



## 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 Thursday 15 May 2014 at 2 p.m.

### 1. Opening

#### 2. 2013 annual report

- a) Report of the Supervisory Board (*discussion item*)
- b) Report of the Board of Managing Directors for 2013 (*discussion item*)
- c) Strategy implementation status report (*discussion item*)

#### 3. 2013 financial statements

- a) Implementation of remuneration policy for 2013 (*discussion item*)
- b) Adoption of 2013 financial statements (*voting item*)
- c) Proposal to pay a cash dividend of € 0.20 per ordinary A share (*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 2013 financial year (*voting item*)
- b) Proposal to discharge the members of the Supervisory Board for their supervision of the Company's affairs during the 2013 financial year (*voting item*)

#### 5. Composition of the Board of Managing Directors

- a) Announcement of the proposed reappointment of Mr C.T.L. Korthout as a member of the Board of Managing Directors (*discussion item*)
- b) Announcement of the proposed reappointment of Mr A.J. Huisman as a member of the Board of Managing Directors (*discussion item*)
- c) Announcement of the proposed appointment of Mr R.P. Bruens as a member of the Board of Managing Directors (*discussion item*)

#### 6. Composition of the Supervisory Board

- a) Announcement of vacancy and profile; opportunity to make a recommendation (*voting item*)
- b) Proposal to reappoint Mr G.P. van Lanschot as a member of the Supervisory Board (*voting item*)
- c) Announcement of the vacancies due to arise at the Annual General Meeting of Shareholders in 2015 (*discussion item*)

#### 7. Appointment of external auditor (*voting item*)

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

#### 9. 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*)

#### 10. Any other business and closure of meeting

##### 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 office of Van Lanschot NV (Leonardo da Vinciplein 60, 5223 DR, 's-Hertogenbosch, the Netherlands):

- the agenda with explanatory notes;
- the report of the Supervisory Board;
- the Report of the Board of Managing Directors for 2013;
- the 2013 financial statements and other information;
- the information as referred to in article 2:142, paragraph 3, of the Netherlands Civil Code; and
- the announcements as required by law and the Articles of Association.

The 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 Thursday 17 April 2014 (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 Van Lanschot NV 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 must submit a written notification to this effect via their bank between Friday 18 April 2014 and Monday 12 May 2014 by 5 p.m. at the latest, which should be sent to the following address:

Kempen & Co NV  
Beethovenstraat 300  
1077 WZ Amsterdam  
The Netherlands

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 Monday 12 May 2014.

### **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. SGG Financial Services B.V. (SGG) (previously ANT Trust & Corporate Services NV). 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 SGG (telephone +31 (0)20 522 25 12, fax +31 (0)20 522 25 35, e-mail registers@sgggroup.com). The form can also be downloaded from Van Lanschot's website ([www.vanlanschot.nl/agm](http://www.vanlanschot.nl/agm)). The form must be completed by the depositary receipt holder and received by SGG no later than 5 p.m. on Monday 12 May 2014.

### **Registration of attendance**

Holders of shares and depositary receipts may exercise their rights to attend and vote at the meeting only 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. Complimentary parking passes are available for this car park.

's-Hertogenbosch, the Netherlands, 2 April 2014

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 Thursday 15 May 2014

### Agenda item 2. 2013 Annual Report

- a) **Report of the Supervisory Board** (*discussion item*)  
The Supervisory Board shall elaborate on its report for 2013. For the Report of the Supervisory Board, please refer to the 2013 Annual Report.
- b) **Report of the Board of Managing Directors for 2013** (*discussion item*)  
The Board of Managing Directors shall elaborate on the Report of the Board of Managing Directors for 2013.
- c) **Strategy implementation status report** (*discussion item*)  
On 14 May 2013, Van Lanschot presented the findings of the strategic review, which concluded that Van Lanschot would focus on being a specialised, independent wealth manager that seeks to preserve and create wealth for its clients. The Board of Managing Directors will report on the progress made in implementing this strategy.

### Agenda item 3. 2013 financial statements

- a) **Implementation of remuneration policy for 2013** (*discussion item*)  
This item entails a discussion of the implementation of the remuneration policy in 2013, by reference to the relevant information referred to in article 2:383c to article 2:383e, inclusive, of the Netherlands Civil Code, as disclosed in the remuneration report and in the notes to the financial statements.
- b) **Adoption of 2013 financial statements** (*voting item*)  
This item entails a discussion of the 2013 financial statements as prepared by the Board of Managing Directors and as approved by the Supervisory Board. We propose that the 2013 financial statements be adopted.
- c) **Proposal to pay a cash dividend of € 0.20 per ordinary A share** (*voting item*)  
Van Lanschot NV ("the Company") aims to distribute a dividend on ordinary shares of between 40% and 50% of net profit adjusted for the interest on perpetual loans. With the approval of the Supervisory Board, the Board of Managing Directors has decided that, out of the net profit available to shareholders of € 29,230,868, a sum of € 21,045,618 should be added to the reserves. The remaining € 8,185,250 is at the disposal of the General Meeting of Shareholders. We propose that the said remaining sum be distributed to the holders of ordinary A shares. That implies that the dividend for 2013 per ordinary A share shall be € 0.20. That equates to a pay-out ratio of 28%. The dividend shall be made payable in cash on Wednesday 28 May 2014.

### 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 2013 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 2013 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 2013 financial year were Mr Guha, 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 2013 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 2013 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.
- The members of the Supervisory Board during the 2013 financial year were Mr Duron, Ms Helthuis (from 2 July 2013), Ms Kersten, Mr van Lanschot, Ms Lodder (up to and including 14 May 2013), Mr Slippens, Mr Streppel and Mr de Swaan.

### Agenda item 5. Composition of the Board of Managing Directors

- a) **Announcement of the proposed reappointment of Mr C.T.L. Korthout as a member of the Board of Managing Directors** (*discussion item*)  
Mr Korthout was appointed as a member of the Board of Managing Directors with effect from 27 October 2010 for a period of four years. The Supervisory Board announces the proposed reappointment of Mr Korthout as a member of the Board of Managing Directors of Van Lanschot NV. The Supervisory Board proposes to appoint Mr Korthout with effect from 15 May 2014 until the day of the Annual General Meeting of Shareholders of Van Lanschot NV to be held in 2018.

**b) Announcement of the proposed reappointment of Mr A.J. Huisman as a member of the Board of Managing Directors** *(discussion item)*

Mr Huisman was appointed as a member of the Board of Managing Directors with effect from 6 May 2010 for a period of four years. The Supervisory Board announces the proposed reappointment of Mr Huisman as a member of the Board of Managing Directors of Van Lanschot NV. The Supervisory Board proposes to appoint Mr Huisman with effect from 15 May 2014 until the day of the Annual General Meeting of Shareholders of Van Lanschot NV to be held in 2018.

**c) Announcement of the proposed appointment of Mr R.P. Bruens as a member of the Board of Managing Directors** *(discussion item)*

The Supervisory Board announces the proposed appointment of Mr Bruens as a member of the Board of Managing Directors of Van Lanschot NV. The Supervisory Board proposes to appoint Mr Bruens as a member of the Board of Managing Directors with effect from 15 May 2014 until the day of the Annual General Meeting of Shareholders of Van Lanschot NV to be held in 2018.

Mr Bruens joined F. van Lanschot Bankiers NV as Managing Director of Private Banking on 1 August 2013. Since then, Mr Bruens has been responsible for all the private banking activities of Van Lanschot (Private Office, Private Banking, Personal Banking). The proposed appointment of Mr Bruens will assure that Private Banking, an essential element of the strategy of positioning Van Lanschot as a wealth manager, continues to be represented at an appropriate level within the Board of Managing Directors. That is also important for all stakeholders, including our customers, employees, shareholders and regulators.

Mr Bruens' curriculum vitae forms appendix 1 to this agenda.

Mr Bruens' remuneration is consistent with the remuneration policy for members of the Board of Managing Directors, which was adopted by the General Meeting of Shareholders on 6 May 2010, and the amendments to that policy made in implementation of the Regulation on Sound Remuneration, Financial Supervision Act 2011 (*Regeling Beheerst Beloningsbeleid Wft 2011*). If the remuneration policy for members of the Board of Managing Directors changes in the future, Mr Bruens' remuneration shall be adjusted accordingly, as long as he is a member of the Board of Managing Directors.

Mr Bruens shall receive a fixed gross annual salary of € 425,000. The amount of and the conditions governing any variable remuneration are consistent with the remuneration policy for the members of the Board of Managing Directors. This remuneration policy is detailed in the 2013 Remuneration Report, which is available on [www.vanlanschot.nl/results2013](http://www.vanlanschot.nl/results2013). If Mr Bruens' contract of employment is terminated by the bank or dissolved at the bank's request, other than due to a serious culpable act or omission on Mr Bruens' part, Mr Bruens shall be entitled to a severance payment of at most one fixed gross annual salary. Mr Bruens' contract of employment does not include a

change-of-control clause. Mr Bruens' secondary compensation and benefits are consistent with the remuneration policy for the members of the Board of Managing Directors.

**Agenda item 6. Composition of the Supervisory Board**

**a) Announcement of vacancy and profile; opportunity to make a recommendation** *(voting item)*

According to the retirement schedule, Mr G.P. van Lanschot's term of office ends upon closure of the meeting. An individual profile outline has been prepared for the resulting vacancy on the Supervisory Board. The profile outline is included as appendix 2 to this agenda. Mr van Lanschot is available for reappointment.

The Employees' Council has an ordinary right of recommendation with regard to the vacancy arising on the ending of Mr van Lanschot's term of office. The Employees' Council has stated that it does not wish to recommend anyone for the vacancy.

The General Meeting of Shareholders shall be afforded the opportunity to make a recommendation for the vacancy arising on the ending of Mr van Lanschot's term of office. This opportunity afforded to the General Meeting of Shareholders is described in Article 23 (2) of the Company's Articles of Association. If the General Meeting of Shareholders exercises this right, the recommendation shall be put to a vote.

**b) Proposal to reappoint Mr G.P. van Lanschot as a member of the Supervisory Board** *(voting item)*

Pursuant to the shareholders' agreement between LDDM Holding BV and Van Lanschot NV, LDDM Holding BV has the right to make a recommendation for the vacancy arising on the Supervisory Board. LDDM Holding BV made it known that it recommends to the Supervisory Board that Mr van Lanschot's reappointment be proposed to the General Meeting of Shareholders.

The Supervisory Board has accepted the recommendation made by LDDM Holding BV and shall propose to the General Meeting of Shareholders that Mr van Lanschot be reappointed as a member of the Supervisory Board. The Supervisory Board believes that the proposed reappointment of Mr van Lanschot would ensure that the knowledge, experience and competencies referred to in the individual profile outline for this vacancy are available to the Supervisory Board. Mr van Lanschot has been a member of the Supervisory Board of Van Lanschot for eight years, during which time he has made a very valuable contribution to the Board's activities.

Mr van Lanschot has knowledge of and affinity with financial institutions, acquired during his career at ABN AMRO and his membership of the Supervisory Board of Van Lanschot NV. In the various positions that Mr van Lanschot has filled since his career at ABN AMRO, he has acquired considerable managerial and organisational knowledge and experience. Mr van Lanschot is a non-executive member of the board of Fetch, Inc. He has studied various subjects, including Business Administration at Erasmus University Rotterdam.

Information about Mr van Lanschot, as referred to in article 23 (4) of the Company's Articles of Association, shall be available free of charge to shareholders and holders of depositary receipts until the closure of the meeting, from the office of Van Lanschot NV, Leonardo da Vinciplein 60, 5223 DR, 's-Hertogenbosch, the Netherlands and via the Communication Department, Beethovenstraat 300, 1077 WZ Amsterdam, the Netherlands.

If Mr van Lanschot is reappointed, Van Lanschot NV will continue to have two Supervisory Board members – namely Mr van Lanschot and Ms Kersten – who may be regarded as non-independent in the sense of best practice provision III.2.2. of the Corporate Governance Code. If a meeting of the Supervisory Board votes on a matter regarding which Mr van Lanschot may have a conflicting interest, he shall not participate in the Board's deliberations or in the vote.

It is proposed that Mr van Lanschot be reappointed for four years and that his new term of office ends on the day of the Annual General Meeting of Shareholders of Van Lanschot NV to be held in 2018.

**d) Announcement of the vacancies due to arise at the Annual General Meeting of Shareholders in 2015** *(discussion item)*

According to the retirement schedule, the terms of office of Mr Duron, Ms Kersten, Mr Slippens and Mr de Swaan end on the day of the Annual General Meeting of Shareholders in 2015.

In accordance with article 23 (3) of the Company's Articles of Association NV, the Employees' Council has an enhanced right of recommendation with regard to the vacancy arising on the ending of Mr Slippens' term of office.

The General Meeting of Shareholders shall be afforded the opportunity to make recommendations for the vacancies on the Supervisory Board that arise in 2015.

**Agenda item 7. Appointment of external auditor** *(voting item)*

At the end of 2012, a thorough assessment was made within Van Lanschot of the performance of Ernst & Young Accountants LLP (EY) in its role of external auditor. On the basis of that assessment, in 2013 the Supervisory Board proposed EY to the General Meeting of Shareholders as external auditors for the 2013 financial year. On 14 May 2013, EY were duly appointed as external auditors for the 2013 financial year by the General Meeting of Shareholders of Van Lanschot NV.

During 2013, no circumstances arose that would justify reassessment of the performance of the external auditor. The Supervisory Board has therefore decided to propose to the General Meeting of Shareholders that EY be appointed external auditors to Van Lanschot NV for the 2014 financial year.

**Agenda item 8. Grant of authority to repurchase own shares or depositary receipts for own shares** *(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 to first convene an Extraordinary General Meeting of Shareholders.

The existing authority to repurchase shares or depositary receipts expires in November 2014. 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. 15 May 2014). 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 9. 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 14 May 2013 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 2014. 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 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 CURRICULUM VITAE MR BRUENS

<b>Curriculum Vitae</b>	
<b>Name</b>	Richard Paul Bruens
<b>Date of birth</b>	18 July 1967
<b>Education</b>	<ul style="list-style-type: none"> <li>• Manchester Business School (1993-1997) MBA in Finance (part-time)</li> <li>• University of Groningen (1985-1991) Master's degree in Business Administration</li> </ul>
<b>Work experience</b>	<ul style="list-style-type: none"> <li>• F. van Lanschot Bankiers NV (August 2013-present) <ul style="list-style-type: none"> <li>– Managing Director of Private Banking</li> </ul> </li> <li>• ABN AMRO Private Banking International (January 2010-July 2013) <ul style="list-style-type: none"> <li>– Managing Director</li> <li>– Global Head of Products and Solutions</li> <li>– Global Head of Private Wealth Management</li> <li>– Chairman of Supervisory Board Mees Pierson Curaçao</li> <li>– Vice Chairman of Supervisory Board Neuflyze OBC Investissements</li> <li>– Vice Chairman of Supervisory Board Neuflyze Private Assets</li> <li>– Member of Supervisory Board ABN AMRO Investments</li> </ul> </li> <li>• Renaissance Group Moscow (2007-2008) <ul style="list-style-type: none"> <li>– Member of Group Managing Board &amp; Global Head of Strategy, Communications &amp; Investor Relations</li> </ul> </li> <li>• ABN AMRO (1991-2007) <ul style="list-style-type: none"> <li>– Managing Director &amp; Global Head of Investor Relations, Amsterdam (2003-2007)</li> <li>– Executive Director &amp; Head of Financial Markets, CEEMEA, Amsterdam (2002-2003)</li> <li>– Treasurer &amp; Assistant General Manager Saudi Hollandi Bank, Saudi Arabia (1998-2001)</li> <li>– Vice President &amp; Treasurer, Greece (1996-1998)</li> <li>– Trader; Interest Rates, Financial Markets, Derivatives &amp; Currency Options, London (1993-1996)</li> <li>– Management Trainee; International Division, Amsterdam (1991-1993)</li> </ul> </li> </ul>

## APPENDIX 2 PROFILE OUTLINE

### Profile outline for the vacancy arising due to the resignation of Mr G.P. van Lanschot

Pursuant to the shareholders' agreement between LDDM Holding BV and Van Lanschot NV, LDDM Holding BV has the right to make a recommendation for this vacancy.

This vacancy shall be filled by someone who as far as possible (but not necessarily entirely) fulfils the following criteria:

#### Knowledge and experience

- Extensive knowledge of and affinity with financial institutions in a broad sense, including the products, services and markets in which Van Lanschot is active, the relevant developments that influence those products, services and markets and the applicable legislation and regulations
- Knowledge of the financial and technical aspects of risk management or experience enabling sound assessment of the risks
- Knowledge of and/or experience with sound and controlled operational policies and processes
- Commercial expertise and experience with a listed company
- Knowledge of and experience with decision making that takes account of the interests of all stakeholders

#### Competencies

- Broad executive and organisational experience of and feeling for Dutch labour and other relations
- The ability to follow the outlines of the total policy pursued by Van Lanschot and its associated company, and the general course of affairs at Van Lanschot, 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 Van Lanschot's operations and those of its associated company or companies
- Thorough knowledge of Van Lanschot's role in society and of the interests of all parties involved in Van Lanschot
- 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
- The ability to adopt an independent and critical stance towards the other members of the Supervisory Board and the Board of Managing Directors

#### Other criteria

- Preferably currently active in a senior executive role
- must be sufficiently available and contactable to enable the proper performance of his/her duties within the Supervisory Board and those of its committees to which he/she belongs