

# DECLARATION

## OF THE ANNUAL GENERAL MEETING

# 2017

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FDAX DEC 2016	10.942,00	1,53%	15:43:05
FESX DEC 2016	3.130,00	0,84%	15:43:05
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DECLARATION  
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2017

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# DECLARATION OF THE ANNUAL GENERAL MEETING 2017

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**Declaration of the Annual General Meeting (the 'Meeting') of BinckBank N.V. ('BinckBank'), with registered office in Amsterdam, to be held on 24 April 2017 at 3:00 PM at the office of BinckBank at Barbara Strozilaan 310, 1083 HN Amsterdam.**

## Agenda

1. Opening.
2. Presentation of the 2016 annual report, including the chapter on corporate governance, by Mr V.J.J. Germyns, Chairman of the executive board of BinckBank (the 'Executive Board') and Mr E.J.M. Kooistra (CFRO) (to be discussed).
3. Accountability for implementation of remuneration policy (to be discussed).
4. Annual accounts for financial year 2016:
  - a. Proposal to adopt the annual accounts for financial year 2016 (to be put to vote);
  - b. Explanation of the policy on reserves and dividends (to be discussed);
  - c. Proposal (i) to determine the final dividend for the financial year 2016, (ii) to make a payment from the other reserves, and (iii) to determine the date of availability for payment of said payments (to be put to vote).
5. Proposal to grant discharge to members of the Executive Board for their management during the financial year 2016 (to be put to vote).
6. Proposal to grant discharge to members of the Supervisory Board for their supervision during the financial year 2016 (to be put to vote).
7. Composition of the Supervisory Board:
  - a. Notification of the vacancy to be filled.
  - b. Opportunity to recommend an appointment of a member of the Supervisory Board.
  - c. Notification of the nomination of the Supervisory Board for the vacancy to be filled.
  - d. Proposal to appoint Ms Pijnenborg as a member of the Supervisory Board (to be put to vote).
8. Proposal of the meeting of holders of priority shares (the 'Foundation') to designate the Foundation as the body authorised to resolve to (i) issue ordinary shares in the capital of BinckBank, (ii) grant rights to acquire ordinary shares in the capital of BinckBank, and (iii) limit or exclude preferential rights accruing to shareholders (to be put to vote).
9. Proposal from the Foundation to authorise the executive board of BinckBank – subject to the prior approval of the Foundation – to acquire ordinary shares in the capital of BinckBank or depository receipts for the same, otherwise than for no payment (to be put to vote).
10. Proposal from the Foundation to reduce issued capital by the cancellation of own shares (to be put to vote).
11. Appointment of the external auditor (to be put to vote).
12. Any other business (to be discussed).
13. Close of meeting.

## Registration and registration date:

The full agenda of the Meeting with explanation, the 2016 annual financial documents, and other meeting documents (the 'Meeting Documents') will be available for inspection by those entitled to attend the meeting as from the date of this notice up to the end of the Meeting at the office of BinckBank at Barbara Strozziilaan 310, 1083 HN Amsterdam. Copies of the Meeting Documents may also be obtained free of charge there or from ABN AMRO Bank N.V., ('ABN AMRO') by request sent by e-mail to [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com). The Meeting Documents are also available on the website of BinckBank ([www.binck.com](http://www.binck.com)).

Entitlement to attend and/or vote at the Meeting is conditional upon having such rights as at 27 March 2017 at 6:00 PM ('the Registration Qualifying Date'), following processing of all credits and debits, and registered as such in a register designated by the Executive Board, irrespective of who at the time of the Meeting is entitled to the shares or depository receipts or is a holder of a right of pledge or usufruct. For holders of BinckBank ordinary bearer shares, the designated register is the financial records as at the Registration Qualifying Date for intermediaries (an 'Intermediary') as defined by the Securities (Giro Transaction) Act ('Wet giraal effectenverkeer'). For holders of BinckBank registered shares, the designated register is the BinckBank shareholders' register. Holders of BinckBank ordinary bearer shares, or those acting for them under written authority, wishing to attend the Meeting, may register as from the Registration Qualifying Date and by no later than 18 April 2017 at 5:30 PM, with ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via their Intermediary with ABN AMRO. When registering, the Intermediary through which their BinckBank ordinary bearer shares are administered should provide ABN AMRO with an electronic declaration via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) by no later than 19 April 2017 at 12:00 noon, specifying the number of BinckBank shares held by the relevant shareholder as at the Registration Qualifying Date and for which registration is applied for. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner. Holders of BinckBank ordinary bearer shares will receive via the relevant Intermediary a registration certificate that allows entry to the Meeting. The same applies to persons who derive voting rights from rights of usufruct or pledge secured upon BinckBank ordinary bearer shares. Holders of ordinary bearer shares evidenced by classic bearer securities are requested to obtain further information from BinckBank. Registration for attendance at the Meeting commences at 2:00 PM and ends at the start of the Meeting at 3:00 PM. After this time, it is no longer possible to register your attendance. Those entitled to attend are requested to identify themselves when entering the Meeting by means of a valid proof of identity, such as a passport or Dutch driving licence.

## Proxy and voting instruction:

Shareholders unable to attend the Meeting may – without prejudice to the provisions above governing registration and access – give a written proxy, digital or otherwise, to an independent third party: meester W.H. Bossenbroek, notary practising in Amsterdam, and to any other civil-law notary or deputy civil-law notary employed by NautaDutilh N.V. The written proxy may also contain instructions on how to vote. Written proxy forms are available free of charge from the office of BinckBank as well as from the website [www.binck.com](http://www.binck.com). This written proxy must be received by the executive board of BinckBank (postal address: Barbara Strozziilaan 310, 1083 HN Amsterdam / e-mail address: [ir@binck.com](mailto:ir@binck.com)) by no later than 5:30 PM on 18 April 2017. It is also possible to appoint a proxy electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

The Executive Board and the Supervisory Board of BinckBank N.V.  
Amsterdam, 13 March 2017

## Explanation of the agenda:

### **Re. 2 Presentation of the 2016 annual report, including the chapter on corporate governance, by Mr V.J.J. Germyns, Chairman of the executive board of BinckBank (the 'Executive Board') and Mr E.J.M. Kooistra (CFRO) (to be discussed):**

Mr V.J.J. Germyns (Chairman of the executive board of the Executive Board) and Mr E.J.M. Kooistra (CFRO) will identify the most significant events of the preceding year on the basis of the 2016 annual report and discuss the chapter on corporate governance from this report, and account for compliance with the Netherlands Corporate Governance Code (the 'Code').

### **Re. 3 Accountability for implementation of remuneration policy (to be discussed):**

The Supervisory Board will account for the implementation of the remuneration policy for the completed financial year. The statements as referred to in Book 2 Article 383 parts c to e of the Dutch Civil Code are set out in the explanation to the annual accounts of BinckBank for the financial year 2016.

### **Re. 4a Proposal to adopt the annual accounts for the financial year 2016 (to be put to vote):**

It is proposed that the annual accounts for the financial year 2016 as drawn up by the Executive Board be adopted at the Meeting. Prior to the vote on the adoption of the annual accounts, the auditor of BinckBank will explain their audit of the annual accounts.

### **Re. 4b Explanation of the policy on reserves and dividend (to be discussed):**

The Code requires the policy of BinckBank on reserves and dividends to be considered and accounted for as a separate agenda item. The policy on reserves and dividends is available on the website ([www.binck.com](http://www.binck.com)).

### **Re. 4c Proposal (i) to determine the final dividend for the financial year 2016, (ii) to make a payment from the other reserves, and (iii) to determine the date of availability for payment of said payments (to be put to vote):**

Article 32 of the articles of association of BinckBank (the 'Articles of Association') provides that – if and insofar as the profits so justify – a sum will be paid out on Foundation shares equal to six per cent of the nominal value of those shares. The Foundation will then determine the proportion of the remaining profit to be reserved. This amount will not be paid out to shareholders but instead added to the reserves of BinckBank.

The remainder of the profits after the said reservation by the Foundation are at the disposal of the general meeting. This means that the general meeting may choose to pay out these remaining profits, or keep them as a further reserve, or a combination of both.

Article 32 section 4 of the Articles of Association provides that withdrawals may be made from distributable reserves by means of a resolution of the general meeting, subject to the prior approval of the Foundation.

In line with the policy on reserves and dividends it is proposed that, in addition to the dividend of €0.04 already paid out, there be a closing dividend for the financial year 2016 at €0.19 per ordinary share paid in cash (after deduction of 15% dividend tax). Insofar as the profits for the financial year 2016 are insufficient to fix the closing dividend for the financial year 2016 at €0.19 per ordinary share paid in cash (after deduction of 15% dividend tax), it is proposed that a payment be made equal to the shortfall from the other reserves. It is proposed that the date of availability for payment of both payments be 3 May 2017. The Foundation has given its prior approval to the proposed payment from the other reserves.

### **Re. 5 Proposal to grant discharge to members of the Executive Board for their management during the financial year 2016 (to be put to vote):**

The Meeting is requested to grant discharge to members of the Executive Board for their management during the financial year 2016, whereby such discharge – in accordance with Article 31 section 3 of the Articles of Association – is limited to the policy disclosed by the annual accounts or as otherwise disclosed to the Meeting.

**Re. 6 Proposal to grant discharge to members of the Supervisory Board for their supervision during the financial year 2016 (to be put to vote):**

The Meeting is requested to grant discharge to members of the Supervisory Board for their supervision during the financial year 2016, whereby such discharge – in accordance with Article 31 section 3 of the Articles of Association – is limited to the policy disclosed by the annual accounts or as otherwise disclosed to the Meeting.

**Re. 7 Composition of the Supervisory Board:**

- a. Notification of the vacancy to be filled.

At the end of the Meeting, at his own request Mr L. Deuzeman will stand down as member of the Supervisory Board, thus creating a vacant seat on the Supervisory Board. Having regard, inter alia, to the current social vision for the maximum length of office for supervisory directors, Mr Deuzeman considers that the time is right to stand down on his own initiative as supervisory director.

Ms M. Pijnenborg has indicated that she is willing to stand for appointment as member of the Supervisory Board.

- b. Opportunity to recommend an appointment of a member of the Supervisory Board.

The Meeting is offered the opportunity to recommend persons to fill the vacancy.

The Works Council of BinckBank has had the opportunity to consider its position regarding the proposed appointment of Ms Pijnenborg and to explain this position during the meeting, but declined this opportunity.

- c. Notification of the nomination of the Supervisory Board for the vacancy to be filled.

The Supervisory Board gives notification of a nomination of Ms M. Pijnenborg as member of the Supervisory Board, as from the date of the Meeting up to the end of the annual general meeting in 2021, for a sum of remuneration equal to that currently paid to members of the Supervisory Board.

- d. Proposal to appoint Ms M. Pijnenborg as a member of the Supervisory Board (to be put to vote).

Conditional upon no recommendations of other persons being made by the Meeting under item 7(b) of the agenda, the Supervisory Board nominates Ms M. Pijnenborg for appointment as member of the Supervisory Board, as from the date of the Meeting up to the end of the annual general meeting in 2021, for a sum of remuneration equal to that currently paid to members of the Supervisory Board.

A copy of the CV of Ms Pijnenborg is attached as Appendix 1 to this notice convening a Meeting.

Given her background in Internet-driven businesses, the Supervisory Board considers Ms Pijnenborg to possess the required qualifications for appointment to the Supervisory Board.

Given her background, Ms Pijnenborg will focus on areas including User Experience, Internet service provision, and remuneration.

Ms Pijnenborg is not a shareholder in BinckBank.

An appointment of Ms Pijnenborg is conditional upon her satisfying the tests prescribed by the supervisor(s).

**Re. 8 Proposal of the Foundation to designate the Foundation as the body authorised to resolve to (i) issue ordinary shares in the capital of BinckBank, (ii) grant rights to acquire ordinary shares in the capital of BinckBank, and (iii) limit or exclude preferential rights accruing to shareholders (to be put to vote).**

To be able to issue shares at short notice at any time during the period specified below if the capital requirements of BinckBank so demand, or for the successful outcome of a merger and/or acquisition, it is proposed that the Foundation be designated as the body referred to in Article 5 section 1 of the Articles of Association.

It is proposed to designate the Foundation as the body authorised to resolve:

- to issue ordinary shares;
- to grant rights to acquire ordinary shares; and
- to limit or exclude preferential rights accruing to shareholders.

This authority will be granted:

- from the date of the Meeting to the date of the next annual general meeting of shareholders being no longer than 18 months from the date of the Meeting; and
- up to a maximum of 10% of share capital outstanding at the time of issue, plus a further 10% of share capital outstanding at the time of issue, which latter sum will only be used in connection with, or on the occasion of, a merger and/or acquisition by BinckBank, and/or for the maintenance or protection of the equity position of BinckBank.

**Re. 9 Proposal from the Foundation to authorise the executive board of BinckBank – subject to the prior approval of the Foundation – to acquire ordinary shares in the capital of BinckBank or depository receipts for the same, otherwise than for no payment (to be put to vote):**

It is proposed to authorise the Executive Board, subject to the prior approval of the Foundation, to acquire a maximum of 10% of the outstanding ordinary shares in the capital of BinckBank or depository receipts for the same, otherwise than for no payment, for a period from the date of the Meeting to the date of the next annual general meeting of shareholders being no longer than 18 months from the date of the Meeting. The shares must be acquired on the market or otherwise. The price should lie between the nominal value of the shares and 110% of the trading price at the time of the acquisition, where 'trading price' means the average of the highest price per share for each of the ten days preceding the day of acquisition according to the Officiële Prijscourant (OPC) of Euronext Amsterdam. Purchased shares will mostly be cancelled to reduce capital. The other shares will be used to cover any claims by the Executive Board of BinckBank for the allocation of BinckBank shares and to cover any claims of employees of BinckBank for the allocation of BinckBank shares. BinckBank will effect such a purchase via an independent, specialist third party.

**Re. 10 Proposal from the Foundation to reduce issued capital by the cancellation of own shares (resolution):**

Over the period 19 February 2016 to 23 September 2016 inclusive, and within the limits of its authorisation, BinckBank purchased a total of 4,632,720 own shares at current market conditions. It is proposed to reduce the issued capital of BinckBank by the cancellation of 3.5 million BinckBank ordinary shares. The remaining 1,132,720 of BinckBank ordinary shares will be reserved in order to meet, inter alia, any claims by the Executive Board of BinckBank for the allocation of BinckBank shares and to cover any claims of employees of BinckBank for the allocation of BinckBank shares. Following the cancellation of the said shares, the issued capital will be € 6.75 million. The purpose of the reduction in capital is to optimise the capital structure. The reduction in the issued capital will be implemented in accordance with the relevant regulations as set out in legislation and the Articles of Association.

**Re. 11 Appointment of the external auditor (to be put to 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 they work. It has been concluded that the auditor is working properly. For this reason, it is proposed that Deloitte be appointed as the external auditor of BinckBank for the financial year 2018.



# CURRICULUM VITAE

## MARIJN PIJNENBORG

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### General:

Full name: Marijn Pijnenborg  
Age: 46  
Profession: Economist  
Gender: Female  
Nationality: Dutch  
Main position: Entrepreneur  
Other positions: Board Member of MK24 and Joyce Tol Fund  
Date of initial appointment: N/A

### Work experience:

2013 – present **Founder and Managing Director of Solvo B.V.**  
Solvo B.V. (formerly named Heilzaam BV) comprises the medical websites gezondheidsplein.nl, dokterdokter.nl, ziekenhuis.nl and the solvo.nl platform. 5.5 million monthly visitors.  
Role: CXO.

2015 – present **Board Member of MK24**  
Arts education in Amsterdam with training courses and workshops in the field of visual arts and multimedia.  
Role: Finance.

2015 – present **Board Member of Joyce Tol Fonds**  
Fund to promote quality of life.  
Role: Manage the legacy of Joyce Tol.

2014 – 2014 **Consultant with ABN AMRO Lease**  
Leasing company for all types of business assets.  
Role: Develop online strategy.

2012 – 2015 **Supervisory Board Member of IENS/SeatMe**  
Restaurant reviews and reservations.  
Role: supervise the merger of IENS B.V. and SeatMe B.V., followed by independent membership on the Supervisory Board.  
Resigned upon acquisition by Tripadvisor.com in 2015.

2009 – heden **Owner and Investor in Boralis B.V.**  
Boralis invests in early-stage internet companies. The investment portfolio comprises Usabilla, Springest, Mapbox, Otrium and others.  
Role: Angel investor.

2007 – 2013 **Founder and Managing Director of Auto.nl & Mannenmedia**  
Mannenmedia is an automotive advertising network with 6.5 million monthly visitors.  
Auto.nl is an automotive e-commerce site. Acquired by Louwman & Parqui B.V.  
Role: Strategy, product and IT.

- 2001 – 2007                    **Founder and CTO of Funda**  
Funda is the market leader in the Dutch online housing market.  
Role: Responsible for product & technology and for setting online policy.
- 2000 – 2001                    **Founder and CTO of Freeler**  
Free internet provider: 600,000 users after six months of operation. Freeler was an initiative of ING Bank, Postbank and Nationale Nederlanden. Acquired by KPN in 2005.  
Role: Responsible for all web development.
- 1999 – 2000                    **Manager of New Media ING**  
Role: Implementation of various internet projects.
- 1995 – 1999                    **Internet Manager at Rabobank**  
Role: Responsible for launching Rabobank.nl and the launch of the first web-based investment service in the Netherlands..

## Education:

- 1989 – 1995                    **Economics at the University of Amsterdam**  
Specialization: Econometrics and Information Systems

## Other:

### **Loey Award:**

Board Member of the Loey Award Foundation: award for the best entrepreneur in the Dutch online industry.

### **NextWomen top 100:**

Ranked among the top-100 most successful female entrepreneurs in 2012, 2013, 2014, 2015, 2016.

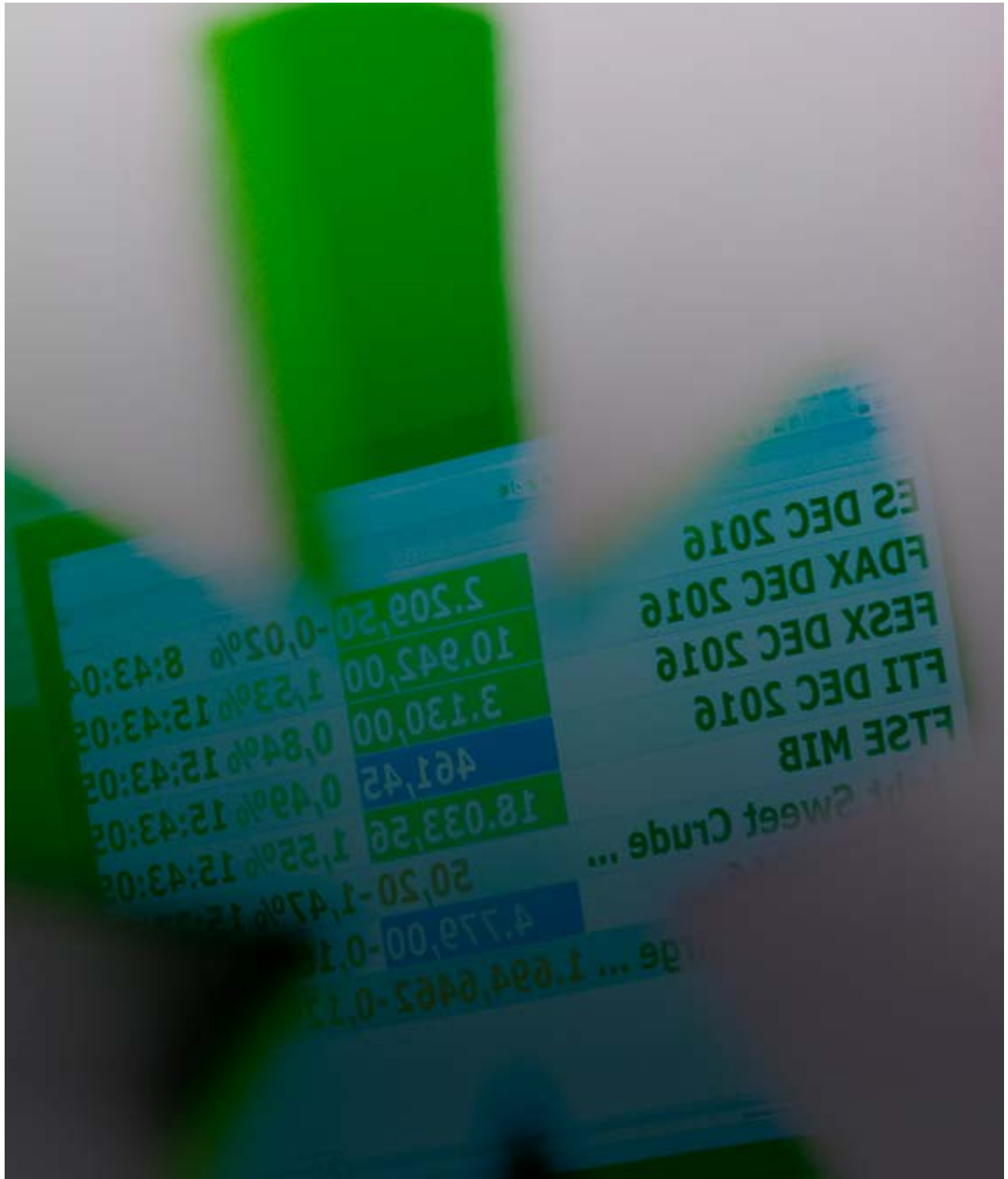
### **TNWCF:**

Participant in The Next Women Crowd Fund, promoting female entrepreneurship.

### **Consultancy and Presentations:**

Advice to start-up entrepreneurs and presentations on the internet, data and eHealth.





**BinckBank N.V.**

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**\*BINCKBANK**