

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of NIBC HOLDING N.V.
HELD ON 7 OCTOBER 2020**

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

Location

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

Date

7 October 2020, 15:00 hours CET

Attendants

Supervisory Board members

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

Nominated Supervisory Board members

Mr Qasim Abbas, Mr Nadim el Gabbani

1. Opening

Mr Sluimers, chair of the Supervisory Board and chair of the meeting, opened the meeting at 15.00 hours and welcomed all the attendants to this extraordinary general meeting, held via audio webcast. He introduced **Mr De Wilt**, CEO, **Mr Dijkhuizen**, CFO and **Mr Van Riel**, CRO, who were all present in the meeting room. The other members of the Supervisory Board were attending by audio webcast. The Chair appointed Mrs Jansen as the secretary. The minutes of this meeting will be drawn up in conformity with the Dutch Corporate Governance Code. Shareholders can comment on the draft minutes within three months from the date they were published. After that date, the minutes will be adopted by the Chair and the secretary. The meeting was broadcasted via audio webcast in English and Dutch.

The **Chair** established that the meeting was duly convened on 7 August 2020 and that the full agenda plus appendixes were made available for inspection in the manner prescribed. As all formalities for duly convening the meeting have been observed, valid resolutions as stated on the agenda can be adopted.

The **Chair** said that several questions had been submitted by shareholders beforehand. They will be discussed at the end of each relevant agenda item. Additional questions can be answered via the operator. Questions unrelated to any of the agenda items can be asked under agenda item 10, any other business.

The **Chair** said that the issued capital of NIBC Holding N.V. on the record date consisted of 147,513,369 ordinary shares. On the meeting date 1,025,834 ordinary shares were held as treasury shares. 121,470,459 ordinary shares were present during the meeting, representing 82.3% of the issued capital. 121,306,469 shares were represented by the independent civil law notary Allen & Overy via proxy votes. Mrs Roozendaal of Allen & Overy attended the meeting on their behalf.

The **Chair** explained the voting procedure and asked shareholders to complete their voting forms and submit them by e-mail to Mrs Jansen after the meeting. Voting results will be available on the website after the meeting.

2. Explanation of the recommended public offer by Flora Acquisition B.V., an indirect wholly-owned subsidiary of The Blackstone Group Inc., for all issued and outstanding ordinary shares in the capital of NIBC Holding N.V.

The **Chair** said that the company has seen unprecedented developments as a result of the Corona pandemic. The Supervisory and Managing Boards have carefully reviewed the proposal made earlier by Blackstone, taking in mind both the interests of the shareholders and the future of the company. NIBC and Blackstone reached a conditional agreement on the public offer, and entered into the initial Merger Protocol on 25 February 2020, which was amended on 10 July 2020. The Offer was supported by NIBC's two largest shareholders, J.C. Flowers & Co (hereinafter: JCF) and Reggeborgh, representing 60.6% and 14.7% of the shares respectively and 75.3% in aggregate. The offer has full and unanimous support and recommendation by the NIBC Managing Board and the NIBC Supervisory Board. The Works Council of NIBC has provided its unconditional positive advice in relation to the transaction. The Acceptance Period commenced on 10 August 2020 and has been extended until 21 December 2020. All required competition clearances have been obtained. The process to obtain the necessary regulatory clearances is on track. The regulatory clearance process will extend beyond 19 October 2020, which is the end of the initial acceptance period. Blackstone and NIBC currently anticipate that settlement will still take place in 2020.

The Board is of the opinion that the Offer is financially attractive for all shareholders. It provides minority shareholders with a fair cash price and a certain delivery of the 2019 Final Dividend. The Offer facilitates an exit for JCF, which for over fifteen years together with its representatives supported NIBC to grow into the business it is today. The **Chair** thanked JCF for all their support during those fifteen years. The Offer also facilitates an exit

for Reggeborgh, which has supported NIBC since the IPO. The **Chair** also thanked Reggeborgh for its support in this deal.

The long-term interests of all other stakeholders are secured by the transaction. Blackstone will work with NIBC to accelerate its strategic ambitions. Current rights and benefits of NIBC's employees will be respected. The strong governance framework will safeguard all stakeholders' interests, whilst a nimble and entrepreneurial culture is maintained. NIBC will be better equipped to capitalise on market opportunities as a delisted company with a strong shareholder, for the benefit of all stakeholders. All regulations from the Dutch Banking Code will be observed and the Managing Board remains unchanged. The Supervisory Board will continue to consist of seven people upon settlement of the Offer. It will comprise of the four current independent members and three members to be nominated by Blackstone. All committees of the Supervisory Board will be chaired by an independent member of the Supervisory Board. The number of Supervisory Board members can be increased to nine in the future. If that happens, there will be five independent members and four members to be nominated by Blackstone. The company's head office and key corporate functions will remain in The Hague. Key brands of the company will be maintained. The current rights and benefits of NIBC's employees will be respected, and existing rights and arrangements with the Works Council will be recognised.

Mr **De Wilt** added that the Supervisory and Managing Boards believe that NIBC together with Blackstone and through its entrepreneurial culture will be equipped to further strengthen its position as a leading niche banking player. Blackstone will provide further support to the strategy focused on providing an attractive retail offering, growing its originate-to-manage platform, and transforming and growing its corporate franchise in certain granular and niche segments of the market. As a delisted company supported by a strong shareholder, NIBC will be in an even better position to capitalize on these market opportunities for the benefit of all stakeholders, including its clients and employees. Blackstone's track record of investing and supporting growth combined with NIBC's entrepreneurial spirit are expected to enable further investments into new ventures. Fintech-driven initiatives will provide an additional boost for the OTM franchise and support further diversification of the balance sheet, as well as enhance career opportunities and development for NIBC's employees. Blackstone and NIBC share the same strategic view and are fully aligned as to continue to accelerate the current strategic direction.

In 2020, NIBC will celebrate its 75th anniversary. The entrepreneurial spirit is deeply engraved in the company's DNA and will continue to be felt for the years to come. With Blackstone, NIBC will be able to provide a boost to the execution of the strategy going forward. The Offer can be summarized as follows:

- a recommended all-cash public offer for all issued and outstanding NIBC shares;
- public shareholders will receive an aggregate amount of EUR 7.53 per share, consisting of:
 - o an unconditional 2019 Final Dividend of EUR 0.53 per share, payable once the Offer has been declared unconditional;
 - o an offer price of EUR 7.00 per share, payable upon settlement;
- irrevocable undertakings from J.C. Flowers & Co and Reggeborgh to pay:
 - o a conditional 2019 Final Dividend of EUR 0.53 per share;
 - o the offer price of EUR 7.00 per share upon settlement;
- a total acquisition consideration of EUR 1.1 billion, based on the aggregate amount of EUR 7.53 (EUR 1.03 billion excluding the 2019 Final Dividend);
- a revised valuation, reflecting the impact of COVID-19;
- a binding equity commitment letter is in place;
- fairness opinions were provided by BofA Securities and Lazard.

Mr **De Wilt** showed a graph with share price developments from March 2018 to the present, compared to price developments of the Dutch banking composite and the Euro Stoxx Banks index. The graph shows that the share price of NIBC is supported by the Blackstone offer.

The Offer Memorandum of 7 August 2020 set out all terms and conditions applicable to the Offer. The Offeror announced on the date of this general meeting that the tender period was extended until 21 December 2020. The Boards recommend shareholders to tender their shares before the Acceptance Date. Once the Offer is declared unconditional, settlement and payment of the Final Dividend is expected to take place before the 2020 year-end.

Mr **Rienks** asked beforehand why the Supervisory Board recommends shareholders to sell their shares at such a low price level and denies them the right to keep shares until share prices have recovered.

Mr **Stevense** asked beforehand why a deal was made at such a “bargain price”.

The **Chair** said that the latest share price developments of NIBC have been favourable, especially compared to the banking sector as a whole. From that perspective, and compared to the price level at the end of 2019, the Offer is very reasonable, also for minority shareholders.

Mr **Rienks** asked beforehand why the Supervisory Board considers it to be in the interest of shareholders that NIBC is delisted and falls into the hands of a powerful American investor, also asking what has been offered in return to Board Members.

Mr **Stevense** asked beforehand why private shareholders are forced to join this process, and whether the option to stay listed has been considered.

The **Chair** repeated that both Boards of NIBC believe that NIBC together with Blackstone and through its entrepreneurial culture will be equipped to further strengthen its position as a leading niche banking player. Blackstone will provide further support to NIBC’s strategy. The Offer has been extensively discussed in both Boards, and is supported by independent fairness opinions of BofA Securities and Lazard, as a result of which they have concluded that Blackstone will endorse the strategic position of NIBC in the future. Having a single shareholder and operating without a public listing will increase NIBC’s ability to achieve its goals and implement its strategy. This is for the benefit of all of its stakeholders.

Mr **Stevense** asked beforehand whether Blackstone’s intention in the end is to take over NIBC and merge several small banks.

Mr **Stevense** asked beforehand how the Boards can be certain that Blackstone does not have plans to change the strategy.

Mr **Stevense** asked beforehand about the amount of risk Blackstone is willing to take. He also wanted to know whether capital buffers will be deployed.

The **Chair** said that the Boards cannot speak on behalf of Blackstone. Blackstone will itself have to explain their strategic reasons behind the Offer to their own stakeholders. This extraordinary meeting of NIBC focuses on the selling of NIBC. The Boards do however see that Blackstone will provide a boost to NIBC’s strategy and its growth opportunities. Specific undertakings have been made to guarantee that NIBC remain sufficiently capitalized and funded. NIBC will remain under the supervision of the Dutch Central Bank (hereinafter: DNB). Independent board members will form the majority of the future Supervisory Board.

Mr **Romeijn** asked why the Boards accepted lower offer prices after renegotiations, although the pandemic and its economic consequences were expressly excluded from the MAC-clause. The **Chair** said that the (re)negotiations were conducted by the two large shareholders, and not by NIBC. In this process, it was the task of NIBC’s Managing and Supervisory Board to assess whether the result of the negotiations is fair. Opinions from two external experts have been sought in this respect. Developments all over the world, and also within NIBC,

have affected price levels. The forecasts for the Dutch economy are not very positive in case of a second corona wave. It can be expected that economic circumstances and share price levels will deteriorate. Also from this perspective, the Boards think that the price negotiated is fair.

Mr **Romeijn** asked why Mr De Wilt said in an interview in Het Financieele Dagblad that he thought it was possible that DNB would impose further conditions, based on which Blackstone would have a way out of the deal. He wanted to know whether DNB did indeed ask for a new business plan, and how such a new plan could affect the profitability of NIBC in the future. The **Chair** said that the original business plan was made obsolete because of the pandemic. Negotiations were therefore reopened. The new business plan was set up by the Offeror, and not by NIBC. DNB did not ask NIBC to provide a new business plan. However, several scenarios were submitted to the regulator on request on the impact of the COVID crisis. At a certain point, it was clear that the circumstances had dramatically changed, so that the parties had a reason to renegotiate the Offer, after which they agreed on a lower price. This renegotiation was conducted between the Offeror and the two large shareholders. Neither the Boards, nor DNB have played a role in it. The role of both the Managing Board and the Supervisory Board was to assess whether the price offered is fair. The Boards do consider the new Offer to be in the interest of all stakeholders, which is supported by the independent fairness opinions.

It is still unclear to Mr **Romeijn** why the first offer was renegotiated although the pandemic was excluded from the MAC clause. He is however aware that this was a matter between the contracting parties.

Mr **Romeijn** asked beforehand whether minority shareholders in their capacity of third-party beneficiaries could pursuant to article 6:253 from the Dutch Civil Code invoke specific clauses from the Merger Protocol. Mr **Stevens** of Allen & Overy answered this question. The original Merger Protocol was between NIBC and Blackstone, so that shareholders were not a party to this contract. It was stated explicitly in the Protocol that third parties cannot derive rights from the invocation of specific provisions or clauses.

Mr **Romeijn** referred to the shareholder premium as laid down in the original agreement with Blackstone. It was deleted in the eventual agreement, in which a uniform offer price was laid down. He asked for an explanation. The **Chair** said that the original price was better for all shareholders than the revised deal. Several circumstances, and mainly the COVID pandemic, have however led to a revised price. The Boards underline that the revised price offers deal certainty, which given the price developments in the overall banking sector is very much in the interest of minority shareholders. There is a difference between the two large shareholders and the minority shareholders, as the latter are certain of a dividend pay-out, whereas the former are not.

Mr **Stevens** said beforehand that, if the deal does not go through, private shareholders can distribute EUR 42 million while retaining their shares. He asked if the Boards have taken this into consideration. The **Chair** said, given the market circumstances and NIBC's financial outlook, and also taking into consideration the interests of all shareholders and the stability of NIBC in the future, the Boards have after careful deliberation concluded that the revised deal is in the best interest of all stakeholders. A break fee of EUR 42 million was included in the amended Merger Protocol, combined with deal certainty. EUR 42 million distributed over all shareholders would result in a dividend of around EUR 0.30 per share only. The Boards are convinced that the price offer is favourable, given market circumstances, forecasts and price developments.

Mr **Romeijn** asked about the level of the bonuses paid out to Board Members as a percentage of their salaries. The **Chair** first said that a merger is a very long procedure, whereas stability and continuity are important for the future of NIBC, so that members of the Managing Board and key staff must be retained as much as possible. Therefore, a retention package has been created. Approximately EUR 4,5 million of the total of EUR 8 million on retention bonuses will be available for the Managing Board; the remaining sum will be paid to key staff within the

company. This is approximately 183% of the base salary of Board Members, which is below the maximum of 200% pursuant to Dutch law.

3. Conditional Asset Sale and Liquidation

3.i Approval of the Asset Sale as required under article 2:107a of the DCC

3.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

Mr **Romeijn** asked beforehand on which basis the Boards assumed that all conditions of the contemplated asset sale will be met, given that its sole purpose appears to be to avoid the standard 95% shareholding threshold that a squeeze-out procedure requires. Mr **Dijkhuizen** said first of all that Blackstone's willingness to pursue the transaction is based on its ability to acquire 100% of NIBC. By setting the acceptance threshold at 85%, the deal still requires the approval of a substantial part of the minority shareholders. Combined with the deal certainty that has been given, the Boards consider the conditions to be acceptable and believe they are in the interest of all shareholders. This type of asset sale and liquidation structures is common in public offers in the Netherlands of this size.

Mr **Stevense** asked how the banking license will be transferred to Blackstone, and how much time the liquidation process will take. Mr **Dijkhuizen** said that the banking license of NIBC Bank NV will be transferred to the Blackstone entity Flora Acquisition BV as part of the asset sale. It is expected that the liquidation procedure and relevant payments will take several weeks.

The **Chair** put the proposal to the vote. Mrs **Roosendaal** said that 99.09% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

4. Conditional amendment of NIBC Holding's Articles of Association as per the Settlement Date

The **Chair** said that Blackstone and NIBC have agreed that changes are to be made to the corporate governance structure of NIBC Holding effective as per the Settlement Date. Proposed amendments are also included in the Offer Document. All this is subject to the condition that the Offer is declared unconditional and that Settlement has taken place.

There were no questions further to this agenda item.

The **Chair** put the proposal to the vote. Mrs **Roosendaal** said that 99.09% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

5. Conditional amendment of the Articles of Association as per delisting of the shares in the capital of NIBC Holding

The **Chair** said that Blackstone and NIBC have agreed that changes are to be made to the corporate governance structure of NIBC Holding as per delisting of the shares. Proposed amendments are also included in the Offer Document.

There were no questions further to this agenda item.

The **Chair** put the proposal to the vote. Mrs **Roozendaal** said that 99.09% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

6. Conditional changes to the Supervisory Board

The **Chair** said that it is proposed to appoint Mr Q. Abbas and Mr N. El Gabbani as members of the Supervisory Board.

6.i Conditional appointment as per the Settlement Date of Mr. Q. Abbas as member of the Supervisory Board for a term of four years

Mr **Abbas** briefly introduced himself. He works as a senior managing director of Tactical Opportunities at the Blackstone Group. He leads the European team and is responsible for the European financial services investment strategy. Mr Abbas has been working in finance and banking during the past twenty years.

6.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

Mr **El Gabbani** is a senior managing director for Blackstone's Private Equity Fund. He leads the European financial services investment strategy. He has been active in investing and financial services for the past fifteen years.

There were no questions further to this agenda item.

The **Chair** put the proposal to appoint said candidates to the vote. Mrs **Roozendaal** said that 99.30% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

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

There were no questions further to this agenda item.

The **Chair** put the proposal to the vote. Mrs **Roozendaal** said that 99.26% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

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

There were no questions further to this agenda item.

The **Chair** put the proposal to the vote. Mrs **Roozendaal** said that 99.27% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

9. Conditional cancellation of treasury shares held by NIBC Holding

There were no questions further to this agenda item.

The **Chair** put the proposal to the vote. Mrs **Roozendaal** said that 99.85% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

10. Any other business

Mr **Romeijn** asked about the performance of the NIBC mortgage portfolio since February 2020. The **Chair** said that information about the performance of this portfolio can be found in the half-year results as published in August 2020.

Mr **Romeijn** noted that he and other shareholders will still have to submit their votes on the proposals put forward in this meeting, so that the voting results as mentioned by the Chair cannot be final. The **Chair** was aware that Mrs Roozendaal represents only part of the shares represented in this meeting. However, votes not represented by her will not change the voting outcome.

Mr **Stevense** asked, further to agenda item 6, how Mr Abbas and Mr El Gabbani were recruited. The **Chair** said that they were nominated by Blackstone. They were also the main negotiators on behalf of Blackstone.

11. CLOSING

The **Chair** thanked all for their attendance and their contributions. He closed the meeting.