

General meeting BinckBank decides in accordance with agenda, except for items 9 and 18

Amsterdam, 23 April 2019 - The annual general meeting of BinckBank N.V. held on 23 April 2019 has adopted all resolutions as proposed in the agenda except items 9 and 18.

This means that the resolutions adopted include the following:

- Approval of financial statements for the financial year 2018;
- Allocation of the full amount of the results as they appear from the adopted annual account for the financial year 2018, after deduction of the distributed interim dividend which amounted to € 0.13 per ordinary share, to the retained earnings of BinckBank;
- With effect from the date of the meeting Mr. A.J. Soederhuizen is reappointed as member of the supervisory board until the end of the annual general meeting held in 2023;
- Mr. S.J. Clausing is, after the general meeting, reappointed by the supervisory board as an executive director with effect from the date of the meeting until the end of the annual general meeting of shareholders to be held in 2023.

In addition, the following resolutions were adopted subject to the offer by Saxo Bank being declared unconditional and settlement having taken place:

- The amendments of the articles of association of BinckBank following (i) settlement of the offer and (ii) delisting from Euronext Amsterdam;
- The appointment of messrs. S. Blaafalk, S. Kyhl and F.S. Reisbøl as members of the supervisory board, with effect from the date of settlement of the offer; subject to the condition precedent that a positive decision on their appointment is received from the regulator(s); and
- The conditional post-closing merger of BinckBank with New BinckBank N.V. as acquiring company and BinckBank HoldCo B.V. as the company that allots new ordinary shares, as further set out in the offer memorandum published on 12 March 2019 in relation to the public offer by Saxo Bank.

The following two agenda items were not passed by the meeting because the required two-third majority vote in not reached:

- Agenda items 9 concerning the proposal to designate the Priority as the body authorized until settlement of the offer by Saxo Bank to resolve to (i) issue ordinary shares in the capital of BinckBank, (ii) grant rights to acquire ordinary shares in the capital of BinckBank, and (iii) limit or exclude pre-emptive rights accruing to shareholders; and
- Agenda item 18 concerning the proposal to designate the Executive Board as the body authorized as from settlement of the offer by Saxo Bank to resolve to (i) issue ordinary shares in the capital of BinckBank, (ii) grant rights to acquire ordinary shares in the capital of BinckBank, and (iii) limit or exclude pre-emptive rights accruing to shareholders.



As announced beforehand Agenda item 3B concerning an amended remuneration policy was withdrawn.

As a result of the above the supervisory board of BinckBank N.V. consists of Mr. J.W.T. van der Steen (chairman), Mrs. C.J. van der Weerdt-Norder, Mrs. J.M.A. Kemna, Mr. A. Soederhuizen, Mrs. M. Pijnenborg and Mr. J.G. Princen. As announced on 13 April 2019, Mrs. C.J. van der Weerdt-Norder will resign as a member of the supervisory board as of 1 May 2019. After settlement of the offer by Saxo Bank, the supervisory board of BinckBank N.V. will consist of messrs. J.W.T van der Steen (chairman) and J.G. Princen, and, subject to a positive decision from the regulator(s), messrs. S. Blaafalk, S. Kyhl and F.S. Reisbøl.

The board of BinckBank consists of messrs. V.J.J. Germyns (chairman), E.J.M. Kooistra (CFRO) and S.J. Clausing (COO).

About BinckBank N.V.

BinckBank is the largest independent Dutch online bank for investors and savers. BinckBank offers services to retail investors and independent asset managers in terms of savings (Saving) Investing (Investing) and trading (Trading), via its European ICT-basis platform. BinckBank is listed on Euronext Amsterdam as an independent online bank with offices in the Netherlands, Belgium, France, Italy and Spain. BinckBank serves more than 639,000 account holders with assets under administration of € 24 billion and assets under management of € 0.9 billion by December 31, 2018. BinckBank was formed in 2000 and employs 543 FTEs by year end 2018.

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