

Agenda

Meeting of Depository Receipt Holders of Stichting Administratiekantoor Aandelen Triodos Bank (SAAT)

Wednesday, 9 October 2024, 10:00

Location: Landgoed De Reehorst, Hoofdstraat 10 in Driebergen-Rijsenburg

09:00 *Welcome & Registration*

10:00

1. Opening and announcements
2. Consultation on SAAT's position on the voting items on the agenda of the extraordinary general meeting of Triodos Bank N.V. on 23 October 2024 (*for discussion*)
3. Any other business
4. Closing

11:30 *End of the programme (estimated time)*

Explanation of the agenda items of the Meeting of Depository Receipt Holders Stichting Administratiekantoor Aandelen Triodos Bank (SAAT)

Agenda item 2: Consultation on SAAT's position on the voting items on the agenda of the extraordinary general meeting of Triodos Bank N.V. on 23 October 2024 *(for discussion)*

During this agenda item, SAAT explains how it intends to vote at the extraordinary general meeting (EGM) of Triodos Bank N.V. on 23 October 2024. In this context, holders of depository receipts will be given the opportunity to ask questions and comment on the voting items on the agenda of this extraordinary general meeting. SAAT will take into account the input of depository receipt holders when finalising its explanation of vote at the EGM.

The agenda of the EGM includes the proposal for a listing on Euronext. In connection with this proposal, amendments to Triodos Bank's articles of association are proposed. For a listing on Euronext, SAAT's articles of association and administration conditions will also have to be amended. These amendments concern so-called technical adjustments that are necessary to bring the articles of association and administration conditions in line with the requirements of the law and that are related to the proposed listing on Euronext. If a decision is taken during the EGM to list on Euronext, a new meeting of depository receipt holders will be organised so that the necessary amendments to SAAT's articles of association and administration conditions can be submitted to the depository receipt holders in a timely manner.

The explanatory notes to the EGM agenda explain that when proposals to amend Triodos Bank's articles of association are to be decided at a shareholders' meeting, at least 75% of Triodos Bank's issued capital must be represented. If less than 75% of the issued capital is represented during the EGM, a new shareholders' meeting must be convened. There is no requirement of 75% representation of the subscribed capital for this second meeting. Proposals to amend Triodos Bank's articles of association can be adopted at the second shareholders' meeting with a 75% majority of the votes. Should a new extraordinary meeting of shareholders of Triodos Bank N.V. be necessary, SAAT will again use the explanation of vote prepared for the EGM after the meeting of depository receipt holders on 9 October 2024 at that new meeting – provided of course that the course of the EGM does not give rise to a change.