

## FIRST SUPPLEMENT TO THE BASE PROSPECTUS DATED 19 June 2015

dated 2 November 2015

of

### **BINCKBANK N.V.**

(a public limited liability company incorporated in the Netherlands  
with its statutory seat in Amsterdam, the Netherlands)



BinckBank N.V. ("**BinckBank**" or the "**Issuer**") may issue Turbo's and Turbo's XL (the "Securities", and each a "Security") under a base prospectus dated 19 June 2015 ("**Base Prospectus**"). This first supplemental prospectus ("**First Supplemental Prospectus**") is based on Article 5:23 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) ("**DFSA**") and has been approved by the Dutch Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) ("**AFM**"). Terms used but not described in this First Supplement have the meanings ascribed to them in the Base Prospectus.

This First Supplemental Prospectus is supplemental to, forms part of and should be read in conjunction and construed together with the Base Prospectus including any documents incorporated by reference therein and, in relation to any Series, the Base Prospectus and this First Supplemental Prospectus should be read and construed together with the relevant Final Terms. Copies of this First Supplemental Prospectus, the Base Prospectus, any documents incorporated by reference into the Base Prospectus and all Final Terms can be found on [www.turbos.binck.com](http://www.turbos.binck.com) and can be obtained, on request, free of charge, by e-mailing or telephoning BinckBank at [info@binckturbos.nl](mailto:info@binckturbos.nl) or +31 20 606 2622.

**THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION IN THE UNITED STATES NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR THE ADEQUACY OF THE BASE PROSPECTUS OR THIS FIRST SUPPLEMENTAL BASE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.**

**THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. TRADING IN THE SECURITIES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT OF 1936, AS AMENDED OR BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. THE SECURITIES MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT). SEE "SUBSCRIPTION AND SALE" IN THE BASE PROSPECTUS.**

Potential investors in the Securities are explicitly reminded that an investment in the Securities entails financial risks. Holders of the Securities run the risk of losing all or part of the amount invested by them in the Securities. All potential investors in the Securities are, therefore, advised to study the full contents of the Base Prospectus, in particular the risk factors.

## **IMPORTANT NOTICE**

References to a "**relevant Member State**" in the below are references to a Member State of which the competent authority has been provided with a certificate of approval attesting that the Base Prospectus and any supplements thereto have been drawn up in accordance with national law transposing the Prospectus Directive.

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Base Prospectus or this First Supplemental Prospectus or any other document entered into in relation to the Base Prospectus or this First Supplemental Prospectus or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer.

Neither the delivery of the Base Prospectus (as amended by this First Supplemental Prospectus) or any Final Terms nor the offering, sale or delivery of any Security shall, in any circumstances, create any implication that the information contained in such documents is true subsequent to their respective dates of issue or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since such date or that any other information supplied in connection with the Base Prospectus is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The Base Prospectus, this First Supplemental Prospectus, any Final Terms, and any offering material relating to the Securities may only be distributed in the European Economic Area, and the offering, sale and delivery of the Securities is restricted to customers of BinckBank (i) who hold a brokerage account with BinckBank, and (ii) who are residents of a relevant Member State. Nobody may use the Base Prospectus, this First Supplemental Prospectus or any Final Terms for the purpose of an offer or solicitation in any jurisdiction outside the European Economic Area. Persons into whose possession the Base Prospectus, this First Supplemental Prospectus or any Final Terms comes are required by the Issuer to inform themselves about and to observe any such restrictions. For a description of restrictions on offers, sales and deliveries of Securities and on the distribution of the Base Prospectus, this First Supplemental Prospectus or any Final Terms and other offering material relating to the Securities, see "Subscription and Sale" in the Base Prospectus. Securities issued under the Base Prospectus have not been and will not be registered under the Securities Act. Securities may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act).

Neither this Base Prospectus nor any Final Terms constitute an offer or a solicitation of an offer to purchase any Securities and should not be considered as a recommendation by the Issuer that any recipient of the Base Prospectus or any Final Terms should subscribe for or purchase any Securities.

Only investors who have already agreed to purchase or subscribe for Securities before the date of this First Supplemental Prospectus have the right, exercisable within two working days after the date of this First Supplemental Prospectus, to withdraw their acceptances.

## **RESPONSIBILITY STATEMENT**

BinckBank as Issuer accepts responsibility for the content of the Base Prospectus and this First Supplemental Prospectus and declares that, having taken all reasonable care to ensure that such is the case, the information contained in the Base Prospectus and the First Supplemental Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

## SUPPLEMENTAL INFORMATION

With effect from the date of this First Supplemental Prospectus the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

1. On page 1, second paragraph of the Base Prospectus, the second sentence shall be replaced with the following wording:

"This Base Prospectus may only be distributed in the European Economic Area, and the offering, sale and delivery of the Securities is restricted to customers of BinckBank (i) who hold a brokerage account with BinckBank, and (ii) who are residents of a relevant Member State."

2. On page 1 of the Base Prospectus, the following sentence shall be added to the fourth paragraph:

"References to a "**relevant Member State**" are references to a Member State of which the competent authority has been provided with a certificate of approval attesting that the Base Prospectus and any supplements thereto have been drawn up in accordance with national law transposing the Prospectus Directive."

3. In Section 1 (Summary of the Base Prospectus), item E.3 of the Base Prospectus on page 19, the second paragraph shall be replaced with the following wording:

"Only customers of BinckBank (i) who hold a brokerage account with BinckBank, and (ii) who are residents of a relevant Member State, can purchase the Securities."

4. In Section 3 (Important Information) Subsection 1 (Important Notice) of the Base Prospectus on page 52, the first and second sentence of the fourth paragraph shall be replaced with the following wording:

"This Base Prospectus, any Final Terms, and any offering material relating to the Securities may only be distributed in the European Economic Area, and the offering, sale and delivery of the Securities is restricted to customers of BinckBank (i) who hold a brokerage account with BinckBank, and (ii) who are residents of a relevant Member State. Nobody may use this Base Prospectus or any Final Terms for the purpose of an offer or solicitation in any jurisdiction outside the European Economic Area."

5. Section 3 (Important Information) Subsection 3 (Incorporation by reference) of the Base Prospectus on page 53 will be replaced by the following wording:

"The following documents shall be deemed to be incorporated into, and form part of, this Base Prospectus:

- (i) the Issuer's unaudited interim consolidated financial statements for the three-month period ended 31 March 2015, included in the Dutch language version of its first quarterly report 2015 ("**Interim Report 2015**") on pages 16 to 28;
- (ii) the Issuer's audited consolidated financial statements for the financial year ended 31 December 2014 included in the Dutch language version of its annual report 2014 ("**Annual Report 2014**") on pages 133 to 215, the audited sections of the Annual Report 2014 marked as "audited" on pages 66-70, 72-84, 88-89 and 97-100 of the Annual Report 2014, as well as the independent auditor's report of Deloitte Accountants B.V. included in the Annual Report 2014 on pages 217-221;
- (iii) the Issuer's audited consolidated financial statements for the financial year ended 31 December 2013 included in the Dutch language version of its annual report 2013 ("**Annual Report 2013**") on pages 135 to 214, the audited sections of the Annual Report 2013 marked as "audited" on pages 64, 70, 72 - 74, 76 - 88, 91 - 93 and 101 - 104 of the Annual Report 2013, as well as the independent auditor's report of Ernst & Young Accountants LLP included in the Annual Report 2013 on pages 216 and 217; and

- (iv) the chapters titled "Conditions of the Securities" and "Form of Final Terms" on pages 72 up to and including 176 of the base prospectus of the Issuer for the issue of Turbo's and Turbo's XL, dated 26 June 2014.

In "Conditions of the Securities", Subsection 1 (Structure and Language of the Conditions of the Securities), on page 72 of the base prospectus of the Issuer for the issue of Turbo's and Turbo's XL, dated 26 June 2014, the following paragraphs shall be deemed to be incorporated in and form part of the above mentioned Section:

'To the extent applicable, the Issuer undertakes to comply with Book VI of the Belgian Code of Economic Law in respect of the Securities issued under the Base Prospectus and placed in the framework of a public offer in Belgium. For this purpose, a public offer has the meaning set forth in Article 3 of the Belgian Act of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market.

In accordance with Articles VI.82 to VI.84 of the Belgian Code of Economic Law, except in the case of a force majeure event, the Issuer may not unilaterally modify the characteristics of a product if it concerns an essential feature of the product. The redemption features of the Securities provided by Section 6 are only possible upon a decision of the Issuer as a consequence of a force majeure event or with compensation.'

No other document or information, including the contents of BinckBank's website or of websites accessible from hyperlinks on BinckBank's website, forms part of, or is incorporated by reference into, this Base Prospectus."

6. In Section 4 (Information about BinckBank) of the Base Prospectus, on page 57, paragraph "Binck turbo", the eighth sentence shall be replaced with the following wording:

"Binck turbos are exclusively available to customers of Binck and Alex in the European Economic Area, which gives us an important competitive advantage."

7. In Section 4 (Information about Binckbank), Subsection 7 (Executive Board), paragraph "Members", on page 61 of the Base Prospectus, the first paragraph shall be replaced with the following wording:

"The Executive Board of BinckBank currently has three members. The board was extended with a Chief Operations Officer (COO) on 30 October 2015. The business address of all members of the Executive Board is Barbara Strozilaan 210, 1083 HN Amsterdam, the Netherlands."

8. In Section 4 (Information about Binckbank), Subsection 7 (Executive Board), paragraph "Members", on page 62 of the Base Prospectus, the following wording shall be added:

**"Steven J. Clausing, executive director and COO**

(1971 - Dutch nationality)

Mr Clausing was appointed as director under the articles of association of BinckBank on 30 October 2015. His appointment will terminate as of the end of the General Meeting of Shareholders to be held in the 2019 calendar year. Mr Clausing's primary areas of responsibility are Product Management and ICT. Mr Clausing joined Binckbank in 2013 where he became responsible for risk management. Prior to BinckBank he held several senior management positions in the areas of commerce, internal organization and audit & risk management at ABN AMRO and RBS. Mr Clausing did not hold any other positions at the time of his appointment.

Mr Clausing did not hold any BinckBank shares at the time of his appointment."

9. In Section 4 (Information about Binckbank), Subsection 8 (Supervisory Board), paragraph "Members", on page 62 of the Base Prospectus, the first paragraph shall be replaced with the following wording:

"The composition of the supervisory board is currently as follows:

- J. van der Steen (Chairman)
- C. van der Weerd-Norder (Vice-Chairman)
- L. Deuzeman
- J.M.A. Kemna
- Mr. A. Soederhuizen

Ms C. van der Weerd-Norder, Ms J.M.A. Kemna and Mr J. van der Steen were appointed to the supervisory board at the Extraordinary General Meeting of 18 September 2014. Mr Deuzeman was reappointed at that same meeting. Mr A. Soederhuizen was appointed to the supervisory board at the Extraordinary General Meeting of 30 October 2015.

The business address of all five members of the Supervisory Board is Barbara Strozilaan 310, 1083 HN Amsterdam, the Netherlands."

10. In Section 4 (Information about Binckbank), Subsection 8 (Supervisory Board), paragraph "Members", on page 63 of the Base Prospectus, the following wording shall be added:

**"Arjen Soederhuizen**

(1965 - Dutch nationality)

Mr Soederhuizen was appointed as supervisory director of BinckBank at the Extraordinary General Meeting on 30 October 2015. His appointment will terminate as of the end of the General Meeting of Shareholders to be held in the 2019 calendar year. Mr Soederhuizen joined ABN AMRO Bank N.V. as a management trainee in 1991 and served in numerous different positions until 2008. After having worked as an equities analyst at the investment bank of ABN AMRO Bank N.V. for three years, he switched to the asset management operations of the bank (ABN AMRO Asset Management) in 1994. In 2004, Mr Soederhuizen was appointed as CEO of ABN AMRO Asset Management Nederland B.V. (AAAM NL), with final responsibility for all asset management activities of ABN AMRO Bank N.V. in the Dutch market. Mr Soederhuizen also retained a functional role, in addition to his role as CEO, first as head of all equities teams stationed in Europe and subsequently as the person with final responsibility for the sale of asset management products via the internal distribution channels of ABN AMRO in Europe. Simultaneously with his role as CEO of AAAM NL, he was also a director and vice-chairman of the DUFAS (Dutch Fund and Asset Management Association) and CEO of ABN AMRO Investment Management Funds B.V. Following the acquisition of ABN AMRO Bank N.V. by a consortium of banks, Mr Soederhuizen supported the process of the legal integration of AAAM NL within Fortis Investment Management, after which he decided not to continue his career at Fortis Investment Management. Starting in 2009, Mr Soederhuizen worked for two and half years at PGGM on an interim basis, as a member of the management team of asset management and CIO private markets. He subsequently took on the roles as adviser of ABN AMRO Pensioen Fonds and interim CIO at the same fund in 2013-2014. He currently serves on the asset management committee and the balance sheet management committee of the ABN AMRO Pensioen Fonds.

Mr Soederhuizen did not hold any BinckBank shares at the time of his appointment."

11. In Section 6 (Conditions of the Securities), Subsection 1 (Structure and Language of the Conditions of the Securities), on page 72 of the Base Prospectus, the following paragraphs shall be deemed to be incorporated in and form part of the above mentioned Section:

"To the extent applicable, the Issuer undertakes to comply with Book VI of the Belgian Code of Economic Law in respect of the Securities issued under the Base Prospectus and placed in the framework of a public offer in

Belgium. For this purpose, a public offer has the meaning set forth in Article 3 of the Belgian Act of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market.

In accordance with Articles VI.82 to VI.84 of the Belgian Code of Economic Law, except in the case of a force majeure event, the Issuer may not unilaterally modify the characteristics of a product if it concerns an essential feature of the product. The redemption features of the Securities provided by Section 6 are only possible upon a decision of the Issuer as a consequence of a force majeure event or with compensation."

12. In Section 6 (Conditions of the Securities), Subsection 3 (General Conditions of the Securities) on page 108, paragraph 4, item (2) of the Base Prospectus, the second sentence of the definition of "Securityholder" shall be replaced with the following wording:

"A Securityholder can only be a customer of BinckBank who (i) holds a brokerage account with BinckBank, and (ii) is a resident of a relevant Member State."

13. In Section 7 (Form of Final Terms), Part B (Offering and Sale), item II. (Subscription, Purchase and Delivery of the Securities) of the Base Prospectus on page 173, the second paragraph shall be replaced with the following wording:

"Only customers of BinckBank (i) who hold a brokerage account with BinckBank, and (ii) who are residents of a relevant Member State, can purchase the Securities."

14. In Section 9 (Subscription and Sale) of the Base Prospectus, the first paragraph shall be replaced with the following wording:

"The offering, sale and delivery of the Securities is restricted to customers of BinckBank (i) who hold a brokerage account with BinckBank, and (ii) who are residents of a relevant Member State. The Securities may not be offered, sold or delivered in any jurisdiction outside the European Economic Area."

15. The following paragraphs shall be deemed to be incorporated in and to form part of Section 10 (Taxation) of the Base Prospectus:

#### **"Taxation in Belgium**

The following is a general summary of the principal Belgian tax considerations with respect to the acquisition, holding and disposal of the Securities in Belgium.

This information is of a general nature and does not purport to be a comprehensive description of all Belgian tax considerations that may be relevant to a decision to acquire, to hold and to dispose of the Securities. In some cases, different rules may be applicable. Furthermore, the tax rules can be amended in the future, possibly with retrospective effect, and the interpretation of the tax rules may change.

This summary is based on the Belgian tax legislation, treaties, rules, and administrative interpretations and similar documentation, in force as of the date of the publication of this offer in Belgium, without prejudice to any amendments introduced at a later date, even if implemented with retrospective effect.

This summary does not describe the tax consequences for a holder of Securities that are redeemable in exchange for, or convertible into shares, of the exercise, settlement or redemption of such Securities and/or any tax consequences after the moment of exercise, settlement or redemption.

Each prospective holder of Securities should consult a professional adviser with respect to the tax consequences of an investment in the Securities, taking into account the influence of each regional, local or national law.

For Belgian tax purposes, if the interest is in a foreign currency, it is converted into euro on the date of payment or attribution.

## **1. Income taxation - Withholding tax**

### *Introduction*

On 25 January 2013, the Belgian tax authorities issued a circular letter on the Belgian tax treatment of income from structured securities characterised by an uncertain return on investment due to the variation of the coupons or the repayment terms at maturity, such as securities whose return is linked to the evolution of underlying products. According to the circular letter, the transfer of structured securities to a third party (other than the Issuer) results in taxation as interest income of the "pro rata interest", calculated on an unclear formulae. In addition, any amount paid in excess of the initial issue price upon redemption or repayment of the structured securities is considered as interest for Belgian tax purposes. There is considerable debate on whether the circular letter is in line with Belgian tax legislation.

Furthermore, it is unclear whether the Belgian tax authorities will seek to apply the principles set out in the circular letter to the Securities.

It is assumed that any gains realised upon redemption or repayment by the Issuer will indeed be viewed as interest by the Belgian tax authorities (and any such gains are therefore referred to as "interest" for the purposes of the following paragraphs), but that the effective taxation of the "pro rata interest" in case of sale to a third party (i.e. other than the Issuer) would not be possible, on the basis that it is currently impossible to determine the amount of the "pro rata interest".

### *Repayment or redemption by the Issuer*

#### (i) Belgian resident individuals

Individuals who are holders of Securities and who are Belgian residents for tax purposes, i.e. who are subject to Belgian personal income tax ("*Personenbelasting*" / "*Impôt des personnes physiques*"), are subject to the following tax treatment with respect to the Securities in Belgium. Other rules may be applicable in special situations, in particular when individuals resident in Belgium acquire the Securities for professional purposes or when their transactions with respect to the Securities fall outside the scope of the normal management of their own private estate.

Payments of interest on the Securities made through a paying agent in Belgium will in principle be subject to a 25 per cent withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Securities in their personal income tax return, provided Belgian withholding tax was levied on these interest payments.

Nevertheless, Belgian resident individuals may elect to declare interest on the Securities in their personal income tax return. Also, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return. Interest income which is declared this way will in principle be taxed at a flat rate of 25 per cent (or at the relevant progressive personal income tax rate(s), taking into account the taxpayer's other declared income, whichever is more beneficial) and no local surcharges will be due. The Belgian withholding tax levied may be credited against the income tax liability.

#### (ii) Belgian resident companies

Corporations that are Belgian residents for tax purposes, i.e. that are subject to Belgian Corporate Income Tax ("*Vennootschapsbelasting*" / "*Impôt des sociétés*") are subject to the following tax treatment with respect to the Securities in Belgium.

Interest received by Belgian corporate investors on the Securities will be subject to Belgian corporate income tax at the applicable corporate income tax rates (the ordinary corporate income tax rate is 33.99 per cent, but lower rates apply to small income companies under certain conditions). If the income has been subject to a foreign withholding tax, a foreign tax credit will be applied on the Belgian tax due. For interest income, the foreign tax credit is generally equal to a fraction where the numerator is equal to the foreign tax and the denominator is equal to 100 minus the rate of the foreign tax, up to a maximum of 15/85 of the net amount received (subject to some further limitations). Capital losses are in principle tax deductible.

Interest payments on the Securities made through a paying agent in Belgium are in principle subject to a 25 per cent withholding tax, but can under certain circumstances be exempt from Belgian withholding tax, provided that certain formalities are complied with. For zero or capitalisation bonds, an exemption will only apply if the Belgian company and the Issuer are associated companies within the meaning of article 105, 6° of the Royal Decree of 27 August 1993 implementing the Belgian Income Tax Code of 1992. The withholding tax that has been levied is creditable in accordance with the applicable legal provisions.

(iii) Other Belgian legal entities

Non-corporate legal entities that are Belgian residents for tax purposes, i.e. that are subject to Belgian tax on legal entities ("*Rechtspersonenbelasting*" / "*Impôt des personnes morales*") are subject to the following tax treatment with respect to the Securities in Belgium.

Payments of interest on the Securities made through a paying agent in Belgium will in principle be subject to a 25 per cent withholding tax in Belgium and no further tax on legal entities will be due on the interest.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent and without the deduction of Belgian withholding tax, the legal entity itself is responsible for the deduction and payment of the 25 per cent withholding tax.

(iv) Future increase of (basic) withholding tax rate

On 23 July 2015, the Belgian government announced its plan to increase the (basic) percentage of withholding tax from 25 per cent to 27 per cent. To date, no entry into force nor any further details on (the scope of) this measure have been determined.

*Sale to a third party*

No Belgian withholding tax should apply to the Securities.

(i) Belgian resident individuals

Individuals who are holders of Securities and who are Belgian residents for tax purposes, i.e. who are subject to Belgian personal income tax ("*Personenbelasting*" / "*Impôt des personnes physiques*"), are currently not liable to Belgian income tax on the capital gains (if any) realised upon disposal of the Securities to a third party, provided that the Securities have not been used for their professional activity and that the capital gain is realised within the framework of the normal management of their private estate. Capital losses realised upon disposal of the Securities held as a non-professional investment are in principle not tax deductible.

However, as from 1 January 2016, capital gains realised on qualifying securities may be subject to a Belgian "speculation" tax if such securities are disposed of within 6 months following their acquisition. To date, the



precise scope, application conditions and applicable tax rate of the "speculation" tax remain to be determined by law and, hence, it is unclear whether the "speculation" tax is likely to affect the Securities.

Furthermore, Belgian resident individuals may be subject to a 33 per cent Belgian income tax (plus local surcharges) if the capital gains on the Securities are deemed to be speculative or outside the scope of the normal management of the individuals' private estate. Capital losses arising from such transactions are not tax deductible.

Finally, capital gains realised upon transfer of Securities held for professional purposes are taxable at the ordinary progressive income tax rates (plus local surcharges), except for Securities held for more than five years, which are taxable at a separate rate of 16.5 per cent (plus local surcharges). Capital losses on the Securities incurred by Belgian resident individuals holding the Securities for professional purposes are in principle tax deductible.

#### (ii) Belgian resident companies

Corporations that are Belgian residents for tax purposes, i.e. that are subject to Belgian Corporate Income Tax ("Vennootschapsbelasting"/"Impôt des sociétés"), are liable to Belgian corporate income tax on the capital gains (if any) realised upon disposal of the Securities to a third party, irrespective of whether such Securities relate to shares or other assets or indices. The current standard corporate income tax rate in Belgium is 33.99 per cent

Capital losses realised upon disposal of the Securities are in principle tax deductible.

#### (iii) Other Belgian legal entities

Non-corporate legal entities that are Belgian residents for tax purposes, i.e. that are subject to Belgian tax on legal entities ("Rechtspersonenbelasting"/"Impôt des personnes morales"), are currently not liable to Belgian income tax on capital gains (if any) realised upon disposal of the Securities to a third party.

Capital losses realised upon disposal of the Securities are in principle not tax deductible.

## **2. Tax on stock exchange transactions**

No tax on stock exchange transactions is due upon subscription to the Securities (primary market transactions). Secondary market trades in respect of the Securities will give rise to a tax on stock exchange transactions ("Taks op de beursverrichtingen"/"Taxe sur les opérations de bourse") if carried out in Belgium through a professional intermediary. The tax is generally due currently at a rate of 0,09 per cent on each sale and acquisition separately, with a maximum of EUR 650 per taxable transaction.

No tax on stock exchange transactions is payable by (i) professional intermediaries referred to in articles 2, 9° and 10° of the Act of 2 August 2002 on the supervision of the financial sector and financial services; (ii) insurance companies referred to in article 2, §1 of the Insurance Supervision Act of 9 July 1975, (iii) institutions for occupational retirement provision funds referred to in article 2, 1° of the Act of 27 October 2007 on the supervision of institutions for occupational retirement provision; (iv) collective investment undertakings; or (v) non-residents (upon delivery of a certificate of non-residency in Belgium); (vi) regulated real estate investment companies, all acting for their own account.

## **3. Financial Transaction Tax**

Assuming that the financial transaction tax ("FTT") enters into force following the adoption a directive on a common FTT in eleven participating EU Member States (of which Belgium), the Belgian tax on stock

exchange transactions should be abolished. However, to date, the proposed directive is still subject to negotiation amongst the participating Member States and may therefore be changed at any time."

To the extent that there is any inconsistency between (a) any statement in this First Supplemental Prospectus or any statement incorporated by reference into the Base Prospectus by this First Supplemental Prospectus and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements under (a) above will prevail.

Save as disclosed in this First Supplemental Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Other than as disclosed on pages 64 and 65 of the Base Prospectus, there are not and have not been any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months before the date of this First Supplemental Prospectus which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer taken as a whole.

There has been no material adverse change in the prospects of the Issuer since 31 December 2014, nor has there been any significant change in the financial or trading position of the BinckBank group, which has occurred since 30 September 2015.