

UNOFFICIAL TRANSLATION
ARTICLES OF ASSOCIATION

of:

Stichting Preferente aandelen C Van Lanschot Kempen
with seat in 's-Hertogenbosch
dated 26 September 2024

NOTE ABOUT TRANSLATION:

(This is an English translation of the articles of association (in Dutch: statuten) prepared in Dutch.

This document has been prepared with the aim of translating as literally as possible, without jeopardising the overall continuity of the text. However, differences may occur in the translation and if they do, the Dutch text will prevail.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.)

ARTICLES OF ASSOCIATION:

Name and seat.

Article 1.

1. The name of the foundation is: Stichting Preferente aandelen C Van Lanschot Kempen.
2. Its seat is in 's-Hertogenbosch.

Objects.

Article 2.

1. The objects of the foundation are to promote the interests of the public company (*naamloze vennootschap*): Van Lanschot Kempen N.V., having its corporate seat in 's-Hertogenbosch, hereinafter also referred to as: the company, the business connected with it and all those involved therein, while avoiding as much as possible influences that could threaten among others the continued success, continuity, independence and/or identity of the company and the business connected with it in conflict with the aforementioned interests.
2. The foundation seeks to realise its objects by acquiring preference shares C in the capital of the company and by exercising the rights attached to those shares.
3. Outside the scope of the objects are the alienation, encumbrance or disposition in any other way of shares, except:
 - (i) transfer to the company itself or to a company affiliated with it in a group to be designated by it; and
 - (ii) encumbrance in favour of a lender of the foundation, and cooperation in the repayment on and cancellation of shares.

Finance. Register of distributions. Reporting.

Article 3.

1. The funds of the foundation are constituted by loans it enters into and by what it obtains on other accounts.
2. The financial year of the foundation coincides with the calendar year.
3. The board of the foundation shall keep a register in which the names and addresses of all persons shall be registered to whom a distribution has been made not exceeding twenty-five percent (25%) of the distributable amount in a given financial year, as well as the amount of the distribution and the date on which such distribution was made. The register shall be regularly updated.
4. The board must keep records of the financial position of the foundation and of everything related to the activities of the foundation, in accordance with the requirements arising from these activities, and to keep the books, records and other data carriers belonging thereto in such a way that the rights and obligations of the foundation can be ascertained at all times.
5. The board must annually within six months after the end of the financial year prepare and put on paper the balance sheet and the statement of income and expenditure of the foundation.
6. The board must keep the records referred to in paragraphs 4 and 5 for a period of seven years.
7. Section 10, paragraph 4, Book 2 of the Dutch Civil Code applies.
8. The board shall appoint a registered auditor(*registeraccountant*) who shall examine the balance sheet and the statement of income and expenditure and issue a report and statement thereon.

Board.

Article 4.

1. The board is charged with managing the foundation. In performing their duties, the board members shall act in the interests of the foundation and the organisation connected with it.
2. The board of the foundation shall consist of at least three and at most five members. The number of board members shall be determined by the board, taking into account the preceding sentence.
3. In the event of one or more vacancies the board shall continue to be authorised, without prejudice to the provisions of article 8, paragraph 2.
4. In the event that one or more board members are prevented from acting, or in the case of a vacancy or vacancies for one or more board members, the remaining board members or the only remaining board member shall temporarily be charged with the management.
In the event that all board members are or the only board member is prevented from acting or there are vacancies for all board members or there is a vacancy for the only board

member, the person (to be) appointed by the board of management of the company at the request of any interested party shall temporarily be charged with the management.

In the event that all board members are or the only board member is prevented from acting or there are vacancies for all board members or there is a vacancy for the only board member, the person referred to in the preceding sentence shall as soon as possible take the necessary measures in order to make a definitive arrangement.

The term 'prevented from acting' is taken to mean:

- (i) suspension;
- (ii) illness;
- (iii) inaccessibility,

in the cases referred to under (ii) and (iii) without the possibility of contact for a period of five (5) days between the board member concerned and the foundation, unless the board sets a different period in a particular case.

5. The board may draw up a list of successor board members, who shall automatically take office in the event of vacancies having arisen for all board members.

Article 5.

1. The board itself appoints the board members, taking into account the maximum term of office as provided in paragraph 2 below.
2. The board shall draw up a retirement schedule, whereby the maximum term of office shall be four (4) years, provided that such term shall end after the first board meeting held in the fourth calendar year following the calendar year in which he was last appointed.
3. Board members cannot be:
 - (a) members of the supervisory board or of the board of management of the company and managing directors and supervisory directors of its subsidiaries;
 - (b) spouses, registered partners and relatives by blood or marriage up to and including the fourth degree of the persons referred to under a;
 - (c) employees of the company or its subsidiaries;
 - (d) permanent advisors of the company, including the auditor referred to in section 393, Book 2 of the Dutch Civil Code, the civil-law notary and the lawyer of the company;
 - (e) former managing directors, supervisory directors and employees of the company or its subsidiaries;
 - (f) former permanent advisors of the company referred to under d, but only for the first three years following the termination of their advisory position;
 - (g) managing directors and employees of any banking institution with which the company maintains a lasting and significant relationship.
4. The board may determine a remuneration and other terms and conditions applicable to the board members. Expenses may be reimbursed to the board members.

Termination board membership.

Article 6.

Board membership ends:

- (a) by voluntary resignation;
- (b) by periodic resignation according to the retirement schedule referred to in article 5, paragraph 2. The retiring board member is eligible for reappointment immediately and an unlimited number of times, always subject to the maximum term of office as stipulated in article 5, paragraph 2;
- (c) by death;
- (d) as soon as a board member cannot be a board member pursuant to article 5, paragraph 3;
- (e) by the loss of free disposal of all or part of the assets under any provision of law;
- (f) by dismissal by the court in accordance with section 298, Book 2 of the Dutch Civil Code;
- (g) by dismissal by the board for an important reason (*zwaarwegende reden*), which resignation shall have the consent of all other board members.

Board positions. Decision-making.

Article 7.

1. The board shall appoint a chairman from among its members. It shall appoint a secretary whether or not from among its members and shall make arrangements for his replacement.
2. The board shall meet whenever a board member deems it necessary.
3. Each board member is authorised to convene the meeting. The convocation shall be made in writing (including by telefax, e-mail or similar means of communication), stating the agenda. Notice of the meeting shall be given no later than on the eighth day prior to the date of the meeting. However, in urgent cases, at the discretion of the person convening the meeting, notice may be given no later than twenty-four hours before the time of the meeting.

No agenda items other than those specified in the notice of meeting may be discussed at the meeting unless all board members are present or represented and with their unanimous consent. As long as all board members are present or represented and with their unanimous consent, the board can validly hold a meeting even without prior written notice having been given and without the notice period having been observed.
4. A board member shall not participate in deliberations and the decision-making if he has a direct or indirect personal interest therein that conflicts with the interests of the foundation. This prohibition shall not apply if the conflict of interest arises in respect of all board members, in which case the considerations on which the resolution is based shall be recorded in writing.
5. The chairman, or in his absence one of the other board members present, chairs the board meeting. Minutes shall be kept thereof by the secretary, which shall be adopted at the same meeting or at a subsequent meeting and in evidence thereof shall be signed by the chairman and the secretary.
6. A board member may be represented at the meeting by another board member by means of a written proxy (including by telefax, e-mail or similar means of communication), without prejudice to the provisions of paragraph 4 of this article.

7. A member of the supervisory board of the company, to be designated by the supervisory board of the company, shall have the right to attend the board meetings as an observer and to speak at such board meetings if so requested.

Article 8.

1. All resolutions are adopted by an absolute majority of the votes cast. In a tie vote, the chairman shall have a casting vote.
2. No resolutions can be adopted if not a majority of the board members in office is present or represented at the meeting.
3. Each board member is entitled to cast one vote.

Article 9.

Without prejudice to the provisions of article 7, paragraph 4, the board may also adopt any resolution without holding a meeting, provided that such resolution is adopted in writing, none of the board members entitled to vote objects to this manner of adopting the resolution and the absolute majority of all board members in office have declared themselves in favour of the resolution.

Representation.

Article 10.

1. The board is authorised to represent the foundation.
2. The chairman acting independently, or two board members acting jointly, are also authorised to represent the foundation.

Amendment articles of association and dissolution.

Article 11.

1. The board is authorised to amend the articles of association.
However, an amendment of the objects of the foundation requires the approval of the company.
2. An amendment of the articles of association will only take effect if it is recorded in a notarial deed. Each board member individually is authorised to cause the execution of such deed.

Article 12.

1. The foundation may be dissolved by a resolution of the board.
2. A resolution to dissolve the foundation cannot be adopted as long as the foundation holds shares as referred to in article 2.
3. A surplus balance after liquidation shall be spent in the manner to be determined by the board.