

**Proxy**

Proxy for the Extraordinary General Meeting of shareholders of NIBC Holding N.V. on Wednesday 7 October 2020 at 15.00 hours CEST at its premises, Carnegieplein 4, 2517 KJ, The Hague, the Netherlands (hereafter the “EGM”).

The undersigned:

Name
Address
City
ID
Number of shares held on the Record Date

Herewith grants proxy to

Name<sup>1</sup> \_\_\_\_\_

Address \_\_\_\_\_

Postal code / city / country \_\_\_\_\_

to be present at the abovementioned EGM on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise the voting rights that are connected to all registered shares held by the undersigned according to the instructions below, and do whatever the proxyholder may deem necessary, all with the authority of substitution. This proxy is governed by Dutch law and disputes, if any, with respect to this proxy shall be exclusively submitted to the competent court in The Hague.

The undersigned agrees to indemnify and to hold harmless the proxyholder against any claims, actions or proceedings made against the proxyholder and against any damages, costs and expenses that the proxyholder might incur in connection with this proxy.

<sup>1</sup> Fill in “Allen & Overy” if you do not have a preference for a representative. In this respect Allen & Overy refers to any (candidate) civil law notary of Allen & Overy LLP, Amsterdam office.

## Voting instruction

In case this proxy is granted without voting instruction it shall be deemed to include a voting instruction in favour of all proposals made by the Managing Board and/or Supervisory Board

Agenda item	Voting item	for	against	abstain
3 (i)	Conditional Asset Sale and Liquidation (i) Approval of the Asset Sale as required under article 2:107a of the DCC	[.....]	[.....]	[.....]
3 (ii)	Conditional Asset Sale and Liquidation (ii) Conditional resolution to (a) dissolve (ontbinden) NIBC Holding in accordance with article 2:19 of the DCC; (b) appoint the newly to be incorporated Stichting Vereffening NIBC Holding as the liquidator (vereffenaar) of NIBC Holding in accordance with article 2:19 of the DCC; and (c) appoint NIBC Bank N.V. as the custodian of the books and records of NIBC Holding in accordance with article 2:24 of the DCC	[.....]	[.....]	[.....]
4	Conditional amendment of NIBC Holding's articles of association (the Articles of Association) as per the Settlement Date	[.....]	[.....]	[.....]
5	Conditional amendment of the Articles of Association as per delisting of the shares in the capital of NIBC Holding	[.....]	[.....]	[.....]
6 (i)	Conditional changes to the Supervisory Board (i) Conditional appointment as per the Settlement Date of Mr. Q. Abbas as member of the Supervisory Board for a term of four years	[.....]	[.....]	[.....]
6 (ii)	Conditional changes to the Supervisory Board (ii) Conditional appointment as per the Settlement Date of Mr. N. El Gabbani as member of the Supervisory Board for a term of four years	[.....]	[.....]	[.....]
7	Conditional granting of full and final discharge from liability to all members of the Supervisory Board for their functioning until the date of the EGM, as per the Settlement Date	[.....]	[.....]	[.....]
8	Conditional granting of full and final discharge from liability to all members of the Managing Board for their functioning until the date of the EGM, as per the Settlement Date	[.....]	[.....]	[.....]
9	Conditional cancellation of treasury shares held by NIBC Holding	[.....]	[.....]	[.....]

Please complete this proxy and voting instruction and send it timely to your bank or intermediary or the notary taking into account the deadline for registration. Your bank or intermediary must notify your presence at the meeting to ING and state the number of shares held by you at the Record Date. Please instruct your bank or intermediary timely. If we have not received such confirmation via ING, your vote will not be valid.

Signed at \_\_\_\_\_ Date \_\_\_\_\_

Signature (legal representative) shareholder

\_\_\_\_\_