CONTINUOUS TEXT of the articles of association of Van Lanschot Kempen Wealth

Management N.V., formerly named Van Lanschot N.V., with corporate seat in 's-Hertogenbosch, after partial amendment to the articles of association, by deed of merger executed before a deputy of Teska Johanna van Vuren, civil law notary in Rotterdam, on 31 December 2019 which entered into effect on 1 January 2020.

Trade Registry number 16038212.

This is a translation into English of the original Dutch text. An attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

Chapter I.

Name, seat, objects.

Article 1. Name and seat.

- 1. The name of the company is: Van Lanschot Kempen Wealth Management N.V.
- 2. The official seat of the company is in 's-Hertogenbosch.

Article 2. Objects.

The objects of the company are: to carry on the business of banking and of dealings in Stock Exchange securities, to administer the property of others, to act as insurance agents, to participate in other companies and to perform all kinds of other activities and to render all kinds of other services which are connected therewith or may be conducive hereto, all this to be interpreted in the widest sense.

In pursuing the above objects the company shall, within the scope of a proper banking management, direct itself to the lasting interest of all those who are associated with the company and the business connected with it.

In particular the company shall have as its object the continuation of the business of the partnership of F. van Lanschot which has been carried on since seventeen hundred and thirty-seven.

Chapter II.

Capital and shares. Register.

Article 3. Authorized capital.

- 1. The authorized capital amounts to one hundred million euros (EUR 100,000,000.--).
- 2. The authorized capital is divided into one million (1,000,000) shares of one hundred euros (EUR 100.--) each.
- 3. All shares are to be registered shares. No share certificates shall be issued.

Article 4. Register of shareholders.

The Board of Management shall keep a register in which the names and addresses of all
holders of shares are recorded, showing the date on which they acquired the shares, the
date of the acknowledgement or notification, as well as showing the numbers of their
shares and the amount paid on each share.

- 2. The names and addresses of those who have a life interest or a pledge on the shares shall also be entered in the register, with notes of the date on which they acquired the right, the date of acknowledgement or notification, and to whom the rights referred to in the paragraphs 2 and 4 of the sections 88 and 89 Book 2 of the Civil Code accrue.
- 3. Each shareholder, each beneficiary of a life interest and each pledgee is required to give written notice of his address to the company.
- 4. Finally there shall also be recorded in the register every release from liability which has been granted in respect of payments on shares not yet made together with, if partly paid shares have been transferred, the date of the transfer.
- 5. The register shall be kept accurate and up to date. All entries and notes in the register shall be signed by two members of the Board of Management.
- 6. On application by a shareholder, a beneficiary of a life interest or a pledgee, the Board of Management shall furnish an extract from the register, free of charge, insofar as it relates to his rights in a share. In the event that a life interest or pledge has been created in a share, the extract shall state to whom the rights referred to in the paragraphs 2 and 4 of the sections 88 and 89 Book 2 of the Civil Code accrue. The extract is not negotiable.
- 7. The Management Board shall make the original of the register available at the company's office for inspection.

Chapter III.

<u>Issuance of shares.</u> Own shares.

Article 5. Issuance of shares. Body competent to issue shares. Notarial deed.

- 1. The issuance of shares may only be effected pursuant to a resolution of the general meeting of shareholders hereinafter referred to as "the general meeting" insofar as the general meeting has not designated another body of the company in this respect for a fixed period of time not exceeding five years.
- 2. The issuance of a share shall furthermore require a deed drawn up for that purpose in the presence of a civil law notary registered in the Netherlands to which those involved are party.

Article 6. Conditions of issuance. Rights of pre-emption.

- 1. A resolution for the issuance of shares shall stipulate the price and further conditions of issuance.
- 2. On the issuance of shares each shareholder shall have a right of pre-emption in proportion to the aggregate nominal value of his shares, subject to due observance of the relevant limitations set by law.
- 3. Shareholders shall have a similar right of pre-emption regarding the grant to subscribe for shares.
- 4. The right of pre-emption may, subject to due observance of the relevant provisions of the law, be limited or excluded by the general meeting or by another body of the company designated in this respect by resolution of the general meeting for a fixed period of time not exceeding five years.

Article 7. Payment for shares.

- 1. The full nominal amount of each share must be paid in on issue, as well as, if a share is subscribed for at a higher price, the balance of these amounts. It may be stipulated that a part of the nominal value, not exceeding three quarters thereof, need only be paid after the company has called it in.
- 2. The general meeting shall determine when and up to which amount further payments on shares not fully paid up must be made.

Article 8. Own shares.

- 1. When issuing shares the company shall not be entitled to subscribe for its own shares.
- 2. The company shall be entitled to acquire its own fully paid up shares or depository receipts in respect thereof with due observance of the relevant provisions of the law.
- 3. Acquisition for valuable consideration shall be permitted only if the general meeting has authorized the Board of Management in this respect. Such authorization shall be valid for a period not exceeding eighteen months. The general meeting shall stipulate in the authorization how many shares or depository receipts in respect thereof may be acquired, how they may be acquired, and between what limits the price must be.
- 4. The transfer of own shares or depository receipts in respect thereof held by the company shall be effected by virtue of a resolution of the general meeting or of another body of the company designated for this purpose by the general meeting. The resolution to such transfer shall also stipulate the conditions thereof.
- 5. For shares belonging to the company or to a subsidiary thereof no vote can be cast in respect thereof at a general meeting of shareholders, nor for shares in respect of which the company or its subsidiary holds depository receipts. Beneficiaries of a life interest and pledgees of shares which belong to the company and its subsidiaries are not excluded from exercising their voting rights in the event that the life interest or lien had been created before the share belonged to the company or any of its subsidiaries. The company nor a subsidiary can cast a vote for a share to which it has a life interest or a pledge.
- 6. In establishing whether the shareholders vote, are present or represented, no account shall be taken of shares in respect of which the law provides that no votes may be cast.

Chapter IV.

Transfer of shares. Rights "in rem".

Article 9. Transfer of shares. Life interest ("vruchtgebruik"). Pledging ("pandrecht").

- 1. The transfer of a share or the transfer of a right in rem thereon shall require a deed drawn up for that purpose in the presence of a civil law notary registered in the Netherlands to which those involved are party.
- 2. Unless the company itself is party to the legal act, the rights attached to the share can only be exercised after the company has acknowledged said legal act or said deed has been served on it in accordance with the relevant provisions of the law.
- 3. The shareholder shall have the voting rights in respect of the shares in which a life interest or a pledge has been created. However, the voting rights shall accrue to the beneficiary of a life interest or a pledgee if it was so stipulated at the creation of the life interest. The shareholder who holds no voting rights and the beneficiary of a life interest and the pledgee who does hold voting rights, shall have the rights referred to in the articles 88 and

- 89, paragraph 4, Book 2 of the Civil Code. The rights referred to in the preceding sentence shall not accrue to the beneficiary of the life interest and the pledgee who holds no voting rights.
- 4. The company may not co-operate with the issuance of depository receipts in respect of its shares.

Chapter V.

Management.

Article 10. Board of Management.

The management of the company shall be constituted by a Board of Management consisting of two or more members. The number of members of the Board of Management shall be determined by the Supervisory Board with due observance of the prescribed minimum.

Article 11. Appointment.

The general meeting shall appoint the members of the Board of Management.

Article 12. Suspension and dismissal.

- 1. Each member of the Board of Management may at any time be suspended or dismissed by the general meeting.
- 2. Each member of the Board of Management may at any time be suspended by the Supervisory Board. Such suspension may at any time be discontinued by the general meeting.
- 3. Any suspension may be extended one or more times, but may not last longer than three months in the aggregate. If at the end of that period no decision has been taken on removal of the suspension or dismissal, the suspension shall cease.

Article 13. Remuneration.

- 1. The company has a policy on the remuneration of the Board of Manage-ment. The policy shall be proposed by the Supervisory Board and adopted by the general meeting. The policy on remuneration shall in any case in-clude the subjects referred to in sections 383c up to and including 383e, Book 2 of the Dutch Civil Code, insofar as they regard Board of Manage-ment issues.
- 2. The Supervisory Board shall be entitled to determine the remuneration and further terms of employment for each member of the Board of Management, with due observance of the policy referred to in paragraph 1. With respect to schemes under which shares and/or rights to subscribe for shares are granted, the Supervisory Board shall submit these schemes to the general meeting for approval. The proposal must as a minimum state the number of shares or rights to subscribe for shares that can be granted to the Board of Management and the conditions for the granting and amend-ing thereof.

Article 14. Duties of the Board of Management. Allocation of duties. Decision making process.

- 1. Subject to the restrictions imposed by these articles of association, the Board of Management shall be entrusted with the management of the com-pany.
- 2. The Board of Management shall determine the particular duties with which each member of the Management shall be charged. The allocation of duties shall require the approval of the Supervisory Board.
- 3. The Board of Management may lay down rules regarding its own decision making process. These rules shall require the approval of the Supervisory Board.

Article 15. Representation.

- 1. The Board of Management shall be authorized to represent the company. Two members of the Board of Management acting jointly are also author-ized to represent the company.
- 2. The Board of Management may authorize one or more of its members to represent the company singlehandedly within the limits described in regulations laid down by the Board of Management.
- 3. The Board of Management may appoint persons with general or limited power to represent the company. Each of such person shall be authorized to represent the company with due observance of any restrictions imposed on him in regulations laid down by the Board of Management. The Board of Management shall determine their titles.

Article 16. Approval of decisions of the Board of Management.

- 1. Resolutions of the Board of Management entailing a significant change in the identity or character of the company or its business are subject to the approval of the general meeting, including in any case:
 - a. the transfer of (nearly) the entire business of the company to a third party;
 - b. entering into or breaking off long-term co-operation of the company or a subsidiary with an other legal entity or company or as fully liable partner in a limited partnership (commanditaire vennootschap) or general partnership (vennootschap onder firma), if this co-operation or termination is of major significance for the company;
 - c. acquiring or disposing of participating interests in the capital of a company of at least one third of the sum of the assets of the com-pany as shown on its balance sheet plus explanatory notes or, if the company prepares a consolidated balance sheet, its consolidated balance sheet plus explanatory notes according to the last adopted annual accounts of the company, by the company or a subsidiary.
- 2. Without prejudice to any other relevant provision of these articles of association, the Board of Management shall require the approval of the Supervisory Board for managerial decisions with respect to any one or more of the following matters:
 - a. the issuance, acquisition and withdrawal of debentures at the compa-ny's charge other than in the scope of the normal operation of the banking business;
 - b. the application for quotation or withdrawal of quotation of the debentures referred to under a. in the pricelist of any Stock Ex-change;
 - c. the entering into or the termination of lasting cooperation of the company or a dependent company with another legal entity or company or as active and fully liable partner in a limited partnership (commanditaire vennootschap) or general partnership (vennootschap onder firma), if such cooperation or termination is of fundamental importance to the company;
 - d. the acquisition of a participation worth at least one tenth of the amount, or a lower threshold to be determined by the Supervisory Board, of the issued capital plus reserves according to the company's balance sheet plus explanatory notes, by it or a dependent company in the capital of another company, and any drastic increase or decrease of such a participation;

- e. investments that require an amount equal to at least one tenth part of the issued capital with the reserves of the company according to its balance sheet with explanatory notes, or a limit so much lower as the Supervisory Board shall determine;
- f. making regulations in respect of the representation of the company as referred to in article 15, paragraphs 2 and 3;
- g. a proposal to amend the articles of association;
- h. a proposal to dissolve the company;
- i. a petition for bankruptcy or a request for suspension of payments (surséance van betaling);
- j. termination of the employment of a considerable number of employ-ees of the company or a dependant company at the same time or within a short period of time;
- k. any radical change in the labour conditions of a substantial number of employees of the company or a dependant company;
- 1. a proposal to reduce the issued share capital of the company;
- m. a proposal to merge or to demerge within the meaning of Part 7, Book 2 of the Dutch Civil Code.
- 3. The Supervisory Board may require other resolutions of the Board of Management than those specified in paragraph 2, to be subject to its approval. The Board of Management shall be notified in writing of such resolutions, which shall be clearly specified. Such resolutions may include resolutions of the Board of Management with respect to the way of exercising voting rights by the company in bodies of (other) legal entities and companies.
- 4. The lack of approval by the general meeting for a resolution as meant in paragraph 1, or by the Supervisory Board for a resolution as meant in para-graphs 2 and 3, with the exception of paragraph 2 sub m, shall not affect the authority of the Board of Management or members of the Board of Management to represent the company.

Article 17. Absence or prevention.

If a member of the Board of Management is absent or is prevented from performing his duties, the remaining members or member of the Board of Management shall be temporarily entrusted with the entire management of the company. If all members of the Board of Management or the sole member of the Board of Management are absent or are prevented from performing their duties, the management of the company shall be temporarily entrusted to the Supervisory Board which shall then be authorized to entrust the management temporarily to one or more persons, whether or not from among its members.

Chapter VI.

Supervisory board.

Article 18. Number of members. Appointment.

- 1. The company shall have a Supervisory Board, consisting of at least three natural persons.
- 2. The members of the Supervisory Board shall be appointed by the general meeting.

Article 19. Suspension and dismissal. Retirement.

1. Each member of the Supervisory Board may at any time be suspended or dismissed by the general meeting.

2. The Supervisory Board members shall retire periodically in accordance with a rotation plan to be drawn up by the Supervisory Board. A change in the rotation plan shall never require a Supervisory Board member in office to retire against his will before the term for which he has been appointed has elapsed.

Article 20. Remuneration.

The general meeting shall determine the remuneration for each member of the Supervisory Board.

Article 21. Duties and powers.

- 1. It shall be the duty of the Supervisory Board to supervise the management of the Board of Management and the general course of affairs in the company and in the business connected with it. It shall assist the Board of Management with advice. In performing their duties the Supervisory Board members shall act in accordance with the interests of the company and of the business connected with it.
- 2. The Board of Management shall supply the Supervisory Board in due time with the information required for the performance of its duties.
- 3. The Board of Management shall at least once a year, inform the Supervisory Board in writing of the main aspects of the strategic policy, the general and financial risks and the company's management and auditing systems.
- 4. The Supervisory Board shall have access to the buildings and premises of the company and shall be authorised to inspect the books and records of the company. The Supervisory Board may designate one or more persons from among its members or an expert to exercise these powers. The Supervisory Board may also otherwise be assisted by experts. The costs of these experts shall be for the account of the company.

Article 22. Proceedings and decision making process.

- 1. The Supervisory Board shall appoint from among its members a chairman and a vice-chairman, who shall deputise for the former in his absence. He shall appoint whether or not from among its midst a secretary.
- 2. The Board shall make a provision for deputisation for the chairman, vice-chairman and secretary.
- 3. The Supervisory Board shall meet whenever the chairman so determines or three other members of the Supervisory Board or the Board of Management so requests.
- 4. Minutes shall be kept by the secretary of the proceedings at a meeting of the Supervisory Board. The minutes shall be adopted by the Supervisory Board in the same meeting or in a subsequent meeting of the Supervisory Board and in witness whereof they shall be signed by the chairman and the secretary.
- 5. All resolutions of the Supervisory Board shall be adopted by a majority of the votes cast.
- 6. Resolutions of the Supervisory Board shall only be valid if passed at a meeting at which the majority of the Supervisory Board members are present or represented.
- 7. A member of the Supervisory Board may have himself represented by a co-member holding a written proxy. The expression 'written' shall include a document transmitted by any available means of communication and re-ceived in writing. A member of the Supervisory

- Board may not act as proxy on behalf of more than one co-member of the Supervisory Board.
- 8. The Supervisory Board may also adopt resolutions without holding a meet-ing, provided the motion in question has been submitted to all members of the Supervisory Board and none has objected to this form of decision-making. A report shall be drawn up by the secretary of a resolution adopted in this way, attaching the replies received, and shall be signed by the chairman and the secretary.
- 9. The Supervisory Board shall meet together with the Board of Management whenever the Supervisory Board or the Board of Management so requests.
- 10. The Supervisory Board shall draw up by-laws containing further regu-lations on the procedure for holding meetings and decision-making by the Supervisory Board, and its operating procedures.

Chapter VII.

Annual Accounts. Profits.

Article 23. Financial year. Drawing up the annual accounts. Deposition for inspection.

- 1. The financial year of the company shall be the calendar year.
- 2. Annually, at the latest in the month of May, the Board of Management shall draw up the annual accounts, consisting of a balance sheet and profit and loss account, accompanied by explanatory notes.
- 3. Within the period referred to in paragraph 2 the annual accounts shall be deposited for inspection by the shareholders at the office of the company. Within this period of time the Board of Management shall also submit the annual report for inspection by the shareholders.
- 4. The annual accounts shall be signed by all the members of the Board of Management; if one or more of their signatures is missing, this shall be stated and reasons given.

Article 24. Accountant.

- 1. The general meeting shall appoint an accountant to audit the annual ac-counts.
- 2. Such appointment shall be made by the general meeting. If the latter fails to do so, the Supervisory Board shall be competent or, in the event the Supervisory Board fails to do so, the Board of Management. The appointment of an accountant shall not be limited by virtue of any nomination; the appointment may at all times be revoked by the general meeting and by those who made the appointment; furthermore an appointment made by the Board of Management may be revoked by the Supervisory Board.
- 3. The accountant shall produce a report on his audit examination to the Su-pervisory Board and the Board of Management.
- 4. The accountant shall give the results of his investigations in a declaration as to the faithfulness of the annual accounts.

Article 25. Submission to the Supervisory Board.

- 1. The Board of Management shall submit the annual accounts to the Supervisory Board.
- 2. The annual accounts shall be signed by the members of the Supervisory Board; if one or more of their signatures is missing, this shall be stated and reasons given.

Article 26. Adoption of the annual accounts and release.

- 1. The general meeting shall adopt the annual accounts. The annual accounts may not be adopted in the event that the general meeting has been unable to inspect the auditor's statement referred to in article 24, paragraph 4, unless a legitimate reason for the absence of the statement is given in the information required to be added by law.
- 2. After adoption of the annual accounts, the General Meeting shall pass a resolution concerning release of the members of the Board of Management and the members of the Supervisory Board from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the annual accounts or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts. The scope of a release from liability shall be subject to limitations by virtue of the law.

Article 27. Publication.

- 1. The company shall publish the annual accounts within eight days following the adoption thereof. The publication shall be effected by the deposit of a complete copy in the Dutch language at the offices of the Trade Register in whose district the company has its official seat according to these articles of association. The date of the adoption must be stated on the copy.
- 2. A copy of the annual report produced in Dutch shall, together with the additional information required by virtue of the law, be published at the same time and in the same manner as the annual accounts. Insofar as the law permits the foregoing shall not apply if copies of those documents are held at the office of the company for inspection by any person and upon request full or partial copies thereof are supplied at a price not exceeding the cost; the company shall make an official return thereof for filing in the Trade Register.

Article 28. Profit. Dividend.

- 1. The profits shall be at the disposal of the general meeting.
- 2. Distributions of profits may be made only insofar as the net assets exceed the paid in and called up part of the capital and the reserves which must be maintained by virtue of the law.
- 3. Dividends shall be paid after adoption of the annual accounts from which it appears that payment of dividends is permissable.
- 4. The general meeting may resolve to pay an interim dividend provided the requirement of the second paragraph has been complied with as shown by interim accounts drawn up in accordance with the provision of the law.
- 5. The general meeting may subject to due observance of the provision of paragraph 2 resolve to make distributions to the charge of any reserve which need not be maintained by virtue of the law.

Chapter VIII.

General meetings of shareholders.

Article 29. Annual meeting.

- 1. Every year, at the latest in the month of June a general meeting of share-holders shall be held
- 2. The agenda for that meeting shall state inter alia the following points for discussion:
 - a. the annual report;

- b. adoption of the annual accounts;
- release of the members of the Board of Management and the members of the Supervisory Board;
- d. appropriation of profits;
- e. filling of any vacancies;
- f. other proposals put forward by the Supervisory Board, the Board of Management or shareholders for discussion and announced with due observance of article 31.

Article 30. Other meetings.

Other general meetings of shareholders shall be held as often as the Board of Management or the Supervisory Board deems such necessary, without prejudice to the provisions of the articles 110, 111 and 112, Book 2 of the Civil Code.

Article 31. Convocation. Agenda.

- 1. General meetings of shareholders shall be convened by the Supervisory Board or the Board of Management.
- 2. The convocation shall be given no later than on the fifteenth day prior to the date of the meeting.
- 3. The convocation shall specify the subjects to be discussed or shall state that the shareholders and beneficiaries of a life interest and pledgees to whom the voting right has been granted, may acquaint themselves with such subjects in the company's office in the place to be stated in the notification. Subjects which were not specified in the notification may be announced at a later date provided with due observance of the requirements set out in this article.
- 4. The convocation shall be made in the manner stated in article 37.

Article 32. The entire capital is represented.

As long as the entire issued capital is represented at a general meeting of share-holders, valid resolutions can be adopted on all subjects brought up for discussion, even if the formalities prescribed by law or by the articles of association for the convocation and holding of meetings have not been complied with, provided they are adopted unanimously.

Article 33. Place of the meetings.

The general meetings of shareholders shall be held in 's-Hertogenbosch, Utrecht, Amsterdam or The Hague.

Article 34. Chairmanship.

- 1. The general meetings of shareholders shall be presided over by the chairman of the Supervisory Board or, in his absence, by the deputy chairman of that board; in the event that the latter is also absent, the Supervisory Board members present shall elect a chairman from their midst. The Supervisory Board may designate another person to act as chairman of a general meeting of shareholders.
- 2. If the chairman has not been appointed in accordance with paragraph 1, the meeting shall itself choose a chairman. Until that moment the chair shall be held by a member of the Board of Management designated by the Board of Management.

Article 35. Minutes. Decision making process. Records.

- 1. Minutes shall be kept of the proceedings at any general meeting of share-holders by a secretary to be designated by the chairman. The minutes shall be adopted by the chairman and the secretary of the meeting and shall be signed by them as evidence thereof.
- 2. The Supervisory Board, the chairman or the person who has convened the meeting may determine that notarial minutes shall be drawn up of the pro-ceedings of the meeting. The notarial minutes shall be co-signed by the chairman.
- 3. Each share confers the right to cast one vote. To the extent that the law does not require a qualified majority, all resolutions shall be adopted by a majority of the votes cast.
- 4. The members of the Supervisory Board and the members of the Board of Management shall, as such, have the right to advise the general meeting of shareholders.
- 5. The Board of Management keeps a record of the resolutions made. If the Board of Management is not represented at a meeting, the chairman of the meeting shall provide the Board of Management with a transcript of the resolutions made as soon as possible after the meeting. The records shall be deposited at the offices of the company for inspection by the shareholders, the beneficiaries of a life interest and pledgees to whom the voting right has been granted. Upon request each of them shall be provided with a copy or an extract of such record at not more than the actual costs.

Article 36. Resolutions without a meeting. Records.

- 1. Resolutions of shareholders may, subject to the provision of the next para-graph, also be adopted in writing without recourse to a general meeting of shareholders, provided they are adopted by a unanimous vote representing the entire issued capital. The provision of article 22 paragraph 8 second sentence shall apply correspondingly.
- 2. The aforementioned decision making process shall not be permissable in the event that there are beneficiaries of a life interest and pledgees to whom the voting right has been granted.
- 3. The Board of Management shall keep a record of the resolution thus made. Each of the shareholders must procure that the Board of Management is in-formed in writing of the resolutions made in accordance with paragraph 1 as soon as possible. The records shall be deposited at the offices of the company for inspection by the shareholders. Upon request each of them shall be provided with a copy or an extract of such record at not more than the actual costs.

Chapter IX.

Convocation and notification.

Article 37.

All convocations of general meetings of shareholders and all notifications to shareholders and beneficiaries of a life interest and pledgees to whom the voting right has been granted, shall be made by letter mailed to their addresses as shown in the register of shareholders.

Chapter X.

Amendment of the articles of association and dissolution. Liquidation.

Article 38. Amendment of the articles of association and dissolution.

When a proposal to amend the articles of association or to dissolve the company is to be made to the general meeting, this must be stated in the convocation to the general meeting of shareholders. As regards an amendment of the articles of association, a copy of the proposal in which the proposed alteration is quoted in full must at the same time be filed at the company's office until the end of that meeting for the inspection of shareholders and beneficiaries of a life interest and pledgees to whom the voting right has been granted.

Article 39. Liquidation.

- 1. In the event of dissolution of the company by virtue of a resolution of the general meeting, the Board of Management shall be charged with the liqui-dation of the business of the company, and the Supervisory Board with the supervision thereof.
- 2. During liquidation, the provisions of the articles of association shall remain in force to the extent possible.
- 3. The balance remaining after payment of creditors shall be paid to the shareholders in proportion to the nominal value of their shareholdings.
- 4. The liquidation shall otherwise be subject to the provisions of Title 1, Book 2 of the Civil Code.

THE UNDERSIGNED

Aira Scheijvens, candidate civil law notary, acting as a deputy of Teska Johanna van Vuren, civil law notary in Rotterdam, hereby declares that the unofficial English translation of the articles of association of **Van Lanschot Kempen Wealth Management N.V.**, with corporate seat in 's-Hertogenbosch, shall read per 1 January 2020 as per the text printed above.

Signed in Rotterdam on 3 January 2020.