

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 to:¹

0 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

0 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 Extraordinary General Meeting of Van Lanschot Kempen NV (the “Company”) on 5 October 2018 on behalf of the depository receipt holder, as per the instructions below:

Agenda

3. Amendment to the Company’s Articles of Association and return of capital

a.) Proposal to agree to amend the Articles of Association in compliance with the draft Deed of Amendment of the Articles of Association (Part 1) to raise the nominal amount of each Class A ordinary share by one euro and fifty euro cents per Class A ordinary share, charged to the share premium reserve (*voting item*).²

for against abstain*

b.) Proposal to agree to amend the Articles of Association in compliance with the draft Deed of Amendment of the Articles of Association (Part 2) and to return the amount of one euro and fifty euro cents per Class A ordinary share to the relevant shareholders (*voting item*).³

for against abstain*

* Delete as appropriate

¹ The depository receipt holder is expected to tick one of these options to indicate either SGG or the Company Secretary. Where no choice is made, they are assumed to have authorised and instructed SGG.

² The decision to amend the Articles of Association as meant under item 3(a) is subject to the condition that the meeting agrees to amend the Articles of Association and to the return of capital under item 3(b).

³ If the decision to amend the Articles of Association as meant under item 3(a) is not made, agenda item 3(b) will not be voted on.

4. Composition of the Supervisory Board

b) Proposed appointment of Frans Blom as a member of the Supervisory Board (*voting item*).

for against abstain*

Signed in _____

on _____ 2018

Signature _____

* Delete as appropriate

For voting instructions to **SGG**, please make sure the completed form is received by SGG Financial Services BV, PO Box 11063, 1001 GB Amsterdam, the Netherlands, or by email to registers@sgggroup.com and processed by the intermediary via the electronic voting platform (EVO platform) no later than **5.00 pm on Friday 28 September 2018**.

For voting instructions to the **Company Secretary**, please make sure the completed form is received by the Company Secretary (email: proxyvoting@kempen.nl) and processed by the intermediary via the electronic voting platform (EVO platform) no later than **5.00 pm on Friday 28 September 2018**.