

For immediate release

FLOW TRADERS IPO PRICED AT €32.00 PER SHARE

Amsterdam, the Netherlands – 9 July 2015. Flow Traders N.V.¹ (“Flow Traders” or the “Company”), a leading technology-enabled liquidity provider operating on a global scale that specialises in exchange traded products (“ETPs”)², today announced that its ordinary shares (the “Shares”) offered in the initial public offering (the “IPO” or the “Offering”) have been priced at €32.00 per Share. Listing of and first trading in the Shares on Euronext Amsterdam is expected to commence tomorrow, Friday 10 July 2015.

Highlights of the Offering

- Price per offered Share set at €32.00, corresponding to an equity value for Flow Traders of approximately €1.5 billion;
- Total number of offered Shares is 16,287,075 (representing approximately 35% of the Shares, prior to exercise of the over-allotment option);
- Total size of the Offering amounts to approximately €521 million (prior to exercise of the over-allotment option);
- The Offering was multiple times oversubscribed at the price per offered Share with strong investor demand;
- Listing and first trading in the Shares (on an “as-if-and-when-delivered” basis) on Euronext Amsterdam under the symbol “FLOW” are expected to commence tomorrow, Friday 10 July 2015 (the “First Trading Date”);
- Closing and settlement of the Offering and the start of unconditional trading in the Shares is expected to take place on Tuesday 14 July 2015;
- This press release also serves as the pricing statement relating to the Offering and has been filed with the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten, the “AFM”). This press release is also available on Flow Traders' website (www.flowtraders.com).

Dennis Dijkstra, co-CEO of Flow Traders, said:

"Against a more volatile market backdrop, we have seen strong demand from institutional investors across the globe, underscoring the strength and resilience of Flow Traders' track record and growth prospects in all market conditions. We welcome our new shareholders and thank them for the trust they have placed in the Company and its employees. We now look forward to continuing to capitalise on the expected strong growth of ETPs and creating value for all our shareholders over the years to come."

Sjoerd Rietberg, co-CEO of Flow Traders, said: “We are very pleased to see the listing of Flow Traders' shares on Euronext Amsterdam. Our IPO is the logical next step in the development of our Company as a leading global technology-enabled liquidity provider in ETPs. We are confident that the listing will further enhance our visibility and profile among institutional counterparties, investors and talent as we continue to grow and strive for more transparent and efficient financial markets.”

¹ Flow Traders Coöperatief U.A. was converted into Flow Traders N.V. immediately after determination of the final offer price.

² Exchange Traded Products or "ETPs" are highly transparent, exchange-listed passive investment vehicles that derive their value from an underlying portfolio of assets such as shares, bonds or commodities; key types of ETPs include Exchange Traded Funds (“ETFs”), Exchange Traded Commodities (“ETCs”) and Exchange Traded Notes (“ETNs”).

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Further details on the Offering

The Offering comprises a secondary sale of 16,287,075 Shares held by Summit Partners, Stichting Administratiekantoor Flow Traders, Avalon Holding B.V. and Javak Investments B.V. through a public offering to institutional and retail investors in the Netherlands and through a private placement to certain eligible institutional investors in various jurisdictions. The final offer price corresponds to an equity value for Flow Traders of approximately €1.5 billion.

Summit Partners has granted the Joint Global Coordinators an over-allotment option of up to 15% of the offered Shares (representing up to 2,443,061 Shares). The over-allotment option can be exercised until 30 calendar days after the First Trading Date. If the over-allotment option is exercised in full, the total number of offered Shares will represent approximately 40.2% of the Shares.

Post IPO, Summit Partners, Avalon Holding B.V. and Javak Investments B.V. (collectively, the “Selling Shareholders”) will hold 42.8% in aggregate of the total outstanding Shares prior to the exercise of the over-allotment option and 37.5% if the over-allotment option is exercised in full. The Company and Selling Shareholders have agreed to a lock-up period of 180 days after the date of the closing of the Offering, subject to certain customary carve-outs. A number of current and former employees, including the managing directors of the Company, are subject to staggered lock-ups of 365 days to six years.

Morgan Stanley and UBS are acting as Joint Global Coordinators and Joint Bookrunners for the Offering. ABN AMRO and Credit Suisse are acting as Joint Bookrunners for the Offering. N M Rothschild & Sons Limited is acting as the sole financial adviser to the Company on the Offering.

Prospectus and pricing statement

The Offering is being made only by means of a prospectus. Copies of the prospectus, subject to applicable securities law restrictions, can be obtained from the website of Flow Traders (www.flowtraders.com).

This press release also serves as the pricing statement in relation to the Offering and has been filed with the AFM. This press release is also available on the websites of Flow Traders (www.flowtraders.com) and, for Dutch citizens only, of Euronext (www.euronext.com).

Stabilisation

In connection with the Offering, Morgan Stanley as the Stabilisation Manager, or any of its agents, on behalf of the Underwriters may (but will be under no obligation to), to the extent permitted by applicable law, effect transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager and its agents will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the First Trading Date and ending no later than 30 calendar days thereafter. The Stabilisation Manager or any of its agents will not be obligated to effect stabilising transactions, and there will be no assurance that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offering. The Stabilisation Manager may, for purposes of stabilising transactions, over-allot Shares up to a maximum of 15% of the total number of the Shares sold in the Offering.

Listing and trading

The Shares will be admitted to listing and trading on Euronext Amsterdam under the symbol “FLOW”. Conditional trading in the Shares (on an “if-and-when-issued/delivered” basis) will commence Friday 10

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July 2015. Settlement and the start of unconditional trading in the Shares is expected to take place on Tuesday 14 July 2015.

Earlier announcements related to the Offering

On 18 June 2015, Flow Traders announced its intention to launch an Initial Public Offering and listing on Euronext Amsterdam and, on 30 June 2015, Flow Traders announced the launch of the offering. The press releases are available on the website of Flow Traders (www.flowtraders.com).

Risk factors

Investing in the Shares involves certain risks. A description of these risks, which include risks relating to the business of the Company and its subsidiaries (together, the "Group"), the Group's capital structure, the structure of the Group, the Shares and the Offering is included in the prospectus relating to the Offering. Any decision to purchase Shares in the Offering should be made solely on the basis of the prospectus.

ENDS

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For press images: Please visit the press section on our website www.flowtraders.com.

NOTES TO EDITORS

About Flow Traders

Flow Traders is a leading technology-enabled liquidity provider operating on a global scale that specialises in ETPs. We provide liquidity in ETP markets 24 hours a day while seeking to stay market neutral at all times and without having directional opinions. While we do not have any clients, we enable investors to buy and sell ETPs efficiently by quoting bid and ask prices. We seek to earn small amounts of money on large numbers of individual transactions based on the differences between our ETP prices and the prices of the underlying or related instruments. Investors benefit from our activities due to increased liquidity, higher execution quality and lower overall trading costs. As such, we contribute to more efficient and transparent securities markets. We provide liquidity in over 4,000 ETP listings across the globe, tracking all underlying asset classes including equities, fixed income, commodities and currencies with access to 94 exchanges in 32 countries. Flow Traders is headquartered in Amsterdam, the Netherlands, with trading offices in Asia and the US covering all time zones. For more information, please visit www.flowtraders.com.

Important legal information

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, ordinary shares in the share capital of Flow Traders N.V. (following conversion of Flow Traders Coöperatief U.A. into Flow Traders N.V., the "**Company**"), and such shares,

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the "**Shares**") in the United States of America or in any other jurisdiction. No offer to sell or subscribe for Shares, or announcement of a forthcoming offer to sell or subscribe for Shares, or solicitation of any offer to buy or subscribe for Shares, or announcement of a forthcoming solicitation of any offer to buy or subscribe for, Shares will be made in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in jurisdictions may be similarly restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the security laws of any such jurisdiction.

The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may only be offered or sold in the United States of America (as defined in Regulation S under the U.S. Securities Act) if registered under the U.S. Securities Act or an exemption from such registration is available. The Company does not intend to register any portion of the contemplated offering of Shares in the United States or to conduct a public offering of Shares in the United States.

The Company has not authorised any offer to the public of Shares in any Member State of the European Economic Area, except in the Netherlands. With respect to any Member State of the European Economic Area which has implemented the Prospectus Directive other than the Netherlands (each a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of Shares requiring publication of a prospectus in any Relevant Member State. As a result, the Shares may only be offered in Relevant Member States: (i) to any legal entity which is a "qualified investor" as defined in the Prospectus Directive; or (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU. Any such investor will also be deemed to have represented and agreed that any Shares acquired by it in the contemplated offering of Shares have not been acquired on behalf of persons other than such investor.

This document does not constitute a prospectus within the meaning of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and does not constitute an offer to acquire securities. An offer to acquire Shares is made, and any investor should make his investment, solely on the basis of information that is contained in the prospectus made generally available in connection with this offering. Copies of the prospectus may be obtained through the website of the Company.

In the United Kingdom, this document and any other materials in relation to the Shares is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "**qualified investors**" (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "**investment professionals**" in Article 19(5) of the Financial Services and Markets Act 2000 ("**Financial Promotion**") Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it. No action has been taken by the Company that would permit an offer of Shares or the possession or distribution of these materials or any other offering or publicity material relating to such Shares in any jurisdiction where action for that purpose is required.

Some of the information in these materials may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. You can identify forward-looking statements by terms such as "expect", "believe", "anticipate", "estimate", "intend", "will", "could," "may" or "might", the negative of such terms or other similar expressions. The Company wishes to caution you that these statements are only predictions and that actual events or results may differ materially. The Company does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of the Company, including, among others, general economic conditions, the competitive environment, rapid technological and market change in the industries the Company operates in, as well as many other risks specifically related to the Company and its operations.

Neither these materials nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada or Japan.

This communication is distributed in the Netherlands. In addition, it is distributed in any member state of the European Economic Area which applies the Prospectus Directive, but only to those persons who are qualified investors, and such other persons as this document may be addressed on legal grounds, and no person that is not a qualified investor and a relevant person may act or rely on this document or any of its contents.

The Joint Global Coordinators, the Joint Bookrunners and Rothschild are acting exclusively for the Company and no one else in connection with the Offering and will not regard any other person as their respective client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective client or for giving advice in relation to the Offering or the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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In connection with the Offering, each of the Joint Global Coordinators and the Joint Bookrunners or any of their respective affiliates, acting as investors for their own accounts, may subscribe for or purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. The Joint Global Coordinators and the Joint Bookrunners or any of their respective affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Joint Global Coordinators, the Joint Bookrunners, Rothschild or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

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