

Declaration to the Extraordinary General Meeting of Shareholders *30 October 2015*

This document is a translation of the Dutch original and is provided as a courtesy only. In the event of any disparity, the Dutch version shall prevail. No rights may be derived from the translated document.

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 30 October 2015 at 16.30 hours at BinckBank’s offices at Barbara Strozilaan 310, 1083 HN Amsterdam.

Agenda:

1. Opening.
2. Notification by the supervisory board of the proposed appointment of Mr S.J. Clausing as a member of the executive board (for discussion).
3. Composition of the supervisory board:
 - a. Notification of a vacancy to be filled (for discussion);
 - b. Opportunity to submit recommendations for the appointment of a supervisory director (for decision);
 - c. Notification of the nomination by the supervisory board for the vacancy to be filled (for discussion);
 - d. Proposal to appoint Mr A. Soederhuizen as a supervisory director (for vote);
4. Any other business (for discussion).
5. 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 2 October 2015 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 23 October 2015 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 by 10.00 hours on 26 October 2015 at the latest 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 15.30 hours until the start of the Meeting at 16.30 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 23 October 2015. 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, 16 September 2015

Notes to the agenda:

Item 2 Notification by the supervisory board of the proposed appointment of Mr S.J. Clausing as a member of the executive board (for discussion).

The executive board of BinckBank currently consists of Mr V.J.J. Germyns (chairman) and Mr E.J.M. Kooistra (CFRO).

The supervisory board of BinckBank has considered the structure and the functional composition of the executive board. This process has resulted in a preference of the supervisory board for an executive board consisting of three members. In this structure, one of the members of the executive board has the position of Chief Operating Officer (“COO”). The creation of the position of COO at the executive board level contributes to the achievement of “Operational Excellence”, which is one of BinckBank’s major objectives. Operational Excellence results in even better control of the organisation and in lower costs.

On the basis of the necessary competencies for the executive board as a whole, the profile for the position of COO and the results of the recruitment and selection procedure, the meeting of the holders of priority shares (the “Foundation”) and the supervisory board consider Mr Clausing to be the most suitable candidate to fill the position of COO. Mr Clausing’s primary areas of responsibility will be Product Management and ICT.

The selection of Mr Clausing was preceded by an extensive and thorough selection process with external professional support. As part of that process, the required competencies for the position of COO were identified, as was the relevant market of potential candidates for filling the position of COO. This was followed by various interviews, on the basis of a long-list and a short-list, with both male and female (potential) external candidates, with due observance of all other diversity aspects. Partly on the basis of the scores of the (potential) candidates on competencies, this process resulted in the selection of Mr Clausing.

Mr Clausing is currently employed at BinckBank as head of Risk Management. He commenced his career as an officer in the Royal Netherlands Navy, with a particular focus on improving operational management. In 1998, he joined ABN AMRO Bank N.V., where, following a traineeship, he started as account manager for small and medium-sized businesses in Schiedam. Assessing the creditworthiness of businesses was an important aspect of his work.

In 2001, Mr Clausing became relationship manager for large internationally operating companies. He was required to analyse and advise these companies. His contacts at these companies were often the corporate treasurer or the CFO.

In 2004, Mr Clausing held an internal position in which he was responsible for parts of the internal organisation of ABN AMRO Bank N.V. This included producing management information, maintaining contact with audit and preparing reorganisations. In 2005, Mr Clausing moved to the internal audit function of ABN AMRO Bank N.V., where he became Head of Internal Audit of the business unit Transaction Banking (international payments) in 2007. This was also the year in which ABN AMRO Bank N.V. was acquired by a consortium of banks. Mr Clausing was responsible for supervising the complex process of splitting up the aforesaid business unit and was required to report periodically on this to the Managing Board, the Dutch Central Bank (DNB) and the Financial Services Authority.

From 2008, he continued this role at RBS N.V., managing teams both in the Netherlands and in the UK. In 2011, Mr Clausing moved to Risk Management within RBS N.V. In this role, he focused mainly on reviewing the controlled transition of worldwide activities from RBS N.V. to RBS plc. In March 2013, he took up the position of Head of Risk Management at BinckBank. In this position, he has a prominent role in various sub-committees of the executive board and the supervisory board.

The competencies of Mr Germyns, Mr Kooistra and Mr Clausing are largely complementary and jointly comprise the competencies that are considered to be necessary by the supervisory board to adequately manage the implementation of the adopted strategy of BinckBank.

The assignment of primary areas or responsibility to individual members of the executive board of BinckBank does not detract from the applicable principle of “collective management”.

In view of the above, Mr Clausing is considered by the Foundation and the supervisory board to be a suitable candidate to fill the position of director under the articles of association (COO) of BinckBank.

Mr Clausing holds no other positions.

After the appointment of Mr Clausing, 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. No suitable female candidate was found to fill the position of COO to attain a balanced composition on the basis of the Governance and Supervision Act (Wet bestuur en toezicht).

Article 15(2) of BinckBank’s articles of association states that members of the executive board are appointed by the supervisory board on the basis of a non-binding nomination by the Foundation. The Foundation has submitted its nomination of Mr Clausing for appointment as a member of the executive board to the supervisory board. The articles of association of BinckBank and the Dutch Corporate Governance Code state that an executive board member is appointed for a maximum period of four years.

Mr Clausing has received a favourable decision on his appointment from the regulator(s).

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

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

In view of the above, Mr Clausing will be appointed by the supervisory board as director under the articles of association of BinckBank 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 2019 calendar year.

Item 3 Composition of the supervisory board:**Item 3a. Notification of a vacancy to be filled (for discussion);**

1. The supervisory board currently consists of the following four persons:

Mr J.W.T. van der Steen
 Ms C. van der Weerd-Norder
 Mr L. Deuzeman
 Ms H. Kemna

The appointment of a fifth supervisory director meets the need to acquire even more knowledge, experience and expertise in the field of asset management in the supervisory board. The areas of responsibility of the fifth supervisory director will be: Asset Management, Product Governance and remuneration.

Item 3b. Opportunity to submit recommendations for the appointment of a supervisory director (for decision);

The Meeting and BinckBank's works council will be given an opportunity to recommend candidates for the vacancy on the supervisory board. The BinckBank works council has indicated it does not wish to exercise its authority to make recommendations with regard to the vacancy or to determine its opinion with regard to the nomination. The BinckBank works council does not have an enhanced right of recommendation with regard to this vacancy.

Item 3c. Notification of the nomination by the supervisory board for the vacancy to be filled (for discussion);

Subject to the condition precedent that no recommendations for other persons are made by the Meeting in accordance with item 3.b. the supervisory board hereby provides notification that it nominates Mr A. Soederhuizen for appointment as supervisory director, 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 the calendar year 2019.

Item 3d. Proposal to appoint Mr A. Soederhuizen as a supervisory director (for vote);

Under the condition precedent referred to in agenda item 3.b. that no recommendations for other candidates were made by the Meeting, the supervisory board proposes appointing Mr A. Soederhuizen as supervisory director, at the remuneration applicable for members of the supervisory board and its committees with effect from the date of the Meeting until the end of the Annual General Meeting held in 2019. The appointment of Mr Soederhuizen will take place subject to the condition precedent that a positive decision on his appointment is received from the regulator(s).

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

Mr Soederhuizen, born on 7 November 1965, an economist, joined ABN AMRO Bank N.V. as a management trainee in 1991 and served in numerous different positions until 2008. After having worked as an equities analyst at the investment bank of ABN AMRO Bank N.V. for three years, he switched to the asset management operations of the bank (ABN AMRO Asset Management) in 1994.

During his years at ABN AMRO Asset Management, he held both commercial and pure investment positions. From 1994 to 1998, he was responsible for all institutional clients in the Middle East, Africa, Latin America and Spain, while, by contrast, from 1998 to 2004 he headed an investment division with 20 quantitative investment specialists.

In 2004, Mr Soederhuizen was appointed as CEO of ABN AMRO Asset Management Nederland B.V. (AAAM NL), with final responsibility for all asset management activities of ABN AMRO Bank N.V. in the Dutch market. This entity managed assets of EUR 40 billion and had some 300 employees. He acquired extensive executive experience in this role as CEO.

Working in an international matrix organisation, Mr Soederhuizen also retained a functional role, in addition to his role as CEO, first as head of all equities teams stationed in Europe and subsequently as the person with final responsibility for the sale of asset management products via the internal distribution channels of ABN AMRO in Europe. This also included the distribution of asset management products to retail customers in the Netherlands. In this role, Mr Soederhuizen acquired extensive experience with regard to selling asset management products to individual private investors as well as with regard to the relevant regulations.

Simultaneously with his role as CEO of AAAM NL, he was also a director and vice-chairman of the DUFAS (Dutch Fund and Asset Management Association) and CEO of ABN AMRO Investment Management Funds B.V. In both roles, Mr Soederhuizen acquired extensive experience with the laws and regulations that were subject to changes at that time.

Following the acquisition of ABN AMRO Bank N.V. by a consortium of banks, Mr Soederhuizen supported the process of the legal integration of AAAM NL within Fortis Investment Management, after which he decided not to continue his career at Fortis Investment Management.

In 2009, Mr Soederhuizen was approached with a view to working at PGGM on an interim basis. In his interim role, he worked for two and half years as a member of the management team of asset management and CIO private markets, further broadening his asset management knowledge and acquiring extensive experience within the pension sector. The subsequent roles as adviser of ABN AMRO Pensioen Fonds and interim CIO at the same fund in 2013-2014 were a logical continuation and provided him with extensive experience in the process of balanced decision-making for the various stakeholders of the pension fund in a complex and changing environment.

With his banking and financial knowledge and his knowledge and experience of asset management, Mr Soederhuizen will, in serving as a supervisory director of BinckBank, deliver clear added value for the further development and professionalisation of the company. He also has extensive knowledge and experience with regard to the other areas of responsibility in the profile for this position on the supervisory board (Finance & Accounting, Administrative Organisation and Internal Control, Legal & Compliance, Tax, Corporate Social Responsibility, Risk Management, Customer First, Duty of Care and Conduct and Culture).

Since 2014, Mr Soederhuizen has held an additional position at the ABN pension fund, serving on the asset management committee and the balance sheet management committee. Serving in this position takes up around 16 days of Mr Soederhuizen's time per year.

Mr Soederhuizen is thoroughly aware of his role in the supervisory board as well as of his individual responsibility towards the company and can properly fulfil his duties, while retaining sufficient independence, on the basis of his specific background and knowledge. His experience in the fields of asset management, exercising supervision and advising numerous national and international companies will be of great value for BinckBank.

Mr Soederhuizen will serve as a member of two of the sub-committees of the supervisory board, namely: the Risk and Product Development Committee and the Remuneration Committee.

Due in part to his background and track record, Mr Soederhuizen has a significant amount of relevant knowledge and experience to act as supervisory director and matches the profile of the supervisory board of BinckBank. Account has been taken in recruiting Mr Soederhuizen of a balanced (male/female ratio) composition as referred to in the Governance and Supervision Act (Wet bestuur en toezicht).

Mr Soederhuizen does not hold any shares in the capital of BinckBank N.V.

Pursuant to article 21 (2) of the articles of association, supervisory directors are appointed, except as provided in (7) in this article, by the General Meeting on a nomination by the supervisory board.

In view of the above, under the condition precedent referred to in agenda item 3.b. that no recommendations for other candidates were made by the Meeting, the supervisory board nominates Mr Soederhuizen for appointment as supervisory director by the Meeting, at the remuneration applicable for members of the supervisory board and its committees with effect from the date of the Meeting until the end of the Annual General Meeting held in the calendar year 2019. The appointment of Mr Soederhuizen will take place subject to the condition precedent that a positive decision on his appointment is received from the regulator(s).



BinckBank

Barbara Strozzilaan 310
1083 HN Amsterdam

Postbus 75047
1070 AA Amsterdam

t 020 522 03 30

f 020 320 41 76

e info@binck.nl

i www.binck.nl