

## PROFILE OF THE SUPERVISORY BOARD VAN LANSCHOT KEMPEN N.V.

1 December 2023

### 1. EXPERIENCE, EXPERTISE MEMBERS OF THE SUPERVISORY BOARD

- 1.1 The Supervisory Board ("SB") of Van Lanschot Kempen N.V. (the "**Company**") has, after consultation with the Management Board ("MB") and the Works Council, adopted the Supervisory Board Profile. This Supervisory Board Profile will be reviewed from time to time and checked against social developments and strategic changes within the Company and, if necessary, adjusted by the SB after consultation with the MB and the Works Council. This Profile provides an indication of the desired knowledge, experience, competences, skills and background of the SB as a collective that is pursued.
- 1.2 The members of the SB have a joint responsibility for the proper functioning of the SB and the fulfilment of its duties and obligations. For the fulfilment of the SB's duties, efforts will be made to ensure that the following expertise and experience is present in the SB to a significant extent:
- (a) knowledge of the wider financial sector, including the products, services and markets in which the Company operates;<sup>1</sup>
  - (b) experience in a managerial position in business or experience with and knowledge of management, organisation and communication;<sup>2</sup>
  - (c) knowledge of the financial-technical aspects of risk management or experience enabling sound risk assessment;<sup>3</sup>
  - (d) knowledge of and/or experience with controlled and sound business operations;<sup>4</sup>
  - (e) Business Economics expertise and experience with a listed company;
  - (f) knowledge of financial reporting and auditing or experience that allows proper supervision of these topics;<sup>5</sup>
  - (g) knowledge of and/or experience in management of financial and non-financial risks;<sup>6</sup>
  - (h) experience in international business;
  - (i) knowledge of the laws and regulations relevant to the Company;<sup>7</sup>
  - (j) knowledge of digitisation;<sup>8</sup>

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<sup>1</sup> Policy rule on suitability 2012, 1.2.1 B and EBA Guidelines on suitability, provision 70 a and b

<sup>2</sup> Policy rule on suitability 2012, 1.2.1 A and EBA Guidelines on suitability, provision 70 i

<sup>3</sup> Banking Code, under 'Supervisory Board' EBA Guidelines on suitability, provision 70 c

<sup>4</sup> Policy rule on suitability 2012, 1.2.1 C and EBA Guidelines on suitability, provision 70 e

<sup>5</sup> Banking Code, under 'Supervisory Board', Policy rule on suitability 2012 1.2.1. C and EBA Guidelines on suitability, provision 70 d and e

<sup>6</sup> EBA Guidelines on suitability, provision 63 and 70 a, c and e

<sup>7</sup> Policy rule on suitability 2012, 1.2.1 B and EBA Guidelines on suitability, provision 70 h

<sup>8</sup> Dutch Corporate Governance Code 2022, provision 2.1.4. (explanatory note)

- (k) knowledge of sustainability;<sup>9</sup>
- (l) expertise and experience in the social/societal field.

A SB member may have expertise or experience in respect of several of the aforementioned areas. The SB functions as a collective. Therefore, it is not necessary for each individual member to have expertise and/or experience in all aforementioned areas. Within the SB as a collective, the desired expertise and experience must be present with regard to the aforementioned areas.

The composition of the SB should take into account the activities of the Company and its subsidiaries and the location(s) where the main activities of the Company and its subsidiaries are carried out.

1.3 All members of the SB to be appointed or reappointed shall in addition possess the following qualities:

- (a) broad managerial and organisational experience and feeling for the Dutch (social) relations;
- (b) be able, also in terms of available time, to follow the main lines of the overall policy of the Company and its affiliated business and the general course of affairs within the Company and to assist the MB with advice in the preparation and implementation of the policy;
- (c) be able to form a balanced and independent opinion on the basic risks incurred by the Company and its affiliates;<sup>10</sup>
- (d) specific expertise necessary for the fulfilment of their role within the SB;<sup>11</sup>
- (e) sound knowledge of the social functions of the Company and of the interests of all parties involved in the Company;<sup>12</sup>
- (f) the ability to carefully consider all the interests involved and reach decisions in a balanced and consistent manner;<sup>13</sup>
- (g) the ability to operate independently and critically in relation to the other members of the SB and the MB.<sup>14</sup>

A SB member must also be honest, have integrity and be of sufficiently good repute.<sup>15</sup>

1.4 There should be a reasonable spread of age and gender within the SB and the SB should have a balanced (complementary) composition, taking into account the provisions of the Inclusion

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<sup>9</sup> Dutch Corporate Governance Code 2022, provision 2.1.4 (explanatory note)

<sup>10</sup> EBA Guidelines on eligibility, provision 66

<sup>11</sup> Dutch Corporate Governance Code 2022, provision 2.1.4 and EBA Guidelines on suitability, provision 24 b

<sup>12</sup> Banking Code, under 'Supervisory Board'

<sup>13</sup> Policy rule on suitability 2012, 1.2 1 D and EBA Guidelines on suitability, provision 67 and 69

<sup>14</sup> EBA Guidelines on suitability, provision 24 c, 79 and 81

<sup>15</sup> EBA Guidelines on suitability, provision 20, 24 a and c and 72

and Diversity Policy of Van Lanschot Kempen. A number of members of the SB should still be actively working in a main position. The aim is to spread the timing of resignation of SB members in order to avoid as much as possible that many members resign at the same time.<sup>16</sup>

- 1.5 Each member of the SB, the chair in particular, must be sufficiently available and accessible to properly perform their duties within the SB and the committees of the SB on which they sit.<sup>17</sup>
- 1.6 At least one of the Supervisory Board members must also possess such qualities to be able to lead the Supervisory Board and the General Meeting as a chair. They should encourage and promote an open and critical discussion and ensure that dissenting opinions can be expressed and discussed in the decision-making process.<sup>18</sup>
- 1.7 The SB should be composed in such a way that there can be a good relationship of mutual trust, so that the SB can operate as a team.
- 1.8 As a rule, it is not desirable to appoint former members of the MB to the SB after retirement.

## **2. SIZE AND COMPOSITION OF THE SB**

- 2.1 The size of the SB should be such that the SB as a whole and its committees separately, can effectively and responsibly fulfil their tasks<sup>19</sup> and that each individual member of the SB has the opportunity to contribute their specific qualities to it.
- 2.2 The composition of the SB should take into account as much as possible what is stipulated in article 1.4 of the SB Regulations.

## **3. MISCELLANEOUS**

- 3.1 At least once a year, the SB will discuss the desired profile and the composition and competence of the SB outside the presence of the MB. The holding of such discussion(s) will be reported in the SB's report.<sup>20</sup>
- 3.2 Any amendment to the SB Profile will be discussed in the General Meeting and with the Works Council.<sup>21</sup>
- 3.3 For each vacancy that arises in the SB, an individual profile will be drawn up which is in line with the SB Profile. The individual profile will specify the time expected to be spent on the position.<sup>22</sup> In drawing up the individual profile for the vacancy of chair of the SB, attention will be paid to the Company's desired expertise and experience with the financial sector and familiarity with the socio-economic and political culture and social environment of the main markets in which the Company operates. In each (re)appointment of SB members, the individual profile as well as the Supervisory Board Profile shall be taken into account as much as possible.<sup>23</sup>

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<sup>16</sup> EBA Guidelines on suitability, provision 129 and 133

<sup>17</sup> Banking Code, under 'Supervisory Board' and EBA Guidelines on suitability, provision 39

<sup>18</sup> EBA Guidelines on internal governance provision 36

<sup>19</sup> Banking Code, under Supervisory Board'

<sup>20</sup> Dutch Corporate Governance Code 2022, provision 2.2.6 iii

<sup>21</sup> Article 2:158 BW

<sup>22</sup> EBA Guidelines on suitability, provision 42, 43 and 130 c

<sup>23</sup> Dutch Corporate Governance Code 2022, provision 2.2.2

3.4 This Supervisory Board Profile is available on written request to the Company (to the attention of the Company Secretary) and will be posted on the Company's website ([www.vanlanschotkempen.com/nl/over-ons/bestuur-toezicht](http://www.vanlanschotkempen.com/nl/over-ons/bestuur-toezicht)).<sup>24</sup>

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<sup>24</sup> Dutch Corporate Governance Code 2022, provision 2.1.1