

ANNUAL GENERAL MEETING OF NIBC HOLDING N.V. HELD ON 17 April 2020

(These minutes reflect the business-related content of the meeting)

Location

NIBC, Carnegieplein 4, 2517 KJ, The Hague, the Netherlands

Date

Friday 17 April 2020, 10:00 – 12:15 hours CET

Attendants

Supervisory Board member

Mr Dick Sluimers (chair)

Managing Board members

Mr Paulus de Wilt, Mr Herman Dijkhuizen and Mr Reinout van Riel

The meeting's Secretary

Mrs Judith Jansen

Attendants by phone

Supervisory Board member

Mr Richard Carrión, Mr Michael Christner, Mr Chris Flowers, Mrs Angelien Kemna, Mr Jeroen Kremers and Mrs Susi Zijderveld

1. OPENING REMARKS AND ANNOUNCEMENTS

The Chairman, Mr Sluimers opened the meetings at 10.00 hours and welcomed all the attendants to this general meeting, held via audio webcast. The Chairman of the Supervisory Board and the full Managing Board were present at NIBC's office, all other members of the Supervisory Board were attending by audio webcast. The Chair appointed Mrs Jansen as the meeting's Secretary.

The Chair established that the shareholders have been invited to the meeting in accordance with the law and the Articles of Association. At the record date, the issued capital of NIBC Holding N.V. consisted of 147,513,369 ordinary shares. For this meeting 122,321,127 ordinary shares have been registered, representing 83% of the total capital. 122.032.037 of the ordinary shares were represented by the independent civil law notary Allen & Overy via proxy votes.

The Chairman noted that the meeting would be conducted in Dutch, whereas a simultaneous translation was available in English which is also to be published online after the meeting. In accordance with the Articles of Association, the minutes will be adopted and signed by the Chairman of the Supervisory Board and the Secretary.

The Chair said that several questions were submitted beforehand. They will be answered during the presentation. Questions unrelated to any of the agenda items can be asked under agenda item 10, any other business.

The Chair said that several questions have been asked about the Blackstone transaction. The offer by Blackstone is however not open for discussion in this meeting. He referred to the press releases issued on 25 February and on 17 and 24 March. No further announcements about this topic can be made. An extraordinary meeting will be planned later this year, during which the Blackstone offer will be discussed in more detail.

The Chair explained the voting process and asked shareholders to complete their voting forms and submit them to Mrs Jansen after the meeting. Voting results will be available on the website after the meeting.

2. ANNUAL REPORT 2019

2.a Report of the Managing Board

Mr De Wilt (CEO) said that the world has changed radically due to the Corona virus, and not only for NIBC. He mentioned that today we will look back at 2019 - being pre COVID-19 – which showed strong results. For three years in a row, NIBC made a result of over 10% return on equity. All goals were achieved in 2019, with a core capital ratio of well over 14%. The company created growth in certain areas and decreased exposure in other areas according to plan. This rebalancing has been part of the bank's strategy since 2016. As part of this strategy, the exposures for leveraged finance, shipping and energy have decreased by approximately EUR 1.7 billion. Growth was shown in more granular exposures with less risk, such as mortgages. Mortgages now constitute more than 50% of all loans, 45% of NIBC's total assets consists of retail mortgage loans and 32% of corporate loans. The corporate loan portfolio shows a healthy diversification.

During 2019, many efforts have been made to document all processes in conformity with compliance rules and regulations, in all divisions of the bank. NIBC also has a social responsibility in being fully compliant with all laws and regulations. Compliance is embedded in the bank's culture. For example when new colleagues join NIBC, they need to take the banker's oath in attendance of at least one of the board members. It is important for new employees to be aware of the bank's culture from their very first day.

Mr De Wilt said that 2019 already seems far away, now that COVID-19 is the most important topic of the day. One of the bank's medium term objective is to have a strong capital position with a CET 1 above 14%. The bank's year-end capital ratio was 17.7% and its liquidity buffers amounted to EUR 3.7 billion.

It is impossible to predict the impact COVID-19 will have on the 2020 figures. NIBC is fully in control and does what it needs to do to face this crisis. Measures are taken in three areas:

- NIBC ensures that all of its people are safe. As from 16 March 2020, NIBC has implemented remote working for all employees. Its IT systems and technology were ready to support this. Around 10-15 people are present at NIBC offices in order to perform critical processes that are preferably not performed from outside the offices. Communication has intensified and there is regular contact with all staff members. Staff receive a forward payment of EUR 600 to spend on work facilities at home. There is one employee who may have been infected with the virus. In addition, there are three people who were travelling abroad and who have not returned yet;
- The business continuity plan has been operative since mid-March. Daily calls are held, chaired by the CFO and CRO in turn. Liquidity levels are continuously monitored and alternative funding plans are in place. No major wholesale transactions are needed in 2020;
- Focus is on NIBC's clients to provide them with the necessary support and facilitate them wherever we can. Support is given by, inter alia, offering 90-day grace periods for mortgage payments. More customised solutions are offered on the corporate side. New client origination on the corporate client side is virtually on hold. The focus is on portfolio management, also using the portfolio tooling of partner OakNorth.

NIBC is very much in control with the measures taken, although it must be noted that remote working has certain limitations.

Mr De Wilt mentioned 2019 was a positive year for the corporate bank. Corporate loan origination amounted to EUR 3.0 billion, with at the same time a reduction in leveraged finance, shipping and energy portfolios of EUR 750 million. There were many new initiatives in fintech investments and Beequip was successful in its growth. NIBC is continuously rebalancing and trying to find new market opportunities. At the same time it continued its focus on managing margin and quality, instead of focusing on quantity and volumes.

2019 brought 10,000 new mortgage clients and a growth of approximately 20% in the mortgage book. The total mortgage portfolio amounted to EUR 14.1 billion, compared to EUR 11.6 billion in 2018. NIBC tries to help its mortgage clients during this crisis and there are several arrangements that customers can make use of.

2019 Financial results

Mr Dijkhuizen (CFO) noted that due to the current crisis it seems a lifetime ago since the 2019 figures were presented. Before discussing the impact of the crisis, Mr Dijkhuizen first presented the annual figures. 2019 had a good performance, especially due to positive underlying drivers.

The net interest income stayed at a healthy level, specifically driven by the development of the portfolio and also thanks to the focus on margin and not on volume. Funding costs decreased and as a result net interest income reached a level that was comparable to 2018.

Fee levels were lower than in 2018, but this is also due to the one-off advisory transaction of EUR 7 million in 2018 with regard to HSH. Other than that, fee levels have been stable. As part of strategic choices already made in the past, the OTM business in retail showed growth as anticipated.

For the third time in a row 2019 was a strong year for investment income; several revaluations had a positive effect. Operating expenses decreased slightly by approximately 1%. All in all, this resulted in an operating income of EUR 537 million, a net profit of EUR 194 million, and a return on equity of above 11%. Mr Dijkhuizen noted that 2018 was a year with exceptional income, whereas 2019 had exceptional expenses of EUR 9 million due to provisions for the closing of the Markets business activities in January 2020.

The interest on savings was lowered in the Netherlands and Germany only in January 2020. At that time it was not foreseen that volatility levels would increase in such a short period of time. The total amount of savings increased by approximately EUR 600 million in 2019.

Operating expenses

The cost-income ratio in 2019 was 44% or 42% excluding non-recurring items. Investments were made in several regulatory projects, so as to continue investing in the health of the organisation as a whole. Higher personnel costs were made as a result of the successful expansion of Beequip and severance payments for staff employed in discontinued operations. Noteworthy here are also start-up costs for Lendex, which are included in the figures.

Credit losses

Credit loss expenses in 2019 were EUR 49 million; 9% below the 2018 figure of EUR 54 million. Trends were moving in a positive direction, based on the ratios. However, the world has changed radically since a few weeks.

Capital

In 2019, NIBC underwent an IMI (Internal Model Investigation) by the Dutch Central Bank, which focused especially on corporate banking activities. As a result, NIBC was forced to adapt its CET 1 ratio with 2.4%. The CET 1 ratio increases to 17.7% after approval of the 2019 accounts and the dividend proposal by the AGM today. A strong CET 1 and strong capital position are important positive elements in the current situation. Adoption of Basel IV will be postponed due to COVID-19.

Medium term objectives

2019 was a good year. Since the COVID outbreak, NIBC has issued several press releases:

- Following the DNB and ECB recommendations, NIBC has decided to maintain the proposal to declare the dividend for the financial year 2019 but to pay out such dividend in the second half of 2020 and only if in the opinion of the Management and Supervisory Boards of NIBC at such time, payment is feasible and appropriate in light of the impact of COVID-19 on the business.; (31 March 2020)
- While we expect the COVID-19 outbreak to impact our 2020 financial performance negatively, NIBC is, at this stage, unable to quantify the magnitude and duration of such impact. Although NIBC has not issued guidance or targets specifically for 2020, NIBC foresees in the current circumstances that it will not achieve its previously formulated medium term objective of 10 – 12% for Return on Equity (ROE) over 2020. NIBC's ambitions towards its medium term objectives remain unchanged once market conditions normalise. (17 April 2020).

In the current situation, several measures have been taken by governments and other policy makers to support the economy. For example, the ECB has announced a special asset purchase programme and offers relaxation of TLTRO III-regulations. With respect to capital, the introduction of Basel IV will be delayed by at least one year.

Mr Dijkhuizen stressed that these measures will only be temporal.

In 2019, NIBC communicated that it had the ambition to adjust its funding profile. Wholesale is now used for attracting long term financing (mostly between four and six years). Redemptions scheduled for 2020 and 2021 mainly relate to TLTRO II which can be rolled over under the new TLTRO III to the next year without additional wholesale funding being needed. NIBC's need for wholesale funding in the next two years is therefore limited.

At year-end, the LCR amounted to 222%. This shows that short-term funding of the bank was very healthy. The LCR lower limit used to be at 100%, but is now lowered given the current circumstances. NIBC however will not target these lower LCRs. NIBC's LCR ratio is 270% as per today. NIBC has over EUR 1.7 billion in cash, mainly at the ECB. The bank's liquidity buffers are around EUR 3.2 - 3.3 billion, showing NIBC has ample liquidity.

The CET 1 ratio increased to 17.7%, which is EUR 300 million above the mid-term objective. Application of the measures taken by the ECB further to the COVID-19 crisis would result in an even higher buffer.

Mr Dijkhuizen ended his presentation by saying that NIBC is there for its people and clients and that it takes responsibility for its role in the economy. NIBC is well funded with ample liquidity and a CET 1 ratio of 17.7%, well above the required levels. The COVID-19 outbreak is an extraordinary situation with both economic and health consequences. NIBC believes that it is well-positioned with its resources, expertise, and capital to weather this storm. The strong CET 1 ratio will help it in doing so.

Questions and answers

The Chair first read out the questions that were handed in before the meeting.

Mr Dekker asked whether NIBC has specific clients in its portfolio who geographically or because of their activities, are extra vulnerable in this crisis and will need additional support from NIBC on top of government support measures. He wanted to know whether it can already be expected that this urges NIBC to make new strategic choices.

Mr Van Riel said that NIBC is, in line with the company culture, in direct contact with its customers. The retail division mainly consists of mortgages and savings. An increased number of customers, especially self-employed people, have requested a 3-month grace period for their mortgage payments. However, the number of requests submitted is still modest. In the past, a decision was already made to reduce investments in energy and shipping. NIBC is in close contact with those clients to discuss whether support is needed, also in view of the low oil prices. For now, the situation is very manageable.

Mr Stevense was aware that the ECB recommended not to pay out any dividend. NIBC now proposes to pay out dividends only in the second half of this year, in so far as the impact of the Corona crisis allows for such payment. Mr Stevens wanted to know who will be receiving such dividends at that time.

The Chair answered that dividends will be paid out to shareholders that hold NIBC shares at the time of the potential dividend payment.

Mr Stevense also asked about the offer of EUR 9.85 including dividends for approximately 25% of the shares by Blackstone. Blackstone has agreed in consultation with Flowers and Reggeborgh on the purchase of these shares. He wanted to know more about the agreement made between these parties and why it is not put up for a vote.

The Chair answered first of all that this purchase will not be voted on as it is not listed on the agenda. Neither will there be any discussion on elements that may or may not impact the takeover, such as distribution of dividends. Secondly, a separate shareholder meeting will be held on the Blackstone offer later this year. Thirdly, the agreement made between said parties is a private contract between individual shareholders which is not the responsibility or the business of the board.

A third question asked by **Mr Stevense** dealt with the equity of EUR 1.8 billion, which amounts to EUR 12.32 per share. This means that Blackstone's offer is below the intrinsic value of the company. He wanted to know why the majority shareholders would accept such an offer. **The Chair** stressed once more that this is a private matter between shareholders and that the item is not listed on the agenda.

In his fourth question, **Mr Stevense** mentioned that NIBC discontinued its capital market services for corporate clients. As a result, a provision was made of EUR 9 million, which is compensated by strong operational profits in 2019. Mr Stevense asked whether NIBC is planning to invest in more profitable activities instead, and to which extent profits will be expected as a result. **Mr Dijkhuizen** said that these activities have indeed been discontinued, which will lead to a cost reduction. The related capital release is EUR 20 – 25 million. Activities will at all times be compared to the hurdle rate of 10 to 12%, which hurdle is also included in the medium term objectives.

Mr Stevense then asked about the size of the profit per euro for reinvestments. **Mr Dijkhuizen** replied that the hurdle is at 10 to 12% on the medium term.

Mr Stevense asked about OIMIO, which provides loans to support Dutch small and medium-sized enterprises. Some of the portfolios contain retail real estate, which exposure may make NIBC vulnerable. He also asked whether the collaboration with fintech company OakNorth was profitable enough. **Mr Van Riel** said that the collaboration with OakNorth focuses not so much on profits, but on portfolio management. The collaboration is successful. Especially in the current situation, it helps to gain a better insight in the assets. OIMIO, which was launched a few months ago, provides real estate loans up to EUR 10 million. It is unrelated to venture capital or leveraged loans. Real estate investors to whom loans are provided are carefully selected. The team critically assesses all propositions in line with the strategy.

Mr Stevense asked what will happen with the savings and the DGS coverage at NIBC after the takeover by Flora Acquisition, as this is an American private equity fund. **Mr Dijkhuizen** stressed that there are no consequences whatsoever for deposit holders. NIBC will retain its banking status and will remain under the supervision of the Dutch Central Bank. This also means that the Dutch deposit guarantee scheme will remain in force.

The Chair said that several questions were submitted on the Blackstone transition.

Mr Van Vuren asked an update about the expected closing date of the transaction.

Mr Haaijer asked about the conditions applicable to the transaction, and if they were irrevocable. He wanted to know:

- whether the transaction depends on any offer made to other shareholders;
- whether a MAC clause can be invoked, either based on NIBC-related or on other circumstances, such as the Corona crisis;
- if no MAC can be invoked, whether Blackstone has the chance to revoke the transaction only if it becomes aware of facts related to NIBC that it had no knowledge of at an earlier stage.

Mr Haaijer asked, if the questions cannot be answered during this AGM, for these to be answered well before the public offer is made.

In the February press release, it was stated: "Each has irrevocably agreed to sell their full shareholdings in NIBC in separate private transactions with the Offeror at fixed prices per Share (cum dividend) of EUR 8.93 per Share for JCF and EUR 9.65 per Share for Reggeborgh." **Mr Haaijer** wanted to know whether the irrevocability applied to JCF and Reggeborgh, or also to Blackstone in case certain obligations regarding the offer are not met.

Mr Schutte asked to which extent the deal between Blackstone, Reggeborgh and Flora is final. He noted that the most recent announcements about Blackstone are from a month ago, so he wanted to know whether the process is still going as planned.

The Chair repeated his answer given earlier in reply to all questions asked. The Managing and Supervisory Board can only refer to the press releases published in February and March. There is no other news about the offer than what has already been announced in these press releases. An extraordinary shareholders' meeting devoted to this topic will be held in the second half of 2020. In accordance with the rules, a draft offer memorandum must have been submitted to the Dutch Authority for the Financial Markets (AFM) within 12 weeks from the offer, which in this case is on 19 May 2020. No announcement will be made of this submission. The AFM normally gives its approval within six weeks' time. The public offer must be announced in a press release within one week of that approval. Managing and Supervisory Board are preparing all the documents needed in accordance with rules and regulations. No further announcements can be made.

The Chair then opened the lines for questions asked by shareholders attending the webcast.

Mr Jorna (VEB) asked the following questions:

- How many customers have made use of arrangements offered due to the Corona crisis and whether any interest payments have been remitted. He also asked whether any bankruptcies of customers have come to NIBC's knowledge?
- Could investments in fintech startups may cause any damage to NIBC as a result of liquidity problems?
- May HSH face great challenges in the current situation?
- The VEB will ask further questions about the Blackstone offer during the extraordinary meeting of shareholders. He noted, however, that the current share price is now far below the offer, so that the MAC clause may be invoked pursuant to the COVID crisis. He asked whether such an invocation may be successful?
- The VEB has pointed out to NIBC at an earlier stage that it should have publicly announced Blackstone's interest sooner and that it has informed the market rather late. VEB estimates that this will result in lost profits of EUR 3.7 million, but Mr De Wilt replied that he thought this amount to be unfounded. Mr Jorna asked for a further explanation and also whether the AFM has by now asked for more information. He also said that the situation may be embarrassing especially for supervisory board member Kremers, who is a member of the advisory committee of the AFM. Towards Reggeborgh and Volker Wessel, the VEB had expressed similar same objections and a settlement has been reached with them. Mr Jorna therefore asked whether it would not be best to aim for a settlement in this case too, as judicial proceedings will be costly.
- To which extent Blackstone has had any influence on the decision to discontinue certain business activities, as it will be mainly interested in NIBC's mortgage and corporate businesses?
- In December 2019, the district court of North Holland found NIBC guilty of *fraus legis*. This is damaging for the reputation of the entire banking sector. A settlement was reached with the Tax Authorities. Mr Jorna wanted to know how much was paid in this respect.
- Can management give a further explanation on the fact that Euronext erroneously placed NIBC in a different index?
- Can management give insight in the IT platform and the collaboration with Cegeka as a new partner in IT? He also wanted to know how the three lines of defence function with regard to Cegeka and any subcontractors it may have.

Mr De Wilt said that approximately 500 customers who have a mortgage with NIBC have requested a special arrangement, which is 1% of the total customer base. Less than ten corporate clients have asked for special arrangements for loans as a consequence of Corona. **Mr Van Riel** said that, to his knowledge, so far there have not been any Corona-related bankruptcies.

Mr Van Riel said that investments in fintech are limited in size. Relatively large is the investment in Ebury. Santander has recently made an offer on Ebury shares. It seems that this transaction is not impacted by the Corona crisis.

Mr De Wilt said that no announcements are made on individual cases, which also applies to HSH. The next announcement will be made as part of the mid-term figures.

Mr De Wilt said that he could not give insight into whether Blackstone could rely on a MAC clause given the current market share price of NIBC or not. Public announcements have been made on all public stages that were part of this transaction process. Pursuant to rules and regulations, no further announcements can be made for the duration of this process until the extraordinary shareholders' meeting. **Mr Jorna** understood this reply, but said that small investors do have many questions about the irrevocability of the transaction.

The Chair said that the letter sent by the VEB has been discussed elaborately also by the Supervisory Board. The position taken by the boards is that the party making a claim is also obliged to substantiate that claim. The company has therefore asked the VEB in writing to provide proof for its claim. No response has been received so

far. **Mr Jorna** did not agree, as he is of the opinion that NIBC is the party obliged to provide an explanation for the fact that trading volumes in NIBC shares have increased around 5 February. That is precisely why the VEB suggests a settlement. **The Chair** said that the company will await the VEB's written response to said letter.

Mr De Wilt said that Blackstone had no say whatsoever in NIBC's decision to discontinue part of its business activities.

Mr Dijkhuizen gave a further explanation on the district court case Mr Jorna referred to. He stressed that NIBC was not a party to this court case, which also means that he has no further information about it. There is no difference of opinion between the Tax Authorities and NIBC as to the taxation of the transaction involved. A final agreement with the Tax Authorities on the past joint venture with Société Générale was reached in 2014. NIBC has proactively discussed the reporting on the court case with the Tax Authorities, in light of the horizontal monitoring agreement and the good relationship that NIBC maintains with the Tax Authorities. NIBC has also notified the Dutch Central Bank about the court case and the fact that NIBC was mentioned in the court case as referred to by Mr Jorna, but that it was not party to the proceedings.

Mr De Wilt said that the change in the Euronext index was based on a misunderstanding between the parties involved. **Mr Jorna** (VEB) said that he had the impression that NIBC did not at all communicate with Euronext, simply because it was not paying attention and as a result investors were damaged. **Mr De Wilt** said that NIBC regrets the course of events, but that it is pleased that it has been put back in the correct index.

Mr Dijkhuizen said that NIBC is satisfied with the collaboration with Cegeka. No problems have occurred, also not in the transition to remote working. IT is a topic that requires constant attention and improvement. NIBC has procedures in place and performs regular audits to ensure that the three lines of defence are operating effectively.

2.b Report of the Supervisory Board

The Chair said that the report of the Supervisory Board can be found on pages 106 through 115 of the Annual Report.

There were no questions or comments on the report of the Supervisory Board.

2.c Corporate Governance

The Chair said that information about corporate governance can be found on pages 118 through 122 of the Annual Report.

There were no questions or comments on corporate governance.

2.d Remuneration Report

The Chair said that information about the remuneration report can be found on pages 110 through 129 of the Annual Report.

The Chair gave the General Meeting the opportunity to ask questions about the Remuneration Report.

Mr Jorna (VEB) said that the VEB is in favour of abolishment of the variable income, and compensating this in the fixed salary. He asked whether the Supervisory Board is aware that the past few years of NIBC were very successful, whereas they may be less profitable in years to come, as the measure will probably be irrevocable.

He also asked whether NIBC has considered to cancel bonus payments this year, further to the recommendation of ECB.

Mrs Zijderveld, chair of the remuneration committee, said that the past years have indeed been very profitable. The process of converting variable income into fixed salaries has however already been started in 2019, for the entire organisation. The proposal is based on principles and is therefore not impacted by the Corona crisis. The Works Council has already given its approval to the new policy and it has already been communicated to staff.

Mrs Zijderveld added that bonuses in the Netherlands amount to a maximum of 20% of the total salary. This situation is very different from bonus schemes in other countries, so that withholding bonus payments for 2019 would have no substantial impact. Moreover, 2019 was a very profitable year and great efforts were made by board members to achieve that result. **The Chair** added that the background of the ECB recommendation was to apply modest bonus policies, whereas NIBC's policy is already very modest. With the conversion of bonuses into fixed salaries, bonuses are abolished altogether. The Supervisory Board thinks that the policy is therefore in line with the ECB recommendation.

Pursuant to the SRD II Regulation, shareholders are requested to cast an advisory vote on the remuneration report. **The Chair** put the proposal up for a vote. 98% of the votes cast were in favour of the proposal, so that it was positively advised on.

3. ANNUAL ACCOUNTS 2019

3.a Proposal to adopt the 2019 financial statements

Mrs Ahmed-Karim (EY Accountants), external auditor, gave a brief presentation about the activities performed with respect to the financial statements. The audit of both the individual and consolidated annual accounts were part of EY's activities. Also, it was assessed whether the annual accounts met all the requirements and whether it gave a fair and true representation of the company according to the facts known to the auditor. In its activities, EY observed all legal obligations for audits. In addition, it assessed all the reports submitted to the Dutch Central Bank, the mid-term figures and the submission of comfort letters for loans.

Mrs Ahmed-Karim has worked together with an international team of experts, including IT and tax specialists, experts in the field of valuation of instruments and collateral, and experts on provisions for credit losses. Forensic accountants were involved for audits in the field of risks assessment, fraud risk and compliance with rules and regulations.

The audit is designed to provide a high degree of confidence that the annual accounts give a true and fair view, which means that the financial statements have been prepared following the applicable standards and contain no material errors. Deviations are considered to be material, and therefore included in the report, if they exceed EUR 12 million, although smaller limits apply for example to remuneration. All deviations exceeding EUR 12 million must be corrected; all deviations exceeding EUR 600,000 have been discussed with the Audit Committee and the Supervisory Board.

The auditor has provided an unqualified opinion in relation to the financial statements for 2019. This means that both the consolidated and the individual statements have been drawn up in conformity with IFRS and give a fair and true view. The annual report meets all legal and other requirements. The remuneration report contains all information required by law. The application of the going concern principle under IFRS gave no cause to any doubts.

Two key audit matters have been reported by the auditor:

- the provision for credit losses;

- continuity and reliability of automated data processing.

The auditor's statement contains an explanation on the activities that have been performed in this context.

Mrs Ahmed-Karim continued by stressing that the annual accounts were drawn up prior to the COVID-19 crisis. The crisis must be seen as an event after the balance sheet date that has no impact on the results. The new circumstances have been discussed with the Supervisory Board, along which liquidity and business continuity, but there were no reasons to perform additional audit activities. No changes were made to the accounts, as the continuity of the business is not at risk.

EY draws up an audit plan prior to the audit and submits a management letter after the audit is completed. The management letter contains recommendations for the Managing and Supervisory Board. The auditor has regular meetings with the boards and the Audit Committee. The auditor concludes that the persons involved are committed and interested in the auditor's findings or recommendations. Meetings are also held with several divisions within the organisation. The relationship between the auditor and the company is open, critical and positive. People involved are committed to constant improvement. The Managing and Supervisory Boards and Audit Committee take the auditor's recommendations seriously and take actions accordingly.

The Chair gave the General Meeting the opportunity to ask questions about the annual accounts.

Mr Jorna (VEB) asked the auditor about her opinion on the countervailing power exercised by the Audit Committee.

Mrs Ahmed-Karim said that, based on meetings with and meeting reports from the Managing Board, the Supervisory Board and the Audit Committee, EY can conclude that the Supervisory Board asks the Managing Board critical questions about reporting and operational and strategic management and the auditor concluded that the annual report is in line with actual practice. Knowledge and understanding are sufficient in light of the need for countervailing power.

The Chair put the proposal to adopt the 2019 financial statements to a vote. 99% of the votes cast were in favour, so that it was adopted by the General Meeting.

3.b Proposal to distribute a total dividend of EUR 0.78 per ordinary share, resulting in a final dividend of EUR 0.53 per ordinary share

The Chair moved to the proposal to pay a total dividend of EUR 0.78 per ordinary share.

Mr Jorna (VEB) asked whether, given the fact that it was proposed to pay out dividends in the second half of 2020, it is possible that dividend payments are cancelled altogether. He also wanted to know in which way Blackstone can influence such a decision.

Mr Dijkhuizen said that dividend payments will be made in so far as these seem feasible and suitable in view of the COVID-19 crisis. It is not possible to predict the future in this respect. Blackstone cannot influence a decision to pay out dividends. The proposal indeed is a postponement of payments only.

The Chair put the proposal on the distribution of total dividend to a vote. 99% of the votes cast were in favour, so that it was adopted by the General Meeting.

4. DISCHARGE

4.a Proposal to discharge the Managing Board

The Chair put the proposal to discharge the Managing Board to a vote. 99% of the votes cast were in favour, so that it was adopted by the General Meeting.

4.b Proposal to discharge the Supervisory Board

The Chair put the proposal to discharge the Supervisory Board to a vote. 99% of the votes cast were in favour, so that it was adopted by the General Meeting.

5. Proposal to amend the remuneration of the members of the Managing Board

The Chair noted that the proposal to amend the remuneration of members of the Supervisory Board was already implemented as from 1 January 2019. As discussed earlier during this meeting, it is proposed to abolish the variable bonus and to convert it into fixed salary for the Managing Board. The same amendment applies to other staff of NIBC in so far as they were receiving variable bonuses.

The Chair stressed that a majority vote of 75% is required for this proposal pursuant to SRD II. He put the proposal to a vote. 92% of the votes cast were in favour, so that it was adopted by the General Meeting.

6. Composition of the Supervisory Board: appointment of Supervisory Board member

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

The Chair said that his own term has ended, but that the Supervisory Board has nominated him for a second term. The Dutch Central Bank has already approved the appointment. The Works Council has also submitted a positive recommendation.

The Chair concluded that the General Meeting did not make any recommendations for other candidates.

6.b Proposal to reappoint Mr Sluimers as member of the Supervisory Board

The Chair pointed out that his proposed appointment is for member of the Supervisory Board. The Supervisory Board will appoint a chair from their midst.

The Chair put the proposal to reappoint him as member of the Supervisory Board to a vote. 99% of the votes cast were in favour, so that it was adopted by the General Meeting.

7. Intention to reappoint Mr Van Riel as member of the Managing Board

The Chair said that Mr Van Riel was appointed as a member of the Managing Board and Chief Risk Officer on 15 August 2016, for a period of four years. The Supervisory Board intends to reappoint him as per 15 August 2020 for another term of four years in these same positions.

The Chair concluded that there were no questions on this agenda item.

8. Issuance and repurchase of shares

8.a Proposal to authorise the Managing Board to issue shares

Mr Haaijer asked whether the repurchase of shares is possible at any time, also in view of the Blackstone transaction. He also asked within which term such repurchases must be announced publicly, or how soon they can be implemented after the approval of the General Meeting today. **The Chair** said that these questions will be

answered in writing after the meeting and that the answers would be included in the minutes (please refer to the appendix).

The Chair put the proposal to authorise the Managing Board to issue shares to a vote. 97% of the votes cast were in favour, so that it was adopted by the General Meeting.

8.b Proposal to authorise the Managing Board to restrict or exclude pre-emptive rights

The Chair put the proposal to authorise the Managing Board to restrict or exclude pre-emptive rights to a vote. 97% of the votes cast were in favour, so that it was adopted by the General Meeting.

8.c Proposal to authorise the Managing Board to repurchase shares

The Chair put the proposal to authorise the Managing Board to repurchase shares to a vote. 99% of the votes cast were in favour, so that it was adopted by the General Meeting.

9. Proposal to reappoint EY as auditor for the financial year 2020

The Chair put the proposal to reappoint EY to a vote. 99% of the votes cast were in favour, so that it was adopted by the General Meeting.

10. Any other business

Mr Jorna (VEB) read in the annual report that NIBC was involved in the takeover by Reggeborgh of Volker Wessels, by making available EUR 200 million. He asked if there was any conflict of interest and whether competitive market prices have been paid.

Mr Van Riel replied that the takeover was explicitly mentioned in the top 20 exposures as part of the annual report, as due to the size it is an unusual transaction for NIBC. The transaction was discussed in the Related Party Transaction Committee of the Supervisory Board and it was assessed both from a business and a risk perspective. NIBC and VanLanschootKempen cooperated in this transaction and competed with other market parties. Reggeborgh as a shareholder did not in any way put pressure on NIBC to cooperate. NIBC found that the transaction had a good risk return, was appropriate and in line with the strategy. Reggeborgh will repay the loan in the coming period as laid down in the agreement with Reggeborgh.

11. CLOSING

The Chair asked all shareholders to submit their voting form to Mrs Jansen immediately after the meeting.

The Chair thanked all the participants for their commitment and attendance. He regretted that no drinks could be served after this webcast meeting, but wished all the shareholders good health. He closed the meeting at 12:15 hours.

Appendix:

Answers provided in writing on the questions raised by Mr Haaijer during the Extraordinary General Meeting of shareholders.

Mr Haaijer asked whether the repurchase of shares is possible at any time, also in view of the Blackstone transaction. He also asked within which term such repurchases must be announced publicly, or how soon they can be implemented after the approval of the General Meeting today.

When shares are repurchased for certain specific purposes (such as employee participation plans), under market abuse rules often a 'safe harbor' is used. Under that safe harbor, under certain conditions (for example in case an external investment firm manages the repurchase program independently), the repurchase of shares can also continue during a closed period or when NIBC has inside information. In other cases, NIBC may not trade during the usual closed periods (ie 30 days prior to the publication of periodic results) or if NIBC has inside information regarding its own share.

If the 'safe harbor' is used, a purchasing program must be announced in advance by means of a press release. The required information must be provided to the AFM no later than at the end of the seventh trading day following the day on which transactions were conducted under this program. The information must be placed on the website within the same deadline and NIBC must issue a press release. If NIBC purchases 3% or more of its issued capital, it must report this to the AFM immediately.

It has been decided at the AGM that the Managing Board may repurchase own shares up to a maximum of 10% of the issued share capital. The AGM has authorized the Managing Board for this for a period of 18 months from 17 April 2020 (Please note: a similar decision was made at the AGM in 2019). The authorization decision takes effect immediately. If NIBC indeed wishes to repurchase shares, further resolutions of the Managing Board and Supervisory Board are still required.