

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VAN LANSCHOT NV

Van Lanschot NV invites its shareholders and holders of depositary receipts for shares to attend the Annual General Meeting of Shareholders, to be held in the Auditorium of the Van Lanschot Tower, Leonardo Da Vinciplein 60, 's-Hertogenbosch, the Netherlands, on Wednesday 11 May 2011, at 2 p.m.

1. Opening

2. 2010 Annual report

- a) Report of the Supervisory Board (*discussion item*)
- b) Report of the Board of Managing Directors for 2010 (*discussion item*)

3. 2010 Financial statements and dividend

- a) Adoption of the financial statements for 2010 (*voting item*)
- b) Proposal to distribute a dividend of € 0.70 per share in cash on the ordinary A shares and ordinary B shares (*voting item*)

4. Discharge of the Board of Managing Directors and Supervisory Board

- a) Proposal to discharge the members of the Board of Managing Directors for their conduct of the Company's affairs during the 2010 financial year (*voting item*)
- b) Proposal to discharge the members of the Supervisory Board for their supervision of the Company's affairs during the 2010 financial year (*voting item*)

5. Implementation of the Banking Code and explanation of corporate governance structure (*discussion item*)

6. Proposal to amend the remuneration policy for members of the Board of Managing Directors (*voting item*)

7. Announcement of the intended reappointment of Mr Deckers as a member of the Board of Managing Directors with effect from 1 January 2012 (*discussion item*)

8. Amendment to the Articles of Association (*voting item*)

9. Changes in the profile outline of the Supervisory Board (*discussion item*)

10. Composition of the Supervisory Board

- a) Notification of vacancies and profiles; opportunity to make a recommendation (*voting item*)
- b) Proposal to reappoint Mr de Swaan as a member of the Supervisory Board (*voting item*)
- c) Proposal to reappoint Mr Slippens as a member of the Supervisory Board (*voting item*)
- d) Proposal to reappoint Mr Duron as a member of the Supervisory Board (*voting item*)
- e) Proposal to appoint Ms Kersten as a member of the Supervisory Board (*voting item*)

11. Grant of authority to repurchase own shares or depositary receipts for same (*voting item*)

12. Extension of powers of the Board of Managing Directors

- a) Extension of the power of the Board of Managing Directors to issue ordinary A shares and ordinary B shares (*voting item*)
- b) Extension of the power of the Board of Managing Directors to limit or exclude the pre-emption right in the event of the issue of ordinary A shares and ordinary B shares (*voting item*)

13. Any other business and closure

Availability of meeting documents

Copies of the agenda and explanatory notes, as well as the Report of the Supervisory Board, the Report of the Board of Managing Directors for 2010, the 2010 financial statements and Other Information, the proposed amendment to the Articles of Association, the information referred to in Section 142 (3) of Book 2 of the Netherlands Civil Code, and the announcements as required by law and the Articles of Association, can be obtained by shareholders and holders of depositary receipts until the close of the meeting at no cost from the head office of Van Lanschot NV at Hooge Steenweg 29 in 's-Hertogenbosch, the Netherlands. These documents are also available from F. Van Lanschot Bankiers NV, Concertgebouwplein 20 in 1071 LN Amsterdam and have been posted on the Company's website (www.vanlanschot.nl/aboutvanlanschot).

Registration date

Those parties holding the right to attend and/or vote at a meeting and who are entered as such in a register or sub-register designated by the Board of Managing Directors as at 13 April 2011 (the 'Registration Date') shall be entitled to attend and/or vote at the meeting. The register or sub-register designated for holders of depositary receipts for ordinary A shares shall be the records as at the Registration Date kept by the institutions affiliated with the 'Nederlands Centraal Instituut voor Giraal Effectenverkeer BV' ('EuroClear Nederland') as envisaged in the Dutch Securities (Bank Giro Transactions) Act (Wet giraal effectenverkeer). The register or sub-register designated for holders of registered shares shall be the shareholders' register of Van Lanschot NV.

Registration

Holders of registered shares

Holders of registered shares who wish to attend the meeting should so notify the Company in the manner stated in the convening notices sent to them.

Holders of bearer depositary receipts for shares

Holders of depositary receipts for ordinary A shares who wish to attend the meeting either in person or through an authorised representative can submit a written notification via their bank no later than Thursday 5 May 2011 at 5 p.m. For that purpose, the institution in whose records the depositary receipts are entered must submit a statement to Kempen & Co, Beethovenstraat 300, Amsterdam, email proxyvoting@kempen.nl or fax +31 (0) 20 348 95 49, showing the number of depositary receipts held by the relevant holder as at 13 April 2011 (the 'Registration Date'). Proof of registration shall then be sent and serve as an admission ticket to the meeting.

Powers of attorney

Holders of depositary receipts for ordinary A shares who wish to be represented by a representative shall have to grant a written power of attorney, without prejudice to the above requirement of registration. This written proxy must be received by Kempen & Co at the aforementioned address no later than Thursday 5 May 2011 at 5 p.m.

Voting proxies for holders of depositary receipts

On behalf of Stichting Administratiekantoor van gewone aandelen A Van Lanschot (the 'Trust Office'), the following is announced to holders of depositary receipts for ordinary A shares. If these holders have registered their depositary receipts on time and in accordance with the above instructions, they shall be granted a proxy by the Trust Office. With this proxy the holders of depositary receipts can themselves at the meeting exercise the voting rights on the shares held by the Trust Office and in exchange for which they received depositary receipts. They do not themselves have to apply for a proxy. Proxies shall be granted to them when signing the attendance list prior to commencement of the meeting. Proxies are granted pursuant to and with due observance of Article 16 of the Trust Office's Administration Conditions. If the depositary receipt holder's right to attend the meeting is to be exercised by a representative authorised in writing, the Trust Office shall grant a proxy to the representative.

Voting instruction

Holders of depositary receipts for ordinary A shares who are unable to attend the meeting may issue a voting instruction to an independent third party, i.e. ANT Trust & Corporate Services NV (ANT). Holders of depositary receipts who wish to issue such a voting instruction should register in accordance with the aforementioned procedure. To issue a voting instruction, holders of depositary receipts should complete a form available from ANT (telephone +31 (0) 20 522 25 12, fax +31 (0) 20 522 25 35, email: registers@ant-trust.nl). Forms must be completed and received by ANT no later than Thursday 5 May 2011 at 5 p.m. The form can also be downloaded from the Company's website www.vanlanschot.nl/aboutvanlanschot. Forms may also be completed and sent by e-mail to registers@ant-trust.nl.

Identification

Holders of admission tickets may be asked to show proof of identification.

Transport

We would advise traveling to the meeting by public transport. The Van Lanschot Tower is only a few minutes walking distance from the s'-Hertogenbosch railway station. Those who come to the meeting by car, can park their car in the Paleiskwartier car park. You will receive a complementary parking pass for this car park.

's-Hertogenbosch, the Netherlands, 30 March 2011

Board of Managing Directors
Supervisory Board

Explanatory notes to the agenda for the Annual General Meeting of Shareholders of Van Lanschot NV, to be held on 11 May 2011

Agenda item 2, 2010 Annual Report

- a) **Report of the Supervisory Board (discussion item)**
For the report of the Supervisory Board, reference is made to the 2010 annual report.
- b) **Report of the Board of Managing Directors for 2010 (discussion item)**
The Board of Managing Directors shall elaborate on its report for 2010, after which there shall be an opportunity to ask questions about the annual report.

Agenda item 3, 2010 Financial statements and dividend

- a) **Adoption of the financial statements for 2010 (voting item)**
This item entails a discussion of the 2010 financial statements as prepared by the Board of Managing Directors and as approved by the Supervisory Board. It is proposed that the 2010 financial statements be adopted.
- b) **Proposal to distribute a dividend of € 0.70 per share in cash on the ordinary A shares and ordinary B shares (voting item)**
The dividend policy pursued by Van Lanschot NV (the Company) aims for a pay-out ratio of 40%-50% for the ordinary shares. Pursuant to Article 32 (3) of the Company's Articles of Association, the Board of Managing Directors, with the approval of the Supervisory Board, has decided that of the total profit available to shareholders of € 56,538,000, an amount of € 27,964,000 shall be added to the reserves. The remaining amount of € 28,574,000 is at the disposal of the Annual General Meeting of Shareholders. It is proposed that this remaining amount be distributed to holders of ordinary A shares and ordinary B shares, representing a dividend for 2010 per ordinary A and ordinary B share of € 0.70. This corresponds to a pay-out ratio of 50.5%. The dividend shall be paid in cash and shall become payable on 20 May 2011.

Agenda item 4, Discharge of the Board of Managing Directors and Supervisory Board

- a) **Proposal to discharge the members of the Board of Managing Directors for their conduct of the Company's affairs during the 2010 financial year (voting item)**
By virtue of Article 31 (2) of the Company's Articles of Association it is proposed that the members of the Board of Managing Directors be discharged for their conduct of the Company's affairs during the 2010 financial year, insofar as this conduct is apparent from the financial statements or from information otherwise provided to the Annual General Meeting of Shareholders prior to adoption of the financial statements.

- b) **Proposal to discharge the members of the Supervisory Board for their supervision of the Company's affairs during the 2010 financial year (voting item)**

By virtue of Article 31 (2) of the Company's Articles of Association it is proposed that the members of the Supervisory Board be discharged for their supervision of the Company's affairs during the 2010 financial year, again insofar as this conduct is apparent from the financial statements or from information otherwise provided to the Annual General Meeting of Shareholders prior to adoption of the financial statements.

Agenda item 5, Implementation of the Banking Code and explanation of corporate governance structure (discussion item)

This item entails an explanation of the implementation of the Banking Code by Van Lanschot. A summary of the activities performed by Van Lanschot in the context of the implementation of the Banking Code is presented in the 2010 annual report. Van Lanschot's plans for 2011 in connection with the ongoing implementation of the Banking Code are also set out in the 2010 annual report in the section Corporate Governance, under Banking Code. In addition, Van Lanschot has provided comprehensive information on the way in which it has implemented the provisions of the Banking Code on its website (www.vanlanschot.nl/codebanken). For information on the implementation by Van Lanschot of the revised Dutch Corporate Governance Code (the Frijns Committee), reference is made to the 2010 annual report in the section Corporate Governance, under Dutch Corporate Governance Code.

Agenda item 6, Proposal to amend the remuneration policy for members of the Board of Managing Directors (voting item)

On 1 January 2011, the Controlled Remuneration Policy regulation came into effect within the scope of the Financial Supervision Act (Wft) 2011, as published by the Dutch Central Bank on 16 December 2010. This regulation gives effect to the new European guidelines in the field of remuneration policy (CRD III directive and CEBS guidelines). The remuneration policy for members of the Board of Managing Directors as adopted by the shareholders' meeting in 2010 must be amended in some respects as a result of this new regulation. The information provided below is limited to the changes compared with the policy adopted in 2010. Please note that this only concerns changes in the remuneration policy structure. Apart from these changes, the current policy remains in effect, inclusive of the assumptions and remuneration levels.

Proposed amendments

The changes in the remuneration policy are limited to three subjects in the variable pay structure: see table on the following page.

Current variable pay policy	Proposed variable pay policy
50% of variable pay in the form of shares, 50% in the form of cash (both unconditional)	60% of variable pay in the form of shares, 40% in the form of cash. Total remuneration consists of 40% unconditional (the cash element) and 60% conditional (the shares element).
Part of the variable pay in shares is awarded in the form of unconditional shares with a 5-year lock-up period	The variable pay in shares is awarded in the form of conditional shares. After three years, the shares become unconditional, provided that: (i) the financial position of the organisation in the year of deferred payment is sufficient; (ii) the risks taken have been reviewed and no material unexpected or uncalculated risks occurred; and (iii) the recipient of the variable pay has not terminated his employment with Van Lanschot. Depending on the fulfilment of the conditions, a full or partial downward adjustment may be applied to the variable pay. Together with the payment (i.e. the shares becoming unconditional), a corresponding number of shares may be sold by way of compensation for the payroll tax payable. This is in deviation of best practice provision II.2.5 of the Corporate Governance Code and provision 6.3.4 of the Banking Code. After payment in the form of shares has been made, the shares need to be held for a period of at least two years (the total period after which a member of the Managing Board has the shares at his disposal is at least five years).
In the formulation of the objectives, the long term is emphasized	A fairness test is added to the long-term objectives of the members of the Board of Managing Directors, which tests whether the achievement of the annual individual targets over a 5-year period has led to the pre-defined long-term criteria of the bank being met. This fairness test is performed annually. Based on the outcome of the test, a downward adjustment may be applied to the remuneration.

Agenda item 7, Announcement of intended reappointment of Mr Deckers as a member of the Board of Managing Directors with effect from 1 January 2012 (*discussion item*)

Mr Deckers' term of appointment ends on 31 December 2011. In accordance with Article 16 (1) of the Company's Articles of Association, the Supervisory Board shall inform the Annual General Meeting of Shareholders of the intended reappointment of Mr Deckers as member of the Board of Managing Directors. The reappointment shall be effective from 1 January 2012 until the day of the first Annual General Meeting of Shareholders held after 1 January 2016. On his reappointment, Mr Deckers shall once again be designated Chairman of the Board of Managing Directors. As announced at last year's Annual General Meeting of Shareholders, the Supervisory Board intends to reduce the compensation payable to Mr Deckers in the event of his involuntary termination from two years' fixed annual salary to one year's fixed annual salary with effect from 1 January 2012. Mr Deckers' remuneration is in accordance with the remuneration policy for the Board of Managing Directors that was adopted by the Annual General Meeting of Shareholders on 6 May 2010. If the Annual General Meeting of Shareholders adopts the amendments to this remuneration policy, as proposed under agenda item 6, Mr Deckers' remuneration shall be amended in line with this proposal.

Agenda item 8, Amendment to the Articles of Association (*voting item*)

It is proposed that the Company's Articles of Association be amended to bring them into line with the provisions of (i) the Act for the enhancement of the use of electronic means of communication in decision-making by legal entities (*Wet ter bevordering van het gebruik van elektronische communicatiemiddelen bij de besluitvorming in rechtspersonen*), (ii) the Act allowing the Works Council to determine a position on important resolutions by the Board of Management and shareholders' resolutions and to make this known (*Wet standpuntbepaling ondernemingsraad inzake belangrijke bestuurs- en aandeelhoudersbesluiten*) and (iii) the Act to implement the EC Directive on certain shareholders rights in listed companies (*Wet ter implementatie van de EU-richtlijn betreffende de uitoefening van bepaalde rechten van aandeelhouders in beursgenoteerde vennoot-*

schappen). In addition, a number of technical or textual changes are proposed. The last two acts came into effect on 1 July 2010. As a consequence, the Articles of Association currently contain several provisions that are no longer in accordance with the law.

For further details of the proposal to amend the Articles of Association, reference is made to the separate notes on the proposed amendment. The proposal to amend the Articles of Association and the separate notes on the proposed amendment are enclosed as a separate appendix to this agenda. These documents are also available for inspection at Van Lanschot's offices in 's-Hertogenbosch and Amsterdam and can be found on Van Lanschot's website (www.vanlanschot.nl/aboutvanlanschot), section Investor Relations, General Meeting of Shareholders'.

Agenda item 9, Changes in the profile outline of the Supervisory Board (*discussion item*)

The Supervisory Board has adjusted the profile outline of the Supervisory Board. The changes were made on the basis of the Policy Rule on Expertise (*Beleidsregel Deskundigheid*) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM), which came into effect on 1 January 2011. Among other things, this policy rule sets out how the regulators define expertise. It is expected that these expertise requirements will also apply to members of the supervisory boards of banks and other institutions with effect from 1 July 2011. In anticipation of this, the profile outline of the Supervisory Board has been amended. The text of the amended profile outline, in which the substantive changes compared with the previous version are indicated, is enclosed as appendix 1 to this agenda.

Agenda item 10, Composition of the Supervisory Board

a) Notification of vacancies and profiles; opportunity to make a recommendation (*voting item*)

After the conclusion of this meeting, Mr de Monchy, Mr de Swaan, Mr Slippens and Mr Duron shall step down by rotation as members of the Supervisory Board. Individual profile outlines have been prepared for the vacant positions that will arise on the Supervisory Board as a consequence, and

have been enclosed as appendix 2 to this agenda. Mr De Monchy shall not be eligible for reappointment since by the time he steps down he will have served on the board for 12 years.

The contributions made by Mr de Monchy, Mr de Swaan, Mr Slippens and Mr Duron as members of the Supervisory Board in the past year in recent times have been invaluable. In connection with the vacancy arising due to the end of Mr Slippens' term of office, the Employees' Council has the enhanced right of recommendation as referred to in Article 23 (3) of the Company's Articles of Association. It has an ordinary right of recommendation in the case of the other vacancies. The Employees' Council has indicated that it does not wish to recommend any individuals for the vacancies arising due to the ending of the terms of office of Mr de Monchy, Mr de Swaan and Mr Duron.

In accordance with Article 23 (2) of the Company's Articles of Association, the Annual General Meeting of Shareholders shall be afforded the opportunity to make recommendations for vacancies on the Supervisory Board. If the Annual General Meeting of Shareholders wishes to exercise this right, the recommendations shall be put to the vote.

b) Proposal to reappoint Mr de Swaan as a member of the Supervisory Board (voting item)

In the event that no recommendations are made by the Annual General Meeting of Shareholders, the Supervisory Board shall recommend to the Annual General Meeting of Shareholders that Mr de Swaan be reappointed.

The Supervisory Board believes that the recommendation of Mr de Swaan meets the requirements related to experience and expertise that are described in the individual profile outline prepared for this vacancy. Details of Mr de Swaan's extensive knowledge and experience in the areas referred to in the profile outline can be found in his curriculum vitae, which incorporates the information referred to in Article 23 (4) of the Company's Articles of Association and which has been enclosed as appendix 3 to this agenda.

Owing to his board positions at ABN AMRO and the Dutch Central Bank, Mr de Swaan has a great deal of knowledge of and experience in banking in a broad sense, as well as in international business and management. The many other positions he holds in the not-for-profit and other sectors mean he has a great deal of societal expertise and experience.

Mr de Swaan's new term of office shall end on the day of the first Annual General Meeting of Shareholders held four years after the date of his reappointment.

c) Proposal to reappoint Mr Slippens as a member of the Supervisory Board (voting item)

The Employees' Council has recommended Mr Slippens for reappointment as a member of the Supervisory Board and therefore exercised its enhanced right of recommendation. The Supervisory Board has approved this recommendation. In the event that no recommendations are made by the Annual General Meeting of Shareholders, the Supervisory Board shall recommend to the Annual General Meeting of Shareholders that Mr Slippens be reappointed.

The Supervisory Board believes that the recommendation of Mr Slippens meets the requirements related to experience and expertise that are described in the individual profile outline prepared for this vacancy. Details of Mr Slippens' extensive knowledge and experience in the areas referred to in the profile outline can be found in his curriculum vitae, which incorporates the information referred to in Article 23 (4) of the Company's Articles of Association and which has been enclosed as appendix 4 to this agenda.

As the former chairman of Sligro Food Group, Mr Slippens has, among other things, a great deal of expertise in business economics and extensive experience of managing a medium-sized enterprise.

Mr Slippens' new term of office shall end on the day of the first Annual General Meeting of Shareholders held four years after the date of his reappointment.

d) Proposal to reappoint Mr Duron as a member of the Supervisory Board (voting item)

In the event that no recommendations are made by the Annual General Meeting of Shareholders, the Supervisory Board shall recommend to the Annual General Meeting of Shareholders that Mr Duron be reappointed.

The Supervisory Board believes that the recommendation of Mr Duron meets the requirements related to experience and expertise that are described in the individual profile outline prepared for this vacancy. Details of Mr Duron's extensive knowledge and experience in the areas referred to in the profile outline can be found in his curriculum vitae, which incorporates the information referred to in Article 23 (4) of the Company's Articles of Association and which has been enclosed as appendix 5 to this agenda.

Mr Duron has a great deal of expertise in banking and insurance which he gained during his many years at KBC Group, the last of which were spent serving as chairman of KBC Group. Mr Duron's knowledge of the Belgian market is useful to Van Lanschot as it considers Belgium to be its second home market.

Mr Duron's new term of office shall end on the day of the first Annual General Meeting of Shareholders held four years after the date of his reappointment.

e) Proposal to appoint Ms Kersten as a member of the Supervisory Board (voting item)

In the event that no recommendations are made by the Annual General Meeting of Shareholders, the Supervisory Board shall recommend to the Annual General Meeting of Shareholders that Ms Kersten be appointed.

The Supervisory Board believes that the recommendation of Ms Kersten meets the requirements related to experience and expertise that are described in the individual profile outline prepared for this vacancy. Details of Ms Kersten's extensive knowledge and experience in the areas referred to in the profile outline can be found in her curriculum vitae, which incorporates the information referred to in Article 23

(4) of the Company's Articles of Association and which has been enclosed as appendix 6 to this agenda.

Ms Kersten is a lawyer with many years' experience. Having started working at Stibbe's corporate law practice in 1989, she became a partner of the law firm in 1997 and managing partner in 2008. Her extensive expertise and experience in the areas of management, business (including international business) and corporate law in particular will be useful to Van Lanschot. If Ms Kersten is appointed to the Supervisory Board, two members of Van Lanschot's Supervisory Board will not be independent as referred to in best practice provision III.2.2 of the Dutch Corporate Governance Code. The Dutch Corporate Governance Code states that if a supervisory board member is an adviser at a firm that has acted an adviser to the company in the year prior to the appointment of the relevant supervisory board member, that supervisory board member shall not be deemed to be independent (see best practice provision III 2.2 c. of the Dutch Corporate Governance Code). Since Stibbe is one of the law firms with which Van Lanschot works, the appointment of Ms Kersten would mean that Van Lanschot would not comply with best practice provision III 2.1 of the Dutch Corporate Governance Code. This best practice provision states that Supervisory Board members, with the exception of not more than one person, shall be independent within the meaning of best practice provision III.2.2.

The Employee's Council has stated that it supports the appointment of Ms Kersten and shall exercise its right to speak at the Annual General Meeting of Shareholders.

Ms Kersten's term of office shall end on the day of the first Annual General Meeting of Shareholders held four years after the date of her appointment.

Agenda item II, Grant of authority to repurchase own shares or depositary receipts for same (voting item)

The existing authority to repurchase shares or depositary receipts expires in November 2011. This agenda item therefore proposes that the Board of Managing Directors be granted new authority to repurchase shares or depositary receipts. It is proposed that the Board of Managing Directors be authorised to repurchase paid-up ordinary A shares and/or ordinary B shares in the capital of the Company, or depositary receipts for such shares, by buying these shares on the stock exchange or otherwise, up to a maximum of 10% of the issued capital, subject to the approval of the Supervisory Board, during a period of 18 months as from the date of this Annual General Meeting. The acquisition price of the repurchased shares or depositary receipts shall at least be equal to the nominal value of the shares and shall not exceed the highest price at which depositary receipts for ordinary A shares in the Company are traded on the exchange on the date on which the agreement to acquire these shares or depositary receipts is concluded.

This authority is intended to enable the Company to repurchase own shares or depositary receipts for shares. This authority allows the Company to repurchase shares or depositary receipts at short notice, without first having to convene an Extraordinary General Meeting of Shareholders, should there be grounds to do so.

Agenda item 12, Extension of powers of the Board of Managing Directors

The term and extent of the power of the Board of Managing Directors to issue shares and to grant rights to acquire shares are set by the Annual General Meeting of Shareholders by virtue of Article 6 of the Company's Articles of Association. This power concerns at most all unissued shares in the authorised capital as it currently stands or as it may be at any time in the future. The same applies to the power of the Board of Managing Directors to restrict or exclude the pre-emption right in the event of the issue of ordinary shares, as laid down in Article 7 of the Company's Articles of Association.

The Annual General Meeting of Shareholders of 6 May 2010 granted the Board of Managing Directors the authority to issue ordinary shares, including the granting of rights to acquire such shares. At that time, the decision was also made to give the Board of Managing Directors the power to limit or exclude pre-emption rights upon the issue of ordinary shares, including the granting of rights to acquire such shares. The aforementioned authority and power expire in November 2011. This agenda item therefore proposes that this authority and power of the Board of Managing Directors in relation to ordinary shares be extended. This extension is being requested so that circumstances requiring an issue of shares can be responded to promptly. If such circumstances arise, the Board of Managing Directors may, within the limits of the authority and power it has been granted, issue shares without first having to convene an Extraordinary General Meeting of Shareholders.

A resolution of the Board of Managing Directors to issue shares or to restrict or exclude the pre-emption right in the event of an issue of shares is subject to the approval of the Supervisory Board.

a) Extension of the power of the Board of Managing Directors to issue ordinary A shares and ordinary B shares (voting item)

It is proposed that the power of the Board of Managing Directors to issue ordinary shares (as laid down in Article 6 of the Company's Articles of Association) be extended for a period of 18 months from the date of this annual meeting. This proposal also applies to the granting of rights to acquire such shares. Furthermore, it is proposed that the power of the Board of Managing Directors relating to the issue of these shares be restricted to 10% of the issued capital, to be increased by an additional 10% of the issued capital if the issue takes place within the context of a merger or acquisition.

b) Extension of the power of the Board of Managing Directors to limit or exclude the pre-emption right in the event of the issue of ordinary A shares and ordinary B shares (voting item)

It is proposed that the power of the Board of Managing Directors to limit or exclude the pre-emption right in the event of the issue of ordinary shares (as laid down in Article 7 of the Company's Articles of Association) be extended for a period of 18 months from the date of this annual meeting. This proposal also applies to the granting of rights to acquire such shares. This power is, however, restricted to a number of shares that corresponds to 10% of the issued capital, to be increased by an additional 10% of the issued capital if the issue takes place within the context of a merger or acquisition.

APPENDIX 1

The green text is new text compared with the previous version of the profile outline, the text in the green boxes is text that has been deleted.

Supervisory Board Profile Outline

Experience and expertise of Supervisory Board members

1.1 In consultation with the Board of Managing Directors and the Employees' Council, the Supervisory Board of Van Lanschot NV ('the Company')/ F. van Lanschot Bankiers NV has determined the profile outline for the Supervisory Board. This Supervisory Board Profile Outline shall be evaluated on a regular basis and compared with societal trends and strategic changes taking place at the Company/F. van Lanschot Bankiers NV. Where necessary, the Profile Outline shall be adjusted by the Supervisory Board in consultation with the Board of Managing Directors and the Employees' Council.

1.2 For the purposes of performing its duties, the Supervisory Board shall seek to have the following considerable expertise and experience available (spread over its members):

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In order to fulfil the Supervisory Board's task, efforts shall be made to ensure that there are a significant number of experts and persons with experience among the various members of the Supervisory Board, such as persons with:

- (a) in particular knowledge of the banking sector in a broad sense, including the products, services and markets where the Company is active ¹,
- (b) experience in an executive position in the private sector or experience in and knowledge of governance, organisation and communication ²,
- (c) knowledge of the financial-technical aspects of risk management or experience enabling the member to make a sound assessment of the risks ³,
- (d) knowledge of and/or experience in sound and controlled operational policies and processes ⁴,

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administrative experience in government and/or politics

- (e) commercial expertise and experience with a listed company,
- (f) knowledge of financial reporting, risk management and audit or experience enabling the member to perform reliable supervision of these subject matters ⁵,

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internal control

- (g) experience in international business,
- (h) knowledge of and experience in company law and/or banking and securities law and compliance ⁶,
- (i) societal expertise and experience.

It is of course possible that a member of the Supervisory Board combines several of the areas of expertise and experience as referred to above. The composition of the Supervisory Board should reflect the activities of the Company and its subsidiaries and the place(s) where the Company's and subsidiaries' main activities are conducted.

1.3 Each Supervisory Board member to be appointed or reappointed should have the following qualities:

- (a) broad executive and organisational experience of and feeling for Dutch industrial and other relations,
- (b) the ability, also in terms of having the time available, to follow the outlines of the total policy pursued by the Company and its associated company ⁷, and the general course of affairs at the Company, and to assist the Board of Managing Directors in the formulation and execution of policy,
- (c) the capability of forming a balanced and independent opinion about the basic risks involved in the Company's operations and those of its associated company ⁸,
- (d) in possession of the specific expertise needed to perform his role in the Supervisory Board ⁹,
- (e) thorough knowledge of the Company's functions in society and of the interests of all parties involved in the Company ¹⁰,
- (f) the ability in the decision-making process to carefully weigh up all interests involved and to arrive at a decision in a balanced and consistent manner ¹¹,
- (g) the ability to keep an open, independent mind and adopt a critical stance towards the other members of the Supervisory Board and the Board of Managing Directors.

1.4 There should be a reasonable spread across age and gender and the Board should have a balanced (complementary) composition ¹². Several members of the Supervisory Board should still be active in their main positions. The Board shall seek to spread the timing of retirement of the members of the Supervisory Board in order to prevent as much as possible that many members retire simultaneously.

1.5 Each member of the Supervisory Board (the chairman in particular) shall be sufficiently available and contactable to properly perform his tasks in the Supervisory Board and the Supervisory Board's committees ¹³.

¹ Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

² Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

³ Banking Code, article 2.2.2

⁴ Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

⁵ Banking Code, article 2.2.2, Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

⁶ Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

⁷ Banking Code, article 2.2.2

⁸ Banking Code, article 2.1.4

⁹ Banking Code, article 2.1.4

¹⁰ Banking Code, article 2.1.3

¹¹ Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

¹² Banking Code, article 2.1.1

¹³ Banking

- 1.6 At least one of the members of the Supervisory Board should also possess such qualities that he can supervise the Supervisory Board as its chairman and can chair the Annual General Meeting of Shareholders.
- 1.7 The Supervisory Board should have such a composition that there is a mutual relationship of trust, allowing the Supervisory Board to act as a team.
- 1.8 As a rule, it is not desirable that former members of the Board of Managing Directors are appointed to the Supervisory Board after their retirement.

Size and composition of the Supervisory Board

- 2.1 At all times, the assumption applies that the size of the Supervisory Board is such that the Board as a whole and the separate committees of the Board can perform¹⁴ their duties effectively and responsibly and that each individual member of the Board is afforded the opportunity to contribute his specific qualities.
- 2.2. The composition of the Supervisory Board should at all times be such that the provisions of Section 1.3 of the Supervisory Board Regulations are complied with to the greatest possible extent.

Other subjects

- 3.1 At least once a year, the Supervisory Board shall discuss the desired profile and composition and competencies of the Supervisory Board, without the Board of Managing Directors being present. The fact that such a meeting is held/meetings are held is noted in the report of the Supervisory Board¹⁵.
- 3.2 Each change in the Supervisory Board Profile Outline shall be discussed in the AGM and with the Employee's Council¹⁶.
- 3.3. An individual profile outline that is in keeping with the Supervisory Board Profile Outline shall be drawn up for each vacancy that arises on the Supervisory Board¹⁷. The individual profile outline drawn up for the vacant position of chairman of the Supervisory Board shall focus on the Company's requirements in terms of expertise and experience in relation to the financial sector and familiarity with the socio-economic and political culture and the social environment of the bank's main markets¹⁸. For each appointment or reappointment of a Supervisory Board member, the individual profile outline as well as the Supervisory Board Profile Outline shall as far as possible be observed¹⁹.
- 3.4 This Supervisory Board Profile Outline can be obtained through a written request addressed to the Company (to the attention of the Company Secretary) and is posted on the corporate website²⁰.

14 Banking Code, article 2.1.2

15 Dutch Corporate Governance Code, best practice provision III.1.7

16 Article 158, Book 2 of the Netherlands Civil Code

17 Banking Code, article 2.1.4

18 Banking Code, article 2.1.5

19 Dutch Corporate Governance Code, principle III.3.

20 Dutch Corporate Governance Code, best practice provision III.3.1.

APPENDIX 2

Profile outline for the vacancy arising as a result of Mr de Monchy stepping down

With regard to filling this vacancy, the following aspects shall be satisfied insofar as possible:

- knowledge of and experience in corporate law and banking and securities law;
- working in a main position;
- assertive and decisive;
- experience in international business;
- experience in an executive position in the private sector;
- knowledge of and/or experience in sound and controlled operational policies;
- preferably aged between 45 and 55.

Profile outline for the vacancy arising as a result of Mr de Swaan stepping down

With regard to filling this vacancy, the following aspects shall be satisfied insofar as possible:

- in particular knowledge of the banking sector in a broad sense;
- experience in an executive position in the private sector;
- experience in international business;
- commercial expertise and experience with a listed company;
- societal expertise and experience;
- familiarity with the socio-economic and political culture and the social environment in which Van Lanschot operates;
- knowledge of and/or experience in sound and controlled operational policies.

Profile outline for the vacancy arising as a result of Mr Slippens stepping down

With regard to filling this vacancy, the following aspects shall be satisfied insofar as possible:

- experience in an executive position in the private sector;
- commercial expertise and experience with a listed company;
- knowledge of and/or experience in sound and controlled operational policies.

Profile outline for the vacancy arising as a result of Mr Duron stepping down

With regard to filling this vacancy, the following aspects shall be satisfied insofar as possible:

- in particular knowledge of the banking sector in a broad sense;
- experience in an executive position in the private sector;
- experience in international business;
- knowledge of the financial-technical aspects of risk management or experience enabling the member to make a sound assessment of the risks;
- commercial expertise and experience with a listed company;
- knowledge of and/or experience in sound and controlled operational policies.

APPENDIX 3 CURRICULUM VITAE MR DE SWAAN

Curriculum Vitae	
Name	Tom de Swaan
Date of birth	4 March 1946
Education	<ul style="list-style-type: none"> • University of Amsterdam, macro and monetary economics
Professional experience	<ul style="list-style-type: none"> • ABN AMRO (1999 - 2006) <ul style="list-style-type: none"> – Member of the Managing Board / CFO • Dutch Central Bank (1972-1998) <ul style="list-style-type: none"> – Member of the Governing Board from 1986
Other supervisory directorships and board positions	<ul style="list-style-type: none"> • Koninklijke DSM • Koninklijke Ahold • Zurich Financial Services • GlaxoSmithKline Plc
Main other positions	<ul style="list-style-type: none"> • Treasurer of the Board of Royal Concertgebouw Orchestra • Chairman of the Board of Trustees of the Van Leer Jerusalem Institute • Chairman of the Advisory Board of the Rotterdam School of Management, Erasmus University • Treasurer of the Board of Governors of Antoni van Leeuwenhoek Ziekenhuis/ Netherlands Cancer Institute • Member of the Board of International Franz Liszt Piano Competition • Member of KPMG's Public Interest Board

Mr de Swaan does not hold any shares in the Company's capital.

APPENDIX 4 CURRICULUM VITAE MR SLIPPENS

Curriculum Vitae	
Name	Abel Johannes Lodewijk Slippens
Date of birth	21 September 1951
Education	<ul style="list-style-type: none"> • Nijenrode Business Universiteit/Business Administration CT (1973-1974); AMP • University of Applied Sciences HAS/Food Technology (1969-1973) • Higher General Secondary Education (1962-1969)
Professional experience	<ul style="list-style-type: none"> • Chairman of the Board of Sligro Food Group NV (1989-2008) • Sligro Food Group N.V. (1978-1989)
Other supervisory directorships	<ul style="list-style-type: none"> • Beter Bed Holding NV • Blokker Holding BV • Simac Techniek NV • Pacombi Beheer BV • Free Record Shop Holding BV
Main other positions	<ul style="list-style-type: none"> • Chairman of Advisory Council of Hobij Groep BV • Member of Advisory Council of Menken Combinatie BV • Member of Advisory Council of Nabuurs BV • Member of the Board of Stichting Administratiekantoor Beccus

Mr Slippens does not hold any shares in the Company's capital.

APPENDIX 5 CURRICULUM VITAE MR DURON

Curriculum Vitae	
Name	Willy Duron
Date of birth	1 January 1945
Education	<ul style="list-style-type: none"> • Katholieke Universiteit Leuven, Actuarial Science (1966-1969) • Ghent University, Mathematics (1962-1966)
Professional experience	<ul style="list-style-type: none"> • KBC Groep (1998-2006) <ul style="list-style-type: none"> – Chairman (2003-2006) • ABB (1970-1997) <ul style="list-style-type: none"> – Member of Executive Committee/Deputy director-general (1993-1997)
Other supervisory directorships and board positions	<ul style="list-style-type: none"> • Agfa-Gevaert NV • Ravago Plastics NV • Van Breda Risk & Benefits NV • Tigenix NV • Amonis OFP
Main other positions	<ul style="list-style-type: none"> • Universitair Centrum Kortenberg • University Hospitals Leuven

Mr Duron does not hold any shares in the Company's capital.

APPENDIX 6 CURRICULUM VITAE MS KERSTEN

Curriculum Vitae	
Name	Helena Huiberta Kersten
Date of birth	21 september 1965
Education	<ul style="list-style-type: none"> • Tax Law, Leiden University (1987-1989) • Dutch Law, Leiden University (1983-1987) • Pre-university education (Erasmiaans Gymnasium Rotterdam) (1977-1983)
Professional experience	<ul style="list-style-type: none"> • Managing Partner at Stibbe (2008-present) • Lawyer at Stibbe (company law practice) (1989-present, partner since 1 July 1997) • Lawyer at Davis Polk & Wardwell, New York and London (1992-1993)
Other supervisory directorships	<ul style="list-style-type: none"> • Member of the Supervisory Board of Egeria Investments BV
Main other positions	<ul style="list-style-type: none"> • Member of the Board of Royal Concertgebouw Orchestra's donors' foundation Stichting Donateurs

Ms Kersten does not hold any shares in the Company's capital.