

WRITTEN PROXY

To attend the annual general meeting (the 'Meeting') of BinckBank N.V. ('BinckBank'), with registered office in Amsterdam, also being the general meeting as referred to in article 18 of the Netherlands Decree on Public Takeover Bids, to be held on 23 April 2019 at 13:00 hours CET at the office of BinckBank at Barbara Strozilaan 310, 1083 HN Amsterdam.

The undersigned,

(name of grantor) _____

(street and house number) _____

(town/city and postal code) _____

(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 postal code) _____

(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	Abstain
3bii.	Proposal to adopt amended remuneration policy.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4a.	Proposal to adopt the annual accounts for financial year 2018.	<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 2018.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6.	Proposal to grant discharge to members of the Supervisory Board for their supervision during the financial year 2018.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

(indicate choice with a cross)

No. Agenda	For	Against	Abstain
7d. Proposal to re-appoint Mr A. Soederhuizen as member of the Supervisory Board.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
9. Proposal by the Foundation to designate the Foundation as the body authorized 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 pre-emptive rights accruing to shareholders.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
10. Proposal by the Foundation to authorize the Executive Board to acquire ordinary shares in the capital of BinckBank or depositary receipts for the same, otherwise than for no payment.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
11. Appointment of the external auditor.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
13a. Amendment of the articles of association of BinckBank following settlement of the offer.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
13b. Amendment of the articles of association of BinckBank following delisting from Euronext Amsterdam.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
14d. Proposal to appoint Mr S. Kyhl as Supervisory Board member.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
15d. Proposal to appoint Mr S. Blaafalk as Supervisory Board member.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
16d. Proposal to appoint Mr F.S. Reisbøl as Supervisory Board member.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
17. Discharge of Supervisory Board members for their supervision during the period following the end of the financial year 2018 and up to and including the date of this Meeting.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
18. Proposal by the Foundation to designate the Executive Board as the body authorized 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 pre-emptive rights accruing to shareholders.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
19. Conditional post-closing merger of BinckBank with New BinckBank N.V. as acquiring company and BinckBank HoldCo B.V. as company allotting new ordinary shares.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

If you have no specific preference for a proxy, you can leave the name of the proxy blank. In such a case, Mr. P.C.S. van der Bijl, 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 Strozziilaan 310, 1083 HN Amsterdam / e-mail address: ir@binck.com) by no later than 17.30 hours CET on 17 April 2019. It is also possible to appoint a proxy electronically via www.abnamro.com/evoting until 17.30 hours CET on 17 April 2019.

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.