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## **Agenda item 2**

### **Opportunity to make recommendations for the appointment of a member of the Supervisory Board**

At the end of his term as per 30 March 2018, Mr Veenhof resigned from the Supervisory Board. Mr Veenhof was chairman of the Remuneration & Nominating Committee.

Also, Mrs Steel will resign from the Supervisory Board at the end of her term which ends at 19 August 2018. Furthermore, Mr de Jong will resign from the Supervisory Board later this year also at the end of his term which will be 14 December 2018. Mr de Jong is chairman of the Risk Policy & Compliance Committee.

According to Article 20 of the Articles of Association, NIBC Holding N.V. shall have a Supervisory Board consisting of at least three persons and the Supervisory Board shall establish the number of members of the Supervisory Board. Following the resignations of Mr Veenhof, Mrs Steel and Mr de Jong, and the decision to reduce the size of the Supervisory Board from 9 members to 7 members, there are two vacancies in the Supervisory Board of NIBC Holding N.V. which need to be filled in accordance with the profile adopted by the Supervisory Board. These vacancies concern the vacancy of the chair of the Remuneration & Nominating Committee (replacing Mr Veenhof) and the vacancy of the chair of the Risk Policy & Compliance Committee (replacing Mr de Jong).

The Supervisory Board has the intention to fill the vacancies that arise as a result of the end of the appointment terms of Mr Veenhof and Mr de Jong by nominating candidates for appointment at this Extraordinary General Meeting of Shareholders (hereafter "EGM"). One of the vacancies is thereby subject to the enhanced right of recommendation of the Works Council. The vacancies must be filled in accordance with the profile of the Supervisory Board.

Under this agenda item the EGM has the opportunity to put forward recommendations for the vacancies.

## **Agenda item 3**

### **Composition of the Supervisory Board: appointment of Supervisory Board Members**

#### **a. Proposal to appoint Mrs Zijdeveld as member of the Supervisory Board (voting item)**

Under the condition precedent that no recommendations for another person have been made by the EGM under agenda item 2, the Supervisory Board nominates Mrs Zijdeveld for appointment as member of the Supervisory Board of NIBC Holding N.V. Mrs Zijdeveld replaces Mr Veenhof.

The proposed appointment is for a term starting as per the date of the EGM and ending immediately after the Annual General Meeting to be held in 2022.

The enhanced right of recommendation of the Employees' Council of NIBC Bank N.V. applies to the nomination of Mrs Zijdeveld and the Employees' Council indicated in a letter of 6 April 2018 that they recommend Mrs Zijdeveld as member of the Supervisory Board. The Dutch Central Bank has been asked to grant approval for the appointment of Mrs Zijdeveld, which approval was received on 25 June 2018.

The Supervisory Board is of the opinion that Mrs Zijdeveld is well suited to the position as described in the vacancy profile. Her curriculum vitae shows that she has the knowledge and experience as stipulated in the profile.

*Short curriculum vitae:*

Name	Susi M. Zijderveld
Date of birth	22 July 1969, Montreal, Canada
Nationality	Dutch
Current positions	<ul style="list-style-type: none"><li>• 2016 - present Nederlandse Spoorwegen NV, Utrecht Member of the Board of Directors, Chief Risk Officer</li></ul>
Relevant other positions	<ul style="list-style-type: none"><li>• 2017 - present Board member of the National 4 and 5 May Committee</li></ul>
Work experience	<ul style="list-style-type: none"><li>• 2010 - 2016 Central Office for Motor Vehicle Driver Testing (CBR) Managing Director</li><li>• 2000 - 2010 De Nederlandsche Bank Various management positions</li><li>• 1995 - 2000 Stibbe Advocaten Amsterdam Lawyer</li></ul>
Supervisory Board memberships and other positions	<ul style="list-style-type: none"><li>• 2010 - 1 June 2018 Member of the Supervisory Board, Netherlands Film Fund</li><li>• 2015 - 2016 Member of the Supervisory Board, Propertize</li></ul>

Mrs Zijderveld holds no shares in the share capital of NIBC Holding N.V.

**b. Proposal to appoint Mrs Kemna as member of the Supervisory Board (voting item)**

Under the condition precedent that no recommendations for another person have been made by the EGM under agenda item 2, the Supervisory Board nominates Mrs Kemna for appointment as member of the Supervisory Board of NIBC Holding N.V. Mrs Kemna will replace Mr de Jong.

The proposed appointment is for a term starting as per the date of the EGM and ending immediately after the Annual General Meeting to be held in 2022.

The Dutch Central Bank has been asked to grant approval for the appointment of Mrs Kemna, which approval was received on 19 June 2018.

The Supervisory Board is of the opinion that Mrs Kemna is well suited to the position as described in the vacancy profile. Her curriculum vitae shows that she has the knowledge and experience as stipulated in the profile.

*Short curriculum vitae:*

Name	Angélien G.Z. Kemna
Date of birth	3 November 1957, Zwolle, the Netherlands
Nationality	Dutch
Current positions	<ul style="list-style-type: none"><li>• 2016 - present AXA Group Non-Executive Director and member of the Audit Committee</li></ul>
Relevant other positions	<ul style="list-style-type: none"><li>• 2015 - present RPMI Railpen Investments Board member</li></ul>
Work experience	<ul style="list-style-type: none"><li>• 2014 - 2017 APG Group Member of the Executive Board and Chief Finance and Risk Officer</li><li>• 2009 - 2014 APG Group Member of the Executive Board and Chief Investment Officer</li><li>• 2007 - 2011 Erasmus Universiteit Rotterdam Endowed Professors of Corporate Governance</li><li>• 2002 – 2007 ING Investment Management Europe Chief Executive Officer</li><li>• 2001 – 2004 ING Investment Management Global Chief Investment Officer</li><li>• 1992 – 2001 Robeco Group Various positions</li><li>• 1983 - 1992 Various positions within the academic world</li></ul>
Supervisory Board memberships and other positions	<ul style="list-style-type: none"><li>• 2012 - 2017 Duisenberg School of Finance Board member on behalf of APG</li></ul>

Mrs Kemna holds no shares in the share capital of NIBC Holding N.V.

**Agenda item 4**

**Confirmation of terms of appointment (voting item)**

Pursuant to 22.1 of the Articles of Association which came into force in connection with the IPO in March 2018, the terms of appointment of the members of the Supervisory Board will expire at the first general meeting after their term of appointment.

In view of the foregoing it is proposed to the EGM to confirm that the current terms of appointment of the members of the Supervisory Board will continue to run until the first general meeting after their formal expiry date as follows:

<b>Members Supervisory Board</b>	<b>Date first appointment</b>	<b>Term</b>	<b>Current duration of term</b>	<b>Proposed duration of term</b>
W.M. van den Goorbergh	14 December 2005	Fourth	16 May 2019	AGM 2019
D.M. Sluimers	1 January 2016	First	1 January 2020	AGM 2020
R.L. Carrión	29 September 2017	First	29 September 2021	AGM 2022
M. Christner	14 January 2011	Second	12 January 2019	AGM 2019
J.C. Flowers	29 October 2012	Third	29 October 2020	AGM 2021