

AGENDA

ANNUAL GENERAL MEETING OF TRIODOS BANK N.V.

Date and time: Friday, 17 May 2024, 10:00

Location: Hotel Theater Figi, Zeist

09:00 *Welcome and registration*

10:00 *Start of meeting*

1. Opening and announcements
2. Annual report and annual accounts 2023
 - a. Report of the Executive Board 2023 (*for discussion*)
 - b. Report of the Supervisory Board 2023 (*for discussion*)
 - c. Implementation of the remuneration policy (*for discussion*)
 - d. Adoption of the annual accounts 2023 (*decision*)
3. Dividend
 - a. Dividend policy (*for discussion*)
 - b. Dividend for 2023 (*decision*)
4. Discharge
 - a. Discharge of members of the Executive Board in office during the financial year 2023 for the performance of their duties during 2023 (*decision*)
 - b. Discharge of members of the Supervisory Board in office during the financial year 2023 for the performance of their duties during 2023 (*decision*)
5. Notification of intended appointment of Marjolein Landheer as member of the Executive Board (Chief Risk Officer) (*for discussion*)
6. Authorisation of the Executive Board to acquire shares and depository receipts for shares in the capital of Triodos Bank N.V. (*decision*)
7. Multilateral Trading Facility platform: evaluation (*for discussion*)
8. Any other business and closing

15:00 *End of programme (indicative)*

Explanatory notes to the agenda of the Annual General Meeting of Triodos Bank 2024

Agenda item 2a: Report of the Executive Board 2023 (*for discussion*)

The following sections of the Annual Report 2023 comprise the Executive Board Report: 'Triodos Bank in 2023' (pages 6-43), 'Our Impact' (pages 44-111), 'ESG Reporting' (pages 112-139), 'Risk Management' (pages 140-167) and 'Leadership and Governance' (excluding the Supervisory Board Report and Remuneration Report sections, pages 168-177).

Agenda item 2b: Report of the Supervisory Board 2023 (*for discussion*)

See pages 180-190 of the Annual Report 2023.

Agenda item 2c: Implementation of the remuneration policy (*for discussion*)

Prior to the agenda item regarding the adoption of the annual accounts, 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 2023 financial year as reflected in the remuneration report 2023. Further information on the implementation of the remuneration policy and the remuneration report can be found on pages 191-202 of the Annual Report 2023.

Agenda item 2d: Adoption of the annual accounts 2023 (*decision*)

It is proposed to adopt the annual accounts of Triodos Bank for the financial year 2023. The annual accounts are included in the Annual Report 2023 on pages 204-435.

Agenda item 3a: Dividend policy (*for discussion*)

See pages 36-37 of the Annual Report 2023.

Agenda item 3b: Dividend for 2023 (*decision*)

It is proposed to pay out a final dividend of EUR 2.84 per (depository receipt of a) ordinary share in cash over the financial year 2023. See pages 30-31 of the Annual Report 2023. The total dividend for 2023 amounts to EUR 4.07 per (depository receipt of a) ordinary share in cash, including the previously paid interim dividend of EUR 1.23 per (depository receipt of a) ordinary share.

Agenda item 4a: Discharge of members of the Executive Board in office during the financial year 2023 for the performance of their duties during 2023 (*decision*)

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 2023 as shown in the Annual Report 2023 and by the statements made in the Annual General Meeting.

Agenda item 4b: Discharge of members of the Supervisory Board in office during the financial year 2023 for the performance of their duties during 2023 (*decision*)

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 2023 as shown in the Annual Report 2023 and by the statements made in the Annual General Meeting.

Agenda item 5: Notification of intended appointment of Marjolein Landheer as member of the Executive Board (Chief Risk Officer) (*for discussion*)

The Supervisory Board intends to appoint of Marjolein Landheer as a member of Triodos Bank's Executive Board, in the role of Chief Risk Officer (CRO), for a period of four years. Ms Landheer has performed the role of CRO since 25 January 2023 on an ad interim basis.

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. Ms Landheer 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 Ms Landheer. The Works Council of Triodos Bank has been consulted and supports the appointment.

Abridged CV of Marjolein Landheer

Before joining Triodos Bank on 1 October 2022 as Director Risk -and as of 25 January 2023 as CRO ad interim- Marjolein Landheer (1970) worked for a large part of her career at FMO, the Dutch Entrepreneurial Development Bank, most recently as Director Risk and before that in several managerial functions. Marjolein Landheer started her career at ING and holds a Master's degree in econometrics from Erasmus University Rotterdam. Marjolein Landheer is of Dutch nationality and does not hold any Triodos Bank depository receipts.

Agenda item 6: Authorisation of the Executive Board to acquire shares and depository receipts for shares in the capital of Triodos Bank N.V. (decision)

It is proposed to authorize the Executive Board, subject to the approval of the Supervisory Board, for a period of 18 months following the date of the decision of the General Meeting, to acquire shares or depository receipts in the capital of Triodos Bank on the MTF or otherwise, for a price which is higher than nil and does not exceed the Net Asset Value per share or depository receipt as calculated based on the most recent financial statements of Triodos Bank N.V., up to 10% of the issued share capital of Triodos Bank as at 17 May 2024. Net Asset Value means the book value of the assets of Triodos Bank minus the book value of the liabilities of the Triodos Bank. The Net Asset Value per share or depository receipt will be determined by dividing the Net Asset Value by the total shares outstanding of Triodos Bank. Triodos Bank may only purchase shares or depository receipts with the prior consent of De Nederlandsche Bank (DNB).

Agenda item 7: Multilateral Trading Facility platform: evaluation (for discussion)

The Executive Board will reflect on the outcome of the evaluation of the MTF trading platform. As communicated previously, Triodos Bank has initiated an evaluation of the restoration of the trading of the depository receipts on the MTF. This evaluation focused tradability, pricing and liquidity, operational performance, and accessibility of the MTF. The Executive Board will present its conclusions based upon the outcome of the analysis of these elements. The Executive Board will further reflect how Triodos Bank will pursue further steps to enhance the tradability of depository receipts, to the extent possible and in the interest of depository receipt holders and all other stakeholders.