

*Proposed change of nominal value*

*Why is Triodos Bank's nominal value being reduced? Why are you changing the nominal value of your shares? What is the impact for depository receipt holders?*

The Executive Board and the Supervisory Board propose to reduce the issued capital of Triodos Bank by means of lowering the nominal value per share to EUR 1. For each share, an amount of EUR 49 will be added to the share premium reserve of the company, meaning that the equity of Triodos Bank shall remain unchanged.

The lowering of the nominal value of shares will enable Triodos Bank, if required, to issue new shares at varying trading prices of depository receipts. The ability to issue new shares / depository receipts is important to be able to issue stock dividend or to maintain access to new capital, whenever this may be needed. This is currently not possible because the trading price is lower than the nominal value of EUR 50. The proposed nominal value of EUR 1 is in line with market practice (ABN AMRO EUR 1 and ING EUR 0.01 and Van Lanschot Kempen EUR 1).

Lowering the nominal value is a technical adjustment for the above reasons and does not affect the rights of the depository receipt holders nor the net asset value per certificate nor the number of issued shares.

*What is the difference between nominal value, net asset value and the weekly auction price of the depository receipts of Triodos Bank on the Captin Multilateral Trading Facility (MTF)?*

The **nominal value** of a share is the fixed value assigned to Triodos Bank's shares by virtue of the Articles of Association.

The **Net Asset Value** (NAV) of Triodos Bank's share represents the per-share value of Triodos Bank's assets minus its liabilities. NAV is calculated: (assets minus liabilities =) equity divided by the total number of issued shares.

The **DR market price**: The market price - also called auction price - is determined based on the highest volume of possible trades, in other words the auction price is set at the price at which the most depository receipts can be traded on the MTF.

For more information regarding the MTF and trading of depository receipts on the MTF please visit:

<https://www.triodos.com/en/investing/triodos-bank-depository-receipts>

***Does a change of the nominal value of my shares effect my dividend payments? How does this impact the bank's overall financial health?***

No, this change of nominal value has no impact on the (non)financial performance of Triodos Bank or dividend payments other than after change Triodos Bank can propose stock dividend.

### ***Voting on changing articles of association***

***What is the required quorum for voting on changing the articles of association? What will happen if the required quorum is not present at the Extraordinary General Meeting on 23 October 2024?***

This has an impact on agenda item 4.a and 4.b, the other voting items need a simple majority (>50% of depository receipt holders that actually cast votes).

In accordance with article 18 paragraph 3 of the current Articles of Association, during the general meeting which must decide on a decision to amend the Articles of Association (agenda item 4.a and 4.b), at least three-quarters of the issued capital must be represented. If the required part of the issued capital is not represented, a second general meeting shall be summoned after this general meeting, which meeting, irrespective of the represented part of the issued capital, may take a valid decision concerning the proposed amendment to the Articles of Association, on the condition that the decision is taken by a three-quarters majority of the votes cast.

***What will happen if more that >25% of depository receipt holders that cast their votes at the second Extraordinary General Meeting against the current agenda item 4.a and 4.b?***

Then we cannot change the Articles of Association, and we will consider next steps.