

Virtual General Meeting Policy Van Lanschot Kempen NV

ANNUAL GENERAL MEETING 27 MAY 2021



**VAN LANSCHOT
KEMPEN**

Due to the continued impact of the Covid-19 pandemic, and on the basis of the Covid-19 emergency act (Tijdelijke wet COVID-19 Justitie en Veiligheid), the 2021 annual general meeting of Van Lanschot Kempen NV will be held virtually via a webcast and online platform, without having the option for Shareholders to attend this meeting in person. The General Meeting will be held on 27 May 2021 at 14.00 CET.

Shareholders can attend the meeting and vote virtually during the General Meeting through the use of electronic means. Participating in the General Meeting is subject to this Policy. Further instructions on the participation in the General Meeting are included in the convocation of the General Meeting.

Capitalised terms used are explained in the Annex to this Policy.

1. General

- 1.1 Van Lanschot Kempen aims to facilitate Shareholders who wish to attend the General Meeting by providing an adequate opportunity to attend in real time, ask questions via a chat function and to vote electronically during the General Meeting.
- 1.2 Shareholders will be provided with the opportunity to attend the General Meeting through an online platform via www.web.lumiagm.com. This online platform will be provided by the Platform Providers. In addition to the provisions laid down in this Policy, the Terms and Conditions of the Platform Providers will also apply in respect of the General Meeting.
- 1.3 To be able to attend the General Meeting virtually, Shareholders must register via their intermediary (bank) at Van Lanschot Kempen Wealth Management via proxylvoting@kempen.nl (department SCS/Agency Services Department, Beethovenstraat 300, 1077 WZ Amsterdam) in accordance with the instructions included in the convocation of the General Meeting.
- 1.4 Shareholders who have registered properly via their Intermediary will receive an email with a link to the Smart AGM platform and a unique reference code for registration for the General Meeting. Shareholders will be requested to fill in their name, email-address and mobile phone number and upload a valid photo ID for authentication purposes. When they have registered and identified themselves via the Smart AGM platform on time, they will receive personal login details to participate in the General Meeting via www.web.lumiagm.com. These login details will be sent by email within 24 hours before the start of the meeting. This email contains a direct link to the General Meeting provided by Platform Providers.
- 1.5 Further instructions for the Shareholders will be included in the convocation of the General Meeting which will be made available on Van Lanschot Kempen's website: vanlanschotkempen.com/ava and via the registration receipt email.
- 1.6 Van Lanschot Kempen reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons. After convocation of the General Meeting, the Statutory Board may, at its own discretion, change the meeting to a physical only or hybrid meeting (with both physical and virtual attendance) and/or change the order of the meeting. Such changes or modifications will be communicated to the Shareholders on Van Lanschot Kempen's website.

2. Technical infrastructure

- 2.1 Van Lanschot Kempen ensures, to the extent reasonably possible, that the technical infrastructure for virtual participation in the General Meeting is properly in place, secured and accessible for Shareholders with compatible devices. Van Lanschot Kempen will make use of reputable third parties for providing the technical infrastructure required for conducting general meetings.
- 2.2 Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for general meetings. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorized use, hacking, a denial of services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the General Meeting. The failure of technology can happen both on the side of Van Lanschot Kempen (and/or Van Lanschot Kempen Wealth Management and/or the Platform Providers) or with Shareholders. If a Shareholder wishes to avoid such risks with respect to the exercise of voting rights, the Shareholder should vote at the General Meeting by proxy, as set out in the notice for the General Meeting.
- 2.3 The technical infrastructure will be implemented in a timely manner before the General Meeting in order to allow Shareholders to test their access and to verify that they are able to participate in the General Meeting. Van Lanschot Kempen will take all reasonable efforts to keep technical support lines, as provided by the Platform Providers.

- 2.4 Shareholders may inform Van Lanschot Kempen of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical power outage or similar events, including an information security incident (which includes any unauthorized use, hacking, a denial of services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent participation in the General Meeting, will in any event be at the risk and to the account of such Shareholder.
- 2.5 Any failure of the technical infrastructure that occurs during the General Meeting which comes to the attention of the Chairman and which significantly affects the course of the General Meeting, shall be communicated by the Chairman to all Shareholders. The Chairman may decide at his own discretion, taking into account the potential impact on the decision making-process within the General Meeting, whether or not the General Meeting must be suspended or cancelled due to such failure, or proceed without the possibility for some Shareholders to vote and/or follow the General Meeting.
- 2.6 If the Chairman cancels the General Meeting or the remainder of the General Meeting, all business conducted up to the point of the suspension or cancellation will be valid. Should the Chairman decide to cancel the General Meeting or the remainder of the General Meeting as referred to in Clause 2.5, a new general meeting will be convened by Van Lanschot Kempen as soon as reasonably possible. The agenda for such new general meeting shall consist of the same items, to the extent not already adopted in the original meeting and may include other items as well. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened general meeting.

3. Meeting rights and voting by Shareholders in General Meeting

- 3.1 Each Shareholder may follow the proceedings of the General Meeting and vote in real time electronically, provided that such Shareholder timely logs in for virtual admission to the General Meeting via www.web.lumiagm.com in accordance with the instructions provided in the convocation of the General Meeting.
- 3.2 Shareholders must be logged in on the General Meeting via www.web.lumiagm.com prior to the start of the General Meeting. Shareholders joining the General Meeting after the opening of the General Meeting by the Chairman will not be counted as attending Shareholders and will not be able to vote and to ask questions in that General Meeting; they will only have access to the live stream to follow the General Meeting, which will be made available on Van Lanschot Kempen's website.
- 3.3 Shareholders who logged in prior to the start of the General Meeting are counted at the start of the General Meeting as attendees for calculating how many Shareholders are represented at the General Meeting and which percentage of the issued and outstanding share capital is represented at the General Meeting. Any early log-off by a Shareholder during the General Meeting, will therefore not affect such calculation. In case of dropped or terminated connection to the General Meeting, Shareholders will be allowed to re-join the General Meeting only if he or she was already accounted for at the beginning of the General Meeting. The names of the Shareholders in the General Meeting will be included on the registration list of Shareholders attending the General Meeting by proxy.
- 3.4 Shareholders will be able to ask questions during the General Meeting through a chat function. Those questions will be answered during the General Meeting, unless this cannot reasonably be asked given the circumstances. The Chairman of the General Meeting may further determine this in the interest of the order of the meeting. The name of the Shareholder who asked questions or made comments during the General Meeting shall be disclosed by the Chairman. The language of the General Meeting will be in Dutch.
- 3.5 Split voting on a shareholding that is held in one security account is not possible.
- 3.6 The Company Secretary will inter alia observe the procedural aspects of the General Meeting, including its virtual part.
- 3.7 The Chairman may decide at the beginning of the General Meeting that the polls for all items will be open during the General Meeting and closed after the last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the General Meeting. The Chairman will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the General Meeting.

- 3.8 At the close of the polls, the Chairman will, based on the voting results of the meeting, determine whether or not resolutions have been adopted by the General Meeting.

4. Vote confirmation and results

- 4.1 Upon request of a Shareholder, Van Lanschot Kempen will send such Shareholder a confirmation of receipt of his votes cast during the General Meeting. The request of the Shareholder should be received within three months after the General Meeting.
- 4.2 The voting results of the General Meeting will be placed on Van Lanschot Kempen's website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the General Meeting from a technical infrastructural or information security perspective Van Lanschot Kempen has become aware of.

5. Amendments to this Policy

- 5.1 The Statutory Board is authorised to adopt, revoke and amend this Policy regarding the General Meeting at any time which will become effective immediately after posting on Van Lanschot Kempen's website, unless decided otherwise.

Annex: Definitions and interpretation

Chairman

means the chairman of the General Meeting.

Company Secretary

means the company secretary of Van Lanschot Kempen.

General Meeting

means the virtual annual general meeting of 27 May 2021 of Van Lanschot Kempen in which Shareholders are able to attend through an online audio or video connection (and not physically), and if they wish to do so, cast votes electronically while the General Meeting is held.

Platform Providers

means Lumi Netherlands BV, a private company with limited liability, having its official seat in Breukelen, the Netherlands and Computershare Netherlands BV, a private company with limited liability governed by Dutch law, having its official seat in Hilversum, the Netherlands.

Policy

means this policy regarding the General Meeting.

Shareholder

means a holder of one or more shares or depository receipts of shares in the capital of Van Lanschot Kempen or for the purpose of this Policy of a right of pledge or usufruct to one or more shares or depository receipts for shares in the capital of Van Lanschot Kempen at the registration date of the General Meeting, provided that the holder has meeting rights and to the extent he or she may vote, that he or she also has the voting rights attached thereto.

Smart AGM platform

means the online platform where Shareholders who have properly registered through their intermediary and who wish to participate in the General Meeting, receive personal login details in order to participate in the General Meeting. This online platform will be provided by the Platform Providers.

Statutory Board

means the statutory board of Van Lanschot Kempen.

Terms and Conditions of the Platform Providers

means the terms and conditions for the systems and the services provided by the Platform Providers as they will read from time to time.

Van Lanschot Kempen

means Van Lanschot Kempen NV, a public company governed by Dutch law, having its corporate seat in 's-Hertogenbosch, the Netherlands.

Van Lanschot Kempen Wealth Management

means Van Lanschot Kempen Wealth Management NV, a public company governed by Dutch law, having its corporate seat in 's-Hertogenbosch, the Netherlands.