

# Written power of attorney

**BinckBank**

For the Annual General Meeting of Shareholders (hereinafter: "the Meeting") of BinckBank N.V. to be held on 26 April 2010 at 15:00 hours in the Mercuriuszaal of the Stock Exchange building, located at Beursplein 5, Amsterdam.

## The undersigned,

Name of principal \_\_\_\_\_

Address \_\_\_\_\_

Postal code       City \_\_\_\_\_

Country \_\_\_\_\_

hereinafter referred to as "the Shareholder", acting in his/her capacity of holder of ..... (number) ordinary bearer shares in BinckBank N.V., hereby declares that he/she grants power of attorney to:

Name of proxy \_\_\_\_\_

Address \_\_\_\_\_

Postal code       City \_\_\_\_\_

Country \_\_\_\_\_

to represent the Shareholder at the Meeting and speak on the Shareholder's behalf and to vote in accordance with the following voting instructions:

(indicate as appropriate)

Nr.	Agenda	For	Against	Abstain
1.	Opening.	n.a.	n.a.	n.a.
2.	Presentation of the 2009 annual report by Mr K.N. Beentjes, chairman of the executive board (for discussion).	n.a.	n.a.	n.a.
3.	Corporate governance section of the 2009 annual report (for discussion).	n.a.	n.a.	n.a.
4.	2009 financial statements:	n.a.	n.a.	n.a.
4a.	Proposal to adopt the 2009 financial statements (for vote);			
4b.	Explanation of the dividend policy (for discussion);	n.a.	n.a.	n.a.
4c.	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 compensation policy and to approve the scheme forming part thereof in the form of shares or rights to acquire shares (for vote).			

(indicate as appropriate)

Nr.	Agenda	For	Against	Abstain
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 compensation of members of committees of the supervisory board (for vote).			
11.	Proposal of the Foundation to amend the articles of association:	n.a.	n.a.	n.a.
11 a.	Amendment of article 15 paragraph 3 of the articles of association (for vote);			
11 b.	Amendment of article 15 paragraph 4 of the articles of association (for vote);			
11 c.	Amendment of article 19 paragraph 2 of the articles of association (for vote);			
11 d.	Amendment of article 21 paragraph 1 of the articles of association (for vote);			
11 e.	Amendment of article 21 paragraph 2 of the articles of association (for vote);			
11 f.	Amendment of article 22 paragraph 1 of the articles of association (for vote);			
11 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);			
11 h.	Addition of article 36 (for vote);			
11 i.	Granting of authorisation (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, 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)			
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 withdrawal of treasury shares (for vote).			
15.	Appointment of an auditor (for vote).			
16.	Any other business (for discussion).	n.a.	n.a.	n.a.
17.	Close.	n.a.	n.a.	n.a.

If you have no specific preference for a proxy, you can leave the proxy's name blank. In this case the power of attorney will be considered to have been granted to Mr W.H. Bossenbroek, civil-law notary in Amsterdam, or any (junior) civil-law notary of NautaDutilh N.V. In the absence of clear voting instructions, the vote will be cast in favour of the relevant proposal. The written proxy is granted with the right of substitution and with full indemnification of the proxy or proxies for all actions taken in relation to the power of attorney.

This written power of attorney should be received by the executive board at the office of BinckBank N.V. (Vijzelstraat 20, 1017 HK Amsterdam) or the office of Fortis Bank (Nederland) N.V. (Rokin 55, Huispostcode A08.02.13, 1012 KK Amsterdam) no later than 19 April 2010. [The proxy can only exercise his/her authorisation under this written power of attorney if you have validly reported your shares in the manner stated in the convening notice for the Meeting].

If you are granting this written power of attorney on behalf of another person (for example in your capacity as an asset manager, agent, authorised representative or otherwise) you should also submit evidence to demonstrate that you are authorised to issue this power of attorney on behalf this other person.

Signature of principal