

## Agenda

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### 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, 28 September 2021

09:30      **Extraordinary General Meeting of Triodos Bank N.V.**

1. Opening and announcements
2. Composition Supervisory Board
  - a. Appointment of Ms. Danielle Melis as member of the Supervisory Board \*
  - b. Appointment of Ms. Susanne Hannestad as member of the Supervisory Board \*
3. Notification of intended appointment of Mr. Jacco Minnaar as member of the Executive Board
4. Notification of intended appointment of Mr. Nico Kronemeijer as member of the Executive Board
5. Strategic considerations on access to capital and suspension of trade in Depository Receipts
6. Any other business
7. Close

12:00      **Meeting of Depository Receipt Holders of  
the Foundation for the Administration of Triodos Bank Shares (SAAT)**

1. Opening and announcements
2. Composition Board of SAAT
  - a. Appointment of Ms. Roelien Ritsema van Eck as member of the Board of SAAT\*
  - b. Appointment of Mr. Tarique Arsiwalla as member of the Board of SAAT\*
3. Any other business
4. Close

13:00      **End of programme (approx.)**

\* Item requiring voting; other items are for discussion

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

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### AGENDA ITEM 2

#### Composition of the Supervisory Board

After the Annual General Meeting of 21 May 2021, Fieke van der Lecq stepped down from the Supervisory Board following the expiration of her term. At that meeting, the Supervisory Board announced that it was in an advanced stage of recruitment and selection of new Supervisory Board members to succeed Fieke van der Lecq and to strengthen the Board with a member who has particular experience in the field of digitalisation.

#### 2a. Appointment of Ms. Danielle Melis as member of the Supervisory Board \*

A vacancy has arisen on the Supervisory Board at the end of the Annual General Meeting of 21 May 2021 following the expiration of Fieke van der Lecq's four year term and her decision not to seek re-appointment. The Supervisory Board would like to nominate Danielle Melis to be appointed as a new member of the Supervisory Board for a term that starts at the close of this Extraordinary General Meeting and ends at the close of Triodos Bank's Annual General Meeting in 2025.

With regard to this appointment, the Works Council has exercised its enhanced right of recommendation and has proposed to the Supervisory Board to nominate Danielle Melis as a member of the Supervisory Board to be appointed in an Extraordinary General Meeting. It is noted that this reinforced recommendation by the Works Council, also reflects the position of the Works Council with respect to Danielle Melis' nomination within the meaning of art. 2:158(4) of the Dutch Civil Code.

The Dutch Central Bank has approved the proposed appointment of the candidate. The Foundation for Administration of Triodos Bank Shares ("SAAT") has been consulted during the selection process.

#### Note from the Supervisory Board

The Supervisory Board proposes to appoint Danielle Melis as member of the Supervisory Board in particular because of her knowledge of and experience with corporate governance and institutional investment management. Diversity in the composition of the Supervisory Board with respect to educational and professional background, gender and age were taken into account for this nomination decision.

#### Reasons for Danielle Melis to stand as a candidate

I started my career in the financial sector more than 25 years ago at MeesPierson, and since then my various (expert, senior management and board) roles in the financial sector provided me with valuable insights in the influence of financial institutions on society as a whole and the responsibilities that follow from this influence. Like Rudolf Mees, one of the founding fathers of Triodos Bank, and one of the founders of sustainable banking, I believe in the power of allocating capital responsibly. I personally feel strongly connected to and have witnessed 'finance change' and 'change finance'. Being part of the governance of Triodos Bank provides me with the honour and opportunity to share my knowledge and experience gained in the financial sector and in other communities and organisations with the Triodos community, and at the same time collaborate with others and be challenging and supportive in their actions. As member of the Supervisory Board of Triodos Bank I hope to be able to contribute to the success of Triodos going forward, acting as a trusted board member for all stakeholders, sounding board for the Executive Board, sounding board for the Works Council and representative of Triodos Bank - a unique bank that is faced with complex strategic, financial, operational and leadership challenges ahead. In this world that is in transition, with immense global challenges that require immediate action, Triodos Bank in my view still holds a unique mission, and a special place in the financial sector as both initiator and promotor of sustainable banking. At the same time, in order to continue to be the frontrunner of sustainable banking Triodos Bank needs to be a financially sound and future proof organisation to be able to continue on its mission for generations ahead. That requires important questions to be answered and choices to be made. I would be honoured to contribute to the ongoing ambition of Triodos Bank and challenge its leadership in the years ahead of us.

#### Abridged CV of Danielle Melis

Daniëlle Melis (1972) holds various board positions in the financial sector and is actively involved in organisations and initiatives that contribute to society through their mission. Daniëlle Melis is a Board Member of General Pension Fund Stap. In addition she holds three non-executive board positions. She is a member of various Supervisory Boards: Kempen Capital Management Investment Funds (since 2017); Blue Sky Group Holding, an independent pension services provider (since 2017); and Pension Fund for Medical Specialists (SPMS) (since 2014). Danielle Melis is currently Chair of the Board of

\* Item requiring voting; other items are for discussion

Stichting Madurodam, the foundation that holds 100% of the shares of Madurodam BV, the unique miniature park in the Hague, and which oversees Madurodam Group, including three ANBI foundations of the Group that supports in social projects and initiatives aimed at children's wellbeing. Daniëlle Melis holds various academic positions, including a senior fellowship at the International Center for Financial Law & Governance. She is a member of the Disciplinary Council of the Dutch Securities Institute (DSI) and active member of the International Corporate Governance Network (ICGN). Daniëlle Melis started her career in the financial sector working for MeesPierson, NIBC and Rabobank. Daniëlle Melis is of Dutch nationality and does not own any Triodos Bank Depository Receipts.

## **2b. Appointment of Ms. Susanne Hannestad as member of the Supervisory Board\***

The Supervisory Board decided to extend its board with an additional member, more in particular with a member with international digital financial experience. The Supervisory Board would like to nominate Susanne Hannestad to be appointed as a new member of the Supervisory Board for a term that starts at the close of this Extraordinary General Meeting and ends at the close of Triodos Bank's Annual General Meeting in 2025. After the appointment of Susanne Hannestad, the Supervisory Board is composed of seven members.

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

### **Note from the Supervisory Board**

The Supervisory Board proposes to appoint Susanne Hannestad as member of the Supervisory Board because of her knowledge of and experience with banking, investing in banking & financial challenger companies as well as her international profile. Diversity in the composition of the Supervisory Board with respect to educational and professional background, gender and geographical provenance were taken into account.

### **Reasons for Susanne Hannestad to stand as a candidate**

Thought leadership in sustainable impact is what attracted me to Triodos. Financial inclusion is very close to my heart and I look forward to contributing to the business and digital transition in the ever-changing financial services sector. As international digital executive and strategic builder of companies, it will be a pleasure to help Triodos Bank continue to grow and innovate.

Culture and people are core to the success Triodos has achieved and will be core going forward, to change finance. I have been part of major changes and digitalisation programmes in my experience with banks and fintechs. The world needs a bank like Triodos, and I hope to contribute to the further development of Triodos Bank and its mission over the coming years.

### **Abridged CV of Susanne Hannestad**

Susanne Hannestad (1961) is currently the CEO of Fintech Mundi AS, a company advising high potential financial technology companies. She is also Chair of the Board at Neonomics AS, providing the next generation of open banking across Europe; Board Director of Crunchfish AB, a technology company developing software innovations and Non-Executive Board Director at Monty Mobile Ltd, a leading value-added-service & telecom solutions company. She is an experienced international executive and board director in the industries of Financial Services, Financial Technology, Financial Inclusion, Cards, Payments, and Insurance. She is a former Board Director at Nordax Group AB, a Nordic specialist bank for consumer lending in Northern Europe; and former Executive Chairman at Zwipe AS, a pioneer company providing biometric contactless payments experience globally; and she was Advisory Board member at Mastercard Europe, providing payments solutions across Europe. Susanne Hannestad is of Norwegian nationality and does not own any Triodos Bank Depository Receipts.

## **AGENDA ITEM 3**

### **Notification of intended appointment of Mr. Jacco Minnaar as member of the Executive Board**

During the Annual General Meeting of 21 May 2021, the meeting was informed that the Chief Operating Officer, Jellie Banga, had left Triodos Bank on 1 May 2021. To enable the Executive Board to give proper attention to all priorities, two vacancies have been created: Chief Operating Officer and Chief Commercial Officer. An internal recruitment process was initiated, and an internal candidate was selected for the role of Chief Commercial Officer (CCO).

The Supervisory Board intends to appoint Jacco Minnaar as Chief Commercial Officer and member of the Executive Board of Triodos Bank for a period of four years, with the option for reappointment, in alignment with the Dutch Corporate Governance Code. 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.

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

\* Item requiring voting; other items are for discussion

The Dutch Central Bank has approved the proposed appointment of Jacco Minnaar as member of the Executive Board. The Works Council of Triodos Bank has given positive advice with regard to the intended appointment.

#### **Abridged CV of Jacco Minnaar**

Jacco Minnaar (1971) is currently Managing Director for Triodos Investment Management (“Triodos IM”), a role he has held since June 2017 and he is Chair of the Management Board since January 2019. He started working for Triodos IM in October 2006. Prior to his current position as Chair, he served Triodos across various functions including Director of Energy and Climate, Fund Manager of Triodos Fair Share Fund, and Regional Manager of Africa and Latin America. Jacco Minnaar has over 25 years of experience in the financial sector and asset management industry. Before joining Triodos, he managed the Financial Markets Development Programme of International Finance Corporation (IFC) in the Mekong region. Jacco Minnaar is of Dutch nationality and owns 20 Triodos Bank Depository Receipts

#### **AGENDA ITEM 4**

##### **Notification of intended appointment of Mr. Nico Kronemeijer as member of the Executive Board**

During the Annual General Meeting of 21 May 2021, the meeting was informed that the Chief Operating Officer, Jellie Banga, had left Triodos Bank on 1 May 2021. To enable the Executive Board to give proper attention to all priorities, two vacancies have been created: Chief Operating Officer and Chief Commercial Officer. An internal recruitment process was initiated, and an internal candidate was selected for the role of Chief Operating Officer (COO).

The Supervisory Board intends to appoint Nico Kronemeijer as Chief Operational Officer and member of the Executive Board of Triodos Bank for a period of four years, with the option for reappointment, in alignment with the Dutch Corporate Governance Code. 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.

Nico Kronemeijer 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 Nico Kronemeijer as member of the Executive Board. The Works Council of Triodos Bank has given positive advice with regard to the intended appointment.

#### **Abridged CV of Nico Kronemeijer**

Nico Kronemeijer (1964) is currently Group Director ICT of Triodos Bank N.V., a role which he has held since joining the bank in 2013. In this role, Nico is responsible for the entire ICT backbone of the Triodos Bank core banking system, data warehousing, ICT security and software development of mobile and desktop applications. Prior to joining Triodos Bank, Nico Kronemeijer was Director ICT at Friesland Bank NV, among others. In addition to his work commitments, Nico is active as member of the Supervisory Board of the Art Centre ‘it Toanhus’ in Friese Meren. Nico Kronemeijer is of Dutch nationality and owns 7 Triodos Bank Depository Receipts.

#### **AGENDA ITEM 5**

##### **Strategic considerations on access to capital and suspension of trade in Depository Receipts**

The Executive Board will provide an update on its strategic considerations on access to capital and the suspension of trade in Depository Receipts.

\* Item requiring voting; other items are for discussion

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

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### AGENDA ITEM 2

#### Composition of the board of SAAT

The Board of SAAT strives in terms of its composition for broad societal experience; boasts extensive and diversified management competences and knowledge; and can draw on a social network that is relevant to the fulfilment of Triodos Bank's mission. The Board of SAAT is able to perform its role as shareholder from the three-fold perspective of its mandate: to safeguard Triodos Bank's mission, independence and the economic interests of the Depository Receipt holders. For a more in-depth description of the role of SAAT view "SAAT's vision on how to fulfil its role" at [www.triodos.com/governance](http://www.triodos.com/governance). The individual members of the Board of SAAT combine specific competences with a strong engagement with Triodos Bank's mission. The required competences for members of the Board of SAAT are described in the "profile of the Board of SAAT" (view [www.triodos.com/governance](http://www.triodos.com/governance)).

Due to personal circumstances, Willem Lageweg has decided to step down from the Board of SAAT after the Depository Receipt Holder Meeting of 28 September 2021. Also given the resignation rota of the Board of SAAT, the Board wants to nominate two new members: Ms. Roelien Ritsema van Eck and Mr. Tarique Arsiwalla.

The two candidates that are being nominated meet the profile of a member of the Board of SAAT in general. Taking into account the generic profile of a member of the Board of SAAT, Board of SAAT aims for a diverse composition in terms of background, gender, nationality, age, personality, style and competences.

The Executive Board of Triodos Bank N.V. is in favour of these two nominations and the Supervisory Board has given its prior approval in accordance with the Articles of Association of SAAT and Triodos Bank N.V.

#### 2a. Appointment of Ms. Roelien Ritsema van Eck as member of the Board of SAAT \*

##### Notes from the Board of SAAT on the nomination of Roelien Ritsema van Eck

The Board of SAAT is delighted to propose Roelien Ritsema van Eck as member of the Foundation for the Administration of Triodos Bank Shares (SAAT) for a term that starts at the close of this Meeting of Depository Receipt Holders and ends at the close of the Annual Meeting of Depository Receipt Holders in 2026.

Apart from fitting with SAAT's profile and the general engagement to Triodos Bank's mission, Roelien Ritsema van Eck will strengthen the Board of SAAT in its banking knowledge and experience and its ability to challenge strategy in general. Roelien Ritsema van Eck will also strengthen SAAT in its experience and perspective from the angle of executive and non-executive responsibility. In terms of diversity, she contributes to the diversity in age, gender and background. The Board of SAAT is pleased that Roelien Ritsema van Eck is available to be a member of the Board.

##### Reasons for Roelien Ritsema van Eck to stand as a candidate

Growing up in the countryside and having a brother with disabilities, respect for both the Earth and wider social inclusivity are second nature to me. Nowadays I try to instill these values with my three daughters.

After a career in the financial sector, I made the switch to the public sector (education and health care). In both my personal and professional life, I have always tried to focus on 'people, planet and profit'. A very strong ethos to work to. Currently I work in the social housing sector. I manage the precious resources available as efficiently as possible to enable more people to have access to the opportunity to live well in an affordable house. Another priority is in making the housing stock sustainable.

On top of that I try to contribute by working in board positions that contribute and make a difference to people and society. Becoming a member of the Board of SAAT excites me immensely. Particularly a bank can make a difference, with Triodos being a frontrunner of financing positive change.

##### Abridged CV of Roelien Ritsema van Eck

Roelien Ritsema van Eck (1975) is currently member of the Executive Board of De Alliantie, a Dutch housing corporation. She is also member of the Supervisory Board of IJsselland Hospital and Care Group Sint Maarten. Prior to that she was member of the Executive Board of Erasmus University Rotterdam (until 2021). She is an experienced banker and worked at ABN Amro (1999-2018) in various positions such as Director Real Estate & Facility Management, Director Payments and Director Credits. Roelien Ritsema van Eck is of Dutch nationality and does not own any Triodos Bank Depository Receipts.

\* Item requiring voting; other items are for discussion

## 2b. Appointment of Mr. Tarique Arsiwalla as member of the Board of SAAT \*

### Notes from the Board of SAAT on the nomination of Tarique Arsiwalla

The Board of SAAT is delighted to propose Tarique Arsiwalla as member of the Foundation for the Administration of Triodos Bank Shares (SAAT) for a term that starts at the close of this Meeting of Depository Receipt Holders and ends at the close of the Annual Meeting of Depository Receipt Holders in 2026. Apart from fitting with SAAT's profile and the general engagement to Triodos Bank's mission, Tarique Arsiwalla will strengthen the Board of SAAT in its banking knowledge and experience, and in particular its ability to challenge from the angle of innovative sustainable entrepreneurship and from the more generic strategic angle. Tarique Arsiwalla will also strengthen SAAT in its experience and perspective from the angle of executive responsibility. In terms of diversity, he contributes to the diversity in age, gender and background. The Board of SAAT is pleased that Tarique Arsiwalla is available to be a member of the Board.

### Reasons for Tarique Arsiwalla to stand as a candidate

In the last ten to fifteen years I have been deeply involved in innovations aiming to improve the agri-food chain. My company Protix actively reduces food waste by re-using food leftovers, creating a shorter and circular food chain and reducing pressure on our oceans and tropical rainforests by providing viable alternatives to fish meal and palm oil. As a "cleantech" investor today I actively support innovative start-ups and scale-ups in creating lasting impact. In these roles, I have experienced the incredible importance of believers and supporters, willing to invest both money, time and network to make dreams and impact a reality. I was honoured when I was asked to stand for membership of the Board of SAAT because Triodos also takes this "kickstarter" position. I am excited to contribute to defining the next wave of innovations that will make significant impact. At the same time Triodos needs to remain a financially healthy bank. My experience in banking (ING) and strategic consultancy at McKinsey will be helpful in striking the right balance for a sustainable future.

### Abridged CV of Tarique Arsiwalla

Tarique Arsiwalla (1975) is co-founder and member of the Strategic Advisory Board of Protix, the world-leading producer of sustainable insect-based proteins and lipids, recognised by the World Economic Forum as Technology Pioneer in 2015. He is the Head of Strategy & Business Development of Vermaat Groep B.V., providing tailor-made hospitality solutions. He is also investor in innovations that create environmental and health impact.

Tarique Arsiwalla is an experienced leader, starting his professional career at ING, the management consulting firm McKinsey and until 2019 as CCO of Protix. Tarique Arsiwalla is of Dutch nationality and does not own any Triodos Bank Depository Receipts.

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