VAN LANSCHOT KEMPEN

Minutes

Extraordinary General Meeting of Van Lanschot Kempen NV

held on Thursday 10 April 2025

1. Opening

The **chair**, Mr Frans Blom, opened the meeting at 11:00 a.m. and welcomed the attendees.

He noted that all statutory requirements and requirements under the articles of association for convening this meeting had been observed. The meeting was called by an announcement posted on the website of Van Lanschot Kempen NV ("Van Lanschot Kempen") on 27 February 2025. The agenda with explanatory notes, the proposals to amend the articles of association and the procedure for participating in this meeting were published at the same time. In addition, as of 27 February 2025, these documents were also available for inspection at the offices of Van Lanschot Kempen in 's-Hertogenbosch, Leonardo da Vinciplein 60, the Netherlands. The total issued share capital of Van Lanschot Kempen on the record date, 13 March 2025, was € 43,039,938, divided into Class A ordinary shares of € 1.00 each. Each Class A ordinary share represents one vote. No votes could be cast on 694,160 Class A ordinary shares at this meeting, because Van Lanschot Kempen held the depositary receipts for these shares on the record date. 99.99% of the total issued share capital entitled to vote registered for this meeting. A maximum of 42,342,768 votes could be cast at this shareholders' meeting.

Those present at this meeting included:
- Maarten Edixhoven, chair of the Management Board;
- Jeroen Kroes, CFO and member of the Management Board;
- Damla Hendriks, CRO and member of the Management Board;
- Karin Bergstein, member of the Supervisory Board and chair of the Audit Committee;
- Anne-Marie Struycken, notary at Zuidbroek Notarissen; and
- Wim Meiss, company secretary.

The minutes of this meeting will be published on Van Lanschot Kempen's website no later than three months after the end of the meeting. The holders of (depositary receipts for) ordinary shares A (hereinafter the depositary receipt holders and shareholders) will have the opportunity to respond to these minutes during the following three months. The minutes will then be adopted in the manner laid down in the articles of association. The minutes will also be translated into English and published on the website.

The **chair** made several housekeeping announcements. Depositary receipt holders can exercise the right to vote on the ordinary class A shares that the Trust Office 'Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen' holds on their behalf themselves or they can have that right exercised by a proxy holder. When they signed the attendance list at the entrance, the depositary receipt holders and proxy holders received a voting proxy from the Trust Office. The depositary receipt holders and shareholders were also given the option to give voting instructions to an independent third party, IQ EQ Financial Services BV, or to the company secretary before the meeting. Voting instructions were issued for 23,482,170 votes for this meeting. During the meeting, voting will take place by a show of hands.

2. Proposed return of capital

The **chair** explained that during the Investor Day on 20 June 2024, Van Lanschot Kempen announced revised financial targets for the period up to 2027, as part of the 'Growing further together' strategy. The target for the CET 1 ratio is 17.5% based on the Basel IV fully loaded definition. At the same time, a plan to return the additional capital above the 17.5% target to the depositary receipt holders and shareholders was also announced. The successful execution of the 'Growing further together' strategy has enabled Van Lanschot Kempen to submit a capital return proposal today. In the second quarter of 2025, Van Lanschot Kempen aims to distribute an amount of €1.40 per issued Class A ordinary share, totalling over €60 million, to the depositary receipt holders and shareholders. De Nederlandsche Bank (the Dutch Central Bank) has confirmed that it has no objection to this.

The capital return of €1.40 per issued Class A ordinary share will be made from the freely available share premium reserve. This will be effected by first increasing the issued share capital of Van Lanschot Kempen by increasing the nominal amount per Class A ordinary share by € 1.40. The issued capital is subsequently reduced by the same amount, i.e. the nominal amount per Class A ordinary share will be decreased by €1.40. The total number of outstanding Class A ordinary shares remains unchanged. To realise this return of capital, the articles of association must be amended twice. The proposals to amend the articles of association, parts 1 and 2, are published as annexes to the agenda with explanatory notes for this meeting.

The **chair** asked whether anyone wished to speak in this regard. No one wished to do so.

3. Amendment of articles of association and return of capital

The **chair** explained that this agenda item consists of parts a. and b., which will be dealt with in conjunction, but will be voted on individually. The two proposals form an indivisible whole.

In the first amendment of the articles of association, the nominal amount of the Class A ordinary shares will be increased at the expense of the share premium reserve. This increase is equal to the amount per ordinary share A that is subsequently repaid to depositary receipt holders and shareholders by the second amendment of the articles of association. The resolution on the first amendment of the articles of association is passed under the suspensive condition of the passing of the resolution on the second amendment of the articles of association and the passing and taking effect of the resolution to return capital to the depositary receipt holders and shareholders. The two proposals to amend the articles of association, parts 1 and 2, were published as annexes 1 and 2 to the agenda with explanatory notes and were also available for inspection at the offices of Van Lanschot Kempen in 's-Hertogenbosch. If the resolution to amend the articles of association for part 1 is not passed, the proposals under agenda item 3.b will no longer be put to a vote.

The **chair** explained that the decision to return capital requires a majority of at least two-thirds of the votes cast if less than half of the issued capital is represented at the meeting. As more than half of the issued capital is represented at this meeting, the decision to return capital can be taken by a simple majority of the votes cast. The resolution to return capital must be filed with the trade register and such filing must be announced by Van Lanschot Kempen in a nationally distributed newspaper. If the general meeting resolves to proceed with the return of capital, Van Lanschot Kempen aims to file that resolution with the trade register tomorrow, and to announce this resolution in the Financieele Dagblad on Wednesday 16 April 2025. This notice will also be posted on Van Lanschot Kempen’s website. Any creditor of Van Lanschot Kempen may object to the decision to return capital by petitioning the court within two months of this announcement in the Financieele Dagblad. The court will reject such an application if the applicant has not made it plausible that, as a result of the return of capital, there is doubt about the satisfaction of his claim. Moreover, it must be clear that Van Lanschot Kempen has not given sufficient guarantees for the satisfaction of that claim. The decision to return capital will not take effect and payment cannot be made as long as an objection can still be lodged. Consequently, Van Lanschot Kempen cannot proceed with payment until the two-month period in which an objection can be lodged has expired. Payment can be made if no objection has been lodged or the objection has been withdrawn, or the dismissal of an objection has been declared enforceable by the court. The final dates and details of the payment will in principle be communicated on Van Lanschot Kempen's website on 19 June 2025, in the manner provided for in Articles 33 and 43 of Van Lanschot Kempen's Articles of Association. The provisional payment date is 26 June 2025. More information on the two amendments to the articles of association can be found in the explanatory notes to this agenda item.

The **chair** asked if anyone wished to speak on agenda item 3.a or 3.b. No one wished to speak.

3.a Proposal to agree to amend the articles of association of Van Lanschot Kempen in accordance with the draft deed of amendment of the articles of association (part 1) to raise the nominal amount of each Class A ordinary share A by €1.40 per Class A ordinary share, charged to the share premium reserve.

The **chair** presented the proposal to increase the nominal amount of each Class A ordinary share by €1.40 from the freely distributable share premium reserve by amending the articles of association in accordance with the draft deed of amendment to the articles of association part 1. This proposal also includes the authorisation of each member of the Management Board of Van Lanschot Kempen and each lawyer or paralegal of Zuidbroek BV to execute the deed of amendment to the articles of association part 1.

The **chair** first asked dissenting voters and then those wishing to abstain to raise their hands and to indicate how many votes they are casting. The **chair** noted that the proposal had been adopted by a majority vote. The meeting thereby resolved to amend the articles of association in accordance with the draft deed of amendment to the articles of association part 1.

3.b Proposal to agree to amend the articles of association of Van Lanschot Kempen in accordance with the draft deed of amendment of the articles of association (part 2) and to pay an amount of €1.40 per Class A ordinary share to the shareholder.

The **chair** introduced the proposal to reduce, by amendment of the articles of association, the nominal amount of each Class A ordinary share in accordance with the draft of the deed of amendment of the articles of association part 2, and to repay an amount of €1.40 per Class A ordinary share to depositary receipt holders and shareholders. This proposal also includes the authorisation of each member of the Management Board of Van Lanschot Kempen and each lawyer or paralegal of Zuidbroek BV to execute the deed of amendment to the articles of association part 2.

The **chair** first asked dissenting voters and then those wishing to abstain to raise their hands and to indicate how many votes they are casting. The **chair** noted that the proposal had been adopted by a majority vote. The meeting thus resolved to amend the articles of association in accordance with the draft deed of amendment to the articles of association part 2 and to repay an amount of €1.40 per Class A ordinary share to the depositary receipt holders and shareholders.

4. Any other business and closure of meeting

The **chair** asked whether anyone wished to speak in this regard. This was not the case. The **chair** thanked those present for their interest and closed the meeting at 11.15 am.

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F.L. Blom, chair	W. Meiss, secretary
Date:	Date:

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Other information
Van Lanschot Kempen NV has its registered office at Hooge Steenweg 29, 5211 JN 's-Hertogenbosch, the Netherlands, CoC no. 16038212
with VAT identification number NL001145770B01, is registered as a bank in the Wft register and is supervised by
De Nederlandsche Bank N.V. (DNB), PO Box 98, 1000 AB Amsterdam, and the Netherlands Authority for the Financial Markets (AFM),
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