

**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 Monday 16 November 2020 at 14.00 at Beethovenstraat 300, 1077 WZ, Amsterdam, the Netherlands. The form and place of the meeting are dependent and can change based on the applicable rules and guidelines in relation to COVID-19 as they apply at the relevant time, please also refer to the last paragraph on page 3.

AGENDA

1. Opening
2. The Board's report on the year 2019 and an update on its subsequent activities in 2020
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 2019 Report of the Board of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen (Stichting Administratiekantoor) can be found on the [website](http://www.vanlanschotkempen.com/publications-stak) (<http://www.vanlanschotkempen.com/publications-stak>). In addition, the Board will use the meeting to give a verbal report on the activities in 2020.

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

In accordance with the retirement schedule, Mr Meijer Timmerman Thijssen's and Ms Mennen-Vermeule's terms of office as Board members of Stichting

Administratiekantoor will end. Mr Meijer Timmerman Thijssen has served on the Board since 2011 and Ms Mennen-Vermeule since 2016. At the request of the Board, Mr Meijer Timmerman Thijssen and Ms Mennen-Vermeule are available for reappointment. The Board has the intention to reappoint Mr Meijer Timmerman Thijssen up to and including the meeting of depositary receipt holders to be held in 2022 and to reappoint Ms Mennen-Vermeule up to and including the meeting of depositary receipt holders to be held in 2024. The Board intends to reappoint Mr Meijer Timmerman Thijssen for the purpose of maintaining Board continuity. Short biographies of Mr Meijer Timmerman Thijssen and Ms Mennen-Vermeule are attached to this agenda.

Profile for vacancy 1

A further condition to fill the vacancy that arises at the end of Mr Meijer Timmerman 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.

Profile for vacancy 2

A further condition to fill the vacancy that arises at the end of Ms Mennen-Vermeule's term in office is that the proposed Board member should be experienced in an executive position in the corporate sector and in the field of finance and economics. Preferably, he or she has an affinity with 's-Hertogenbosch and the surrounding area.

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 the [website](#). 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 17:00 on Monday 9 November 2020 at the latest at Beethovenstraat 300, 1077 WZ Amsterdam (attn. Mr W. Meiss).

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

The agenda and explanatory notes are available on the [website](#).

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 Kempen Wealth Management NV, Beethovenstraat 300 (1077 WZ) in Amsterdam (email: proxyvoting@kempen.nl) by 17:00 on Wednesday 11 November 2020 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 2 November 2020 (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 have registered for the depositary receipt holders meeting and wish to be represented by a proxy holder will have to grant a written proxy without prejudice to the above requirement of registration. In order to grant a proxy please use the form which is available on the [website](#). Van Lanschot Kempen Wealth Management NV must have received this proxy by no later than Wednesday 11 November 2020 at 17:00. 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.

In the event that changes or additional measures are required in connection with the efforts to stop the spread of COVID-19, additional information will be provided as soon as possible through the [website](#). In order to ensure that you are fully apprised of any such changes please make sure to check the aforementioned website on the day prior to the meeting of the depositary receipt holders (i.e. on 15 November 2020).

's-Hertogenbosch, the Netherlands, 30 October 2020

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 Meijer Timmerman Thijssen

Mr Meijer Timmerman 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 Meijer Timmerman Thijssen primarily focused on the financial practice. Since 2008, he has been serving the same firm in an advisory capacity. 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.

Short biography of Ms Mennen-Vermeule

Claudia Mennen-Vermeule started her carrier as an accountant with PricewaterhouseCoopers. In 2005 she joined Dockwise, where she served as Vice President Finance and CFO ad interim. From 2010 to 2012, Ms Mennen-Vermeule was CFO at Green Gas International. In 2012 she was appointed CFO at Brandloyalty Group, and in 2019 she was appointed in her current position as CEO at Brandloyalty Group. Ms Mennen-Vermeule is a member of the supervisory board of and chairman of the audit committee of Efteling B.V.