

**SUPPLEMENT**

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

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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 base prospectus consisting of separate documents in relation to  
the Issuer's EUR 2,500,000,000 Conditional Pass-Through Covered Bond Programme 2  
guaranteed as to payments of interest and principal by  
Van Lanschot Conditional Pass-Through Covered Bond Company 2 B.V.  
dated 18 November 2021

to the base prospectus consisting of separate documents in relation to  
the Issuer's EUR 5,000,000,000 Covered Bond Programme  
guaranteed as to payments of interest and principal by  
Van Lanschot Kempen SB Covered Bond Company B.V.  
dated 9 March 2022

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 supplements dated 9 July 2021, 6 September 2021, 11 November 2021 and 7 March 2022, respectively (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 supplements dated 9 July 2021, 6 September 2021, 11 November 2021 and 7 March 2022, respectively, 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 supplements dated 9 July 2021, 6 September 2021, 11 November 2021 and 7 March 2022, respectively, 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**’);
- (iv) the base prospectus consisting of separate documents (comprising the Registration Document and a securities note dated 26 October 2021), as supplemented by supplements dated 11 November 2021 and 7 March 2022, respectively, 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. (‘**CBC1**’) (the ‘**Base Prospectus dated 26 October 2021**’);
- (v) the base prospectus consisting of separate documents (comprising the Registration Document and a securities note dated 18 November 2021), as supplemented by a supplement dated 7 March 2022, in relation to the Issuer’s EUR 2,500,000,000 Conditional Pass-Through Covered Bond Programme 2 guaranteed as to payments of interest and principal by Van Lanschot Conditional Pass-Through Covered Bond Company 2 B.V. (‘**CBC2**’) (the ‘**Base Prospectus dated 18 November 2021**’); and
- (vi) the base prospectus consisting of separate documents (comprising the Registration Document and a securities note dated 9 March 2022) in relation to the Issuer’s EUR 5,000,000,000 Covered Bond Programme guaranteed as to payments of interest and principal by Van Lanschot Kempen SB Covered Bond Company B.V. (‘**SBCBC**’) and together with CBC1 and CBC 2, each a ‘**CBC**’) (the ‘**Base Prospectus dated 9 March 2022**’).

The Base Prospectus dated 6 May 2021, the Base Prospectus dated 2 June 2021, the Base Prospectus dated 26 October 2021, the Base Prospectus dated 18 November 2021 and the Base Prospectus dated 9 March 2022 are together referred to as the ‘**Base Prospectuses**’ and each as a ‘**Base Prospectus**’.

This Supplement is prepared in connection with the publication of a press release dated 29 March 2022 by the Issuer, announcing the departure of Constant Korthout as CFRO and the intended appointment of Wendy Winkelhuijzen as CRO and Jeroen Kroes as CFO.

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/2022>

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, the Base Prospectus dated 18 November 2021 and the Base Prospectus dated 9 March 2022. 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, the Base Prospectus dated 18 November 2021 and the Base Prospectus dated 9 March 2022, respectively, and only insofar this Supplement relates to such Base Prospectus.

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.

**In accordance with article 23(2) of the Prospectus Regulation, in the event of non-exempt offers of Securities to the public, investors who have already agreed to purchase or subscribe for Securities and where such Securities have not been delivered to such investors before this Supplement was published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances until, and including, 1 April 2022, save if before the publication of this Supplement the offer period has already closed or the Securities have already been delivered, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.**

## RECENT DEVELOPMENTS

On 29 March 2022, the Issuer published a press release announcing the departure of Constant Korthout as CFRO and the intended appointment of Wendy Winkelhuijzen as CRO and Jeroen Kroes as CFO.

In connection herewith, the Issuer wishes to update the Base Prospectuses and chapter ‘4. *Van Lanschot Kempen N.V.*’ of the Registration Document.

## AMENDMENTS TO THE REGISTRATION DOCUMENT AND TO THE BASE PROSPECTUSES

The section “*Management Board and Supervisory Board*” in the chapter “4. *Van Lanschot Kempen N.V.*” on page 28 of the Registration Document (as amended pursuant to the supplement dated 9 July 2021 to the Registration Document, the Base Prospectus dated 6 May 2021 and the Base Prospectus dated 2 June 2021) shall be amended by addition of the following directly underneath the third paragraph thereof:

“On 29 March 2022, the Issuer announced that Constant Korthout will leave the company on 1 September 2022, after having served 12 successful years as a member of the Management Board and CFRO.

Constant Korthout’s third term as a member of the Management Board and CFRO will end at the close of the Annual General Meeting to be held on 25 May 2022. To facilitate a smooth transfer of his duties to his successors, the Supervisory Board intends to reappoint Constant Korthout until 1 September 2022.

In a parallel track, the Supervisory Board has decided to split the position of CFRO into two separate positions as of 1 September 2022: Chief Risk Officer (CRO) and Chief Financial Officer (CFO).

### Appointing Wendy Winkelhuijzen as CRO

The Supervisory Board intends to appoint Wendy Winkelhuijzen as a member of the Management Board and as CRO, effective 1 September 2022. Having first joined the Issuer in 2001 as a corporate finance analyst, Wendy Winkelhuijzen has held a range of positions within the organisation, including as a member of the Private and Business Banking management team, as a member of the team guiding the Issuer’s strategic review in 2013 and as Investor Relations Manager. She currently serves as Managing Director of Strategy & Corporate Development.

### Appointing Jeroen Kroes as CFO

The Supervisory Board intends to appoint Jeroen Kroes as a member of the Management Board and as CFO, effective 1 September 2022. Jeroen Kroes has been with the Issuer for well over 25 years and he also joined as a corporate finance analyst. Since then, he has held various positions within the organisation: following a lengthy stretch at Corporate Finance, he was appointed project leader of the 2013 strategic review and then went on to take up his current post as Managing Director of Finance, Reporting & Control.

The Issuer’s regulators have approved the appointments of both Wendy Winkelhuijzen and Jeroen Kroes, and the Works Council has likewise issued positive advice. The Annual General Meeting to be held on 25 May 2022 will be notified of these intended appointments and the reappointment.”