AGENDA for the Extraordinary General Meeting of Shareholders of Van Lanschot NV, to be held in the Auditorium of the vanLanschottoren, Leonardo Da Vinciplein 60, 's-Hertogenbosch, the Netherlands on Wednesday 17 December 2008, at 3 p.m.

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2. **Explanation of the issue of preference shares**

3. **Amendment to the Articles of Association** *(Resolution)*

4. **Authorities of the Board of Managing Directors**

a) Designation of the Board of Managing Directors to issue preference A shares, convertible into ordinary A shares and preference B shares, convertible into ordinary A shares (*Resolution*)
b) Designation of the Board of Managing Directors to limit or exclude pre-emption rights upon the issue of preference A shares, convertible into ordinary A shares and preference B shares, convertible into ordinary A shares *(Resolution)*
c) Designation of the Board of Managing Directors to purchase preference A shares, convertible into ordinary A shares and preference B shares, convertible into ordinary A shares *(Resolution)*

5. **Any other business and closure**

Explanatory notes

Re item 2. Explanation of the issue of preference shares
Van Lanschot plans to issue € 150 million of preference shares to a select group of investors. This will lead to better debt-equity ratios for Van Lanschot. If the intended capital enhancement is included, the pro forma Tier 1 ratio as at 31 October 2008 would have been 10.1% (9.0% pre-transaction) and the pro forma BIS ratio as at 31 October 2008 would have been 12.9% (11.8% pre-transaction). The Core Tier 1 ratio remains unchanged at 6.8%. Despite the current turmoil on the financial markets Van Lanschot's fundamentals remain solid and will be further strengthened by the capital increase.

Following the planned issue of preference shares, Van Lanschot's capital ratios will amply comply with the new market levels set by the recent capital raisings of several banks. Other banks have attracted fresh capital to improve their capital ratios in response to deteriorating market conditions. Van Lanschot aims to implement the FIRB approach under Basel II as from January 2010, which will have a further positive impact on all the capital ratios, including the Core Tier 1 ratio.

The issue of preference shares will take place through a private placement with institutional and private investors. There was extensive interest for these shares from both new and existing shareholders and the issue was substantially oversubscribed.

To effect the issue of preference shares, Van Lanschot's Articles of Association have to be amended. The proposed amendment to the Articles of Association will be discussed at this Extraordinary General Meeting of Shareholders. If the meeting of shareholders agrees to the proposed amendment of the Articles of Association the payment and delivery of the preference shares will occur on 29 December 2008.

Details of the issue
Van Lanschot will issue € 150 million of non-listed preference shares with an annual coupon of 7.5% to a select group of investors. Post transaction, the preference shares will represent approximately 9% of Van Lanschot's outstanding shares. The Dutch Central Bank (DNB) classifies the preference shares as Tier 1 capital. The preference share will rank equal to Van Lanschot's ordinary shares A and B (pari passu).

Coupon
The annual coupon of 7.5% will result in a dividend payment of € 11.25 million on the preference shares. This coupon of the preference shares is payable in cash and chargeable to the net profit and/or the distributable part of shareholders' equity. Holders of preference shares will only receive coupon payments if a dividend is paid on the ordinary shares and if the capital requirements as agreed with DNB are met. The integral dividend proposal is subject to approval from the annual general meeting of shareholders of Van Lanschot. Coupon payments on the preference shares are paid at the time of the ordinary dividend payment.

Repurchase option
As of March 2012, Van Lanschot is entitled to repurchase the preference shares during the two week period after publication of the annual or half-year results by Van Lanschot, subject to the approval of the DNB. The preference shares will be repurchased at 115% of the issue price in cash, including any missed or dividends not yet paid out. Any missed dividends will be compensated for 115% in the form of depositary receipts for ordinary shares A Van Lanschot.

Conversion
As of March 2012, holders of preference shares are entitled to convert their preference shares into depositary receipts for ordinary shares A Van Lanschot during the two week period after publication of the annual or half-year results by Van Lanschot. The conversion is based on 115% of invested capital increased with any dividends missed or not yet paid out. The conversion price will be the 60 day volume-weighted-average-share price. The number of depositary receipts for ordinary shares A Van Lanschot that will be issued on conversion will therefore be determined at that time. Instead of conversion into depositary receipts for ordinary shares A, Van Lanschot may opt for repurchase as described above, subject to DNB approval.

Structure & corporate governance
Van Lanschot will issue 1,379,311 preference shares A and 2,068,965 preference shares B at an issue price of € 43.50 per preference share The nominal value of each preference share amounts to € 1.00. Post transaction the holders of the preference shares A will have 3.6% of the voting rights in the annual general meeting of Van Lanschot and the holders of the preference shares B will have 5.4%. Holders of preference shares B will have a pre-emption right upon future issues.

Re item 3. Amendment to the Articles of Association *(Resolution)*
The proposal to amend the Articles of Association is connected with the issue of preference A shares, convertible into ordinary A shares and preference B shares, convertible into ordinary A shares as discussed in item 2. The proposal aims to adjust articles 4 (authorised capital), 6, 7, and 8 (issue of and payment on shares), 9 (own shares),10 (capital reduction), 32 (dividend) and 45 (settlement) and to align these with the terms for preference A and B shares, convertible into ordinary A shares as discussed in item 2. For a more detailed explanation of the proposed amendment of the Articles of Association, please see a separate explanation of the proposed amendment of the Articles of Association that is available for inspection at the offices of the company and that can also be consulted on the website of the company www.vanlanschot.com under About van Lanschot.

Re item 4. Authorities of the Board of Managing Directors

a) Designation of the Board of Managing Directors to issue preference A shares, convertible into ordinary A shares and preference B shares, convertible into ordinary A shares (*Resolution*)
It is proposed that the Board of Managing Directors be designated to issue preference A shares convertible into ordinary A shares and to issue preference B shares convertible into ordinary A shares. This also includes granting rights to acquire such shares, as provided for in Article 6 of the Articles of Association of the Company, effective for a period until 18 months as from the date of this meeting. This authority is being requested in view of the share issue described under item 2. It is proposed that the Board of Managing Directors' authority be limited to 10% of the issued capital. In order to use this authority the Board of Managing Directors must have obtained the approval of the Supervisory Board.

Subsequently, it is proposed that the Board of Managing Directors be designated to grant rights to take out issue additional ordinary A shares if such should prove to be necessary in connection with (i) the conversion of preference A shares, convertible into ordinary A shares and (ii) the conversion of preference B shares, convertible into ordinary A shares. This designation order will also be effective for a period until 18 months as from the date of this meeting. It is proposed that the Board of Managing Directors' authority be limited to the number of additional ordinary A shares that should prove to be necessary in connection with the conversion as specified above. In order to use this authority the Board of Managing Directors must have obtained the approval of the Supervisory Board.

These designation orders are connected to the issue of preference A shares, convertible into ordinary A and B shares subject to the conditions discussed in item 2.

These designation orders do not affect the authority granted to the Board of Managing Directors to issue shares, subject to approval of the Supervisory Board, during the General Meeting of Shareholders of 8 May 2008.

b) Designation of the Board of Managing Directors to limit or exclude pre-emption rights upon the issue of preference A shares convertible into ordinary A shares and preference B shares, convertible into ordinary A shares *(Resolution)*
It is proposed that the Board of Managing Directors be designated to limit or exclude pre-emption rights upon the issue of (i) preference A shares, convertible into ordinary A shares and of (ii) preference B shares, convertible into ordinary A shares. This also includes granting rights to acquire such shares, as provided for in Article 7 of the Articles of Association of the

Company. This designation under agenda point 4b) is limited to the number of shares, which the Board of Managing Directors is authorised to decide on under agenda point 4a). In order to use this authority the Board of Managing Directors must have obtained the approval of the Supervisory Board

This designation does not affect the designation order of the Board of Managing Directors to issue shares, subject to approval of the Supervisory Board, during the General Meeting of Shareholders of 8 May 2008, to limit or exclude pre-emption rights upon the issue of shares.

c) Designate the Board of Managing Directors to purchase preference A shares, convertible into ordinary A shares and preference B shares, convertible into ordinary A shares *(Resolution)*

It is proposed that the Board of Managing Directors be designated to purchase paid-up preference A shares, convertible into ordinary A shares and paid-up preference B shares, convertible into ordinary A shares in the capital of the Company via private purchase to the maximum of 10% of the issued capital effective as from the date of this meeting for a period of 18 months. The acquisition price of the preference A and B shares to be purchased should at least equal the nominal value of these shares to be acquired and should not exceed 115% of EUR 43.50, increased with accumulated, but not distributed dividend, to be calculated up to and including the purchase date.

If for any financial year for which annual accounts have been adopted, but dividend has not been partially or fully paid, the missing dividend will still be paid upon purchase, through depositary receipts for ordinary A shares. The number of depositary receipts for ordinary A shares to be distributed in the form of dividend will be calculated on the basis of 115% of the missing dividend and the 60-day volume weighted average rate of the depositary receipts for ordinary A shares Van Lanschot prior to the purchase decision date. In order to use this authority the Board of Managing Directors must have obtained the approval of the Supervisory Board.

This designation order is connected to a potential future acquisition of preference A shares, convertible into ordinary A shares and/or preference B shares, convertible in ordinary A shares, subject to the conditions discussed in item 2.

This designation order does not affect the designation order of the Board of Managing Directors to purchase (depositary receipts for) ordinary A shares, subject to approval of the Supervisory Board, during the General Meeting of Shareholders of 8 May 2008.