



The undersigned,

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

Country \_\_\_\_\_

hereinafter referred to as the “depository receipt holder”,

hereby grants a power of attorney, in accordance with article 16.8 of the trust conditions of Stichting Administratiekantoor van gewone aandelen A Van Lanschot, to:

SGG Financial Services B.V. (SGG), of Amsterdam

to attend and vote at the Annual General Meeting of Shareholders of Van Lanschot NV on 15 May 2014 on behalf of the depository receipt holder, as per the instructions given below:

Agenda:

## 1. Opening

### 2. 2013 annual report

- a.) Report of the Supervisory Board (*discussion item*)
- b.) Report of the Board of Managing Directors for 2013 (*discussion item*)
- c.) Strategy implementation status report (*discussion item*)

### 3. 2013 financial statements

- |   |     |         |          |
|---|-----|---------|----------|
| a.) Implementation of remuneration policy for 2013 ( <i>discussion item</i> )             |     |         |          |
| b.) Adoption of 2013 financial statements ( <i>voting item</i> )                          | for | against | abstain* |
| c.) Proposal to pay a cash dividend of € 0.20 per ordinary A share ( <i>voting item</i> ) | for | against | abstain* |

### 4. Discharge of the Board of Managing Directors and Supervisory Board

- |   |     |         |          |
|---|-----|---------|----------|
| a.) Proposal to discharge the members of the Board of Managing Directors for their conduct of the Company's affairs during the 2013 financial year ( <i>voting item</i> ) | for | against | abstain* |
| b.) Proposal to discharge the members of the Supervisory Board for their supervision of the Company's affairs during the 2013 financial year ( <i>voting item</i> )       | for | against | abstain* |

### 5. Composition of the Board of Managing Directors

- a.) Announcement of the proposed reappointment of Mr C.T.L. Korthout as a member of the Board of Managing Directors (*discussion item*)
- b.) Announcement of the proposed reappointment of Mr A.J. Huisman as a member of the Board of Managing Directors (*discussion item*)
- c.) Announcement of the proposed appointment of Mr R.P. Bruens as a member of the Board of Managing Directors (*discussion item*)

### 6. Composition of the Supervisory Board

- |   |     |         |          |
|---|-----|---------|----------|
| a.) Announcement of vacancy and profile; opportunity to make a recommendation ( <i>voting item</i> )                            | for | against | abstain* |
| b.) Proposal to reappoint Mr G.P. van Lanschot as a member of the Supervisory Board ( <i>voting item</i> )                      | for | against | abstain* |
| c.) Announcement of the vacancies due to arise at the Annual General Meeting of Shareholders in 2015 ( <i>discussion item</i> ) |     |         |          |

- |  |     |         |          |
|--|-----|---------|----------|
| <b>7. Appointment of external auditor</b> <i>(voting item)</i>   | for | against | abstain* |
| <b>8. Grant of authority to repurchase own shares or<br/>depository receipts for own shares</b> <i>(voting item)</i>   | for | against | abstain* |
| <b>9. Extension of powers of the Board of Managing Directors</b>   |     |         |          |
| a.) Extension of the power of the Board of Managing Directors to issue<br>ordinary shares <i>(voting item)</i>   | for | against | abstain* |
| b.) Extension of the power of the Board of Managing Directors to limit or exclude<br>the pre-emption right in the event of the issue of ordinary shares <i>(voting item)</i> | for | against | abstain* |
| <b>10. Any other business and closure of meeting</b>   |     |         |          |

Signed in \_\_\_\_\_ on \_\_\_\_\_ 2014

Signature(s) \_\_\_\_\_

NB: This voting instruction form must be received by SGG Financial Services B.V. (previously ANT Trust & Corporate Services NV), P.O. Box 11063, 1001 GB Amsterdam, the Netherlands, fax: +31 (0)20 522 25 35, e-mail: registers@sgggroup.com, no later than 5 p.m. on Monday 12 May 2014.

\* *delete as appropriate*