

- 1) Opening
- 2) Opportunity to make recommendations for the appointment of a member of the Supervisory Board
- 3) Appointment of Supervisory Board members: proposal to appoint Mr Kremers as member of the Supervisory Board (voting item)
- 4) Any other business
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Agenda item 2

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

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. As per the AGM of 2019, Mr van den Goorbergh, the chairman at that time, resigned at the end of his term. Subsequently Mr Sluimers, at that time member of the Supervisory Board and chair of the Audit Committee, was appointed as chair of the Supervisory Board. This resulted in a vacancy for the chair of the Audit Committee which must be filled in accordance with the profile of the Supervisory Board.

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

Agenda item 3

Appointment of Supervisory Board Members: Proposal to appoint Mr Kremers as member of the Supervisory Board (voting item)

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

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 2023.

The Dutch Central Bank has been asked to grant approval for the appointment of Mr Kremers, which approval was received on 20 May 2019.

The Supervisory Board is of the opinion that Mr Kremers is well suited to the position as described in the vacancy profile. His curriculum vitae shows that he has the knowledge and experience as stipulated in the profile.

Short curriculum vitae:

Name	Jeroen Joseph Marie Kremers
Date of birth	8 November 1958
Nationality	Dutch
Current positions	<ul style="list-style-type: none"> • 2016 – present Robeco Chairman of the Supervisory Board • 2012 – present Nederlandse Spoorwegen Member of the Supervisory Board, chair Audit and Risk Committee (2014- present)
Relevant other positions	

Work experience	<ul style="list-style-type: none"> • 2009 – 2014 Royal Bank of Scotland N.V. Various roles including CRO and vice chairman of the Managing Board • 2007 – 2010 ABN AMRO Bank Various roles including member of the Managing Board • 2003 – 2007 IMF Executive Director • 1989 – 2002 Finance Ministry Various management roles including Deputy Treasurer General • 1986- 1989 IMF Economist
Supervisory Board memberships and other positions	<ul style="list-style-type: none"> • 2018 – present Stimuleringsfonds Volkshuisvesting Nederlandse gemeenten Member of the Supervisory Board • 2018 – present Uber Payments BV Chairman of the Supervisory Board • 2018 - present Capital Markets Committee AFM • 2009 - present Oliver Wyman Member Senior Advisory Board • 2019 - present College van Toezicht Advocatuur Crown member

Mr Kremers holds no shares in the share capital of NIBC Holding N.V.