

REMUNERATION POLICY SUPERVISORY BOARD

VERSION: 30 MARCH 2020



VAN LANSCHOT
KEMPEN

1. VAN LANSCHOT KEMPEN'S APPROACH TO REMUNERATION

(A) Van Lanschot Kempen's identity, mission and values

This remuneration policy is designed to support the mission and values of Van Lanschot Kempen NV (VLK). It enables the company to appoint and retain high-quality and diverse Supervisory Board members, to perform the Supervisory Board's duties, and to act in accordance with the interests of VLK and its stakeholders.

Mission

As a specialist independent wealth manager, VLK's purpose is to preserve and create wealth, in a sustainable way, for its clients and the societies served by the company. VLK strives to achieve its objectives in harmony with all its stakeholders, and in doing so to make a sustainable contribution to society.

Values

VLK believes in the following core values: entrepreneurial spirit, specialisation, craftsmanship, dedication and discretion. These values drive decision-making processes within the company as well as its code of conduct.

(B) Strategy and long-term interests of the company

Strategy

VLK's management plays a key role in developing and executing the strategy. It is to VLK's benefit that high-quality Supervisory Board members are appointed and retained to oversee the execution of the company's strategy and performance. The policy therefore needs to enable the company to offer a competitive package relative to the Supervisory Board reference group.

Long-term interests

The remuneration of the Supervisory Board members should reflect the responsibilities of the role (including time spent) and should promote adequate performance of the role. The remuneration does not depend on the results of the company. The Supervisory Board members do not receive remuneration in the form of shares and/or rights to shares, in line with the Dutch Corporate Governance Code.

VLK is committed to supporting, valuing and leveraging inclusiveness and diversity, and aims for the composition of the Supervisory Board to be diverse in the areas that are relevant to the company, such as age, background, experience, gender and nationality.

(C) External perspective

Van Lanschot Kempen applies a broad scope of stakeholder involvement with respect to remuneration. In line with the Dutch implementation of the revised Shareholder Rights Directive (SRD II), shareholders are entitled to vote on the remuneration policy every four years, and in the event of material changes to the policy.

In case of (material) policy change(s), a delegation of the Supervisory Board or Remuneration Committee will liaise with shareholders, proxy voting advisers and others on the proposed amendments, while taking the Dutch societal context around remuneration into account.

Use of an external labour market

VLK sets remuneration levels to be competitive with relevant Dutch companies, including companies that may be smaller, similar or larger in size. The reference group is composed of Dutch banks and Dutch listed companies outside the banking sector, all of which have two-tier board structures.

2. REMUNERATION

The members of the Supervisory Board receive fixed remuneration only. The remuneration package comprises an annual fixed fee and an annual committee membership fee. In the fee levels, a distinction is made between the positions of chairman, vice-chairman and member.

Remuneration of the Supervisory Board	Chairman	Vice-Chairman	Member
Supervisory Board	€90,000	€70,000	€60,000
Audit and Compliance Committee	€15,000		€10,000
Risk Committee	€15,000		€10,000
Remuneration Committee	€10,000		€7,000
Selection and Appointment Committee	€10,000		€6,000

All Supervisory Board members receive a fixed expense allowance of €2,500 per year.

The actual remuneration paid to the Supervisory Board members is disclosed in the annual remuneration report.

3. OTHER ARRANGEMENTS

Appointment term

The Supervisory Board members are appointed for a period of four years.

Miscellaneous

The Supervisory Board members do not have an individual employment contract with VLK. The following topics are therefore not applicable: i) notice period; ii) severance; iii) pension provisions; iv) early retirement schemes.

4. REMUNERATION GOVERNANCE

The remuneration policy for the Supervisory Board of VLK was adopted by the general meeting on 31 May 2018. In 2020, textual additions were made to the policy resulting from the Dutch law implementing SRD II. The extended policy will be put to vote at the general meeting in 2020. After adoption, the policy will be submitted again to the general meeting at least every four years.

The policy has been drawn up taking into account all relevant laws and codes, including the Dutch Corporate Governance Code, the Dutch Banking Code and the Dutch Act on Remuneration Policies of Financial Undertakings.

Stakeholder engagement

We take our stakeholders' views very seriously, and welcome an open dialogue on all aspects of remuneration. In preparation for the 2020 AGM, a delegation from the Remuneration Committee of the Supervisory Board consulted with a large cross-section of our shareholder base, proxy advisers, the Works Council, various client groups and Dutch political parties. During these meetings, an explanation was given about the revised Shareholder Rights Directive; the Statutory and Supervisory Board remuneration policy; the Supervisory Board's view on rewarding long-term sustainable performance; and the Dutch regulatory context. The dialogue with our stakeholders was very constructive. Gaining their views on executive pay in general, and Van Lanschot Kempen's remuneration policy in particular, was very valuable. The topics discussed and the main feedback given are disclosed in the 2019 remuneration report.

Summary of proposed changes

The following policy changes are proposed to the existing policy:

Subject	Proposed Change	Reference
Dutch law implementing SRD II	To be compliant with the Dutch law implementing SRD II, particular textual additions have been made to explain our approach to remuneration (both from an internal and external perspective) and describe our remuneration structure and governance.	Full policy

Decision-making process for the remuneration policy

The remuneration policy for the Supervisory Board is adopted by the general meeting following a proposal by the Supervisory Board. The Remuneration Committee makes proposals to the Supervisory Board with regard to the remuneration policy of the Supervisory Board.

VLK's Works Council has the right to give advice on the proposed remuneration policy. This advice is also provided to the general meeting.