



Van Lanschot

Van Lanschot NV  
Voting Instruction Form

The undersigned,

Name \_\_\_\_\_

Address \_\_\_\_\_

hereinafter referred to as the 'depository receipt holder,'

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

SGG Financial Services BV (SGG), of Amsterdam

to attend and vote at the Annual General Meeting of Van Lanschot NV shareholders on 13 May 2015 on behalf of the depository receipt holder, as per the instructions below:

## Agenda:

### 1. Opening

### 2. 2014 Annual Report

- a.) Report of the Supervisory Board (*discussion*)
- b.) Report of the Statutory Board for 2014 (*discussion*)
- c.) New governance structure (*discussion*)

### 3. 2014 Financial Statements

- |  |     |         |          |
|--|-----|---------|----------|
| a.) Implementation of remuneration policy for 2014 ( <i>discussion</i> )                       |     |         |          |
| b.) Adoption of 2014 Financial Statements ( <i>voting item</i> )                               | for | against | abstain* |
| c.) Proposal to pay a cash dividend of €0.40 per Class A ordinary share ( <i>voting item</i> ) | for | against | abstain* |

### 4. Discharge of the Statutory Board and Supervisory Board

- |   |     |         |          |
|---|-----|---------|----------|
| a.) Proposal to discharge the members of the Statutory Board from liability for their conduct of Van Lanschot's affairs in the 2014 financial year ( <i>voting item</i> ) | for | against | abstain* |
| b.) Proposal to discharge the members of the Supervisory Board for their supervision of Van Lanschot's affairs in the 2014 financial year ( <i>voting item</i> )          | for | against | abstain* |

### 5. Changes to the Articles of Association (*voting item*)

for	against	abstain*
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### 6. Proposal to change the remuneration policy of the Statutory Board (*voting item*)

for	against	abstain*
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### 7. Composition of the Supervisory Board

- |  |     |         |          |
|--|-----|---------|----------|
| a.) Announcement of vacancies and profiles; opportunity to make recommendations ( <i>voting item</i> ) | for | against | abstain* |
| b.) Proposal to reappoint Tom de Swaan as a member of the Supervisory Board ( <i>voting item</i> )     | for | against | abstain* |
| c.) Proposal to reappoint Willy Duron as a member of the Supervisory Board ( <i>voting item</i> )      | for | against | abstain* |
| d.) Proposal to appoint Bernadette Langius as a member of the Supervisory Board ( <i>voting item</i> ) | for | against | abstain* |

- |   |     |         |          |
|---|-----|---------|----------|
| <b>8. Appointment of external auditors</b>  |     |         |          |
| a.) Ernst & Young Accountants LLP for the 2015 financial year ( <i>voting item</i> )  | for | against | abstain* |
| b.) PricewaterhouseCoopers Accountants NV for the 2016 financial year ( <i>voting item</i> )  | for | against | abstain* |
| <b>9. Grant of authority to repurchase own shares and/or depositary receipts for own shares (<i>voting item</i>)</b>                            |     |         |          |
|   | for | against | abstain* |
| <b>10. Extension of powers of the Statutory Board</b>   |     |         |          |
| a.) Extension of the power of the Statutory Board to issue ordinary shares ( <i>voting item</i> )   | for | against | abstain* |
| b.) Extension of the power of the Statutory Board to limit or exclude pre-emption rights when ordinary shares are issued ( <i>voting item</i> ) | for | against | abstain* |
| <b>11. Any other business and closure of meeting</b>  |     |         |          |

Signed in \_\_\_\_\_ on \_\_\_\_\_ 2015

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

NB: These voting instructions must be received by SGG Financial Services BV, PO Box 11063, 1001 GB Amsterdam, the Netherlands, fax: +31 (0)20 522 25 35, email: registers@sgggroup.com no later than 5.00 pm on Thursday 7 May 2015.

\* delete as appropriate