

Declaration to the Annual General Shareholder Meeting

23 April 2012

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BinckBank N.V.

Convening notice for the annual general meeting of shareholders ('the Meeting') of BinckBank N.V. ('BinckBank'), having its registered office in Amsterdam, to be held on 23 April 2012 at 15:00 hours at the Company's offices at Barbara Strozziilaan 310, 1083 HN Amsterdam.

Agenda:

1. Opening.
2. Presentation of the annual report 2011, including the section on corporate governance, by Mr K.N. Beentjes, chairman of the executive board (for discussion).
3. Financial statements for the 2011 financial year:
 - a. Proposal to adopt the financial statements for the 2011 financial year (for vote);
 - b. Note on reserve and dividend policy (for discussion);
 - c. Proposal to approve final dividend for the 2011 financial year and date of release for payment (for vote);
4. Proposal to discharge the executive directors of responsibility for their management during the 2011 financial year (for vote).
5. Proposal to discharge the supervisory directors of responsibility for their supervision during the 2011 financial year (for vote).
6. Nomination by the Stichting Prioriteit Binck (hereinafter: 'the Foundation') to reappoint Mr N. Bortot as an executive director (for vote).
7. Nomination by the Foundation to reappoint Mr E.J.M. Kooistra as an executive director (for vote).
8. Proposal by the Foundation to amend the articles of association (for vote)
 - *Amendment to the articles of association:*
 - a) Amendment to the articles of association in relation to application of the two-tier board system (for vote).
 - *Granting of authorisation:*
 - b) Authorisation of all executive directors of BinckBank, as well as any civil-law notary, employee and paralegal employed by NautaDutilh N.V. to prepare the draft of the notarial deed to amend the articles of association and to execute the deed to amend the articles of association (for vote).
9. Proposal to establish an amended remuneration policy (for vote).
10. Proposal by 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).
11. 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).
12. Proposal to establish the remuneration of members of the remuneration committee of the supervisory board (for vote).
13. Appointment of an auditor (for vote).
14. Any other business (for discussion).
15. Close.

Registration and registration date:

The full agenda for the Meeting with notes, the annual documents for 2011, a draft of the deed to amend the articles of association, as well as the other documentation for the Meeting ('the Meeting Documents'), are available for inspection to those entitled to attend the Meeting from today until after the close of the Meeting at the offices of BinckBank at Barbara Strozziilaan 310, 1083 HN Amsterdam. Copies of the Meeting Documents are available at the company's offices free of charge, and also from ABN AMRO Bank N.V., (email: listing.agency@nl.abnamro.com). The Meeting Documents can also be viewed on the website of BinckBank (www.binck.com).

Persons entitled to attend and vote at the Meeting are those who, after the processing of all registrations and deregistrations, hold these entitlements on 26 March 2012 at 18:00 hours ('the Record Date') and are registered as such in a register designated by the executive board for this purpose, regardless of which persons are entitled to the shares or certificates or are the usufructuaries or pledgeholders thereof. The register for holders of ordinary bearer shares of BinckBank shall be the records held by intermediaries ('the Intermediary') as referred to in the Securities Book-Entry Transfer Act [Wet giraal effectenverkeer, or 'WGE']. Holders of ordinary bearer shares of BinckBank, or their proxies as designated in writing, wishing to attend the Meeting may, from the Record Date until 16 April 2012 at 17:00 hours at the latest, submit a written application to attend through their Intermediary to ABN AMRO Bank N.V. in Breda (email: abnamro.depotbewijzen@nl.abnamro.com, fax no. +31(0)10 264 4652). The application should be accompanied by a written statement from the Intermediary with which their ordinary bearer shares in BinckBank are recorded that confirms that on the Record Date the holder is entitled to a certain number of ordinary bearer shares in BinckBank held in its custody. The Intermediary in question will issue a receipt to the holders of ordinary bearer shares in BinckBank which will serve 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. **Registration for admission will take place from 14:00 hours until the start of the Meeting at 15:00 hours. Registration for admission will no longer be 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 unable to attend the Meeting may - subject to the above requirements for registration and admission - grant a written power of attorney to an independent third party: Mr W.H. Bossenbroek, civil-law notary of 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 from the website www.binck.com. The written power of attorney must have been received by the executive board of BinckBank (Barbara Strozziilaan 310, 1083 HN Amsterdam, e-mail address: ir@binck.com) or the offices of ABN AMRO Bank N.V. (Kemelstede 2, huispostcode MF2020, 4817 ST Breda) not later than 16 April 2012.

Amsterdam, 12 March 2012

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

Notes to the agenda:

Item 2 Presentation of the annual report 2011, including the section on corporate governance, by Mr K.N. Beentjes, chairman of the executive board (for discussion):

On the basis of the annual report 2011, Mr K.N. Beentjes, chairman of the executive board, will discuss the most important events of the past year and the section on corporate governance in the annual report 2011.

Item 3A Proposal to adopt the financial statements for the 2011 financial year (for vote):

It will be proposed to the Meeting that the financial statements for the 2011 financial year prepared by the executive board should be adopted.

Item 3B Note on reserve and dividend policy (for discussion):

On the basis of the Corporate Governance Code ('the Code'), the reserve and dividend policy of BinckBank must be dealt with and accounted for as a separate agenda item. The reserve and dividend policy, which has previously been discussed, is published on the website (www.binck.com) and has not been changed since that time.

Item 3C Proposal to approve final dividend for the 2011 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; it 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 with reference to this remaining profit between distribution or addition to the reserves, or a combination of the two.

In accordance with the reserve and dividend policy referred to in agenda item 3B, it is proposed that in addition to the previously distributed interim dividend of € 0.20, the final dividend for the 2011 financial year is to be set at € 0.24 per ordinary share in cash (subject to deduction of 15% dividend tax) to be made payable on 2 May 2012.

Item 4 Proposal to discharge the executive directors of responsibility for their management during the 2011 financial year (for vote):

The Meeting will be asked to discharge the executive directors of responsibility for their management during the 2011 financial year, whereby such discharge - in accordance with article 31 paragraph 3 of the articles of association - is limited to the information in the financial statements or made available to the general meeting, without prejudice to the statutory provisions.

Item 5 Proposal to discharge the supervisory directors of responsibility for their supervision during the 2011 financial year (for vote):

The Meeting will be asked to discharge the supervisory directors of responsibility for their supervision during the 2011 financial year, whereby such discharge - in accordance with article 31 paragraph 3 of the articles of association - is limited to the information in the financial statements or made available to the general meeting, without prejudice to the statutory provisions.

Item 6 Nomination by the Foundation to reappoint Mr N. Bortot as an executive director (for vote):

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

In the opinion of the Foundation, Mr Bortot possesses the necessary qualifications to be reappointed as an executive director.

With his background and previous service at BinckBank, Mr Bortot possesses extensive relevant knowledge and experience in the field of online brokerage. During his past term of appointment, Mr Bortot has satisfactorily fulfilled his duties as an executive director with special responsibility for the Retail business unit.

Mr Bortot studied business administration at Nyenrode Business University and international affairs at the University of Amsterdam. He has been involved with BinckBank since its incorporation in 2000, and has successively held positions as head of Customer relations, Marketing & Sales director and managing director of the successful BinckBank Belgium. Mr Bortot has been an executive director of BinckBank since 2008, with responsibility for the Retail business unit.

Article 15 paragraph 2 of the articles of association states that executive directors are appointed by the general meeting on the basis of a non-binding nomination by the Foundation.

The BinckBank works council has given a positive recommendation with regard to the proposed reappointment of Mr Bortot.

The BinckBank works council has not exercised its authority to express its opinion to the Meeting with regard to Mr Bortot's proposed reappointment.

In view of the above, the Foundation nominates Mr Bortot for reappointment by the Meeting as an executive director with effect from the date of the Meeting until the end of the annual general meeting to be held in 2016.

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

Item 7 Nomination by the Foundation to reappoint Mr E.J.M. Kooistra as an executive director (for vote):

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

In the opinion of the Foundation, Mr Kooistra possesses the necessary qualifications to be reappointed as an executive director.

Mr Kooistra has extensive experience in the area of strategic, financial and operational management, risk management, treasury and international experience of regulated markets. Mr Kooistra graduated in business economics at the Erasmus University in Rotterdam and is a registered accountant at the Netherlands Institute of Chartered Accountants (Nederlandse Bedrijfsorganisatie van Accountants, or 'NBA'). He has more than 18 years' experience in the financial field, including periods of employment at PriceWaterhouseCoopers and Shell. His most recent position was as financial director of the US company International Game Technology. Mr Kooistra has been an executive director and CFO of BinckBank since 2008 with responsibility for finance & accounting, treasury, risk management and back office operations.

During his previous term of appointment, and especially during the recent financial crisis, Mr Kooistra has made an excellent contribution to the company as its CFO.

Article 15 paragraph 2 of the articles of association states that executive directors are appointed by the general meeting on the basis of a non-binding nomination by the Foundation.

The BinckBank works council has given a positive recommendation with regard to the proposed reappointment of Mr Kooistra.

The BinckBank works council has not exercised its authority to express its opinion to the Meeting with regard to Mr Kooistra's proposed reappointment.

In view of the above, the Foundation nominates Mr Kooistra for reappointment by the Meeting as an executive director with effect from the date of the Meeting until the end of the annual general meeting to be held in 2016.

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

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

- *Amendment to the articles of association:*
 - a) Amendment to the articles of association in relation to application of the mandatory two-tier board system (for vote). It will be proposed that the articles of association of BinckBank should be amended in accordance with the draft notarial deed of amendment to the articles of association attached as Appendix 1 to these notes, as well as the attached folder with notes. The proposed amendments concern:
 - (i) the implementation of the statutory mandatory two-tier board structure that will apply to BinckBank as of 21 October 2012, whereby the current authority of the Foundation to make non-binding nominations for the appointment of supervisory directors will lapse and

(ii) amendments in relation to the changes in terminology of Section 1:1 of the Financial Supervision Act (Wft). If the proposed amendment to the articles of association takes effect before 21 October 2012, until 21 October 2012 this will entail a voluntary application of the two-tier board system by BinckBank.

- *Granting of authorisation:*

- b) Authorisation of all executive directors of BinckBank, as well as any civil-law notary, employee and paralegal employed by NautaDutilh N.V. to prepare the draft of the notarial deed to amend the articles of association and to execute the deed to amend the articles of association (for vote).

Item 9 Proposal to establish an amended remuneration policy (for vote):

The Regulation for a Controlled Remuneration Policy in the Financial Supervision Act (Wft) 2011 ('the Regulation') is a new regulatory measure that came into force on 1 January 2011. The Regulation is based on the powers of De Nederlandsche Bank (DNB) to set rules with respect to remuneration.

The basic principle of the Regulation is that the remuneration policy should be consistent with and contribute to proper and effective risk management, and should not encourage the taking of risks that are not acceptable to BinckBank.

As a result of the Regulation coming into effect, BinckBank has to adjust its Remuneration Policy 2010 in certain respects and implement these adjustments with retroactive effect as of 1 January 2011.

The main changes in the new remuneration policy (the BinckBank Remuneration Policy) are that the policy will apply to all BinckBank employees (not only to the executive board) and that a substantial part of variable remunerations for specific employees will be awarded on a conditional basis. A variable remuneration will only become fully or partially unconditional on the basis of a reassessment that will be made on the basis of the applicable performance criteria after a certain period has elapsed. The assessment of whether the applicable performance criteria for a variable remuneration have been met should include a risk assessment.

The BinckBank Remuneration Policy is attached to these notes as Appendix 2.

During the Meeting, the chairman of the remuneration committee will give a presentation on the BinckBank Remuneration Policy as far as this applies to the executive board.

The BinckBank Remuneration Policy has been approved by the BinckBank works council.

The BinckBank works council has not exercised its authority to express its opinion to the Meeting with regard to the adoption of the Remuneration Policy.

The Meeting will be requested to resolve to adopt the BinckBank Remuneration Policy to the extent this relates to the executive board with effect from 1 January 2011.

Item 10 Proposal by 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):

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 and/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 to decide with reference to the following:

- the issuance of ordinary shares; and
- the allocation 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 up to 10% of the outstanding share capital on the date of issue, plus 10% of the outstanding share capital on the date of issue, however this second 10% of the outstanding share capital shall only be used in connection with or in the event of a merger and/or acquisition by BinckBank and/or for the preservation or protection of BinckBank's capital position.

Also in view of market circumstances, it will be proposed to formulate the designation of the Foundation in wider terms so that it will be possible to react quickly to any situation in which an increase in capital is needed.

Item 11 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 10 business days preceding the day of acquisition. Bought-back shares will be mostly cancelled in order to reduce the capital. The remaining bought-back shares will be used to cover potential claims of executive directors of BinckBank for the vesting of BinckBank shares and to cover potential claims from employees of BinckBank for the vesting of BinckBank shares. BinckBank will execute the buy-back through an independent specialist third party.

Item 12 Proposal to establish the remuneration of members of the remuneration committee of the supervisory board (for vote):

The increasing complexity of legislation and regulation with regard to remuneration and the responsibility of the supervisory board for the remuneration of executive directors and other employees of BinckBank has led to the appointment of a remuneration committee with effect from 25 January 2012. The responsibilities of the remuneration committee include preparations for resolutions by the supervisory board with respect to remuneration. The remuneration committee currently consists of Messrs C.J.M. Scholtes and A.M. van Westerloo.

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 25 January 2012 the following (additional) annual payments should be made to members of the Remuneration committee of the supervisory board:

Remuneration committee:

- a) chairman: € 8.000 gross
- b) member: € 6.000 gross

Item 13 Appointment of an auditor (for vote):

In accordance with the Code, the executive board and the audit committee of BinckBank have discussed the performance of the auditor in the various entities and 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 should be reappointed as the auditor of BinckBank for the 2012 financial year.



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