

Agenda

EXTRAORDINARY GENERAL MEETING

Invitation and agenda to attend the extraordinary general meeting of Van Lanschot Kempen NV on Wednesday, 22 September 2021. The meeting will start at 10.00 am in the auditorium of the Van Lanschot Tower, Leonardo da Vinciplein 60, 5223 DR 's-Hertogenbosch, the Netherlands.



CONVENING NOTICE

Dear shareholders and depositary receipt holders,

I wish to invite you to attend the extraordinary general meeting of Van Lanschot Kempen NV (Van Lanschot Kempen) on Wednesday, 22 September 2021. The meeting will start at 10.00 am in the auditorium of the Van Lanschot Tower, Leonardo da Vinciplein 60, 5223 DR 's-Hertogenbosch, the Netherlands.

The agenda for this meeting, notes and appendices are enclosed. These documents are also available at vanlanschotkempen.com/egm.

If you wish to attend the meeting, please read on to see how you can register. You will also find other information relevant to attending the meeting.

If we feel the need to hold the meeting entirely online because of how the Coronavirus situation develops, we will inform you of this on our website.

Kind regards,

Frans Blom

Chair of the Supervisory Board of
Van Lanschot Kempen

11 August 2021

AGENDA

Agenda for the extraordinary general meeting of Van Lanschot Kempen NV on Wednesday, 22 September 2021, commencing at 10.00 am.

1. Opening

2. Composition of the Management Board

Notice of the intended appointment of Maarten Edixhoven as Management Board member and chair (discussion)

3. Composition of the Supervisory Board

Appointment of Brigitte Boone as Supervisory Board member (voting item).

4. Any other business and closure of meeting

Availability of meeting documents

These documents are available on our website vanlanschotkempen.com/egm:

- the agenda with notes and appendices;
- the information specified in Book 2, Article 142 (3) of the Dutch Civil Code;
- the notices as required by law and under the articles of association.

Registration

The parties entered in the designated registers or sub-registers following the close of trading on **Wednesday 25 August 2021** (the Registration Date) and who have registered in the manner described below will be entitled to attend and/or vote at the meeting. The following are designated as registers or sub-registers:

- the records kept by intermediaries as referred to in the Dutch Securities (Bank Giro Transactions) Act ('Wet giraal effectenverkeer') for holders of depositary receipts for Class A ordinary shares in Van Lanschot Kempen;
- Van Lanschot Kempen's shareholders' register for holders of registered shares in Van Lanschot Kempen.

Registration

Holders of registered shares

Holders of registered shares who wish to attend the meeting must register in the manner described in the meeting notices sent to them.

Holders of bearer depositary receipts

Holders of depositary receipts for Class A ordinary shares (depositary receipt holders) who wish to attend the meeting in person or through an authorised representative may register from **Thursday, 26 August 2021 until 4.30 pm** on **Thursday, 16 September 2021** through their intermediary (bank) at:

Van Lanschot Kempen NV
SCS/Agency Services department
Beethovenstraat 300
1077 WZ Amsterdam
E-mail: proxyvoting@kempen.nl

A statement by the intermediary confirming that the depositary receipts are registered in the depositary receipt holder's name on the Registration Date must be submitted with this registration. These depositary receipt holders will receive a receipt from their bank that serves as an admission card for the meeting.

Powers of attorney

Depositary receipt holders who wish to be represented by an authorised representative – notwithstanding the above registration requirement – must provide a written power of attorney. Van Lanschot Kempen must receive this power of attorney by **4.30 pm on Thursday, 16 September 2021**.

Voting proxies for depositary receipt holders

Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen ('the AK') will grant a voting proxy to depositary receipt holders who register on time in the manner described above. The depositary receipt holders may use this voting proxy to exercise the right to vote at the meeting on the shares held by the AK for which the relevant depositary receipts have been issued. The depositary receipt holders need not apply for a voting proxy themselves. The voting proxy will be granted to the depositary receipt holder when they sign the attendance list before the start of the meeting. The voting proxy is granted on the basis of and in compliance with the provisions of Article 12 of the trust conditions adopted by the AK. If a representative authorised to represent the depositary receipt holder in writing exercises the right to attend the meeting, the AK will grant the voting proxy to this authorised representative.

Voting instruction

Depository receipt holders who do not wish to attend the meeting of shareholders may grant a power of attorney with voting instructions to an independent third party, IQ EQ Financial Services BV, or to the company secretary. Depository receipt holders who wish to issue such voting instructions must register through their intermediary in the manner set out above. To issue a voting instruction, depository receipt holders must use the voting instruction form that can be downloaded from Van Lanschot Kempen's website at vanlanschotkempen.com/egm.

The intermediary must process the depository receipt holder's voting instruction in Van Lanschot's electronic voting platform (EVO platform) **by 4.30 pm on Thursday, 16 September 2021**.

Attendance registration

Shareholders and depository receipt holders may exercise their rights to attend and vote at the meeting only if they have registered before the meeting. Attendance is registered based on the receipt at the entrance to the meeting room from 9.30 am until the meeting starts. Attendance card holders may be asked to identify themselves.

Transport

We recommend that you come to the meeting by public transport. The Van Lanschot Tower is located only a few minutes' walk from the 's-Hertogenbosch train station. If you come to the meeting by car, you can park in the Paleiskwartier car park, a short walk from the Van Lanschot Tower. Complimentary car park exit tickets are available. If crossing the distance between the car park and Van Lanschot Tower is difficult because of a physical disability, contact us (at SecretariaatRvB@vanlanschotkempen.com) before the meeting to reserve a parking space under the Van Lanschot Tower.

Contact

If you have any questions about the extraordinary general meeting on 22 September 2021, contact us at investorrelations@vanlanschotkempen.com or on +31 20 354 45 90.

NOTES

Notes to the agenda for the extraordinary general meeting of Van Lanschot Kempen NV on Wednesday, 22 September 2021.

Agenda item 2: Composition of the Management Board

Notice of the intended appointment of Maarten Edixhoven as Management Board member and chair (discussion)

The Supervisory Board gives notice of the intended appointment of Maarten Edixhoven as member and chair of Van Lanschot Kempen's Management Board as from 1 October 2021. He will be appointed until the end of the annual general meeting to be held in 2026. The regulators have approved the intended appointment and Van Lanschot Kempen's Works Council has recommended the intended appointment. Maarten Edixhoven will succeed Karl Guha, who announced in January this year that he wished to step down as Management Board chair and member. Karl Guha will step down as Management Board chair and member as from 1 October 2021. The Supervisory Board is pleased to announce the intended appointment of Karl Guha's successor so soon after this announcement and is grateful to Karl Guha for his excellent leadership of Van Lanschot Kempen for almost nine years.

The Supervisory Board drew up an individual profile for the vacancy of chair of the Management Board (Appendix 1). After an extensive and careful selection process, Maarten Edixhoven emerged as the most suitable candidate.

The Supervisory Board regards Maarten Edixhoven as an excellent director with more than 25 years of managerial experience in the financial sector, both in the Netherlands and abroad. He is a proven team player; a unifier with an inspiring personality. He has a clear vision of important themes such as sustainability, new technology, and diversity and inclusiveness. He also has an excellent understanding of and experience in dealing with laws and regulations. His drive and his enterprising, client-focused attitude fit in perfectly with the culture at Van Lanschot Kempen.

The Supervisory Board has the utmost confidence that Van Lanschot Kempen's growth and development as the leading independent wealth manager in the Benelux region will continue under Maarten Edixhoven's leadership.

Maarten Edixhoven's CV is attached as Appendix 2 to this agenda.

The Supervisory Board strives for a diverse composition of the Management Board. Although the Management Board's composition is diverse in terms of aspects such as age, background and expertise, the Supervisory Board is aware that it still consists entirely of men. The topic of gender diversity has our attention, both as regards the composition of the Management Board and for the entire organisation. We want to increase the internal pool of female talent so as to allow for the appointment of women from within the organisation as Management Board members over time.

The main elements of the agreement for services between Maarten Edixhoven and Van Lanschot Kempen are specified in Appendix 3.

Agenda item 3: Composition of the Supervisory Board

Appointment of Brigitte Boone as Supervisory Board member (voting item)

As Jeanine Helthuis stepped down as a Supervisory Board member on 27 May 2021, a vacancy on the Supervisory Board opened up from that date. This vacancy was announced at the annual general meeting held on 27 May 2021. The individual profile drawn up for the vacancy (Appendix 4) was also presented during that meeting and the general meeting was given the opportunity to recommend nominees for Supervisory Board members. No recommendations were made at this shareholders' meeting.

On 22 September 2021, the Supervisory Board will nominate Brigitte Boone for appointment by the general meeting.

The Supervisory Board believes that the nomination of Brigitte Boone is a good fit for the vacancy profile. The required knowledge and experience in the areas mentioned in the profile are evident from Brigitte Boone's CV. She has acquired the required competencies in the positions she has held. Brigitte Boone is a very experienced manager and has extensive experience in managing processes. She has held various executive positions in the financial sector, including as a member of the Board of Directors and the Executive Board of the Fortis Bank group from 2007 to 2009 and as a director of Puilaetco Dewaay Private Bankers from 2016 to 2020. Brigitte Boone is currently a director (non-executive) of NN Group Belgium, Gimv, SD Worx, Wereldhave Belgium, Enabel and Imec VZW, Fidimec. Brigitte Boone's CV is attached as Appendix 5 to this agenda and includes the

information referred to in Article 23, paragraph 4 of Van Lanschot Kempen's articles of association. Brigitte Boone qualifies as an independent Supervisory Board member within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. De Nederlandsche Bank has approved Brigitte Boone's appointment as a Supervisory Board member.

Brigitte Boone will be appointed for a four-year term. Her first term of appointment will expire at the end of Van Lanschot Kempen's annual general meeting to be held in 2026.