

STICHTING ADMINISTRATIEKANTOOR VAN GEWONE AANDELEN A VAN LANSCHOT

Stichting Administratiekantoor van gewone aandelen A Van Lanschot (the trust office) hereby reports on the activities in 2013.

Board meetings

The Board met in April and September 2013.

The matters discussed by the Board during these meetings included:

- the composition of the Board;
- the trust office's 2012 financial statements;
- the 2012 annual results of Van Lanschot NV;
- the topics on the agenda of the Annual General Meeting of Shareholders held on 14 May 2013 and the trust office's voting behaviour;
- Van Lanschot's strategic review;
- the 2013 half-year results of Van Lanschot NV;
- the conversion of the last ordinary B shares into ordinary A shares.

General Meetings of Shareholders of Van Lanschot NV

The Board attended the Annual General Meeting of Shareholders held on 14 May 2013 and the Extraordinary General Meeting of Shareholders held on 2 July 2013. The trust office granted proxy votes to holders of depositary receipts who attended the meetings in person or were represented by third parties. As a result, these depositary receipt holders could exercise at their discretion the voting rights attached to a number of ordinary A shares that was equal to the number of depositary receipts for ordinary shares held by them on the record date. The trust office exercised at its discretion the voting rights attached to the ordinary A shares for which no proxy votes were granted. These shares represented 31.09% of the number of votes that could be cast at the Annual General Meeting of Shareholders and 38.9% of the number of votes that could be cast at the Extraordinary General Meeting of Shareholders. After careful consideration of the interests involved, the Board decided to vote in favour of the items on the agenda put to the vote at these meetings.

Composition and remuneration of the Board

The current members of the Board of the trust office are:

H.G. van Everdingen, *chairman*

F.C.W. Briët

J. Meijer Timmerman Thijssen, *secretary*

A.L.M. Nelissen

The Board appointed Mr Meijer Timmerman Thijssen as the secretary to the Board of the trust office with effect from 23 April 2013.

Mr van Everdingen is a former partner of Nauta Dutilh NV.

Mr Briët is former Chairman of the Board of De Goudse NV.

Mr Meijer Timmerman Thijssen is an adviser at Freshfields Bruckhaus Deringer.

Mr Nelissen is a former member of the Board of Management of Dura Vermeer Groep NV.

The Chairman of the Board received remuneration of € 10,000 (excluding VAT) and the other board members € 7,500 (excluding VAT).

Expenses

Other expenses incurred by the trust office amounted to € 7,935 in 2013.

Number of shares for which depositary receipts have been issued

On 31 December 2013, the trust office held 41,016,668 ordinary A shares with a nominal value of € 1 each for which depositary receipts representing the same nominal value have been issued. In 2013, the number of depositary receipts increased by 2,310,671 owing to the conversion of a total of 2,310,671 ordinary B shares into ordinary A shares and the subsequent transfer of these ordinary A shares to the trust office in exchange for the issuance of depositary receipts.

Other

The administrative activities related to meetings of holders of depositary receipts and General Meetings of Shareholders are performed by SGG Netherlands NV, Amsterdam.

The trust office is a legal entity which is independent from Van Lanschot, as referred to in Article 5:71 (1) (d) of the Financial Supervision Act.

Contact details of the trust office

The Board of the trust office can be contacted at the following address:

c/o Van Lanschot NV

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The Board

's-Hertogenbosch, the Netherlands, 28 January 2014