

Agenda for the General Meeting of Shareholders

26 April 2011

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BinckBank N.V.

Convening notice for the Annual General Meeting of Shareholders (“the Meeting”) of BinckBank N.V. (“BinckBank”), with its registered office in Amsterdam, to be held on 26 April 2011 at 15:00 hours in the office of the company at the Barbara Strozilaan 310, 1083 HN Amsterdam.

Agenda:

1. Opening.
2. Presentation of the 2010 annual report, including the chapter on corporate governance, by Mr K.N. Beentjes, chairman of the executive board (for discussion).
3. 2010 financial statements:
 - a. Proposal to adopt the 2010 financial statements (for vote);
 - b. Explanation of the dividend policy (for discussion);
 - c. Proposal to approve final dividend for the 2010 financial year and payment date (for vote).
4. Proposal to discharge the members of the executive board of responsibility for their management during the 2010 financial year (for vote).
5. Proposal to discharge the members of the supervisory board of responsibility for their supervision during the 2010 financial year (for vote).
6. Nomination by the Stichting Prioriteit Binck (hereinafter: “the Foundation”) to reappoint Mr C.J.M. Scholtes as a member of the supervisory board (for vote).
7. Nomination by the Foundation to reappoint Mr L. Deuzeman as a member of the supervisory board (for vote).
8. Proposal of the Foundation to amend the articles of association (for vote).
 - *Amendment to the articles of association:*
 - a) Amendment of the articles of association for the implementation of amended laws and regulations (for vote).
 - *Granting of authorisation:*
 - b) Authorisation of all members of the executive board of BinckBank as well as any civil-law notary public, 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).
9. Proposal of the Foundation to designate the Foundation as the body authorised to make decisions regarding the following: (i) the 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 pre-emptive rights to which shareholders are entitled (for vote).
10. 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 for shares other than for no consideration (for vote).
11. Appointment of an auditor (for vote).
12. Any other business (for discussion).
13. Close.

Registration and registration date:

The full agenda of the Meeting with explanatory notes, the 2010 annual documents, a draft deed of amendment of the articles of association and the other meeting documents (“the Meeting Documents”) will be available as of today until after the end of the Meeting for perusal by those entitled to attend the meeting at the offices of BinckBank at Barbara Strozziilaan 310, 1083 HN Amsterdam. Free copies of the Meeting Documents can be obtained at that address and via ABN AMRO Bank N.V., (e-mail: listing.agency@nl.abnamro.com). The Meeting Documents can also be consulted on the website of BinckBank (www.binck.com).

With the approval of the supervisory board, the executive board of BinckBank has determined that the persons entitled to vote and/or attend the Meeting are those persons who, after processing of all registrations and deregistrations, hold those rights on 29 March 2011 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 can register, as from the Record Date until no later than 19 April 2011, 17:00 hours, by submitting a written notification via their bank to ABN AMRO N.V. in Breda (e-mail: abnamro.depotbewijzen@nl.abnamro.com, fax no. +31 (0)10 264 4652). This notification must be accompanied by a written statement issued by the Registered Institution at which their ordinary bearer shares in BinckBank are administered, confirming that the holder in question as at the Registration date is entitled to a specified number of ordinary bearer shares in BinckBank that belong to its collective deposit. Via the bank in question, the holders of ordinary bearer shares in BinckBank are issued a receipt which serves as an admission ticket for the Meeting. The foregoing 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 are requested to contact BinckBank for further information. Admission registration will commence at 14:00 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 driver’s license) with them.

Power of attorney and voting instructions:

Shareholders who are unable to attend the meeting may – subject to the above requirements for registration - grant a written power of attorney to an independent third party: W.H. Bossenbroek LL.M., 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 at the offices of BinckBank and on the website www.binck.com. The written power of attorney must be received no later than 19 April 2011 by the executive board of BinckBank (Barbara Strozziilaan 310, 1083 HN Amsterdam, e-mail address: ir@binck.com) or ABN AMRO Bank N.V. (Kemelstede 2, internal code MF2020, 4817 ST in Breda).

The executive board and supervisory board of BinckBank N.V.

Amsterdam, 15 March 2011

Explanatory notes to the agenda:

Item 2 Presentation of the 2010 annual report, including the chapter on corporate governance, by Mr K.N. Beentjes, chairman of the executive board (for discussion):

On the basis of the 2010 annual report, Mr K.N. Beentjes, chairman of the executive board, will discuss the main events of the past year as well as the corporate governance chapter of the 2010 annual report.

Item 3A Proposal to adopt the 2010 financial statements (for vote):

The Meeting will be asked to adopt the 2010 financial statements prepared by the executive board.

Item 3B Explanation of the dividend policy (for discussion):

Based on the Corporate Governance Code (the "Code"), the reserve and dividend policy of BinckBank should be dealt with and reported as a separate agenda item. The previously discussed reserve and dividend policy has been published on the website (www.binck.com) and has not been altered since.

Item 3C Proposal to approve final dividend for the 2010 financial year and payment date (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 priority share holders ("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. Consequently, the General Meeting of Shareholders decides at its own convenience whether the remaining profit will be distributed, held in reserve or a combination of both.

Pursuant to the reserve and dividend policy referred to in agenda item 4B, it will be proposed to declare a final dividend for the 2010 financial year of €0.27 per ordinary share in cash (subject to deduction of 15% dividend tax) in addition to the already distributed interim dividend of €0.24, to be released for payment on 4 May 2011.

Item 4 Proposal to discharge the members of the executive board of responsibility for their management during the 2010 financial year (for vote):

The Meeting will be asked to discharge the members of the executive board for their management during the 2010 financial year, in which the 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, subject to statutory provisions.

Item 5 Proposal to discharge the members of the supervisory board of responsibility for their supervision during the financial year 2010 (for vote):

The Meeting will be asked to discharge the members of the supervisory board for their supervision during the 2010 financial year, in which the 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, subject to statutory provisions.

Item 6 Nomination by the Stichting Prioriteit Binck (hereinafter: "the Foundation") to reappoint Mr C.J.M. Scholtes as a member of the supervisory board (for vote).

In view of the expiration of Mr Scholtes' term of appointment, the Foundation proposes that Mr Scholtes be reappointed.

In the opinion of the Foundation, Mr Scholtes possesses all the necessary qualifications to be reappointed as a member of the supervisory board.

Mr Scholtes, partly in view of his background and track record with BinckBank, possesses extensive relevant knowledge and experience to act as a supervisory director and fits the profile drawn up by the supervisory board of BinckBank.

Mr Scholtes (born 1945), Dutch nationality, has been a member of the supervisory board of BinckBank since 2004 and was reappointed during the General Meeting of 19 April 2007.

The supervisory board has appointed Mr Scholtes as its chairman.

Mr Scholtes is a former director of Postbank N.V., NMB Postbank N.V. and ING Bank N.V. and was an executive committee member of ING Asset Management B.V.

In addition, Mr Scholtes held positions as a supervisory director with various investment funds (Postbank N.V., NMB Postbank N.V. and ING Bank N.V.), Parcom N.V., Barings Private Equity Holding, Euroclear Nederland (predecessors in title Niec and Necigef) and RBC Dexia Securities Services N.V. (formerly CDC Labouchere Securities Services N.V.).

Mr Scholtes has been a member of the executive board of the Amsterdam Stock Exchange and Options Exchange (currently: NYSE Euronext) and has also served as project manager during the formation of the Dutch Securities Institute and the Financial Services Foundation.

Mr Scholtes currently holds the positions of chairman of the supervisory board of IBUS Company N.V., director of finance company Colonnade B.V. and is an investment committee member for Kunst- en Cultuur Pensioen- en Levensverzekering Maatschappij N.V.

Mr Scholtes is frequently engaged by the Enterprise Chamber of the Amsterdam Court of Appeal to make inquiries into the policies pursued by, and the course of events at, a certain legal entity.

Mr Scholtes holds no shares in BinckBank N.V.

Article 21, paragraph 1 of the articles of association stipulates that members of the supervisory board are appointed on the basis of a non-binding nomination put forward by the Foundation. The Works Council of BinckBank has not taken advantage of its entitlement to take position on the proposed appointment of Mr Scholtes and will motivate that position during the Meeting.

In view of the above, the Foundation nominates Mr Scholtes to be appointed by the Meeting as a member of the supervisory board, at his current remuneration and with effect from the date of the Meeting until the end of the Annual General Meeting to be held in 2015.

Item 7 Nomination by the Foundation to reappoint Mr L. Deuzeman as a member of the supervisory board (for vote).

In view of the expiration of Mr Deuzeman's term of appointment, the Foundation proposes that Mr Deuzeman be reappointed.

In the opinion of the Foundation, Mr Deuzeman possesses all the necessary qualifications to be reappointed as a member of the supervisory board.

Mr Deuzeman, partly in view of his background and track record with BinckBank, possesses extensive relevant knowledge and experience to act as a supervisory director and fits the profile drawn up by the supervisory board of BinckBank.

Mr Deuzeman (born 1952), Dutch nationality, was appointed as a member of the supervisory board of BinckBank during the extraordinary meeting of shareholders on 19 November 2007. He is the chairman of the risk and product development committee and a member of the audit committee.

Mr Deuzeman is a business economist and was employed by Deloitte as a chartered accountant from 1979 to 1986. In the period 1976-1979, he was connected to the University of Groningen as a faculty member of staff with the Financial Department of the Faculty of Economics.

From 1990 to 1998 and from April 2003 to April 2007, Mr Deuzeman held the position of CFO at Kempen & Co N.V., where he managed the Finance and Administration portfolios from 1986 to 1990.

In addition, Mr Deuzeman was a managing partner of Greenfield Capital Partners N.V. from 1998 to 2003 and held positions as a member of the board of Publifisque B.V., Managementmij Tolsteeg B.V., Kempen Management B.V., Asmey B.V., Arceba B.V., Kempen Finance B.V., Global Property Research B.V., Kempen Deelnemingen B.V., Greenpart B.V., Greenfield Management Services B.V. and Nethave Management N.V. He was also a supervisory director at Trustus Capital Management B.V., Engage B.V., Cegeka N.V. and Kempen Custody Services N.V.

Mr Deuzeman currently holds positions as a supervisory director at Blue Sky Group in Amstelveen and Intereffekt Investment Funds in Joure. He is also a supervisory director with investment managers Monolith N.V. in Amsterdam and chairman of the supervisory council for the Capital Guards investment fund in Rotterdam.

Mr Deuzeman holds no shares in BinckBank N.V.

Article 21, paragraph 1 of the articles of association stipulates that members of the supervisory board are appointed on the basis of a non-binding nomination put forward by the Foundation. The Works Council of BinckBank has not taken advantage of its entitlement to take position on the proposed appointment of Mr Deuzeman and will motivate that position during the Meeting.

In view of the above, the Foundation nominates Mr Deuzeman to be appointed by the Meeting as a member of the supervisory board, at his current remuneration and with effect from the date of the Meeting until the end of the Annual General Meeting to be held in 2015.

Item 8 Proposal of the Foundation to amend of the articles of association (for vote).

- *Amendment to the articles of association:*

- a) Amendment of the articles of association for the implementation of amended laws and regulations (**for vote**).

It is proposed to amend the articles of association of BinckBank in accordance with the concept notarial deed of amendment of the articles of association, attached to these explanatory notes as **Appendix 1**, and the attached triptych with explanatory notes. The proposed amendments concern the implementation of the Shareholder's Rights Act, the Works Council Right to Speak Act, the amendment of the Securities Book-Entry Transfer Act and the adaptation of the Euronext Rule Books. In addition, a number of editorial adjustments have been included.

- *Granting of authorisation:*

- b) Authorisation of all members of the executive board of BinckBank as well as any civil-law notary public, employee and paralegal in the service of NautaDutilh N.V. to draft the concept notarial deed of amendment of the articles of association, to apply for the required ministerial statement of no objection and to have the deed of amendment of the articles of association executed (**for vote**).

Item 9 Proposal of the Foundation to designate the Foundation as the body authorised to make decisions regarding the following: (i) the 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 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 on 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, as well as
- 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:

- as from the date of the Meeting until the date of the next General Meeting of Shareholders, subject to a maximum term of 18 months from the date of the Meeting; and
- up to a maximum of 10% of the share capital outstanding at the moment of issue plus 10% of the share capital outstanding at the moment of issue, the latter 10% of which will only be used in relation to or in the event of a merger and/or an acquisition by BinckBank.
- when shares are issued, they must be valued between the market price and 200% of that price, in which the market price is considered to be: the average of the highest price per share determined on each of the ten trading days prior to the date of issue according to the Daily Official List of Euronext Amsterdam.

Item 10 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 for shares other than for no consideration (for vote):

It will be proposed to authorise the executive board of BinckBank to acquire a maximum of 10% of the ordinary shares in the capital of BinckBank, or depositary receipts for those shares, other than for no consideration, subject to prior approval by the Foundation and effective from the date of the Meeting until the date of the next Annual General Meeting of Shareholders, with a maximum of 18 months as from the date on which the Meeting is held. The shares must be acquired at the stock market or otherwise obtained. The price must be between the nominal value of the shares and 110% of the prevailing market price at the time of purchase, in which the market price is considered to be: the average of the highest price per share determined on each of the ten trading days prior to the date of issue according to the Daily Official List of Euronext Amsterdam. BinckBank will not effect an acquisition if its solvency is reduced to under 12% as a result. Acquired shares will mostly be withdrawn for capital reduction. The remaining acquired shares will be used for the coverage of any claims of the executive board members of BinckBank to be granted BinckBank shares and for the coverage of any claims of the employees of BinckBank to be granted BinckBank shares. BinckBank will have acquisitions executed by an independent, specialised third party.

Item 11 Appointment of an accountant (for vote):

In accordance with the Code, the executive board and the audit committee of BinckBank have discussed the performance of the accountant within the various entities and in the different capacities in which the accountant operates. The conclusion of this discussion is that the accountant's performance is satisfactory. For this reason, it will be proposed that Ernst & Young be reappointed as the accountant of BinckBank for the 2011 financial year.



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