

NOTICE AND AGENDA OF MEETING OF HOLDERS OF DEPOSITARY RECEIPTS OF CLASS A ORDINARY SHARES IN VAN LANSCHOT KEMPEN NV

Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen invites holders of depositary receipts for Class A ordinary shares in Van Lanschot Kempen NV to attend the meeting of depositary receipt holders on Tuesday 13 November 2018 at 4.00 pm in the Van Lanschot Tower, Leonardo da Vinciplein 60, 's-Hertogenbosch, the Netherlands.

AGENDA

1. Opening
2. The Board's commentary on the 2017 Report and update on its subsequent activities in 2018
3. Consultation of depositary receipt holders on the confidence they have in the Board
4. Opportunity to recommend individuals for appointment to Board membership
5. Any other business and closure of meeting

Explanatory note to agenda item 2:

The 2017 Report of the Board of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen (Stichting Administratiekantoor) can be found on the corporate website (vanlanschotkempen.com/publications-stak). In addition, the Board will use the meeting to give a verbal report on activities in 2018.

Explanatory note to agenda item 3:

Principle 4.4 of the Dutch Corporate Governance Code specifies that the Board of Stichting Administratiekantoor should enjoy the confidence of the depositary receipt holders. For this reason, the Board regularly consults the depositary receipt holders to ensure that it indeed enjoys their confidence.

Explanatory note to agenda item 4:

Intended appointments

Mr Van Everdingen¹ has reached the end of his term, as he was first appointed in 2008. Observing the maximum term of office as described in best practice provision 4.4.3 of the new Dutch Corporate Governance Code that came into force in 2017, Mr Van Everdingen has decided not to seek re-election. For the vacancy created by the departure of Mr Van Everdingen the Board has sought a Board member who meets the profile as included below under 'Profile for vacancy 1'. The Board intends to appoint Mr W.F. Hendriksen as a member of the Board of Stichting Administratiekantoor for a term of four years. Appointment is subject to the successful completion of the integrity screening by De Nederlandsche Bank. Mr Hendriksen is a lawyer with Van Doorne and has broad-ranging legal knowledge and experience, as well as a great deal of governance and social experience. A short biography of Mr Hendriksen is attached to this agenda.

In accordance with the retirement schedule, Mr Meijer Timmerman Thijssen's second term of office as Board member of Stichting Administratiekantoor will end. He has served on the Board since 2011. At the request of the Board, Mr Meijer Timmerman Thijssen is available for reappointment. To ensure board continuity, the Board intends to reappoint Mr Thijssen up to and including the meeting of depositary receipt holders to be held in 2020. A short biography of Mr Thijssen is attached to this agenda.

Profile for vacancy 1

A further condition to fill the vacancy that arises at the end of Mr Van Everdingen's term of office is that the proposed Board member should have relevant legal knowledge and experience, as well as broad governance and social experience.

Profile for vacancy 2

A further condition to fill the vacancy that arises at the end of Mr Thijssen's term in office is that the proposed Board member should have demonstrable knowledge and experience in the area of company law in general and particularly of that part of company law practice that relates to listed companies.

¹ In accordance with the retirement schedule, Mr Van Everdingen's second term ended at the 2016 meeting of depositary receipt holders. It was established in 2018 that the necessary formalities for the reappointment of Mr Van Everdingen in 2016 had not been observed. All decisions by the Board since 2016 have been unanimous and the Board has endorsed all of Mr Van Everdingen's actions from November 2016.

Recommendation opportunity

The meeting is given the opportunity to recommend individuals to fill the vacancies. In any event, the individual recommended for appointment shall unconditionally subscribe to Stichting Administratiekantoor's objectives and be prepared to accept an appointment. The individual recommended for appointment shall be independent from Van Lanschot Kempen NV and otherwise eligible for appointment as envisaged in Stichting Administratiekantoor's Articles of Association. The Articles of Association of Stichting Administratiekantoor can be found on Van Lanschot Kempen's corporate site (vanlanschotkempen.com/publications-stak). Individuals so recommended are required to match the profile drawn up for the vacancy.

The proposal for recommendation of an individual must be made in writing. The following documents must be enclosed: a curriculum vitae of the individual showing at least the expertise and independence relevant to the appointment; and a statement by the individual that they will accept a possible appointment and the conditions set. These documents must be received at the address below by 5.00 pm on Tuesday 6 November 2018 at the latest.

The basic assumption in any appointment of a Board member by the Board will be that the Board must be reasonably confident that working with the relevant individual will be productive.

AVAILABILITY OF DOCUMENTS

Prior to the meeting, the agenda and explanatory notes may be obtained by depositary receipt holders at no cost from the secretaries' office of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen, at Hooge Steenweg 29, 5211 JN 's-Hertogenbosch, the Netherlands.

REGISTRATION

Holders of depositary receipts of Class A ordinary shares who wish to attend the meeting either in person or by proxy are requested to register via the intermediary where they are registered as holders of depositary receipts of Class A ordinary shares with Van Lanschot NV, Beethovenstraat 300 (1077 WZ) in Amsterdam (fax +31 20 348 95 49 or email proxyvoting@kempen.nl) by 5.00 pm on Thursday 8 November 2018 at the latest. For the purpose of registration, this intermediary must submit a statement showing the number of depositary receipts held by the holder in question as per 30 October 2018 (the 'Registration Date'). Proof of registration will then be sent as soon as possible and will serve to admit them to the meeting.

Holders of depositary receipts who wish to be represented by a proxy holder will have to grant a written proxy without prejudice to the above requirement of

registration. Van Lanschot NV must have received this proxy no later than Thursday 8 November 2018 at 5.00 pm. The proxy holder is admitted to the meeting on the basis of the proof of registration made out in the name of the individual they represent.

Holders of admission tickets may be asked to show proof of identification.

's-Hertogenbosch, the Netherlands, 29 October 2018

The Board of Stichting Administratiekantoor van gewone aandelen A
Van Lanschot Kempen
Hooge Steenweg 29
5211 JN 's-Hertogenbosch
The Netherlands

APPENDIX

Short biography of Mr W.F. Hendriksen

Mr Hendriksen has served as a lawyer with Van Doorne since 1983 (and as a partner since 1991). He has headed the Litigation and Insurance practice group since 1992. He served as member of the Supervisory Board of the Dutch Bar Association from 1999 to 2006, and became President (Algemeen Deken) of the Bar Association in 2013, serving in this capacity until 2016. He is an arbitrator with the Netherlands Arbitration Institute and is currently also a member of the review committee for the improvement of the quality of the justice system. He was on the board of the Cobra Museum of Modern Art (2005-15), a member and temporary chair of the Appeals Commission of the Dutch Compensation Fund (Stichting Garantiefonds Reisgelden or SGR) (2006-14), a member of the Nova disciplinary board for legal professionals (2006-13) and a member of the committee for evaluating the use of points awards in subsidised legal aid, also known as the Van der Meer committee (2016-17).

Short biography of Mr Meijer Timmerman Thijssen

Mr Thijssen started his career as associate lawyer with Worst & Van Haersolte and subsequently spent a year working as foreign associate with Shearman & Sterling in New York. Between 1985 and 2001, he was a partner with Nauta Dutilh in general company and banking law, and in the years between 1990 and 1994 he served as resident partner and founder of the Nauta Dutilh offices in New York, specialising in general company law and financial practice. As partner at Freshfields Bruckhaus Deringer from 2001 to 2008, Mr Thijssen primarily focused on the financial practice. Since 2008, he has been serving the same firm in an advisory capacity, focusing on educating and training staff. During the course of his career, he has advised and assisted many listed companies and been involved with initial public offerings (IPOs) as well as mergers and acquisitions of financial institutions. Between 2005 and 2015, he served as the chair of Stichting Leerorkest in Amsterdam, and he taught masters' students at the Civil Law section of Leyden University's legal department between 2008 and 2016.