

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial, legal or other advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent financial adviser.

This notice contains regulated information

The date of this notice is 24 October 2023



VAN LANSCHOT KEMPEN N.V.

*(incorporated under the laws of the Netherlands with limited liability
and having its statutory seat in 's-Hertogenbosch, the Netherlands)*

Legal Entity Identifier (LEI:) 724500D8WOYCL1BUCB80

(the "**Issuer**")

and

VAN LANSCHOT CONDITIONAL PASS-THROUGH COVERED BOND COMPANY B.V.

*(incorporated under the laws of the Netherlands with limited liability
and having its statutory seat in Amsterdam, the Netherlands)*

Legal Entity Identifier (LEI:) 724500XPI3J4WVUP1E51

(the "**CBC**" and "**Guarantor**")

and

VAN LANSCHOT KEMPEN SB COVERED BOND COMPANY B.V.

*(incorporated under the laws of the Netherlands with limited liability
and having its statutory seat in Amsterdam, the Netherlands)*

Legal Entity Identifier (LEI:) 724500IC69ZTA8APTC70

(the "**Soft Bullet CBC**")

EUR 500,000,000 0.875 per cent. Covered Bonds due February 2027
(the "**Covered Bonds**" and the holders thereof, the "**Covered Bondholders**")

The capitalised terms used in this notice shall bear the same meanings given to them in the consent solicitation memorandum dated 11 September 2023 (the "**Consent Solicitation Memorandum**").

The Issuer hereby gives notice to all Covered Bondholders of the occurrence of the following events as per 23 October 2023:

- (a) the Covered Bonds are amended such that these no longer form part of the Conditional Pass-Through Covered Bond Programme but form part of the Soft Bullet Covered Bond Programme in accordance with and pursuant to the amendments and resolutions adopted in the Programme Resolution;
- (b) the Conditions of the Covered Bonds are amended and restated in the form as set out in Schedule 6 attached to the Soft Bullet Trust Deed (as the Soft Bullet Trust Deed may be amended, restated, novated or otherwise modified and/or supplemented from time to time) and the Conditions of the Covered Bonds will read as set out in Schedule 6 attached to the Soft Bullet Trust Deed (as the Soft Bullet Trust Deed may be amended, restated, novated or otherwise modified and/or supplemented

from time to time) and such Conditions form part of the Amended and Restated Global Covered Bonds;

- (c) the Final Terms are amended and restated in the form as set out in Schedule 3 to the Consent Solicitation Memorandum and the Final Terms will read as the relevant Final Terms set out in Schedule 3 to the Consent Solicitation Memorandum with reference to the relevant ISIN code;
- (d) the Issuer and the Soft Bullet CBC have signed the Amended and Restated Final Terms and the Amended and Restated Final Terms has been annexed to or otherwise form part of the Amended and Restated Global Covered Bond and has been delivered to the clearing system in exchange for the original Final Terms in accordance with the Soft Bullet Agency Agreement and the original Final Terms have, to the extent required, been cancelled and replaced;
- (e) the Covered Bonds held in global form are amended and restated in the form as set out in Schedule 2 to the Consent Solicitation Memorandum and the Covered Bonds will read as set out in Schedule 2 to the Consent Solicitation Memorandum; and
- (f) for the Covered Bonds series in global form the Issuer and the Soft Bullet CBC have signed such Covered Bond and such global Covered Bond has been authenticated by the Soft Bullet Principal Paying Agent and has been delivered to the clearing system in exchange for the original global Covered Bond in accordance with the Agency Agreement and the original Covered Bonds have to the extent required been cancelled and replaced.

Further information will be available for inspection on the following website of the Issuer:
<https://www.vanlanschotkempen.com/en-nl/about-us/investor-relations/debt-investors/library>.