
12 September 2022

SUPPLEMENT



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')

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

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 base prospectus consisting of separate documents (comprising the registration document dated 6 May 2021, as supplemented by supplements dated 9 July 2021, 6 September 2021, 11 November 2021, 7 March 2022, 30 March 2022 and 23 May 2022, respectively (the ‘**Registration Document**’) of Van Lanschot Kempen N.V., formerly named Van Lanschot Kempen Wealth Management N.V. (the ‘**Issuer**’) and a securities note dated 18 November 2021), as supplemented by supplements dated 7 March 2022, 30 March 2022 and 23 May 2022, respectively, 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
- (ii) the base prospectus consisting of separate documents (comprising the Registration Document and a securities note dated 9 March 2022) as supplemented by supplements dated 30 March 2022 and 23 May 2022, respectively, 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 CBC2, each a ‘**CBC**’) (the ‘**Base Prospectus dated 9 March 2022**’).

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 the Van Lanschot Kempen Performance Report 2022 Half-Year Results by the Issuer on 25 August 2022 and the announcement by the Issuer on the same date of its proposal to return capital to shareholders.

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 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 relevant Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in 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 Prospectuses.

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 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 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 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 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 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 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 (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 (each as supplemented by this Supplement), except when required by and in accordance with the Prospectus Regulation.

The Base Prospectuses 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 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 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 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, 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, 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, 14 September 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 25 August 2022, the Issuer published its publicly available unaudited consolidated interim (semi-annual) financial statements as of and for the 6-month period ended 30 June 2022 as included in the Van Lanschot Kempen Performance Report 2022 Half-Year Results.

On the same date, the Issuer announced that it proposes to return capital to shareholders in the amount of €1.50 per Class A Share.

In connection herewith, the Issuer wishes to supplement the Base Prospectuses.

AMENDMENTS TO THE BASE PROSPECTUSES

- A. 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 (i) at the end thereof which reads as follows:

“(i) the Issuer's publicly available unaudited consolidated interim (semi-annual) financial statements as of and for the 6-month period ended 30 June 2022 as included in the Van Lanschot Kempen Performance Report 2022 Half-Year Results (‘**Performance Report Half-Year Results 2022**’) on pages 22 up to and including 50:
<https://www.vanlanschotkempen.com/media/5462/performance-report-2022-half-year-results-van-lanschot-kempen.pdf>”

- B. A new paragraph shall be added in the chapter ‘Van Lanschot Kempen N.V.’ on page 23 of the Registration Document, at the end of the section headed ‘Recent Developments’ and directly above the heading ‘Legal and Arbitration Proceedings’, which reads as follows:

“Proposed capital return by the Issuer

On 25 August 2022, the Issuer announced that it proposes to return capital to shareholders in the amount of €1.50 per Class A Share. In connection therewith, the Issuer will hold an extraordinary general meeting (“**EGM**”) to decide on this proposal on 6 October 2022. If approved by the EGM, over €60 million will be returned to shareholders. DNB has approved the capital return. The capital return will be charged to the proportion of the share premium reserve available for distribution and the total share capital in issue will be unchanged. After the capital return, the CET1 ratio will remain well ahead of the Issuer’s capital objective of 15%, plus an M&A add-on of 2.5% for acquisitions.”

- C. The paragraph underneath the heading ‘*Significant Change & Material Adverse Change*’ in the chapter ‘*General Information*’ on page 43 of the Registration Document, together with its heading, shall be deleted and replaced by the following:

“Significant Change & Material Adverse Change

There has been (a) no significant change in the financial position of the Issuer and its consolidated subsidiaries (taken as a whole), which has occurred since 30 June 2022, the last date for which financial information has been published and (b) no material adverse change in the financial position or prospects of the Issuer and its consolidated subsidiaries (taken as a whole) since 31 December 2021, the date of its last published audited financial statements.”