

## Annual General Meeting of Shareholders Van Lanschot N.V., held on 13 May 2015

### AGENDA

Agenda item	discussion item	voting item
2a	Report of the Supervisory Board	X
2b	Report of the Statutory Board for 2014	X
2c	New governance structure	X
3a	Implementation of remuneration policy for 2014	X
3b	Adoption of 2014 Financial Statements	X
3c	Proposal to pay a cash dividend of € 0.40 per Class A ordinary share	X
4a	Proposal to discharge the members of the Statutory Board for the 2014 financial year	X
4b	Proposal to discharge the members of the Supervisory Board for the 2014 financial year	X
5	Changes tot the Articles of Association	X
6	Proposal to change the remuneration policy of the Statutory Board	X
7a	Announcement of vacancies and profiles; opportunity to make recommendations	X
7b	Proposal to reappoint Tom de Swaan as a member of the Supervisory Board	X
7c	Proposal to reappoint Willy Duron as a member of the Supervisory Board	X
7d	Proposal to appoint Bernadette Langius as a member of the Supervisory Board	X
8a	Appointment of Ernst & Young Accountants LLP as external auditor for the 2015 financial year	X
8b	Appointment of PricewaterhouseCoopers Accountants NV as external auditor for the 2016 financial year	X
9	Grant of authority to repurchase own shares and/or depository receipt for own shares	X
10a	Extension of the power of the Statutory Board to issue ordinary shares	X
10b	Extension of the powers of the Statutory Board limit or exclude the pre-emption rights when ordinary shares are issued	X

### VOTING RESULTS

On the registration date of the meeting, the issued share capital amounted to € 41,016,668, consisting of 41,016,668 ordinary shares of € 1 each. A total of 104,660 depository receipts for shares were held by Van Lanschot NV itself. As a result, a maximum of 40,912,008 valid votes could be exercised during the meeting. Each share or depository receipt for share carries the right to cast one vote.

Agenda item	Number of shares for which valid votes were cast	Percentage of issued share capital	Number of votes IN FAVOUR	Number of votes AGAINST	Number of ABSTENTIONS	Proposal passed	Proposal not passed	Remarks
3b	40.912.008	99,7%	40.912.008	-	-	X (100%)		No recommendations were made
3c	40.912.008	99,7%	40.912.008	-	-	X (100%)		
4a	40.912.008	99,7%	40.912.008	-	-	X (100%)		
4b	40.912.008	99,7%	40.912.008	-	-	X (100%)		
5	40.912.008	99,7%	25.492.161	116.686	15.303.161	X (99,54%)		
6	40.912.008	99,7%	40.781.304	130.704	-	X (99,68%)		
7a	-	-	-	-	-			
7b	40.912.008	99,7%	40.858.311	-	53.697	X (100%)		
7c	40.912.008	99,7%	40.912.008	-	-	X (100%)		
7d	40.912.008	99,7%	40.912.008	-	-	X (100%)		
8a	40.912.008	99,7%	40.912.008	-	-	X (100%)		
8b	40.912.008	99,7%	40.912.008	-	-	X (100%)		
9	40.912.008	99,7%	40.912.008	-	-	X (100%)		
10a	40.912.008	99,7%	40.911.908	100	-	X (100%)		
10b	40.912.008	99,7%	40.912.008	-	-	X (100%)		