

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VAN LANSCHOT NV

Van Lanschot NV invites its shareholders and holders of depositary receipts to attend the Annual General Meeting, to be held in the auditorium of the Van Lanschot Tower, Leonardo Da Vinciplein 60, 's-Hertogenbosch, the Netherlands, on Tuesday 14 May 2013 at 2 p.m.

I. Opening

2. 2012 annual report

- a) Report of the Supervisory Board (*discussion item*)
- b) Report of the Board of Managing Directors for 2012 (*discussion item*)

3. Adoption of 2012 financial statements and appropriation of result (*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 2012 financial year (*voting item*)
- b) Proposal to discharge the members of the Supervisory Board for their supervision of the Company's affairs during the 2012 financial year (*voting item*)

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

6. Change in the Supervisory Board Profile Outline (*discussion item*)

7. Composition of the Supervisory Board

- a) Announcement of vacancies and profiles; opportunity to make recommendation (*voting item*)
- b) Proposal to reappoint Mr Streppel as a member of the Supervisory Board (*voting item*)
- c) Announcement of the vacancy due to arise at the Annual General Meeting of Shareholders in 2014 (*discussion item*)

8. Appointment of external auditor (*voting item*)

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

10. Extension of powers of the Board of Managing Directors

- a) Extension of the power of the Board of Managing Directors to issue ordinary 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 shares (*voting item*)

II. Any other business and closing

Availability of meeting documents

Prior to the meeting, the following documents can be obtained by the shareholders and holders of depositary receipts at no cost from the head office of Van Lanschot NV at Hooge Steenweg 29, 5211 JN, 's-Hertogenbosch, the Netherlands:

- the agenda with explanatory notes;
- the report of the Supervisory Board;
- the report of the Board of Managing Directors for 2012;
- the 2012 financial statements and other information;
- the proposed amendment to the articles of association with separate explanatory notes;
- the information as referred to in article 142, paragraph 3, of Book 2 of the Netherlands Civil Code; and
- the announcements as required by law and the Articles of Association.

These documents have also been posted on Van Lanschot's website (www.vanlanschot.nl/aboutvanlanschot).

Registration date

Those parties who are entered in the designated registers or subregisters following the close of trading at the exchange on Tuesday 16 April 2013 (the 'Registration Date') and who have given notice of their intention to attend the meeting in the manner described below shall be entitled to attend and/or vote at the meeting. The following registers or subregisters have been designated:

- the records kept by intermediaries (as referred to in the Dutch Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*)) in the case of holders of depositary receipts for ordinary A shares in Van Lanschot NV, and
- the shareholders' register of Van Lanschot NV in the case of holders of registered shares in Van Lanschot NV.

Registration

Holders of registered shares

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

Holders of bearer depositary receipts

Holders of depositary receipts for ordinary A shares who wish to attend the meeting either in person or through an authorised representative need to submit a written notification to this effect via their bank from Wednesday 17 April 2013 until no later than 5 p.m. on Tuesday 7 May 2013, which should be sent to the following address:

Kempen & Co NV
Beethovenstraat 300
1077 WZ Amsterdam
e-mail: proxyvoting@kempen.nl
fax: +31 (0)20 348 95 49

A statement from the intermediary showing that the reported depositary receipts were registered in the name of the relevant depositary receipt holder on the Registration Date must be included with this written notification. These holders of depositary receipts shall receive an acknowledgement of receipt through their bank that shall 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 an authorised representative must provide a written power of attorney, without prejudice to the above registration requirements. This power of attorney must be received by Kempen & Co no later than 5 p.m. on Tuesday 7 May 2013.

Voting proxies for holders of depositary receipts

On behalf of Stichting Administratiekantoor van gewone aandelen A Van Lanschot (the 'Trust Office'), the following announcement is made to holders of depositary receipts for ordinary A shares. If these holders have registered their depositary receipts on time and in accordance with the aforementioned instructions, they shall be granted a proxy by the Trust Office. The holders of depositary receipts can use this proxy at the meeting to exercise for themselves the voting rights on the shares held by the Trust Office and in exchange for which depositary receipts were issued. They do not have to apply for a proxy themselves. 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 must register in accordance with the aforementioned instructions. To issue a voting instruction, holders of depositary receipts must complete a form available from ANT (telephone +31 (0) 20 522 25 12, fax +31 (0)20 522 25 35, e-mail registers@ant-trust.nl). The form can also be downloaded from Van Lanschot's website (www.vanlanschot.nl/aboutvanlanschot). Forms must be completed and received by ANT no later than 5 p.m. on Tuesday 7 May 2013.

Registration of attendance

Holders of shares and depositary receipts may only exercise their rights to attend and vote at the meeting if they have been registered as attending prior to the meeting. The registration of attendance shall be based on the acknowledgement of receipt and shall take place at the entrance to the meeting room between 1 p.m. and the start of the meeting. Holders of admission tickets may be asked to provide proof of identity.

Transport

We would recommend travelling to the meeting by public transport. The Van Lanschot Tower is only a few minutes' walk from the 's-Hertogenbosch railway station. Those travelling to the meeting by car can park in the Paleiskwartier car park, which is a short walk from the Van Lanschot Tower. Complementary parking passes are available for this car park.

's-Hertogenbosch, the Netherlands, 2 April 2013

Board of Managing Directors
Supervisory Board

EXPLANATORY NOTES

Explanatory notes to the agenda for the Annual General Meeting of Shareholders of Van Lanschot NV, to be held on Tuesday 14 May 2013

Agenda item 2, 2012 annual report

a) Report of the Supervisory Board (*discussion item*)

For the report of the Supervisory Board, reference is made to pages 51 to 55 of the 2012 annual report.

b) Report of the Board of Managing Directors for 2012 (*discussion item*)

The Board of Managing Directors shall elaborate on its report for 2012, after which there shall be an opportunity to ask questions about the annual report.

Agenda item 3, Adoption of 2012 financial statements and appropriation of result (*voting item*)

This item entails a discussion of the 2012 financial statements as prepared by the Board of Managing Directors and as approved by the Supervisory Board. We propose that the 2012 financial statements be adopted. Adoption of the 2012 financial statements shall entail charging the entire negative result for 2012 accruing to holders of ordinary shares for 2012 (€ 158,167,000) to Other reserves.

Since Van Lanschot NV (the 'Company') posted a negative result of € 155,365,000 for 2012 and the total negative result accruing to holders of ordinary shares amounts to € 158,167,000, there is no profit available for shareholders. We therefore propose that no dividend be distributed to holders of ordinary shares or depositary receipts for the same.

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 2012 financial year (*voting item*)

We propose that the members of the Board of Managing Directors be discharged for their conduct of the Company's affairs during the 2012 financial year. This is based on Article 31 (2) of the Company's Articles of Association.

This discharge shall apply to the conduct of the Company's affairs as apparent from:

- the financial statements, or
- information otherwise provided to the Annual General Meeting of Shareholders prior to adoption of the financial statements.

The members of the Board of Managing Directors during the 2012 financial year were Mr Deckers, Mr Huisman, Mr Korthout and Mr Sevinga.

b) Proposal to discharge the members of the Supervisory Board for their supervision of the Company's affairs during the 2012 financial year (*voting item*)

We propose that the members of the Supervisory Board be discharged for their supervision of the Company's affairs

during the 2012 financial year. This is based on Article 31 (2) of the Company's Articles of Association. This discharge shall apply to the supervision of the Company's affairs as apparent from:

- the financial statements, or
- information otherwise provided to the Annual General Meeting of Shareholders prior to adoption of the financial statements.

Agenda item 5, Amendment to the Articles of Association (*voting item*)

We propose that the Company's Articles of Association be amended, in connection with the entry into force of the Dutch Governance and Supervision Act (*Wet bestuur en toezicht*) with effect from 1 January 2013. Article 19.3 of the Articles of Association contains a rule on conflicts of interest. Since this rule no longer applies owing to the entry into force of the Dutch Governance and Supervision Act, we propose that Article 19.3 of the Articles of Association be deleted. More information about the proposal to amend the Articles of Association is contained in the explanatory note on the proposal. This proposal to amend the Articles of Association and the explanatory note thereto is included as appendix 1 to this agenda. The proposal can also be inspected at the offices of Van Lanschot at Hooge Steenweg 29, 's-Hertogenbosch, the Netherlands. The proposal can also be viewed on Van Lanschot's website (www.vanlanschot.nl/vanlanschot/en/about-van-lanschot/investor-relations/general-meeting-of-shareholders).

Agenda item 6, Change in the Supervisory Board Profile Outline (*discussion item*)

The Supervisory Board has amended the Supervisory Board Profile Outline. This amendment was made in connection with the entry into force of the Dutch Governance and Supervision Act (*Wet bestuur en toezicht*) with effect from 1 January 2013. Among other things, this act stipulates that companies such as Van Lanschot NV must take as much account as possible of a balanced distribution of the seats on the Supervisory Board between men and women when drafting the profile outline of the Supervisory Board. According to the law, a balanced distribution is said to exist if at least 30% of the seats are held by women and at least 30% by men. The aim of a balanced distribution of seats has been incorporated in the Supervisory Board Profile Outline. The text of the amended profile outline, indicating the change to the text of the previous version of the profile outline, is included as appendix 2 to this agenda.

Agenda item 7, Composition of the Supervisory Board

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

According to the retirement schedule, Ms Lodder and Mr Streppel shall retire as members of the Supervisory Board following the end of this meeting. For both of them, this will be the end of their second term of office. Individual profile outlines have been prepared for the vacancies on the Supervisory Board that will arise as a result. These profile outlines are included as appendix 3 to this agenda. Ms Lodder indicated at the end of 2012 that she is not available for reappointment. She has decided to give her life a new scope, after her resignation as chairman of the board of Het Muziektheater

and director of business affairs of De Nederlandse Opera. Mr Streppel, however, is available for reappointment.

With regard to the vacancy created by Ms Lodder's retirement, the Employees' Council has the enhanced right of recommendation. Article 23 (3) of the Company's Articles of Association explains what this enhanced right of recommendation entails. With regard to the vacancy created by Mr Streppel's retirement, the Employees' Council has the ordinary right of recommendation. The Employees' Council has stated that it does not wish to recommend anyone for the vacancy created by the end of Mr Streppel's term of office.

The contributions that Ms Lodder and Mr Streppel made as members of the Supervisory Board during their past term of office were invaluable.

For the vacancy arising due to the resignation of Ms Lodder, the recruitment and selection process has not yet been finalised. Therefore, no one will be recommended for this vacancy during the meeting. After the recruitment and selection process has been completed successfully, the new candidate will be recommended for appointment by the Annual General Meeting of Shareholders. When nominating the candidate, the Supervisory Board shall aim to maintain the current distribution of seats between men and women in the Board (71% / 29%). This means that female candidates will be given preference in the event that candidates of both genders are equally well suited, as also mentioned in the profile outline for the vacancy.

The Annual General Meeting of Shareholders shall be afforded the opportunity to make recommendations for the vacancies created by the retirement of Ms Lodder and Mr Streppel. This opportunity afforded to the Annual General Meeting of Shareholders is described in Article 23 (2) of the Company's Articles of Association. If the Annual General Meeting of Shareholders exercises this right, the recommendation shall be put to a vote.

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

In the event that the Annual General Meeting of Shareholders does not make any recommendations, the Supervisory Board proposes that Mr Streppel be reappointed by the Annual General Meeting of Shareholders. The proposal to reappoint Mr Streppel is made subject to a positive outcome of the suitability screening by the Dutch Central Bank.

The Supervisory Board is of the opinion that Mr Streppel has the required knowledge, experience and competencies as described in the individual profile outline for the vacancy. Mr Streppel's curriculum vitae demonstrates his possession of the required knowledge and experience in the areas specified in the profile outline. Mr Streppel has gained the required competencies in the various positions he has held.

Mr Streppel gained a thorough knowledge of and affinity with financial institutions in a broad sense during his career in the financial sector, most recently at AEGON. Mr Streppel has

gained a great deal of knowledge of and experience in financial reporting, risk management and audit from working in the various positions he has held. He has plenty of experience in executive positions and knowledge of governance and organisations.

Mr Streppel's curriculum vitae is included as appendix 4 to this agenda. This curriculum vitae contains the information referred to Article 23 (4) of the Company's Articles of Association.

Mr Streppel's reappointment is for four years. The new term of office will end on the day of the Annual General Meeting of Shareholders in 2017.

c) Announcement of the vacancy due to arise at the Annual General Meeting of Shareholders in 2014 *(discussion item)*

According to the retirement schedule, the term for which Mr van Lanschot was appointed as a member of the Supervisory Board shall end on the day of the Annual General Meeting of Shareholders held in 2014. Pursuant to the shareholders' agreement that the Company concluded with LDDM Holding B.V., LDDM Holding B.V. has the right to make a recommendation for the vacancy created by Mr van Lanschot's retirement.

The Annual General Meeting of Shareholders shall be afforded the opportunity to make a recommendation for the vacancy created by the retirement of Mr van Lanschot.

Agenda item 8, Appointment of external auditor *(voting item)*

Ernst & Young Accountants LLP was appointed as the Company's external auditor for the 2009-2012 financial years at the Annual General Meeting held on 11 May 2009. The Dutch Corporate Governance Code explains that the Board of Managing Directors and the Supervisory Board's Audit & Compliance Committee must assess the functioning of the external auditor at least once every four years. An evaluation of the functioning of the external auditor took place at the end of 2012. This assessment was carried out by the Company's Group Audit department and involved the use of a questionnaire and interviews. The respondents were the chairman of the Audit and Compliance Committee, three members of the Board of Managing Directors (including the CEO and CFO), four general managers from Van Lanschot, one member of the board of Kempen & Co N.V. and a finance manager from Van Lanschot. The topics covered in the evaluation were:

- the quality of the partner and the audit team at Ernst & Young
- the audit plan and risk analysis
- the work performed
- reporting and communication, and
- independence and expertise.

The general opinion on the auditor was positive, with an average score of 3.9 on a scale of 1 to 5. In areas such as specific knowledge of the sector, the depth of the audit and the report on the findings, professional scepticism and frequency of consultation, the score even exceeded 4.0. According to the respondents, one area requiring attention is the clarity of the information on how the fee was calculated and the costs of additional services.

Based on the evaluation of the external auditor, the Supervisory Board has decided to recommend to the Annual General Meeting of Shareholders that Ernst & Young Accountants LLP be appointed as the external auditor of Van Lanschot for the 2013 financial year. The proposal to limit the reappointment of the external auditor to 2013 creates flexibility for subsequent years.

Agenda item 9, Grant of authority to repurchase own shares or depositary receipts for same *(voting item)*

Every year the Annual General Meeting of Shareholders is asked to grant authority for the Company to repurchase shares or depositary receipts. Where there are grounds to do so, this authority gives the Company the opportunity to repurchase shares or depositary receipts at short notice, without the need for an Extraordinary General Meeting of Shareholders to be convened first.

The existing authority to repurchase shares or depositary receipts expires in November 2013. We therefore propose that the Board of Managing Directors be granted new authority to repurchase shares or depositary receipts, replacing its existing authority to do so. We propose that this authority be given for a period of 18 months as from the date of this Annual General Meeting. The authority means that the Board of Managing Directors may repurchase paid-up ordinary shares in the capital of the Company, or depositary receipts for such shares, by buying these shares on the stock exchange or otherwise. Such shares or depositary receipts repurchased in this way may represent up to 10% of the issued capital as at the date of the granting of this authority (i.e. 14 May 2013). The approval of the Supervisory Board is required for the repurchasing of such shares or depositary receipts. The acquisition price of the shares or depositary receipts to be repurchased:

- must be at least equal to the nominal value of the shares; and
- may not exceed the highest price at which the depositary receipts for ordinary A shares in the Company are traded on the exchange on the day of purchase.

Agenda item 10, Extension of powers of the Board of Managing Directors

The Annual General Meeting of Shareholders determines the term and extent of the power of the Board of Managing Directors to:

- issue shares; and
- grant rights to acquire shares.

This is stipulated in Article 6 of the Company's Articles of Association. This power concerns at most all unissued shares in the authorised share 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 rights in the event of the issue of ordinary shares. This rule is laid down in Article 7 of the Company's Articles of Association. The powers granted to the Board of Managing Directors may be extended by the Annual General Meeting of Shareholders.

The Annual General Meeting of Shareholders of 10 May 2012 extended the power of the Board of Managing Directors to issue ordinary shares, including the power to grant rights to acquire shares. At the same time the decision was made to extend 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,

including the power to limit or exclude the pre-emption right when granting rights to acquire shares. The aforementioned powers expire in November 2013. It is therefore proposed that these powers 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 powers it has been granted, issue shares without first convening an Extraordinary General Meeting of Shareholders.

The approval of the Supervisory Board is required for a resolution of the Board of Managing Directors to issue shares or limit or exclude the pre-emption right in the event of an issue of shares.

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

We propose that the power of the Board of Managing Directors to issue ordinary shares be extended for a period of 18 months from the date of this Annual General Meeting. This is covered in Article 6 of the Company's Articles of Association. This proposal also applies to the granting of rights to acquire such shares. We propose that this power of the Board of Managing Directors to issue 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 shares *(voting item)*

We propose 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 be extended for a period of 18 months from the date of this Annual General Meeting. This is covered in Article 7 of the Company's Articles of Association. This proposal also applies to the power to limit or exclude the pre-emption right when granting 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.

**PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION AND
EXPLANATORY NOTES THERETO
Van Lanschot N.V.,
having its statutory seat in 's-Hertogenbosch.**

as it will be presented at the Company's
Annual General Meeting of Shareholders,
to be held on 14 May 2013, for its approval.

Draft dated 23 January 2013.

ALLEN & OVERY

The text of the article of the current Articles of Association that is to be changed is stated in the left column and the proposed changes to this article is stated in the right column. Explanatory notes to the proposal are included below.

The text of the proposal below is an English translation of the proposal prepared in Dutch. In preparing the text below, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms. The concepts concerned may be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Current text:

Proposed new text:

Article 19. Representation.

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| <p>1. The Board of Management represents the company. The authorization to represent the company shall be vested jointly in two members of the Board of Management.</p> <p>2. The Board of Management may appoint officers with general or limited powers of representation. Any such appointment may be revoked at any time. Each such officers shall represent the company with due observance of the restrictions imposed on his powers. Their titles shall be determined by the Board of Management.</p> <p>3. In the event of a private conflict of interest between the company and a member of the Board of Management, the company shall be jointly represented by two other members of the Board of Management, appointed by the Supervisory Board. The general meeting will always be authorised to appoint one or more other persons besides the persons last mentioned. If a conflict of interest arises between the company and all members of the Board of Management or between all members of the Board of Management save one, the company shall be represented by one or more persons appointed by the Supervisory Board.</p> | <p>1. <i>Unchanged</i></p> <p>2. <i>Unchanged</i></p> <p><i>Deleted</i></p> |
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EXPLANATORY NOTES

1. Management and Supervision Act

Pursuant to the Management and Supervision Act, which came into force as per 1 January 2013, inter alia the legal conflict of interest provision for members of the Board of Management is amended. The essence of this provision is that a member of the Board of Management that has a direct or indirect personal interest in a subject which is submitted for decision-making, cannot take part in deliberating and decision-making on this matter if his personal interest conflicts with the interest of the company and the business connected with it.

In this regard it is proposed to delete Article 19 paragraph 3, which article reflects the legal provision that has meanwhile ceased to apply.

In this regard it should be noted that the by-laws of the Board of Management contain similar and more detailed provisions for deliberating and decision-making in case of a conflict of interest, which provisions are partly based on the Dutch Corporate Governance Code.

2. Power of attorney

The proposed amendment of the articles of association also includes granting a power of attorney to every member of the Board of Management, the secretary of the Company, as well as every (deputy) civil-law notary, paralegal and notarial assistant at Allen & Overy LLP, attorneys at law, civil-law notaries and tax consultants, in Amsterdam to have the deed of amendment of the articles of association executed.

APPENDIX 2

The green text is new text compared with the previous version of the profile outline.

Supervisory Board Profile Outline

1. 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 N.V. (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):
- in particular knowledge of the banking sector in a broad sense, including the products, services and markets where the Company is active¹;
 - experience in an executive position in the private sector or experience in and knowledge of governance, organisation and communication²;
 - knowledge of the financial-technical aspects of risk management or experience enabling the member to make a sound assessment of the risks³;
 - knowledge of and/or experience in sound and controlled operational policies and processes⁴;
 - commercial expertise and experience with a listed company;
 - knowledge of financial reporting, risk management and audit or experience enabling the member to perform reliable supervision of these subject matters⁵;
 - experience in international business;
 - knowledge of and experience in company law and/or banking and securities law and compliance⁶;
 - 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:
- broad executive and organisational experience of and feeling for Dutch industrial and other relations,

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)

- the ability, also in terms of having the time available, to follow the outlines of the total policy pursued by the Company⁷ and its associated business, and the general course of affairs at the Company, and to assist the Board of Managing Directors in the formulation and execution of policy;
 - the capability of forming a balanced and independent opinion about the basic risks involved in the Company's operations and those of its associated business⁸;
 - in possession of the specific expertise needed to perform his role in the Supervisory Board⁹;
 - thorough knowledge of the Company's functions in society and of the interests of all parties involved in the Company¹⁰;
 - 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 manner¹¹;
 - the ability to keep an open, independent mind and adopt a critical stance towards the other members of the Supervisory Board and Board of Managing Directors.
- 1.4 There should be a reasonable spread across age and gender and the Board should have a balanced (complementary) composition¹². *In this connection a balanced distribution of the seats of the Supervisory Board among men and women will be taken into consideration to the greatest possible extent. The object is for the seats of the Supervisory Board to be distributed in such a way that at least 30% of the seats are held by women and at least 30% by men.* 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 committees¹³.
- 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 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.

7 Banking Code, article 2.1.4

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 Code, article 2.1.6

2. *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.

3. *Other subjects*

- 3.1 At least once a year, the Supervisory Board shall discuss the desired profile and composition and competences 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 General Meeting of Shareholders and with the Employees' 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 Company's corporate website (www.vanlanschot.nl/aboutvanlanschot/corporategovernance/supervisoryboard)²⁰.

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 3

Profile outline for the vacancy created by the retirement of Ms T.M. Lodder

For the purpose of filling this vacancy, the following criteria (which are not necessarily exhaustive) are to be used wherever possible:

Knowledge and experience

- Thorough knowledge of and affinity with financial institutions in a broad sense, including the products, services and markets in which Van Lanschot is active;
- Experience in and knowledge of governance, organisation and communication;
- Societal expertise and experience;
- Knowledge of and affinity with employee participation;
- Knowledge of and experience in matters related to human resources management;
- Preferably knowledge of and experience in IT;

Competencies

- Has broad executive and organisational experience of and feeling for Dutch industrial and other relations;
- Is able to follow the outlines of the total policy pursued by Van Lanschot and its associated business, and the general course of affairs at Van Lanschot, and to assist the Board of Managing Directors in the formulation and execution of policy;
- Able to form a balanced and independent opinion about the basic risks involved in Van Lanschot's operations and those of its associated businesses;
- Has thorough knowledge of Van Lanschot's functions in society and of the interests of all parties involved in Van Lanschot;
- Has 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;
- Is able to keep an open, independent mind and adopt a critical stance towards the other members of the Supervisory Board and Board of Managing Directors;

Other

- Preferably a female candidate;
- Preferably still active in his/her main position;
- Must be sufficiently available and contactable to properly perform his/her tasks in the Supervisory Board and the Supervisory Board's committees.

Profile outline for the vacancy created by the retirement of Mr J.B. Streppel

For the purpose of filling this vacancy, the following criteria (which are not necessarily exhaustive) are to be used wherever possible:

Knowledge and experience

- Thorough knowledge of and affinity with financial institutions in a broad sense, including the products, services and markets in which Van Lanschot is active;
- Experience in an executive position in the private sector or experience in and knowledge of governance, organisation and communication;
- Knowledge of the financial-technical aspects of risk management or experience enabling the member to make a sound assessment of the risks;
- Knowledge of and/or experience in sound and controlled operational policies and processes;
- Commercial expertise and experience with a listed company;
- Knowledge of financial reporting, risk management and audit or experience enabling the member to perform reliable supervision of these subject matters;

Competencies

- Has broad executive and organisational experience of and feeling for Dutch industrial and other relations;
- Is able to follow the outlines of the total policy pursued by Van Lanschot and its associated business, and the general course of affairs at Van Lanschot, and to assist the Board of Managing Directors in the formulation and execution of policy;
- Is able to form a balanced and independent opinion about the basic risks involved in Van Lanschot's operations and those of its associated businesses;
- Has thorough knowledge of Van Lanschot's functions in society and of the interests of all parties involved in Van Lanschot;
- Has 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;
- Is able to keep an open, independent mind and adopt a critical stance towards the other members of the Supervisory Board and Board of Managing Directors;

Other

- Must be sufficiently available and contactable to properly perform his/her tasks in the Supervisory Board and the Supervisory Board's committees.

APPENDIX 4 CURRICULUM VITAE MR STREPPPEL

Curriculum Vitae	
Name	Joseph Bonifacius Maria Streppel
Date of birth	11 October 1949
Education	<ul style="list-style-type: none"> • Tilburg University, degree in macro and international economics (1978)
Work experience	<ul style="list-style-type: none"> • Ennia/AEGON NV (1973-1986) <ul style="list-style-type: none"> – Various investment and treasury positions • FGH Bank NV (1986-1987) <ul style="list-style-type: none"> – Chief Financial Officer • FGH Bank NV (1987-1991) <ul style="list-style-type: none"> – Member of the Board of Directors • Labouchère NV (1991-1997) <ul style="list-style-type: none"> – Chairman of the Board and Chief Executive Officer • FGH Bank NV (1995-1998) <ul style="list-style-type: none"> – Chairman of the Board and Chief Executive Officer • AEGON NV (1997-2000) <ul style="list-style-type: none"> – Chief Financial Officer (from May 1998) • AEGON NV (2000-2009) <ul style="list-style-type: none"> – Member of the Executive Board (until 22 April 2009)
Other positions	<ul style="list-style-type: none"> • Chairman of the Supervisory Board of KPN NV • Non-Executive Director of RSA Insurance Group Plc • Chairman of the Corporate Governance Code Monitoring Committee • Chairman of Duisenberg School of Finance • Chairman of the Shareholders Communication Channel • Member of the Supervisory Board of Stichting Arq • Member of the Board of Amsterdam Center for Corporate Finance • Member of the Advisory Board of Actuariel Genootschap

Mr Streppel does not currently hold any shares in the capital of Van Lanschot NV