

DRAFT MINUTES of the Annual General Meeting of Triodos Bank N.V., held on 17 May 2019 in Tivoli Vredenburg in Utrecht

1. Opening

The Chair, Mr De Geus, opened the meeting, welcomed all present and introduced the members of the Supervisory Board present, being Ms Oldenhof, Mr Page and Mr Boers. Unfortunately, Ms Van der Lecq could not attend the meeting due to personal circumstances.

Mr Philipp resigned from the Supervisory Board on 28 February of this year due to the fact that he was appointed as State Secretary of Finance of the German federal state of Schleswig-Holstein. Ms Van der Weerdt resigned as of 12 April of this year in connection with her candidacy as a member of the Executive Board.

On behalf of the Foundation for the Administration of Triodos Bank Shares (SAAT), Ms De Zwaan (Chair of the board), Mr Lageweg, Mr Schoors and Mr Keller were present at the meeting.

Mr Blom (Chair and CEO) and Ms Banga (COO) attended the meeting on behalf of the Executive Board. Unfortunately, Mr Aeby (CFO) was unable to attend the meeting due to illness.

On behalf of external auditor PricewaterhouseCoopers Mr Heuvelink was unable to attend; the second partner for the dossier, Mr Jansen, was present in the meeting. Furthermore, the civil-law notary from NautaDutilh, Mr Bossenbroek, was present. Mr Jansen would give a presentation on the audit of the annual accounts.

In accordance with Article 12, paragraph 12 of the articles of association, the Chair appointed a minutes secretary, Ms Van der Velden. The draft minutes will be posted on the bank's website within three months. The minutes will be adopted in line with Article 12, paragraph 13 of the articles of association, and signed by the Chair, the minutes secretary, and the Chair of SAAT.

The Chair then noted that the meeting had been convened in accordance with Article 12, paragraphs 4 to 6 inclusive, of Triodos Bank's articles of association. The notice convening the meeting was published in a national newspaper on 13 April 2019. In addition, the shareholder and all depositary receipts holders received an invitation by email or post. The agenda and the related appendices had been available for inspection at the bank and had been posted on the bank's website. The Chair concluded that this meant that the meeting could adopt legally valid resolutions. Voting on a proposal would at all times take place as explained in the notes to the relevant item on the agenda.

There would be opportunity to ask questions about each item on the agenda, with each depositary receipt holder being allowed, in the first instance, to ask one question at a time. If a depositary receipt holder wished to speak, he/she should go to a microphone. Questions could be asked and remarks made through the microphone or the live webcast only. Depositary receipt holders were asked to clearly state their name and place of residence before taking the floor, to ensure correct and complete minutes. During the break, there would also be opportunity to ask bank employees questions at the information desk in the lobby.

2. Annual report and annual accounts 2018

The Chair gave the floor to the members of the Executive Board, each of whom would present some details on the past year.

Mr Blom thanked the Chair and referred to the absence for health reasons of Executive Board member and CFO Mr Aeby. Mr Blom wished him well on behalf of the Executive Board. In view of his retirement, this would have been the last meeting that Mr Aeby would attend as a member of the Board. The leaving

party that was to be held today after Mr Aeby's contributions to the bank for over 25 years will be moved to a different date.

2a. Report of the Executive Board 2018

Mr Blom continued that 2018 was a year of many highlights for Triodos Bank, but also full of developments that required considerable attention. One highlight was the statement of the Dutch financial sector on the initiative of Triodos Bank that it considered itself bound to the Paris climate targets.

A matter of concern requiring effort was the fact that banks are expected to properly and adequately fulfil the gatekeeper function in accepting new customers and monitoring customers' payment transactions. As Triodos Bank was not sufficiently up to date, this led to an instruction from De Nederlandsche Bank, which has been taken very seriously indeed.

As an organisation, Triodos Bank is under a great deal of pressure: while there are a great many opportunities, such as influencing the social agenda, in particular in the area of the climate and growth of sustainable credit provision, it also has the obligation keep abreast of regulations, which results in additional costs. This pressure was also affecting our employees. Mr Blom would go into further detail on this at agenda item 2b.

The instruction from De Nederlandsche Bank resulted from the fact that it had observed concrete shortcomings in our processes during a sector-wide investigation among banks in 2018. Indeed, Triodos Bank itself had found that it was falling behind in adjusting customer screening processes and transactions monitoring as a result of ramped-up laws and regulations. Since then, strong progress has been made on the implementation of a recovery plan. De Nederlandsche Bank monitors Triodos Bank in this.

Triodos Bank Spain was fined €174,000 for not fully complying with rules on information provision to potential mortgage customers. It is Triodos' intention to continue to communicate openly on any such incidents. Responses from the customers, who were not defrauded, were positive and not accusatory, because the error was immediately rectified.

In addition to increased regulation, the monetary climate is also challenging. For a bank like Triodos, which finances its credit provision with income from deposits, the continuing low interest rate in conjunction with a glut of money is an additional burden to competing with cheap money from central banks. This has resulted in an increasingly tight interest rate margins and is therefore a challenge to the bank's business model.

In this context a new strategy has been drawn up based on mobilising more effectiveness and efficiency by operating as one single European bank. Ms Banga will give more details later during the meeting on the activities of the business units in the various countries. Details are available on the website on the programme and strategy for the next few years and Triodos Bank's views on the necessary changes in the financial sector: the 'Change Finance' and the 'Finance Change'. Both of these related to the financing of projects.

Mr Blom then gave the floor to Ms Banga, who further explained Triodos Bank's mission in connection inter alia with how 'Finance Change' works and how the new strategy provides new answers to the challenges mentioned.

Ms Banga referred to the strategy as outlined on slide 9 of the presentation that showed three circles: operating as a single bank, focusing on impact in the products and services and being a trailblazer in sustainable banking and investing.

The first circle concerned investing in the strength of the organisation and in operating based on one single vision. By operating as one single bank based on its unique position as the only sustainable bank in Europe, processes are strengthened and effectiveness improved. In addition, Triodos Bank

will focus more on optimising its balance sheets and returns across countries, also in view of the low interest rates.

The second circle concerns shaping the relationship between Triodos Bank, its mission, its customers and the community by foregrounding the impact of products and services, enabling customers to realise sustainable targets themselves. To achieve this, it is important to operate across borders and to enter into new partnerships. In this context, the bank will start in 2019 offering, in addition to Triodos Investment funds, other carefully selected sustainable investment funds from parties in Germany and Spain. Also, more emphasis will be placed on offering the Triodos Investment Funds on the platforms of other parties in order to strengthen the partnership.

The third circle concerns being a trailblazer in sustainable banking and investing. It is important for Triodos Bank to further develop from a niche player into a pioneer of a broad movement that is dedicated to a sustainable economy. In order to give donations and high-risk investments a clearer place within Triodos a separate business unit will be set up to deal with these. In this way, the development potential of money is harnessed to shape transition themes such as nutrition and agriculture, energy and the climate.

Ms Banga then commented on the key figures of the branches and Triodos Investment Management in 2018 that were highlighted in the presentation.

Triodos Bank Netherlands has been operating in the market since 1980 and now has some 350,000 customers and a balance sheet total of €4.7 billion. Last year, Triodos Nederland grew by some 20% in the area of sustainable lending, while sustainable business loans grew by 10% and sustainable mortgages by approx. 40%. Ms Banga gave the example of Triodos' financing of the Schoon Schip project, a 'collective private commissioning' with approx. 30 sustainable floating homes in Amsterdam, which house 46 families. In addition, Triodos Bank Nederland played an active role in making the built environment in the Netherlands greener and proposed measures to be laid down in the draft climate agreement, for example by advocating house-based financing intended to make homes more sustainable. Such loans are linked to the dwelling rather than to its owner. This makes rendering private homes more sustainable viable and affordable. Finally, a great deal has been invested in the Netherlands and abroad in improving the online supply by building a new website and by improving mobile phone payment applications.

Triodos Bank Belgium has continued growing its sustainable business loans in 2018 by approx. 16% to €1.7 billion. The loan portfolio contains especially renewable energy, healthcare and sustainable property. Further sectors and initiatives were also financed in Belgium: a partnership was started with the European Investment Bank covered by a European guarantee programme focusing on raising employment and social innovations. Over the next five years loans will be provided totalling €65 million to approx. 430 social entrepreneurs at a reduced interest rate and with lower security requirements. In 2018, our Belgian operation provided loans to 38 social enterprises. One of these was Cyclobility, which focuses on letting electric bicycles to commuters. In early 2018, Triodos Bank Belgium launched a new investment service, known as Triodos Impact Portfolio, in which Triodos invests the customer's capital in a basket of Triodos funds, including what are known as impact funds. Due to laws and regulations this was previously impossible in Belgium. In the first year, some €20 million was already under management in this new service.

The French operation comprises 15 highly dedicated employees at the Paris office who provide sustainable financing in France. The loans are provided from the Belgian balance sheet. In 2018, some €80 million in loans was arranged. The portfolio in France totals some €240 million. At the end of 2018 it was decided due to other operational priorities and in view of the current economic climate to continue the French operation in this form, and not to expand the operation into a fully-fledged branch office.

2018 was a turbulent year for the branch in the United Kingdom, especially due to the developments around Brexit. In spite of this, Triodos Bank United Kingdom succeeded in growing the sustainable loans by some 10% to approx. €975 million in sectors such as social housing, art and culture and renewable energy. Last year, Triodos entered into a partnership with the Energy Efficiency Fund, which enables health institutions to operate with higher energy efficiency. The fund was founded by the mayor of London.

In order to be able to continue operating in the United Kingdom after Brexit, should it happen, preparations have been made by establishing a separate subsidiary with a local banking licence. This subsidiary started operating on 1 May 2019. This has enabled us after a possible Brexit to continue to assist customers and grow further. These preparations did result in additional costs. In early 2018, a crowd funding platform was set up in the United Kingdom. On this platform customers can participate in investments in sustainable enterprises at their own expense and risk. Some GBP 20 million was deposited by thousands of investors, which met the capital requirement of 8 sustainable companies.

As reported last year, Triodos Bank Spain has been badly affected by low interest rates, which led to a negative net result in 2017. In 2018, profitable growth of the loan portfolio of 18% was realised. This has contributed to a better loan-to-deposit ratio of 69%, up from 59%. In addition, Triodos Spain focused on reducing costs where possible and raising the prices of payment services. This led to a positive result in 2018 of €1.4 million. The intention is for this positive trend to continue in 2019. The customer base in Spain is currently 212,000, compared to 219,000 last year. Every month, between 900 and 1000 new customers decide to open a sustainable bank account with Triodos. However, after raising the payment service rates a number of customers who did not use their Triodos account much decided to close their account. Furthermore, a digital portal has been created in Spain with one of the bank's customers that enables private and business clients to reduce their CO₂ emissions by switching to green energy. Services can be provided in partnership with customers to address social and ecological issues.

After a difficult period, Triodos Bank Germany has reached the operational break-even point, as a result of which the German branch office is now contributing to Triodos Bank's profitability. The loan portfolio grew last year by 16% to approx €450 million, in sectors like elderly care and sustainable property. Focus is needed to realise further growth and profitability so as to be profitable in 2020. In 2018, Triodos' German branch office first financed a wind farm at sea, Windpark Nordsee One, which will provide clean energy to some 400,000 households. This expertise is now present within the group. Furthermore, in Germany a participation was acquired in 2018 in Bettervest, a crowdfunding activity focused on clean energy in emerging markets. This helps to broaden the activities and offers customers new opportunities to invest in change. Finally, we have set major steps in Germany, but also in the other countries in which we have operations, to initiate debate on the development of a sustainable financial system. The German office, with its as yet modest size, has been able to play an important role in mobilising parties and putting this subject on the agenda, which has resulted in a broadly supported open letter to the German government. The German branch has called on the German government in an open letter appealing for more sustainability in the financial sector.

Triodos Investment Management is an investment arm that realises impact in Europe and beyond. Triodos Investment Management has 16 investment funds that invest in sustainable sectors that actively contribute to various transition themes with a clear focus on sustainability. This is shown in slide 15. The assets under management total approx. €4.2 billion and increased by 21% in 2018, of which 18% was realised by acquiring the asset management of the discretionary portfolios of Triodos Bank Private Banking Netherlands. This was the result of the project carried out in 2017 and 2018 in which the activities in the area of sustainable investment in listed companies were strengthened by integrating the sustainability and financial analyses in the investment process. The project was

successfully completed in 2018. It has led to operational savings and enables Triodos Investment Management to market a distinctive proposition. The closure of the Culture Fund and the Property Fund was disappointing but necessary because the funds had not been able to develop the scale required to both remain profitable and achieve meaningful impact. Culture and property will remain spearheads of our loan financing.

As an example of the transition themes (sustainable nutrition, agriculture, energy and climate) Ms Banga mentioned the Organic Growth Fund.

The purpose of the activities mentioned is to realise impact. It is focused on positive impact on quality of life and a sustainable and social society. After establishing that the financing and investment contribute to quality of life, it is assessed based on the financing's risk profile whether enough return can be generated. Triodos is also working on a tool to evaluate the impact of certain investments. Ms Banga referred to Triodos' impact figures on slide 16. It showed examples of impact in the area of organic agriculture, art and culture, microfinancing and sustainable energy projects. More information on impact can be found on the bank's website.

In the absence of Mr Aeby Ms Banga gave the floor to Mr Blom to comment on the financial result. Mr Blom referred to four issues: environmental factors, the operations as expressed in the figures, result and profit and the environmental annual report. Slide 18 sets out the environmental factors. One of the consequences of the ECB's interest rate policy is that banks can borrow from the ECB at very low and even negative interest rates. Triodos Bank receives funding from depositors at zero percent and therefore has higher costs. At this point there are no indications that interest rates are going to rise. The direct costs of regulations and oversight (such as the Deposit Guarantee Scheme and the resolution fund) will increase to €12 million in 2018. These are external costs that must be paid to various institutions. The other considerable cost factor results from a potential Brexit. Incorporating Triodos Bank United Kingdom as a separate legal entity under British regulation required a great deal of advice and considerable external costs: GBP 6 million so far.

More employees are deployed to check new customers and to monitor payment flows correctly. In the Netherlands, 10% of the employees are now charged with this, against less than 1% in the past. However, this is necessary to comply with regulations.

The developments in the bank's activities are showing steady growth. In 2018, Triodos Investment Management grew less quickly compared to Triodos Bank due to the dissolution of the Cultuurfonds and developments on stock exchanges. The increase with the bank was over 10%. The lower growth of the loans total was caused by the conversion of temporary loans to local authorities into long-term loans. Less deposits were attracted. Attracting too much deposits compared to the growth of the lending negatively impacts the financial result.

Lending grew sharply by 17%. More mortgages were granted. Savings grew by 10%. The ratio of investments in loans and savings is 75%, resulting in a healthy balance sheet for Triodos.

The bank cannot issue loans without capital. Regulators have set a certain percentage as a condition for capital for lending, which is known as Risk-Weighted Assets.

The growth of Triodos' capital in 2018 was due to the issue of new depositary receipts for shares. Also, many customers converted their dividend into capital. Equity grew to €118 million. This is sufficient for further lending. The common equity Tier 1 ratio fell due to the growth of lending; moreover, less liquidity was held with the central bank. The leverage ratio is the ratio of capital to the balance sheet. Triodos' leverage ratio is 8.7%, while those of other banks are close to or below 4%. This shows our healthy capitalisation.

The interest rate margin fell from 1.86% in 2014 to 1.59% in 2018. Different activities are necessary to compensate for this. Triodos currently offers 0% interest on savings. The difference in savings

interest rates with other banks is minimal, incidentally. Due to this lower interest, it is important to work highly efficiently. Running costs have not gone up. However, Triodos is faced with higher external regulatory costs, at ever lower interest rate margins. We expect to be able to compensate this through growth of the bank and through a diversity of products and services from which fee income is also expected.

Income development is relatively stable. In spite of the lower interest rate income is rising steadily. In addition, additional income has been generated in the past year as a result of the takeover of the New Resource Bank in San Francisco by Amalgamated, another sustainable bank. Triodos was a co-founder and investor in New Resource Bank. The takeover provided a non-recurring income and has resulted in lasting involvement in the development of sustainable banking in the US.

Operating costs and personnel costs remained relatively stable. Efficiency measures allowed the bank to limit the growth of the number of employees. The expenditure also included costs due to Brexit and costs for systems in the area of customers screening and digitisation. Due to the investments in systems less investment in new personnel was necessary. Triodos does intend to invest in its current staff.

The operating result and the cost/income ratio were under some pressure. The operating result saw a limited rise. Costs are expected to increase further up to a cost/income ratio of close to 80% as a result of additional regulatory costs. Triodos monitors this ratio closely.

2b. Environmental and social annual report 2018

Mr Blom then discussed the environmental annual report. Slide 14 shows an overview of the results over the years. 2018 was a good year in many respects. For example, more cycle kilometres were covered for commuting and fewer car kilometres. Switching to electric cars will be further encouraged in order to make mobility more sustainable. Furthermore, CO₂ emissions fell further in 2018. We took the initiative jointly with ASN to create a Platform Carbon Accounting for Financials (PCAF), which shows how much CO₂ emissions there are on the balance sheet. Slide 15 shows the emissions on Triodos' balance sheet, what investments have been made to neutralise the emissions and which emissions have been prevented. These developments are also important for regulators. Triodos Bank is proud to be the first financial institution to include these results in its annual report. Other banks are considering to include similar results.

Mr Blom then continued with the social annual report. The number of employees grew by 4%, compared to 8% in 2017. In view of the number of employees necessary to comply with regulations, the limited rise demonstrates that operations are highly efficient. The ratio of males to females fell slightly. A property male/female balance remains an important theme for us. Sickness absence increased slightly to 3.8%. This was due to the serious challenges faced by the bank, which wants to play its role in the area of cost control and its social role appropriately.

Remuneration at Triodos is relatively simple: no bonuses are paid, and the bank looks at the ratio between the lowest, the average and the highest salary. Culture and conduct are key matters for organisations in general, but certainly also for banks. And they are important points of attention for Triodos. Due to the rising number of employees it is important to continue to focus on these aspects. Dedicated employees who are proud of the bank they work for and together make up a strong community form a good basis on which to further develop the staff's culture and conduct.

Finally, the issue of 'Change Finance' was addressed. There is a great deal of debate in Europe on the role of the economy and of banks in relation to a transition to a sustainable and circular economy, in which the role of banks is becoming ever clearer. Triodos Bank sets an example for other banks to follow in this respect. Triodos Bank endeavours to make clear that it is not just about green projects, but that portfolios that are not yet green must also be scrutinised. Another example is Triodos' initiative to bind the entire Dutch financial sector to the goals of the Climate Agreement.

From a strategic perspective the starting positions in the area of solvency, return, employees and sustainability are good. There are challenges ahead in the area of regulation, competition, efficiency and stable profitability. There are opportunities for innovation and for entering into new partnerships with the objective of the bank becoming a strong player in the sustainable sector. Social inclusion will be a spearhead in the next few years, with customers being involved in major transactions such as crowdfunding. Finally, Mr Blom expressed his gratitude to the customers for their trust, involvement and sympathy with the bank.

The Chair thanked Mr Blom and Ms Banga for their explanations, and continued with the comments on the report of the Supervisory Board.

2c. Report of the Supervisory Board 2018

The Chair started with the announcement that he felt it was a privilege to be a supervisory director with Triodos Bank for five years. With the money from shareholders and depositors, projects are being financed that have a positive impact on society. The Chair related a visit in 2018 to a foundation in Madrid that provided education to refugees with a grant from the Spanish government. Triodos provided a loan to ensure the continuity of the project. The role of the supervisory directors is to supervise Triodos as a mission-driven organisation and to act as sparring partners to the Executive Board. Triodos Bank contributes to solutions, for example to improve the diversity of flora and fauna in the climate agenda. The means entrusted to the bank are used for projects that have a positive impact. The Supervisory Board deemed it important for Triodos to report on the impact and innovations that are aligned with initiatives like the Sustainable Development Goals agreed for 2030. The fact that the interest rate remained low again last year put pressure on Triodos Bank. There is also increasing regulatory pressure in the area of money laundering and financing of terrorism, which requires careful organisation of processes, also for new customers. The Supervisory Board supervises this. The Supervisory Board also scrutinises the financial results. The three-year business plan 2019-2021 has been approved by the Supervisory Board.

Ms Van der Weerd will join the Executive Board to take up the position of Chief Risk Officer. CFO Mr Aeby will resign from his position. The bank is looking for a candidate to succeed him.

Ms Van der Weerd and Mr Philipp have resigned from the Supervisory Board. Mr Page will also resign in order to join Triodos Bank UK's non-executive board, which recently changed from a branch office into a wholly-owned subsidiary. The Supervisory Board is expected to have six members again in the near future. Nominations for new members will be presented at an Extraordinary General Meeting. In 2018, the Supervisory Board once more invested in its knowledge by means of internal training courses. External support in the area of education will be sought for the 2019 self-assessment. The Supervisory Board deems it a privilege to do its work, also because of the Executive Board, the employees, the customers, the SAAT and the holders of depositary receipts. We will work together, 'to be continued, because change needs finance and finance needs change'.

The Chair then gave the holders of depositary receipts the opportunity to ask questions. Questions may also be put to employees during the interval.

Mr Ter Haar from The Hague and his wife would like to invest all their savings with Triodos, but the costs would be 2%, while they currently invest directly with ASN Sustainable at 0.5%. The relatively high costs have discouraged the couple from transferring all their assets to Triodos.

The Chair announced that a question was received through the webcast: 'Why are you still financing pig farmers? Are they perhaps organic pig farmers?'

Mr Tse from Amsterdam complimented Triodos on its decision not to open a branch office in France. Mr Tse then mentioned the increase in mortgages and the Triodos website, which offers a 20-year fixed interest rate. What is the ratio between the growth of the mortgages and the duration of the fixed

interest rate period? If there is any growth capacity there, how does Triodos respond? Is there for example a partnership with an insurer who takes over the 20-year mortgage when the house is sold?

Depository receipt holder Engelen from The Hague noted that in the context of the Paris conference on the climate agreement scientists had looked at CO₂ emissions and biodiversity especially from businesses. This scientific report has brought about noticeable change.

Mr Blom replied to the question from Mr Ter Haar regarding the costs of fully moving assets to Triodos, that Triodos has opted in the past few years to no longer offer funds with active management since regulations lead to costs that are too high for a small bank. Mr Blom proposed that Mr Ter Haar might discuss the options during the break with Mr Bierman, director of Triodos Netherlands.

Mr Blom then addressed the question about the pig farmers, stating that Triodos has laid down concrete sustainability criteria for its financing policy.

Mr Tse's question on the 20-year mortgage was answered next by Mr Blom. As a bank, Triodos cannot finance only 20-year mortgages with short-term deposits; there must be a good balance with short-term assets. Regarding the long-term fixed interest, there are instruments available for hedging. It may be that Triodos Bank offers 20 years fixed interest within its possibilities, but this is not certain due to the risk the bank is exposed to. During the break our employees can give Mr Tse more information on this matter.

Next, Mr Blom addressed the question about the news from scientists on the climate target. In Triodos' vision it is not just less CO₂ that is an important factor, but it also looks at making agriculture more sustainable. Triodos has started a relatively intensive programme in this area with the Triodos Foundation. CO₂ and biodiversity are essential in this and are included as a factor in any financing assessment.

Depository receipt holder Holwerda from Barneveld referred to what was stated on the challenges for the various business divisions and countries, and the differences in invested capital and returns. He wondered if digital economies of scale could be achieved more quickly in collaboration with financiers or perhaps other parties by means of strategic partnerships.

Mr Damen from Zeist stated that he had been active in the area of the CO₂ climate agreement and was highly appreciative of the fact that the General Assembly of the UN on 1 March 2019 explicitly appealed to politicians and the financial sector in the area of the *Decade of Ecosystem Restoration* by 2021. In a region like South America aspects like landscape, deforestation and biodiversity are completely reassessed. His appeal to Triodos Bank was whether it was prepared to see how it could respond to the UN appeal jointly with banks in the Netherlands and perhaps abroad, just like with the Climate Agreement.

Mr Dalhuisen from Bosch en Duin mentioned the crowdfunding projects launched in the United Kingdom and Germany and the pilot projects in the Netherlands for small sustainable businesses that are keen to attract new resources. Triodos likes to participate, but transferring capital is a small niche, which he hoped that Triodos would bring its energy to.

Mr Swierts from Amsterdam had a question on the PSD2 European regulations, in which a third party is given the opportunity to provide finance, and he wondered what Triodos Bank's attitude is to these guidelines and what the consequences might be for the online environment and the app that people use to contact the bank.

Ms Banga addressed the question of the digital economies of scale and the differences between divisions and countries and the possibilities of strategic partnerships. In some countries it is important

definitely not to exclude potential economies of scale, but in the banking landscape there are many more options for open collaboration in subareas. Banks take steps to not do everything alone, by collaborating in certain types of service provision. Triodos will have to look to others and build partnerships for a broader range of services that cannot be provided otherwise due to costs or scale. Ms Banga gave the concrete example of the German branch office, which is small in size, but makes use of the scale of the supplier of ICT services for cooperative banks for its own processes.

Mr Blom addressed the question on landscape restoration, and stated that Triodos will have to include this issue in its financing and will focus more sharply on it. Triodos Bank is involved in partnerships of banks with international NGOs, and Mr Blom will bring up this theme in this context and see whether such a commitment could be given in the framework of the Dutch Banking Association.

Ms Banga responded to the question on the crowdfunding activities in the Netherlands. Investments are made in crowdfunding activities in various parts of the bank, for example in the United Kingdom, where Triodos has set up its own platform. In Germany, too, investments are made via a platform. Currently, learning experiences are being collected to see how this can be rolled out across the group. However, there are a number of obstacles that need to be overcome, and it will be difficult to make it scalable. But there are possibilities for using this in a meaningful way.

Ms Banga answered the question from Mr Swierts regarding the PSD2 European regulation, which asks banks to open up the payment landscape and ensure that other parties can get access to payment data. All banks must implement these regulations. Many questions have been asked about this, inter alia regarding the data and the 'self-determination'. Triodos has reflected on how it wishes to respond to this as a bank, how it can make its customers as conscious as possible of the regulations, in particular as regards privacy, but also about the possibilities that PSD2 offers banks to develop new services. The intention is to make a number of matters easier for customers. The development is at an early stage.

The Chair answered a question on behalf of the Supervisory Board on climate diversity and landscape restoration, whereby it is interesting to find that it is the people who are attending the meeting who are playing the role of sparring partner to the Executive Board. It is true that scientists and international organisations are providing updated and new evidence. The Supervisory Board is looking forward to taking the matter on. In addition to the question as to whether the bank can respond to the appeal of the UN to energise the sector, we should also consider how existing products can be used to fund the necessary change.

One depositary receipt holder stated that he was glad he was present, with Triodos Bank's dedication to the preservation of the Dutch cultural landscape. He wondered whether the flowers in the room were artificial or real. The Chair confirmed that they were real flowers.

Mr Douma from Rotterdam mentioned the expectation that the number of customers would grow by 15 to 20% in 2019, and stated that that was wonderful, but wondered what this growth acceleration was based on as there had been just 5% growth in 2018.

A depositary receipt holder from Utrecht brought up the internal quality control of systems and asked for any impact.

Mr Rietveld from The Hague praised the wonderful results, but reminded the Chair that sickness absence had risen by almost 50% since 2014. He wished to draw attention to this.

Mr Ter Haar from The Hague reacted to what was said about screening new customers and monitoring payment flows, which is to be tightened up (that Triodos Bank hopes that less screening would be necessary for smaller than for larger financial institutions). His opinion was that scrutiny is

urgently needed and will involve costs, but there are many parties that are looking for the weakest link for an opportunity for money laundering. This might become a problem if Triodos should offer less scrutiny than a large bank.

Ms Banga answered the question from Mr Douma concerning the expected increase of the number of customers. Analysis has shown that there may be reasons why the number of customers falls, but Triodos intends to grow in order to pursue its own development so as to provide broader, newer solutions such as in Spain. This must go hand in hand with a wider group of people wishing to participate. The intention is to make progress, but not just with traditional products.

Mr Blom then addressed the question on internal quality control. In relation to screening new customers with scans and monitoring customer payments, banks in the Netherlands have chosen not to compete with one another in this respect, but to work together in order to achieve better results and save costs. Triodos Bank must comply with laws and regulations in order - in partnership with other banks - to monitor that customers do not e.g. open accounts with 20 different banks. Banks will jointly invest more in quality. Although this may result in additional pressure on the profit and loss account, there should be no misunderstanding that it is incumbent upon banks to comply with laws and regulations.

Mr Blom answered the question on rising sickness absence and stated that Triodos Bank has a duty of care. The rise was partly due to external causes as increasing demands are put on the organisations, but also due to internal ones. Sickness must be limited, and this is a matter of concern and attention for the Executive Board.

There being no further questions, the Chair proceeded to agenda item 2d:

2d. Implementation of remuneration policy

The Chair explained that, prior to discussing the annual accounts, account had to be rendered at the General Meeting with respect to the implementation of the remuneration policy during the past financial year, specifically with respect to the remuneration paid to the members of the Executive Board and of the Supervisory Board in 2018. The summary can be found on pages 111 and 112 of the annual report 2018. In addition, the annual report also summarised the principles underlying Triodos Bank's remuneration policy. This information could be found on pages 110 and 111 of the annual report.

The Chair discussed the main principles of the remuneration policy, being that the income of the bank is generated i) by the efforts of all employees together. The Executive Board gets a fair remuneration, ii) the bank does not offer any bonuses or option schemes to board members or employees and iii) the internal ratio of salaries is based on the method of the Global Reporting Initiative (GRI) that calculates the median of the salaries of the employees. The bank feels that the highest salary may not be more than 7 times this median. In 2018, the ratio was 5.6.

The Chair gave the depositary receipt holders the opportunity to ask questions about the remuneration policy.

There being no further questions on the implementation of the remuneration policy, the Chair proceeded to agenda item 2e.

2e. Adoption of the financial statements 2018

An abridged financial report had been drafted in Dutch. The English-language version of the annual report, including the annual accounts, would be submitted to this meeting for adoption.

The Chair discussed the annual accounts theme by theme: the consolidated figures on pages 62-68,

the notes to the balance sheet and the profit and loss account including the report by segment (pages 69-131), risk management (pages 132-155), the company annual accounts (pages 156-172) and the other information including the audit opinion (pages 173-189).

The depositary receipt holders were given the opportunity to ask questions on each theme. Any detailed questions could also be posed to the experts, Mr Wingelaar and Mr Lentfert.

There not being any further questions, the Chair gave the floor to Mr Jansen of PricewaterhouseCoopers (PwC), who attended the meeting as 2nd partner on the dossier due to the 1st partner not being able to attend the meeting, in order to give an explanation of the audit opinion 2018. Mr Jansen was involved in the 2018 audit of Triodos Bank. His colleague Ms Van Boekel was also present.

This was the third year in which PwC acted as external auditor. Triodos' mission and culture are unique and form a key feature in the audit. Again, many discussions were held with the bank this year. In 2018, Triodos was one of the first financial institutions to report sustainability information in accordance with the Platform Carbon Accounting Financials (PCAF) and the Global Alliance for Banking on Values (GABV). Mr Jansen gave an explanation of the audit engagement: the audit of the annual accounts, evaluating the sustainability information in the annual report and further work on other components of the annual report. The approach of the external auditor to obtain sufficient audit information was shown slide by slide.

With respect to the audit of the annual accounts, PwC has issued an unqualified opinion both for the consolidated annual accounts and the company annual accounts. In the audit a materiality level was used. The threshold is set based on what is relevant for the users of the annual accounts, in which both qualitative and quantitative factors are considered. Materiality was set at €2.5 million and allocated to the various components and branches, so that the majority of the result before tax is audited. The audit was focused on the 5 branches in the Netherlands, Belgium, United Kingdom, Spain and Germany, the Triodos head office and Triodos Investment Management. For the foreign branches local PwC teams were engaged. The reports were audited, the audit reports of the local accountants were checked and the team was present at the concluding discussions.

The PwC team was assisted in their audit by IT specialists in order to assess the general IT control measures, testing of certain reports and control measures in the applications. Also, specialists on regulations, financial instruments, taxes and sustainability information were included in the team. The opinion mentioned three key issues in the audit: i) valuation of the loan portfolio, ii) valuation of the financial instruments at fair value and iii) explanation of the off-balance sheet obligations to potential VAT expenditure on intracompany transactions in relation to the risk that Triodos Bank might have to pay tax on intracompany transactions. PwC obtained sufficient assurance on all three key issues about the correct recognition in the annual accounts. The audit opinion was included in the annual report.

Based on Triodos' mission to report transparently on the impact of its activities, it reports on them in the annual report. PwC has given a limited level of assurance based on the impact data. The information was reported based on PCAF and formed part of the annual report. In the opinion of PwC there was no reason to assume that the reported sustainability information was not a true and fair reflection.

The other information in the annual report had been read critically by PwC and based on its knowledge and understanding PwC had considered whether the information contained material deviations from, or was contrary to the annual accounts. Based on this, PwC had established that all the information required by law had been included.

The Chair thanked Mr Jansen for his explanation and gave the meeting the opportunity to ask questions on the audit. There were no questions.

The Chair noted that the Stichting Administratiekantoor Aandelen Triodos Bank (SAAT) is the bank's formal shareholder voting at this meeting. The Chair then invited Ms De Zwaan, Chair of the Board of SAAT, to cast her vote on behalf of SAAT on the annual accounts for 2018, in accordance with Article 14(b) of the articles of association.

Ms De Zwaan said that SAAT would vote in favour of the motion to adopt the annual accounts. In response to questions posed to SAAT by a depositary receipt holder, including the question what SAAT is, a brief explanation would be given in the meeting of depositary receipt holders held this afternoon. When Triodos was founded, it was understood that the bank needed protection against takeovers and its mission had to be safeguarded. This is why the Stichting Administratiekantoor Aandelen Triodos Bank was set up, which holds all the shares in Triodos Bank. SAAT issues depositary receipts for shares, which investors can subscribe for. Both SAAT and the board of SAAT are independent, but the members of the board are appointed by the depositary receipt holders. SAAT is aware that it casts its vote in the Annual General Meeting of shareholders based on facts known to the depositary receipt holders, but always after the fact. The SAAT board exercises its voting right *inter alia* for the annual report. The issues on which the annual report is assessed and the voting right exercised are the safeguarding of the bank's mission and the realisation of its objectives, the independence and continuity of the bank and the financial interests of the depositary receipt holders. SAAT interacts with the Executive Board and the Supervisory Board and in doing so, brings up questions asked and issues raised by the depositary receipt holders one year earlier. Furthermore, questions are asked on the cost/income ratio, the bank's efficiency, the performance of the various branches, attention for the relationship between the various countries and the dividend. The discussions with the Executive Board and the Supervisory Board on the annual accounts 2018 focused on themes concerning the mission and efficiency, strategy, the materiality matrix and the triangle in which the bank wishes to realise a balance between financial impact and return. In addition, prior to the meeting the informal meetings of depositary receipt holders in the countries were attended. The SAAT Board understand the difficult context in which the bank endeavours to achieve its mission, increasing regulation, and rising focus on sustainability among banks. With respect to the latter: the loan portfolio has grown, more and more sustainable projects are being funded and the bank has proved to be able to spur the financial sector into action. With respect to the bank itself: the costs remain high. This is one of the points of attention, and SAAT concurs. The annual report and the explanation of the Executive Board provide clear information on the bank's strategic principles and priorities. Triodos positions itself as a trailblazer and pioneer; the bank is working all out to improve the 'condition' of the bank and places great demands on the employees and the Executive Board.

The Chair observed that the annual accounts had been adopted and he thanked the chair of the Board of SAAT for its vote and the explanation.

3. Dividend

3a. Dividend policy

The Chair gave the floor to Mr Blom.

Triodos strives for a stable policy and a stable dividend distribution with a payout ratio of between 50 and 70% of earnings. This situation may vary year by year due to circumstances. The Executive Board discusses with the Supervisory Board and SAAT how to implement a stable policy. The earnings for 2018 will be distributed among the depositary receipt holders, who were present until just before the meeting.

3b. Dividend for 2018

The dividend resolution proposed today is €1.95 per share, totalling €26,938,260. The dividend proposal is set out on page 98 of the annual report. An amount of €11,644,898 will be added to the

other reserves. With respect to the dividend to be distributed, a choice can be made between a payment in cash of €1.95 for each depositary receipt for a share or 1 new share for every 42,562 depositary receipts for shares. These new depositary receipts are charged to the share premium reserve. The ex dividend date is 21 May 2019 and the dividend will be made payable on 24 May 2019.

The Chair allowed depositary receipt holders the opportunity to ask questions about the dividend proposal.

There being no further questions, the Chair asked Ms De Zwaan to cast a vote on behalf of SAAT on the dividend proposal for 2018 in accordance with Article 16, paragraph 1 of Triodos Bank's articles of association. Ms De Zwaan stated that the dividend proposal was fully in line with the dividend policy supported by SAAT. SAAT voted in favour of the proposed dividend.

The Chair noted that the General Meeting had approved the dividend for 2018 and moved on to item 4 on the agenda.

4. Discharge

4a. Granting discharge to the members of the Executive Board

The Chair asked Ms De Zwaan to cast her vote, on behalf of the shareholder, and in accordance with Article 14(c) of Triodos Bank's articles of association, on discharging the members of the Executive Board for their management during the past financial year, as evident from the annual report 2018 and the statements made during this meeting.

Ms De Zwaan stated that SAAT was pleased to grant the members of the Executive Board the requested discharge, and that she appreciated the efforts made and the results achieved during this difficult year, and the bank's social contributions. SAAT would have liked to thank Mr Aeby for his dedication over many years. Although Mr Aeby was absent, SAAT expressed its gratitude to him loudly and clearly during the meeting.

The Chair concurred with Ms De Zwaan's words and noted that the General Meeting had granted discharge to the members of the Executive Board. He then brought up for discussion:

4b. Discharge members of the Supervisory Board

The Chair asked Ms De Zwaan to cast her vote, on behalf of the shareholder and in accordance with Article 14(d) of Triodos Bank's articles of association on discharging the members of the Supervisory Board for their supervision during the past financial year, as evident from the annual report for 2018 and the statements made during this meeting.

Ms De Zwaan stated that SAAT voted in favour of discharge for the members of the Supervisory Board, with an express word of gratitude to the members of the Board, who consistently exercise their duties with a great deal of dedication and commitment. A number of members had resigned from their important duties for valid reasons: Ms Van der Weerd, Mr Philipp and Mr Page. They were thanked explicitly for their efforts over the past period.

The Chair noted that the General Meeting had discharged the members of the Supervisory Board.

5. Reappointment external auditor Triodos Bank N.V.

In the Annual General Meeting of 2015 PwC was appointed as external auditor for a period of four years. In view of the way in which PwC has carried out the work and the extent to which its business principles and core values match those of Triodos, the Supervisory Board proposed the reappoint

PwC for another period of four years as the external auditor of the bank, effective from the 2020 financial year. On the recommendation of the Audit and Risk Committee it was decided to put this proposal to the General Meeting. The appointment means granting the engagement to the audit firm to audit the annual accounts of Triodos for the financial years 2020 to 2023 inclusive.

Ms De Zwaan stated that the shareholder voted in favour of the reappointment. The Chair noted that the General Meeting had passed the proposal to reappoint PwC for a period of four years.

The Chair suspended the meeting for lunch. The meeting reconvened at 1:15pm.

The Chair reopened the meeting and proceeded to item 6 on the agenda:

6. Appointment of Mr Nawas as a member of the Supervisory Board

The Chair stated that the Supervisory Board was pleased to nominate Mr Nawas for appointment as a member for a four-year term. De Nederlandsche Bank had agreed to the proposed appointment. SAAT had also been involved in the selection procedure. The Works Council had had the opportunity to determine its position.

The Supervisory Board currently numbers five members, after the resignations of Ms Van der Weerdt and Mr Philips, and as of 18 May of four members, when Mr Page also resigns. Mr Nawas has extensive experience of banking and international experiences of products, services and markets. In addition, Mr Nawas represents Triodos' mission and contributes financial knowledge. The Chair gave the floor to Mr Nawas for a brief explanation.

Mr Nawas referred to his CV that was included in the notes to the agenda, but added some personal remarks. Until his resignation last month, Mr Nawas had been involved as a member of the Executive Board of SAAT for five years. By transferring to the Supervisory Board Mr Nawas expected taking on a different role, in which acting as a sounding board and playing the role of supervisor were especially important. Mr Nawas stated he was highly motivated.

Since there were no questions, the Chair asked Ms De Zwaan to cast her vote on behalf of the shareholder on the proposed appointment.

Ms De Zwaan stated that SAAT was faced with the transfer of a member of the SAAT Executive Board to the Supervisory Board. Of course she approved the proposed appointment, but no before thanking Mr Nawas for his contribution and the expertise he brought in on many issues in his individual way. SAAT congratulated the Supervisory Board with the experience it was to gain.

The Chair noted that the General Meeting agreed to the appointment of Mr Nawas for a four-year term, effective from the close of the General Meeting.

7. Adjustment of remuneration of the members of the Supervisory Board

The Chair gave the floor to Mr Boers, chair of the Nomination and Compensation Committee. Mr Boers explained the adjustment proposal. The remuneration of the Supervisory Board had not been adjusted for six years. The intensity, the role and responsibilities of the Board had expanded considerably, however, as well as the time spent, as a result of which the remuneration could no longer be deemed adequate, and adjustment was being proposed. Triodos Bank's remuneration policy aims for fair remuneration that does justice to the efforts made, is in line with the interests of other stakeholders, and is not related to the banking industry. With respect to the remuneration, the intention is that the adjustment is implemented in full immediately. In the following years, annual indexation is aimed for to prevent a gap arising between workload and effort.

Since there were no questions, the Chair asked Ms De Zwaan to cast her vote on behalf of the shareholder on the proposed adjustment.

Ms De Zwaan stated that SAAT felt the proposal could not be accepted lightly. It was a sensitive subject. SAAT had considered the remuneration policy and deemed it moderate, independent from the results, and offering no bonuses. Over the past few years the bank had grown and become more complex, and the supervisory directors were spending more time on Triodos Bank and needed to have more skills and competences. Based on these considerations SAAT has determined that the adjustment proposal was fair and did justice to the efforts and competences required by the issues and to the expectations of shareholders and the quality of the supervisory directors. For this reason, SAAT agreed to the adjustment proposal.

The Chair noted that the General Meeting approved increasing the remuneration of the members of the Supervisory Board and its committees.

8. Announcement proposed appointment of Ms Van der Weerd as a member of the Executive Board

The Chair referred to the decision of Mr Aeby to resign his position as a member of the Executive Board after the close of the General Meeting. Due to the growth of the organisation and increased regulation especially in the area of Risk Management and Compliance, Triodos had resolved to expand the Executive Board with a Chief Risk Officer, as a result of which the Executive Board will comprise four members going forward. A new Chief Financial Officer is being sought. The Supervisory Board intended to appoint Ms Van der Weerd as a member of the Executive Board. In accordance with the provisions in the law and the bank's articles of association the Supervisory Board gave notice of this intention to the General Meeting. Her remuneration had been set in line with the remuneration policy, and was available for inspection on Triodos' website. De Nederlandsche Bank had agreed to the proposed appointment. After a meeting with Ms Van der Weerd, the Works Council also gave a positive recommendation regarding the proposed appointment. The Chair gave the floor to Ms Van der Weerd for a brief explanation.

Ms Van der Weerd stated that after having been a member of the Supervisory Board for many years, she now wished to make the somewhat uncommon step of joining the Executive Board. Ms Van der Weerd was looking forward to taking on the role of executive director and stated that she knew that many challenges lay ahead in devoting more attention to existing and new risks. In addition, the rate of legislative change was picking up. This was a serious challenge for the organisation, and Ms Van der Weerd stated that she was looking forward to starting work on safeguarding continuity.

The Chair gave the depositary receipt holders the opportunity to ask questions. There being no questions, the Chair confirmed that the Supervisory Board would formalise the appointment as of today.

The Chair then proceeded to item 9 on the agenda:

9. Any other business

The Chair gave the meeting the opportunity to ask questions. Initially, every depositary receipt holder was allowed to ask one question at a time; they should state their name and where they live.

Mr Buizer from Langbroek referred to the question last year on how to deal with growth in light of the mission, to which the answer was that growth would be converted into sustainable growth. The NRC newspaper of 18 May this year carried an article on the problems with biodiversity. It asked the question: 'What if we are too late in transforming our economy?' This was contrary to the views in the

paper on the bank's activities. What were Triodos' intentions and does it take part in such sustainable institutions?

Mr Blom replied that interviews in newspapers and statements give rise to good internal discussions. At a macroeconomic level it is not sufficiently clear that ever increasing production and consumption is not taken seriously and that we must first hit a wall before any truly sustainable transformation. Mr Blom's view was that the growth of Triodos Bank perhaps implies that other banks who do not wish to move towards sustainable growth will become smaller or disappear. From an industry perspective a great deal has been done in the area of biodiversity and biomass. He asserted that we must look carefully at our impact in the area of sustainability. These issues were also being discussed between the Executive Board and the Supervisory Board.

Since there were not further questions, the Chair proceeded to say goodbye to the retiring members of the Executive Board and the Supervisory Board.

Ms Van der Weerd and Mr Page would continue to work for the bank in a different capacity. It is a tribute to the culture of the Supervisory Board that retiring members never stop being ambassadors for Triodos' mission.

Ms Van der Weerd will join the Executive Board, bringing in her motivation and suitability for the job. The Chair expressed his gratitude to Ms Van der Weerd for all the work she had done and wished her all the best in her new position.

Mr Page was to resign as a member of the Supervisory Board as a result of the Brexit situation. The Chair expressed his appreciation for Mr Page's broad view, his expertise and his personal contributions. Mr Page will head up the board of the entity in the United Kingdom as non-executive chair of the Board and ensure the continuity of its banking business and the mission. The Chair thanked Mr Page for his contributions and wishes him the best of luck in his next position with Triodos Bank.

The Chair briefly reflected on the departure of Mr Philipp, who was a member of the Supervisory Board from May 2015, and sat on the Nomination and Compensation Committee and the Audit Risk Committee. Due to his appointment as State Secretary of Finance of Schleswig-Holstein he has had to resign his position. Mr Philipp will continue the mission of Triodos Bank in a different place. The Chair thanked Mr Philipp for his contributions, his insights and personality: smart, kind and committed.

Mr Philipp thanked the chair, and recalled the moment when he was offered the position of State Secretary, which implied that he would have to resign from the Supervisory Board. It was not an easy decision, but in his new position he would be able to contribute to a sustainable world from politics and the financial industry. Mr Philipp thanked his colleagues for their collaboration over the past four years and wished them and Triodos Bank all the best.

Finally, the Chair addressed a word of thanks to Mr Aeby, who had resigned from the Executive Board after serving for 21 years. He thanked Mr Aeby for the formidable work he had done. The Chair stated that he would reiterate his gratitude when the opportunity arose, so as to say goodbye to Mr Aeby personally in a festive atmosphere.

Close

The Chair thanked the meeting for their contributions and closed the meeting.

A.J. de Geus
*Chair of the
Supervisory Board
Triodos Bank N.V.*

J.G.J.M. de Zwaan
*Chair of the board of the
Stichting Administratiekantoor
Shares in Triodos Bank*

J. van der Velden
Minutes secretary