

NIBC Holding N.V. (“NIBC” or “the Company”) invites its shareholders to the Annual General Meeting of shareholders to be held on Friday 26 April 2019 at 10.00 hours CET at its premises, Carnegieplein 4, 2517 KJ, The Hague, the Netherlands (hereafter the “AGM”). This notice sets out the process for registration, attendance and voting for the AGM.

The AGM documentation is available on NIBC’s website (www.nibc.com). This documentation is also available at NIBC’s premises, for shareholders and other persons entitled to attend the meeting who will, upon request, receive a copy free of charge.

Attendance and voting

Record Date

Entitled to vote and/or to attend the AGM are all persons, who on 29 March 2019 at 18.00 hours CET, after processing of all book entry settlements of that day (the “Record Date”), are registered as such in the records that are kept by the banks and agents that are defined as intermediaries pursuant to the Securities Giro Transfer Act (Wet giraal effectenverkeer) (“Intermediaries”) provided that such shareholders complied with the registration and notification requirements described in this notice. Each ordinary share outstanding on the Record Date is entitled to one (1) vote.

Registration for admission and online voting

Shareholders who wish to attend and/or vote at the AGM either in person or represented by a third party, are required to register themselves. Registration requests may be submitted from 30 March 2019 until and including 19 April 2019 17:30 hours CET. Shareholders may register for the AGM via the specifically for this purpose established ING E-voting platform (the “EVO platform”) at <https://ing.evo-platform.com/nibc> or through the Intermediary with whom their shares are registered.

The Intermediaries must issue an electronic statement to ING no later than 19 April 2019 17.30 hours CET, quoting the number of shares that the shareholder holds on the Record Date and for which number of shares registration for the AGM is requested. At the moment of registration, the Intermediaries are requested to state the complete address details of the relevant shareholder, to enable proper verification of share ownership as at the Record Date.

Admission to the AGM

The shareholder will receive a confirmation of registration from ING via the Intermediary, by e-mail or by regular mail. This confirmation of registration shall serve as an entry ticket to the AGM. Shareholders, or their proxies, who want to attend the AGM in person must bring to the AGM the confirmation of registration and a proof of their identity (in the form of a non-expired identity card or passport) or where the shareholder is a legal entity, also proof of authority to act as an authorised representative of such legal entity. In order for the AGM to proceed in a timely and orderly manner, shareholders are requested to arrive on time.

Online voting by proxy

Shareholders who do not wish to vote online nor wish to attend the AGM in person may grant a proxy via the EVO platform to Allen & Overy LLP¹, to vote at the AGM on the shareholder’s behalf. In order to vote by proxy,

¹ In this respect Allen & Overy refers to any (candidate) civil law notary of Allen & Overy LLP, Amsterdam office.

shareholders must have registered their shares as described above. Shareholders can submit their voting instruction via the EVO platform at <https://ing.evo-platform.com/nibc> from 30 March 2019 until and including 19 April 2019 17.30 hours CET.

Shareholders who are unable to submit voting instructions through the EVO platform are kindly requested to follow the instructions and use the voting instrument provided by the bank, financial institution, account holder or other financial intermediary that holds the shares on his/her behalf.

Voting by written proxy

Alternatively, shareholders who wish to be represented at the AGM by a representative, may, subject to registering for the AGM as described above, send in a legally valid written proxy instrument to the Company at its registered office or, if sent in pdf-form, electronically at the following email address judith.jansen@nibc.com with a copy to iss.pas@ing.nl, ultimately on 19 April 2019 17.30 hours CET. Proxy forms to be used to grant a written proxy are available free of charge at the offices of the Company and at www.nibc.com. The proxy can be granted with or without voting instructions. In case a proxy is granted without voting instructions, it shall be deemed to include a voting instruction in favour of all proposals made by the board of the Company, and against any other proposal.

Voting rights

As of the date of this notice, the Company has 147,513,369 ordinary shares issued, whereby 1,204,559 ordinary shares are held as treasury shares. No votes may be cast on treasury shares. As of today the total number of voting rights which can be cast at the AGM equals to 146,308,810.

Arrival at location and registration

In order to facilitate a smooth registration of the votes submitted during the AGM, attendees that wish to submit their votes at the AGM are requested to register themselves for the AGM no later than 9:45 hours CET at the registration desk. After 9:45 hours CET the registration desk will be closed. Persons entitled to attend the AGM may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

If you arrive by car, NIBC will provide you with a parking space if you are duly and timely registered.

Further information

For further information, please contact: NIBC Holding N.V., Judith Jansen, Company Secretary, email judith.jansen@nibc.com.