

**TRIPTYCH
PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION OF
VAN LANSCHOT KEMPEN
WEALTH MANAGEMENT N.V.**

This triptych contains the proposed amendments to the articles of association of Van Lanschot Kempen Wealth Management N.V. ("**VLKWM**") in connection with the proposed merger between VLKWM (as acquiring company) and Van Lanschot Kempen N.V. ("**VLK Holding**") (as disappearing company) (the "**Merger**"). The governance of VLKWM will be aligned with the current governance of VLK Holding, subject to deviations: updating the objects clause (to align the historical roots) and the provision with respect to absence and inability to act which follows from amended Dutch legislation as of 1 July 2021.

To make the proposed changes transparent, this triptych shows the provisions of the proposed amended articles of the articles of association of VLKWM. The articles of the proposed articles of association of VLKWM that do not deviate from the current articles of association of VLK Holding have not been included in this triptych.

The first column shows the present articles of association of VLK Holding, the second column shows the proposed amendments (in colour) of the proposed VLKWM articles of association in comparison to the current VLK Holding articles of association and the third column gives an explanation to the proposed amendments.

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED AMENDMENT</u>	<u>EXPLANATION</u>
<p align="center"><u>Article 3. Objects.</u></p>	<p align="center"><u>Article 3. Objects.</u></p>	
<p>The objects of the company are to participate in, to manage, to administer and to finance enterprises and companies, and to render services to enterprises and companies, in particular to enterprises and companies whose objects are related to banking, stocks or insurance brokerage, and to engage in any activity which may be related or conducive thereto, including the provision of security for debts of group companies, all this in the widest sense.</p>	<p>The objects of the company are: to <u>carry on the business of banking and of dealings in stock exchange securities, to administer the property of others, to act as insurance agents, to</u> participate in, to manage, to administer and to finance enterprises and companies, and to render services to enterprises and companies, in particular to enterprises and companies whose objects are related to banking, stocks or insurance brokerage, and to engage in any activity which may be related or<u>other companies and / or enterprises, and to perform all kinds of other activities and to render all kinds of other services which are connected therewith or may be</u> conducive thereto, <u>all this to be interpreted in the widest sense</u>, including the provision of security for debts of group companies, all this in the widest sense. <u>In pursuing the above objects the company shall, within the scope of a proper banking management, direct itself to the lasting interest of all those who are associated with the company and the business connected with it.</u> <u>In particular the company shall have as its</u></p>	<p>The current objects of VLKWM will be maintained after the Merger. These objects include banking activities as well as being a financial holding company.</p> <p>This wording is part of the present articles of</p>

	object the continuation of the business of the partnership of F. van Lanschot which has been carried on since seventeen hundred and thirty-seven.	association of VLKWM and reflects the historical roots of the Van Lanschot Kempen group.
<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED AMENDMENT</u>	<u>EXPLANATION</u>
<u>Article 21. Absence or inability to act.</u>	<u>Article 21. Absence or inability to act.</u>	
In the event of the absence of or inability to act of a member of the Board of Management, the remaining members of the Board of Management shall be temporarily charged with the management of the company, provided that at least two of the members of the Board of Management are not absent or unable to act. In the event of the absence or inability to act of all the members of the Board of Management or of all the members save one, the Supervisory Board shall be temporarily charged with the management of the company and shall have the authority to delegate the management of the company temporarily to one or more persons, whether or not from among its members.	In the event of the absence of or inability to act of a member of the B board of M management, the remaining members of the B board of M management shall be temporarily charged with the management of the company, provided that at least two of the members of the B board of M management are not absent or unable to act. In the event of the absence or inability to act of all the members of the B board of M management or of all the members save one, the S supervisory B board shall be temporarily charged with the management of the company and shall have the authority to delegate the management of the company temporarily to one or more persons, whether or not from among its members. "Unable to act" means that a managing director is temporarily unable to perform his/her/its duties as a result of: (a) suspension;	Regards to textual amendments. This proposed amendment is based on Dutch legislation that will enter into force as per 1 July 2021 (<i>Wet bestuur en toezicht rechtspersonen</i> ;

	(b) illness; or (c) inaccessibility.	<i>Stb. 2020, 507).</i>
<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED AMENDMENT</u>	<u>EXPLANATION</u>
<u>Article 23. Appointment.</u>	<u>Article 23. Appointment.</u>	
	<p><u>9. In the event that one or more, but not all, of the members of the supervisory board are absent or unable to act or there are vacancies on the supervisory board, the remaining members of the supervisory board shall be charged with the responsibilities of the supervisory board. If all members of the supervisory board are absent or unable to act or no members of the supervisory board are in office, the board of management shall designate one or more temporary replacements charged with the responsibilities of the supervisory board, including selecting and nominating members of the supervisory board for appointment by the General Meeting in accordance with article 23 without delay. "Unable to act" means that a member of the supervisory board is temporarily unable to perform his duties as a result of:</u></p> <p><u>(a) suspension;</u></p>	<p>A new paragraph 9 will be added. This proposed amendment is based on Dutch legislation that will enter into force as per 1 July 2021 (<i>Wet bestuur en toezicht rechtspersonen; Stb. 2020, 507</i>).</p>

	<p><u>(b)</u> <u>illness; or</u> <u>(c)</u> <u>inaccessibility.</u></p>	
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