

Registration document

KEMPEN CAPITAL MANAGEMENT NV
JANUARY 2021

INFORMATION REGARDING THE MANAGEMENT COMPANY

Kempen Capital Management NV (the “**Management Company**”) (*Beheerder*) manages Undertakings for Collective Investment in Transferable Securities (UCITS) and investment institutions and provides the investment services investment management and investment advice to institutional investors.

The Management Company manages listed and unlisted UCITS and investment institutions (open ended and closed ended) (NV/BV/SICAV).

The UCITS’ object shall solely consist of the investment of capital in securities and other asset values, as defined in Section 4:60 Subsection 1 of the Act on Financial Supervision (“Wft”), subject to the application of the principle of risk diversification to allow the shareholders of the company to share in the proceeds, such with due observance of the provisions applicable to UCITS (as defined in Section 1:1 Wft).

The UCITS invest directly, or indirectly, in financial instruments and particularly in equities, fixed income, real estate (direct and indirect) and cash. Investments may also be made via derivative (financial) instruments, techniques or structures, such as options, warrants and futures.

The board the Management Company is formed by:

- x Mr W.H. van Houwelingen (also a director of Van Lanschot Kempen NV); and
- x Mr E.G.J. Jansen (also a director of Quion 17 BV, a 100% subsidiary of Van Lanschot Kempen Wealth Management NV).

Via rights attached to a priority share, a foundation called “De Zonnewijser” aims to guarantee continuity in the management, supervision of the management and the policy pursued by the investment institutions managed by the Management Company. The board of “Stichting De Zonnewijser” is formed by:

- x Mr C.T.L. Korthout.



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UCITS and investment institutions managed by the Management Company and registered in the Netherlands, are supervised by the supervisory committee and by the Depositary (as defined below). The members of the supervisory committee are:

- x Mr H.J. van Everdingen;
- x Mr H.Th. Luttenberg;
- x Mrs D.A.M. Melis; and
- x Mr V. Wijtzes.

The Management Company is a public limited company and has its statutory seat in Amsterdam. The Management Company was incorporated on 15 March 1985. The Management Company is registered in the trade register with the Chamber of Commerce in Amsterdam under number 33181992.

INFORMATION REGARDING THE DEPOSITARY

BNP Paribas Securities Services S.C.A. (the “**Depositary**”) (*Bewaarder*) is the Depositary of the UCITS and investment institutions managed by the Management Company. The Depositary is a credit institution which is supervised by the Banque de France and holds a license in accordance with the rules of the Autorité des Marché Financiers (AMF).

The board members of the Depositary are:

- x Mr P. Colle; and
- x Mr A.P. Pochet.

The members of the supervisory board of the Depositary are:

- x Klequatorze S.C.A.;
- x Alt-S2 S.C.A.;
- x Opera Express S.C.A.;
- x Antin Participation 5 S.C.A.;
- x Mr H.M.J. Guyon de Montlivault; and
- x Mrs C.B. Mazzacurati.

The Depositary is a Société Commandite par Actions (SCA) incorporated under French law on 23 September 1966 and has its statutory seat in Paris, France.

The Depositary is registered in the trade register with the Régistre du Commerce in Paris, France under number 552108011. The Depositary services its activities from a Dutch branch office. This branch office is registered in the trade register with the Chamber of Commerce in Amsterdam under number 57473250.

The Depositary’s Dutch branch office is represented by:

- x Mr M. Schilstra.

OTHER INFORMATION

The Management Company is a 100% subsidiary of Van Lanschot Kempen Wealth Management NV, a public limited company incorporated under Dutch law. Van Lanschot Kempen Wealth Management NV is an investment firm which is supervised by Stichting Autoriteit Financiële Markten (the “AFM”). The Management Company holds a license in accordance with article 2:69b Wft.

Van Lanschot Kempen Wealth Management NV is a credit institution which is supervised by De Nederlandsche Bank NV (“DNB”) and AFM. Van Lanschot Kempen NV holds all the shares in Van Lanschot Kempen Wealth Management NV. Both companies are public limited companies incorporated under Dutch law and having their statutory seats in ‘s-Hertogenbosch. Van Lanschot Kempen NV is a listed company.

The board of managing directors of Van Lanschot Kempen Wealth Management NV consists of:

- x Mr R.P. Bruens;
- x Mr K.K. Guha;
- x Mr A.J. Huisman; and
- x Mr C.T.L. Korthout.

The board of managing directors of Van Lanschot Kempen NV consists of:

- x Mr R.P. Bruens;
- x Mr K.K. Guha;
- x Mr A.J. Huisman
- x Mr C.T.L. Korthout; and
- x Mr W.H. van Houwelingen.

The Depositary is part of the BNP Paribas Group and is a subsidiary of BNP Paribas SA, incorporated under French law and has its statutory seat in Paris, France.

The board of managing directors of BNP Paribas SA consists of:

- x Mr J. Lemierre;
- x Mr J.-L. Bonnafé;
- x Mr P.A. de Chalendar;
- x Mrs M. Cohen;
- x Mr W. de Ploey;
- x Mrs M. Guillou;
- x Mr M. Tilmant;
- x Mr D. Kessler;
- x Mrs D. Schwarzer;
- x Mrs J. Fields Wicker-Miurin;
- x Mr P. Bordenave;
- x Mrs S. Verrier;
- x Mr J. Aschenbroich;
- x Mrs R. Gibson-Brandon; and
- x Mr H. Epailard.

The equity capital of both the Management Company and the Depositary individually meet the requirements of Article 3:53 and 3:57 Wft. In so far as applicable, the financial statements have been audited by an accountant. For the latest issued report of the auditor with respect to the equity capital and the financial statements of the Management Company and the Depositary, in so far as applicable, we refer to the website of the Management Company: www.kempen.com/nl/asset-management.

The Management Company as well as the Depositary will individually provide the financial statements (including – an explanatory note to – the balance sheet and the profit and loss account), annual report, semi-annual figures (including the balance sheet and the profit and loss account). Monthly reports (including explanatory notes) with respect to the total value of the investment institutions will be published on the website of the Management Company for the participants in the investment institutions. The annual accounts of the Management Company as well as the Depositary shall be closed as of 31 December. The semi-annual accounts of the Management Company as well as the Depositary shall be closed as of 30 June.

The articles of association, the annual accounts and the annual reports of the Management Company and the Depositary and the semi-annual figures of the Management Company and the Depositary are or will, in so far as applicable, be published on the website www.kempen.com/nl/asset-management and are or will, in so far as applicable, be available free of charge at the registered office of the Management Company, Beethovenstraat 300, 1077 WZ Amsterdam.

A replacement of the Management Company of an investment institution shall take place in line with the articles of association through appointment of the general meeting of shareholders. The Management Company shall continue its activities during a reasonable period of time until a new Management Company has been appointed.

If, at any time, the Management Company may decide to replace the Depositary, a contractual notice of 90 days will apply. Management Company and Depositary will avail themselves of a timely and correct transfer of the Depositary's activities to a successor.

If, at any time, the Depositary may decide to terminate the contract it has concluded with the Management Company, a contractual notice of 90 days will apply. Management Company and Depositary will avail themselves of a timely and correct transfer of the Depositary's activities to a successor.

A possible request of the Management Company to the supervisor pursuant to article 1:104, part 1 sub a Wft to withdraw its license, will be made public in a daily newspaper having general circulation in the Netherlands or to the address of each participant, as well as on the website of the Management Company: www.kempen.com/nl/asset-management.

For up to date information with respect to the Management Company, the Depositary and/or the investment institutions managed by the Management Company, we refer to the website www.kempen.com/nl/asset-management.

Amsterdam, January 2021
Kempen Capital Management NV

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