

NOTICE AND AGENDA

Meeting of holders of depositary receipts of Class A ordinary shares in Van Lanschot Kempen N.V.

Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen invites holders of depositary receipts of Class A ordinary shares in Van Lanschot Kempen N.V. to attend a meeting of depositary receipt holders at 14.00 hrs on Wednesday 16 November 2022 at Leonardo da Vinciplein 60, 's-Hertogenbosch.

AGENDA

1. Opening
 2. Comments by the board on the 2021 annual report and report on the activities undertaken by the board in 2022.
 3. Consultation of depositary receipt holders on the confidence they have in the board.
 4. Announcement of vacancies and opportunity for recommendation for the appointment of two members of the board.
 5. Any other business and closure of meeting
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Explanatory note to agenda item 2:

The report on the activities of the board of Stichting Administratiekantoor (the **Foundation**) for Class A ordinary shares in Van Lanschot Kempen for the year 2021 is available on the website www.vanlanschotkempen.com/publicaties-stak. The meeting will also include an oral report on the activities undertaken in 2022.

Explanatory note to agenda item 3:

The Corporate Governance Code, principle 4.4, states that the board of the administratiekantoor must enjoy the confidence of depositary receipt holders. For this reason, the board of the Foundation regularly consults the depositary receipt holders to ensure that it indeed enjoys their confidence.

Explanatory note to item 4:

Appointment proposals

Mr Meijer Timmerman Thijssen and Mr Hendriksen are resigning from their positions on the board of the Foundation in accordance with the schedule of resignation due to the expiry of their current terms of appointment.

Mr Meijer Timmerman Thijssen has been a member of the board since 2011 and Mr Hendriksen since 2018. Due to the expiry of his fourth term of appointment, which means that he has been a member of the board for a total of twelve years, Mr Meijer Timmerman Thijssen is no longer available for reappointment. Mr Hendriksen is available for reappointment.

For the vacancy created by the resignation of Mr Meijer Timmerman Thijssen, the board has sought a board member whose profile matches that under 'Profile for vacancy 1'. The board intends to appoint

Mr R.W.Th. Norbruis as a member of the board of the Foundation for a period up to and including the depositary receipt holders' meeting in 2026. Mr Norbruis is a solicitor with Norbruis Clement Advocaten and has wide-ranging legal knowledge and experience. In addition, he also has extensive administrative and social experience. A brief CV for Mr Norbruis is appended to this document.

The board also intends to reappoint Mr Hendriksen as a member of the board up to and including the depositary receipt holders' meeting in 2026. The intention to reappoint Mr Hendriksen is prompted by his good performance as a member of the board and the desire to ensure continuity in the board. A brief CV for Mr Hendriksen is appended to this document.

Profile for vacancy 1

To fill the vacancy created as a result of the expiry of the term of appointment of Mr Meijer Timmerman Thijssen, the board formulated the following additional condition:

[...] he/she must have demonstrable knowledge and experience in the field of company law in general and in the part of company law practice that relates to listed companies more specifically.

Profile for vacancy 2

To fill the vacancy created as a result of the expiry of the term of appointment of Mr Hendriksen, the board formulated the following additional condition:

[...] he/she must have relevant legal knowledge and experience and wide-ranging administrative and social experience.

Opportunity to make a recommendation for an appointment

The meeting will be given the opportunity to make a recommendation for an appointment to fill the vacancies. Recommended persons must express their unconditional endorsement of the objective of the Foundation and be willing to accept any appointment to the board. They must be appointable as a member of the board, and independent, on the basis of the articles of association of the Foundation. The articles of association of the Foundation can be viewed on the [website](#). Recommended persons must meet the profile for the vacancy in question.

The recommendation of a person must be made in writing. This must be accompanied by a CV for the person in question, demonstrating the expertise and independence relevant to the nomination at a minimum. A declaration from the person in question, as referred to above, must also be submitted, demonstrating that he/she is willing to accept any appointment and the conditions with which it is associated. These documents must be received at the following address no later than 17.00 hrs on Tuesday 9 November 2022. Beethovenstraat 300, (1077 WZ), Amsterdam, Attn. Mr W. Meiss.

When the board appoints a member, the point of departure is the board's reasonable confidence that the candidate in question can work purposefully within the board.

AVAILABILITY OF MEETING DOCUMENTS

The agenda and explanations are available to depositary receipt holders on the [website](#).

REGISTRATION

Holders of depositary receipts of Class A ordinary shares who wish to attend the meeting in person or through a proxy may register with Van Lanschot Kempen N.V., T&D/Operations / Agency Services L.11,

Beethovenstraat 300, (1077 WZ) Amsterdam (e-mail proxyvoting@kempen.nl) through the intermediary with which they are registered as holders of depositary receipts for Class A ordinary shares no later than 16.00 hrs on Friday 11 November 2022. With the registration, the intermediary must submit a declaration showing the number of depositary receipts held in the name of the depositary receipt holder in question as of 2 November 2022 (the date of registration). The proof of registration will then be sent (this can be used for admission to the meeting).

Holders of depositary receipts who have registered for the meeting and wish to be represented at the meeting by a proxy must, without prejudice to the aforementioned requirement for notification, submit a written power of attorney. The form available on the [website](#) may be used to grant that power of attorney. This power of attorney must be received by Van Lanschot Kempen N.V. no later than 16.00 hrs on Friday 11 November 2022. The proxy will be able to access the meeting on the basis of the proof of registration in the name of whomever he/she is representing.

Attendance card holders may be asked to identify themselves.

In the event that further measures or adaptations are unexpectedly required for this meeting as part of measures to prevent the spread of COVID-19, these will be announced via the [website](#) as promptly as possible. We kindly request that you check the website the day before the meeting so that you are aware of any changes or additional measures that may be in place.

's-Hertogenbosch, 31 October 2022

Board of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen

APPENDICES

Brief CV for Mr Norbruis

Mr Norbruis has been a solicitor since 1983. He is the co-founder and partner of Norbruis Clement Advocaten. He was previously a partner at NautaDutilh for nine years, at Freshfields Bruckhaus Deringer for fifteen years, and at Ernst & Young for four years. He is a specialist in transactions and disputes arising from those transactions and other issues and procedures relating to company law. He has ample international experience and has previously lived and worked as a solicitor in New York City. He has excellent command of English and German. He was a member of the core global management team at Freshfields for a few years (2011 - 2014) and of the core global management team at EY Law, the legal branch of Ernst & Young (2014 - 2018).

Brief CV for Mr Hendriksen

Mr Hendriksen has been a solicitor with Van Doorne since 1983 (partner since 1991). He has been the practice group leader for procedural and insurance law since 1992. Between 1999 and 2006, he was a member of the supervisory board of the Netherlands Bar and General Dean of the Netherlands Bar between 2013 and 2016. Mr Hendriksen is also an arbitrator with the Netherlands Arbitration Institute and is currently a member of the visitation committee on improvement of the quality of justice. He was a member of the board of the Cobra Museum of Modern Art (2005 - 2015), a member and (temporary) chairman of the Appeals Committee of SGR (Stichting Garantiefonds Reisgelden) (2006 - 2014), a member of the Nova Disciplinary Judiciary Committee (2006 - 2013) and a member of the Evaluation Committee on the awarding of points for subsidised legal aid, also known as Commissie van der Meer (2016 - 2017).

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