

## APPENDIX 2

572981.bstat.vlke(II)/AMS

**DRAFT ZUIDBROEK 28 JUNE 2023**  
**UNOFFICIAL TRANSLATION**  
**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 [●] 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 fifth day of October two thousand twenty-three 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 to amend the Company's articles of association as follows:

1. Article 4, paragraph 1 shall read:  
The authorised capital amounts to one hundred fifty million Euros (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 three Euros (EUR 3.00) 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-three million thirty-nine thousand nine hundred thirty-eight Euros (EUR 43,039,938.00);
- (iii) with reference to Section 2:100, subsection 5 Dutch Civil Code, the resolution adopted by the general meeting of the Company on the fifth day of October two thousand twenty-three for the decrease of capital referred to under (i) has taken effect on [●].

**Attached documents.**

- the document in evidence of the resolutions adopted by the general meeting of the Company;
- 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.

**Final.**

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 to have taken note of the contents of the deed and to agree 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 [●] hours and [●] minutes ([●]).

## ZUIDBROEK CORPORATE LAW NOTARIES

### TRIPTYCH PROPOSAL TO PARTIALLY 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 Thursday 5 October 2023. The proposal contains amendments to article 4 of the articles of association of the Company. The first column sets out the text of the articles of association after the first amendment of the articles of association, the second column contains the proposed amendments (in colour) compared to this 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> <ol style="list-style-type: none"> <li>1. The authorised capital amounts to three hundred million Euros (EUR 300,000,000.00).</li> <li>2. It is divided in: <ul style="list-style-type: none"> <li>- seventy-five million (75,000,000) ordinary shares A of three Euros (EUR 3.00) each; and</li> <li>- seventy-five million (75,000,000) preference shares C of one Euro (EUR 1.00) each.</li> </ul> </li> <li>3. All shares shall be registered shares. No share certificates shall be issued.</li> <li>4. Where in these articles of association the terms "shares" and "shareholders" are used they shall, unless the contrary is apparent, be taken to mean all classes of shares referred to in paragraph 2, and the holders thereof.</li> </ol>	<p><u>Capital and shares. Registers.</u> <u>Article 4. Authorised capital. Classes of shares.</u></p> <ol style="list-style-type: none"> <li>1. The authorised capital amounts to <b>one hundred fifty million Euros (EUR 150,000,000.00)</b>.</li> <li>2. It is divided in shares of one <b>Euro (EUR 1.00) each, as follows:</b> <ul style="list-style-type: none"> <li>- seventy-five million (75,000,000) ordinary shares A; and</li> <li>- seventy-five million (75,000,000) preference shares C.</li> </ul> </li> <li>3. All shares shall be registered shares. No share certificates shall be issued.</li> <li>4. Where in these articles of association the terms "shares" and "shareholders" are used they shall, unless the contrary is apparent, be taken to mean all classes of shares referred to in paragraph 2, and the holders thereof.</li> </ol>	<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 two Euros (EUR 2.00) from three Euros (EUR 3.00) to one Euro (EUR 1.00), so that an amount of two Euros (EUR 2.00) per ordinary share A can be returned.</p> <p>The authorised capital which was increased as part of step 1, will be decreased to its initial amount. The authorised capital is the maximum amount up to which the Company can issue shares.</p>