

## Agenda:

- **Meeting of Depository Receipt Holders of the Foundation for the Administration of Triodos Bank Shares (*Stichting Administratiekantoor Aandelen Triodos Bank*)**
- **Extraordinary General Meeting of Triodos Bank N.V.**

**Thursday, 23 March 2023**

**Location: Jaarbeurs (room Progress), Utrecht**

09:00 *Welcome and registration*

10:00 **Meeting of Depository Receipt Holders of the Foundation for the Administration of Triodos Bank Shares (SAAT)**

1. Opening and announcements
2. Binding consultation on voting policy (*voting item*)
3. Discussion about the voting declaration at EGM Triodos Bank N.V. (*discussion*)
4. Any other business
5. Close

12.30 *Welcome and registration*

13:00 **Extraordinary General Meeting of Triodos Bank N.V.**

1. Opening and announcements
2. Multilateral trading facility (MTF): update status and next steps (*discussion*)
3. Proposal to amend the Articles of Association of Triodos Bank N.V. and authorization to execute the deed of amendment (*decision*)
4. Any other business
5. Close

16:00 *End of programme (approx.)*

## Explanatory notes:

- Meeting of Depository Receipt Holders of the Foundation for the Administration of Triodos Bank Shares (*Stichting Administratiekantoor Aandelen Triodos Bank*)
- Extraordinary General Meeting of Triodos Bank N.V.

## MEETING OF DEPOSITORY RECEIPT HOLDERS OF THE FOUNDATION FOR THE ADMINISTRATION OF TRIODOS BANK SHARES (SAAT)

### Agenda item 2: Binding consultation on voting policy (*voting item*)

As of the MTF-listing, a depository receipt holder may, for each general meeting, request a voting proxy from the sole shareholder of Triodos Bank N.V., being SAAT, allowing such depository receipt holder to exercise the voting rights attached to the shares underlying the relevant depository receipts. SAAT will, although not obliged by law, consult the depository receipt holders to what extent SAAT will remain exercising votes on shares for which the relevant depository receipt holders have not requested a proxy.

The board of SAAT will present and propose two voting policies describing how it will, once the listing of the depository receipts on the multilateral trading facility (MTF) is completed, exercise the voting rights attached to the shares in Triodos Bank N.V. SAAT will implement the voting policy preferred by the majority of the depository receipt holders.

The depository receipt holders will be asked to cast their vote for either of the following proposed voting policies.

Proposal 1 ("SAAT plus"):

As a principle, SAAT will vote during the general meetings of Triodos Bank N.V., except when a depository receipt holder actively requests to exercise the voting rights.

Proposal 2 ("One Share One Vote"):

As a principle, SAAT will not vote during the general meetings of Triodos Bank N.V., except when a depository receipt holder actively requests SAAT to exercise the voting rights.

These two voting policies will be explained in more detail by SAAT shortly through an information package. In addition, Triodos and SAAT will host various webinars to clearly explain the voting policies and respond to questions depository receipt holders may have. During these webinars, Triodos will also give explanations on other aspects of the MTF.

### Agenda item 3. Discussion about the voting declaration at EGM Triodos Bank N.V. (*discussion*)

The chairman of the board of SAAT will render a statement explaining the way in which SAAT will exercise the voting rights attached to the shares Triodos Bank N.V. it holds on the voting item in the extraordinary general meeting of Triodos Bank N.V.

## **EXTRAORDINARY GENERAL MEETING OF TRIODOS BANK N.V.**

### **Agenda item 2. Multilateral trading facility (MTF): update status and next steps** *(discussion)*

The Executive Board will give an update on the progress made to implement the listing of the depository receipts on a multilateral trading facility (MTF).

### **Agenda item 3. Proposal to amend the Articles of Association of Triodos Bank N.V.** *(decision)*

The Executive Board and the Supervisory Board propose to, subject to and as of the MTF-listing becoming effective, amend the articles of association of Triodos Bank N.V. in accordance with the draft deed of amendment that has been made available for inspection on [triodos.com/agm](http://triodos.com/agm), for purposes of making the articles of association more suitable for the listed environment in which Triodos Bank N.V. will operate following the MTF-listing.

A more detailed explanation on the proposed changes to the articles of association can be found on [triodos.com/agm](http://triodos.com/agm).

By virtue of the proposed amendment, the Executive Board shall, upon the approval of the Supervisory Board, be authorised to:

- resolve on the issue of new shares to the extent this regards the total un-issued part of the authorised share capital of Triodos Bank N.V.; and
- limit or exclude pre-emption rights in connection with an issuance of shares or grant of rights to subscribe for shares.

The resolution to amend the Articles of Association of Triodos Bank N.V. explicitly includes the granting of an authorization to each of the members of Executive Board and each civil law notary, junior civil law notary, notarial assistant and lawyer working at NautaDutilh N.V. to execute the deed amending the articles of association of Triodos Bank N.V.