

Appendix 2

572279.bstat.vlke(II)/AMS

UNOFFICIAL TRANSLATION
DRAFT DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION
VAN LANSCHOT KEMPEN N.V.

(Part 2)

*(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 [sixth day of October two thousand twenty-two] the general meeting of **Van Lanschot Kempem N.V.**, a public company (*naamloze vennootschap*) having its corporate seat in 's-Hertogenbosch, the Netherlands and address at 5211 JN 's-Hertogenbosch, Hooge Steenweg 29, number Trade Register 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 one hundred fifty million Euro (EUR 150,000,000.00).

2. Article 4, paragraph 2 shall read:

It is divided in shares of one Euro (EUR 1.00) each, as follows:

- seventy-five million (75,000,000) ordinary shares A; and
- seventy-five million (75,000,000) preference shares C.

Final statement.

Finally the person appearing declares as follows:

- (i) through and with the execution of this deed, the par value of each ordinary share A is decreased from two Euro and fifty cents (EUR 2.50) to one Euro (EUR 1.00);
- (ii) as a result of the decrease of the capital referred to under (i) and through and with the execution of this deed, the issued capital of the Company amounts to forty-one million three hundred sixty-one thousand six hundred sixty-eight Euro (EUR 41,361,668.00);
- (iii) with reference to Section 2:100, subsection 5 Dutch Civil Code, the resolution adopted by the general meeting of the Company on the [sixth day of October two thousand twenty-two] for the decrease of capital referred to under (i) has taken effect on the [the thirteenth day of December two thousand twenty-two].

To this deed are attached:

- the document in evidence of the resolutions adopted by the general meeting;
- the confirmation issued by the competent district court, as referred to in Section 2:100, subsection 3 Dutch Civil Code, that no objections have been filed against the resolution to decrease the capital referred to above.

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 she 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 II)

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

ARTICLES OF ASSOCIATION, AFTER AMENDMENT I 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 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><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 in 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>EXPLANATORY NOTE</p> <p>In order to facilitate the return of nominal capital, in step 2 the nominal amount per ordinary share A which was increased against the capital surplus reserve in step 1, will be decreased with an amount of one Euro and fifty cents (EUR 1.50) from two Euro and fifty cents (EUR 2.50) to one Euro (EUR 1.00), so that an amount of one Euro and fifty cents (EUR 1.50) per ordinary share A can be returned.</p> <p>The authorised capital which was increased as part of step 1, can be decreased to its initial amount. The authorised capital is the maximum amount up to which the Company can issue shares.</p>