



# BinckBank and Saxo Bank agree on recommended all-cash public offer for all BinckBank N.V. shares

17 December 2018

# An offer with attractive perspectives

- Saxo Bank (Saxo Bank) has made a public offer for all issued and outstanding ordinary shares in BinckBank N.V. (BinckBank)
- Friendly transaction; offer and combination supported by BinckBank's boards; confirmed in binding merger protocol
- Offer price of € 6.35 per share cum dividend, representing a fair price and an attractive premium for shareholders
- Public offer timelines and requirements in accordance with the Dutch public offer rules, under supervision of the AFM

## An offer with attractive perspectives (2)

- Obtaining regulatory clearances will be condition precedent to closing of the transaction; no competition clearance required
- Saxo Bank's offer is an indication that we are on the right track and that the roll-out of our strategy may now even be achievable on a larger scale and at a greater speed
- Closing is expected in third quarter of 2019

# A fair offer with an attractive premium

- All cash offer price of € 6.35 per share cum dividend
- Offer price represents a premium of:
  - 35% versus the unaffected share price of € 4.72 as per December 14, 2018
  - 42% versus the 1-month VWAP of € 4.47 as per December 14, 2018
  - 38% versus the 3-month VWAP of € 4.60 as per December 14, 2018
- Values 100% of Binck's share capital at c. € 424m, implying a 15.5x P/E LTM multiple<sup>1</sup>

1. Based on last twelve months as per '18Q3. Excluding divestments (Able, TOM and Think Capital)

# Strategic rationale

- The online trading and investment sector is currently facing multiple challenges:
  - Challenging competition
  - Increasing regulation
  - Low interest rates
  - Considerable technology investment requirements
  - Changing customer behaviour
- Scale, diversification, state of the art technology, relentless customer focus and multi-asset capabilities are becoming ever more important to deliver customer and shareholder value

# Strategic rationale (2)

- Both BinckBank and Saxo Bank believe that the combination represents a powerful response to market dynamics and has a number of strategic benefits including:
  - Strong cultural fit with a shared vision of democratising trading and investments and a philosophy centered around customer service, transparency, simplicity and innovation
  - Excellent complementarity in geographic footprint, product offerings, and customer base
  - Combination of Saxo Bank's industry leading technology platform and product suite with BinckBank's large customer base and strong distribution capabilities
  - More balanced revenue mix for the combined company
  - Enhanced scale economies at a time of rising technology investment requirements and regulatory costs
  - Enhanced career opportunities for employees

# Strong benefits for our customers

- Both BinckBank and Saxo Bank have leading positions in online investing
- Products and services offerings are characterized by extreme customer focus
- Binck's customer knowledge and Saxo Bank's technological know-how, and the combination of two award-winning platforms
  - Saxo Bank's state of the art and integrated end-to-end platform
  - BinckBank's advanced localized product offering, and effective marketing, sales and customer services organization
- Broader range of innovative products and services on trading and investing
- Bundling of services, products and expertise, will result in customers of both companies benefitting from innovative, high-quality investment products and services

# Alignment on stakeholders' interests

- Joint integration committee
- Continuation of BinckBank's Dutch banking license and strong balance sheet
- BinckBank's Amsterdam office will be the hub / center of excellence for the mid-European market
- Employees' rights and benefits will be respected
- Saxo Bank, BinckBank and Binck's works council have agreed the main principles of a social plan

# Governance for benefit of all stakeholders

- Envisaged supervisory board composition:
  - Mr. John van der Steen continues as chairman of supervisory board
  - Mr. Jeroen Princen continues as supervisory board member
  - Mr. Søren Kyhl, Saxo Bank executive
  - Mr. Steen Blaafalk, Saxo Bank executive
  - Mr. Independent member to be nominated
- No change in executive board envisaged

# Indicative timetable

- SaxoBank and BinckBank will seek to obtain all necessary regulatory approvals as soon as possible
- Offer memorandum is expected to be submitted to AFM for review and approval by the end of Q1 2019, and to be published shortly thereafter
- The offer is expected to be closed in the third quarter of 2019

# Q&A

