

## Notice convening the Annual General Meeting of Shareholders of KAS BANK N.V.

Shareholders and holders of depositary receipts for shares of KAS BANK N.V. are hereby invited to attend the Annual General Meeting of Shareholders to be held on Wednesday, 26 April 2017 at 11:30 am at the office of KAS BANK N.V., Nieuwezijds Voorburgwal 225, 1012 RL Amsterdam, the Netherlands.

### Agenda

1. Call to order
2. Report of the Managing Board on 2016
3. Remuneration in the financial year 2016
4. Adoption of the financial statements 2016 (*voting item*)
5. Adoption of the dividend 2016 (*voting item*)
6. Corporate Governance
7. Discharge of the Managing Board (*voting item*)
8. Discharge of the Supervisory Board (*voting item*)
9. Amendment of the articles of association of KAS BANK N.V. (*voting item*)
10. Composition of the Supervisory Board
  - a. Profile of the Supervisory Board
  - b. Report of vacancy on the Supervisory Board
  - c. Reappointment of Ms P.J.E. Bieringa MBA (*voting item*)
11. Authorising of the Managing Board (*voting item*)
  - a. Issue of shares (*voting item*)
  - b. Repurchase of own shares (*voting item*)
12. Any other business
13. Adjournment

The complete agenda with explanatory notes, the Annual Report 2016 with the financial statements and other meeting documents will be available from 15 March 2017 at [www.kasbank.com](http://www.kasbank.com) and are available free of charge and for inspection at the company's office, Nieuwezijds Voorburgwal 225, 1012 RL Amsterdam, tel.: 020 – 557 52 00, email: [global.proxyvoting@kasbank.com](mailto:global.proxyvoting@kasbank.com).

### Registration date

The persons who on Wednesday, 29 March 2017 (the 'registration date') are registered in one of the registers referred to below, after all changes to the registers effective from that date have been processed, and who have registered for the meeting as described below, are authorised to attend and vote at the meeting. The designated register for the holders of registered shares is the shareholders' register held by the company. The designated (section of a) register for the holders of depositary receipts for shares is the accounting system of the institutions affiliated with Euroclear Nederland.

### Holders of registered shares

Holders of registered shares who wish to participate in the meeting must be registered in writing with the company no later than Wednesday, 19 April 2017 at 05:00 p.m. at Income Collection, Global Proxy & Agent Services, P.O. Box 24001, 1000 DB Amsterdam, email: [global.proxyvoting@kasbank.com](mailto:global.proxyvoting@kasbank.com).

Shareholders who wish to authorise a third party to participate in the meeting on their behalf must include the details of that third party in their registration.

#### **Holders of depositary receipts for shares**

Holders of depositary receipts for shares who wish to participate in the meeting must be registered in writing with the company via the institution that administers the depositary receipts for shares no later than Wednesday, 19 April 2017 at 05:00 p.m. at Income Collection, Global Proxy & Agent Services, P.O. Box 24001, 1000 DB Amsterdam, email: [global.proxyvoting@kasbank.com](mailto:global.proxyvoting@kasbank.com).

The affiliated institution must submit a statement with its registration that the depositary receipts in question are listed in the name of the holders of depositary receipts for shares in its accounting system on the registration date. Holders of depositary receipts for shares who wish to authorise a third party to participate in the meeting on their behalf must include the details of that third party in their registration.

#### **Automatic voting proxy**

Holders of depositary receipts for shares who wish to participate in the meeting in person or via an authorised third party and who sign the list of those present automatically receive a proxy from the KAS BANK Share Administration Trust ('Trust') to vote at the meeting on the number of depositary receipts deposited by them.

#### **Voting instructions**

Holders of depositary receipts for shares who are unable to participate in the meeting can provide voting instructions to the Trust to allow them to vote on their behalf at the meeting. To issue voting instructions to the Trust, the holder of depositary receipts for shares must a) have registered his depositary receipts as indicated above and b) make use of a voting instructions form that is available from the company or at [www.kasbank.com](http://www.kasbank.com). The form completed by the holder of depositary receipt for shares must be received by the company no later than Wednesday, 19 April 2017 at 05:00 p.m. The completed form can also be returned by email to [global.proxyvoting@kasbank.com](mailto:global.proxyvoting@kasbank.com).

The persons entitled to attend the meeting may be asked to identify themselves prior to the meeting on the basis of a valid passport or driving license.

*Amsterdam, 15 March 2017*

Managing Board  
KAS BANK N.V.

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1012 VT AMSTERDAM  
Tel.: 020 – 557 59 11

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