

Agenda for the General Meeting of Shareholders

26 April 2010

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BinckBank N.V.

Convening notice for the Annual General Meeting of Shareholders (“the Meeting”) of BinckBank N.V. (“BinckBank”) established in Amsterdam, to be held on 26 April 2010 at 15:00 hours in the Mercuriuszaal of the Stock Exchange building, located at Beursplein 5, Amsterdam.

Agenda:

1. Opening.
2. Presentation of the 2009 annual report by Mr K.N. Beentjes, chairman of the executive board (for discussion).
3. Corporate governance section of the 2009 annual report (for discussion).
4. 2009 financial statements:
 - a. Proposal to adopt the 2009 financial statements (for vote);
 - b. Explanation of the dividend policy (for discussion);
 - c. Proposal to approve final dividend for the 2009 financial year and date of release for payment (for vote).
5. Proposal to discharge the members of the executive board of responsibility for their management during the 2009 financial year (for vote).
6. Proposal to discharge the members of the supervisory board of responsibility for their supervision during the 2009 financial year (for vote).
7. Proposal to adopt an amended remuneration policy and to approve the scheme forming part thereof in the form of shares or rights to acquire shares (for vote).
8. Nomination by the Stichting Prioriteit Binck (hereinafter: “the Foundation”) to reappoint Mr P. Aartsen as a member of the executive board (for vote).
9. Nomination by the Foundation to reappoint Mr A.M. van Westerloo as a member of the supervisory board (for vote).
10. Proposal to change the remuneration of members of committees of the supervisory board (for vote).
11. Proposal of the Foundation to amend the articles of association.
 - *Amendment to the articles of association:*
 - a) amendment of article 15 paragraph 3 of the articles of association (for vote);
 - b) amendment of article 15 paragraph 4 of the articles of association (for vote);
 - c) amendment of article 19 paragraph 2 of the articles of association (for vote);
 - d) amendment of article 21 paragraph 1 of the articles of association (for vote);
 - e) amendment of article 21 paragraph 2 of the articles of association (for vote);
 - f) amendment of article 22 paragraph 1 of the articles of association (for vote);
 - g) amendment of article 30 introduction and paragraphs 2, 5, 6, 7 and 8 of the articles of association and of article 34 paragraph 4 of the articles of association (for vote);
 - h) addition of article 36 (for vote).
 - *Granting of authorisation:*
 - i) authorisation of all members of the executive board of BinckBank as well as any civil-law notary, employee and paralegal employed by NautaDutilh N.V. to prepare the draft notarial deed for amendment of the articles of association, to apply for the required ministerial statement of no objection and to execute the deed of amendment of the articles of association (for vote).

12. **Proposal of the Foundation to designate the Foundation as the body authorised to make decisions regarding the following: (i) issuance of ordinary shares in the capital of BinckBank, (ii) the granting of rights to acquire ordinary shares in the capital of BinckBank, and (iii) the limitation or exclusion of the pre-emptive rights to which shareholders are entitled (for vote).**
13. **Proposal of the Foundation to authorise the executive board of BinckBank, subject to the Foundation's approval, to acquire ordinary shares in the capital of BinckBank or certificates issued for shares other than for no consideration (for vote).**
14. **Proposal of the Foundation to reduce the issued capital by cancellation of repurchased shares (for vote).**
15. **Appointment of an auditor (for vote).**
16. **Any other business (for discussion).**
17. **Close.**

Registration and registration date:

The full agenda for the Meeting with notes, the annual documents for 2009, a draft deed of amendment of the articles of association and the other meeting documents ("the Meeting Documents") are available from today until after the end of the Meeting for perusal by those entitled to attend the Meeting at the offices of BinckBank at Vijzelstraat 20, 1017 HK, Amsterdam, as well as at the offices of Fortis Bank (Nederland) N.V. at Rokin 55, huispostcode A08.02.13, 1012 KK Amsterdam. Copies of the Meeting Documents are available at these locations free of charge. The Meeting Documents can also be viewed on the website of BinckBank (www.binck.com).

With the approval of the supervisory board, the executive board of BinckBank has determined that persons entitled to attend and/or vote at the Meeting are those persons who, after processing of all registrations and deregistrations, are so entitled on 19 April 2010 at 18:00 hours ("the Record Date") and are recorded as such in the register designated by the executive board. For holders of ordinary bearer shares in BinckBank, the designated register is the records held as of the Record Date by institutions affiliated to Euroclear Nederland pursuant to the Securities Book-Entry Transfer Act [Wet giraal effectenverkeer, or "Wge"]. Holders of ordinary bearer shares in BinckBank, or their proxies authorised in writing, who wish to attend the Meeting should request their bank to provide written notification to Fortis Bank (Nederland) N.V. no later than 19 April 2010 at 17:00 hours confirming that (i) the holder is entitled to a certain number of ordinary bearer shares in BinckBank that are held in its collective deposit and (ii) the holder will remain entitled to these shares until the Record Date. Via the bank in question the holders of ordinary bearer shares in BinckBank will be provided with a receipt which serves as the admission ticket for the Meeting. The above also applies to those whose voting rights derive from a right of usufruct or pledge on ordinary bearer shares in BinckBank. Holders of ordinary bearer shares which are represented by classic bearer securities should contact BinckBank for further information. Admission registration will commence at 14:30 hours and end at the start of the Meeting at 15:00 hours. Registration for admission is no longer possible after this time. Persons entitled to attend the Meeting may be requested to provide proof of identity on admission to the Meeting, and are therefore requested to bring valid proof of identity (such as passport or driving licence) with them.

Power of attorney and voting instructions:

Shareholders who cannot attend the Meeting may - subject to the above requirements for registration - grant a written power of attorney to an independent third party: Mr W.H. Bossenbroek, civil-law notary in Amsterdam, as well as any (junior) civil-law notary of NautaDutilh N.V. The written power of attorney can moreover be granted with voting instructions. Forms for the granting of a written power of attorney are available free of charge from the offices of BinckBank and also from the website www.binck.com. The written power of attorney must be received no later than 19 April 2010 by the executive board of BinckBank (Vijzelstraat 20, 1017 HK Amsterdam) or the offices of Fortis Bank (Nederland) N.V. (Rokin 55, huispostcode A08.02.13, 1012 KK Amsterdam).

The executive board and the supervisory board of BinckBank N.V.
Amsterdam, 6 April 2010

Notes to the agenda:

Item 2 Presentation of the 2009 annual report by Mr K.N. Beentjes, chairman of the executive board (for discussion):

Mr K.N. Beentjes, chairman of the executive board, will describe the major events of the past year on the basis of the 2009 annual report.

Item 3 Corporate governance section of the 2009 annual report (for discussion):

During the Meeting the corporate governance section of the annual report will be put to the General Meeting of Shareholders for discussion. BinckBank meets all the provisions of the Corporate Governance Code of 10 December 2008 (the "CGC"), with the exception of the best practice provisions for which an explanation is given in the 2009 annual report.

Item 4A Proposal to adopt the 2009 financial statements (for vote):

It will be proposed to the Meeting that the 2009 financial statements prepared by the executive board be adopted.

Item 4B Explanation of the dividend policy (for discussion):

On the basis of the CGC, the reserve and dividend policy of BinckBank should be dealt with and reported as a separate agenda item. The reserve and dividend policy, which has been previously discussed, is published on the website (www.binck.com) and has not been changed since that time.

Item 4C Proposal to approve final dividend for the 2009 financial year and date of release for payment (for vote):

Article 32 of the articles of association of BinckBank states that - if and to the extent that the profit permits - a sum will be distributed on the priority shares of six percent of the nominal value of these shares. The meeting of holders of priority shares ("the Foundation") will then determine what proportion of the remaining profit will be added to the reserves. This sum will not be distributed to the shareholders, but will be added to the reserves of BinckBank.

The profit remaining after this addition to the reserves by the Foundation is at the disposal of the General Meeting of Shareholders. This means that the General Meeting may decide whether to distribute the remaining profit, add it to reserves or a combination of the two.

In accordance with the reserve and dividend policy referred to in agenda item 4B it will be proposed that, in addition to the already distributed interim dividend of €0.21, the final dividend for the 2009 reporting year should be established at €0.31 per ordinary share in cash (subject to deduction of 15% dividend tax) and released for payment on 3 May 2010.

Item 5 Proposal to discharge the members of the executive board of responsibility for their management during the 2009 financial year (for vote):

The Meeting will be asked to discharge the members of the executive board for their management during the 2009 reporting year, whereby such discharge - in accordance with article 31 paragraph 3 of the articles of association - is limited to the information contained in the financial statements or made available to the General Meeting, without prejudice to the statutory provisions.

Item 6 Proposal to discharge the members of the supervisory board of responsibility for their supervision during the 2009 financial year (for vote):

The Meeting will be asked to discharge the members of the supervisory board for their supervision during the 2009 reporting year, whereby such discharge - in accordance with article 31 paragraph 3 of the articles of association - is limited to the information contained in the financial statements or made available to the General Meeting, without prejudice to the statutory provisions.

Item7 Proposal to adopt an amended remuneration policy and to approve the scheme forming part thereof in the form of shares or rights to acquire shares (for vote):

General

As a result of the credit crisis, a number of recommendations were made in 2009 with regard to the remuneration of directors and senior management. After the CGC was amended at the end of 2008, the Netherlands Bankers' Association [De Nederlandse Vereniging van Banken, or NVB], De Nederlandsche Bank (DNB) and the Netherlands Authority for the Financial Markets [Autoriteit Financiële Markten, or AFM] issued a number of recommendations in 2009 regarding remuneration. These recommendations are reflected in the Dutch Banking Code [Code Banken] and the Principles for a Controlled Remuneration Policy.

The supervisory board has therefore had to review the remuneration policy established at the Annual General Meeting in 2009 ("**2009 Remuneration Policy**") and has concluded that the 2009 Remuneration Policy should be revised.

2010 Remuneration Policy

General

The new remuneration policy ("**2010 Remuneration Policy**") takes account of the relevant social developments in this area. Taking account of the specific nature of the company, the 2010 Remuneration Policy corresponds as far as possible with the various recommendations in the CGC, the Banking Code and the Principles for a Controlled Remuneration Policy.

Targets for variable long-term bonus

BinckBank is a young and fast-developing company which is undergoing change on a regular basis. The usefulness and feasibility of setting long-term targets and measuring the realisation of these targets for the establishment of remuneration for directors are therefore limited. For these reasons, and in line with the above-mentioned recommendations, two-thirds of the 2010 Remuneration Policy will consist of long-term targets. The extent to which these targets have been achieved will be assessed at the discretion of the supervisory board in the interim on an annual basis. The supervisory board will give account to the General Meeting of Shareholders of how its assessment is arrived at and the result thereof.

The long-term targets are:

a) Quantitative targets

In the context of the objective of increasing the company's profit over the longer term, multi-year quantitative targets have been formulated. With the publication of the annual result in 2009 BinckBank announced new quantitative targets for the number of accounts, the number of BPO contracts, the assets under management and the savings held by clients as of 31 December 2013. In the assessment of the degree to which these long-term targets have been realised, the results for the number of accounts and the number of BPO contracts will, however, be measured on an annual (and time-proportionate) basis.

b) Qualitative targets

To ensure that the company can continue to perform well in the long term, qualitative targets have been formulated in the areas of:

- client satisfaction
- further development of our automated data systems in respect of availability, robustness, scalability and architecture
- product development,
and
- preparation for geographical expansion

Payment of a variable long-term bonus is made in ordinary BinckBank shares. A lock-up period of five years applies. This also ensures that the interests of the directors and the long-term development of the company remain in alignment.

Remuneration components

The components of the 2010 Remuneration Policy, which is intended to come into effect on 1 January 2010, are a fixed gross annual salary, a variable short-term bonus, a variable long-term bonus, a pension provision, supplementary disability insurance, a company car lease scheme and reimbursement of mobile telephone charges.

Fixed gross annual salary

The fixed gross annual salary is established by the supervisory board within an indicated framework. A distinction is made between the tasks and responsibilities of the chairman and of the other members of the executive board.

Variable short-term bonus

The variable short-term bonus is a gross payment in cash which, in addition to the fixed gross annual salary, can be awarded to a director for a calendar year (pro rata) and is capped at one-third of the fixed gross annual salary. The award of a variable short-term bonus depends on the extent to which the budgeted adjusted net annual profit is realised. For a variable short-term bonus to be awarded, at least 80% of the budgeted adjusted net annual profit must be realised.

Variable long-term bonus

A variable long-term bonus is a variable gross payment in ordinary BinckBank shares which, in addition to the fixed gross annual salary and any variable short-term bonus, can be awarded to a director for a calendar year (pro rata). A variable long-term bonus is capped at two-thirds of the fixed gross annual salary.

A variable long-term bonus is equally dependent on the extent to which the qualitative and quantitative annual targets set by the supervisory board and focused on the long term are realised, according to the discretionary judgement of the supervisory board. A director who is awarded a variable long-term bonus is bound by a lock-up period of five calendar years.

Pension scheme and supplementary disability insurance

Directors participate in a pension scheme in which 20% of the gross annual salary is paid by the company each year as pension contribution for a defined contribution scheme. BinckBank pays 50% of the premium for the supplementary disability insurance, which entitles the insured person to receive a maximum of 70% of their last-earned salary. The premium is 2.3630% of the sum insured per year.

Company car lease scheme and reimbursement of mobile telephone charges

Directors participate in the relevant BinckBank company car lease scheme and are reimbursed for mobile telephone charges.

Other

In the event of termination of the employment contract with a director within one calendar year after a variable long-term bonus is awarded, the supervisory board, or at any rate BinckBank, is authorised to reclaim the variable long-term bonus from the director concerned, either in full or in part.

When awarding a variable short-term bonus and/or variable long-term bonus, the supervisory board is authorised to differentiate between the various directors. In this context it is relevant to note that the targets set by the supervisory board are collective in nature.

In addition to its other discretionary authorities formulated in the 2010 Remuneration Policy, the supervisory board is authorised to adjust the value of a variable remuneration component awarded in a previous calendar year upwards or downwards if in the opinion of the supervisory board the allocation would lead to unreasonable results due to exceptional circumstances in the period in which the predefined performance criteria were or should have been realised.

The supervisory board is authorised to reclaim a variable bonus awarded on the basis of incorrect (financial) information from the director concerned (claw-back clause).

A copy of the 2010 Remuneration Policy is attached to this note as Appendix 1.

Settlement of accumulated rights of the executive board members under the 2008 Remuneration Policy and the 2009 Remuneration Policy

General

The introduction of the 2010 Remuneration Policy will have to be accompanied by buy-out of the rights accrued by directors under the remuneration policy approved at the Annual General Meeting in 2008 (“**2008 Remuneration Policy**”) and the 2009 Remuneration Policy. It is not desirable to have various arrangements running concurrently. This would be against our principles of simplicity and transparency in this area.

For the rights accrued under the 2008 Remuneration Policy and the 2009 Remuneration Policy regarding the phantom shares, provisions were formed as of 31 December 2009 for settlement on the basis of the price of a BinckBank ordinary share as of 31 December 2009 (€12.54) (the “**Settlement amount**”).

Settlement of 2009 Remuneration Policy

General

The accrual for settlement of the 2009 Remuneration Policy amounts to €1,289,951. This is, however, reduced by the maximum amount stated below on the basis of the CGC, the Banking Code and the Principles for a Controlled Remuneration Policy (€528,076). The total provision for the settlement of the 2009 Remuneration Policy is therefore €761,875.

For the phantom shares awarded for the 2009 reporting year, the unconditional rights are established on the basis of a third position in the peer group ranking.

For the rights which as of 31 December 2009 are still conditional (years 2010 and 2011), the Settlement amount is based on a neutral fifth position in the peer group ranking.

Cap of settlement at 100% of fixed gross annual salary

The executive board of BinckBank wishes to act in accordance with the recommendations regarding variable pay as stated in the CGC, the Banking Code and the Principles for a Controlled Remuneration Policy. For this reason, the members of the executive board of BinckBank have, entirely voluntarily, waived part of the rights to variable pay they have accrued under the 2009 Remuneration Policy. As a result the variable pay for the executive board of BinckBank for the 2009 calendar year has been reduced by a total gross amount of €528,076 and is therefore now capped at 100% of the fixed gross annual salary paid to the directors.

Settlement of 2008 Remuneration Policy

For the allocation over the 2008 reporting year, the unconditional rights are established on the basis of a fifth position in the peer group ranking for 2008 and a third position in the peer group ranking for 2009.

For the rights which as of 31 December 2009 are still conditional (year 2010), the Settlement amount is based on an average of the positions in 2008 and 2009, in other words a fourth position. For the allocation of the Settlement amount over the 2008 reporting year, a total provision has been made of €502,344, of which €360,000 was already recognised as an expense in the 2008 reporting year.

Due to the increase in the BinckBank share price, an additional expense is recognised in 2009 of €142,344. The provisions for each director as of year-end 2009 are as follows: P. Aartsen €188,379, E.J.M. Kooistra €188,379 and N. Bortot €125,586.

The directors should acquire BinckBank shares in the amount of the net value of the Settlement amount on 27 April 2010. If the arrangement had not been terminated prematurely, the directors would have been entitled, three years after the award date, to payment of the value of the BinckBank ordinary shares underlying the phantom shares as of 1 January of the calendar year following the last calendar year of the three-year period.

Accordingly, for the ordinary BinckBank shares acquired with the Settlement amount for 2008 a lock-up period of one year will apply. For the ordinary BinckBank shares acquired with the Settlement amount for 2009, a lock-up period of four years will apply.

Proposal

The Meeting will be asked to adopt the 2010 Remuneration Policy and to approve the scheme forming part thereof in the form of shares or rights to acquire shares taking effect as of 1 January 2010, and to approve the settlement as of 1 January 2010 of the rights accrued by directors under the 2008 Remuneration Policy and the 2009 Remuneration Policy as described above.

In the event that the Meeting does not approve the proposal, the 2009 Remuneration Policy will remain in force, as will the rights accrued by directors under the 2008 Remuneration Policy and the 2009 Remuneration Policy, and the reserve formed in the 2009 financial statements for settlement will be released.

Item8 Nomination by the Stichting Prioriteit Binck to reappoint Mr P. Aartsen as a member of the executive board (for vote):

In connection with the expiration of Mr Aartsen's term of appointment, the Foundation proposes that Mr Aartsen be reappointed.

In the opinion of the Foundation, Mr Aartsen possesses the necessary qualifications to be reappointed as a director under the articles of association. During the past period, Mr Aartsen has been the driving force behind the successful development of the Professional Services business unit, which includes the Business Process Outsourcing (BPO) services.

Article 15 paragraph 2 of the articles of association states that members of the executive board are appointed by the General Meeting on the basis of a non-binding nomination by the Foundation.

In view of the above, the Foundation nominates Mr Aartsen to be reappointed as a director under the articles of association for a term commencing on the day of the Meeting until the end of the Annual General Meeting to be held in 2014. Mr Aartsen will continue to take responsibility for the Professional Services business unit.

The remuneration and other conditions of employment of Mr Aartsen will, in accordance with the applicable remuneration policy for the executive board, be determined by the supervisory board.

Item9 Nomination by the Foundation to reappoint Mr A.M. van Westerloo as a member of the supervisory board (for vote):

In connection with the expiration of Mr Van Westerloo's term of appointment, the Foundation proposes that Mr Van Westerloo be reappointed.

In the opinion of the Foundation, Mr Van Westerloo possesses the necessary qualifications to be reappointed as a member of the supervisory board. With his background and previous service at BinckBank, Mr Van Westerloo possesses extensive relevant knowledge and experience to act as a supervisory director.

Article 21 paragraph 1 of the articles of association states that members of the supervisory board are appointed by the General Meeting on the basis of a non-binding nomination by the Foundation.

In view of the above, the Foundation nominates Mr Van Westerloo to be reappointed by the Meeting as a member of the supervisory board at his current remuneration with effect from the date of the Meeting until the end of the Annual General Meeting to be held in 2014.

Item10 Proposal to change the remuneration of members of committees of the supervisory board (for vote):

The increased workload and responsibilities of the members of the committees of the supervisory board as a result of legislation and developments in the field of corporate governance, as well as the rapid growth of BinckBank, justify an amendment to the remuneration paid to the committee members.

The annual compensation paid to the chairman and the other member of the supervisory board was established by the Annual General Meeting in 2008 at €40,000 gross and €26,000 gross respectively. This level of compensation does not currently require adjustment.

Partly on the basis of the results of a comparative study of the level of remuneration paid to members of supervisory board committees of similar companies, it is proposed that with effect from 1 January 2010 the following (additional) annual payments should be made to members of the supervisory board committees:

Audit committee:

- a) chairman of the audit committee: €8,000 gross
- b) members of the audit committee: €6,000 gross

Risk committee:

- a) chairman of the risk committee: €8,000 gross
- b) members of the risk committee: €6,000 gross

Item11 Proposal of the Foundation to amend the articles of association (for vote):

Amendment to the articles of association

The following amendments to the articles of association of BinckBank will be proposed:

a) *Article 15 paragraph 3 (for vote)*

The proposed amendment to article 15 paragraph 3 concerns the term of (re)appointment of directors. The description of this term has been refined so that the (re)appointment of a director runs until the end of the Annual General Meeting held in the fourth calendar year after the calendar year of (re)appointment, or such earlier date as determined at the time of the (re)appointment.

b) *Article 15 paragraph 4 (for vote)*

The proposed amendment to article 15 paragraph 4 brings the text more in line with CGC best practice provision IV.1.1. This best practice provision deals with quorum and majority requirements that can be applied to a resolution to dismiss a director or supervisory director.

c) *Article 19 paragraph 2 (for vote)*

The proposed amendment to article 19 paragraph 2 is based on the amended principle III.1 of the CGC, which states that in the performance of its duties the supervisory board should include the social aspects of business conduct that are relevant to the company.

d) *Article 21 paragraph 1 (for vote)*

The proposed amendment to article 21 paragraph 1 is to move the text relating to the term of appointment and the maximum term of office for supervisory directors to article 22 paragraph 1 of the articles of association. Moreover, the intention is that the composition of the supervisory board should correspond to the content of principle III.3 of the CGC, which states that the supervisory board should strive to achieve a balanced composition, including in terms of gender and age.

e) *Article 21 paragraph 2 (for vote)*

The proposed amendment to article 21 paragraph 2 brings the text more in line with CGC best practice provision IV.1.1. This best practice provision deals with quorum and majority requirements that can be applied to a resolution to dismiss a director or supervisory director.

f) *Article 22 paragraph 1 (for vote)*

The proposed amendment to article 22 paragraph 1 concerns the term of (re)appointment of supervisory directors. The description of this term has been refined so that the (re)appointment of a supervisory director runs until the end of the Annual General Meeting held in the fourth calendar year after the calendar year of (re)appointment, or such earlier date as determined at the time of the (re)appointment. The maximum term of office of a supervisory director will also be determined in this paragraph.

g) *Article 30 introduction and paragraphs 2, 5, 6, 7 and 8 and article 34 paragraph 4 (for vote)*

The proposed addition to article 30 introduction and paragraphs 2, 5, 6, 7 and 8 is based on article 5:25c and article 5:25d of the Dutch Financial Supervision Act [Wet op het financieel toezicht, or "Wft"].

The proposed new paragraph 4 of article 34 is based on article 5:25n of the Wft.

The above-mentioned articles 5:25c, 5:25d and 5:25n of the Wft were introduced on the implementation of the Transparency Directive and came into effect on 1 January 2009.

h) *Addition of article 36 (for vote)*

It is proposed to include an indemnification for directors and supervisory directors in the articles of association. Directors and supervisory directors of Dutch companies are increasingly being held personally liable by the company or third parties for their management and supervision. They are therefore increasingly exposed to the risk that they will have to pay damages or fines out of their personal resources. A director or supervisory director will moreover have to meet the expense of defending himself against a liability claim out of his own pocket, even if the claim turns out to be unfounded.

The directors and supervisory directors of BinckBank are insured against the consequences of personal liability. However, directors and supervisory directors have no certainty that the insurer will actually provide full indemnification. For instance, the insurer can refuse to pay because certain conditions of the policy have not been met. The amount of the damage suffered by the director or supervisory director may also be higher than the sum insured. The indemnification will provide a safety net for these and other cases. No claim can be made if the loss is covered by an insurance and the insurer has paid compensation for the loss.

The proposed indemnification will give directors and supervisory directors a right of claim whereby they can recover a personal loss from BinckBank, with the exception of the cases stated in the proposal (such as intentionally or seriously culpable acts or negligence). Directors and supervisory directors accept their mandate with the commitment to act in the interests of the stakeholders. For this reason, it is right that their liability exposure, subject to the limitations in the proposal, should be adequately covered.

A further argument for inclusion of an indemnification in the articles of association is that the absence of such a provision will make it more difficult to attract directors and supervisory directors. An indemnification in the articles of association is becoming increasingly the norm at Dutch companies, and is now included in the articles of association of a large number of AEX and AMX companies and many other leading Dutch businesses.

The proposed indemnification will also apply to former directors and supervisory directors.

A draft of the notarial deed of amendment to the articles of association is attached to this note as Appendix 2, together with a triptych with notes.

Granting of authorisation

- i) The Meeting will be asked to authorise all members of the executive board of BinckBank as well as any civil-law notary, employee and paralegal employed by NautaDutilh N.V. to prepare the draft notarial deed for amendment of the articles of association, to apply for the required ministerial statement of no objection and to execute the deed of amendment of the articles of association.

Item12 Proposal of the Foundation to designate the Foundation as the body authorised to make decisions regarding the following:

- (i) issuance of ordinary shares in the capital of BinckBank, and
- (ii) the granting of rights to acquire ordinary shares in the capital of BinckBank, and
- (iii) the limitation or exclusion of the pre-emptive rights to which shareholders are entitled (for vote).

In order to be able at any time during the period stated below to issue ordinary shares at short notice if the capital requirement of BinckBank so requires or for the decisive execution of a merger or acquisition, it will be proposed that the Foundation be designated as specified in article 5 of the articles of association of BinckBank.

It will be proposed that the Foundation should be designated as the authorised body with reference to the following:

- the issuance of ordinary shares, and
- the granting of rights to acquire these shares, and
- the limitation or exclusion of the pre-emptive rights to which shareholders are entitled.

The authority will be granted:

- from the date of the Meeting until the date of the first subsequent Annual General Meeting of Shareholders, but for a maximum period of 18 months from the date of the Meeting; and
- for a maximum of 10% of the share capital outstanding at the time of issue;
- in the event of issue, the price will be between the market price and 200% thereof. The market price in this context will be the average of the highest price per share as quoted in the Daily Official List of Euronext Amsterdam on each of the ten business days preceding the day of issue.

Item13 Proposal of the Foundation to authorise the executive board of BinckBank, subject to the Foundation's approval, to acquire ordinary shares in the capital of BinckBank or certificates issued for shares other than for no consideration (for vote):

It will be proposed that the executive board of BinckBank should be authorised, subject to obtaining the Foundation's approval, to acquire not more than 10% of the outstanding ordinary shares in the capital of BinckBank or certificates issued for shares other than for no consideration, for a period from the date of the Meeting until the date of the first subsequent Annual General Meeting of Shareholders, but for a maximum period of 18 months from the date of the Meeting. The shares must be acquired in the market or otherwise.

The price must be between the nominal value of the shares and 110% of the market price prevailing at the time. The market price in this context will be the average of the highest price per share as quoted in the Daily Official List of Euronext Amsterdam on each of the ten business days preceding the day of acquisition. BinckBank will not repurchase shares if, as a result, its solvency ratio would fall below 15%. Repurchased shares will be mostly cancelled in order to reduce the capital. The remaining repurchased shares will be used to cover potential claims of directors of BinckBank for the vesting of BinckBank shares and to cover potential claims of employees of BinckBank for the vesting of BinckBank shares. BinckBank will execute a repurchase through an independent specialist third party.

Item14 Proposal of the Foundation to reduce the issued capital by cancellation of repurchased shares (for vote):

In 2009, the General Meeting of Shareholders authorised the executive board of BinckBank to repurchase the company's ordinary shares for a period of 18 months with effect from the Annual General Meeting of 28 April 2009. This authorisation will again be requested this year under agenda item 12.

Within the limits of the authorisation granted, in 2009 BinckBank repurchased a total of 2,041,647 ordinary shares at prevailing market conditions. Together with the number of ordinary shares repurchased for 2009 (28,862) the number of repurchased ordinary shares as of 31 December 2009 amounts to 2,070,509.

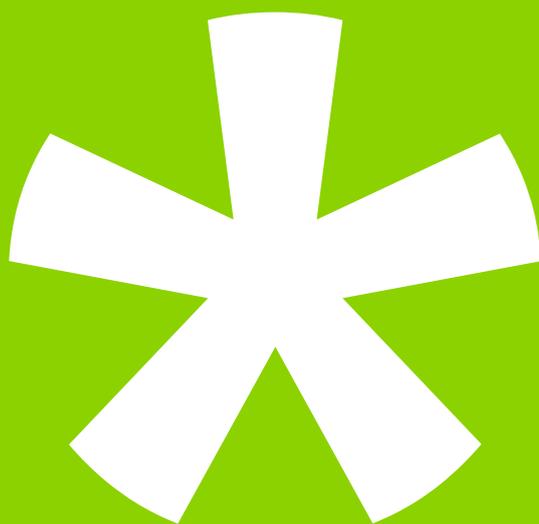
It will be proposed that the issued capital of BinckBank be reduced by cancellation of 1,568,928 ordinary BinckBank shares. The remaining 501,581 ordinary BinckBank shares will be reserved to meet potential claims of the executive board of BinckBank for the vesting of BinckBank shares and potential claims of employees of BinckBank for the vesting of BinckBank shares. After cancellation of these shares, the issued capital will consist of 74,500,000 shares.

The purpose of the capital reduction is to optimise the capital structure. The reduction of the issued capital will be executed in accordance with the applicable regulations as established by statute and in the articles of association.

The reduction of the issued capital will only occur once De Nederlandsche Bank (DNB) has issued a statement of no objection as prescribed in article 3:96 paragraph 1 subsection a. of the Wft.

Item15 Appointment of an auditor (for vote):

In accordance with the CGC, the executive board and the audit committee of BinckBank have discussed the performance of the auditor within the various entities and in the different capacities in which the auditor operates. The conclusion of this discussion is that the auditor's performance is satisfactory. For this reason it will be proposed that Ernst & Young be reappointed as the auditor of BinckBank for the 2010 reporting year.



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