

Declaration to the Annual General Shareholder Meeting

22 april 2013

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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 22 April 2013 at 15:00 hours at the Company's offices at Barbara Strozilaan 310, 1083 HN Amsterdam.

Agenda:

1. **Opening.**
2. **Presentation of the annual report 2012 , including the section on corporate governance, by Mr K.N. Beentjes, chairman of the executive board (for discussion).**
3. **Financial statements for the 2012 financial year:**
 - a. Proposal to adopt the financial statements for the 2012 financial year (for vote);
 - b. Note on reserve policy and dividend policy (for discussion);
 - c. Proposal to approve final dividend for the 2012 financial year and date of release for payment and to make a payment charged to the other reserves (for vote).
4. **Proposal to discharge the executive directors of responsibility for their management during the 2012 financial year (for vote).**
5. **Proposal to discharge the supervisory directors of responsibility for their supervision during the 2012 financial year (for vote).**
6. **Nomination by the Foundation and announcement by the supervisory board of the proposed reappointment of Mr K.N. Beentjes as executive director.**
7. **Composition of the supervisory board:**
 - a) Announcement of the vacancy to be filled.
 - b) Opportunity to make a recommendation to appoint a supervisory director.
 - c) Announcement of the nomination by the supervisory board to fill the vacancy.
 - d) Proposal to reappoint Mr J.K. Brouwer as supervisory director (for vote).
8. **Proposal by the Foundation to amend the articles of association (for vote).**

Amendment to the articles of association

- a. Amendment of the articles of association in connection with the Management and Supervision Act entering into effect (for vote).

Granting of authorisation

- b. 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 of the notarial deed for amendment of the articles of association and to execute the deed to amend the articles of association (for vote).

9. **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).**

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 issued 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 for the Meeting with notes, the annual documents for 2012, 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 Strozzilaan 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., (e-mail: corporate.broking@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 25 March 2013 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 15 April 2013 at 17:00 hours at the latest, submit a written application to attend through their Intermediary to ABN AMRO Bank N.V. in Amsterdam (e-mail: corporate.broking@nl.abnamro.com, fax no. +31(0)20-628 8481). 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 Strozzilaan 310, 1083 HN Amsterdam, e-mail address: ir@binck.com) or the offices of ABN AMRO Bank N.V. (Gustav Mahlerlaan 10, Corporate Broking (HQ7050), 1082 PP Amsterdam) not later than 15 April 2013 at 17:00 hours.

The executive board and the supervisory board of BinckBank N.V.
Amsterdam, 22 February 2013

Notes to the agenda:

Item 2 Presentation of the annual report 2012, 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 2012, 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 2012.

Item 3A Proposal to adopt the financial statements for the 2012 financial year (for vote):

It will be proposed to the Meeting that the financial statements for the 2012 financial year prepared by the executive board should be adopted.

Ad. 3B Explanation on 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 2012 financial year and date of release for payment and to make a payment charged to the other reserves (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 € 0.17, the final dividend for the 2012 financial year should be set at € 0.1575 per ordinary share in cash (subject to deduction of 15% dividend tax) to be made payable on 29 April 2013. Furthermore, it is proposed that a payment to the other reserve of € 0.1225 per ordinary share in cash (subject to deduction of 15% dividend tax) should be made, also payable on 29 April 2013. The Foundation has approved the proposal in accordance with article 32 paragraph 4.

Item 4 Proposal to discharge the executive directors of responsibility for their management during the 2012 financial year (for vote):

The Meeting will be asked to discharge the executive directors of responsibility for their management during the 2012 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 2012 financial year (for vote):

The Meeting will be asked to discharge the supervisory directors of responsibility for their supervision during the 2012 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 and announcement by the supervisory board of the proposed reappointment of Mr K.N. Beentjes as executive director:

In connection with the expiration of Mr Beentjes' term of appointment, the Foundation proposes that Mr Beentjes be reappointed and the supervisory board announces this proposed appointment.

In the opinion of the Foundation and the supervisory board, Mr Beentjes is considered a suitable candidate to continue to fulfil the position of director under the articles of association for BinckBank, in view of his broad international banking experience, relevant knowledge and the way that he has fulfilled his position as executive director in the recent period.

Mr Beentjes is a Registered Accountant with an impressive international career spanning more than 20 years at ING Group and its predecessors. At the start of his career at ING Group, Mr Beentjes focused mainly on financial and operational audit activities at ING Group subsidiaries.

In 1994, Mr Beentjes became responsible for the acquisition of international retail banks for ING Group. His final acquisition involved what was then called Allgemeine Deutsche Direktbank AG – later known as ING DiBa – where he was one of the three directors. In this position, Mr Beentjes was jointly responsible for the introduction of ING Direct's highly successful marketing strategy in Germany. In addition, he was responsible specifically for the brokerage and investment fund activities. Partly under the management of Mr Beentjes, ING DiBa grew from 350,000 customers to more than a million, and achieved a balance sheet total of DM 10 billion. ING DiBa is currently one of the largest ING Direct segments.

After a brief term as Head of Marketing and Communications at RVS, Mr Beentjes was appointed in 2002 as general manager of ING Card in the Netherlands and Belgium. In this position, he bore full responsibility for the establishment of a new organisation to accommodate the credit card activities of ING Group, which subsequently demonstrated strong growth.

Article 15 paragraph 2 of the articles of association states that executive directors are appointed by the supervisory board on the basis of a non-binding nomination by the Foundation. The Code stipulates that executive directors are appointed for a maximum period of four years.

Upon reappointment, Mr Beentjes will continue to be responsible for Retail, IT, HR and IAD.

The reappointment of Mr Beentjes shall be subject to the condition precedent that Mr Beentjes shall pass the tests required by the regulator(s).

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

The BinckBank works council has not exercised its authority to determine its opinion with regard to Mr Beentjes' proposed reappointment and to express this opinion to the Meeting.

The remuneration of Mr Beentjes will, in accordance with the applicable remuneration policy for the executive board, be determined by the supervisory board.

The reappointment of Mr Beentjes would result in a deviation from the statutory provisions for a balanced composition of the executive board. One of the reasons for this is that the executive board was recently reduced by one person and that, at this stage, the company would benefit from stability at the level of the chairman of the executive board. Efforts to find a suitable candidate to arrive at a balanced composition were unsuccessful. The subject will be placed on the agenda in the coming period, for which further efforts will be put forth with the help of external support in order to discern the best way of arriving at a balanced composition of the executive board.

In view of the above, the Foundation proposes having the supervisory board appoint Mr K.N. Beentjes immediately after the Meeting as director under the articles of association of BinckBank. The appointment shall take effect from the date of the supervisory board meeting that takes place immediately after the end of the Meeting, and last until the end of the annual general meeting held in the calendar year 2017.

The supervisory board has indicated that, upon reappointment of Mr Beentjes in accordance with article 16 paragraph 1 of the articles of association, it will again reappoint him as chairman of the executive board.

Item 7 Composition of the supervisory board:

a. Announcement of the vacancy to be filled.

After the end of the Meeting, Mr J.K. Brouwer's term of appointment as supervisory director will expire.

Mr Brouwer has indicated that he is available for reappointment.

b. Opportunity to make a recommendation to appoint a supervisory director.

The Meeting will provide an opportunity to recommend candidates for this vacancy.

The BinckBank works council has indicated it does not wish to exercise its right to recommend candidates for this vacancy.

Furthermore, the BinckBank works council has also not exercised its authority to determine its opinion with regard to Mr Brouwer's proposed reappointment and to express this opinion during the Meeting.

c. Announcement of nomination by the supervisory board for the vacancy to be filled.

The supervisory board makes an announcement on the proposed reappointment of Mr Brouwer as supervisory director, at the current remuneration with effect from the date of the Meeting until the end of the annual general meeting held in 2015.

d. Proposal to reappoint Mr J.K. Brouwer as supervisory director (for vote).

Under the condition precedent referred to in agenda 7.b. that no recommendations for other candidates were made by the Meeting, the supervisory board proposes reappointing Mr Brouwer as supervisory director, at the current remuneration with effect from the date of the Meeting until the end of the annual general meeting held in 2015.

In the opinion of the supervisory board, Mr Brouwer possesses the necessary qualifications to be reappointed as a supervisory director.

Mr Brouwer, born in 1944 with Dutch nationality, has been supervisory director at BinckBank since 2004. Mr Brouwer is chairman of the supervisory board at Koninklijke Jumbo B.V. and supervisory director at Van Meijel Automatisering B.V. His supervisory board membership at Nobel B.V. ended in 2012. In addition, Mr Brouwer is member of the Supervisory Board of Stichting Vita Valley. He is also an executive director of Stichting Vereniging voor de Effectenhandel and chairman of Stichting Amindho and Stichting Jazz Orchestra of the Concertgebouw. The reappointment of Mr Brouwer as supervisory director of BinckBank N.V. does not conflict with the statutory restriction that governs the number of supervisory positions.

Mr Brouwer is the former General Director of the Amsterdam Stock Exchange and a director of Amsterdam Exchanges (now NYSE Euronext) and former chairman of the supervisory board of NLKKAS, part of Euronext Clearing & Depositary N.V.

Due in part to his background and track record at BinckBank, Mr Brouwer has a significant amount of relevant knowledge and experience to act as supervisory director.

Mr Brouwer does not hold any shares of BinckBank N.V.

The reappointment van Mr Brouwer would result in a deviation from the statutory provisions on a balanced composition of the supervisory board. One of the reasons for this is that Mr Brouwer's specific IT knowledge and long-term experience in the stock exchange sector should be retained in the current stage of the company. Efforts to find a suitable candidate at the present time to arrive at a balanced composition were unsuccessful. The subject will be placed on the agenda in the coming period, for which further efforts will be put forth with the help of external support in order to discern the best way of arriving at a balanced composition of the supervisory board.

The reappointment of Mr Brouwer shall be subject to the condition precedent that Mr Brouwer shall pass the tests required by the regulator(s).

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

Amendment to the articles of association

a. Amendment of the articles of association in connection with the Management and Supervision Act taking effect on 1 January 2013, and in connection with the Act of 15 November 2012 to amend the Financial Supervision Act, the Securities Book-Entry Transfer Act and the Netherlands Civil Code entering into force arising from the recommendations of the Corporate Governance Code Monitoring Committee of 30 May 2011 (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) amendments in connection with the statutory provisions applicable with effect from 1 January 2013 concerning the conflicting interests of executive directors and supervisory directors, and (ii) amendments in connection with the statutory provisions concerning the right of shareholders to place items on the agenda, the provisions of which will come into force on 1 July 2013. The supervisory board has approved the proposal in accordance with article 16 paragraph 4(g). In view of the abovementioned Act of 15 November 2012 that will come into force on 1 July 2013, the intention is to wait until 1 July 2013 to implement the proposed amendments in the articles of association.

Granting of authorisation

a. 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 of the notarial deed for amendment of the articles of association and to execute the deed to amend the articles of association (for vote).

Item 9 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 than was the case in previous years so that it will be possible to react quickly to any situation in which an increase in capital is needed.

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 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. Repurchased shares will be mostly withdrawn in order to reduce the capital. The remaining repurchased 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 a repurchase through an independent specialist third party.

Item 11 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 2013 financial year.



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