

# WRITTEN PROXY

**To attend the annual general meeting (the 'Meeting') of BinckBank N.V. ('BinckBank') on 24 April 2017 at 3:00 PM to be held at the office of BinckBank at Barbara Strozilaan 310, 1083 HN Amsterdam.**

The undersigned,

(name of grantor) \_\_\_\_\_

(street and house number) \_\_\_\_\_

(town/city and postcode) \_\_\_\_\_

(country) \_\_\_\_\_

(referred to below as 'the Shareholder'), acting in their capacity as holder of \_\_\_\_\_ (number) ordinary bearer shares in the capital of BinckBank, hereby appoints as their proxy:

(name of proxy) \_\_\_\_\_

(street and house number) \_\_\_\_\_

(town/city and postcode) \_\_\_\_\_

(country) \_\_\_\_\_

to represent the Shareholder at the Meeting, and to speak and vote on behalf of the Shareholder at said Meeting, in accordance with the following voting instructions:

(indicate choice with a cross)

No.	Agenda	For	Against	Abstention
1.	Opening	N/A	N/A	N/A
2.	Presentation of the 2016 annual report, including the chapter on corporate governance, by Mr V.J.J. Germyns, the CEO, and Mr E.J.M. Kooistra (CFRO) (to be discussed).	N/A	N/A	N/A
3.	Accountability for implementation of remuneration policy (to be discussed).	N/A	N/A	N/A
4.	Annual accounts for financial year 2016:	N/A	N/A	N/A
4a.	Proposal to adopt the annual accounts for financial year 2016 (to be put to vote).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4b.	Explanation of the policy on reserves and dividends (to be discussed).	N/A	N/A	N/A
4c.	Proposal (i) to determine the final dividend, (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).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5.	Proposal to grant discharge to members of the executive board for their management during the financial year 2016 (to be put to vote).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

(indicate choice with a cross)

No.	Agenda	For	Against	Abstention
6.	Proposal to grant discharge to members of the Supervisory Board for their supervision during the financial year 2016 (to be put to vote).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
7.	Composition of the Supervisory Board:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
7a.	Notification of the vacancy to be filled.	N/A	N/A	N/A
7b.	Opportunity to recommend an appointment of a member of the Supervisory Board.	N/A	N/A	N/A
7c.	Notification of the nomination of the Supervisory Board for the vacancy to be filled.	N/A	N/A	N/A
7d.	Proposal to appoint Ms Pijnenborg as a member of the Supervisory Board (to be put to vote).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
8.	Proposal 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).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
10.	Proposal from the Foundation to reduce issued capital by the cancellation of own shares (to be put to vote).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
11.	Appointment of the external auditor (to be put to vote).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
12.	Any other business (to be discussed).	N/A	N/A	N/A
13.	Close of meeting.	N/A	N/A	N/A

If you have no specific preference for a proxy, you can leave the name of the proxy blank. In such a case, meester W.H. Bossenbroek, civil-law notary practising in Amsterdam, and any other civil-law notary or deputy civil-law notary in the firm of NautaDutilh N.V. will be deemed to have been appointed proxy.

In the absence of any clear voting instruction, your vote will be cast in favour of the relevant proposal.

The written proxy is granted with a right of substitution and subject to a complete indemnity for the proxy/proxies in connection with juridical acts carried out in connection with the written proxy.

Signature of Shareholder:

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

This written proxy must be received by the executive board of BinckBank (postal address: Barbara Strozilaan 310, 1083 HN Amsterdam / e-mail address: 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 proxy may only exercise their authority under this written proxy if you have given valid notice of your shares in the manner specified in the notice convening the Meeting.

If you grant this written proxy on behalf of another party (in your capacity, for example, as asset manager or representative, or under a power of attorney or otherwise) you must also provide documentary proof that you have authority to grant this proxy on behalf of the other party.