on the basis of one of the grounds mentioned in Bye-Law 20.1 shall not exclude the invocation of a Reflection Period on the other ground. The Board may terminate the Reflection Period at any time before its expiry.</p>	<p><b>Section 20.4</b></p> <p><b>Term of the Reflection Period.</b> The Reflection Period shall apply for a period of not more than <del>two hundred and fifty</del> <u>ninety</u> days, calculated from <u>the day of the convocation of the relevant general meeting</u> <del>(i) the day following the last day on which a request as referred to in Bye-Law 17.7(a)(iii) should have been received for the next following general meeting or calculated from not later than the day following the day on which the public takeover offer as referred to in Bye-Law 20.1(b) was made, or (ii) calculated from the day the Shareholders requisitioned the Board to convene a special meeting in accordance with Section 74 of the Companies Act.</del> The Reflection Period shall end in any event on the day after the day on which a public offer becomes unconditional. A ground for invoking the Reflection Period on the basis of one of the grounds mentioned in Bye-Law 20.1 shall not exclude the invocation of a Reflection Period on the other ground. The Board may terminate the Reflection Period at any time before its expiry.</p>	<p>As announced in our response to the questions we received from the investor community prior to the update of our holding structure, we propose to shorten the reflection period to ninety days calculated from the day of the convocation of the relevant general meeting (see also question 3.5 of the 'Additional Q&amp;A published in connection in advance of the Flow Traders EGM held on 2 December 2022, which is available on our website).</p>
Section 21: Election, Removal, Suspension of Directors		
<p><b>Section 21.1</b></p>	<p><b>Section 21.1</b></p> <p><b>Number, Composition, Term of Office.</b> The number of Directors</p>	<p>The proposed text is a textual enhancement. The current text would theoretically provide for the possibility that a director’s term would end</p>

<p><b>Number, Composition, Term of Office.</b> The number of Directors shall be such number as the Board by resolution from time to time may determine. The composition of the Board shall be such that a majority of the Directors shall at all times be Independent Directors, unless the Board determines otherwise by resolution adopted with only the Independent Directors participating in the deliberations and the decision-making of the Board. Each Director shall be elected at a general meeting of the Company and hold office for a term ending at the conclusion of the first annual general meeting held after four (4) years have passed since their election unless set out otherwise in his nomination pursuant to Bye-Law 21.5(e). A Director is eligible for re-election immediately after the expiration of his term, provided that the consecutive term of a Non-Executive Director shall expire at the closing of the first annual general meeting held after twelve (12) years have passed since their election. The consecutive term referred to in the preceding sentence shall not apply to Non-Executive Directors elected in accordance with the nomination right provided for in the Relationship Agreement.</p>	<p>shall be such number as the Board by resolution from time to time may determine. The composition of the Board shall be such that a majority of the Directors shall at all times be Independent Directors, unless the Board determines otherwise by resolution adopted with only the Independent Directors participating in the deliberations and the decision-making of the Board. Each Director shall be elected at a general meeting of the Company and hold office for a term ending at the conclusion of the <del>first</del> annual general meeting held <u>in the fourth calendar year after the election</u><del>after four (4) years have passed since their election,</del> unless set out otherwise in his nomination pursuant to Bye-Law 21.5(e). A Director is eligible for re-election immediately after the expiration of his term, provided that the consecutive term of a Non-Executive Director shall expire at the closing of the <del>first</del> annual general meeting held <u>in the twelfth calendar year after the initial election</u><del>after twelve (12) years have passed since their election.</del> The consecutive term referred to in the preceding sentence shall not apply to Non-Executive Directors elected in accordance with the nomination right provided for in the Relationship Agreement.</p>	<p>after almost 5 years in case the AGM in year 4 would be held on a calendar date that lies before the calendar date of the AGM at which the director was elected. By specifying that the term ends after the AGM in year 4, regardless of at what exact calendar date that AGM is held, this unintended and undesirable theoretical possibility is eliminated.</p>
<p><b>Section 21.5 (e)</b> the term of the proposed election which shall not exceed four (4) years as of the date of election, provided that such proposal may provide that the term expires at the close of first annual meeting</p>	<p><b>Section 21.5 (e)</b> the term of the proposed election <del>which</del> shall not exceed four (4) years as of the date of election, provided that such proposal may provide that the term expires at the close of <u>the first</u> annual meeting</p>	<p>Same as above.</p>

<p>of Shareholders held after the expiration of the four (4) year term.</p>	<p>of Shareholders held <a href="#">in the fourth calendar year after the election</a><del>after the expiration of the four (4) year term.</del></p>	
<p><b>Section 28: Proceedings of the Board</b></p>		
<p><b>Section 28.6</b></p> <p><b>Chairman.</b> The Board shall appoint a chairman and a vice-chairman from among the Independent Directors. In the absence of the chairman and the vice-chairman at any meeting of the Board, the Directors present may choose one of their number to be chairman of the meeting.</p>	<p><b>Section 28.6</b></p> <p><b>Chairman.</b> The Board shall appoint a chairman <del>and a vice-chairman</del> from among the Independent Directors. <del>and shall appoint a vice-chairman from among the Non-Executive Directors.</del> In the absence of the chairman and the vice-chairman at any meeting of the Board, the Directors present may choose one of their number to be chairman of the meeting.</p>	<p>The proposed text is aimed at rectifying a drafting omission due to which the Board was not able to (re-)appoint the vice-chairman. Mr Jan van Kuijk (Flow Traders' co-founder) served as vice-chairman prior the update of the corporate holding structure and it was always the intention of the Board to (re-)appoint him as vice-chairman upon continuation under Bermuda law. Unfortunately this was impossible due to the current text of the bye-laws.</p>
<p><b>Section 33: Dividends and other payments</b></p>		
<p><b>Section 33.1</b></p> <p><b>Dividends and Distributions.</b> Subject to these Bye-laws, the Board may from time to time declare dividends or distributions out of contributed surplus to be paid to the Shareholders according to their rights and interests, including such interim dividends as appear to the Board to be justified by the position of the Company. The</p>	<p><b>Section 33.1</b></p> <p><b>Dividends and Distributions.</b> Subject to these Bye-laws, the Board may from time to time declare dividends or distributions out of contributed surplus to be paid to the Shareholders according to their rights and interests, including such interim dividends as appear to the Board to be justified by the position of the Company.</p>	<p>As announced in our response to the questions we received from EUMEDION prior to the update of our holding structure, we propose to include a shareholder vote on dividends and distributions (see also question 3.4 of the 'Additional Q&amp;A published in advance of the Flow Traders EGM held on 2 December 2022,</p>

<p>Board, in its discretion, may determine that any dividend shall be paid in cash or shall be satisfied, subject to Bye-Laws 5.2, 35.1 and 35.2, in paying up in full shares in the Company to be issued to the Shareholders credited as fully paid or partly paid or partly in one way and partly the other. The Board may also pay any fixed cash dividend which is payable on any shares of the Company half yearly or on such other dates, whenever the position of the Company, in the opinion of the Board, justifies such payment. In making any determination regarding the declaration of a dividend or distribution out of contributed surplus, the Board must, in addition to any other obligations or duties under the Companies Acts or these Bye-Laws, consider the Stakeholder Interests.</p>	<p><a href="#"><u>Notwithstanding the aforementioned, the declaration of a final dividend shall be subject to an advisory, non-binding vote of the Shareholders.</u></a> The Board, in its discretion, may determine that any dividend shall be paid in cash or shall be satisfied, subject to Bye-Laws 5.2, 35.1 and 35.2, in paying up in full shares in the Company to be issued to the Shareholders credited as fully paid or partly paid or partly in one way and partly the other. The Board may also pay any fixed cash dividend which is payable on any shares of the Company half yearly or on such other dates, whenever the position of the Company, in the opinion of the Board, justifies such payment. In making any determination regarding the declaration of a dividend or distribution out of contributed surplus, the Board must, in addition to any other obligations or duties under the Companies Acts or these Bye-Laws, consider the Stakeholder Interests.</p>	<p>which is available on our website).</p> <p>We propose to introduce an advisory vote on the dividend amount. This allows shareholders to express their potential concerns regarding the dividend amount through the casting of a non-binding advisory vote, without running the risk that no dividend will be paid in the relevant financial year as a consequence of a majority of votes being cast against the dividend proposal.</p>
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**Section 36: Record dates**

<p><b>Section 36.1</b></p> <p><b>Dividends, Distributions, Allotments, Grant or Issue.</b> Notwithstanding any other provisions of these Bye-Laws, the Board may fix any date as the record date for any dividend, distribution, allotment, grant or issue. Any such record date may be on or at any time not more than fifteen (15) clear business days before any date</p>	<p><b>Section 36.1</b></p> <p><b>Dividends, Distributions, Allotments, Grant or Issue.</b> Notwithstanding any other provisions of these Bye-Laws, the Board may fix any date as the record date for any dividend, distribution, allotment, grant or issue. Any such record date may be on or at any time not more than fifteen (15) clear business days before any date</p>	<p>The proposed text is aimed at rectifying a drafting omission. Given the declaration of dividend is a power which is vested in the Board, and this declaration is made even before convening the AGM, the record date for e.g. the payment of a dividend should not be within 15 clear business days before the date on which</p>
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<p>on which such dividend, distribution, allotment or issue is declared, paid.</p>	<p>on which such dividend, distribution, allotment or issue is <del>declared</del>, paid, <a href="#">allotted or issued (as the case may be)</a>.</p>	<p>such dividend is <u>declared</u>, but within 15 clear business days before such dividend is <u>paid</u>. The same holds true for distributions, allotments and issuances.</p>
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