

Voting instruction form

VAN LANSCHOT KEMPEN NV



**VAN LANSCHOT
KEMPEN**

VOTING INSTRUCTION FORM

The undersigned,

Name _____

Address _____

hereinafter referred to as the “depository receipt holder”, hereby grants power of attorney to¹:

SGG Financial Services BV (SGG), of Amsterdam, in compliance with Article 16.8 of the trust conditions of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen,

the Company Secretary of Van Lanschot Kempen NV, in compliance with Article 16.7 of the trust conditions of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen

to attend and vote at the Annual General Meeting of Shareholders of Van Lanschot Kempen NV on 31 May 2018 on behalf of the depository receipt holder, as per the instructions below:

VOTING INSTRUCTIONS

Agenda item:

3. 2017 annual statements

- | | | | |
|--|-----|---------|----------|
| b.) Adoption of 2017 financial statements (voting item) | for | against | abstain* |
| c.) Payment of a cash dividend of €1.45 per Class A ordinary share (voting item) | for | against | abstain* |

4. Discharge of the Statutory and Supervisory Boards

- | | | | |
|--|-----|---------|----------|
| a.) Discharge of the members of the Statutory Board from liability for their conduct of Van Lanschot Kempen's affairs in the 2017 financial year (voting item) | for | against | abstain* |
| b.) Discharge of the members of the Supervisory Board from liability for their supervision of Van Lanschot Kempen's affairs in the 2017 financial year (voting item) | for | against | abstain* |

6. Remuneration of the Statutory Board (voting item)

for against abstain*

7. Remuneration of the Supervisory Board (voting item)

for against abstain*

8. Appointment of the auditors (voting item)

for against abstain*

9. Composition of the Supervisory Board

- | | | | |
|---|-----|---------|----------|
| b.) Appointment of Maarten H. Muller as a member of the Supervisory Board (voting item) | for | against | abstain* |
|---|-----|---------|----------|

10. Grant of authority to repurchase own shares and/or depository receipts for such shares (voting item)

for against abstain*

¹ By ticking one of these two options, the depository receipt holder chooses either SGG or the Company Secretary to carry out their instructions. If no choice is made, the depository receipt holder is assumed to have authorised and instructed SGG.

* Delete as appropriate

11. Extension of powers of the Statutory Board

- | | | | |
|---|-----|---------|----------|
| a.) Extension of the power of the Statutory Board to issue Class A ordinary shares (voting item) | for | against | abstain* |
| b.) Extension of the powers of the Statutory Board to limit or exclude pre-emption rights when Class A ordinary shares are issued (voting item) | for | against | abstain* |

Signed in _____ on _____ 2018

Signature _____

For voting instructions to **SGG**, please make sure the completed form is received by SGG Financial Services, PO Box 11063, 1001 GB Amsterdam, the Netherlands, or by email: registers@sgggroup.com **no later than 5.00 pm on Friday 25 May 2018.**

For voting instructions to the **Company Secretary**, please make sure the completed form is received by the Company Secretary (email: proxyvoting@kempen.nl) **no later than 5.00 pm on Friday 25 May 2018.**

* Delete as appropriate