



Agenda Annual General Meeting of Shareholders  
Triodos Impact Strategies II N.V.  
*(investment company with variable capital)*

Friday 12 June 2026, 14:25 hours

Location: Offices of Triodos Investment Management B.V., Landgoed De Reehorst Hoofdstraat 10, (navigation: Hoofdstraat 26), Driebergen-Rijsenburg

- 12:30 Registration shareholders Triodos Impact Strategies II N.V.
- 14:25 Annual General Meeting of Shareholders Triodos Impact Strategies II N.V. Chair: Ineke Bussemaker, Chair of the Supervisory Board
1. Opening
  2. Report of the Board on financial year 2025
  3. Annual accounts 2025
    - a. Adoption of the annual accounts 2025
    - b. Determination of the profit allocation
  4. Discharge of the Management Board with respect to the performance of their duties in the financial year 2025
  5. Discharge of the Supervisory Board with respect to the performance of their duties in the financial year 2025
  6. Amendment to the articles of association and authorization of employees of Van Benthem & Keulen B.V. to execute the deed of amendment of the articles of association
  7. Adjustment remuneration Supervisory Board
  8. Closing
- 14:55 Closing

Agenda items 3 to 7 are subject to adoption by the AGM and will be voted upon.

Driebergen-Rijsenburg, 30 April 2026

Triodos Impact Strategies II N.V.

## Explanatory notes to the agenda

### 6. Amendment to the Articles of Association and authorization of employees of Van Benthem & Keulen B.V. to execute the deed of amendment of the articles of association of Triodos Impact Strategies N.V. (voting item)

Following the approval of the Priority of Triodos Impact Strategies II N.V. ("TIS II"), the Board of TIS II proposes to amend the Articles of Association ("AoA") of TIS II in their entirety, in accordance with the draft notarial deed of amendment prepared by Van Benthem & Keulen B.V. ("VBK"), which is available for inspection at the offices of TIS II and on the fund page of our website.

As a general explanation of the proposed amendments, the changes represent a modernisation of governance. It is proposed that the AoA of TIS II be aligned with, and where possible and desirable, brought textually in line with the more recent AoA of Triodos Groenfonds N.V. (2026) and Triodos Impact Strategies N.V. (2023), both of which are also managed by Triodos Investment Management B.V., to ensure greater consistency and uniformity. This means that the AoA will be amended on a significant number of points. The uniform AoA will contribute to more efficient workflows and reporting by and for Triodos Investment Management B.V., as fund manager of these funds.

All changes are aimed at making governance more practical, offering more return options, simplifying participation, and improving communication. For the full overview of changes we refer to the Changes Overview AoA TIS II, provided as annex to this notice of the General Meeting. The following amendments are examples of changes made to the AoA which relate directly to (the General Meeting of) shareholders:

#### **Clearer profit distribution rules**

The General Meeting may approve stock dividends (e.g., shares in other Triodos funds), (*Art. 30.6*).

#### **Easier participation in decision-making**

Under the new AoA the process for convening meetings of specific share classes or sub-funds has been elaborated. (*Art. 39*)

#### **Enhanced shareholder protections**

Amendments that reduce your rights or impose new obligations will only take effect three months after publication, giving shareholders time to adjust. (*Art. 40.3*) All proposed changes will still be published on the relevant Triodos website for full transparency.

#### **Dissolution of TIS II**

To the responsibility of the Management Board to act as liquidator in the event of dissolution, it has been added that the Supervisory Board will supervise the Management Board. (*Art. 41.1*) When remaining assets are distributed to shareholders in case of dissolution, distribution will be done in line with the profit-sharing rules set out in the new AoA. (*Art. 41.2*)



Furthermore, the AoA have been updated to align with current (and proposed) legislation and practice, Directive (EU) 2024/927 (“AIFMD II”) and the proposed Digital General Meeting of Legal Entities Act (*Wet digitale algemene vergadering privaatrechtelijke rechtspersonen*).

To align with AIFMD II, the Board of Directors is now explicitly empowered to apply one or more liquidity management tools (“LMTs”). LMT’s which are included hereunder are, the limitation of redemption requests, swing pricing, suspension of subscriptions, redemptions and repurchases, the use of side pockets, as well as other instruments specified by the legislation. Further details regarding these instruments can be found in the TIS II prospectus.

The current AoA, along with the proposed AoA and an overview of the amendments with a more detailed explanation thereof, are included and available at the offices of TIS II and on our website.

The General Meeting of Shareholders is requested to resolve to amend the AoA of TIS II in accordance with the aforementioned draft notarial deed of amendment. This resolution also includes authorising any (candidate) notary, notarial employee, and lawyer working at the offices of VBK to execute the notarial deed of amendment in accordance with the aforementioned draft notarial deed.

## 7. Adjustment remuneration Supervisory Board (voting item)

The board of TIS II proposes, effective 1 July 2026:

- to adjust the remuneration of a member of the Supervisory Board of TIS II from EUR 4,000 per year per sub-fund to EUR 4,500 per year per sub-fund as of 1 July 2026, and that of the chairman from EUR 5,500 to EUR 6,000 per year per sub-fund.
- To adjust this remuneration annually in line with the Collective Labor Agreement for Banks.

This adjustment of the remuneration coincides with the transfer of one of the sub-funds (Triodos Food Transition Europe Fund) of TIS II to another manager as from mid-2026. This means that as from mid-2026, TIS II has one sub-fund instead of two sub-funds. After this transfer of Triodos Food Transition Europe Fund to another manager, the total remuneration of the Supervisory Board of TIS II will be adjusted from EUR 8,000 per year (member) to EUR 4,500, and EUR 11,000 per year (chair) to EUR 6,000. Furthermore, after this transfer the personal union<sup>1</sup> will consist of only three funds (TIS II – Triodos Energy Transition Europe Fund, Triodos Groenfonds and Triodos Fair Share Fund) instead of four. In the personal union, topics that apply to all funds are discussed all at once. This takes less time than if these topics were discussed separately for each fund.

The remuneration of the Supervisory Board has not been adjusted since 2019, and the remuneration has also not been indexed annually. The board of TIS II therefore believes that an inflation adjustment is appropriate. The board believes that for the above-mentioned reasons, an increase in the remuneration of EUR 500 per sub-fund for the members of the Supervisory Board of TIS II is justified and does justice to the work and responsibilities of the members of the Supervisory Board.

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<sup>1</sup> In 2018, there was a reorganization of the Supervisory Boards of various Triodos funds. After this reorganization, these Boards of various Triodos funds consist of the same five people, the so-called personal union.