

Agenda

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

Friday, 20 May 2022

Location: Beatrix Theater, Utrecht

09:30 *Welcome and registration*

10:00 **Annual General Meeting of Triodos Bank N.V.**

1. Opening and announcements
2. Annual report and annual accounts 2021
 - a. Report of the Executive Board 2021
 - b. Environmental and Social Report
 - c. Report of the Supervisory Board 2021
 - d. Implementation of the remuneration policy
 - e. Adoption of the annual accounts 2021*
3. Dividend
 - a. Dividend policy
 - b. Dividend for 2021*
4. Discharge
 - a. Granting discharge to the members of the Executive Board *
 - b. Granting discharge to the members of the Supervisory Board *
5. Appointment of Mr Willem Horstmann as member of the Supervisory Board *
6. Notification of intended appointment of Ms Franca Vossen as member of the Executive Board (ad interim)
7. Notification of extension of term of appointment of Mr Jeroen Rijpkema as member of the Executive Board
8. Information update about the Multilateral Trading Facility platform
9. Any other business
10. Close

14.00 *Registration*

14:30 **Annual Meeting of Depository Receipt Holders of the Foundation for the Administration of Triodos Bank Shares (SAAT)**

1. Opening and announcements
2. Report of the Board of SAAT 2021
3. Main findings of local Depository Receipt Holders' meetings
4. Any other business
5. Close

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

* Items requiring voting; other items are for discussion

Explanatory notes to the agenda items of the 2022 Annual General Meeting of Triodos Bank N.V.

AGENDA ITEM 2a

Report of the Executive Board 2021

See pages 13-102 of the Annual Report 2021.

AGENDA ITEM 2c

Report of the Supervisory Board 2021

See pages 103-112 of the Annual Report 2021.

AGENDA ITEM 2d

Implementation of the remuneration policy

Prior to the agenda item regarding the adoption of the annual accounts at the General Meeting, accountability will be taken for the implementation of the remuneration policy during the last financial year. At this agenda item disclosure will be provided on the implementation of the remuneration policy for the 2021 financial year as reflected in the remuneration report 2021.

Further information on the implementation of the remuneration policy and the remuneration report can be found on pages 117-125 of the Annual Report 2021.

AGENDA ITEM 2e

Adoption of the annual accounts 2021 *

It is proposed to adopt the annual accounts of Triodos Bank N.V. ("Triodos Bank") for the financial year 2021. The annual accounts are included in the Annual Report 2021 on pages 127-351.

AGENDA ITEM 3a

Dividend policy

See page 24 of the Annual Report 2021.

AGENDA ITEM 3b

Dividend for 2021 *

It is proposed to pay out a dividend of EUR 1.80 per (depository receipt of) ordinary share in cash over the financial year 2021. See page 197 of the Annual Report 2021.

AGENDA ITEM 4a

Granting discharge to the members of the Executive Board *

It is proposed to grant a discharge to the members of the Executive Board of Triodos Bank in respect of their duties performed during the financial year 2021 as shown in the Annual Report 2021 and by the statements made in the Annual General Meeting.

AGENDA ITEM 4b

Granting discharge to the members of the Supervisory Board *

It is proposed to grant a discharge to the members of the Supervisory Board of Triodos Bank in respect of their duties performed during the financial year 2021 as shown in the Annual Report 2021 and by the statements made in the Annual General Meeting.

AGENDA ITEM 5

Appointment of Mr Willem Horstmann as member of the Supervisory Board *

According to the resignation rota of the Supervisory Board, the second term of Aart de Geus and Ernst Jan Boers, as well as the first term of Dineke Oldenhof, will expire after the closing of the Annual General Meeting. The relevant supervisory directors have indicated that they are not available for reappointment.

The Supervisory Board has appointed Mike Nawas to succeed Aart de Geus as Chair of the Supervisory Board. As successor to Ernst Jan Boers, the Supervisory Board would like to nominate Willem Horstmann to be appointed as new member of the Supervisory Board for a four year term. The Supervisory Board is in an advanced stage with regard to filling the vacancy created by the resignation of Dineke Oldenhof. Further announcements will be made when there is reason to do so.

The Dutch Central Bank has approved the proposed appointment of Mr Horstmann. The Foundation for Administration of Triodos Bank Shares ("SAAT") has been involved in the selection process. In addition, the Works Council has been consulted and confirmed that it supports the nomination of Mr Horstmann.

Reasons for the Supervisory Board to nominate Willem Horstmann

The Supervisory Board proposes to appoint Willem Horstmann as a member of the Supervisory Board because of his knowledge and experience in financial risk management and controls, audit and financial reporting in both managerial and supervisory roles. The appointment of Willem Horstmann contributes to the diversity in the composition of the Supervisory Board due to his education, professional background, gender and age.

Reasons for Willem Horstmann to present himself for election to the Supervisory Board

Having had just resigned from my previous roles in the financial industry and I had promised myself to not seek for job opportunities for a while when I was approached to check on my interest for a Supervisory Board position at Triodos Bank. And I broke my own promise when this opportunity surfaced... An option like this does not present itself very often and it gives me the possibility to even more actively support sustainability and social impact goals within the context of the financial sector where I have built my expertise. I have had a career in asset management, insurance and banking, predominantly in the areas of risk and finance. Yet, in every management and board position that I have had I actively engaged in Environmental, Social & Governance (ESG) policy setting and subsequent activities and proactively took on Corporate social responsibilities (CSR) in the business, as I felt it was my duty to serve society in a more balanced way.

The good thing about Triodos Bank is that it approaches the business in a different way: Mission first, but within the boundaries of the balanced interests of all stakeholders. I intend to serve the mission of Triodos Bank and all its stakeholders by carefully keeping an eye on the balancing act the bank needs to perform. I would like to do that by both building on functional expertise and on dialogue with which I intend to drive clear and timely decision making and careful but strict execution. It is clear to me that in the changing regulatory and broader stakeholders context, the short term focus needs to be on financial and business improvement without diluting the mission. In that balancing act the bank cannot shy away from taking the necessary steps to reinforce the position that is still there for Triodos Bank as I see it: The change catalyst when it comes to sustainability and social inclusion.

Abridged CV of Willem Horstmann

Willem Horstmann (1967) previously worked at AEGON where he held various positions amongst others as member of the Supervisory Board of AEGON Bank, Chief Risk Officer/Member of the Executive Board and CFRO of Aegon Mortgages. Before that he worked at Vivat Verzekeringen as CRO and Zwitterleven (CFRO) and AEGON Investment Management (CFO) and held various other managerial roles in risk and finance. He started his career at Nederlandse Verzekeringsgroep.

Willem Horstmann is of Dutch nationality and does not own any Triodos Bank depository receipts.

AGENDA ITEM 6

Notification of intended appointment of Ms Franca Vossen as member of the Executive Board (ad interim)

The Supervisory Board intends to appoint Franca Vossen as member of the Executive Board of Triodos Bank ad interim, in the role of Chief Risk Officer (CRO) for a maximum period of one year. Franca Vossen will temporarily replace the current CRO, Carla van der Weerd, who is expected to require a recovery period of up to 12 months due to the health effects of prolonged COVID-19.

In accordance with the provisions of law and the articles of association of Triodos Bank, the Supervisory Board notifies the General Meeting of this intention.

Franca Vossen will be remunerated in accordance with the policy currently in force for the members of the Executive Board.

The Dutch Central Bank has approved the proposed appointment of Franca Vossen.

The Works Council of Triodos Bank has been informed.

Abridged CV of Franca Vossen

Franca Vossen (1972) currently holds roles as member of the supervisory board of Coöperatie VGZ and MeDirect Bank Belgium. She will step down from the latter before the upcoming Annual General Meeting of Triodos Bank. From 2017 to 2020, she was CRO and Managing Board Member of LeasePlan Cooperation. Before that she has held various international senior management positions in finance and risk at financial institutions such as ABN AMRO, Fortis, ING and De Lage Landen.

Franca Vossen is of Dutch nationality and does not own any Triodos Bank depository receipts.

AGENDA ITEM 7

Notification of extension of term of appointment of Mr Jeroen Rijkema as member of the Executive Board

On 21 May 2021, the Supervisory Board appointed Jeroen Rijkema as member of the Executive Board in the role of Chair of the Board for a period of two years. Given the strategic challenges Triodos Bank faces, the Executive Board will benefit from stability in its composition. On 8 October 2021 the Supervisory Board announced its intention to extend the term of Jeroen Rijkema to a regular term of four years until after the closing of the Annual General Meeting in May 2025.

In accordance with the provisions of law and the articles of association of Triodos Bank, the Supervisory Board notifies the General Meeting of this intention.

The Dutch Central Bank has approved the proposed extended term of appointment of Jeroen Rijkema. The Works Council of Triodos Bank has confirmed its support for this intended decision.

Abridged CV of Jeroen Rijkema

Jeroen Rijkema (1960) has been a statutory member of the Executive Board of Triodos Bank N.V. since 21 May 2021 and is Chair of this Board. He is also member of the Board of Stichting Triodos Holding. Jeroen is a member of the Board of the Dutch Banking Association. In addition, he is a Board member of Stichting Social Finance NL and Stichting Graaf Carel van Lynden (Keukenhof estate and Dutch bulb flower exhibition).

Jeroen Rijkema is of Dutch nationality and owns 315 Triodos Bank depository receipts.

AGENDA ITEM 8

Information update about the Multilateral Trading Facility platform

The Executive Board will give an update on the progress made to implement the decision made in December 2021 to pursue a listing of the depository receipts on a multilateral trading facility platform.

Explanatory notes to the agenda items of the 2022 Annual Meeting of Depository Receipt Holders of the Foundation for the Administration of Triodos Bank Shares (SAAT)

AGENDA ITEM 2

Report of the Board of SAAT 2021

See pages 374-383 of the Annual Report 2021.

AGENDA ITEM 3

Main takeaways of local Depository Receipt Holders' meetings

In May 2022, meetings will be organised by the Board of SAAT in all countries where Triodos Bank is active, to discuss with the Depository Receipt Holders the voting items that are on the agenda of the Annual General Meeting as well as the broader interests of the Depository Receipt Holders in order to arrive at sound decision-making. During the Annual Meeting of Depository Receipt Holders, the Board of SAAT will share the main findings from these meetings.