

## Articles of association Triodos Bank NV

Continuous text of the articles of association of:  
Triodos Bank NV, with statutory seat in Zeist, after partial amendment to the articles of association, by deed executed on 21 May 2010 before M.D.P. Anker, civil law notary in Amsterdam.

Ministerial declaration of no objection dated 27 April 2010, number N.V.: 226.467.

This is a translation into English of the original Dutch text. An attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

### ARTICLES OF ASSOCIATION (STATUTEN)

#### PREAMBLE

The anthroposophic movement and the movement for religious renewal, the Foundation Christian Community, were the sources of information for the people who established Triodos Bank.

Triodos Bank is – entirely freely – associated with the philosophy initiated by Rudolf Steiner, anthroposophy, which movement thereby represents a key principle for the work of Triodos Bank.

#### Name, seat and structure-regime

##### Article 1

1. The name of the company is Triodos Bank nv.
2. It has its corporate seat at Zeist. The company may have offices and branches in and outside the Netherlands.
3. The company is a structure-regime company to which the provisions of Articles 2:158 up to and including 2:164 of the Dutch Civil Code are applicable.

#### Objects

##### Article 2

1. The object of the company is the exercising of banking business in the widest sense, including brokerage in insurance. Participation in, cooperation with and management of other companies or institutions shall also be within the objective of the company.
2. With the exercising of banking business, the company aims to contribute to social renewal, based on the principle that every human being should be able to develop in freedom, has equal rights and is responsible for the consequences of his economic actions for fellow human beings and for the earth. All in the widest sense of the word.

#### Capital and shares, Register

##### Article 3

1. The authorised share capital of the company is one billion euro (EUR 1,000,000,000), divided into twenty million (20,000,000) ordinary shares, each having a nominal value of fifty euro (EUR 50).
2. The shares shall be registered and shall only be issued if fully paid up. The shares shall be consecutively numbered, starting from one.
3. No share certificates shall be issued.
4. The statutory board shall keep a register setting out the names and addresses of all shareholders, stating the amount paid up in respect of each share. The register shall be regularly updated. Each record in the register shall be signed by a statutory director and a supervisory director, or shall bear the facsimile of the signature of a statutory director and a supervisory director.
5. At the request of a shareholder, the statutory board shall issue to him a non-tradable extract from the register, in as much as relating to his share.
6. The register shall be available at the offices of the company for inspection by shareholders.
7. The shareholders shall be required to ensure that their address is known to the statutory board.
8. The stipulations in article 85, Book 2 of the Dutch Civil Code shall apply.
9. The statutory board shall also keep a register setting out the names and addresses of depository receipt holders issued for shares with the co-operation of the company.

#### Issue of shares. Own shares

##### Article 4

1. The statutory board is, upon the approval of the supervisory board, authorised to resolve on the issue of new shares. This authority of the statutory board regards the total un-issued part of the authorised share capital as referred to in article 3 paragraph 1.
2. The appointment of the statutory board as the body authorised to issue shares may be extended in the articles of association or by a decision of the general meeting of shareholders, on each occasion for not longer than five years.  
Upon appointment, a determination shall be made as to how many shares may be issued. Unless otherwise stipulated in the appointment, the appointment cannot be withdrawn.
3. If the authority of the statutory board terminates, the issue of shares shall take place pursuant to a resolution of the general meeting of shareholders,

notwithstanding the designation of another corporate body by the general meeting of shareholders. The provisions of this paragraph and the preceding paragraphs of this article shall also apply where rights are granted to subscribe for shares, but shall not apply to the issue of shares to a person exercising an existing right to subscribe for shares.

4. With the decision to issue shares, the price and other conditions of issue shall be determined.

5. Upon the issue of shares, each shareholder shall have a pre-emption right in proportion to the aggregate nominal amount of his shares.

He shall however not have a pre-emption right to shares issued in return for any contribution other than money.

He shall also have no pre-emption right to shares issued to employees of the company or of a legal person or company with which the company are affiliated in a group.

6. The pre-emption right may be limited or excluded by the statutory board subject to the approval of the supervisory board. Paragraphs 1, 2 and 3 of this article shall then apply mutatis mutandis.

7. If as a consequence of paragraph 6 in conjunction with paragraph 3 of this article, a proposal is issued to the general meeting of shareholders to restrict or exclude the pre-emption right, in the proposal, the reasons for the proposal and the choice of the intended issue price must be explained, in writing.

8. For a decision of the general meeting of shareholders to restrict or exclude the pre-emption right or to appoint a duly authorised company body, a majority of at least two-thirds of votes cast shall be required, if less than half of the issued capital is represented.

9. The statutory board shall be authorised, subject to the approval of the supervisory board, to undertake legal actions as referred to in article 94, Book 2 of the Dutch Civil Code, without prior approval of the general meeting of shareholders.

10. The acquisition by the company of shares or depository receipts in its own share capital which have not been fully paid up shall be null and void.

11. With due observance of the provisions of paragraph 13 of this article, the company may only acquire fully paid up shares in its own capital for no consideration or if its equity, less the acquisition price, is not lower than the sum of the paid and called up part of its capital and the reserves which must be maintained by law. For the purposes mentioned above the amount of the equity according to the most recently adopted balance sheet, less the acquisition price for shares in the capital of the company, the amount of loans as referred to in article 2:98c paragraph 2 of the Dutch Civil Code and any distributions to others out of the profits or reserves that became due by it and its subsidiaries after the balance sheet date, shall be determined. If more than six months have elapsed

without adoption of the annual accounts, then an acquisition in accordance with this paragraph shall not be permitted.

12. Acquisition for consideration can only be made if the general meeting has duly authorised the statutory directors thereto and the resolution of the statutory directors to this effect has been approved by the supervisory board. Such authorisation shall be valid for no more than five years. The general meeting shall specify in its authorisation the number of shares or depository receipts which may be acquired, the manner in which they may be acquired and the limits within which the price must be set.

13. Paragraphs 11 and 12 of this article shall not apply for shares and depository receipts acquired by the company on the instructions of and for the account of another party.

14. No votes may be cast at the general meeting in respect of shares belonging to the company or a subsidiary, nor in respect of shares for which the company or a subsidiary holds depository receipts. Holders of a right of usufruct or pledge in respect of shares belonging to the company or its subsidiaries are not, however, precluded from exercising their right to vote if the right of usufruct or pledge was created before the relevant share first came to be held by the company or a subsidiary. The company or a subsidiary may not cast any vote relating to shares in respect of which it has a right of usufruct or pledge.

On own shares in the possession of the company and on shares of which the company holds the depository receipts, no profit shall be paid out in favour of the company, nor shall any dividend distributed on the winding up of the company be paid thereupon, in favour of the company.

15. In determining whether a specific proportion of the capital is represented, or whether a majority represents a particular proportion of the capital, the capital shall be reduced by the amount of the shares for which no vote can be cast.

16. Without prejudice to the stipulation in paragraph 17 the company may only take in pledge own shares or own share depository receipts, if:

- a. the shares to be taken in pledge are fully paid up;
- b. the nominal amount of the own shares and own share depository receipts to be taken in pledge, and the own shares and own share depository receipts already held or held in pledge do not together amount to more than one-tenth of the issued capital;
- c. the general meeting of shareholders has approved the pledge agreement.

17. The stipulations in paragraph 16 shall not apply for shares and depository receipts, which the company takes in pledge in the ordinary exercising of credit operations.

18. The company and its subsidiaries may not provide security, give a price guarantee, otherwise act as surety

or otherwise bind itself jointly and severally with or for third parties, for the purposes of the subscription or acquisition by third parties of shares in its own capital or of depository receipts issued therefor.

The company and its subsidiaries may not grant loans for the purpose of the subscription or acquisition by third parties of shares in the capital of the company or of depository receipts issued therefor unless the statutory directors resolve thereto and the applicable legal requirements and constraints have been met.

## Transfer of shares

### Article 5

1. For the transfer of shares, a deed of transfer of title and the service of that deed to the company, or written recognition by the company based on the handing over of that deed to the company, shall be required.
2. The stipulations in paragraph one hereinabove shall be applicable *mutatis mutandis* to the assignment of shares upon the separation of any community, and the establishment and transfer of a right to usufruct, and the establishment of a pledging right on shares.
3. The stipulations in articles 86, 88 and 89 of Book 2 of the Dutch Civil Code shall apply.

## Management

### Article 6

1. The management of the company shall be entrusted to a statutory board, consisting of two or more members.
2. The supervisory board shall appoint the statutory directors. It shall notify the general meeting of shareholders of an intended appointment of a statutory director.
3. The supervisory board shall determine the remuneration and other terms of employment of each statutory director with due observance of the remuneration policy adopted in accordance with article 2:135 of the Dutch Civil Code by the general meeting of shareholders.

Arrangements in the form of shares or rights to subscribe for shares shall be submitted for approval to the general meeting of shareholders in accordance with article 2:135 paragraph 4 of the Dutch Civil Code.

4. After hearing the advice of the supervisory board, the statutory board shall internally settle the decision-making and tasks that the members shall specifically take upon themselves.

5. Each statutory director may at any time be removed by the supervisory board.

The supervisory board may not remove a statutory director before the general meeting of shareholders has been given the opportunity to be heard on the proposed removal.

6. The supervisory board may at any time suspend any statutory director.

7. In the event of any vacancies or the absence of one

or more statutory directors, the remaining statutory directors or the remaining statutory director shall be responsible for the entire management. In the event of the vacancy or the absence of all statutory directors, the supervisory board shall be temporarily charged with the management, without prejudice to its authority to then temporarily charge the management to one or more persons from within or without its membership.

### Article 7

1. Judicially and extrajudicially, the company shall be represented by two members of the statutory board, acting jointly.
2. Having heard the advice of the supervisory board, the statutory board may appoint officers with a general or specific representative authority.
3. Where a statutory director has a direct or indirect interest which conflicts with the company's interests, he may not represent the company. In that case the company may be represented by another statutory director. If pursuant to the first sentence of this paragraph none of the statutory directors is authorised to represent the company, the company may be represented by the person(s) designated by the supervisory board, without prejudice to the provisions of article 2:146 of the Dutch Civil Code or the law otherwise provides for the designation. If a statutory director has an interest, other than specified in the first sentence of this paragraph, which conflicts with the company's interests, he is, like any other statutory director, nevertheless authorised to represent the company.

### Article 8

1. Without prejudice to the other provisions of these articles of association, the statutory board shall require the prior approval of the supervisory board for resolutions concerning:
  - a. the issue or acquisition of shares in the company or debt instruments issued by the company or debt instruments issued by a limited partnership or a general partnership of which the company is a general partner with full liability;
  - b. co-operation in the issue of registered depository receipts for shares;
  - c. an application for admission to trading of the instruments referred to in sub a. and b. on a regulated market or a multilateral trading facility as referred to in article 1:1 of the Financial Supervision Act (Wet op het financieel toezicht) or a system comparable to a regulated market or multilateral trading facility from a state which is not a member state or an application for withdrawal of such admission;
  - d. entry into or termination of a long-term co-operation between the company or a dependent company and another legal entity or partnership or as general partner with full liability in a limited partnership or general

partnership if such co-operation or the termination thereof is of far-reaching significance for the company;

e. acquisition of a participating interest by the company or by a dependent company in the capital of another company the value of which is not less than the sum of one-quarter of the issued capital and the reserves of the company, as shown in its balance sheet with explanatory notes, and any far-reaching increase or decrease in the size of any such participating interest;

f. investments requiring an amount which is not less than the sum of one-quarter of the issued capital and the reserves of the company as shown in its balance sheet with explanatory notes;

g. a proposal to amend the articles of association;

h. a proposal to dissolve the company;

i. application for bankruptcy or for a suspension of payments;

j. termination of the employment agreements of a considerable number of employees of the company or of a dependent company at the same time or within a short time span;

k. a far-reaching change in the working conditions of a considerable number of employees of the company or of a dependent company;

l. a proposal to reduce the issued capital.

m. the granting of approval to the nomination for the appointment of members of the managing board of Stichting Administratiekantoor Triodos Bank.

2. The statutory board shall require the approval of the general meeting of shareholders for resolutions concerning a major change in the identity or character of the company or its business, including, in any event:

a. the transfer of the business, or virtually the entire business, to any third party;

b. the commencement or termination of a long-term co-operation of the company or a subsidiary thereof with another legal entity or partnership, or participation as a general partner with full liability in a limited partnership ('commanditaire vennootschap') or general partnership ('vennootschap onder firma'), if such a co-operation or participation, or the termination thereof, is of far-reaching significance for the company;

c. the acquisition or disposal by the company or a subsidiary thereof of a participating interest in a company's share capital the value of which amounts to at least one third of the value of the assets according to the balance sheet and explanatory notes included in the company's most recently adopted annual accounts, or, if a consolidated balance sheet has been drawn up by the company, according to the consolidated balance sheet and explanatory notes included in the most recently adopted consolidated annual accounts.

3. Failure to obtain the approval required under paragraph 1 and 2 of this article shall not affect the powers of representation of the statutory board or statutory directors.

## **Supervisory board**

### *Article 9*

1. The supervisory board shall have the duty to supervise the policies pursued by the statutory board and the general course of affairs in the company and business enterprise connected with it. The supervisory board shall assist the statutory board by providing advice. In carrying out their duties, the supervisory directors shall be guided by the interests of the company and the business enterprise connected with it.

2. The supervisory board shall consist of at least three natural persons.

3. The supervisory board shall determine the number of supervisory directors, taking paragraph 2 into account. Where there are fewer supervisory directors in office than the number determined in accordance with the preceding sentence, the supervisory board shall take immediate measures to increase the number of supervisory directors in office.

4. The following persons may not be appointed supervisory directors:

a. persons who are employed by the company;

b. persons who are employed by a dependent company;

c. directors and employees of an employees' organisation that is ordinarily involved in determining the employment conditions of the persons referred to in a. and b.

5. The supervisory board shall draw up a profile as to its size and composition, taking into account the nature of the enterprise, its activities and the desired expertise and background of the supervisory directors. The supervisory board shall discuss the profile, first upon its being drawn up and subsequently upon each amendment thereto, at the general meeting of shareholders and with the works council.

6. With the exception of paragraph 5, 6 and 7 of article 2:158 of the Dutch Civil Code, supervisory directors shall be appointed by the general meeting of shareholders in accordance with article 2:158 of the Dutch Civil Code and the other provisions of law. A supervisory director shall resign no later than on the day of the first general meeting which is held after four years have elapsed since his most recent appointment as supervisory director. A supervisory director shall not be re-appointed more than two times.

7. A supervisory director may be suspended by the supervisory board. The suspension shall lapse by operation of law where the company does not, within one month from the commencement of the suspension, submit a request for dismissal to the enterprise chamber.

8. Upon a request to this effect, the enterprise chamber may dismiss a supervisory director on account of neglecting his duties, other serious causes or a fundamental change of circumstances based upon which the company cannot reasonably be expected to

retain him as supervisory director.

9. The request may be submitted by the company, represented for this purpose by the supervisory board and by a representative of the general meeting of shareholders or works council designated for this purpose.

10. The general meeting of shareholders may grant a remuneration to the supervisory directors.

11. If, other than as a result of the application of the subsequent paragraph, there are no supervisory directors in office, the appointment shall be made by the general meeting of shareholders in the manner as provided for in article 2:159 of the Dutch Civil Code.

12. The general meeting of shareholders may with due observance of article 2:161a of the Dutch Civil Code withdraw its confidence in the supervisory board. A resolution as referred to in paragraph 1 shall have as its effect the immediate dismissal of the supervisory directors. In such case, the statutory board shall, without delay, apply to the enterprises chamber for the temporary appointment of one or more supervisory directors. The enterprises chamber shall regulate the consequences of the appointment. The supervisory board shall work towards the appointment of a new supervisory board within the period set by the enterprises chamber with due observance of article 2:158 of the Dutch Civil Code.

#### *Article 10*

1. The supervisory board shall appoint from amongst its member a chairman and a vice-chairman.

2. The supervisory board shall meet as often as judged necessary by the chairman or two members, and shall decide by absolute majority of votes.

3. Decisions may also be taken outside the meeting, on condition all supervisory directors speak in favour of the proposal, and such is recorded in writing.

4. Evidence of decisions of the supervisory board in respect of bodies of the company or members thereof shall take the form of a written document as referred to in the previous paragraph or an extract from the minutes of the meeting of the supervisory board in which the decision was taken, certified by the chairman or vice-chairman of the supervisory board.

#### **Employee representation**

##### *Article 11*

1. If a consultation body as referred to in the Dutch Works' Councils Act is instituted, for the purposes of consultation with and representation of the employees, the authority granted to that body by Dutch law shall accrue to that body.

2. Employees shall be taken to mean the persons employed in the business upheld by the company.

#### **General meeting of shareholders**

##### *Article 12*

1. In these articles of association the term depository receipt holders means holders of depository receipts issued with the company's co-operation, as well as holders of a right of usufruct (vruchtgebruik) and pledgees with the rights conferred by law on depository receipt holders.

2. General meetings of shareholders shall be held in Amersfoort, Amsterdam, The Hague, Driebergen, Rotterdam, Utrecht or Zeist, as often as the supervisory board or the statutory directors convene a general meeting. A general meeting of shareholders must be convened if or one or more shareholders and/or depository receipt holders who jointly represent at least ten percent (10%) of the issued share capital have requested this to the statutory directors and supervisory board in writing, setting out in detail the matters to be discussed.

3. In the event that the statutory directors and the supervisory board fail to convene the meeting in such a manner that it is held within six weeks of receipt of the request, the president of the district court can allow each of the persons who made the request to convene the meeting himself.

4. The notice of a general meeting shall be given not less than fifteen days prior to the meeting. The notice shall be sent by letters to be sent to the addresses of the shareholders and depository receipt holders according to the register as mentioned in article 3, provided that if there are depository receipt holders the notice shall be given by an announcement in a daily newspaper with national distribution.

5. Notice of a general meeting may also be given by sending an electronic message that is readable and capable of being produced in writing to the address notified for this purpose to the company by those persons with meeting rights that have consented to receiving notice in this manner.

6. The notice, as referred to in paragraphs 4 and 5, shall state the subjects to be discussed, or the announcement that the shareholders and depository receipts holders can take cognizance of those subjects at the office of the company and each of them shall be entitled to obtain a copy of these documents at no cost. A subject, the consideration of which has been requested in writing by one or more shareholders who solely or jointly represent at least one-hundredth of the issued share capital, shall be included in the notice or announced in the same manner if the company has received the request no later than on the sixtieth day prior to the meeting and provided that doing so would not be incompatible with the substantial interests of the company.

For the application of this paragraph, depository receipt holders issued with the company's co-operation shall have the same rights as shareholders.

Where the rules laid down or by this section have not been complied with, no legally valid resolutions can be passed.

7. The statutory board may decide that each person with meeting rights is entitled, in person or by written proxy, through an electronic means of communication, to participate in the general meeting, to take the floor and, to the extent applicable, to exercise voting rights.

In order to participate in the general meeting pursuant to the preceding sentence it is necessary that the person with meeting rights can, via the selected electronic means of communication, be identified, directly take cognisance of the matters handled in the meeting and, to the extent applicable, exercise the voting rights.

8. The statutory board may attach conditions to the use of the electronic means of communication. These conditions shall be made known in the notice of the meeting.

9. The general meeting shall be chaired by the chairman of the supervisory board.

10. In the absence of the chairman of the supervisory board at the meeting, the meeting shall be chaired by the vice-chairman of the supervisory board, and in his absence, the meeting shall be chaired by a supervisory director who will be appointed by de present supervisory directors.

Where none of the supervisory directors is present at the meeting, the meeting shall appoint its own chairman.

11. Minutes shall be drawn up of all subjects discussed at each meeting by a person appointed by the chairman.

12. After approval, the chairman and a shareholder who attended the meeting and invited by the chairman thereto shall sign the minutes.

#### *Article 13*

1. Each share shall give the right to cast one vote.

2. To be able to cast votes in a meeting, the holders of voting rights or their written representatives must have signed the attendance list.

3. Votes on business shall be cast orally. Votes on persons shall be cast either by acclamation, or by unsigned ballot. Blank votes shall be considered as not having been cast.

4. In respect of all subjects for which no greater majority is specified, a decision shall be taken by absolute majority of votes cast.

#### **Annual general meeting.**

##### *Article 14*

Each year a general meeting of shareholders shall be held ultimately in June in which:

- a. the statutory board reports on the business of the company and the conducted management;
- b. the annual accounts are adopted, unless an extension of time has been granted for the preparation

thereof;

c. to decide whether or not to discharge the statutory board in respect of the performance of their duties;

d. to decide whether or not to discharge the supervisory board in respect of the performance of their duties;

e. all other things are dealt with which are mentioned in the convocation notice.

#### **Financial year and annual accounts.**

##### *Article 15*

1. The financial year shall coincide with the calendar year.

2. As soon as possible following expiry of the financial year, the annual accounts shall be drawn up, which shall be submitted by the statutory board to the supervisory board at the latest in April. The annual accounts shall consist of a balance sheet and a profit and loss account, both accompanied by explanatory notes.

The chartered accountant specified in paragraph 6 of this article shall in good time bring his report to the notice of the supervisory board.

3. The annual accounts shall be signed by all members of the statutory board and all supervisory directors. If any signature as referred to hereinabove is missing, the reason therefor shall be recorded on the relevant documents.

4. The annual accounts, with a preliminary advice of the supervisory board and the auditor's statement as referred to in paragraph 6, shall be offered to the annual general meeting of shareholders for discussion and adoption.

5. From the day of the convocation to the day of the general meeting of shareholders until the end of that meeting, the report from the statutory board, the annual accounts with explanatory notes, the recommendation issued by the supervisory board and the audit opinion from the chartered accountant as referred to in paragraph 6 shall be available at the offices of the company for the shareholders and depository receipt holders for inspection, and copies thereof shall be available there free of charge, for shareholders and depository receipt holders.

6. The general meeting of shareholders shall have the right - and, if required by law, be under an obligation - to instruct an accountant as referred to in Article 2:393 of the Dutch Civil Code to audit the annual accounts drawn up by the statutory board, to report to the supervisory board and the statutory board and to issue an auditor's opinion on the audit.

7. Where the general meeting of shareholders fails to instruct an accountant, the supervisory board shall do so. Where the supervisory board also fails to instruct an accountant, the statutory board shall do so.

8. The instruction may be revoked at any time by the general meeting of shareholders and by the body that

granted the instruction; where the instruction has been granted by the statutory board, it may also be revoked by the supervisory board.

### **Profit appropriation**

#### *Article 16*

1. Of the profit as demonstrated by the adopted profit and loss account, a proportion shall be applied by the statutory board for the establishment or supplementation of reserves in as much as this is considered desirable. Unless otherwise decided by the general meeting, the remaining profit shall be paid out to the shareholders.
2. Profit payments may only take place in as much as the liability capital of the company is greater than the amount of paid-up capital, plus the reserves, which must be maintained in accordance with Dutch law.
3. Payment of profit shall take place following adoption of the annual accounts demonstrating that payment is permitted.
4. Subject to the approval of the supervisory board, the statutory board may decide to pay an interim dividend to be charged to the dividend expected for the financial year in question, on condition that the requirements in paragraph two are met, as demonstrated by an interim statement of assets and liabilities, in accordance with the stipulations in article 105 paragraph 4, Book 2 of the Dutch Civil Code.
5. Subject to the approval of the supervisory board, the statutory board may make available to the shareholders that which accrues to them as dividend, in cash or entirely or partially in the form of shares, whereby the shareholders must be given a choice.
6. Dividends shall be payable at the latest four weeks following adoption. Dividends not taken up within five years following payability shall lapse in favour of the company.

### **Amendment to the articles of association and dissolution**

#### *Article 17*

1. The general meeting of shareholders shall be authorised, but only at the proposal of the supervisory board, to make amendments to the articles of association, and to decide to dissolve the company.
2. If a proposal to amend the articles of association is issued, such proposal must always be announced with the convocation to the general meeting of shareholders, and at the same time, a copy of the proposal in which the proposed amendment is recorded verbatim, must be placed at the offices of the company for inspection by the shareholders and depository receipt holders, until after the end of the meeting.
3. During the meeting which must decide on a decision to amend the articles of association or dissolve the company, at least three-quarters of the issued capital

must be represented.

The decision must be taken by a three-quarters majority of all votes cast. If the required issued capital is not represented, a new general meeting of shareholders shall be summoned, to be held no sooner than sixteen and no later than thirty days after the previous meeting, which meeting, irrespective of the represented capital, may take a valid decision concerning the proposed amendment to the articles of association or dissolution of the company, on condition that the decision is taken by a three-quarters majority of the votes cast.

#### *Article 18*

1. In the event of the company being dissolved, the liquidation shall be effected by the statutory board, under the supervision of the supervisory board.
  2. The general meeting of shareholders will be able to grant the liquidators remuneration for their work, as such.
- To the extent possible, these articles of association shall remain in effect during the liquidation.

### **Credit balance.**

#### *Article 19*

The balance of the liquidation shall be distributed to the shareholders in proportion to their holdings of shares. No distribution upon liquidation may be made to the company in respect of shares held by it.

### **THE UNDERSIGNED**

M.D.P. Anker, civil law notary in Amsterdam, hereby declares that the unofficial English translation of the articles of association of Triodos Bank NV, with corporate seat in Zeist, reads as per the text printed above.

Signed in Zeist, on May 21, 2010.

(signed: M.D.P. Anker)