

# Stichting Administratiekantoor van gewone aandelen A Van Lanschot

Stichting Administratiekantoor van gewone aandelen A Van Lanschot ('the Stichting') reports on its activities in 2016.

## Board meetings

In 2016 the Board met on four occasions in the reporting year.

Topics covered in these meetings included:

- The composition of the Board;
- The Stichting's 2015 financial statements;
- Van Lanschot NV's annual results;
- Van Lanschot's strategy update;
- The items on the agenda of Van Lanschot's General Meeting of 19 May and the Stichting's votes;
- Van Lanschot's half year results for the first half of 2016.

## Van Lanschot NV's General Meeting

The Board attended the General Meeting on 19 May 2016. The Stichting granted proxy votes to holders of depositary receipts who attended the meeting in person or were represented by third parties, enabling these depositary receipts holders to vote at their own discretion for the number of Class A ordinary shares held by them at record date. The Stichting voted, at its own discretion, the Class A ordinary shares for which no proxy votes were requested, representing 31.8% of the total number of votes that may be cast at the Annual General Meeting. After careful consideration of the relevant interests, the Board decided to vote in favour of all items put to the ballot.

## Composition of the Board and meeting of holders of depositary receipts

In 2016, a vacancy arose on the Board due to the retirement by rotation of Mr Ton Nelissen. Since Mr Nelissen had served the maximum of 12 years on the Board, he could not be re-appointed. During the reporting year the Board considered various candidates and selected Ms Claudia Mennen-Vermeule as the preferred candidate for appointment. The Board called a meeting of depositary receipts holders which took place on 15 November 2016.

Depositary receipts holders were given the opportunity, in advance of this meeting, to make a recommendation to fill this Board vacancy. The depositary receipts holders did not make a recommendation. During the meeting, the Board explained its intention to appoint Ms Mennen-Vermeule. In a Board meeting held after the meeting of depositary receipts holders, the Board subsequently appointed Ms Mennen-Vermeule as member of the Board until the meeting of depositary receipts holders to be held in 2020. The Board thanks Mr Nelissen, whose work for the Stichting and positive energy was always much appreciated.

The Stichting's current members are:

H.G. van Everdingen, *Chairman*  
J. Meijer Timmerman Thijssen, *Secretary*  
C.M.P. Mennen-Vermeule

Mr Van Everdingen is a former partner of NautaDutilh NV.

Mr Meijer Timmerman Thijssen is a consultant with Freshfields Bruckhaus Deringer.

Ms Mennen-Vermeule is Chief Financial Officer at BrandLoyalty Group.

The annual remuneration of the Chairman of the Board amounts to €10,000 (excluding VAT), and that of the other Board members €7,500 (excluding VAT).

## Expenses

Other expenses incurred by the Stichting amounted to €10,000 in 2016.

## Outstanding depositary receipts

On 31 December 2016 the Stichting held 41,091,168 Class A ordinary shares with a nominal value of €1, for which depositary receipts with the same nominal value were issued.

## Other

The Stichting is a legal entity independent of Van Lanschot, as referred to in Section 5:71 (1) sub-paragraph (d) of the Financial Supervision Act (Wft).

## Stichting contact details

The Stichting's Board can be contacted at:  
Van Lanschot NV  
Attn. Secretariat of the Statutory Board  
PO Box 1021  
5200 HC 's-Hertogenbosch  
The Netherlands

The Board

's-Hertogenbosch, the Netherlands, 17 January 2017