

AGENDA

Extraordinary 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)

Tuesday, 29 March 2022

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

1. Opening and announcements
2. Approval of the Restricted Depository Receipts Buyback programme and authorisation of the Executive Board to acquire depository receipts for shares in the capital of Triodos Bank N.V. in connection with that programme *
3. Any other business
4. Close

11:30 **Meeting of Depository Receipt Holders of the Foundation for the Administration of Triodos Bank Shares (SAAT)**

1. Opening and announcements
2. Explanation of the voting declaration with respect to the Restricted Depository Receipts Buyback programme
3. Questions and Answers
4. Any other business
5. Close

12:30 *End of programme (approx.)*

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

AGENDA ITEM 2:

Approval of the Restricted Depository Receipts Buyback programme and authorisation of the Executive Board to acquire depository receipts for shares in the capital of Triodos Bank N.V. in connection with that programme.*

It is proposed to approve the Restricted Depository Receipts (DRs) Buyback Programme and to authorise the Executive Board of Triodos Bank N.V. to purchase a maximum of 244,067 depository receipts for shares in the capital of Triodos Bank N.V. at a price of EUR 59 per depository receipt, and otherwise in the manner and on the conditions set out in the Restricted Depository Receipts Buyback Programme.

This authorisation replaces and supersedes the authorisation assigned by the Annual General Meeting of 29 June 2020 under agenda item 6c and ends on the earlier of 20 December 2022 or the date of renewal of this authorisation.

Main characteristics of the Restricted Depository Receipt Buyback programme

A maximum amount of EUR 14.4 million is available for the total programme.

The buyback price for a depository receipt is EUR 59.

The programme is organised in two steps:

1. A Solidarity arrangement for which a maximum of EUR 3 million is reserved
2. DR Buyback programme for which EUR 11.4 million is reserved plus the possible remainder of the Solidarity arrangement

Solidarity arrangement

The Solidarity arrangement will start on 30 March 2022.

A buyback under the Solidarity arrangement has a maximum of EUR 6,000 per investment account.

The criteria for eligibility of an accountholder for participation in the Solidarity arrangement are among others:

- A serious, urgent, and immediate need for liquidity in order to meet ongoing vital expenses (rent, mortgage, food, medical expenses); and
- This immediate need results from an unforeseen personal event (e.g. illness, unemployment); and
- No freely liquidable financial assets are available.

Any decision to buy back Depository Receipts under this Solidarity arrangement, including the assessment as to whether the eligibility criteria are met, are at the sole discretion of Triodos Bank.

In case of oversubscription, the buyback under the Solidarity arrangement will be allocated pro-rata based on the subscription amounts. In this case eligible DR holders receive less than the EUR 6,000 maximum amount.

In case of undersubscription the remainder of the EUR 3 million reserve will be added to the DR Buyback programme.

The Solidarity arrangement will be executed in the manner and under the conditions further set out in the communication that will follow on 30 March 2022.

DR Buyback programme

The Buyback programme will start once the Solidarity arrangement is completed.

A buyback under the DR Buyback programme has a maximum of EUR 2,000 per investment account. Every DR holder is eligible to participate.

In case of oversubscription the buyback will be allocated pro-rata based on the subscription amounts, resulting in a buyback amount per subscribed investment account that is lower than EUR 2,000.

In case of undersubscription, a next subscription round will be held. All DR holders are eligible to participate in a second round, should this be launched.