



DECLARATION
TO THE ANNUAL GENERAL MEETING
2018

DECLARATION OF THE ANNUAL GENERAL MEETING 2018

Declaration of the annual general meeting (the 'Meeting') of BinckBank N.V. ('BinckBank'), with registered office in Amsterdam, to be held on 24 April 2018 at 3:00 PM at the office of BinckBank at Barbara Strozilaan 310, 1083 HN Amsterdam.

Agenda

1. Opening.
2. Presentation of the 2017 annual report, including the chapter on corporate governance, by Mr V.J.J. Germyns, CEO 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 2017:
 - a. Proposal to adopt the annual accounts for financial year 2017 (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 2017, (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 2017 (to be put to vote).
6. Proposal to grant discharge to members of the Supervisory Board for their supervision during the financial year 2017 (to be put to vote).
7. Composition of the Supervisory Board:
 - a.1 Notification of the vacancy to be filled.
 - a.2 Opportunity to recommend an appointment of a member of the Supervisory Board.
 - a.3 Notification of the nomination of the Supervisory Board for the vacancy to be filled.
 - a.4 Proposal to appoint Mr J.W.T. van der Steen as a member of the Supervisory Board (to be put to vote).
 - b.1 Notification of the vacancy to be filled.
 - b.2 Opportunity to recommend an appointment of a member of the Supervisory Board.
 - b.3 Notification of the nomination of the Supervisory Board for the vacancy to be filled.
 - b.4 Proposal to appoint Ms C.J. van der Weerd-Norder as a member of the Supervisory Board (to be put to vote).
 - c.1 Notification of the vacancy to be filled.
 - c.2 Opportunity to recommend an appointment of a member of the Supervisory Board.
 - c.3 Notification of the nomination of the Supervisory Board for the vacancy to be filled.
 - c.4 Proposal to appoint Ms J.M.A. Kemna as a member of the Supervisory Board (to be put to vote).
8. Proposal by the Foundation and announcement by the supervisory board of the proposed reappointment of Mr V.J.J. Germyns as a member of the executive board (for discussion).

DECLARATION OF THE ANNUAL GENERAL MEETING

9. 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).
10. 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).
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 2017 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. The Meeting Documents are also available on the website of BinckBank (www.binck.com)

Entitlement to attend and/or vote at the Meeting is conditional upon having such rights as at 27 March 2018 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 2018 at 5:30 PM, with ABN AMRO via 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 by no later than 19 April 2018 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 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 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: Mr. 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. 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) by no later than 5:30 PM on 18 April 2018. It is also possible to appoint a proxy electronically via www.abnamro.com/evoting.

The Executive Board and the Supervisory Board of BinckBank N.V.
Amsterdam, 12 March 2018

Explanation of the agenda:

Re. 2 Presentation of the 2017 annual report, including the chapter on corporate governance, by Mr V.J.J. Germyns, CEO of BinckBank (the 'Executive Board') and Mr E.J.M. Kooistra (CFRO) (to be discussed):

Mr V.J.J. Germyns (CEO 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 (de '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 2017.

Re. 4a Proposal to adopt the annual accounts for the financial year 2017 (to be put to vote):

It is proposed that the annual accounts for the financial year 2017 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).

Re. 4c Proposal (i) to determine the final dividend for the financial year 2017, (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 €0.03 already paid out, there be a closing dividend for the financial year 2017 at €0.23 per ordinary share paid in cash (after deduction of 15% dividend tax). Insofar as the profits for the financial year 2017 are insufficient to fix the closing dividend for the financial year 2017 at €0.23 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 2018. 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 2017 (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 2017 (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 2017, 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.1 Notification of vacancy to be filled.

After the end of the Meeting, the term of appointment for Mr J.W.T. van der Steen as a member of the Supervisory Board will expire, resulting in a vacancy on the Supervisory Board. Mr Van der Steen has indicated that he is available for reappointment as a member of the Supervisory Board.

a.2 Opportunity to make a recommendation for the appointment of a member of the Supervisory Board.

The Works Council did not exercise its right of recommendation to recommend persons for the vacancy.

The Meeting is given the opportunity to recommend persons for the vacancy.

a.3 Notification of the recommendation by the Supervisory Board for the vacancy to be filled.

The Supervisory Board announces the recommendation to appoint Mr Van der Steen 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.

a.4 Motion to appoint Mr J.W.T. van der Steen 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 7a.3, the Supervisory Board nominates to appoint Mr Van der Steen 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 explain its position with regard to the proposed appointment of Mr Van der Steen at the Meeting.

At the Extraordinary General Meeting of Shareholders of 18 September 2014, Mr Van der Steen (1954, Dutch nationality, manager by profession) was appointed a member of the Supervisory Board of BinckBank for a period of four years. Mr Van der Steen is chair of the Supervisory Board and a member of the Remuneration Committee and Audit Committee.

In his last position, Mr Van der Steen, as chair of Global Accounts at Aon, was responsible with his team for Aon's 1,500 largest clients worldwide. The main tasks of the team were providing services in the field of risk management and risk transfer for financial institutions, industrial companies and service providers with a global footprint, for example. Mr Van der Steen was also chair of Aon Holdings B.V., the holding company for Aon's companies in Europe, the Middle East, Africa (EMEA) and Asia, and a member of the worldwide Executive Committee ARS in Chicago (USA).

Mr Van der Steen started his career at ING Bank N.V. In 2001, Mr Van der Steen made the transition to Aon where he was CEO and chair of Aon's Management Boards under the Articles of Association in the Netherlands, Belgium and Luxembourg until 2006.

In 2006, Mr Van der Steen assumed office as Chief Commercial Officer at Aon EMEA (12,000 FTE). Until 2010, he was also a member of the Supervisory Board of Aon Switzerland (chair), Germany, Norway and Belgium. Subsequently, he was appointed chair of Global Accounts at Aon. From 1 May 2014 onward, Mr Van der Steen has acted as a consultant at Aon Global Accounts.

Mr Van der Steen, as a member and deputy chair of the Supervisory Board, is associated with RAI Holding B.V., where he is also chair of the Audit Committee. He is also a director and major shareholder of Ansteen Holding B.V. and Ansteen B.V. Early 2015, Mr Van der Steen was appointed chair of the Supervisory Board of Princess Sportsgear & Traveler B.V. He was appointed director at Stadhold Insurances Luxembourg SA at the end of 2016. Mr Van Der Steen is also a Global Accounts advisor for Aon Groep Nederland B.V., member of the Aegon The Hague association, and a member of the board of the foundation for the donors of the Royal Concertgebouw Orchestra.

A copy of Mr J.W.T. van der Steen's CV is attached to the notice as Appendix 1.

In the opinion of the Supervisory Board, Mr Van der Steen has the required qualifications to be appointed a member of the Supervisory Board. Mr Van der Steen is currently chair of the Supervisory Board and has fulfilled this position satisfactorily. Furthermore, appointing Mr Van der Steen contributes to the continuity of the composition of the Supervisory Board. This is deemed desirable, especially in the current phase in which the new strategy is being implemented.

Mr Van der Steen does not hold any BinckBank shares.

In the past, Mr Van der Steen successfully passed the prescribed tests by the supervisory authority/authorities and the intention to reappoint him has been reported to the supervisory authority.

b.1 Notification of vacancy to be filled.

After the end of the Meeting, the term of appointment for Ms Van der Weerd-Norder as a member of the Supervisory Board will expire, resulting in a vacancy on the Supervisory Board. Ms Van der Weerd-Norder has indicated that she is available for reappointment as a member of the Supervisory Board.

b.2 Opportunity to make a recommendation for the appointment of a member of the Supervisory Board.

The Works Council has exercised its enhanced right of recommendation to recommend persons for the vacancy.

The Meeting is given the opportunity to recommend persons for the vacancy.

b.3 Notification of the enhanced recommendation by the Works Council for the vacancy to be filled.

The Supervisory Board announces the enhanced recommendation by the Works Council to reappoint Ms C.J. van der Weerd-Norder 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.

b.4 Motion to appoint Ms C.J. van der Weerd-Norder 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 7b.3, the Supervisory Board nominates to appoint Ms C.J. van der Weerd-Norder 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 explain its position with regard to the proposed appointment of Ms C.J. van der Weerd-Norder at the Meeting.

At the Extraordinary General Meeting of 18 September 2014, Ms C.J. van der Weerd-Norder (1964, Dutch nationality, entrepreneur by profession) was appointed a member of the Supervisory Board of BinckBank for a period of four years. Ms Van der Weerd-Norder is vice-chair of the Supervisory Board, chair of the Audit Committee and has a seat on the Risk and Product Development Committee.

Ms Van der Weerd-Norder is a business administrator and chartered accountant. She started her career in a sales position at IBM, after which she held various positions at ABN AMRO in Risk Management and Finance. Her last position at ABN AMRO was that of CFO/COO of the Global Transaction Banking business unit.

Since 2008, Ms Van der Weerd-Norder has been Managing Director and owner of Accent Organisatie Advies B.V., a management consultancy that specializes in risk management and finance.

Ms Van der Weerd-Norder, as a member of the Supervisory Board and chair of the Audit & Risk Committee, is associated with Triodos Bank. In addition, she is a member of the Supervisory Board of DWS Zorgverzekeraar, Habion and Hogeschool InHolland. Ms Van der Weerd-Norder is also a member of the Advisory Board at the District Court of Gelderland.

A copy of Ms Van der Weerd-Norder's CV is attached to the notice as Appendix 2.

In the opinion of the Supervisory Board, Ms Van der Weerd-Norder has the required qualifications to be appointed a member of the Supervisory Board. Ms Van der Weerd-Norder is currently vice-chair of the Supervisory Board, chair of the Audit Committee and has a seat on the Risk and Product Development Committee. Ms Van der Weerd-Norder has fulfilled these positions satisfactorily. Furthermore, appointing Ms Van der Weerd-Norder contributes to the continuity of the composition of the Supervisory Board. This is deemed desirable, especially in the current phase in which the new strategy is being implemented.

Ms Van der Weerd-Norder does not hold any BinckBank shares.

Appointing Ms Van der Weerd-Norder (and Ms Kemna) results in a balanced composition (male/female ratio) of the Board and the Supervisory Board.

In the past, Ms Van der Weerd-Norder successfully passed the prescribed tests by the supervisory authority/authorities and the intention to reappoint her has been reported to the supervisory authority.

c.1 Notification of vacancy to be filled.

After the end of the Meeting, the term of appointment for Ms J.M.A. Kemna as a member of the Supervisory Board will expire, resulting in a vacancy on the Supervisory Board. Ms J.M.A. Kemna has indicated that she is available for reappointment as a member of the Supervisory Board.

c.2 Opportunity to make a recommendation for the appointment of a member of the Supervisory Board.

The Works Council did not exercise its right of recommendation to recommend persons for the vacancy.

The Meeting is given the opportunity to recommend persons for the vacancy.

c.3 Notification by the Supervisory Board for the vacancy to be filled.

The Supervisory Board announces the recommendation to appoint Ms J.M.A. Kemna 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.

c.4 Motion to appoint Ms J.M.A. Kemna 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 7c.3, the Supervisory Board nominates to appoint Ms J.M.A. Kemna 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 explain its position with regard to the proposed appointment of Ms J.M.A. Kemna at the Meeting.

At the Extraordinary General Meeting of 18 September 2014, Ms J.M.A. Kemna was appointed a member of the Supervisory Board of BinckBank for a period of four years. Ms Kemna is chair of the Remuneration Committee and has a seat on the Risk and Product Development Committee.

Ms Kemna, as a member of the Supervisory Board and chair of the Governance, Risk and Compliance Committee, is associated with cooperative Menzis N.V. She is a member of the Supervisory Board of Nictiz, the Dutch institute for ICT in healthcare. She is an external member of the Audit Committee of the Ministry of Security and Justice and a member of the Advisory Committee of the Financial Control Framework for the Tax and Customs Administration of the Ministry of Finance. She was appointed a member of the Supervisory Board of pension provider MN Services N.V. on 1 January 2016. Since late 2017, Ms Kemna has also been a member of the Supervisory Board of Stichting stimuleringsfonds Nederlandse gemeenten. Ms Kemna is a director/majority shareholder of J.M.A. Kemna Beheer B.V. and J.M.A. Kemna B.V.

In the opinion of the Supervisory Board, Ms Kemna has the required qualifications to be appointed a member of the Supervisory Board. Ms Kemna is currently chair of the Remuneration and Selection Committee and has a seat on the Risk and Product Development Committee. Ms Kemna has performed these positions satisfactorily. Furthermore, appointing Ms Kemna contributes to the continuity of the composition of the Supervisory Board. This is deemed desirable, especially in the current phase in which the new strategy is being implemented.

A copy of Ms Kemna's CV is attached to the notice as Appendix 3.

Ms Kemna does not hold any BinckBank shares.

Appointing Ms Kemna (and Ms Van der Weerd-Norder) results in a balanced composition (male/female ratio) of the Board and the Supervisory Board.

In the past, Ms Kemna successfully passed the prescribed tests by the supervisory authority/authorities and the intention to reappoint her has been reported to the supervisory authority.

Re. 8 Nomination by the Priority and notification by the Supervisory Board of the proposed reappointment of Mr V.J.J Germyns as a member of the Management Board (to be discussed):

The term of appointment of Mr Germyns will expire after the end of the Meeting.

The intention is to reappoint Mr Germyns as a director for a period that runs until the Annual General Meeting of Shareholders held in 2022.

Mr Germyns studied at the Royal Military School (Brussels, BE) and KU University in Leuven (BE), among others. Earlier in his career, he was employed at KBC Asset Management in Belgium. For further information on the background of Mr Germyns, reference is made to the appended curriculum vitae.

Mr Germyns has been employed at BinckBank since 2005.

During his career at BinckBank, Mr Germyns led the international expansion. He was responsible, among other things, for the start of the foreign branch in Belgium and the management of other foreign branches.

Mr Germyns, in his current role as chair of the Management Board, primarily focuses on the execution of the strategy and on turnover growth. Mr Germyns also manages the various Business Units, Marketing, HR, IAD and Investor Relations.

Mr Germyns is the founder of the company's new strategy (Rethink Binck). The intention of the new strategy is to result in a more differentiated and future-proof revenue stream that is no longer mainly transaction-related. Operating from the company's European footprint, the new strategy aims to serve a wider and growing group of private individuals. This should result in a better balance between the revenue generated from brokerage, asset management and interest.

In all its services and products, BinckBank will fulfil the role of "Navigator" to help customers make the choices that suit them best. In 2018, within the framework of the Relaunch phase, the initial benefits of the new strategy will have to be reaped.

The Supervisory Board is of the opinion that, to date, Mr Germyns, as chair of the Management Board, has fulfilled his role satisfactorily. Mr Germyns is a professional, constructive and committed person. His working method is balanced, organized and disciplined, with a clear vision of the future development of BinckBank. Mr Germyns attaches great importance to the interests of BinckBank's customers.

The Supervisory Board is of the opinion that Mr Germyns' knowledge, experience and ambition continues to be aligned with the profile for the position of director (chair) of BinckBank under the Articles of Association. During the past management period, Mr Germyns, as chair of the Management Board of the company, has fulfilled his duties satisfactorily. In combination with his broad background, knowledge of BinckBank's services, critical attitude and individual sense of responsibility, the Supervisory Board is of the opinion that Mr Germyns is the right person to continue to fulfil the position of director (chair) under the Articles of Association for a period of four years.

Apart from the foregoing, the Supervisory Board is of the opinion that the company, in the current phase in which the new strategy is implemented, benefits from continuity, particularly in terms of the person fulfilling the position of chair of the Management Board. As indicated, Mr Germyns is the founder of the new strategy and has the capacity and ambition to successfully implement this strategy.

It is the intention that Mr Germyns, as director of BinckBank under the Articles of Association, will continue his current focus areas and, as such, his role as chair of the Management Board. Mr Germyns does not fulfil any ancillary positions.

Upon reappointment of Mr Germyns, the composition of the Management Board will be such that the Board, partly on the basis of knowledge, expertise, complementarity, collegiality and experience, can (continue to) properly perform its task and the various general and specific obligations that form part of it with regard to the company and its stakeholders.

According to Article 15, paragraph 2, of the Articles of Association, members of the Management Board are appointed by the Supervisory Board on the basis of a non-binding nomination put forward by the Priority. The Dutch Corporate Governance Code stipulates that a director is appointed for a maximum period of four years.

In the past, Mr Germyns already passed the prescribed tests by the supervisory authority/authorities. The supervisory authority has been notified of the proposed reappointment of Mr Germyns.

The advisory process at the Works Council about the proposed reappointment of Mr Germyns has been completed.

If the proposed reappointment of Mr Germyns is effectuated, the Management Board of BinckBank will consist of Mr V.J.J. Germyns, Mr E.J.M. Kooistra (CFRO) and Mr S.J. Clausing (COO). Each of the members of the Management Board will retain his existing primary focus areas.

In accordance with the applicable remuneration policy for the Management Board, Mr Germyns' remuneration will be determined by the Supervisory Board in accordance with the current remuneration of Mr Germyns.

In view of the foregoing, the Priority nominates Mr V.J.J. Germyns to be reappointed by the Supervisory Board as director of BinckBank under the Articles of Association, immediately following the Meeting. The Supervisory Board informs the General Meeting of BinckBank of the proposed reappointment. The reappointment will commence with effect from the date of the meeting of the Supervisory Board, which takes place immediately after the end of the Meeting and terminate at the end of the Annual General Meeting of Shareholders held in the calendar year of 2022.

Re. 9 Motion by the Priority to appoint the Priority as the body authorized to decide to (i) issue ordinary shares in the capital of BinckBank, (ii) grant rights to subscribe to ordinary shares in the capital of BinckBank and (iii) limit or exclude the pre-emptive right accruing to shareholders (to be put to the vote):

In order to be able to issue ordinary shares in the short term at any time during the period referred to below, if so dictated by BinckBank's capital requirements or to ensure the decisive realization of a merger and/or acquisition, it is motioned to appoint the Priority as the body as referred to in Article 5, paragraph 1, of the Articles of Association.

It is motioned to designate the Priority as a body authorized to decide to:

- issue ordinary shares, as well as to
- grant rights to subscribe to ordinary shares, and to
- limit or exclude pre-emptive right accruing to shareholders.

The authority will be granted:

- from the date of the Meeting until the date of the next Annual General Meeting of Shareholders, subject to a maximum period of 18 months from the date of the Meeting; and
- for a maximum of 10% of the share capital outstanding at the time of issue plus 10% of the share capital outstanding at the time of issue, with the latter 10% only to be used in connection with or on the occasion of a merger and/or acquisition by BinckBank and/or retention or protection of BinckBank's financial position.

Re. 10 Motion by the Priority to authorize the Management Board, subject to the approval of the Priority, to acquire ordinary shares in the capital of BinckBank or depositary receipts issued for that purpose, other than for no consideration (to be put to the vote):

It is motioned to authorize the Management Board, subject to the approval of the Priority, to acquire a maximum of 10% of the outstanding ordinary shares in the capital of BinckBank or depositary receipts issued for that purpose, other than for no consideration, for a period from the date of the Meeting until the next Annual General Meeting of Shareholders, subject to a maximum period of 18 months from the date of the Meeting. The shares must be acquired on the stock exchange or otherwise. The price must be between the nominal amount of the shares and 110% of the share price applicable at the time of purchase, in which the share price will be: the average of the highest price per share to be determined for each of the ten trading days preceding the day of acquisition, according to the Official List of Euronext Amsterdam. Purchased shares will be largely withdrawn to reduce capital. The remaining purchased shares will serve to cover any claims of BinckBank directors regarding the assignment of BinckBank shares and to cover any claims by employees of BinckBank regarding the assignment of BinckBank shares. BinckBank will have any acquisition performed by an independent third party specialized to that end.

Re. 11 Appointment of the external auditor (to be put to the vote):

In accordance with the Code, the Management Board and the Supervisory Board of BinckBank have discussed the performance of the auditor in the various entities and capacities in which the accountant acts. The conclusion is that the auditor's performance is satisfactory. For this reason, the motion is put forward to appoint Deloitte as the external auditor of BinckBank for the 2019 financial year.

APPENDIX 1



JOHN VAN DER STEEN
1954 – Dutch nationality

Mr J.W.T. van der Steen was appointed as a member of the supervisory of BinckBank at the extraordinary general meeting on 18 September 2014 for a term of four years. Mr Van der Steen is Chairman of the supervisory board and member of the remuneration committee and audit committee.

In his most recent position, Mr Van der Steen was Chairman of Global Accounts at Aon, where together with his team he was responsible for Aon's 1,500 largest clients worldwide. The primary tasks of his team were risk management and risk transfer services for financial institutions, industrial enterprises and service providers with a global footprint.

Mr Van der Steen was also chairman of Aon Holdings B.V., the holding company for Aon's businesses in Europe, the Middle East & Africa (EMEA) and Asia, and member of the worldwide Executive Committee ARS in Chicago. Mr Van der Steen began his career at ING Bank N.V. In 2001 he moved to Aon where he was CEO and chairman of Aon's board of

directors in the Netherlands, Belgium and Luxembourg until 2006.

In 2006, Mr Van der Steen took the position of Chief Commercial Officer at Aon EMEA (12,000 FTE). Until 2010 he was also a supervisory director of Aon Switzerland (as chairman), Germany, Norway and Belgium. He was then appointed as chairman of Global Accounts at Aon. Since 1 May 2014, Mr Van der Steen has been a consultant for Aon Global Accounts.

Mr Van der Steen is connected to RAI Holding B.V. as a member and deputy chairman of the supervisory board and as chairman of the Audit Committee. He is also the managing director and major shareholder of Ansteen Holding B.V. and Ansteen B.V. At the beginning of 2015 Mr Van der Steen was appointed as chairman of the supervisory board of Princess Sportsgear & Traveller B.V.

At the end of 2016 he was appointed executive director of Stadhold Insurances Luxembourg S.A.

Mr Van Der Steen is also a Global Accounts advisor for Aon Groep Nederland B.V., member of the Aegon The Hague association, and a member of the board of the foundation for the donors of the Royal Concertgebouw Orchestra.

APPENDIX 2

CARLA VAN DER WEERDT-NORDER
1964 – Dutch nationality

Ms C.J. van der Weerd-Norder was appointed as a member of the supervisory board of BinckBank at the Extraordinary General Meeting on 18 September 2014 for a term of four years. Ms Van der Weerd-Norder is chairwoman of the audit committee and a member of the risk and product development committee.

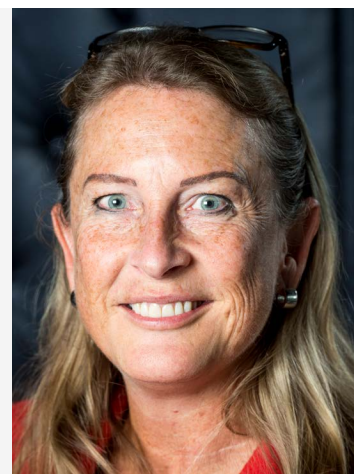
Ms Van de Weerd-Norder is a business administrator and registered accountant. She began her career in a sales position at IBM, after which she held various positions at ABN AMRO in Risk Management and Finance. Her last position at ABN AMRO was CFO/COO of the Business Unit Global Transaction Banking.

Since 2008 Ms Van der Weerd-Norder has been director and owner of Accent Organisatie Advies B.V., an organisation of 14 organisational advisors specialising in the fields of risk management and finance.

Ms Van der Weerd-Norder is a supervisory director and chairwoman of the Audit & Risk Committee for Triodos Bank N.V.

She is also a member of the Supervisory Board of DWS Zorgverzekeraar, Habion and Hogeschool InHolland.

Ms Van der Weerd-Norder is also a member of the Advisory Board at the District Court of Gelderland.



APPENDIX 3



HANNY KEMNA
1960 – Dutch nationality

Ms J.M.A. Kemna was appointed as a member of the supervisory board of BinckBank at the extraordinary general meeting on 18 September 2014 for a term of four years.

Ms Kemna is chairwoman of the remuneration committee and a member of the risk and product development committee.

Ms Kemna has worked as a programmer and systems analyst, and later as a quality assurance manager, developing, testing, and implementing IT systems. At Ernst & Young she worked in the financial sector in the position of IT auditor. Ms Kemna was also responsible for various internal strategic IT projects at EY, for which she spent some time working in the USA.

In 1999 Ms Kemna became a partner at Ernst & Young Accountants, with final responsibility for audits of the quality of IT, euro conversions, security projects, and institutional governance programmes. At the beginning of 2005 Ms Kemna was asked to take on the leadership of the IT Risk and Assurance services for EY CIS (at its office in Moscow, Russia). She held this

position until July 2008.

She then accepted a position as managing partner of IT Risk and Assurance for EY EMEA FSO, the international division of EY in Europe focusing on services to the financial sector. In the summer of 2013 Ms Kemna decided to return to the Netherlands and to end her career at EY in early 2014. Ms Kemna is affiliated with cooperative Menzis N.V. as member of the supervisory board and chairwoman of the Governance, Risk and Compliance committee. She is also a member of the supervisory council of Nictiz, the Netherlands institute for ICT in the healthcare sector. She is external member of the audit committee of the Ministry of Security & Justice, and member of the Advisory Committee for the Tax Authorities Financial Control Framework for the Ministry of Finance.

Since 1 January 2016, she has served as a supervisory board member of pension administrator MN Services N.V.

Since the end of 2017, Ms Kemna has also been a member of the supervisory board of the Stichting stimuleringsfondsen Nederlandse gemeenten.

Ms Kemna is an independent advisor and director/major shareholder of JMA Kemna Beheer BV and JMA Kemna BV.

APPENDIX 4

Chairman of the executive board

VINCENT GERMYNS – 1973 – BELGIAN NATIONALITY

Vincent was appointed director under the articles of association during the general meeting of 22 April 2014. The supervisory board officially appointed him as chairman of the executive board of BinckBank on 11 June 2015. In his role as chairman of the executive board Vincent concentrates first and foremost on the pursuit of the strategy and growth in turnover. During his career at BinckBank Vincent has headed BinckBank's international expansion. He was responsible for the start-up of the Belgian branch and for the management of all branches abroad. Vincent's education included studies at the Royal Military Academy (Brussels, Belgium) and the KU Leuven (Belgium). Earlier on in his career he worked at KBC Asset Management in Belgium.



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