



## EXTRAORDINARY GENERAL MEETING OF SHARE HOLDERS OF VAN LANSCHOT NV

**Van Lanschot NV invites its shareholders and depositary receipt holders to the Extraordinary General Meeting of Shareholders to be held at the Auditorium of the Van Lanschot Tower, Leonardo Da Vinciplein 60, 's-Hertogenbosch, the Netherlands, on Tuesday 2 July 2013 at 4 p.m.**

### The agenda:

1. Opening
2. Proposal to appoint Ms Helthuis as a member of the Supervisory Board (*voting item*)
3. Any other business and closure

### Availability of meeting documents

Prior to the meeting, the agenda with explanatory notes 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. These documents have also been posted on Van Lanschot's website ([www.vanlanschot.nl/aboutvanlanschot](http://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 4 June 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 5 June 2013 until no later than 5 p.m. on Tuesday 25 June 2013, which should be sent to the following address:

Kempen & Co NV  
Beethovenstraat 300  
1077 WZ Amsterdam  
e-mail: [proxyvoting@kempen.nl](mailto: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 25 June 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](http://www.vanlanschot.nl/aboutvanlanschot)). Forms must be completed and received by ANT no later than 5 p.m. on Tuesday 25 June 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 3 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, 21 May 2013

Board of Managing Directors  
Supervisory Board

## EXPLANATORY NOTES

### **Explanatory notes to the agenda for the Extraordinary General Meeting of Shareholders of Van Lanschot NV, to be held on Tuesday 2 July 2013**

#### **Agenda item 2: Proposal to appoint Ms Helthuis as a member of the Supervisory Board** *(voting item)*

On 14 May 2013 a vacancy arose on the Supervisory Board owing to the retirement of Ms Lodder with effect from that date. This vacancy was announced at the Annual General Meeting of Shareholders held on 14 May 2013. The profile outline prepared in connection with the vacancy was also announced at the Annual General Meeting of Shareholders, and the meeting was afforded the opportunity to recommend persons to be nominated as a member of the Supervisory Board. No recommendations were made during this meeting.

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.

The Employees' Council has announced that it recommends appointing Ms Helthuis as a member of the Supervisory Board, thus exercising its enhanced right of recommendation. The Supervisory Board has accepted this recommendation. The Supervisory Board proposes that Ms Helthuis be appointed as a member of the Supervisory Board by the General Meeting of Shareholders.

The Supervisory Board is of the opinion that the Ms Helthuis has the required knowledge, experience and competencies as described in the individual profile outline for the vacancy (appendix 1). Ms Helthuis's curriculum vitae demonstrates her possession of the required knowledge and experience in the areas specified in the profile outline. She has gained the required competencies in the various positions she has held.

During her time working at Fortis Bank Netherlands she gained knowledge of and affinity with financial institutions. As Chairman of the Board of Monuta she instigated and completed a change process that demonstrated her executive and organisational qualities. Ms Helthuis's curriculum vitae is included as appendix 2 to this agenda. This curriculum vitae contains the information referred to Article 23 (4) of the Company's Articles of Association. Ms Helthuis has undergone suitability screening by the Dutch Central Bank.

Ms Helthuis's appointment is for four years. The term of office will end on the day of the Annual General Meeting of Shareholders in 2017.

## APPENDIX 1

**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.

## APPENDIX 2 CURRICULUM VITAE MS HELTHUIS

<b>Curriculum Vitae</b>	
<b>Name</b>	Johanna Geziena Hendrina Helthuis
<b>Date of birth</b>	11 December 1962
<b>Education</b>	<ul style="list-style-type: none"> <li>• Nyenrode Business University, Bachelor of Business Administration (BBA) (1981-1984)</li> <li>• Erasmus University Rotterdam, degree in business economics (1984-1988)</li> <li>• De Baak, Logistics Management (1990)</li> <li>• University of Michigan Business School, Management of Managers (2000)</li> <li>• IMD Lausanne, Breakthrough Programme for Senior Managers (2008)</li> <li>• Governance University, programme for supervisory directors (2009)</li> </ul>
<b>Work experience</b>	<ul style="list-style-type: none"> <li>• Nedlloyd (1984-1991) <ul style="list-style-type: none"> <li>– Various commercial positions in the Netherlands and other countries</li> </ul> </li> <li>• PTT Post International (1991-1996) <ul style="list-style-type: none"> <li>– Marketing &amp; Sales Manager</li> </ul> </li> <li>• KPN Mobile (1996-1998) <ul style="list-style-type: none"> <li>– Marketing Manager with special responsibility for churn reduction and loyalty</li> </ul> </li> <li>• KPN Fixed-line Division (1998-2005) <ul style="list-style-type: none"> <li>– Various positions, most recently Business Segment Marketing Manager</li> </ul> </li> <li>• Fortis Bank Netherlands (2006-2009) <ul style="list-style-type: none"> <li>– Member of the Executive Board and CEO of Retail Banking</li> </ul> </li> <li>• Monuta Holding (2009-2012) <ul style="list-style-type: none"> <li>– Chairman of the Board</li> </ul> </li> </ul>
<b>Other positions</b>	<ul style="list-style-type: none"> <li>• Member of the Supervisory Board of Prorail BV</li> <li>• Member of the Advisory Board of Nintes</li> </ul>

Ms Helthuis does not currently hold any shares in the capital of Van Lanschot NV.