



1. Opening
2. Notice of the proposed appointment of  
Mr C.T.L. Korthout as a member of the Board of  
Managing Directors (*discussion item*)
3. Any other business and closing

## Explanatory notes

### **Agenda item 2. Notice of the proposed appointment of Mr C.T.L. Korthout as a member of the Board of Managing Directors (*discussion item*)**

In accordance with Article 16 paragraph 1 of the Articles of Association of Van Lanschot NV, the Supervisory Board will notify the General Meeting of Shareholders of the proposed appointment of Mr C.T.L. Korthout as a member of the Board of Managing Directors of Van Lanschot NV. The Supervisory Board intends to appoint Mr Korthout as a member of the Board of Managing Directors of Van Lanschot NV for a period of four years, effective after the closing of the Extraordinary General Meeting of Shareholders. The curriculum vitae of Mr Korthout is attached as an appendix to this agenda.

Mr Korthout's remuneration is in line with the remuneration policy for members of the Board of Managing Directors that was approved by shareholders at the General Meeting of Shareholders held on 6 May 2010.

The main elements of Mr Korthout's employment contract are:

#### *Fixed salary amount*

Mr Korthout's fixed annual gross salary amounts to € 425,000.

#### *Components and amount of variable remuneration*

The conditions regarding the variable remuneration are in line with the remuneration policy for members of the Board of Managing Directors that was approved by shareholders at the General Meeting of Shareholders held on 6 May 2010. Accordingly, the variable remuneration to be paid in the event of at-target performance shall amount to 75% of the fixed annual salary. The variable remuneration to be paid in the event of maximum performance shall amount to 100% of the fixed annual salary. The percentage between 75% and 100% will be determined based on the extent that the targets are realised. The annual targets shall be in keeping with the strategy, whereby 60% are financial targets and 40% are non-financial targets. Financial targets relate to such matters as capital ratios, profit, preserving the bank's sound position, market share and acceptable risk profile. Non-financial targets are, amongst others, client satisfaction and duty of care. Variable remuneration shall not be awarded if performance is below target. In the event that variable remuneration is awarded, 50% of this remuneration shall be paid out in cash and 50% shall be in the form of an unconditional award of depositary receipts for ordinary A shares in Van Lanschot NV, which shall be subject to a five-year lock-up period. The realisation of a profit by Van Lanschot shall be a precondition for the granting of variable remuneration.

#### *Compensation in the event of dismissal and change of control*

In the event that the employment contract is dissolved at the request of the bank for reasons other than seriously culpable actions or gross negligence on the part of Mr Korthout, Mr Korthout will then have the right to compensation for an amount equal to at most one fixed annual gross salary.

This arrangement is entirely in line with the Dutch Corporate Governance Code and the Code for Banks. The employment contract does not include any arrangements related to a change of control.

#### *Other emoluments, pension contributions and applicable performance criteria*

In October 2010, Mr Korthout will receive a one-off amount of € 340,793.11 (gross) as compensation for forfeited variable remuneration due from his former employer. This amount is compensation for variable remuneration awarded by his former employer in previous years and which would become unconditional (vesting) on or after 31 December 2010. Mr Korthout has committed to use 50% of this amount to purchase depositary receipts for A shares in Van Lanschot NV. Mr Korthout has already fulfilled this commitment.

Furthermore, Mr Korthout will receive a one-off amount of € 300,000 (gross) in May 2011 as compensation for forfeited variable remuneration due from his former employer. This amount is compensation for the estimated amount of variable remuneration for 2010. This amount will be paid in accordance with the remuneration policy for members of the Board of Managing Directors, i.e. 50% in cash and 50% in the form of an unconditional award of depositary receipts for ordinary A shares in Van Lanschot NV, subject to a five-year lock-up period.

These two amounts will be paid only on the condition that Mr Korthout's former employer does not pay out the variable remuneration for the previous years and that the employment contract with the bank is not terminated by Mr Korthout.

The annual pension contribution (self-administered) amounts to 21% of the fixed annual gross salary. The annual contribution for disability insurance amounts to 2.59% of the fixed annual gross salary. The other terms and conditions of employment are in line with common practice in the banking industry, i.e. a discount on banking products and participation in the group health insurance scheme. Finally, Van Lanschot also provides a chauffeured car and a net annual expense allowance of € 5,160.