

# Proxy

WRITTEN PROXY for the Annual General Meeting of Flow Traders N.V. to be held on 26 April 2018 (the "**General Meeting**") at the INIT Building at Jacob Bontiusplaats 9, 1018 LL Amsterdam, the Netherlands, at 14:00 hours Amsterdam time.

**The undersigned:**

<i>Name</i>	
<i>Address</i>	
<i>Postal code/city/country</i>	

hereinafter referred to as the "**Shareholder**", acting in its capacity as holder of \_\_\_\_\_ (please include number) ordinary shares in the share capital of Flow Traders N.V., that are duly registered via the relevant intermediary (the "**Shares**"), hereby grants a power of attorney to represent the Shareholder at the General Meeting in order to speak and exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda items for the General Meeting to:

**1. A chosen third party, namely:**

<i>Name</i>	
<i>Address</i>	
<i>Postal code/city/country</i>	

- a. without specific voting instruction, or
- b. in the manner set out below under **3** (*please indicate which is applicable*).

**OR**

**2. An independent third party** within the meaning of article 4.3.2. of the Dutch Corporate Governance Code, in this respect being Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP in the manner set out below under **3**.

**3. Voting instructions:**

<b>No.</b>	<b>Agenda voting items</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2.d.	Adoption of the annual accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.f.	Determination of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of Management Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Discharge of Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.a.	Proposal appointment of Folkert Joling as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.b.	Proposal appointment of Thomas Wolff as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.a.	Proposal reappointment of Han Sikkens as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.b.	Proposal reappointment of Rudolf Ferscha as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.c.	Proposal reappointment of Jan van Kuijk as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.a.	Authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.b.	Authority to restrict or exclude pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8.	Authority to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SIGNING**

Depot Number: \_\_\_\_\_

Signature: \_\_\_\_\_

Name Bank: \_\_\_\_\_

Place: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Date: \_\_\_\_\_

## ***Additional information, instructions and terms***

The agenda with explanatory notes, the annual accounts, annual report and other information as defined in article 2:392 of the Dutch Civil Code, and the instructions for attendance at the General Meeting will be available on the Company's website ([www.flowtraders.com](http://www.flowtraders.com)). The information mentioned can be obtained free of charge via the Company or via ABN AMRO Bank N.V., at the addresses stated below.

### **Addresses**

Flow Traders N.V.

Investor Relations

Jacob Bontiusplaats 9

1018 LL Amsterdam

The Netherlands

E-mail: [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com)

ABN AMRO Bank N.V.

Visiting address:

Gustav Mahlerlaan 10

1082 PP Amsterdam

The Netherlands

Postal address:

P.O. Box 283 (HQ 7050)

1000 EA Amsterdam

The Netherlands

E-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

### **Record Date**

A person who is registered as a shareholder of the Company on 29 March 2018 after close of trading and processing of all settlements (the "**Record Date**") and has timely registered (as described below) will be considered as having the right to vote and attend the General Meeting. The administration of the relevant financial intermediary under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) shall be consulted to determine which persons are deemed to be registered shareholders of the Company on the Record Date.

### **Registration**

Shareholders who wish to attend the meeting are required to notify ABN AMRO Bank N.V. through their financial intermediary. Notification via the financial intermediary can take place as of 30 March 2018, but no later than 18:00 hours (Amsterdam time) on 20 April 2018. Shareholders can also register themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). In all circumstances, the intermediary will need to issue a statement via

[www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than 11:30 hours (Amsterdam time) on 23 April 2018, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

If you submit more than one proxy and/or voting instructions with respect to the same securities (whether on paper or in electronic form), only the proxy and/or voting instructions with the most recent date of completion will be taken into account. If no order can be established, all such proxies or voting instructions will be disregarded.

The voting is governed by the articles of association of Flow Traders N.V. and the proxy or voting instructions will be subject to Dutch law.

You hereby covenant and agree to indemnify and hold harmless Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP against any liability he might incur for any steps lawfully taken in connection with this proxy.

### **Voting by proxy**

The proxy voting form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded.

A shareholder who chooses to be represented shall, in addition to registering for the meeting as described above, send in a signed proxy instrument separately. A standard written proxy is available on the website of the Company or can be obtained via ABN AMRO Bank. The duly signed proxy instrument needs to be received on 20 April 2018 by 18:00 hours (Amsterdam time) at the following address by mail or e-mail:

ABN AMRO Bank N.V.

Department Corporate Broking HQ 7050

P.O. Box 283

1000 EA AMSTERDAM

The Netherlands

E-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

### **Voting through internet/proxy**

A shareholder can choose to give a voting instruction to an independent third party to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and need to be received on 20 April 2018 by 18:00 hours (Amsterdam time).

### **Admittance to the General Meeting**

Registration for admission to the General Meeting will take place on the day of the General Meeting from 13:00 hours (Amsterdam time) until the commencement of the General Meeting at 14:00 hours (Amsterdam time). After this time registration for admission is no longer possible.

Persons entitled to attend the meeting must present a valid admission ticket for the meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document. Proxy holders must present a copy of their proxy.

### **Submission of questions for the General Meeting**

Shareholders attending the General Meeting are kindly invited to submit questions addressed to the General Meeting in advance. Please use Flow Traders' address set out above.

For further information please visit our website [www.flowtraders.com](http://www.flowtraders.com) or contact Investor Relations:

Serge Enneman

Telephone: +31 20 799 6799

E-mail: [investor.relations@flowtraders.com](mailto:investor.relations@flowtraders.com)