

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of NIBC HOLDING N.V.
HELD ON 15 February 2021**

Location

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

Date

15 February 2021, 11:30 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

1. Opening

Mr Sluimers, chair of the Supervisory Board and chair of the meeting, opened the meeting at 11.30 hours and welcomed all the attendants to this extraordinary general meeting. He introduced **Mr De Wilt**, CEO, **Mr Dijkhuizen**, CFO and **Mr Van Riel**, CRO, who were all present in the meeting room. 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 **Chair** established that the meeting was duly convened on 4 January 2021 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 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. 145,044,251 ordinary shares were present during the meeting, representing 99% of the issued capital. All these shares were represented by the independent civil law notary Allen & Overy via proxy votes. Mr Bouhbouh of Allen & Overy attended the meeting on their behalf.

2. Amendment of the NIBC Holding's articles of association

The **Chair** said that after the approval by the EGM 2020 the Dutch Central Bank required some further changes to the articles of association as approved by the EGM 2020. Therefore the Managing Board proposed, with the prior approval of the Supervisory Board, to the General Meeting to resolve to amend the articles of association in order to reflect the changes required by DNB.

These changes have as background expansion of the supervisory board's influence, and safeguarding its position, with respect to:

- (i) certain important decisions, such as remuneration and amendment of articles,
- (ii) reserved matters requiring approval from the general meeting, and
- (iii) the instruction rights of the general meeting.

The **Chair** put the proposal to the vote. Mr **Bouhbouh** said that 100% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

3. 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 had agreed that changes are to be made to the corporate governance structure of NIBC Holding effective as per delisting of the shares. Proposed amendments mainly concern an update of the articles to reflect the delisting of the shares.

The **Chair** put the proposal to the vote. Mr **Bouhbouh** said that 100% of the votes cast were in favour of the proposal, so that it was adopted by the General Meeting.

4. Reappointment of Mr Dijkhuizen

The **Chair** said that the Supervisory Board intends to reappoint Mr. H. Dijkhuizen for a term starting on 31 October 2021 and ending on 31 December 2023.

5. Any other business

The **Chair** noted that no further comments were made.

6. CLOSING

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