



## Convening notice for the Annual General Meeting of shareholders of Triodos Impact Strategies II N.V.

*(Investment company with variable capital)*

The annual general meeting (“AGM”) of shareholders of Triodos Impact Strategies II N.V. (“TIS II”) will take place on 12 June 2025 at 14:25 hours at the offices of Triodos Investment Management B.V. at the Reehorst, Hoofdstraat 10, Driebergen-Rijsenburg, the Netherlands. The agenda of the AGM of shareholders contains the following items: the Board report, the adoption of the annual accounts and the determination of the profit allocation (voting item), discharge of the Management Board and the Supervisory Board with respect to the performance of their duties in the financial year 2025 (voting item), the amendment of the articles of association (voting item) and the adjustment of the remuneration of the Supervisory Board (voting item). The agenda and all meeting documents, such as the annual report and the annual accounts, can be downloaded from the website. They are also available for inspection at the company’s registered office; Hoofdstraat 10, 3372 LA, Driebergen-Rijsenburg, the Netherlands and can be sent to you free of charge. Call +31 30 693 65 11 or go to [www.triodos-im.com](http://www.triodos-im.com).

### **New Format for the Annual General Meeting**

As announced during last year’s AGM, the structure of our meetings has been revised to better align with shareholders’ preferences. Starting this year, the meeting day will consist of two separate sessions:

#### Morning Session: Presentation of the fund manager

During this session, in-depth presentations will be given on the developments of the funds, including concrete examples from the portfolio. There will be ample opportunity to ask questions to the fund management and the Board. Shareholders who wish to attend this session may register via [the registration page](#). During the morning session there will also be presentations of Triodos Fair Share Fund, Triodos Groenfonds and Triodos Impact Strategies.

#### Afternoon Session: Formal Annual General Meeting

This formal meeting will address the AGM-agenda items and voting points. Shareholders will also have the opportunity to ask questions during this session. Votes may be cast in advance by proxy or in person at the meeting.

### **Register**

Shareholders who hold shares in Triodos Energy Transition Europe Fund as of 15 May 2026 and register correctly for the formal AGM are entitled to vote. The number of votes corresponds to the number of shares held on this record date.

### **Ways to participate and vote**

You can participate and vote in several ways:

You may use a proxy, so your vote will always be counted, even if you are not personally present. This can easily be arranged online via the online voting platform, allowing you to cast your vote without being physically present.

Shareholders who hold their shares at Triodos Bank N.V. and wish to submit a proxy form instead of a voting instruction via the aforementioned online voting platform, can contact Triodos Bank N.V. for this purpose. Other shareholders can also submit a proxy via the intermediary where they hold their shares. The proxy holder can cast the votes, provided the proxy is received no later than 5 June 2026.



Participation in the fund presentations in the morning: For the informative presentations by the fund managers prior to the formal AGM, shareholders can register via [the registration page](#).

Shareholders who, in addition to these fund presentations, also wish to attend the formal AGM in person can register via the shareholder portal, or through their bank or broker at CACEIS, Attn. Agent Services, De Entree 500, 1101 EE Amsterdam, or by email via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com). Upon registration, a written statement from a bank or other institution admitted by Euroclear Nederland N.V. as referred to in the Dutch Securities Giro Act must be received at the offices of CACEIS.

Registrations (including any required statements) must be received no later than 5 June 2026 at 17:00 CET. If you make use of a proxy, this must also be received by CACEIS no later than 5 June 2026.



## Explanatory notes

### Explanation for Agenda Items 6 and 7 of the General Meeting of Shareholders of Triodos Impact Strategies N.V.

#### **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 Groenfond N.V. (2026) (“TGF”) and Triodos Impact Strategies N.V. (2023) (“TIS”), both of which are also managed by Triodos Investment Management B.V. (“Triodos IM”), 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 IM, as fund manager of these funds.

Finally, the AoA have been updated to align with current (and proposed) legislation and practice, such as the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), 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”). LMTs 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 Triodos Impact Strategies II N.V. proposes to adjust the remuneration of a member of the Supervisory Board of Triodos Impact Strategies II N.V. 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.

This adjustment of the remuneration coincides with the transfer of one of the sub-funds (Triodos Food Transition Europe Fund) of Triodos Impact Strategies II N.V. to another manager as from mid-2026. This means that as from mid-2026, Triodos Impact Strategies II N.V. 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 Triodos Impact Strategies II N.V. 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 (Triodos Impact Strategies II – Triodos Energy Transition Europe Fund, Triodos Groenfonds NV 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 Triodos Impact Strategies II NV 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 Triodos Impact Strategies II N.V. is justified and does justice to the work and responsibilities of the members of the Supervisory Board.