

NOTULEN

Annual General Meeting **Triodos Energy Transition Europe Fund** and **Triodos Food Transition Europe Fund**, sub-funds of **Triodos Impact Strategies II N.V.**, whose registered office is in Zeist, held in Driebergen on 11 June 2021 13.30 – 15.00

1. Opening

In accordance with the articles of association, the meeting is chaired by Ms Jacqueline Rijdsdijk, the Chairperson of the Supervisory Board of Triodos Impact Strategies II.

The Annual General Meeting is held digitally this year because of the COVID-19 pandemic restrictions. This is not the most ideal situation, but given the number of registrations, it seems to meet a need.

The Chair informs that both funds, Triodos Energy Transition Europe Fund and Triodos Food Transition Europe Fund transferred from Luxembourg to the Netherlands in December 2020. The official language of both funds has always been English. This also accommodates the international shareholder base of these funds. Therefore, this meeting will be in English.

The Chair determines the agenda and the order of the meeting. In addition, she introduces the other attendees. Mr Jacco Minnaar is present on behalf of Triodos Investment Management. Ms Isabelle Laurencin, fund manager of Triodos Food Transition Europe Fund, and Vincent van Haarlem, fund manager of Triodos Energy Transition Fund are also present. Ms Kim Wijnen is present off screen to take the minutes of the meeting. Ms Sandra Bergsteijn, Head of Corporate Communications, is present as moderator of questions during this meeting. Mr Ertan Erdem, Head of Financial Accounting is present to answer questions about the annual accounts. Also present is Mrs Marjolein Elings-van Hoodonk, notary at Van Rhijn Notaries. She will supervise the voting procedure. Also present are Mr Jesse Ijspeer and Mr Sjoerd Diepstraten, the accountants of PwC who have audited the annual report. In addition, Mrs Ineke Bussemaker is present to explain her proposed appointment as a member of the Supervisory Board. The other Supervisory Board members will participate in this meeting via the webcast.

The Chair observes that the meeting has been convened in according to the most applicable rules. The Chair concludes that shareholders have been able to learn about this meeting via the websites of the funds. Shareholders who hold their shares with Triodos Bank have received a personal invitation from Triodos Bank. The documents for this meeting were available for inspection and they were available free of charge.

The Chair informs that shareholders could cast their votes in advance via proxy or can cast their votes digitally during the meeting. Questions can be sent in in advance per email or during the meeting via the chat function. At the end of each agenda item, there will be an opportunity to ask questions about that agenda item. There were no questions submitted prior to the meeting. In principle, shareholders may ask one question at a time, so that other shareholders have the opportunity to ask questions as well. The name and place of residence of the questioner will be visible so that they can be included in the minutes.

The Chair announces that at this meeting were present or represented 41 shareholders of Triodos Energy Transition Europe Fund and Triodos Food Transition Europe Fund. They represent 838,371

votes. The number of votes casted is equal to the number of shares the shareholders held on May 14, 2021.

Minutes of the meeting are taken by the secretary Kim Wijnen. An extract of the minutes will be made available after the meeting via the website of Triodos Investment Management.

2. Report of the Board of the financial year 2020

The Chair gives the floor to Ms Isabelle Laurencin, fund manager of Triodos Food Transition Europe Fund for the report of the Board on the fund.

Ms Laurencin remarks that 2020 has been an unprecedented year in many ways. The pandemic has among others revealed the vulnerability and inefficiency of our current food system and agricultural systems, which are responsible for a quarter of global greenhouse gas emissions, about 70% of freshwater use, soil depletion, deforestation and biodiversity loss. Optimizing our food system for cheap calories with high productivity has led to a disconnect between consumers and nature. In its vision paper published in 2019, Triodos Group called for radical systemic transition from the current production-focused systems towards one that is ecologically and socially resilient and based on balanced ecosystem, a healthy society and inclusive prosperity. Getting our food system right is central to resilient recovery around the world, creating potential for millions of new jobs, less hunger, greater food system and food security, and better management of key natural resources. Responding to this call for action, Triodos Food Transition Europe Fund aims to support frontrunners in Europe that actively contribute to accelerating this much needed transition. The current portfolio of the fund is now composed of ten companies across seven countries and diversified across the value chain, from organic food producers, manufacturers, wholesalers, retailers and packaging companies. The fund invests in those companies through equity participation and is actively engaging with them, with among others representation at their Boards.

2020 was first and foremost marked by the COVID-19 crisis. From the complete and sudden lockdown of the restaurants to the disruption of global supply chain, the pandemic impacted deeply our food systems. Despite some enormous challenges, the portfolio demonstrated strong adaptation and agility, showing not only resilience but also the ability to capture new opportunities. Some of the portfolio companies were able to pivot their business models, for example from out-of-home to retail, from offline to online in a matter of months. Over the past year the fund completed two new investments. The first was an investment in February in Group Natimpact for the purpose of acquiring chocolate maker Bovetti. Group Natimpact, co-founded by Triodos Food Transition Europe Fund, has the ambition to build a federation of organic and sustainable medium-sized companies in France and to foster their growth by reinforcing their commercial synergy. In August, the fund completed the second investment in the Swiss company Farmy, an online market for transparent and sustainable weekly shopping directly sourced from the producer. 2020 saw an increased awareness among consumers about how and where the food is produced and a growing demand on a healthier diet. Sustainable food which was considered as niche a few years ago is on the verge of becoming mainstream. As a result, the potential market for the fund is broadened and there is an increasing number of investable opportunities. As per year-end 2020, 95% of the fund was invested, thereby the liquidity constraints in addition to the travel restrictions were hindering the team's ability to make new investments. The team is now in the process of receiving new inflows and currently able to pursue new investments and lead on-site due diligences.

In 2020, the fund made significant progress in redefining its impact approach and methodology. In addition to the online impact report, an offline, more comprehensive document is also published, which describes the fund's theory of change and the investees' contribution to the fund's impact objective. The turnover of organic product has increased by 25%. Ms Laurencin highlights two examples from the portfolio to illustrate this impact. The first one is Farmy, a Swiss sustainable e-grocer. Farmy was founded in 2014 and offers more than 12,000 hand-picked products from more than 1,000 local producers in Switzerland. Farmy fits the fund's investment theme of contributing to a balanced ecosystem by offering local and mostly organic products, delivery using electronic vehicles and supply tailored to demand resulting in no waste as opposed to in general 30% waste in conventional retail. It supports inclusive prosperity by working directly with the farmers, offering them additional revenue streams and higher margins. Lastly, it promotes healthy society by offering fresh fruit on the same day of harvest.

Another example is Hari & Co, a company the fund invested in in 2019. Hari & Co is a French scale-up founded in 2016 by two agricultural engineers and produces organic plant-based alternatives to meat-based meals, primarily out of beans and pulses sold to food services and retail sector. Their product is sustainable, 100% organic, GMO-free and additive-free. They work directly with and support local farmers and promote healthy diet to the younger generation by working directly with school canteens.

Regarding the fund's financial results, the fund's net asset increased from EUR 42.1 million to EUR 51.7 million in the reporting period. This primarily resulted from a positive performance of the portfolio companies, and from EUR 1.8 million net inflow from investors. This represented a total increase of 23%. Profit and loss statement of 2021 showed EUR 1.3 million direct results from investments, which corresponded to the dividends distributed by the investees. Indirect results from investments corresponded to the increase in valuation for an amount of EUR 8.2 million. The operating expenses typically include the management fee, audit and administration and hedging costs. Overall, the year 2020 was positive for the fund with the financial return of 9.5%. The portfolio not only showed strong resilience and adaptation to the fast changing and challenging environment, but also managed to capture opportunities from a market that is more and more driven by sustainable consumption choices.

The fund's outlook is positive. There is a lot left to be done to drive impact in the food transition. The fund's focus will remain on four main investment themes: organic and sustainable food production companies, businesses supporting the shift to healthier diet, fair value chain solutions, and circular and waste solutions. The fund currently engages with a number of compelling opportunities and simultaneously pursues fundraising effort.

The Chair thanks Ms Laurencin for the presentation. She then gives the shareholders the opportunity to ask questions. There are no questions from the shareholders.

The Chair then gives the floor to Mr Vincent van Haarlem, fund manager of Triodos Energy Transition Europe Fund for the report of the Board on the fund.

Mr Vincent van Haarlem starts with restating the fund's strategy. Historically, the fund focused on renewable energy. But more recently, the fund has broadened its scope of investments to include flexibility and efficiency to better serve the objective of accelerating the energy transition. Capacity remains the majority of the investment portfolio, consisting of wind and solar projects. But beyond that, flexibility such as the use of batteries is necessary to accommodate an energy system dominated by wind and solar energy. In addition, efficiency in energy used is important for sustainability.

The fund has 33 investments spread over 7 countries. In the south of Europe, most of the investments are in solar, both ground-mounted and rooftop. In the north in the UK, the Netherlands and Germany, the investments are in windfarms. In Belgium, there are many rooftop solar projects. The fund's sole energy efficiency investment currently is in Spain and consists of 15 villages where the lighting is converted to LED lighting.

In 2020, COVID-19 played a prominent role. The energy transition is increasingly on the radar and is an important step that should continue to be supported and accelerated. COVID-19 had a limited effect on the operating portfolio of the fund. The assets predominantly operate without human intervention. Only some of the preventive maintenance had to be delayed at locations like rooftops where the companies did not have access. This did not affect the quality of the assets because meanwhile there has been again access to these locations. There were quite a number of construction activities last year. The fund's operating partner was able to achieve the construction of the foundation of four wind turbines in Zeeland without significant delay. The suppliers for the wind and solar farms however had to be changed because of supply uncertainty due to COVID-19. The performance of the fund was significantly affected by COVID-19. A significant drop in electricity demand due to lockdown resulted in lower prices in 2020 and the medium term thereafter, as people changed the way they work. This had a negative impact on the valuation of several assets. Disbursements were also challenging due to the travel restrictions which inhibited business development. Nevertheless, the fund was able to do 6 investments, for some of them the opportunities were generated before the lockdown. The liquidity of the fund increased significantly due to the existing portfolio generated a lot of cashflow and there was unprecedented interest of investors for the fund. Thanks to this, the fund was able to refinance bank financing from several projects with significantly lower interest rates, but at the same time receiving cash. Regarding impact, for the first time the fund surpassed 500,000 MWh produced, calculated using the contribution method which takes into account all electricity produced regardless of the percentage of equity the fund has in the project. With the production from the operational asset portfolio, the emission of 185,000 tons of CO₂ was avoided. The electricity production was equivalent to the electricity use of 156,000 households.

Energy park Duurkenakker is an example of an investment made last year. The large solar project was constructed in Groningen in the north of the Netherlands, with equivalent to the size of more than 80 football fields full of solar panels. Another project of almost the same size will be built in the second half of 2021. When completed, together these projects will be able to supply over 35,000 households with clean electricity. Another example is Giga Rhino, the largest storage project in the Netherlands located in Flevoland. As the number of installed windfarms and solar farms increases, there are periods of more supply than demand. Battery is one of the methods to keep this in balance. In addition, the battery also provides services to the central grid to balance the greater transmission system and to ensure that electricity supply is not interrupted.

The balance sheet of the fund showed a growth in intrinsic value of more than 30%. The main reason of this is the unprecedented interest from investors in the fund, especially in the first half of 2020. Total investment only grew modestly in net amount. The fund was able to do 6 investments, but also had a record high level of dividends and interests from the portfolio, as well as several refinancing. The result was that the cash position increased significantly. In 2021, the team has chosen to close the fund for inflow in order to prioritize the use of the cash already in the fund. In the profit and loss account, direct flows from investments were interests and dividends, which represented over 10% of the portfolio's volume. There was a negative result in valuation of investments, which directly related to the downward adjustment in power prices mentioned earlier. Subtracting the operating expenses, the result for the year was close to zero for the extended book year. For the calendar year, the performance was slightly below zero.

In the outlook for 2021, the investment team will primarily focus on the high liquidity and put the money entrusted to the fund to work. Within the portfolio, new projects will be constructed. Beyond the portfolio, the team had a number of investments on the radar, some of them were however not converted, which contributed to the decision to close the fund. At the moment, there are however several opportunities. The fund aims to drive down the level of liquidity towards the end of the year.

The Chair thanks Mr van Haarlem for the presentation. She then gives the shareholders the opportunity to ask questions.

The Chair gives the floor to Ms Bergsteijn to handle the submitted questions via the chat function. Ms Bergsteijn now shares a question that has been posed to the fund manager.

Questions: *Mr Smal from Utrecht: Looking forward, what other asset segments than wind and solar are you considering, or maybe already constructing?*

Mr van Haarlem confirms that the fund looks beyond wind and solar to investments in efficiency and flexibility. One of the concrete examples of flexibility is investing in the storage capacity; in energy efficiency there is LED lighting conversion. The whole spectrum of the energy transition is considered, also with the objective to further diversify the portfolio.

Mr Smal from Utrecht: Do you expect the power price to keep on decreasing and how might that impact the eventual returns of the fund?

Mr van Haarlem answers that the power price scenario is updated four times per year. The fund uses a professional consulting firm to assist in creating a power price scenario to be used for power price forecasting. One of the objectives of diversification is to reduce the reliance on power price in the fund's performance, for example revenue from battery is predominantly service fees and is not determined by the level of power prices.

3. Annual accounts 2020

a. Adoption of the language (English) of the annual accounts and the annual reports

The Chair explains that for Triodos Impact Strategies II, the Dutch regulatory system is applicable. According to Dutch laws and regulations, the General Meeting has to approve the use of a different language other than the Dutch language for the financial statements and the annual report. The financial statements and the annual reports of Triodos Food Transition Europe Fund and Triodos Energy Transition Europe Fund have always been in English since their inception in Luxembourg. Furthermore, the sub-funds are opened to investments from investors from a broad range of countries. Therefore, it is proposed to the General Meeting to adopt the use of the English language for the financial statements and the annual report of Triodos Impact Strategies II. No questions have been received.

The Chair opens the voting.

Results of voting:

For: 99.96%

Against: 0.04%

The Chair concludes that the Annual General Meeting adopted the proposal of the language (English) of the annual accounts and the annual reports.

b. Adoption of the annual accounts 2020

The Chair opens the voting.

Results of voting:

For: 99.90%

Against: 0.10%

The Chair concludes that the Annual General Meeting adopted the annual accounts of 2020.

c. Determination of the profit allocation

The Chair then explains the proposed profit allocation. The Board of Directors of Triodos Investment Management proposes to the General Meeting of shareholders to add the result of EUR 8 million to the reserve.

The Chair then gives the shareholders the opportunity to ask questions via the chat function. No questions have been received in advance.

The Chair concludes that there are no questions on this agenda point.

The Chair opens the voting.

Results of voting:

For: 100.00%

Against: 0.00%

The Chair concludes that the Annual General Meeting adopted the proposed profit allocation.

4. Discharge the Management Board with respect to the performance of their duties in the financial year 2020

The Chair gives the shareholders the opportunity to ask questions. No questions have been received in advance.

The Chair concludes that there are no questions on this agenda point.

The Chair opens the voting.

Results of voting:

For: 100.00%

Against: 0.00%

The Chair concludes that the Annual General Meeting discharged the Management Board with respect to the performance of their duties in the financial year 2020.

5. Discharge the Supervisory Board with respect to the performance of their duties in the financial year 2020

The Chair gives the shareholders the opportunity to ask questions. No questions have been received in advance.

The Chair concludes that there are no questions on this agenda point.

The Chair opens the voting.

Results of voting:

For: 99.99%

Against: 0.01%

The Chair concludes that the Annual General Meeting discharged the Supervisory Board with respect to the performance of their duties in the financial year 2020.

6. Appointment of Ineke Bussemaker as member of the Supervisory Board

Ms Bussemaker explains her choice and motivation to stand for appointment as a member of the Supervisory Board.

The Chair gives the shareholders the opportunity to ask questions. No questions have been received in advance.

The Chair concludes that there are no questions on this agenda point.

The Chair opens the voting.

Results of voting:

For: 99.98%

Against: 0.02%

The Chair concludes that the Annual General Meeting appointed Ineke Bussemaker as a member of the Supervisory Board.

7. Appointment of the external accountant

The Chair explains that at the inception of Triodos Investment Strategies II, PricewaterhouseCoopers Accountants N.V. was appointed as external auditor for the first financial year 2020. PwC is also the accountant of the other Triodos funds, Triodos Groenfonds, Triodos Fair Share Fund and Triodos Multi Impact Fund. It is proposed to the General Meeting to appoint PwC as the external accountant for Triodos Impact Strategies II for the financial years 2021 to 2023.

The Chair gives the shareholders the opportunity to ask questions. No questions have been received in advance.

The Chair concludes that there are no questions on this agenda point.

The Chair opens the voting.

Results of voting:

For: 99.98%

Against: 0.02%

The Chair concludes that the Annual General Meeting appointed PricewaterhouseCoopers Accountants N.V. as the external auditor for the financial years 2021 to 2023.

8. Close

The Chair gives the shareholders the opportunity to ask questions. No questions are posed.

The Chair thanks those present. There being no further business, the Chair closes the meeting.

CHAIRPERSON
Ms J. Rijsdijk

SECRETARY
Ms K. Wijnen