

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 Kempen N.V. ('the Company')/F. van Lanschot Bankiers N.V. 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 N.V.. 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):
 - (a) in particular knowledge of the banking sector in a broad sense, including the products, services and markets where the Company is active¹;
 - (b) experience in an executive position in the private sector or experience in and knowledge of governance, organisation and communication²;
 - (c) knowledge of the financial-technical aspects of risk management or experience enabling the member to make a sound assessment of the risks³;
 - (d) knowledge of and/or experience in sound and controlled operational policies and processes⁴;
 - (e) commercial expertise and experience with a listed company;
 - (f) knowledge of financial reporting, risk management and audit or experience enabling the member to perform reliable supervision of these subject matters⁵;
 - (g) experience in international business;
 - (h) knowledge of and experience in company law and/or banking and securities law and compliance⁶;
 - (i) societal expertise and experience;

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, under 'Supervisory Board'

⁴ Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

⁵ Banking Code, under 'Supervisory Board', 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)

It is of course possible that a member of the Supervisory Board combines several of the areas of expertise and experience as referred 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:
- (a) broad executive and organisational experience of and feeling for Dutch industrial and other relations,
 - (b) the ability, also in terms of having the time available, to follow the outlines of the total policy pursued by the Company and its associated company, and the general course of affairs at the Company, and to assist the Board of Managing Directors in the formulation and execution of policy,
 - (c) the capability of forming a balanced and independent opinion about the basic risks involved in the Company's operations and those of its associated company,
 - (d) in possession of the specific expertise needed to perform his role in the Supervisory Board,
 - (e) thorough knowledge of the Company's functions in society and of the interests of all parties involved in the Company⁷,
 - (f) 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 manner⁸,
 - (g) the ability to keep an open, independent mind and adopt a critical stance towards the other members of the Supervisory Board and the Board of Managing Directors.
- 1.4 There should be a reasonable spread across age and gender and the Board should have a balanced (complementary) composition. In this connection a balanced composition of the seats of the Supervisory Board by men and women will be taken into consideration to the greatest possible extent. The object is to have such a composition of the seats of the Supervisory Board 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 committees⁹.

⁷ Banking Code, under 'Supervisory Board'

⁸ Policy Rule on Expertise (Beleidsregel Deskundigheid) of the Dutch Central Bank and the Netherlands Authority for the Financial Markets (AFM)

⁹ Banking Code, under 'Supervisory Board'

- 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 an 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.

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 perform¹⁰ 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 competencies 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 Board¹¹.
- 3.2 Each change in the Supervisory Board Profile Outline shall be discussed in the General Meeting of Shareholders and with the Employee's Council¹².
- 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 Board. 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 markets. 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 observed¹³.
- 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 website¹⁴.

¹⁰ Banking Code, under 'Supervisory Board'

¹¹ Dutch Corporate Governance Code, best practice provision III.1.7.

¹² Article 158, Book 2 of the Netherlands Civil Code

¹³ Dutch Corporate Governance Code, Principle III.3.

¹⁴ Dutch Corporate Governance Code, best practice provision III.3.1.