

Declaration to the Extraordinary General Meeting of Shareholders *18 September* *2014*

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BinckBank N.V.

Convening notice for the Extraordinary General Meeting of Shareholders (hereinafter: “the Meeting”) of BinckBank N.V. (hereinafter: “BinckBank”), having its registered office in Amsterdam, to be held on 18 September 2014 at 16:00 hours at BinckBank’s offices at Barbara Strozilaan 310, 1083 HN Amsterdam.

Agenda:

1. Opening.
2. Composition of the supervisory board:
 - a. Notification of three vacancies to be filled (for discussion);
 - b. Opportunity to submit recommendations for the appointment of three supervisory directors (for decision);
 - c. Notification of the nominations by the supervisory board for the three vacancies to be filled (for discussion);
 - d. (i) Proposal to appoint Mrs C. van der Weerd-Norder as a supervisory director (for vote);
(ii) Proposal to appoint Mrs J.M.A. Kemna as a supervisory director (for vote);
(iii) Proposal to appoint Mr J.W.T. van der Steen as a supervisory director (for vote).
3. Any other business (for discussion).
4. Close

Registration and registration date:

The full agenda for the Meeting with notes, as well as the other documentation for the Meeting (“the Meeting Documents”), are available for inspection to those entitled to attend the Meeting from the date of this convening notice 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. (“ABN AMRO”), (email: 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 21 August 2014 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 at the time of the Meeting. The register for holders of ordinary bearer shares of BinckBank shall be the records held by intermediaries (an “Intermediary”) as referred to in the Securities Book-Entry Transfer Act [Wet giraal effectenverkeer, or “WGE”) on the Record Date. 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 11 September 2014 at 17:00 hours at the latest, register with ABN AMRO via www.abnamro.com/evoting or through their Intermediary at ABN AMRO. On registration the Intermediary with whom their ordinary bearer shares in BinckBank are recorded must provide an electronic statement to ABN AMRO via www.abnamro.com/intermediary stating the number of BinckBank shares held by the shareholder in question on the Record Date and notified for registration. The Intermediary in question will issue a certificate of registration 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 15:00 hours until the start of the Meeting at 16:00 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 or electronic 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: ir@binck.com) no later than 17:00 hours on 11 September 2014. It is also possible to grant an electronic power of attorney via www.abnamro.com/evoting.

The executive board and the supervisory board of BinckBank N.V.
Amsterdam, 11 March 2014

Notes to the agenda:

Item 2 Composition of the supervisory board:

Item 2a Notification of vacancy to be filled (for discussion).

A vacancy will exist on the supervisory board due to the departure of Mr A.M. van Westerloo after the annual general meeting of shareholders of BinckBank on 22 April 2014. Mr Van Westerloo's areas of responsibility included: Customer First, HRM, Marketing and Communication, Remuneration and Risk.

The terms of appointment of Messrs C.J.M. Scholtes and J.K. Brouwer will terminate on completion of the annual general meeting to be held in 2015. Due to their having fulfilled the maximum number of terms, Messrs Scholtes and Brouwer will not be available for re-election. Mr Scholtes currently fills the position of chairman of the supervisory board. Mr Brouwer's areas of responsibility include: ICT, Operations, Securities-related matters and Accounting.

From the above, it follows that there will be three vacancies on the supervisory board after completion of the annual general meeting to be held in 2015. The intention is to arrange for these vacancies to be filled at this stage in 2014, and therefore for the supervisory board to consist of six natural persons on a temporary basis. During this period, matters including the transfer of tasks and responsibilities from the departing supervisory directors to the new supervisory directors, including the chairmanship, can be arranged.

Item 2b. Opportunity to submit recommendations for the appointment of supervisory directors (for decision).

The BinckBank Works Council has decided to exercise its right to (strongly) recommend one person exclusively with respect to the vacancy arising from the departure of Mr Van Westerloo. The Works Council recommends the appointment of Mr J.W.T. van der Steen. The Works Council did not exercise its right to express an opinion regarding the other nominations.

The Meeting will be offered the opportunity to recommend candidates for three vacancies on the supervisory board.

Item 2c. Notification of the nominations by the supervisory board for the three vacancies to be filled (for discussion).

Subject to the suspensory condition that no recommendations for other persons are made by the Meeting in accordance with item 2.b., the supervisory board hereby notifies that it nominates the following persons: (i) Mrs C. van der Weerd-Norder; (ii) Mrs J.M.A. Kemna and (iii) Mr J.W.T. van der Steen for appointment as supervisory directors, on the terms of remuneration applying to members of the supervisory board and its committees, with effect from the date of the Meeting until the end of the annual general meeting to be held in 2018.

Item 2d. (i) Proposal to appoint Mrs C. van der Weerd-Norder as a supervisory director (for vote).

Subject to the suspensory condition that no recommendations for other persons are made by the Meeting in accordance with item 2.b., the supervisory board hereby nominates Mrs Carla van der Weerd-Norder as a member of the supervisory board on the terms of remuneration applying to members of the supervisory board and its committees, with effect from the date of the Meeting until the end of the annual general meeting to be held in 2018. In the opinion of the supervisory board, Mrs Van der Weerd-Norder (age 50 years, profession business owner) possesses the necessary qualifications to be appointed as a member of the supervisory board.

Mrs Van der Weerd-Norder

Mrs Van der Weerd-Norder entered employment with IBM Nederland in 1988 as a management trainee, after which she worked on sales of various IT projects and systems as an account manager for KLM.

In 1992 Mrs Van der Weerd-Norder moved to ABN AMRO Bank N.V., initially working as an IT Auditor and as head of the System Audit department. In this period she was also responsible for the IT audits of the bank's securities systems (including for the Turbo project whereby the securities systems were replaced and/or adjusted, the issue project for KPN and the derivatives trading systems).

In 2000 Mrs Van der Weerd-Norder was appointed head of the Group Operational Risk Management department. In this role, she was responsible for the design of operational risk management for all the divisions of ABN AMRO (development of governance, policy, processes/ frameworks and systems, the appointment of operational risk managers in the various countries and business units).

In 2001 Mrs Van der Weerd-Norder was asked to set up and head the Financial Business Analysis department. The role of this department was to support the Executive Board in relation to its decisions with regard to investments and acquisitions, and the evaluation (performance monitoring) of the bank's business units. Another task concerned the (further) development of the economic capital model for the bank.

At the end of 2002, Mrs Van der Weerd-Norder was appointed Global Head Risk Management & Compliance at ABN AMRO Asset Management. In this role, she was responsible for risk management (operational, market and credit risk) and compliance for the asset management activities in 33 countries.

Mrs Van der Weerd-Norder was then asked in 2004 to further strengthen Operational Risk Management at ABN AMRO. In this role she worked mainly on the cooperation between various risk management disciplines (market, credit and operational risk) and the development of an Enterprise Risk Management Framework.

Mrs Van der Weerd-Norder was appointed as CFO/COO of the Global Business Unit Transaction Banking in 2006. In this role, she was also responsible for risk management within this business unit (especially operational and credit risk), strategic planning and marketing & communication.

In March 2007 Mrs Van der Weerd-Norder decided to leave ABN AMRO Bank in order to start her own business. After acquiring a consultancy agency, since 2008 she has been the owner of Accent Organisatie Advies B.V., an organisation with 18 organisational consultants specialising in the fields of Operational Excellence, Risk Management and Finance. She has also carried out several engagements herself at this organisation, including due diligence assignments, the processing of large financial transactions in the financial statements of a Ministry and in the government balance sheet, risk management training for regulators, development and implementation of the risk strategy for the Waarborgfonds Sociale Woningbouw (WSW) and advising the WSW with respect to the parliamentary inquiry into housing associations.

In September 2013, she started doctoral research on 'the risk behaviour of directors'. In view of her background, Mrs Van der Weerd-Norder amply possesses the relevant knowledge and experience to be able to act as a supervisory director of BinckBank.

Mrs Van der Weerd-Norder does not hold any shares in BinckBank N.V.

Mrs Van der Weerd-Norder is associated with Triodos Bank as a supervisory director and a member of the Audit & Risk Committee. She will be a member of the board of supervision of Saxion Hogescholen until June 2014, and is conducting doctoral research at the Nyenrode Business University on the subject of 'Risk behaviour of directors'.

The appointment of Mrs Van der Weerd-Norder (and Mrs Kemna) will lead to a balanced (male/female ratio) composition for the executive board and the supervisory board collectively.

Mrs Van der Weerd-Norder has successfully passed the prescribed tests set by the regulator(s).

(ii) Proposal to appoint Mrs J.M.A. Kemna as a supervisory director (for vote).

Subject to the suspensory condition that no recommendations for other persons are made by the Meeting in accordance with item 2.b., the supervisory board hereby nominates Mrs Johanna Maria Albertha Kemna as a member of the supervisory board on the terms of remuneration applying to members of the supervisory board and its committees, with effect from the date of the Meeting until the end of the annual general meeting to be held in 2018.

Mrs Kemna

In the opinion of the supervisory board, Mrs Kemna (age 53 years, profession IT auditor and manager) possesses the necessary qualifications to be appointed as a member of the supervisory board.

Mrs Kemna entered employment at Ideta B.V., the automated data centre of companies including de Bijenkorf, Hema and Praxis, in 1987. She worked as a programmer and systems analyst, and later as quality assurance manager on the development, testing and introduction of systems for organisations including the KBB pension funds, the salary systems and the financial systems.

Mrs Kemna moved to Moret Ernst & Young (now EY) in 1992, where she continued her career as an IT Auditor. She worked for virtually all the major banks and for Interpay (later Equens) (where her responsibilities included the assessment of the risks surrounding the introduction of the Chipknip) and for various investment firms and insurers. Until the end of the 2013 financial year, Mrs Kemna formed part of the EY audit team for BinckBank N.V.

Mrs Kemna was additionally responsible for various internal strategic automation projects within EY, including some time working in the USA. She was closely involved in the foundation of NOREA, the Dutch professional association for EDP auditors.

In 1999 Mrs Kemna was one of the first two women to be appointed as a partner of Ernst & Young Accountants. She has further developed her career as an auditor and adviser to a larger number of clients in the financial sector, including responsibility for quality audits, euro conversions, security projects and structural (governance-related) programmes.

At the beginning of 2005, Mrs Kemna was asked to take over leadership of the IT Risk and Assurance services for EY CIS (at its office in Moscow, Russia). She fulfilled this position until July 2008.

In 2008 Mrs Kemna was appointed as managing partner of IT Risk and Assurance for EY EMEIA FSO, the international division of EY in Europe focusing on services to the financial sector. She was responsible for the structuring of her part of the new organisation, and despite the financial crisis, she was able to expand her team and significantly increase its revenue.

Mrs Kemna also continued to work for a large number of international clients, including Axa Insurance in Paris (France), the Bank of International Settlements in Basel (Switzerland), AEGON Nederland and AEGON NV, the ECB in Frankfurt (Germany) and for UBS AG, where she fulfilled the role of Global Lead partner Operations and IT from her office in Zurich (Switzerland). She has worked with numerous internal and external supervisors and has extensive knowledge of the regulatory framework. Mrs Kemna also fulfilled various senior duties at EY as a coach for beginning partners and a trainer and day chairman.

In the summer of 2013 Mrs Kemna decided to return to the Netherlands and to end her career at EY in early 2014. She was invited to participate in the 2014 International Directorship Programme of INSEAD (France) in preparation for a position as supervisory director and adviser to the executive board. She also finds time to do voluntary work for various social organisations.

In view of her background, Mrs Kemna amply possesses the relevant knowledge and experience to be able to act as a supervisory director of BinckBank.

Mrs Kemna does not hold any shares in BinckBank N.V.

Mrs Kemna is a director and major shareholder of JMA Kemna Beheer BV and JMA Kemna BV.

The appointment of Mrs Kemna (and Mrs Van der Weerd-Norder) will lead to a balanced (male/female ratio) composition for the executive board and the supervisory board collectively.

Mrs Kemna has successfully passed the prescribed tests set by the regulator(s).

(iii) Proposal to appoint Mr J.W.T. van der Steen as a supervisory director (for vote).

Subject to the suspensory condition that no recommendations for other persons are made by the Meeting in accordance with item 2.b., the supervisory board hereby nominates Mr Johannes Wilhelmus Theodorus van der Steen as a member of the supervisory board on the terms of remuneration applying to members of the supervisory board and its committees, with effect from the date of the Meeting until the end of the annual general meeting to be held in 2018.

Mr Van der Steen

In the opinion of the supervisory board, Mr Van der Steen (age 60 years, profession manager) possesses the necessary qualifications to be appointed as a member of the supervisory board.

Mr Van der Steen entered employment at ING Bank N.V. and its legal predecessors in 1975. Mr Van der Steen started as a trainee at Nederlandsche Middenstands Bank in Amsterdam. In the period until 1996, he worked as Director at ING Bank in Ouderkerk a/d Amstel, Assistant Director of Loans and International at ING Bank Amsterdam and Breda, Vice Chairman of District Management for ING Bank Eindhoven and Chairman of District Management for ING Bank West Brabant. Mr Van der Steen previously attended the Program for Executive Development at the IMD in Lausanne, and has taken the necessary NIBE courses.

From 1996 to 2001 Mr Van der Steen was chairman of the District Management of ING Bank Rotterdam Rijnmond. In this position he led the commercial and operational activities within the District and was responsible for the credit committee. Mr Van der Steen was also responsible for the successful growth and segmentation of client groups at Private Banking, Business and Institutions, Marine, Commodities and SMEs. Mr Van der Steen moreover took charge of the separation of the front office and the central back office.

In 2001 Mr Van der Steen transferred to Aon, where he was CEO and chairman of Aon's board of directors under its articles of association in the Netherlands, Belgium and Luxembourg until 2006. In this period Mr Van der Steen significantly contributed to Aon's growth and good reputation. He led the change process at Aon which focused on efficiency, unlocking new opportunities in the market, acquisitions and employee development (1,900 FTE).

Mr Van der Steen was appointed as Chief Commercial Officer at Aon EMEA (with 12,000 FTE) in 2006. In this position, he was responsible for the quality and increase of sales through autonomous growth and acquisitions in EMEA. Until 2010, he was also a supervisory director of Aon Switzerland (as chairman), Germany, Norway and Belgium.

In his most recent position at Aon as Chairman Global Accounts for Aon Risk Services (from 2010), Mr Van der Steen led a team responsible for Aon's 1,500 largest clients worldwide. The principal duties of this team were service provision in the field of risk management and risk transfer for financial and other institutions, industrial companies and service providers with a global footprint. In addition to his last position, Mr Van der Steen was Chairman of Aon Holdings B.V., the holding company for Aon's companies in Europe, the Middle East, Africa (EMEA) and Asia, and a member of the global Executive Committee ARS in Chicago (USA).

In view of his background, Mr Van der Steen amply possesses the relevant knowledge and experience to be able to act as a supervisory director of BinckBank.

Mr Van der Steen does not hold any shares in BinckBank N.V.

Mr Van der Steen is connected to RAI Holding B.V. as a member of the supervisory board and (deputy) chairman of the Audit Committee. He is also a Consultant Global Accounts for Aon Groep Nederland B.V., director and major shareholder of Ansteen Holding B.V. and Ansteen B.V., a member of the Advisory Board of Erasmus van Wees B.V. and a member of the Advisory Board of M.A.S.C. B.V.

Mr Van der Steen has successfully passed the prescribed tests set by the regulator(s).



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