

# Written power of attorney

BinckBank

For the Annual General Meeting (hereinafter: "the Meeting") of BinckBank N.V. to be held on 30 April 2015 at 15:00 hours at the offices of the Company at Barbara Strozilaan 310, 1083 HN Amsterdam.

## The undersigned,

Name of principal \_\_\_\_\_

Address \_\_\_\_\_

Postcode         City \_\_\_\_\_

Country \_\_\_\_\_

(hereinafter referred to as "the Shareholder"), acting in his/her capacity of holder of ..... (number) ordinary bearer shares in BinckBank N.V., hereby declares that they grant power of attorney to:

Name of proxy \_\_\_\_\_

Address \_\_\_\_\_

Postcode         City \_\_\_\_\_

Country \_\_\_\_\_

to represent the Shareholder at the Meeting and speak on the Shareholder's behalf and to vote in accordance with the following voting instructions:

(indicate as appropriate)

Nr.	Agenda	Voor	Tegen	Onthouding
1.	Opening.	n.a.	n.a.	n.a.
2.	Presentation of the annual report 2014, including the section on corporate governance, by Mr V.J.J. Germyns, acting chairman of the executive board (for discussion).	n.a.	n.a.	n.a.
3.	Report on implementation of remuneration policy (for discussion).	n.a.	n.a.	n.a.
4.	Financial statements for the 2014 financial year:	n.a.	n.a.	n.a.
4a.	Proposal to adopt the financial statements for the 2014 financial year (for vote).			
4b.	Note on reserve policy and dividend policy (for discussion).	n.a.	n.a.	n.a.
4c.	Proposal (i) to set the final dividend for the 2014 financial year, and (ii) to set the payment date (for vote).			
5.	Proposal to discharge the executive directors of responsibility for their management during the 2014 financial year (for vote).			
6.	Proposal to discharge the supervisory directors of responsibility for their supervision during the 2014 financial year (for vote).			
7.	Composition of the supervisory board	n.a.	n.a.	n.a.
7a.	Announcement of a vacancy to be filled (for discussion).	n.a.	n.a.	n.a.
7b.	Opportunity to make a recommendation to appoint a supervisory director (for decision).			
7c.	Announcement of the nomination by the supervisory board to fill the vacancy (for discussion).	n.a.	n.a.	n.a.
7d.	Proposal to appoint Mr L. Deuzeman as supervisory director (for vote).			

8.	Proposal for approval of the remuneration of a delegated supervisory director (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 by 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).	n.a.	n.a.	n.a.
13.	Close.	n.a.	n.a.	n.a.

If you have no specific preference for a proxy, you can leave the proxy's name blank. In this case the proxy will be considered to have been granted to the civil-law notary Mr W.H. Bossenbroek, civil-law notary in Amsterdam, or any other civil-law notary or trainee civil-law notary at NautaDutilh N.V.

In the absence of a clear voting instruction, the vote will be cast in favour of the proposal concerned.

The written power of attorney is granted with the right of substitution and with full indemnification of the proxy or proxies for all legal actions taken in relation to the power of attorney.

**Signature**

Principal:

Place \_\_\_\_\_ Date

This written power of attorney must have been received by the executive board of BinckBank (Barbara Strozzi laan 310, 1083 HN Amsterdam, e-mail address: ir@binck.com) no later than 17:00 hours on 23 April 2015. It is also possible to provide an electronic proxy at [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

The proxy can only exercise his/her authorisation under this written power of attorney if you have validly reported your shares in the manner stated in the convening notice for the Meeting.

If you are granting this written power of attorney on behalf of another person (for example in your capacity as an asset manager, agent, authorised representative or otherwise) you should also submit evidence to demonstrate that you are authorised to issue this power of attorney on behalf of this other person.