
11 November 2021

SUPPLEMENT



Van Lanschot Kemprenor N.V.
(formerly named Van Lanschot Kemprenor Wealth Management N.V.)
(incorporated in the Netherlands with its statutory seat in 's-Hertogenbosch)
(the 'Issuer')

to the base prospectus consisting of separate documents in relation to
the Issuer's EUR 5,000,000,000 Debt Issuance Programme
dated 6 May 2021

to the base prospectus consisting of separate documents in relation to
the Issuer's EUR 2,000,000,000 Structured Note Programme
for the issuance of Index and/or Equity Linked Notes
dated 2 June 2021

to the base prospectus consisting of separate documents in relation to
the Issuer's EUR 5,000,000,000 Conditional Pass-Through Covered Bond Programme
guaranteed as to payments of interest and principal by
Van Lanschot Conditional Pass-Through Covered Bond Company B.V.
dated 26 October 2021

to the Issuer's registration document
dated 6 May 2021

This supplement (the ‘**Supplement**’) constitutes a supplement for the purposes of Regulation (EU) 2017/1129, as amended (the ‘**Prospectus Regulation**’) and is supplemental to, forms part of and should be read in conjunction with:

- (i) the registration document dated 6 May 2021, as supplemented by a first supplement dated 9 July 2021 and a second supplement dated 6 September 2021 (the ‘**Registration Document**’) of Van Lanschot Kempen N.V., formerly named Van Lanschot Kempen Wealth Management N.V. (the ‘**Issuer**’);
- (ii) the base prospectus consisting of separate documents (comprising the Registration Document and a securities note dated 6 May 2021), as supplemented by a first supplement dated 9 July 2021 and a second supplement dated 6 September 2021, in relation to the Issuer’s EUR 5,000,000,000 Debt Issuance Programme (the ‘**Base Prospectus dated 6 May 2021**’);
- (iii) the base prospectus consisting of separate documents (comprising the Registration Document and a securities note dated 2 June 2021), as supplemented by a first supplement dated 9 July 2021 and a second supplement dated 6 September 2021, in relation to the Issuer’s EUR 2,000,000,000 Structured Note Programme for the issuance of Index and/or Equity Linked Notes (the ‘**Base Prospectus dated 2 June 2021**’); and
- (iv) the base prospectus consisting of separate documents (comprising the Registration Document and a securities note dated 26 October 2021) in relation to the Issuer’s EUR 5,000,000,000 Conditional Pass-Through Covered Bond Programme guaranteed as to payments of interest and principal by Van Lanschot Conditional Pass-Through Covered Bond Company B.V. (‘**CBC**’) (the ‘**Base Prospectus dated 26 October 2021**’).

The Base Prospectus dated 6 May 2021, the Base Prospectus dated 2 June 2021 and the Base Prospectus dated 26 October 2021 are together referred to as the ‘**Base Prospectuses**’ and each as a ‘**Base Prospectus**’.

This Supplement is prepared in connection with the publication of the Van Lanschot Kempen trading update for the third quarter of 2021 by the Issuer on 29 October 2021.

The Registration Document and the securities notes of the Base Prospectuses have been approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (the ‘**AFM**’).

This Supplement has been approved by the AFM as competent authority under the Prospectus Regulation and published in electronic form on the Issuer’s website:

<https://www.vanlanschotkempen.com/en/financial/debt-investors/library/2021>

Terms used but not otherwise defined in this Supplement shall have the same meaning as ascribed to them in the Registration Document and the relevant Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document or the relevant Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document or the relevant Base Prospectus, the statements in (a) above will prevail.

References to ‘Notes’ in the Registration Document are to be construed as to ‘Covered Bonds’ for the purposes of the Base Prospectus dated 26 October 2021. References in this Supplement to ‘CBC’ are to be construed as being made in the context of and being relevant to the Base Prospectus dated 26 October 2021 only.

The AFM only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of this Supplement or of the quality of the securities that are the subject of this Supplement.

The AFM has been requested by the Issuer to provide the *Financial Services and Markets Authority* (the ‘**FSMA**’) in Belgium, the *Commission de Surveillance du Secteur Financier* (the ‘**CSSF**’) in Luxembourg, the Central Bank of Ireland (the ‘**CBI**’) in Ireland and the *Finansinspektionen* (the ‘**Finansinspektionen**’) in Sweden with a certificate of approval (‘**Notification**’) attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation. The AFM shall notify the European Securities and Markets Authority (‘**ESMA**’) of the approval of this Supplement at the same time as such approval is notified to the Issuer. In addition, the AFM shall provide ESMA with a copy of this Supplement.

The Issuer and the CBC (only as far as it concerns the CBC) accept responsibility for the information contained in this Supplement. To the best of their knowledge the information contained in this Supplement is in accordance

with the facts and makes no omission likely to affect its import. Any information from third parties has been accurately reproduced and as far as the Issuer and the CBC are aware and are able to ascertain from information published by that third party, does not omit anything which would render the reproduced information inaccurate or misleading. The Issuer and the CBC accept responsibility accordingly.

No person is or has been authorised by the Issuer or the CBC to give any information or to make any representation not contained in or not consistent with the Base Prospectuses, the Registration Document and this Supplement, and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or the CBC.

The Base Prospectuses, the Registration Document and this Supplement should not be considered as a recommendation by the Issuer, the Arranger(s), the Dealer(s) or the CBC that any recipient of the Base Prospectuses, the Registration Document or this Supplement should purchase Notes or Covered Bonds (Notes and Covered Bonds, each “**Securities**”). Each investor contemplating purchasing any Securities should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the CBC. The Base Prospectuses, the Registration Document and this Supplement do not constitute an offer or invitation by or on behalf of the Issuer or the CBC to any person to subscribe for or to purchase any Securities.

The delivery of the Base Prospectuses, the Registration Document and this Supplement will not in any circumstances imply that the information contained therein concerning the Issuer or the CBC is correct at any time subsequent to the respective dates thereof or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial performance or position of the Issuer or the CBC since the date hereof or, if later, the date upon which the Base Prospectuses and the Registration Document (each as supplemented by this Supplement) have been most recently amended or supplemented. Investors will need to make their own investigations and financial calculations on the basis of, amongst others, the financial information incorporated by reference herein in order to make an informed assessment of the future assets and liabilities, financial position, profit and losses and prospects of the Issuer and the CBC and when deciding whether or not to purchase any financial instruments issued by the Issuer. Neither the Issuer nor the CBC has an obligation to update the Base Prospectuses or the Registration Document (each as supplemented by this Supplement), except when required by and in accordance with the Prospectus Regulation.

The Base Prospectuses, the Registration Document and this Supplement do not constitute an offer to sell or the solicitation of an offer to buy any Securities in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of the Base Prospectuses, the Registration Document and this Supplement and the offer or sale of Securities may be restricted by law in certain jurisdictions. Neither the Issuer nor the CBC represents that the Base Prospectuses, the Registration Document or this Supplement may be lawfully distributed, or that any Securities may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the CBC which would permit a public offering of any Securities or distribution of the Base Prospectuses, the Registration Document or this Supplement in any jurisdiction where action for that purpose is required. Accordingly, no Securities may be offered or sold, directly or indirectly, and neither the Base Prospectuses, the Registration Document, this Supplement nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession the Base Prospectuses, the Registration Document, this Supplement or any Securities may come must inform themselves about, and observe, any such restrictions on the distribution of the Registration Document and this Supplement and the offering and sale of such Securities.

RECENT DEVELOPMENTS

On 29 October 2021, the Issuer published its trading update for the third quarter of 2021.

In connection herewith, the Issuer wishes to update the Base Prospectuses and the chapter '*Documents Incorporated by Reference*' of the Registration Document.

AMENDMENTS TO THE REGISTRATION DOCUMENT AND TO THE BASE PROSPECTUSES

The list of documents deemed to be incorporated by reference in, and to form part of, the Registration Document in the chapter ‘*Documents Incorporated by Reference*’ on page 18 of the Registration Document shall be amended by adding a new item (e) which reads as follows:

- “(e) a press release of the Issuer dated 29 October 2021 entitled: Van Lanschot Kempen: trading update third quarter 2021 (except for page 2 thereof):
<https://www.vanlanschotkempen.com/media/4798/press-release-q3-2021.pdf>”