

Declaration to the Annual General Shareholder Meeting

22 april 2014

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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 2014 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 2013, including the section on corporate governance, by Mr K.N. Beentjes, chairman of the executive board (for discussion).
3. Remuneration policy (for discussion).
4. Financial statements for the 2013 financial year:
 - a. Proposal to adopt the financial statements for the 2013 financial year (for vote);
 - b. Note on reserve policy and dividend policy (for discussion);
 - c. Proposal (i) to set the final dividend for the 2013 financial year, (ii) to make a payment charged to the other reserves and (iii) to set the payment date (for vote).
5. Proposal to discharge the executive directors of responsibility for their management during the 2013 financial year (for vote).
6. Proposal to discharge the supervisory directors of responsibility for their supervision during the 2013 financial year (for vote).
7. Proposal by the Foundation and notification by the supervisory board of the proposed appointment of Mr V.J.J. Germyns as an executive director (for discussion).
8. Amendment to the articles of association (for vote).
 - a. Amendment of the articles of association in connection with the Management and Supervision Act as of 1 January 2013, also in connection with the taking effect of the Claw-Back Act as of 1 January 2014 (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. Proposal of the Foundation to reduce the issued capital by cancellation of Treasury shares (for vote).
12. Appointment of an auditor (for vote).
13. Any other business (for discussion).
14. Close.

Registration and registration date:

The full agenda for the Meeting with notes, the annual documents for 2013, 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 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 25 March 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. 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']. 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 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 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 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 15 April 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 Presentation of the annual report 2013, 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 2013, 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 2013.

Item 3 Remuneration policy (for discussion):

The Claw-Back Act took effect on 1 January 2014, and stipulates that an account of the remuneration policy must be included as a separate agenda item for the General Meeting preceding the agenda item dealing with the adoption of the financial statements. This agenda item complies with this stipulation.

Item 4a Proposal to adopt the financial statements for the 2013 financial year (for vote):

It will be proposed to the Meeting that the financial statements for the 2013 financial year prepared by the executive board should be adopted.

Item 4b Note on reserve policy 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).

Item 4c Proposal (i) to approve the final dividend for the 2013 financial year, (ii) to make a payment charged to the other reserves and (iii) to set the 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 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.

It will be proposed that in addition to the previously distributed interim dividend of €0.13, the final dividend for the 2013 financial year should be set at €0.14 per ordinary share in cash (subject to deduction of 15% dividend tax) to be made payable on 30 April 2014. Furthermore, it is proposed that a payment to the other reserve of €0.12 per ordinary share in cash (subject to deduction of 15% dividend tax) should be made, also payable on 30 April 2014. The Foundation has approved this proposal in accordance with the provision of article 32(4) of BinckBank's articles of association.

Item 5 Proposal to discharge the executive directors of responsibility for their management during the 2013 financial year (for vote):

The Meeting will be asked to discharge the executive directors of responsibility for their management during the 2013 financial year, whereby such discharge - in accordance with article 31(3) of BinckBank's articles of association - is limited to the information in the financial statements or made available to the General Meeting.

Item 6 Proposal to discharge the supervisory directors of responsibility for their supervision during the 2013 financial year (for vote):

The Meeting will be asked to discharge the supervisory directors of responsibility for their supervision during the 2013 financial year, whereby such discharge - in accordance with article 31(3) of BinckBank's articles of association - is limited to the information in the financial statements or made available to the General Meeting.

Item 7 Nomination by the Foundation and announcement by the supervisory board of the proposed appointment of Mr V.J.J. Germyns as an executive director (for discussion):

As a result of the departure of the executive director carrying responsibility for the Retail portfolio on 1 January 2013, the duties of this executive director were temporarily assumed by Mr K.N. Beentjes (CEO).

Due to the temporary nature of this current combination of the duties of CEO and the position of executive director with responsibility for the Retail portfolio, it will be proposed that after the Meeting Mr Beentjes should fulfil only the position of CEO. It will also be proposed that Mr Germyns will take over the position of executive director with responsibility for the Retail portfolio from that time.

The term of appointment of Mr Aartsen will come to an end at the close of the Meeting. Mr Aartsen will not make himself available to serve a new term as an executive director.

If the above (proposed) changes to the executive board are effected, BinckBank's executive board will consist of Mr K.N. Beentjes (CEO), Mr V.J.J. Germyns (Retail), and Mr E.J.M. Kooistra (CFRO).

On realisation of the above-mentioned (proposed) changes:

- Mr Beentjes will retain his current primary areas of responsibility as CEO, with the exception of the Retail portfolio;
- Mr Germyns will be allocated primary responsibility for Retail; and
- Mr Kooistra will retain his current areas of responsibility as CFRO. These concern Finance & Control, Risk Management, Treasury & ALM and Operations (back office).

The allocation of primary areas of responsibility to individual members of BinckBank's executive board does not affect the principle of collective board responsibility.

The Foundation and the supervisory board consider Mr Germyns, given his experience in the financial sector in general and at BinckBank in particular, his relevant knowledge and his performance as director of the foreign branches in the past period, to be a suitable candidate to act as an executive director of BinckBank under its articles of association.

After a career in the Belgian military, during which he was successively involved in the land-based component and subsequently as a teacher of financial affairs at the Royal Military School, Mr Germyns moved into the financial sector in 2000.

At KBC Asset Management, Mr Germyns initially held the position of deputy financial director. As a result of the instruction to separate the asset management business of the KBC Group, he was instrumental in the formation of making this a separate entity. Mr Germyns subsequently moved internally to the position of head of retail asset management (Discretionary Portfolio Management for the entire KBC Group), where he was responsible for the discretionary management of the 21 private banking offices of the KBC Group.

Mr Germyns has been employed at BinckBank since 2005. He was involved in the start-up and expansion of BinckBank's branch office in Belgium. In this capacity and together with the former director of Retail, Mr N. Bortot, he was initially responsible for the commercial development of the business in Belgium. In addition to servicing Retail customers, Mr Germyns took the initial steps in the service of professional customers (asset managers and investment consultants) in Belgium.

Mr Germyns has been a member of the executive board and the management committee of Binck België N.V. (a listed company under Belgian law) since 2005, and subsequently became chairman of this body. The management committee for Banking, Finance and Insurance approved the appointment of Mr Germyns as a member of the management committee of Binck België N.V. The activities of Binck België N.V. have since been terminated.

Mr Germyns took over the position of General Manager of the Belgian branch from Mr Bortot in 2007, when Mr Bortot was appointed as executive director with responsibility for Retail. Mr Germyns and his team recently succeeded in gaining the market-leading position for online brokerage in Belgium.

In 2009, Mr Germyns was asked to assist in setting up the branch office in France. As for the branch office in Belgium, there is a country manager in France with responsibility for daily operations. This manager and Mr Germyns form a collegial management team that represents the French branch office locally. The same structure has been used for the branches in Italy and Spain and has been the responsibility of Mr Germyns (under the leadership of Mr Beentjes) since the end of 2012. The hierarchical reporting lines for the branch offices for the staff services of Legal & Compliance and Internal Control for the European branch offices to Mr Germyns took effect in 2013.

At BinckBank, Mr Germyns is known as a professional, open, constructive and committed person. His working approach is balanced, orderly and disciplined, and he has a clear vision of the future development of the (European) online brokerage and asset management activities of BinckBank. He places a high priority on protecting the interests of BinckBank's customers. Due to his broad-based background and knowledge of BinckBank's services, his critical attitude and his sense of personal responsibility, the supervisory board is of the opinion that Mr Germyns is the right person to take over the position of executive director with responsibility for Retail. Mr Germyns does not hold any additional positions.

After the appointment of Mr Germyns, the composition of the BinckBank executive board will be such that on the basis of its available knowledge, expertise, complementarity, collegiality and experience it will be and will continue to be able to fulfil its duties and its various general and specific obligations towards the company and its stakeholders appropriately. The designation of the Retail business as the primary area of attention of Mr Germyns will achieve a clearer balance of responsibilities at board level. In the new situation, Mr Beentjes will be able to concentrate fully on his task as CEO of the company, while Mr Germyns can focus on the Retail business unit.

Article 15(2) of BinckBank's 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 states that an executive director is appointed for a maximum period of four years.

Mr Germyns has successfully passed the mandatory checks by the regulator(s).

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

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

The appointment of Mr Germyns will lead to a (temporary) deviation from the statutory provisions regarding a balanced composition (in terms of males and females) of the executive board and the supervisory board. At this time, Mr Germyns is the most suitable person to assume the position of executive director with responsibility for Retail. A total of three supervisory directors will step down according to the rota in 2014 and 2015. Efforts will be made in the selection procedure for the successors to these supervisory directors to achieve a balanced composition of the executive and supervisory boards as a whole.

In view of the above, the Foundation nominates Mr V.J.J. Germyns for appointment by the supervisory board as an executive director of BinckBank under BinckBank's articles of association with immediate effect after the Meeting. The appointment will commence on the date of the meeting of the supervisory board that will be held immediately after the end of the Meeting and will terminate as of the end of the Annual General Meeting to be held in the 2018 calendar year.

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 as of 1 January 2013, also in connection with the taking effect of the Claw-Back Act as of 1 January 2014 (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 in force since 1 January 2013 concerning the conflicting interest for executive and supervisory directors and ii) an amendment relating to the statutory provision applying as of 1 January 2014 that the company's remuneration policy must be dealt with as a separate agenda item at the annual meeting prior to the agenda item regarding the adoption of the financial statements. The supervisory board has approved this proposal in accordance with the provision of article 16(4) of BinckBank's articles of association.

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 amending 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 the body 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 ordinary 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.

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 Proposal of the Foundation to reduce the issued capital by cancellation of Treasury shares (for vote):

Each year, the General Meeting of Shareholders authorises the executive board of BinckBank to repurchase the company's own shares for a period of 18 months to be counted from the date of the annual general meeting. This authorisation will again be requested this year under agenda item 10.

Within the limits of the authorisations granted from 2011 until the end of 2013, BinckBank has repurchased a total of 4,135,341 ordinary shares on prevailing market conditions. Together with the number of ordinary shares repurchased prior to 2010 (248,039), the number of ordinary shares repurchased as at 31 December 2013 amounts to 4,383,380.

It will be proposed that BinckBank's issued capital should be reduced by the cancellation of 3,500,000 BinckBank ordinary shares. The remaining 883,380 BinckBank ordinary shares will be reserved to meet potential claims of the executive board of BinckBank for vesting of BinckBank shares and potential claims of employees of BinckBank for vesting of BinckBank shares. After cancellation of these shares, the issued capital will consist of 71,000,000 ordinary shares and 50 priority shares.

The purpose of the capital reduction is to optimise the capital structure. The reduction of the issued capital will be executed in accordance with the applicable regulations as established by statute and in the articles of association.

Item 12 Appointment of an auditor (for vote):

As part of the mandatory rotation of the audit firm and after a thorough selection process, BinckBank's executive board and audit committee have selected Deloitte as the most suitable party to act as BinckBank's auditor. For this reason it will be proposed that Deloitte should be appointed as the auditor of BinckBank for the 2014 and 2015 reporting years.



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