

Appendix 1

572279.bstate.VLK(I)/AMS

UNOFFICIAL TRANSLATION
DRAFT DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION
VAN LANSCHOT KEMPEN N.V.
(Part 1)

*(this is an unofficial translation of the deed of amendment of the articles of association
(in Dutch: akte van statutenwijziging); if differences occur in the translation, the Dutch text will prevail)*

On the [●] appears before me, mr. Anne-Marie Gerardine Cleontine Struycken-van Daelen, notaris (civil-law notary) practising in Amsterdam:

[●].

The person appearing declares that on the [the sixth day of October two thousand twenty-two] the general meeting of **Van Lanschot Kempen N.V.**, a public company (*naamloze vennootschap*), having its corporate seat in 's-Hertogenbosch, the Netherlands and address at 5211 JN 's-Hertogenbosch, the Netherlands, Hooge Steenweg 29, Trade Register number 16038212 (the "**Company**"), resolved to amend the articles of association of the Company and to authorise the person appearing to execute this deed.

Pursuant to those resolutions the person appearing declares that [s]he amends the Company's articles of association as follows:

1. Article 4, paragraph 1 shall read:

The authorised capital amounts to two hundred and sixty two million and five hundred thousand Euro (EUR 262,500,000.00).

2. Article 4, paragraph 2 shall read:

It is divided in:

- seventy-five million (75,000,000) ordinary shares A of two Euro and fifty cents (EUR 2.50) each; and
- seventy-five million (75,000,000) preference shares C of one Euro (EUR 1.00) each.

Final statement.

Finally the person appearing declares that through and with the execution of this deed, the issued capital of the Company amounts to one hundred three million four hundred and four thousand and one hundred seventy Euro (EUR 103,404,170.00).

The document in evidence of the resolutions adopted by the general meeting, is attached to this deed.

In witness whereof the original of this deed which will be retained by me, notaris, is executed in Amsterdam, on the date first mentioned in the head of this deed.

Having conveyed the substance of the deed and given an explanation thereto and following the statement of the person appearing that he has taken note of the contents of the deed and agrees with the partial reading thereof, this deed is signed, immediately after reading those parts of the deed which the law requires to be read, by the person appearing, who is known to me, notaris, and by me at [●].

ZUIDBROEK CORPORATE LAW NOTARIES

TRIPTYCH PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION VAN LANSCHOT KEMPEN N.V. (PART I)

This triptych includes the proposed amendments to the articles of association of Van Lanschot Kempen N.V. (the "**Company**"), as will be proposed to the general meeting of the Company in its extraordinary general meeting to be held on 6 October 2022. The proposal contains amendments to article 4 of the articles of association of the Company. The first column sets out the current text of the articles of association, the second column contains the proposed amendments (in colour) compared to the current text and the third column gives a further explanation to the amendments.

The proposed amendments to the articles of association relate to the intended return of capital.

Zuidbroek

CURRENT ARTICLES OF ASSOCIATION VAN LANSCHOT KEMPEN N.V.	PROPOSED CHANGE ARTICLES OF ASSOCIATION VAN LANSCHOT KEMPEN N.V.	EXPLANATORY NOTE
<p><u>Capital and shares. Registers.</u> <u>Article 4. Authorised capital. Classes of shares.</u></p> <p>1. The authorised capital amounts to one hundred and fifty million Euro (EUR 150,000,000.00).</p> <p>2. It is divided into shares of one Euro (EUR 1.00) each, as follows:</p> <ul style="list-style-type: none"> - seventy-five million (75,000,000) ordinary shares A; and - seventy-five million (75,000,000) preference shares C. 	<p><u>Capital and shares. Registers.</u> <u>Article 4. Authorised capital. Classes of shares.</u></p> <p>1. The authorised capital amounts to two hundred and sixty two million and five hundred thousand Euro (EUR 262,500,000.00).</p> <p>2. It is divided in:</p> <ul style="list-style-type: none"> - seventy-five million (75,000,000) ordinary shares A of two Euro and fifty cents (EUR 2.50) each; and - seventy-five million (75,000,000) preference shares C of one Euro (EUR 1.00) each. 	<p>EXPLANATORY NOTE</p> <p>In step 1 part of the capital surplus reserve of the Company will be converted into nominal capital in order to facilitate the return of capital.</p> <p>This is implemented by increasing the nominal amount per ordinary share A with one Euro (EUR 1.00) to two Euro and fifty cents (EUR 2.50) against the capital surplus reserve.</p> <p>As a result the authorised capital must be increased as well. The authorised capital is the maximum amount up to which the Company can issue shares.</p>