

## NOTICE AND AGENDA

### Meeting of holders of depositary receipts of Class A ordinary shares in Van Lanschot Kempen NV

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Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen invites holders of depositary receipts of Class A ordinary shares in Van Lanschot Kempen NV to attend a meeting of depositary receipt holders at 2.00 p.m. on Wednesday 20 November 2024 at Hooge Steenweg 29, 's-Hertogenbosch, the Netherlands.

#### AGENDA

1. Opening
  2. Comments by the board on the 2023 annual report and report on the activities undertaken by the board in 2024
  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 van gewone aandelen A Van Lanschot Kempen (the **Foundation**) for the year 2023 is available on the website [Publicaties Stichting Administratiekantoor \(vanlanschotkempen.com\)](https://publicaties.stichtingadministratiekantoor.vanlanschotkempen.com). The meeting will also include an oral report on the activities undertaken in 2024.

#### Explanatory note to agenda item 3:

The Corporate Governance Code, principle 4.5, states that the board of the trust office 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

The second term of appointment of Mrs. Mennen-Vermeule will end after this depositary receipt holders' meeting. She has been a board member since 2016 and is available for reappointment.

The board of the Foundation has the intention to reappoint Mrs. Mennen-Vermeule as a board member until the depositary receipt holders' meeting to be held in 2026. This will ensure continuity in the composition of the board. Mrs. Mennen-Vermeule's extensive financial-economic and managerial knowledge and experience are of great value to the board. A brief curriculum vitae of Mrs. Mennen-Vermeule is appended to this document.

The terms of appointment for Mr. Hendriksen and Mr. Norbruis will end after the depositary receipt holders' meeting to be held in 2026. To ensure the continuity of the Foundation's board, the board intends to decide already after the end of this meeting to reappoint Mr. Norbruis as a board member for a period of four years with effect from the date on which the biennial meeting of depositary receipt holders to be held in 2026 and as of the time immediately preceding the commencement of that meeting, subject to the condition precedent that the Foundation's board has not previously reversed (in writing or otherwise) by resolution the decision to reappoint Mr. Norbruis in 2026.

Mr. Norbruis has been a member and the chair of the Foundation's board since 2022 and is available for reappointment in 2026. His extensive legal and managerial knowledge and experience are of great value to the board. A brief curriculum vitae of Mr. Norbruis is attached to this explanation.

#### Profile for vacancy 1

To fill the vacancy created as a result of the expiry of the term of appointment of Mrs. Mennen-Vermeule after this depositary receipt holders' meeting, the recommended candidate must have demonstrable in-depth knowledge and experience in financial/economic matters and extensive experience as a company executive.

#### Profile for vacancy 2

To fill the vacancy created as a result of the expiry of the term of appointment of Mr. Norbruis after the depositary receipt holders' meeting in 2026, the recommended candidate must have demonstrable in-depth knowledge and experience of company law in general and, in particular, of that part of company law that relates to listed companies. In addition, this person must be able to serve as the chair of the board.

#### 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 individuals 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 individuals must meet the profile drawn up for the vacancy.

The recommendation of an individual must be made in writing. This should include a curriculum vitae of the person concerned, demonstrating at least the expertise and independence relevant to the nomination. A statement from the person concerned as mentioned above must also be submitted, demonstrating that he or she is willing to accept any appointment and the conditions set. These documents must be received no later than 5:45 p.m. on Wednesday, 13 November 2024 at the following address: Beethovenstraat 300, (1077 WZ) Amsterdam, the Netherlands, Attn. Secretariaat Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen.

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 explanatory notes 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 can register through the intermediary where they are registered as holders of depositary receipts for Class A ordinary shares with Van Lanschot Kempen NV, T&D/Operations/Agency Services L.11, Beethovenstraat 300, (1077 WZ) Amsterdam (e-mail [proxyvoting@vanlanschotkempen.com](mailto:proxyvoting@vanlanschotkempen.com)) no later than Friday, 15 November 2024 at 5:45 p.m. With the registration, the intermediary must submit a statement showing the number of depositary receipts held by the relevant depositary receipt holder as of Wednesday 6 November 2024 (the date of registration). The proof of registration will then be sent and will serve to admit them 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 registration, 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 NV no later than 5:45 p.m. on Friday 15 November 2024. The proxy holder will be able to access the meeting on the basis of the proof of registration in the name of whomever he or she is representing.

Holders of admission tickets may be asked to identify themselves.

's-Hertogenbosch, 4 November 2024

Board of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen

## APPENDICES

### Brief CV for Ms Mennen-Vermeule

Claudia Mennen-Vermeule started her career 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 from 2019 to 2023, she served as CEO of Brandloyalty Group. Since 1 April 2024, she has been CFO and a member of the board of directors at Koninklijke Ahrend B.V. Ms. Mennen-Vermeule is a member of the supervisory board and chair of the audit committee at Efteling B.V. and Enstall N.V.

### 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). Mr Norbruis is chair of the supervisory board of BE Semiconductor Industries NV (also known as Besi).

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