



Van Lanschot

Agenda

Extraordinary General Meeting of Shareholders

Invitation and agenda to the Extraordinary General Meeting of Shareholders of Van Lanschot NV, to be held in the Auditorium of the Van Lanschot Tower, Leonardo Da Vinciplein 60, 's-Hertogenbosch, the Netherlands, on Monday 30 January 2017 at 10.00 am



Invitation

Dear holders of Van Lanschot shares and depositary receipts for shares,

It is with great pleasure that I invite you to attend the Van Lanschot NV Extraordinary General Meeting of Shareholders on **Monday 30 January 2017**. The meeting will start at **10.00 am** in the Auditorium of the **Van Lanschot Tower, Leonardo da Vinciplein 60, 's-Hertogenbosch, the Netherlands**.

During this meeting we will put forward Lex van Overmeire for appointment by the shareholders to the position of member of the Supervisory Board. The enclosed agenda and notes have more on this item. For all documents for the meeting, please go to corporate.vanlanschot.nl/egm.

If you would like to attend, please read on to find out what you should do next. You will also find other information key to attending the meeting.

I look forward to welcoming you to our offices on 30 January 2017.

Best regards,

Willy Duron
Chairman of the Supervisory Board of Van Lanschot NV

's- Hertogenbosch, the Netherlands, 16 December 2016

Agenda to the Extraordinary General Meeting of Shareholders of Van Lanschot NV on 30 January 2017 at 10.00 am.

1. Opening
2. Composition of the Supervisory Board
 - a.) Notification of vacancy and profile; opportunity to make a recommendation (*voting item if recommendation is made*)
 - b.) Proposal to appoint Lex van Overmeire as a member of the Supervisory Board (*voting item*)
3. Any other business and closure of meeting

Availability of documents

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

- The agenda with explanatory notes.
- The notifications as required by the law and the Articles of Association.

These documents are also posted at corporate.vanlanschot.nl/egm.

Registration date

Those parties who are entered in the designated registers or sub-registers following the close of trading on 2 January 2017 (the registration date) and who have given notice of their intention to attend the meeting in the manner described below will be entitled to attend and/or vote at the meeting. The following registers or sub-registers 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 Class A ordinary shares in Van Lanschot NV.
- Van Lanschot's shareholders' register in the case of holders of registered shares in Van Lanschot NV.

Registration

Holders of registered shares

Holders of registered shares wishing to attend the meeting should notify Van Lanschot NV in the manner described in the convening notices sent to them.

Holders of depositary receipts

Holders of depositary receipts for Class A ordinary shares who wish to attend the meeting either in person or through an authorised representative must submit a notification in writing via their bank between 3 January 2017 and 25 January 2017 by 5.00 pm at the latest, sent to the following address:

Kempen & Co NV
 Beethovenstraat 300
 1077 WZ Amsterdam
 The Netherlands
 Email: proxyvoting@kempen.nl
 fax: +31 20 348 95 49

This notification should also enclose a statement by the intermediary that the relevant depositary receipts were registered in the name of the depositary receipt holder on the registration date. Holders of depositary receipts will receive acknowledgement of receipt via their banks, which will admit them to the meeting.

Powers of attorney

Holders of depositary receipts who wish to be represented by an authorised representative must provide a written power of attorney, without prejudice to the above registration requirements. This must be received by Kempen & Co no later than 5.00 pm on 25 January 2017.

Voting proxies for holders of depositary receipts

Stichting Administratiekantoor van gewone aandelen A Van Lanschot will grant a proxy to holders of depositary receipts for Class A ordinary shares in Van Lanschot, if they have registered their depositary receipts on time and in accordance with instructions.

The holders of depositary receipts will be able to use this proxy at the meeting to exercise their voting rights on the shares held for them by the Stichting in exchange for which their depositary receipts were issued. There is no need for them to apply for proxies, as these will be available to them when signing the meeting attendance list.

Proxies are granted pursuant to and with due observance of Article 16 of the Stichting's administration conditions. If the depositary receipt holder's right to attend the meeting is exercised by a representative authorised in writing, the Stichting will grant the proxy to them.

Voting instructions

Holders of depositary receipts who are unable to attend the meeting may issue voting instructions to an independent party: SGG Financial Services BV (SGG). They must register in accordance with instructions and complete a form to issue voting instructions, which is available from SGG (on +31 (0)20 522 25 12, email registers@sgggroup.com). This form can also be downloaded from Van Lanschot's website (corporate.vanlanschot.nl/egm) and must be completed and received by SGG no later than 5.00 pm on Wednesday 25 January 2017.

Registration of attendance

Holders of shares and/or depositary receipts may exercise their rights to attend and vote at the meeting only if they have registered. The registration of attendance will be based on the acknowledgement of receipt and will take place at the entrance to the meeting room between 9.30 am and the start of the meeting. Attendees may be asked to prove their identity.

Transport

We recommend that you come to the meeting by public transport, as the Van Lanschot Tower is only a few minutes' walk from 's-Hertogenbosch's railway station. Those driving to the meeting can park their cars in the Paleiskwartier car park, a short walk from the Van Lanschot Tower. Complimentary car park exit tickets are available.

Explanatory notes

Notes to the Agenda of the Extraordinary General Meeting of Shareholders of Van Lanschot NV on 30 January 2017

Agenda item 2: Composition of the Supervisory Board

- a.) **Announcement of vacancy and profile; opportunity to make a recommendation** (*voting item if recommendation is made*)
In accordance with the retirement schedule, Jos Streppel's third term of office will end in 2017. An individual profile has been prepared for the resulting vacancy on the Supervisory Board and is included in the agenda as Appendix 1.

One key premise of the profile is that any nominee should have the knowledge and experience to take on the role of Chair of the Supervisory Board's Audit and Compliance Committee. It is imperative that the new Supervisory Board member has extensive knowledge of and affinity with financial institutions in a broad sense. The new member of the Supervisory Board will need a solid knowledge of financial reporting, risk management and audit, and/or the experience to underpin sound supervision of these issues. The search for a new Supervisory Board member started in the spring of 2016, as the plan is that the nominee first serve as a normal Supervisory Board member while Jos Streppel continues to act as the Deputy Chairman of the Supervisory Board and Chairman of the Audit and Compliance Committee. Jos Streppel's third term of office will end upon closure of the Annual General Meeting of Shareholders held in May 2017.

The Works Councils of Van Lanschot and Kempen & Co have an ordinary right of recommendation with regard to the vacancy. Both have indicated they will not put forward anyone for the vacancy that will arise.

The General Meeting will be given an opportunity to make recommendations to fill the vacancy that will arise in the Supervisory Board, in keeping with Article 23 (2) of Van Lanschot's Articles of Association. If the General Meeting chooses to exercise this right, its recommendation will be put to the vote.

- b.) **Proposal to appoint Lex van Overmeire as a member of the Supervisory Board** (*voting item*)

If the General Meeting does not make a recommendation, the Supervisory Board proposes that Alexander F.J. van Overmeire be appointed by the General Meeting as a member of the Supervisory Board.

The Supervisory Board believes that Lex van Overmeire is eminently suited to the position on the strength of the knowledge and experience he has acquired in his career as an accountant with a range of financial institutions. His curriculum vitae clearly shows that he has the knowledge and experience as stipulated in the profile. Lex van Overmeire has acquired the pertinent competencies in the various positions he has held over the years. His curriculum vitae is included in Appendix 2 to these notes, which also has the information specified in Article 23 (4) of Van Lanschot's Articles of Association. DNB has agreed to the proposed appointment of Lex van Overmeire as a member of the Supervisory Board.

If the proposal is accepted, Lex van Overmeire will be appointed for a period of four years, with his term of office ending on the day of the 2021 Annual General Meeting.

Appendix I: Profile

For the Van Lanschot Supervisory Board vacancy arising upon the departure of Jos Streppel in 2017

This vacancy will be filled by a person who meets the following criteria as far as possible (though not necessarily entirely):

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 and Kempen are active;
- Managerial experience in private industry and experience with and knowledge of governance, organisation and communication;
- Knowledge of the financial and technical aspects of risk management or experience enabling a sound assessment of risks;
- Knowledge of and/or experience with sound and controlled operational policies and processes;
- Business expertise and experience in a listed company;
- Knowledge of financial reporting, risk management and audit, or experience to underpin sound supervision of these aspects.

Competencies

- Wide-ranging board and organisation experience and a good feel for social relations in the Netherlands;
- The ability to follow the main aspects of Van Lanschot's overall policies and those of its affiliates, as well as Van Lanschot's and Kempen's general business, and to assist and advise the Statutory Board and Executive Board in preparing and implementing policies;
- The ability to arrive at a balanced and independent view of the basic risks facing Van Lanschot and its affiliates;
- An intimate knowledge of Van Lanschot's and Kempen's role in society and of the interests of all parties involved in Van Lanschot;
- The ability to carefully weigh up all interests and arrive at decisions in a balanced and consistent manner;
- The ability to adopt an independent and critical stance in relation to the other members of the Supervisory Board and the Statutory Board.

Other

- Must be sufficiently available and contactable to properly perform her/his duties within the Supervisory Board and those of its committees on which she/he will serve;
- Must have the knowledge and experience to take on the role of Chair of the Audit and Compliance Committee.

Appendix 2: Curriculum Vitae of Lex van Overmeire

Curriculum Vitae	
Name	Lex van Overmeire
Date of birth	30 June 1956
Education	<ul style="list-style-type: none"> - Trained as an accountant and qualified as a chartered accountant (Amsterdam-based Netherlands Institute of Chartered Accountants (NIVRA)) (1984) - Erasmus School of Economics, certificate programme for supervisory board members and regulators (ESAA) (2016)
Work experience	<ul style="list-style-type: none"> - EY (and formerly Moret & Limperg Accountants) (1975-2016); - Audit partner (of EY Accountants LLP) between 1990 and 30 June 2016
Previously held key positions	<ul style="list-style-type: none"> - Board member of the EY Executive Leadership Team (ELT) of the Financial Services Organisation (FSO) EMEIA (Europe Middle East India Africa) (2009-2011) - Insurance sector Leader EMEIA and member of the EY Sub Area Leadership Team (SALT) (2008-2011) - Chairman of the NIVRA sector committee on insurance and pension funds (2005-2010) - Chairman of the EY Global Taskforce for Solvency II (2005-2010) - Chairman of EY Financial Services Sector Nederland (2004-2007)
Other supervisory directorships and positions	<ul style="list-style-type: none"> - Centrum Indicatiestelling Zorg (CIZ) - Chairman of the Audit Advisory Committee

Lex van Overmeire holds no shares in Van Lanschot NV's share capital.