

DECLARATION  
TO THE EXTRAORDINARY GENERAL  
MEETING OF SHAREHOLDERS  
2018

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# DECLARATION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2018

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**Notice to convene the extraordinary general meeting (the 'meeting') of BinckBank N.V. ('BinckBank'), with registered office in Amsterdam, to be held on 30 August 2018 at 9:30 AM (CET) at the office of BinckBank at Barbara Strozilaan 310, 1083 HN Amsterdam.**

## Agenda

1. Opening.
2. Composition of the supervisory board:
  - a. Notification of the vacancy to be filled.
  - b. Notification of the recommendation of the Works Council (to be discussed) and the opportunity to recommend an appointment of a member of the supervisory board (to be decided).
  - c. Notification of the nomination of the supervisory board for the vacancy to be filled.
  - d. Proposal to appoint Mr J.G. Princen as a member of the supervisory board (to be put to vote).
3. Any other business (to be discussed).
4. Close of meeting.

## Registration and registration date:

The full agenda of the meeting with explanation, 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 2 August 2018 at 18:00 ('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 23 August 2018 at 17:00, 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 24 August 2018 at 11:00 AM (CET), 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 making this registration, intermediaries are also requested to indicate the full address of the ultimate shareholders to facilitate an efficient check of shareholdership as at the registration qualifying date. 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 8:30 AM and ends at the start of the meeting at 9:30 AM. 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 17:00 on 23 August 2018. 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, 16 July 2018

## Explanation of the agenda:

### Re. 2 **Composition of the supervisory board:**

#### Re. 2a. **Notification of vacancy to be filled (to be discussed).**

During the general meeting of 24 April 2018 it was explained that the current supervisory board, consisting of five members, will be expanded to six members. The reason for the extension of the number of members of the supervisory board is the request of the Works Council to exercise its (enhanced) right of recommendation for the appointment of members of the supervisory board in combination with sufficient safeguarding the composition of the members of the supervisory board. As a result, there is currently a vacancy in the supervisory board with focus on people and society, corporate and labour law and experience with HR aspects in companies in a transition phase.

#### Re. 2b. **Notification the recommendation of the Works Council (to be discussed) and the opportunity to recommend an appointment of a member of the supervisory board (to be decided).**

The Works Council did exercise its right of recommendation to recommend persons for the vacancy by the (enhance) recommendation of Mr J.G. Princen. The meeting is given the opportunity to recommend persons for the vacancy.

#### Re. 2c. **Notification of the recommendation by the supervisory board for the vacancy to be filled (to be discussed).**

The supervisory board announces the recommendation to appoint Mr Princen, under the suspensive condition that under agenda item 2.b. no recommendations for other persons have been made by the Meeting, as a member of the supervisory board with effect from the date of the meeting until the end of the annual general meeting held in 2022, at the current remuneration applicable to supervisory board members.

#### Re. 2d. **Motion to appoint Mr J.G. Princen as a member of the supervisory board (to be put to the vote).**

Subject to the suspensive condition that the meeting did not make any recommendations for other persons under agenda item 2.b), the supervisory board nominates to appoint Mr J.G. Princen as a member of the supervisory board with effect from the date of the meeting until the end of the annual general meeting held in 2022, at the current remuneration applicable to supervisory board members.

The Works Council of BinckBank will take the opportunity to determine its position with regard to the proposed appointment of Mr J.G. Princen to explain this position.

In the opinion of the supervisory board, Mr J.G. Princen (1965, Dutch nationality, lawyer by profession) has the required qualifications to be appointed a member of the supervisory board

Mr Princen started his career as a management trainee at ABN Bank NV in 1990. Then he became account manager at the Hollandsche Bank Unie NV. Mr Princen made a career move to the legal profession in which he worked successively in law firms in the period from 1992 onwards. Nauta Dutilh and Ploum Lodder Princen.

Mr Princen is currently working as a partner at the DVDW law firm. At this office he mainly deals with corporate law and restructurings. In the capacity of curator, Mr Princen has been involved in the bankruptcy of Royal Imtech N.V since 2015. In addition, Mr Princen is regularly appointed by the Enterprise Chamber as a director at various companies. As ancillary positions, Mr Princen holds the position of board member at the Museum Boijmans van Beuningen Foundation in Rotterdam and as a member of the supervisory board of Witte de With and the Stedelijk Museum in Schiedam.

A copy of Mr Princen's CV is attached to the notice as Appendix 1.

In the opinion of the supervisory board, Mr Princen, with his background has extensive knowledge and broad experience, has the required qualifications to be appointed a member of the supervisory board.

Mr J.G. Princen does not hold any BinckBank shares.

Mr J.G. Princen successfully passed the prescribed tests by the supervisory authority/authorities.

Curriculum vitae  
JEROEN PRINCEN

### General

Full name	Jeroen Princen
Age	53
Profession	Lawyer
Gender	Male
Nationality	Nederlandse
Main position	Lawyer, partner at DVDW
Other positions	Member of the board of the Boijmans van Beuningen Foundation, member of the supervisory board and audit committee of Witte de With Institute for Contemporary Art and member of the supervisory board and audit committee of Stedelijk Museum in Schiedam.

### Work experience

2018 – present	Lawyer and partner at DVDW in Rotterdam and Den Bosch
1995 – 2017	Co-founder of lawyer firm Ploum Lodder Princen in Rotterdam and approximately 10 years member of the board and chairman of the board. Recent years employing about 60 lawyers and notaries. Active in the areas of corporate law and insolvency law and assisting executive board members and supervisory board members held liable by, among others, Ahold NV, LCI NV, Landis NV, Innoconcepts NV, van der Moolen NV, Vestia and Econcern. In 2001 he was a successful administrator of AND NV. Several appointments by the Enterprise Chamber as a temporary director or researcher in inquiry proceedings. In 2015 appointed co-curator of Royal Imtech NV.
1992 – 1995	Nauta Dutilh Rotterdam, as a lawyer.
1989 – 1992	ABN Amro, management trainee, thereafter as account manager Business at Hollandsche Bank Unie in Rotterdam.

### Education

1984 – 1989	Erasmus University Rotterdam and Leiden University. Propedeuse economics in Rotterdam. Study Law, civil law and corporate law at Erasmus University in Rotterdam. Then completed as an evening student in Tax Law in Leiden in 1992.
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**BinckBank N.V.**

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**\*BINCKBANK**

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