

Voting instruction form

VAN LANSCHOT KEMPEN NV



**VAN LANSCHOT
KEMPEN**

VOTING INSTRUCTION FORM

The undersigned,

Name _____

Address _____

hereinafter referred to as the 'depository receipt holder', hereby grants power of attorney to:

SGG Financial Services BV (SGG), of Amsterdam, in compliance with Article 16.8 of the trust conditions of Stichting Administratiekantoor van gewone aandelen A Van Lanschot,

the Company Secretary of Van Lanschot Kempen NV, in compliance with Article 16.7 of the trust conditions of Stichting Administratiekantoor van gewone aandelen A Van Lanschot¹

to attend and vote at the Extraordinary General Meeting of Shareholders of Van Lanschot Kempen NV (the Company) on 11 October 2017 on behalf of the depository receipt holder, as per the instructions below:

Agenda

1. Opening

2. Proposal to return capital to shareholders *(discussion)*

3. Amendment to the Articles of Association of the Company and return capital

- | | | | |
|---|-----|---------|----------|
| a.) Proposal to agree to amend the Articles of Association in compliance with the draft Deed of Amendment of the Articles of Association (Part 1) to raise the nominal amount of each Class A ordinary share by one euro per Class A ordinary share, charged to the share premium reserve <i>(voting item)</i> ² . | for | against | abstain* |
| b.) Proposal to agree to amend the Articles of Association in compliance with the draft Deed of Amendment of the Articles of Association (Part 2) and to return the amount of one euro per Class A ordinary share to the relevant shareholders <i>(voting item)</i> . | for | against | abstain* |

* Delete as appropriate

4. Any other business and closure of meeting

Signed in _____ on _____ 2017

Signature _____

For voting instructions to **SGG**, please make sure the completed form is received by SGG Financial Services BV, PO Box 11063, 1001 GB Amsterdam, the Netherlands, or by email to registers@sgggroup.com, and processed by the intermediary via the electronic voting platform (EVO platform) no later than **5.00 pm on Thursday 5 October 2017**.

For voting instructions to the Company Secretary, please make sure the completed form is received by the Company Secretary (email: proxyvoting@kempen.nl) and processed by the intermediary via the electronic voting platform (EVO platform) no later than **5.00 pm on Thursday 5 October 2017**.

¹ The depository receipt holder is expected to tick one of these '☐' to indicate either SGG or the Company Secretary. Where no choice is made, they are assumed to have authorised and instructed SGG.

² The decision to amend the Articles of Association as meant under item 3(a) is subject to the condition precedent that the meeting will agree to amend the Articles of Association and to the return of capital under item 3(b).