

# Triodos Bank

**STICHTING ADMINISTRATIEKANTOOR AANDELEN TRIODOS BANK**  
(established in The Netherlands as a foundation, having its corporate seat in Zeist, The Netherlands)

**Offering of up to 4,000,000 new depository receipts for ordinary shares with a nominal value of EUR 50 each in**

## **TRIODOS BANK N.V.**

(incorporated in The Netherlands as a public company with limited liability,  
having its corporate seat in Zeist, The Netherlands)

Triodos Bank N.V. (**Triodos Bank**) is offering through Stichting Administratiekantoor Aandelen Triodos Bank (the **Issuer**) up to 4,000,000 depository receipts in registered form (the **Depository Receipts**) in respect of ordinary shares in registered form with a nominal value of EUR 50 each (the **Shares**) in the capital of Triodos Bank (the **Offering**). The Offering consists of a public offering being made to the general public in Belgium, Germany, The Netherlands, Spain and the United Kingdom. This document (the **Prospectus**) constitutes a prospectus for the purposes of Article 5.3 of the Directive 2003/71/EC as amended by Directive 2010/73/EC (the **Prospectus Directive**) and has been prepared in accordance with Article 5:9 of the Financial Supervision Act (*Wet op het financieel toezicht*, the **FSA**) and the rules thereunder. This Prospectus has been approved by and filed with The Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*, the **AFM**). Triodos Bank has requested that the AFM provide a certificate of approval and a copy of this document to the relevant competent authority in each of Belgium, Germany, Spain, France and the United Kingdom.

The Depository Receipts have not been listed on any securities exchange. The Issuer will however, maintain a platform for transactions against net asset value of Depository Receipts. The Depository Receipts are being offered only in those jurisdictions in which, and only to those persons to whom, offers and sales of the Depository Receipts may lawfully be made.

For a description of restrictions on offers, sales and transfers of the Depository Receipts and the distribution of this Prospectus in other jurisdictions, see 'Selling and transfer restrictions' beginning on page 55.

The Depository Receipts and underlying Shares will be issued continually, under exclusion of the pre-emptive rights of the holders of Depository Receipts (**Depository Receipt Holders**) at the time of the Offering. The existing holdings of Depository Receipt Holders will be diluted proportionate to the amount of new Depository Receipts issued.

The issue price of the Depository Receipts (the **Issue Price**) will be determined daily by Triodos Bank on the basis of a fixed calculation model that calculates the actual net asset value of Triodos Bank (the **NAV**) divided by the number of issued Depository Receipts (the **NAV per Depository Receipt**). The NAV is equal to the book value of the assets of Triodos Bank minus the book value of the liabilities of Triodos Bank. The Issue Price per Depository Receipt will be rounded to whole euros, whereby values of 0.5 euros or more are rounded up. During certain periods, the Issue Price may be fixed for campaigning purposes. The applicable Issue Price can be requested from Triodos Bank daily and is also published on its country websites. In Belgium this is [www.triodos.be](http://www.triodos.be), in Germany this is [www.triodos.de](http://www.triodos.de), in The Netherlands this is [www.triodos.nl](http://www.triodos.nl), in Spain this is [www.triodos.es](http://www.triodos.es), in the United Kingdom this is [www.triodos.co.uk](http://www.triodos.co.uk).

A transaction fee of maximum 0.5% will be charged by Triodos Bank for the execution of buy and sell orders of Depository Receipts (with a minimum fee of EUR 5 for subscriptions made through the Spanish branch and GBP 5 for subscriptions made through the UK branch).

Discounts on the purchase price can be available in certain periods. Discounts on the transaction fee can be made available to certain investors in certain periods. These discounts will be made public on the country websites of Triodos Bank.

Allocations will be made by the statutory members of the executive board of Triodos Bank (the **Executive Board**) on behalf of the Issuer. The allocation policy will take into account the importance of a balanced spread of the holdings of Depository Receipts. Furthermore, the number of Depository Receipts held directly or indirectly by any one Depository Receipt Holder will be limited to a maximum of just under 10% of the total number of issued Depository Receipts. The Executive Board is authorised on behalf of the Issuer to refuse subscriptions on Depository Receipts or to only allocate a limited number. In addition, the Executive Board can resolve at any time to limit, suspend or exclude the issue of Depository Receipts. Any resolution to close the issue will be announced on Triodos Bank's country websites.

The Depository Receipts are registered and will be recorded in the register of Depository Receipt Holders (the **Register**), which is managed by Triodos Bank. After allocation the subscriber will receive proof of registration in the Register.

The rights attached to the Depository Receipts included in this Offering vest as per the date that the Issue Price has been paid into the equity of Triodos Bank and the Depository Receipts are delivered to the Depository Receipt Holder by registration in the Register.

The date of this Prospectus is 19 July 2016. This Prospectus replaces the prospectus in respect of Depository Receipts of Triodos Bank dated 22 July 2015, and will be valid until 19 July 2017, unless prior to that date a new prospectus in respect of Depository Receipts of Triodos Bank is published which will replace the current Prospectus.

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## SUMMARY

The summary set out below complies with the requirements of the Prospectus Directive and Commission Regulation No 809/2004 implementing the Prospectus Directive (the **PD Regulation**), including the contents requirements set out in Annex XXII of the PD Regulation. These requirements apply to the Depository Receipts and the summary set out below is addressed to potential investors in the Depository Receipts. The PD Regulation specifies a mandatory order for the sections and elements set out below and the use of the designation 'Not Applicable' for any element specified below where either no relevant information falls to be disclosed or the requirement is not applicable for any reason. The titles set out in each of sections B through E below are themselves summaries of the requirements set out in Annex XXII of the PD Regulation. This summary has been prepared on the basis that only Annex X of the PD Regulation is applicable to issues of Depository Receipts and, as a result, the elements referred to below are deliberately not consecutively numbered.

<b>Section A – Introduction and warnings</b>		
A.1	<i>Introduction and warnings</i>	This summary should be read as introduction to this Prospectus. Any decision to invest in the Depository Receipts should be based on consideration of this Prospectus as a whole by the investor. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States of the European Economic Area, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the Depository Receipts.
A.2	<i>Financial intermediaries</i>	Not applicable; neither Triodos Bank nor the Issuer consents to the use of this Prospectus for any subsequent sale or final placement of Depository Receipts by financial intermediaries.

<b>Section B – Issuer</b>		
B.31	<b>Information issuer underlying shares:</b>	
	<i>Legal and commercial name of the issuer</i>	Triodos Bank N.V. The bank's commercial name is Triodos Bank. Triodos Bank has no other trade names.
	<i>Domicile/ legal form/ legislation/ country of incorporation</i>	Triodos Bank N.V. was founded as a public limited company under Dutch law by deed of 30 June 1980, executed before civil-law notary A.G. van Solinge of Amsterdam. Triodos Bank operates under Dutch law.  Triodos Bank's registered office is in Zeist, The Netherlands. The address is Nieuweroordweg 1, 3704 EC, Zeist, The Netherlands and the telephone number is +31 (0)30 693 6500.
	<i>Business</i>	Triodos Bank's principal activities since its date of incorporation are the activities

		<p>of a bank. Triodos Bank wants to connect money with people's quality of life, in its broadest sense, in a positive and enterprising way. For many, socially responsible enterprise lies at the heart of this effort and sustainable banking reflects this spirit of enterprise and positive change in the banking industry.</p> <p><i>Markets and our core activities</i></p> <p>Triodos Bank is an international bank with branches in The Netherlands (since 1980), Belgium (since 1993), the United Kingdom (since 1995), Spain (since 2004), Germany (since 2009) and a representative office in France (since 2012). The key aspects of Triodos Bank's marketing activities are the same in each of these countries.</p> <p>Triodos Bank's activity is split between three core divisions. They are Retail and Business Banking, delivered through a diversified network of European branches; Triodos Investment Management, which invests through investments funds or investment institutions managed by Triodos Investment Management; and Triodos Private Banking, providing services to wealthier people and groups, the most recent division and to date available in The Netherlands and Belgium.</p>
	<p><i>Recent trends</i></p>	<p><i>International markets</i></p> <p>In many European countries, there is a growing public demand for a bank with the mission, experience and products and services that Triodos Bank can offer. As a result, Triodos Bank continues to consider opportunities to open new branches in European Union countries. In addition to opening official bank branches, Triodos Bank is also looking at other ways in which it can be active in countries where people and businesses are interested in its approach.</p> <p><i>Retail and Business Banking</i></p> <p>Against a backdrop of the continuing debt crisis, retail activities developed further. This is in part due to increasing demands for change from society.</p> <p><i>Triodos Investment Management</i></p> <p>An increase in total funds entrusted to Triodos Investment Management reflects investors' appetite for sustainable investments.</p> <p><i>Triodos Private Banking</i></p> <p>Despite challenging times for the financial markets in 2015 sustainable investment continued to prove popular with private investors.</p> <p><i>Outlook</i></p> <p>There are no trends in products, sales and services, and costs and selling prices since the end of 2015 to the date of this Prospectus that are significant or relevant for Triodos Bank.</p>
	<p><i>Group</i></p>	<p>Triodos Bank is a shareholder of Triodos Investment Management BV and Triodos MeesPierson Sustainable Investment Management BV as described below. All shares in Triodos Bank are held by Stichting Administratiekantoor Aandelen Triodos Bank.</p> <p><i>Triodos Investment Management BV (100%)</i></p> <p>Triodos Investment Management BV, incorporated in The Netherlands, manages</p>

	<p>several Triodos investment funds, both retail and institutional.</p> <p><i>Triodos MeesPierson Sustainable Investment Management BV (50%)</i></p> <p>Triodos MeesPierson Sustainable Investment Management BV, incorporated in The Netherlands, provides asset management services in cooperation with MeesPierson. Triodos Bank holds 50% of the shares. The other 50% is held by ABN AMRO MeesPierson.</p> <p><i>Triodos Ventures</i></p> <p>Triodos Ventures, incorporated in The Netherlands, is part of Triodos Group. It is legally independent of Triodos Bank and plays a role in the development and finance of new projects that, in many cases, represent high-risk investments. These include venture capital activities, project development and charitable funds.</p>																																																																																								
<i>Voting Rights</i>	<p>The voting rights of the significant Depository Receipt Holders do not differ from other Depository Receipt Holders.</p> <p>Triodos Bank is not aware of any persons, other than the members of the Executive Board, who directly or indirectly have an interest notifiable under Dutch law in Triodos Bank's capital or voting rights.</p> <p>Triodos Bank is not aware of any persons, who directly or indirectly own or control Triodos Bank's business.</p>																																																																																								
<i>Selected historical key financial information</i>	<table border="1"> <thead> <tr> <th>Amounts in millions of EUR</th> <th>2015</th> <th>2014</th> <th>2013</th> </tr> </thead> <tbody> <tr> <td><b>Financial</b></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Equity</td> <td>781</td> <td>704</td> <td>654</td> </tr> <tr> <td>Number of Depository Receipt Holders</td> <td>35,735</td> <td>32,591</td> <td>31,304</td> </tr> <tr> <td>Funds entrusted</td> <td>7,283</td> <td>6,289</td> <td>5,650</td> </tr> <tr> <td>Number of accounts</td> <td>707,057</td> <td>628,321</td> <td>556,146</td> </tr> <tr> <td>Loans</td> <td>5,216</td> <td>4,266</td> <td>3,545</td> </tr> <tr> <td>Number</td> <td>44,418</td> <td>36,320</td> <td>29,620</td> </tr> <tr> <td>Balance sheet total</td> <td>8,211</td> <td>7,152</td> <td>6,447</td> </tr> <tr> <td>Funds under management*</td> <td>4,087</td> <td>3,480</td> <td>3,199</td> </tr> <tr> <td><b>Total assets under management</b></td> <td><b>12,298</b></td> <td><b>10,632</b></td> <td><b>9,646</b></td> </tr> <tr> <td>Total income</td> <td>211.6</td> <td>189.6</td> <td>163.7</td> </tr> <tr> <td>Operating expenses</td> <td>-150.2</td> <td>-138.4</td> <td>-112.6</td> </tr> <tr> <td>Impairments loan portfolio</td> <td>-7.6</td> <td>-11.1</td> <td>-17.1</td> </tr> <tr> <td>Value adjustments to participating interests</td> <td>0.2</td> <td>0.2</td> <td>0.2</td> </tr> <tr> <td>Operating result before taxation</td> <td>54.0</td> <td>40.3</td> <td>34.2</td> </tr> <tr> <td>Taxation on operating result</td> <td>-13.3</td> <td>-10.2</td> <td>-8.5</td> </tr> <tr> <td><b>Net profit</b></td> <td><b>40.7</b></td> <td><b>30.1</b></td> <td><b>25.7</b></td> </tr> <tr> <td>(Common) equity tier 1 ratio**</td> <td>19.0%</td> <td>19.0%</td> <td>17.8%</td> </tr> <tr> <td>Total Capital ratio **</td> <td>19.0%</td> <td>19.0%</td> <td>17.8%</td> </tr> <tr> <td>Leverage ratio***</td> <td>8.4%</td> <td>8.8%</td> <td>8.7%</td> </tr> <tr> <td>Operating expenses/total income</td> <td>71%</td> <td>73%</td> <td>69%</td> </tr> </tbody> </table>	Amounts in millions of EUR	2015	2014	2013	<b>Financial</b>				Equity	781	704	654	Number of Depository Receipt Holders	35,735	32,591	31,304	Funds entrusted	7,283	6,289	5,650	Number of accounts	707,057	628,321	556,146	Loans	5,216	4,266	3,545	Number	44,418	36,320	29,620	Balance sheet total	8,211	7,152	6,447	Funds under management*	4,087	3,480	3,199	<b>Total assets under management</b>	<b>12,298</b>	<b>10,632</b>	<b>9,646</b>	Total income	211.6	189.6	163.7	Operating expenses	-150.2	-138.4	-112.6	Impairments loan portfolio	-7.6	-11.1	-17.1	Value adjustments to participating interests	0.2	0.2	0.2	Operating result before taxation	54.0	40.3	34.2	Taxation on operating result	-13.3	-10.2	-8.5	<b>Net profit</b>	<b>40.7</b>	<b>30.1</b>	<b>25.7</b>	(Common) equity tier 1 ratio**	19.0%	19.0%	17.8%	Total Capital ratio **	19.0%	19.0%	17.8%	Leverage ratio***	8.4%	8.8%	8.7%	Operating expenses/total income	71%	73%	69%
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### Section C – Securities

C.13	<b>Information underlying shares:</b>	
	<i>Description of the shares</i>	The Shares have been created under Dutch law and are registered shares and the register is kept at the head office of Triodos Bank at Nieuweroordweg 1, 3704 EC, Zeist, The Netherlands. Triodos Bank is in charge of keeping the records of the Shares in the register.
	<i>Currency</i>	The underlying Shares are denominated in euros.
	<i>Number of shares and nominal value</i>	The authorised capital of Triodos Bank amounts to EUR 1,500,000,000, divided into 30,000,000 Shares with a nominal value of EUR 50 each. On 31 December 2015, the number of shares issued to and fully paid up by the Issuer is 9,686,584.
	<i>Rights attached to the Shares</i>	<p>The Shares give the right, <i>inter alia</i>, to the dividends made payable on the Shares, and to liquidation payments. In addition, each Share gives the right to cast one vote at the General Meeting.</p> <p>Shareholders have a pre-emption right proportionate to their share holding. On 20 May 2016 the General Meeting of Triodos Bank has given the authority to the Executive Board for a period of 18 months to exclude this pre-emption right.</p> <p>There are no special procedures for exercising the rights attached to the Shares.</p>
	<i>Transferability of the Shares</i>	The Shares are not freely transferable. The Shares will only be transferred between Triodos Bank and the Issuer in the context of the issue of Depository Receipts in accordance with the Terms of Administration.
	<i>Listing</i>	It is not intended to request a listing on a securities exchange of the Depository Receipts.
	<i>Dividend policy</i>	Part or all of the profit as reported in the adopted profit and loss account shall be used by the Executive Board to form or to add the reserves to the extent that is deemed desirable by the Executive Board. Any remaining profit may be distributed to the shareholders in line with the Articles of Association of Triodos Bank. The intention of the Executive Board is to have a stable dividend distribution per Depository Receipt. However, this intention will in no way be binding on Triodos Bank and/or its Executive Board. The dividend policy of Triodos Bank is the absolute and sole discretion of Triodos Bank, and is subject to applicable statutory and legal (European) requirements. It is possible to make dividends available in cash or in whole or in part in the form of Shares and for the Depository Receipt Holder in the form of Depository Receipts. All dividend payments are of a non-cumulative nature.
C.14	<b>Information depository receipts:</b>	
	<i>Description of the depository receipts</i>	The Depository Receipts have been created under Dutch law and will be issued under Dutch law with the cooperation of Triodos Bank. The Issuer issues one Depository Receipt for each Share. Depository Receipts can also be issued in the form of fractions thereof, which fractions shall be rounded to three (3) decimal places and the total of which fractions equals one (1).

	<i>Currency</i>	The Depository Receipts are denominated in euros.
	<i>Rights attached to the depository receipts</i>	<p>Depository Receipt Holders have the rights which Dutch law attributes to the fact that the Depository Receipts have been issued with the cooperation of Triodos Bank. The rights attached to the Depository Receipts relate to, <i>inter alia</i>, the dividends and liquidation payments made payable on the Depository Receipts and the right to attend the General Meetings and speak at such meetings. Depository Receipts do not have the right to vote at the General Meetings.</p> <p>Depository Receipts Holders have a pre-emption right proportionate to their share that can be limited or excluded by the Executive Board.</p> <p>The Depository Receipts are non-convertible. Non-convertible means that a Depository Receipt cannot be converted into a Share.</p>
	<i>Transferability of the depository receipts</i>	<p>In principle the transfer of Depository Receipts is not allowed if and insofar as the acquiring party alone, or together with one or more group companies, or on the basis of an arrangement to cooperate together with one or more others, directly or indirectly, is a holder or will become a holder as a result of the transfer, of a nominal amount of Depository Receipts jointly corresponding with ten percent (10%) or more of the total issued capital of Triodos Bank. In limited circumstances the above provisions may be deviated from.</p> <p>Guarantee attached to the Depository Receipts: not applicable.</p>
	<i>Meeting of depository receipt holders</i>	<p>In a number of situations, the articles of association of the Issuer and the Terms of Administration require decision-making by the meeting of Depository Receipt Holders. For example, amendment by the Issuer of its articles of association and Terms of Administration is only possible subject to approval of the meeting of Depository Receipt Holders and the approval of Triodos Bank. Furthermore, the meeting of Depository Receipt Holders appoints the members of the board of the Issuer, on the basis of a binding nomination by the board of the Issuer. Triodos Bank must approve the nomination of the board members of the Issuer.</p> <p>In a meeting of Depository Receipt Holders, each Depository Receipt Holder has as many votes as he has whole Depository Receipts, with a maximum of 1,000 votes. No vote can be cast on a fraction of a Depository Receipt.</p>
	<i>Guarantee</i>	Not applicable. There is no guarantee attached to the Depository Receipt which is intended to underwrite the Issuer's obligations.

<b>Section D – Risks</b>		
D.4	<i>Key information on the key risks that are specific to the issuer of the underlying shares</i>	<p><b>Risks relating to Triodos Bank and the industry in which it operates in general</b></p> <ul style="list-style-type: none"> <li>• Triodos Bank may be forced to assume shortfalls upon the bankruptcy of financial institutions pursuant to existing and new deposit guarantee schemes ('DGS') in The Netherlands and the European Union. Triodos Bank is exposed to the risk of interventions by regulatory authorities.</li> <li>• Triodos Bank's operations support complex transactions and are highly</li> </ul>



		<p>dependent on the proper functioning of information technology and communication systems. Any failure of its information technology or communications systems could have a material adverse effect on its results and reputation.</p> <ul style="list-style-type: none"> <li>• As with the banking sector in general, Triodos Bank's liabilities to its clients exceed Triodos Bank's liquid assets. In particular, Triodos Bank is dependent on client deposits and savings accounts, and a sudden shortage of these funds could increase Triodos Bank's cost of funding.</li> <li>• As a credit institution, Triodos Bank is exposed to the creditworthiness of third parties. Triodos Bank is exposed to the risk that third parties owing it money, securities or other assets will not perform their obligations. In Triodos Bank's case, these parties include Triodos Bank's trading counter parties, clients, exchanges, clearing houses and other financial institutions. These parties may default on their obligations to Triodos Bank due to lack of liquidity, operational failure, bankruptcy or for other reasons. This risk arises in a variety of contexts, including in connection with derivative contracts.</li> <li>• Triodos Bank operates in an industry that is highly regulated. There could be an adverse change or increase in the financial services laws and/or regulations governing Triodos Bank's business.</li> <li>• Triodos Bank is exposed to the risk of a loss of Triodos Bank's management team and key employees. Losing the services of one or more members of the management team could adversely affect Triodos Bank.</li> </ul> <p><b>Risks specifically relating to the business and circumstances of Triodos Bank</b></p> <ul style="list-style-type: none"> <li>• Triodos Bank is active in a limited number of sectors. This causes a credit risk concentration and therefore a higher vulnerability of Triodos Bank to a downturn in those sectors.</li> <li>• Triodos Bank is a relative small, full service financial institution with an international scope, a diverse product portfolio and with an average autonomic growth of approximately 20% a year over the last years. This poses challenges to the organisation as it relies on a relative small number of senior managers. Not being able to manage its growth and meeting regulatory requirements within its control framework may lead to an adverse impact on Triodos Bank's business objectives and could negatively influence its financial results.</li> <li>• Triodos Bank is mainly financed by funds entrusted from its customers and is not active in the money- and capital markets for its funding. In times of prolonged and severe liquidity stress it may prove to be difficult for Triodos Bank to access the money- and capital markets. This could lead to a relatively high cost of funding because Triodos Bank has no current presence and track record in those funding markets. This could have a negative impact on the financial results of Triodos Bank.</li> </ul>
D.5	<p><i>Key information about the depository receipts</i></p>	<p><b>Risks relating to the Depository Receipts and the Offering</b></p> <p>Trading in the Depository Receipts is only possible on a limited basis and accordingly investors may have to wait before they can sell their Depository Receipts or may not be able to sell the Depository Receipts at or above the price paid for them.</p>

<b>Section E – Offer</b>		
E.1	<i>Net proceeds and estimated expenses</i>	<p>The total amount of the proceeds depends on the number of Depository Receipts sold. The maximum total net proceeds will be approximately EUR 150,000,000. The maximum costs involved with the issue of the Depository Receipts will be approximately EUR 400,000.</p> <p>Estimated expenses charged to the investor: See E.7 below.</p>
E.2a	<i>Reasons for offer</i>	<p>The Issuer intends to use the net proceeds from the Offering of the Depository Receipts entirely for the purchase of Shares in Triodos Bank.</p> <p>The Offering is intended to support Triodos Bank's growth in financing sustainable business by providing sufficient capital to meet Triodos Bank's own solvency requirement. This will reinforce Triodos Bank's profile and further strengthen Triodos Bank's brand names.</p> <p>Triodos Bank uses the proceeds of the sale of Shares to the Issuer for financing companies, institutions and projects that add cultural value and benefit people and the environment, with the support of depositors and investors who want to encourage the development of socially responsible and innovative business.</p>
E.3	<i>Terms and conditions of the offer</i>	<p><i>Maximum number of Depository Receipts available for issue</i></p> <p>On the date of this Prospectus, the authorised capital amounts to EUR 1,500,000,000, divided into 30,000,000 Shares with a nominal value of EUR 50 each. The Offering consists of a public offering being made to the general public in Belgium, Germany, The Netherlands, Spain and the United Kingdom. On the date of this Prospectus, 4,000,000 Shares are available for issue, with an aggregate nominal value of EUR 200,000,000. As one Depository Receipt is issued for one Share, the maximum number of Depository Receipts that could be issued on this date is also 4,000,000. With reference to Section 2:97 of the Dutch Civil Code, it is hereby expressly announced that if it is only possible to issue a lower number of Shares than the maximum number of Shares, and by the same token, Depository Receipts, such lower number will be issued.</p> <p>The Depository Receipts and underlying Shares will be issued continually, under exclusion of the pre-emptive rights of the existing Depository Receipt Holders. The holdings of the existing Depository Receipt Holders will be diluted proportionate to the amount of new Depository Receipts issued. In the event of issues up to the maximum issue, the dilution will be 30%.</p> <p><i>Issue Price</i></p> <p>Triodos Bank will on a daily basis determine the Issue Price of the Depository Receipts, on the basis of a fixed calculation model that calculates the NAV per Depository Receipt. The NAV of Triodos Bank is equal to the book value of the assets of Triodos Bank minus the book value of the liabilities of Triodos Bank. A recovery price procedure has been determined in case a mistake has been made in the calculation of the Issue Price of the Depository Receipts. During certain periods, the Issue Price may be fixed for campaigning purposes.</p>

		<p>Discounts on the purchase price can be available in certain periods. Discounts on the transaction fee can be available to certain investors in certain periods. These discounts will be made public on the country websites of Triodos Bank.</p> <p><i>Allocation to the subscribers</i></p> <p>Allocations will be made by the Executive Board on behalf of the Issuer. The allocation policy will take into account the importance of a balanced spread of the holdings of Depository Receipts in accordance with the provisions of Article 5 Paragraph 3 of the Terms of Administration. The Executive Board can resolve at any time to limit, suspend or exclude the issue of Depository Receipts. Any resolution to close the issue will be announced on the country websites (as defined on page 1 of this Prospectus).</p> <p><i>Register</i></p> <p>The Depository Receipts are delivered to the subscriber by registration in the Register, which is maintained by Triodos Bank.</p> <p><i>Repayments</i></p> <p>Any excess funds which Triodos Bank has received in relation to a limitation or exclusion of allocation will be repaid to the account from which these funds were received. Repayments will not include interest.</p> <p><i>Vesting date</i></p> <p>The rights attached to the Depository Receipts included in this Offering vest as per the date that the Issue Price has been paid into the equity of Triodos Bank. As of that moment the subscription can no longer be revoked.</p> <p><i>Intentions to subscribe</i></p> <p>So far as Triodos Bank and the Issuer are aware, no members of the administrative, management or supervisory bodies intend to subscribe in the Offering.</p>
E.4	<i>Material and conflicting interests</i>	<p>So far as Triodos Bank and the Issuer are aware, no person involved in the issue of the Depository Receipts has an interest material to the Offering and there are no conflicting interests.</p>
E.5	<i>Offering entity and lock-up agreements</i>	<p>Stichting Administratiekantoor Aandelen Triodos Bank (established in The Netherlands as a foundation, having its corporate seat in Zeist, The Netherlands).</p> <p>Not applicable. There are no Lock-up Agreements.</p>
E.6	<i>Dilution</i>	<p>The Depository Receipts and underlying Shares will be issued continually, under exclusion of the pre-emptive rights of the existing Depository Receipt Holders. The holdings of the existing Depository Receipt Holders will be diluted proportionate to the amount of new Depository Receipts issued. In the event of issues up to the maximum issue, the dilution will be 30%.</p> <p>Not applicable: The Depository Receipts are not offered by means of a subscription offer.</p>

E.7	<i>Fees charged</i>	A transaction fee of maximum 0.5% will be charged by Triodos Bank for the subscription and/or sale of Depository Receipts, (with a minimum fee of EUR 5 for subscriptions made through the Spanish branch and GBP 5 for subscriptions made through the UK branch).
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## **RISK FACTORS**

*Before investing in the Depository Receipts, prospective investors should consider carefully the following risks and uncertainties in addition to the other information presented in this Prospectus. The Issuer believes that the following risk factors are specific to the industry in which Triodos Bank operates, to Triodos Bank or to Triodos Bank's business, as well as to the Depository Receipts. If any of the following risks actually occurs, Triodos Bank's business, results of operations or financial condition could be materially adversely affected. In that event, the value of the Depository Receipts could decline, and an investor might lose part or all of the investor's investment. In addition, prospective investors should realise that in the event two or more risks and/or uncertainties materialise simultaneously or accumulate, Triodos Bank's business, results of operations or financial condition could be even more adversely affected and the value of the Depository Receipts could further decline. Although the Issuer believes that the risks and uncertainties described below are Triodos Bank's material risks and uncertainties, they are not the only ones Triodos Bank faces. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently does not deem material may also have a material adverse effect on Triodos Bank's business, results of operations or financial condition and could negatively affect the price of the Depository Receipts.*

*Prospective investors should read the detailed information set out elsewhere in this Prospectus and should reach their own views before making an investment decision with respect to any Depository Receipts. Furthermore, before making an investment decision with respect to any Depository Receipts, prospective investors should consult their own stockbroker, bank manager, lawyer, auditor or other financial, legal and tax advisers and carefully review the risks associated with an investment in the Depository Receipts and consider such an investment decision in light of the prospective investor's personal circumstances.*

For a more detailed discussion of the business of Triodos Bank and the industry in which it operates, see 'Description of Triodos Bank' and 'Supervision and regulation'.

### **Risks relating to Triodos Bank and the industry in which it operates in general**

*A downturn in the markets in which Triodos Bank operates (as well as other markets around the world) could adversely affect Triodos Bank's business*

As a private bank, Triodos Bank's business is materially affected by conditions in the financial markets and economic conditions generally, both in Triodos Bank's home markets of The Netherlands, Belgium, Spain, Germany and the United Kingdom as well as elsewhere around the world. In the event of a prolonged market downturn, Triodos Bank's business could be adversely affected. Depending on Triodos Bank's ability to reduce expenses at the same pace, Triodos Bank's profit margin could erode and Triodos Bank's profitability could be damaged. Also, Triodos Bank's financial condition and cash flow could be affected and the rates of loan defaults may become higher.

*Triodos Bank can be obliged to contribute to the deposit guarantee schemes*

Triodos Bank may be forced to assume shortfalls upon the bankruptcy of financial institutions pursuant to existing and new deposit guarantee schemes ('DGS') in The Netherlands and the European Union. A default by, or even concerns about a default by, one or more financial services institutions could lead to significant systemic liquidity problems, or losses or defaults by other financial institutions, which could have a material adverse effect on the Triodos Bank's liquidity, results of operations, financial condition and prospects.

*Triodos Bank is exposed to the risk of interventions by regulatory authorities*

On 6 May 2014, the Council of the European Union adopted the Bank Recovery and Resolution Directive ('BRRD'). As per 26 November 2015, the BRRD establishes a policy framework for managing, amongst others, ailing banks and large investment firms ('institutions') established in the European Union. The BRRD has been transposed into national law. The BRRD requires Member States to provide their designated resolution authorities with certain resolution tools in respect of ailing institutions, including the power to

transfer their shares and assets to another party and the power to write down their debt (or to convert such debt into equity). These tools are aimed at strengthening the financial position of the affected institutions and allow such institutions to continue as a going concern subject to appropriate restructuring. The use of these tools could disrupt the rights of the General Meeting and creditors of Triodos Bank and could adversely affect the proper performance by Triodos Bank of its payment and other obligations against the Issuer and (consequently) the Depository Receipt Holders.

The Single Resolution Mechanism-regulation ('SRM') provides uniform rules and procedures for the resolution of ailing banks which are part of the Banking Union. Triodos Bank is part of the Banking Union. Under the SRM, a Single Resolution Board will be authorised to adopt a resolution scheme in respect of an ailing bank, including resolution measures similar as provided for under the BRRD. The national resolution authorities will however remain responsible for implementing any resolution measures pursuant to the SRM by making use of the powers conferred on them by the national law transposing the BRRD. The SRM is fully applicable as of 1 January 2016. The use of these resolution measures could disrupt the rights of the General Meeting and creditors of Triodos Bank and could adversely affect the proper performance by Triodos Bank of its payment and other obligations against the Issuer and (consequently) the Depository Receipt Holders.

Through the coming into force of the Dutch Intervention Act (*Wet bijzondere maatregelen financiële ondernemingen*) of 13 June 2012 (the 'Dutch Intervention Act'), the Dutch Central Bank (*de Nederlandse Bank, DNB*) had been granted the power to take various measures in respect of banks and insurance companies if it perceives signs of a dangerous development regarding the entity's own funds, solvency or liquidity and it can reasonably be foreseen that this development cannot be sufficiently or timely reversed. The national framework for intervention by DNB has however been amended by the law implementing the BRRD, which entered into force on 26 November 2015. However, the scope of the powers granted to the Dutch Minister of Finance under the Dutch Intervention Act has remained as it was. The Dutch Minister of Finance may, with immediate effect, take measures or expropriate assets of or securities issued by or with the cooperation of a financial firm (financiële onderneming) or its parent, in each case if it has its corporate seat in The Netherlands, if in the Minister's opinion the stability of the financial system is in serious and immediate danger as a result of the situation in which the financial firm finds itself. Provisions of Dutch law and the financial firm's articles of association may be set aside. In the case of expropriation, the beneficiary of the relevant asset will be compensated for any damage that directly and necessarily results from the expropriation. It is unlikely that such compensation will cover all losses of the relevant beneficiary. The application of the Dutch Intervention Act could materially and adversely affect the rights and effective remedies of Depository Receipt Holders, as they could lose ownership over the Depository Receipts or become Depository Receipt Holders of an empty entity or a bad bank. In the latter case, the Depository Receipts could be of less or no value and less or no dividend could be paid.

*Triodos Bank's operations support complex transactions and are highly dependent on the proper functioning of information technology and communication systems. Any failure of its information technology or communications systems could have a material adverse effect on its results and reputation*

Triodos Bank relies heavily on its operational processes and communication and information systems to conduct its business, including (without limitation) to determine the pricing of its products, the required level of provisions and the acceptable level of risk exposure and to maintain accurate records, customer services and compliance with its reporting obligations. Any interruption in Triodos Bank's ability to rely on its internal (or outsourced) IT services or deterioration in the performance of these services could impair the timing and quality of Triodos Bank's services to its customers and result in loss of customers, inefficient or detrimental transaction processing and regulatory non-compliance, all of which could also damage Triodos Bank's brands and reputation. The occurrence of any of these events could have a material adverse effect on Triodos Bank's business, revenue, results and financial condition.

In addition, even though back-up and recovery systems and contingency plans are in place and legacy removal and upgrading (quality improvement) of its systems are in process to update old systems and infrastructure, Triodos Bank cannot assure investors that interruptions, failures or breaches in security of these processes and systems will not occur or, if they do occur, that they will be adequately addressed.

Furthermore, Triodos Bank is exposed to cyber crime risks. Login credentials of customers, intermediaries and employees may be intercepted by cyber criminals (e.g. Trojan on PC). This could lead to abuse of information and harm Triodos Bank's reputation. Any interruptions, failures or breaches in security of these processes and systems could also result in a loss of customers and/or materially adversely affect Triodos Bank's ability to compete with its competitors.

*Triodos Bank faces substantial competitive pressures in a mature market*

There is substantial competition on Triodos Bank's home markets for the types of banking and other products and services which Triodos Bank provides. Competition in the financial services industry, especially in the banking sector, is increased by the high level of consolidation in these countries and the relatively mature nature of the markets in which Triodos Bank operates. Triodos Bank faces competition from various national and international financial institutions which are also active in the financial services industry. Triodos Bank is a medium sized financial services provider and a number of its competitors are larger in size. If Triodos Bank is unable to offer competing, attractive, and innovative products and services that are also profitable, if it does not choose the right strategy or if it does not implement a strategy successfully, Triodos Bank could lose market share and/or incur losses on some or all of its activities and/or experience slower growth. Consumer demand, technological changes, regulatory changes and actions and other factors also affect competition. Competitive pressures could result in increased pricing pressures.

*Volatility in interest rates may negatively affect Triodos Bank's net interest income and may have other adverse consequences*

For the year ended 31 December 2015, 68% of Triodos Bank's total income consisted of interest income. Interest rates are highly sensitive to many factors beyond Triodos Bank's control, including monetary policies and domestic and international economic and political conditions. As with any bank, changes in market interest rates could affect the interest rates Triodos Bank charges on Triodos Bank's interest-earning assets differently than the interest rates Triodos Bank pays on Triodos Bank's interest-bearing liabilities. This may have an adverse effect on Triodos Bank's net interest income, Triodos Bank's financial condition and/or Triodos Bank's results of operations.

*Volatility in currency exchange rates may negatively affect Triodos Bank's net income*

Triodos Bank does financial transactions in currencies other than the euro. Also the UK branch of Triodos Bank does its business in pound sterling. Although Triodos Bank has a policy to hedge and mitigate any positions in currencies other than the euro, volatility in currency exchange rates may result in losses on positions Triodos Bank holds and negatively affect its net income.

*As with the banking sector in general, Triodos Bank's liabilities to its clients exceed Triodos Bank's liquid assets. In particular, Triodos Bank is dependent on client deposits and savings accounts, and a sudden shortage of these funds could increase Triodos Bank's cost of funding or lead to non-compliance of regulatory commitments*

Historically, Triodos Bank's principal sources of funds have been client deposits, savings and current accounts and Triodos Bank aims to maintain this situation. However, a sudden shortfall of these savings accounts might lead to a gap in Triodos Bank's funding. Triodos Bank can fill this possible gap with alternative funding including bond issues and other products. Triodos Bank can also borrow money in the money markets. These alternative sources of funding in many cases prove to be more expensive or in other ways less advantageous than client deposits. Thus, increased reliance on these sources could negatively impact Triodos Bank's financial condition and/or results of operations. Also, insufficient availability of cash flows would mean that Triodos Bank may not be able to meet all of Triodos Bank's short-term financial commitments or could lead to non-compliance of regulatory commitments.

*Triodos Bank is exposed to credit risk and risk of non-recovery*

As a credit institution, Triodos Bank is exposed to the creditworthiness of third parties. Triodos Bank is exposed to the risk that third parties owing it money, securities or other assets will not perform their obligations. In Triodos Bank's case, these parties include Triodos Bank's trading counter parties, clients, exchanges, clearing houses and other financial institutions. These parties may default on their obligations to Triodos Bank due to lack of liquidity, operational failure, bankruptcy or for other reasons. This risk arises in a variety of contexts, including in connection with derivative contracts.

Despite Triodos Bank's conservative approach in assessing the necessary provisions for possible bad and doubtful debts, Triodos Bank cannot assure that Triodos Bank's level of provisions will be adequate or that Triodos Bank will not have to make significant additional provisions for possible bad and doubtful debts in future periods.

*Triodos Bank is exposed to the risk of ineffective systems and processes, and interruption, failure or breach thereof*

In the conduct of Triodos Bank's business, Triodos Bank relies heavily on its operational processes, and communication and information systems. Triodos Bank cannot ensure that interruptions, failures or breaches in security of the extensive back-up recovery systems and contingency plans that Triodos Bank has in place will not occur. Similarly, Triodos Bank cannot guarantee that if any of these do occur that they will be adequately addressed. Any such interruptions, failures or breaches, even for a limited period of time, could result in, for example:

- interruptions in the services offered or information provided to customers, or inability to serve customers' needs in a timely fashion
- interruptions or errors in Triodos Bank's management information and/or information reported to supervisory authorities
- Triodos Bank being unable to report accurate information in a timely manner and thus being in violation of applicable regulations
- inability to identify in time or at all, inadequate, fraudulent, negligent and/or unauthorised dealings by Triodos Bank's employees or third parties, or telecommunication connection failures or hacking of Triodos Bank's website portal
- considerable costs in terms of, for example, information retrieval and verification

Triodos Bank's business operations are also vulnerable to interruption from fire, flood, bomb threats, explosions or other forms of terrorist activity and natural and man-made disasters. The same may apply for third parties on which Triodos Bank depends. Furthermore, Triodos Bank cannot assure that interruptions, failures or breaches of Triodos Bank's communication and information systems as a result of external fraud will not occur or, if they do occur, that they will be adequately addressed.

*Triodos Bank operates in an industry that is highly regulated. There could be an adverse change or increase in the financial services laws and/or regulations governing Triodos Bank's business*

Triodos Bank's business is regulated and supervised by several supervisory authorities in its home markets. Laws and regulations applied at national level generally grant supervisory authorities broad administrative discretion over Triodos Bank's activities, including the power to limit or restrict business activities. It is possible that laws and regulations governing Triodos Bank's business or particular products and services could be amended or interpreted in a manner that is adverse to Triodos Bank, for example, to the extent that existing laws and regulations are amended or future laws and regulations are adopted that (i) reduce or restrict the sale of the products and services Triodos Bank offers, whether existing or new, or (ii) negatively



affect the performance of the products and services Triodos Bank offers, whether existing or new. Triodos Bank's revenues and costs, profitability and available or required regulatory capital could also be affected by an increase or change in the degree of regulation in any of the markets in which Triodos Bank operates, whether existing or new. Due to the continuously growth of the regulatory pressure and the complexity of the regulatory environment in which Triodos Bank operates, it will entail more costs to ensure that Triodos Bank is, and will continue to be, in compliance with all applicable laws and regulations at all times, to the extent that the volume of regulation increases and the scope of the activities changes.

If Triodos Bank would be in breach of any existing or new laws or regulations now or in the future, Triodos Bank is exposed to the risk of intervention by regulatory authorities, including investigation and surveillance, and judicial or administrative proceedings. In addition, Triodos Bank's reputation could suffer and Triodos Bank could be fined or prohibited from engaging in some of its business activities or be sued by customers if it does not comply with applicable laws or regulations.

*Triodos Bank is exposed to legal risks that may arise in the conduct of Triodos Bank's business and the outcome of related legal claims may be difficult to predict*

Triodos Bank faces significant legal risks in the conduct of its business. These legal risks could potentially involve, but are not limited to, disputes over the terms of transactions in which Triodos Bank acts as principal, intermediary or otherwise, disputes concerning the adequacy or enforceability of documents relating to Triodos Bank's products or services or transactions entered into by Triodos Bank, disputes regarding the terms and conditions of complex arrangements and products, disputes regarding the independence of Triodos Bank's research, and irregularities with regard to the sale of structured products and services. Triodos Bank faces risks relating to investment suitability determinations, disclosure obligations, performance expectations, and compliance with applicable laws and regulations with respect to the products and services it provides, which could lead to significant losses or reputational damage. Companies in Triodos Bank's industry are increasingly exposed to collective claims (with or without merit) from groups of customers or consumer organisations seeking damages of unspecified or indeterminate amounts or involving novel legal claims. These risks are often difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. It is inherently difficult to predict the outcome of many of the future claims, regulatory proceedings and other adversarial proceedings involving Triodos Bank.

*Triodos Bank is exposed to risks of employee misconduct*

Triodos Bank, as a financial institution, handles large amounts of money, customer data and privileged information and is therefore highly dependent on the honesty and integrity of its employees. In addition, regulation relating to financial abuse, including money laundering and funding of activities that could be considered to be terrorist activities, has become considerably stricter in many jurisdictions, with effects that are increasingly severe for financial institutions. As a consequence, it is becoming increasingly important that Triodos Bank's employees adhere to the policies it imposes as a result of these regulations. Triodos Bank faces a risk of loss due to errors, negligent behaviour, lack of knowledge or wilful violation of rules and regulations by its employees. Misconduct by employees could include binding Triodos Bank to transactions that exceed authorised limits or present unacceptable risks, or hiding from it unauthorised or unsuccessful activities, which, in either case, could result in unknown and unmanaged risks and losses. Employee misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious financial losses. Employee misconduct in any form could also result in significant damage to Triodos Bank's reputation, which could in turn hinder Triodos Bank's ability to retain existing customers or compete for new business. It is not always possible to deter and detect employee misconduct, and the precautions Triodos Bank takes to prevent and detect this activity (such as pre- and in-employment screening) may not be effective in all cases.

*A significant portion of Triodos Bank's business relates to Triodos Bank's dealings with third parties*

A significant portion of Triodos Bank's business relates to products and services which Triodos Bank offers in co-operation with third parties or in relation to which Triodos Bank depends on third parties, for example

for the distribution of such products and services. Triodos Bank cannot guarantee that these third parties will continue their co-operation with Triodos Bank or that the relationships with these third parties will continue to be beneficial. Negative publicity about these third parties, whether or not founded, could also harm Triodos Bank's reputation.

*Triodos Bank may be exposed to failures in its risk management systems*

Triodos Bank invests substantial time and effort in its strategies and procedures for managing risks such as credit risk, concentration risk, strategic risk, foreign exchange risk, interest rate risk, liquidity risk, operational risk, compliance risk and conduct of business risk. These strategies and procedures could nonetheless fail or not be fully effective under some circumstances, particularly if Triodos Bank is confronted with risks that it has not fully or adequately identified or anticipated. Some of Triodos Bank's methods for managing risk are based upon observations of historical market behaviour. Quantifications of some of Triodos Bank's risk exposures are arrived at by Triodos Bank through the application of statistical techniques to these observations. These statistical methods may not accurately quantify Triodos Bank's risk exposure if circumstances arise which were not observed in Triodos Bank's historical data. For example, as Triodos Bank offers new products or services, the historical data may be incomplete or not accurate for such new products or services. As Triodos Bank gains more experience it may need to make additional provisions.

If circumstances arise that Triodos Bank did not identify, anticipate or correctly evaluate in developing its statistical models, Triodos Bank's losses could be greater than the maximum losses envisaged by Triodos Bank. Furthermore, the quantifications do not take all risks or market conditions into account. If the measures used to assess and mitigate risk prove insufficient, Triodos Bank may experience unanticipated losses.

*Triodos Bank is exposed to the risk of a loss of Triodos Bank's management team and key employees*

Triodos Bank's future success depends in part on having a capable management team. Losing the services of one or more members of the management team could adversely affect Triodos Bank. The implementation and execution of Triodos Bank's strategic plans depend in part on the continued availability of key qualified personnel, throughout Triodos Bank. No assurance can be given that Triodos Bank will be successful in the future in attracting and retaining, on acceptable terms, such personnel.

## **Risks specifically relating to the business and circumstances of Triodos Bank**

*Triodos Bank is active in a limited number of sectors*

Based on its business model, Triodos Bank is active in a limited number of sectors that support its mission statement, like the environmental sector, the cultural sector and the social sector.

In addition especially these sectors are also depending on volatile regulations (amongst others with respect to grants and tax benefits). The elimination of a grant and/or a tax benefit could cause a downturn in the respective sector and possibly, credit losses for Triodos Bank.

These factors causing a credit risk concentration and therefore a higher vulnerability of Triodos Bank to a downturn in those sectors. In such circumstances Triodos Bank may have to make significant additional provisions for bad and doubtful debts, negatively impacting its financial results.

The concentration risk is mitigated by expanding the number of (sub-) sectors Triodos Bank operates in and the spread of Triodos Bank's loan portfolio over the different countries in which it is active.

*Customers expect Triodos Bank to act true to its mission and sustainable reputation*

In addition to the trust that the money deposited with Triodos Bank will be repaid, Triodos Bank's customers also expect it to follow its mission statement in being a truly sustainable bank and in maintaining high

standards of integrity. Not meeting those expectations could negatively impact the liquidity position of Triodos Bank through an outflow of funds from disappointed customers.

*Triodos Bank is a relatively small, fast growing organisation, dependent on a relatively small group of senior managers*

Triodos Bank is a relatively small, full service financial institution with an international scope, a diverse product portfolio and with - over the last years - an average autonomous growth of approximately 20% a year. This poses challenges to the organisation as it relies on a relative small number of senior managers. Not being able to manage its growth and meeting regulatory requirements within its control framework may lead to an adverse impact on Triodos Bank's business objectives and could negatively influence its financial results.

*Triodos Bank is mainly financed by funds entrusted from its customers and is not active on the money- and capital markets for its funding*

In times of prolonged and severe liquidity stress it may prove to be difficult for Triodos Bank to access the money- and capital markets. This could lead to a relatively high cost of funding because Triodos Bank has no current presence and track record in those funding markets. This could have a negative impact on the financial results of Triodos Bank.

*Triodos Bank has branches in five European countries and is therefore vulnerable to changes in local laws and circumstances*

Triodos Bank has branches in five European countries. Changes in local laws, a default of a certain country may have a negative impact on the financial results of Triodos Bank. Brexit - and possibly an exit from the Euro zone of another country - may have a negative impact on the financial results of Triodos Bank as well.

### **Risks relating to the Depository Receipts and the Offering**

*Trading in the Depository Receipts is only possible on a limited basis and accordingly investors may have to wait before they can sell their Depository Receipts or may not be able to sell the Depository Receipts at or above the price paid for them*

The transfer of the Depository Receipts is subject to restrictions. The Depository Receipts are not listed on a securities exchange nor does a similar public market for Depository Receipts exist. Triodos Bank maintains a platform for transactions against net asset value for the Depository Receipts whereby the price is determined each day in accordance with a fixed calculation model based on the actual NAV of Triodos Bank. The internal market for the Depository Receipts of Triodos Bank *inter alia* depends on outstanding demand for and offer of Depository Receipts. Each year the Executive Board asks for an authorisation of the General Meeting to acquire Depository Receipts to a maximum of 2% of the outstanding shares of Triodos Bank. The question whether or not Triodos Bank will purchase Depository Receipts offered for sale is at the sole discretion of Triodos Bank and Triodos Bank will at no point in time be obliged to purchase Depository Receipts offered for sale. Investors may therefore during a long period of time not be able to sell or otherwise dispose of their Depository Receipts and/or to sell their Depository Receipts for their presumed value.

*Triodos Bank may not be able to pay dividends in the future*

Triodos Bank's results could fluctuate and Triodos Bank's ability to pay dividends may be dependent on Triodos Bank achieving sufficient profits. In any event, there is no obligation for Triodos Bank to pay any dividends; the payment of dividends is the absolute and sole discretion of Triodos Bank at all times. The payment of dividends is further subject to statutory, regulatory, legal and financial requirements and restrictions. If dividends are not paid in the future, capital appreciation, if any, of the Depository Receipts would be the investor's sole source of gains.

*Currency risk in the United Kingdom*

In the UK the Offering is made in pounds sterling but the price of the Depository Receipts for shares is denominated in euros. As a result Depository Receipt Holders in the UK are affected by exchange rate risk. This may adversely affect the sterling value of any investment in Triodos Bank or the amount of dividends Depository Receipt Holders receive. In particular, investors should note that dividend payments made to UK residents are converted into pounds sterling from euros at the exchange rate on the dividend payment date. In addition when selling some or all of the Depository Receipts, conversion from euro to sterling takes place at the time of the sale.

## **CERTAIN NOTICES TO INVESTORS**

### **Responsibility**

Triodos Bank accepts responsibility for the information contained in this Prospectus. In addition, the Issuer accepts responsibility for the information contained in the sections 'Use of Proceeds' and 'Description of the Issuer'. Each of the Issuer and Triodos Bank declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

No person is or has been authorised to give any information or to make any representation in connection with the offering or sale of the Depository Receipts, other than as contained in this Prospectus, and, if given or made, any other information or representation must not be relied upon as having been authorised by the Issuer or Triodos Bank.

Neither the delivery of this Prospectus nor the offering, sale or delivery of any Depository Receipts shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the issue of the Depository Receipts is correct as of any time subsequent to the date indicated in the document containing the same. Investors should review, inter alia, the most recent financial statements of Triodos Bank when deciding whether or not to purchase any Depository Receipts.

Neither this Prospectus nor any other information supplied in connection with the issue of the Depository Receipts should be considered as a recommendation by the Issuer that any recipient of this Prospectus or any other information supplied in connection with the issue of the Depository Receipts should purchase any Depository Receipts. Each investor contemplating purchasing any Depository Receipts should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Prospectus nor any other information supplied in connection with the issue of the Depository Receipts constitutes an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase any Depository Receipts in jurisdictions where it is unlawful to make such offer or invitation.

This Prospectus is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see 'Documents Incorporated by Reference'). This Prospectus shall be read and construed on the basis that such documents are incorporated in and form part of this Prospectus.

### **Presentation of financial and other information**

The financial statements of Triodos Bank for the years 2013, 2014 and 2015 were prepared in accordance with accounting principles generally accepted in The Netherlands as applied by Triodos Bank (Dutch GAAP) and have been audited by KPMG Accountants N.V., independent auditors.

In making an investment decision, investors should rely upon their own examination of Triodos Bank and its subsidiaries, the terms of the Offering and the financial information provided herein.

### **Forward-looking statements**

This Prospectus contains unaudited forward-looking statements, including statements about the Issuer's and Triodos Bank's beliefs, expectations, and targets. In particular the words 'expect', 'anticipate', 'estimate', 'may', 'should', 'believe', 'intend', 'plan', 'aim', 'could', 'will', 'potential', and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve inherent risks and uncertainties and speak only as of the date they are made. Triodos Bank and the Issuer undertake no duty to and will not necessarily update any of them in light of new information or future events, except to the extent required by applicable law. The Issuer and Triodos Bank caution investors that a number of important factors

could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements. These factors are discussed under ‘Risk factors’.

### **Offering Restrictions**

The distribution of this Prospectus and the offering of the Depository Receipts in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer to inform themselves about and to observe any such restrictions. This Prospectus does not constitute, and may not be used for purposes of, an offer, invitation or solicitation by anyone in any jurisdiction or in any circumstances in which such offer, invitation or solicitation is not authorised or to any person to whom it is unlawful to make such offer, invitation or solicitation.

The Depository Receipts have not been and will not be registered under the U.S. Securities Act of 1933, as amended from time to time (the **Securities Act**) and are Depository Receipts in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Depository Receipts may not be offered, sold or delivered within the United States or to U.S. persons. For a further description of certain restrictions on offers and sales of Depository Receipts and on distribution of this Prospectus, see ‘Selling and transfer restrictions’.

### **Miscellaneous**

All references in this Prospectus to ‘euro’, ‘EUR’ or ‘€’ are to the currency introduced at the start of the third stage of the Economic and Monetary Union, pursuant to the Treaty establishing the European Economic Community, as amended by the Treaty on the EU.

## DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have previously been published or are published simultaneously with this Prospectus and will be filed with the AFM, shall be deemed to be incorporated in, and to form part of, this Prospectus:

- (i) the articles of association of the Issuer and Triodos Bank;
- (ii) the Terms of Administration of the Issuer;
- (iii) the audited annual accounts stated in the annual reports for the financial years ended 31 December 2013, 31 December 2014 and 31 December 2015 of Triodos Bank, including the auditor's reports in respect of such financial statements;
- (iv) the key figures of Triodos Bank for the years 2013, 2014 and 2015 (included in Triodos Bank's annual reports, see table below);
- (v) the Executive Board report for the years 2013, 2014 and 2015 (included in Triodos Bank's annual reports, see table below).

Specific information	Can be found on the pages of the annual report		
	2013	2014	2015
Financial statements and historical financial information	45 to 139	47 to 177	51 to 179
Key figures	4 to 9 and 86 to 89	4 to 6 and 90 to 98	to 6 and 92 to 100
Cash flow statements	52 and 57	54 and 59	58 and 63
Executive Board report/chapter	12 to 29	10 to 34	10 to 38
Changes in financial condition and results of operation	Executive Board report (12 to 26), and more specific in the heading 'Results' (18 to 19)	Executive Board report (10 to 34) and more specific in the heading 'Results' (21 to 23)	Executive Board chapter (10 to 38) and more specific in the heading 'Results' (25 to 29)
Breakdown of total revenues by category of activity and geographic market	86 to 89	90 to 98	92 to 100
Related party transactions	85	89	91
Auditor's report	138, 139 and 143	167, 177 and 181	172 to 180 and 184
Information on leased properties	73	77	79

The annual reports 2013, 2014 and 2015 of Triodos Bank are not incorporated in full. The parts of these reports that are not incorporated are either not relevant for investors or are covered elsewhere in this Prospectus.

Triodos Bank will provide, without charge, to each person to whom a copy of this Prospectus has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated herein by reference and any further prospectus or prospectus supplement prepared by Triodos Bank for the purpose of updating or amending any information contained herein or therein and, where appropriate, English translations of any or all such documents. These documents are also available on the country websites of Triodos Bank.

Written or oral requests for such documents should be directed to Triodos Bank at its registered office set out at the end of this Prospectus.

## **USE OF PROCEEDS**

The Issuer intends to use the net proceeds from the Offering of the Depository Receipts entirely for the purchase of Shares in Triodos Bank. The total amount of the proceeds depends on the number of Depository Receipts sold. The maximum total net proceeds will be approximately EUR 150,000,000. The maximum costs involved with the issue of the Depository Receipts will be approximately EUR 400,000.

The Offering is intended to support Triodos Bank's growth in financing sustainable business by providing sufficient capital to meet Triodos Bank's own solvency requirement. This will reinforce Triodos Bank's profile and further strengthen Triodos Bank's brand names.

Triodos Bank uses the proceeds of the sale of Shares to the Issuer for financing companies, institutions and projects that add cultural value and benefit people and the environment, with the support of depositors and investors who want to encourage the development of socially responsible and innovative business. The mission of Triodos Bank is to help achieve a healthier society and enhance people's quality of life, to enable individuals, institutions and businesses to use money more consciously in ways that benefit people and the environment, and promote sustainable development and to offer customers sustainable financial products and high quality service.

The Issuer and Triodos Bank would like to draw special attention to the fact that Triodos Bank maintains a platform for transactions against net asset value in Depository Receipts. If and when Depository Receipts are offered for sale Triodos Bank will execute subscriptions against these sale orders. As a result thereof it is possible that no new Depository Receipts will be issued for certain subscriptions. Accordingly, if and to the extent that subscriptions for Depository Receipts are executed against such sale orders the Issuer does not receive net proceeds and the Issuer does not purchase (additional) Shares in Triodos Bank.



## DESCRIPTION OF THE ISSUER

### General

Stichting Administratiekantoor Aandelen Triodos Bank (the **Issuer**), a foundation under Dutch law, was established and operates under Dutch law by deed of 30 June 1980, executed before civil-law notary A.G. van Solinge of Amsterdam. The articles of association of the Issuer were most recently amended by deed of 8 June 2015, executed before civil-law notary M.D.P. Anker of Amsterdam. The Terms of Administration were most recently altered by deed of 8 June 2015, executed before civil-law notary M.D.P. Anker of Amsterdam. The Issuer is registered in the Trade Register with the Chamber of Commerce of Utrecht, The Netherlands under number 41179632. The registered office of the Issuer is located in Zeist, The Netherlands. The address is Nieuweroordweg 1, 3704 EC, Zeist, The Netherlands and the telephone number is +31 (0)30 693 6500.

All Shares of Triodos Bank are issued to the Issuer, which issues one Depository Receipt for one Share. The Issuer holds the voting rights on the Shares, in order to protect the identity and working method of Triodos Bank. As regards voting rights, there are no differences between the Shares.

In the exercise of its rights, the Issuer is guided by the interests of the Depository Receipt Holders and of Triodos Bank, and by the basic principles expressed in Triodos Bank's objects.

### Purpose

The objects of the articles of association (Article 2) of the Issuer read as follows:

*The objects of the foundation are:*

- a. to acquire shares in the capital of Triodos Bank N.V., a limited liability company having its corporate seat at Zeist - hereinafter referred to as: the 'Bank' - for administration purposes to what end which shares will be transferred to the foundation in return of non-convertible depository receipts, on the terms of administration to be established by notarial deed;*
- b. to exercise the rights which are attached to the shares;*
- c. to do anything which is, in the widest sense of the word, connected with or may be conducive to the attainment of the objects as mentioned under a. and b. above, provided that any act that could entail a commercial risk for the foundation is excluded.*

The board of the Issuer holds at least one yearly meeting of Depository Receipts Holders. The meeting is held in The Netherlands and is called no later than 15 days before the meeting is held. Each holder of Depository Receipts has the right to attend the meeting. Each Depository Receipt Holder has as many voting right as he holds Depository Receipts, with a maximum of 1,000 votes.

Members of the board of the Issuer are appointed by the meeting of Depository Receipts Holders, on the basis of a binding nomination by the board of the Issuer. The Executive Board must approve the binding nomination of the members of the board of the Issuer. If the proposal for appointment is not accepted by the meeting of Depository Receipt Holders, the board of the Issuer shall draw up a new nomination. The binding nature of this second nomination can be withdrawn by a resolution by the meeting of Depository Receipt Holders by a two thirds majority of the votes cast that represent more than half of the nominal value of the issued Depository Receipts. Members of the Executive Board and the Supervisory Board cannot be appointed as board members of the Issuer.

The Terms of Administration can be altered by the Issuer. The meeting of Depository Receipt Holders and Triodos Bank must approve this alteration.

## Members of the board of the Issuer

The members of the board of the Issuer are:

*Ms. M.E. van Boeschoten (1946)*

- Director of Phoenix Consultancy
- General Secretary, Anthroposophical Society, United Kingdom
- Member of the Advisory Board of Neuguss Verwaltungsgesellschaft mbH
- Former member of the Supervisory Board of Triodos Bank
- First appointment in 2009. Term of appointment: until 2019
- Nationality: British
- Number of Depository Receipts: 1

*Ms. S. Castañeda Elena (1974)*

- Senior Advisor Sustainability, Inditex S.A. (owner of Zara)
- Member of the Supervisory Board of Stichting Triodos Holding
- First appointment in 2013. Term of appointment: until 2020
- Nationality: Spanish
- Number of Depository Receipts: 53

*Mr. F.A.M.M. de Clerck (1945)*

- Member of the Supervisory Board of Boss Paints NV
- Member of the Supervisory Board of Hélène De Beir Foundation
- Member of the Supervisory Board of Stichting Triodos Holding
- Former member of the Executive Board of Triodos Bank
- Co-founder of Triodos Bank Belgium (1993)
- First appointment in 2010. Term of appointment: until 2020
- Nationality: Belgian
- Number of Depository Receipts: 211

*Mr. L.W. Lageweg (1951)*

- Member of the Supervisory Board of Louis Bolk Institute
- Non-executive chair of the board of Women on Wings
- Member of the Board Close the Gap
- Member of the Board of Foundation Institute for Positive Health
- Chair of the Board of Alliander Foundation
- Former director and member of the Board of MVO The Netherlands
- Former executive director of the board of Rabobank The Netherlands
- First appointment in 2016. Term of appointment: until 2020
- Nationality: Dutch
- Number of Depository Receipts: 170

*Mr. M.E. Nawas (1964)*

- Co-founder Bishopsfield Capital Partners Ltd, United Kingdom
- Associate Professor Nyenrode Business University, The Netherlands
- Chair Board Academy for Liberal Arts, The Netherlands
- Former Global Head of Corporate & Structured Debt Capital Markets Royal Bank of Scotland
- Former Global Head of Fixed Income Capital Markets ABN AMRO Bank
- First appointment in 2014. Term of appointment: until 2017
- Nationality: Dutch and American
- Number of Depository Receipts: 0

Ms. J.G.J.M. de Zwaan, Chair (1963)

- Arbitrator for the Arbitration Tribunal Foundation for Health Care and member of the Governance Committee of the Arbitration Board for Health Care
- Member of the Supervisory Board of University of Applied Sciences Leiden
- Member of the Supervisory Board of Stichting Vilans
- Member of the Supervisory Board of Raphaëlstichting
- Chair of the Supervisory Board of Stichting CITO Instituut voor Toetsontwikkeling
- Vice Chair of the Supervisory Board of CITO B.V.
- Supervisory Board of Fairphone B.V.
- Lawyer; former member of the partnership CMS (Derks Star Busmann) (Owner)
- Chair of the Supervisory Board of Stichting Triodos Holding
- Member Board Academy for Liberal Arts, The Netherlands
- Member of the Board of Foundation Institute for Positive Health
- First appointed in 2010. Term of appointment: until 2020
- Nationality: Dutch
- Number of Depository Receipts: 0

In relation to the members of the board, the Issuer is not aware of (i) any convictions in relation to fraudulent offences in the last five years; (ii) any bankruptcies, receiverships or liquidations of any entities to which they were associated in the last five years; (iii) any official public incrimination and/or sanctions of such person by statutory or regulatory authorities (including designated professional bodies) or disqualification by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer in the last five years.

### Remuneration

Members of the board of the Issuer receive remuneration for their activities of EUR 7,000 per annum. The chair receives a remuneration of EUR 10,000 per annum. The compensation per return flight is fixed at EUR 1,000 with a maximum of EUR 12,000 per annum for those members of the board who travel to a meeting outside their home country.

The total remuneration (remuneration and compensation for travel time) paid to the members of the board is as follows (*amounts in EUR*):

	2014	2015
Ms. M.E. van Boeschoten	10,000	12,000
Ms. S. Castañeda Elena	10,000	12,000
Mr. F.A.M.M. de Clerck	12,000	16,000
Mr. M.E. Nawas (as from May 23, 2014)	6,667	17,000
Mr. J.T.M. Nijenhof (until 23 May 2014)	4,917	-
Ms. J.G.J.M. de Zwaan (Chair)	12,500	14,000

### Services contracts

There are no service contracts between the members of the board of the Issuer providing for benefits upon termination of employment.

### Potential conflicts of interest

The Issuer is not aware of any potential conflicts between any duties of the member of the board of the Issuer and their private interest and/or other duties except as mentioned in this Prospectus on page 27 in the paragraph 'Potential conflicts of interest'.

## DESCRIPTION OF TRIODOS BANK

### Structure

Triodos Bank N.V. was founded as a public limited company under Dutch law by deed of 30 June 1980, executed before civil-law notary A.G. van Solinge of Amsterdam. Triodos Bank's commercial name is Triodos Bank. Triodos Bank has no other trade names. Triodos Bank operates under Dutch law.

Triodos Bank's registered office is in Zeist, The Netherlands. The address is Nieuweroordweg 1, 3704 EC, Zeist, The Netherlands and the telephone number is +31 (0)30 693 6500. The articles of association of Triodos Bank were most recently amended by deed dated 8 June 2015, executed before civil-law notary M.D.P. Anker of Amsterdam. Triodos Bank is registered in the Trade Register with the Chamber of Commerce of Utrecht under number 30062415, in the Legal Entities Register in Brussels under company number 0450 507 887, in the UK Companies House register under number BR003012, in the Trade Register of Madrid (ES) Tomo 19.798, Folio 180, Hoja M-348646, in the Trade Register of Frankfurt (DE) HRB 85826 and in the Trade Register of Paris under number 788974343 (RCS Paris).

Triodos Bank has offices in The Netherlands, Belgium, the United Kingdom, Spain, Germany and in France. Triodos Bank's registered office in The Netherlands has been in Zeist since its foundation in 1980. Triodos Bank has been based in Belgium since May 1993. In the United Kingdom, Triodos Bank has been based in Bristol since 1995. In Spain, Triodos Bank has been based in Madrid since 2004. In Germany Triodos Bank has been based in Frankfurt since 2009. In France Triodos Bank has a representative office in Paris since the end of 2012.

### Purpose

The objects of the articles of association (Article 2) of Triodos Bank read as follows:

- 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.*

Triodos Bank is subject to the large company regime (*structuurregime*). Under this regime, a number of traditional powers vested in the general meeting of shareholders (the **General Meeting**) are transferred to the Supervisory Board.

Triodos Bank has a two-tier board structure consisting of the Executive Board and a supervisory board (the **Supervisory Board**). Members of the Executive Board are appointed and dismissed by the Supervisory Board upon the nomination by the Supervisory Board. The Supervisory Board shall notify the General Meeting of a proposal to appoint a member of the Executive Board. Members of the Supervisory Board are appointed by the General Meeting. The General Meeting may withdraw its confidence in the Supervisory Board. Such resolution shall have as its effect the immediate dismissal of all the members of the Supervisory Board.

The daily management of Triodos Bank lies with the executive board (the **Executive Board**).

The Supervisory Board is tasked with supervising the policy of the Executive Board and the general state of affairs within the company and the associated business. The Supervisory Board supports the Executive Board

with advice. In fulfilling their task, the Supervisory Board members act according to the interests of the company and the associated business.

Subject to the approval of the Supervisory Board, the Executive Board is authorised to issue Shares for a period of 18 months. The Shares shall be registered and shall only be issued if fully paid up. The Executive Board shall maintain a register containing the names and addresses of all shareholders, stating the amount paid on each Share. The register shall be regularly updated.

The articles of association of Triodos Bank can be amended by the General Meeting on the proposal of the Supervisory Board. The General Meeting is called annually by an invitation letter sent to the shareholders and all Depository Receipt Holders. Depository Receipt Holders have the right to speak at the General Meeting.

The General Meeting shall be held in The Netherlands in Amersfoort, Amsterdam, The Hague, Driebergen, Rotterdam, Utrecht or Zeist, as often as convened by the Supervisory Board or the Executive Board. General Meetings must be convened when one or more shareholders and/or Depository Receipt Holders, jointly representing at least one-tenth of the issued capital so request the Executive Board and the Supervisory Board, stating the subjects to be discussed.

## **Capitalisation**

Triodos Bank is characterised by a high degree of liquidity and is funded predominantly by deposits from private customers and small and medium sized enterprises. As a result, Triodos Bank does not rely on funding from the wholesale market. As at 31 December 2015, the balance sheet totals EUR 8,211 million, consisting of equity (EUR 781 million (9.6% of balance sheet total)) and liabilities (EUR 7,430 million (90.4% of balance sheet total)). Equity consists of EUR 484 million of share capital, EUR 124 million of share premium reserve, EUR 12 million of statutory reserve, EUR 120 million of other reserves and EUR 41 million of retained earnings.

Regarding the share capital, the authorised capital of Triodos Bank amounts to EUR 1.5 billion, divided into 30 million shares, each having a nominal value of EUR 50. On 31 December 2015, the number of shares issued to and fully paid up by the Issuer is 9,686,584. This number of shares consists of 9,014,634 shares as of 1 January 2015, an increase with 97,165 shares and stock dividend of 174,785 shares. The Issuer had issued 9,686,584 Depository Receipts, each with a nominal value of EUR 50. Share premium reserve includes deposits, exceeding the nominal capital, after reduction of capital transfer tax. Statutory reserves include development costs and conversion differences.

Since the founding of Triodos Bank, it has increased its capital base by issuing via the Issuer Depository Receipts to the public, using its own customer base and general marketing efforts. Triodos Bank plans to continue this policy as, until now, this method proved to provide for sufficient growth of the capital.

As at 31 December 2015, Triodos Bank did not hold any Depository Receipts.

There are no restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the operations of Triodos Bank.

Besides this capital base, Triodos Bank is funded by a subordinated loan (with a nominal value of EUR 5 million maturing July 2016) and by customers that have funds entrusted in various types of bank accounts (EUR 7,283 million). EUR 518 million of the funds entrusted can be classified with a maturity of longer than one year.

As at December 2015 the total capital ratio, an important measure of banks solvency was 19.0% (Triodos Bank aims for a regulatory solvency ratio of at least 16%). In 2014 the total capital ratio was also 19.0%.

Cash inflow is mainly caused by an increase in funds entrusted (mainly savings accounts) of EUR 994 million and a share issue of EUR 40 million. Cash outflow mainly consists of an increase in loans of EUR 957 million.

In 2015, the loan portfolio grew by 22% to EUR 45,216 million (2014: EUR 4,266 million). The loan portfolio as a percentage of the total amount of funds entrusted increased from 68% to 72% at 31 December 2015. Triodos Bank's goal is to lend between 65% and 70% of its funds entrusted. This remains an important challenge for the bank. The increase in lending was primarily due to short term loans to municipalities. Without them the ratio decreased to 62% (2014: 63%). The remainder of the assets is mainly in banks (EUR 545 million), interest-bearing securities (EUR 1,690 million, of which 49% is in government bonds), government paper (EUR 213 million) and cash (EUR 285 million), which mainly consist of on demand deposits with central banks.

Liquidity risk refers to the risk that Triodos Bank is unable to fulfil its payment obligations to its customers and counterparties at a particular point in time without incurring unacceptable losses. Customers' savings and deposits are attracted in order to finance Triodos Bank's lending operations. The surplus is primarily placed with central banks, credit institutions or invested in deposits and bonds. Triodos Bank has a strong liquidity position and is funded almost entirely by equity and deposits from private customers and small and medium sized enterprises. As a result, Triodos Bank does not rely on funding from the wholesale money and capital markets. The liquidity position of Triodos Bank is monitored by two ratios:

- The Liquidity Coverage Ratio (LCR): to ensure an adequate level of unencumbered, high-quality assets that can be converted into cash to meet liquidity needs over a 30-day time horizon under a liquidity stress scenario specified by supervisors. The LCR ratio must be at least 100%.
- The Net Stable Funding Ratio (NSFR) indicates the relationship between available longer-term, stable funding and required longer-term, stable funding resulting from the liquidity profiles of assets and off balance sheet items. Minimum NSFR standards will be set by 2018.

As at December 2015 the LCR is 451%. The NSFR is 158%.

Regarding foreign exchange risk, Triodos Bank aims to avoid net currency positions, with the exception of those arising from strategic investments. The term positions in foreign currencies reflect mainly the currency derivatives for Triodos Investment Funds which are nearly fully hedged.

## **Business**

Triodos Bank's principal activities since its date of incorporation are the core activities of a bank. Triodos Bank wants to connect money with quality of life, in its broadest sense, in a positive and enterprising way. For many, socially responsible enterprise lies at the heart of this effort. And sustainable banking reflects this spirit of enterprise and positive change in the banking industry.

Triodos Bank is a powerful example of sustainable banking in practice. It uses money and banking expertise to create positive solutions to social and environmental problems and is well-equipped to continue to meet these challenges. Triodos Bank wants to further involve its customers, Depository Receipt Holders and other organisations in delivering meaningful, lasting change. As well as offering these stakeholders access to a sustainable bank, it wants to provide a compelling way to take positive action to address the social and environmental issues that face us and the planet we depend on. This inclusive approach creates a broad basis of support for the social and environmental renewal at the heart of Triodos Bank's mission, and helps bridge the gap between economic developments on the one hand and the interests of people and the environment on the other. Money has a central role to play, backed by understanding, entrepreneurship and transparency.

Since its foundation, Triodos Bank has experienced substantial growth. Over the past years, the balance sheet total grew by an average of 20% per year. Further growth is likely, in view of the interest in values-based banking in the countries where it operates. Triodos Bank aims to further increase its capital, with this issue,

in order to create a basis for the expected further growth of its loan portfolio. It has no further funding requirements in addition to this equity.

### *Markets and our core activities*

Triodos Bank wants to achieve its mission as a sustainable bank in three ways:

#### **1. As a relationship bank**

Triodos Bank's service is built on deepening and developing long-term relationships with its customers. This singular focus on relationships is shared across the organisation. It fosters these relationships through various channels, including offices where customers meet co-workers face-to-face, by post, over the phone and increasingly via the internet. However, exactly how they are developed differs as the organisation benefits from unity within the diversity of its branches and pan-European location.

Triodos Bank's aim is to create a broad customer base that's closely connected to it – a combination of private and corporate customers who have made a conscious decision to bank with Triodos Bank. How this happens also differs in each country; its services have developed in different ways in each of the countries where it works, depending in part on the stage of development of the branches and offices concerned.

#### **2. As a sustainable service provider**

Bank customers not only want sustainable products and services, but also competitive prices and a professional service. Triodos Bank believes that these key customer values cannot be seen in isolation. So it tries to offer a collective package of banking services to promote sustainable development. And it does so, in the context of meaningful, transparent relationships with its customers.

Triodos Bank's commitment to meaningful relationships as a key strategic objective, leads to the development of innovative products which directly reflect the mission and values at the core of its work. Product development takes place in all countries. For instance most countries' savings accounts allow customers to amplify the conscious use of their money by choosing to donate a percentage or all their interest to a Non-Governmental Organisation.

The Netherlands are home to various funds, which enable investors to invest in sectors such as sustainable energy, arts and culture and inclusive financial sectors in emerging markets. Some of these funds benefit from innovative tax breaks designed to encourage investment in the sectors they serve.

#### **3. As a reference point**

Triodos Bank wants to stimulate public debate on issues such as quality of life, corporate social responsibility and sustainable banking. It also wants to use 35 years' experience to encourage society to promote more sustainable development. The implications of this public debate extend well beyond the activities of Triodos Bank itself. Triodos Bank's vision and approach has led to international recognition. Its participation in the public debate, often through partnerships and networks which it has co-founded such as the Global Alliance for Banking on Values, the Sustainable Finance Lab and B Corporation, and high impact events that it hosts and participates in, means people can see what Triodos Bank stands for and hear its opinions about important social trends. Triodos Bank's identity is crucial in this respect, strengthening the Triodos Bank brand and reputation.

Because Triodos Bank develops its own products and distributes them via third parties, its influence extends beyond its own community of customers. As a result its ideas about financial responsibility need to be communicated to a wider audience. Reaching a broader group supports both Triodos Bank's mission to make a positive contribution to sustainable development, and contributes to the financial return it generates.

Triodos Bank seeks to strengthen and increase its independence by broadening its customer base. Importantly, by continuing to speak directly with its existing customers, it can continue to understand and respond to its longer standing customers' needs and wishes. Being a Triodos Bank customer means more than just choosing financial products and services that benefit people, the environment and culture. It also means becoming part of a community of individuals and organisations that share similar values. As such, Triodos Bank becomes a hub to help individuals enjoy a more rewarding and authentic quality of life.

#### *International markets*

Triodos Bank is an international bank with branches in The Netherlands (since 1980), Belgium (since 1993), the United Kingdom (since 1995), Spain (since 2004) and Germany (since 2009). The key aspects of Triodos Bank's marketing activities are the same in each of these countries. In addition Triodos Bank has a representative office in France (since 2012).

In many European countries, there is a growing public demand for a bank with the mission, experience and products and services that Triodos Bank can offer. As a result, Triodos Bank continues to consider opportunities to open new branches in European Union countries. In addition to opening official bank branches, Triodos Bank is also looking at other ways in which it can be active in countries where people and businesses are interested in its approach.

#### *Recent developments*

Triodos Bank's activity is split between three core divisions. They are Retail and Business Banking, delivered through a diversified network of European branches; Triodos Investment Management, which invests through investment funds or investment institutions bearing the Triodos name and managed by Triodos Investment Management; and Triodos Private Banking, providing services to wealthier people and groups, the most recent division and to date available in The Netherlands and Belgium.

In 2015, Triodos Bank's total income grew by 12% to EUR 212 million (2014: EUR 190 million). Triodos Investment Management and Investment Advisory Services contributed EUR 31 million to this figure (2014: EUR 31 million). In 2015, commission income amounted to 32% (2014: 33%) of total income, in line with expectations.

The total amount of assets under management including Triodos Bank, the investment funds and Private Banking grew by EUR 1.7 billion, or 16%, to EUR 12.3 billion.

In 2015 Triodos Bank's balance sheet total grew by 15% to EUR 8.2 billion thanks to a steady growth of the funds entrusted and new capital raised during the year, in all branches. Growth of between 5 to 15% was expected as a result of a challenging environment for lending, a focus on internal governance improvements to increase Triodos Bank's impact in the future and meeting increasing regulatory obligations.

Triodos Bank's total number of customers increased by 15%, against expected growth of between 10% to 15%, and now numbers 607,000 customers.

The net profit for 2015 was EUR 40.7 million, 35% above 2014.

#### European Branch Network (retail and business banking)

Against a backdrop of the continuing debt crisis retail activities developed further in 2015. This was in part due to increasing demands for change from society and people making choices more consciously about who they wanted to bank with.

For the reasons stated above, the branches offer a variety of products and services to meet growing demand, and increasingly offer a full set of services to their customers. This led to continuing and balanced growth in funds entrusted to Triodos Bank in 2015 by EUR 994 million, or 16%, against expected growth of 10%. It



also resulted in continuing growth in all the countries where Triodos Bank operates. This was due in part to a growing profile, strong relationships with customers, high quality sustainable products and services and an increasingly receptive market, keen to use their money more consciously.

Growth of the loan portfolio amounted to EUR 949 million, or 22%. Expected growth was between 5% and 15%. An important part of this growth is a substantial increase in larger loans to Dutch, Belgian and German municipalities, primarily because of liquidity management. These investments are included in the loan portfolio in accordance with regulations related to financial reporting. Without this the loan portfolio would have grown by approximately 13%, mainly because of the increase of the mortgage portfolio (52%) and a limited growth in business loans (9%).

### Triodos Investment Management

Triodos Investment Management is responsible for 18 funds, for both individuals and institutions, totalling EUR 3.1 billion assets under management. Total growth of the investment funds was EUR 500 million, up 19%. Solid inflows in the majority of the investment funds, resulted in a net increase of the total assets under management. The overall increase in total funds entrusted to Triodos Investment Management reflects investors' appetite for sustainable investments. Worldwide, investors are increasingly opting for meaningful and measurable impact in addition to financial results. This development is enormous value in the transition to a more sustainable society.

### Triodos Bank Private Banking

Private Banking increased its funds under management by 12% to EUR 1,381 million, against a target of between 15 and 20%. EUR 461 million of these funds are managed by Triodos Private Banking but accounted for on the balance sheet of the Dutch branch.

### *Historical information on Financial Condition and Operating Results*

Historical information on Triodos Bank's financial condition, changes in financial condition and results of operations for the financial years 2014 and 2013 can be found in the Executive Board report 2014 and 2013, which are part of the annual reports 2014 and 2013 incorporated by reference in this Prospectus (see the table on page 23 for more details). The abovementioned sections within the annual reports provide information on significant factors, including unusual or infrequent events or new developments, materially affecting Triodos Bank's income from operations, indicating the extent to which income was so affected; material changes in net sales or revenues, including a discussion on the reasons for such changes, and any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, Triodos Bank's operations.

### *Outlook*

So far Triodos Bank's medium-term objective has been to grow the return on equity to 7% of Triodos Bank's equity in normal economic conditions. This target should be seen as a realistic, long term average for the type of banking activity that Triodos Bank engages in. However, Triodos Bank recognises that market conditions have changed. If the current trend of very low interest rates and increasing regulatory costs and capital requirements continues, a lower return on equity will be a much more likely outcome. In this context Triodos Bank will aim for a return on equity of between 3% and 5% in 2016.

In the current market, while Triodos Bank will continue to work on improving its profitability, it does not expect to outperform easily this target over the next three years; not least because investments will be made in the development of Socially Responsible Investment (SRI), the launch of a current account in the UK and the possible opening of a fully-fledged French office in the coming years in particular. As capital and liquidity requirements may increase even further, Triodos Bank prefers to continue to maintain a relatively high equity base and a substantial liquidity surplus which puts downward pressure on the return of equity.

Excluding unforeseen circumstances, Triodos Bank expects a lower operational profit in 2016, mainly due to the sector-wide introduction of a contribution to the Dutch Deposit Guarantee Scheme, lower interest margins and substantial investments in the business. Triodos Bank will extend its impact through a more diversified loan portfolio, quality financial services with sustainability at their core and encourage and provide finance for enterprises increasing the sustainable impact of their business. Triodos Bank recognizes that the economic downturn that has resulted from the financial crisis, and a slow recovery in some countries, will continue in 2016 and may have an additional impact on Triodos Bank's results. Because of these factors, Triodos Bank expects to deliver a lower net profit level in 2016 compared to 2015.

There are no trends in products, sales and services, and costs and selling prices since the end of 2015 to the date of this Prospectus that are significant or relevant for Triodos Bank.

A separate statement setting out the principal assumptions upon which Triodos Bank has based its profit forecast, as well as an assurance report on the profit forecast prepared by PricewaterhouseCoopers Accountants N.V., independent auditors, is provided in ANNEX I to this Prospectus (as of page 59).

### *Recent and future investments*

#### ICT banking system

Triodos Bank has invested in its ICT systems. The investments in 2013, 2014 and 2015 were respectively EUR 1.0 million, EUR 2.7 million and EUR 7.2 million.

#### Real Estate

Triodos Bank has invested in new office buildings in Zeist, The Netherlands, in an office building in Madrid, Spain and in Bristol, United Kingdom for its own use. The investments in real estate in 2013, 2014 and 2015 were respectively EUR 0.5 million, EUR 0.5 million and EUR 19.0 million.

Triodos Bank works since 2011 on the realisation of a new building, with the objective to start using the building in 2016. Due to various factors, the start of the building works has been postponed to 2017. Completion of the new office is now scheduled for 2018. The total investment is expected to amount to approximately EUR 57.5 million.

#### Strategic participations in foreign banks

Triodos Bank has invested strategically in nine foreign banks with a similar mission to Triodos Bank's.

These banks are:

- New Resource Bank, San Francisco; investment in 2006 EUR 1.0 million, in 2008 EUR 1.9 million and in January 2012 EUR 2.9 million; as at 31 December 2015 Triodos Bank holds approximately 19.79% in New Resource Bank.
- Merkur cooperative bank, Copenhagen; investment in 2008 EUR 1.0 million and in 2011 EUR 87,225; as at 31 December 2015 Triodos Bank holds approximately 3.84% in the share capital of Merkur cooperative bank.
- Cultura Sparebank, Oslo; investment in 2010 EUR 0.08 million, and in 2011 EUR 47,374. As at 31 December 2015 Triodos Bank holds approximately 1.74% in Cultura Sparebank.
- Social Enterprise Finance Australia Limited (SEFA), Sydney, investment in 2012 EUR 0.27 million; as at 31 December 2015 Triodos Bank holds approximately 15.2% in SEFA.

- GLS Gemeinschaftsbank eG, Bochum, investment in 2011 EUR 50,000; as at 31 December 2015 Triodos Bank holds approximately 0.017% in GLS.
- Banca Popolare Etica S.c.p.a., Padova, investment in 2011 EUR 0.12 million and in 2015 EUR 5,750; as at 31 December 2014 Triodos Bank holds approximately 0.22% in Banca Etica Popolare.
- Ekobanken-Medlemsbank, Stockholm, investment in 2011 EUR 47,587; as at 31 December 2015 Triodos Bank holds approximately 0.81% in Ekobanken-Medlemsbank.
- Nederlandse Financieringsmaatschappij voor Ontwikkelingslanden (FMO), The Hague, investment in 2012 EUR 1.5 million and EUR 0.2 million in 2013; as at 31 December 2015 Triodos Bank holds approximately 2% in FMO.
- Bpifrance Financement S.A. Maisons-Alfort, investment in 2014 EUR 113,399; as at 31 December 2015 Triodos Bank holds approximately 0.0037% in Bpifrance Financement.
- Sustainable - Finance - Real Economies SICAV-SIF, Luxembourg; investment in 2015 EUR 1,734,972; as at 31 December 2015 Triodos Bank holds approximately 10.9% in Sustainable - Finance - Real Economies SICAV-SIF.
- Sustainalytics Holding B.V., Amsterdam, investment in 2015 EUR 2,472,469; as at 31 December 2015 Triodos Bank holds approximately 12.22% in Sustainalytics Holding B.V.

At the moment no other major investments are planned or in progress.

Triodos Bank's own funds will be used to finance recent and future investments as described in this paragraph.

#### *Related party transactions*

Triodos Bank has links with several related parties. Ultimo 2015, the outstanding loans, including guarantees to related parties amounted to EUR 105 million. For more information see on page 91 of the Annual Report 2015.

#### *Recent new products and services*

The Triodos Organic Growth Fund has been launched by Triodos Investment Management in January 2014. This fund will provide mission-aligned capital to leading organic and sustainable consumer businesses across Europe.

In December 2015, Triodos Investment Management launched the Triodos Multi Impact Fund. This 'fund-of-funds' invests in sectors that stimulate the transition to a more sustainable society.

#### *Material property*

Triodos Bank currently owns real estate in The Netherlands, Spain and United Kingdom. There are no major encumbrances. The real estate in The Netherlands is used as an office for Triodos Bank itself. The book value at the end of 2015 was EUR 19.3 million. The real estate in Spain and United Kingdom are also used as an office for Triodos Bank itself. The book value at the end of 2015 were respectively EUR 6.2 million and EUR 16.1 million.

For an overview of leased properties we refer to page 79 of the annual accounts 2015 of Triodos Bank.

## *Stakeholders*

Triodos Bank defines stakeholders as all people, groups and organisations with which it has a business or other relationship. Triodos Bank encourages an active dialogue with its stakeholders. A transparent approach to its activities is central to this dialogue.

## *Organisation and co-workers*

Triodos Bank could not achieve its mission without the support, effort and commitment of its co-workers. Its reputation as a pioneering force in sustainable banking depends on co-workers who are genuinely able to identify with, and make a real contribution towards, Triodos Bank's mission. To this end, co-workers are not only closely involved in the development of new products and services for customers but also in the financial, social and environmental performance of Triodos Bank itself.

## *Corporate Governance*

The Dutch Corporate Governance Code (the **Code**) does not apply directly to Triodos Bank, as the Depository Receipts are not listed on any regulated market. Nevertheless, Triodos Bank endorses the basic principles of the Code and complies with the principles and best practices of the Code. However, it has also made a well-considered decision to deviate from specific points. The first deviation relates to voting rights on Shares and appointments. To protect Triodos Bank's mission and objectives as much as possible, Depository Receipt Holders are not allowed to exercise voting rights on the underlying Shares, which are instead exercised by the Issuer. Also, Depository Receipt Holders cannot make recommendations for appointments of members of the board of the Issuer and former Executive Board or Supervisory Board members of Triodos Bank can be appointed as members of the board of the Issuer. The second deviation relates to the term of office of the members of the Executive Board. This term is not limited to a period of four years, as Triodos Bank feels that this would not serve the long term development of the company. The third instance concerns the fact that for practical reasons, Triodos Bank has adopted a modified regime for conflicts of interest relating to cases in which it intends to enter into a transaction with a legal entity in which an Executive Board member has a management or supervisory board position. If such a conflict of interest concerns a legal entity outside the Triodos Group, and is of material importance to it, the adapted regime provides checks and balances (e.g. through the involvement of the Supervisory Board's Audit and Risk Committee) and ensures adequate transparency. The fourth deviation relates to the fact that the Supervisory Board has an integrated Nomination and Compensation Committee and thus does not provide for a separate Nomination Committee and Remuneration Committee. This is done for practical reasons, given the relatively modest size of Triodos Bank. The fifth deviation relates to the maximum term for members of the Supervisory Board. In exceptional cases a Supervisory Board member may be re-appointed after the maximum term has expired. The aim is to create more time to fill vacancies, if needed. Further, Triodos Bank deviates from the Code's best practice to submit all proposals to the General Meeting for material amendments to the articles of association as separate agenda items. For practical reasons Triodos Bank wishes to retain the possibility, to be exercised at the discretion of the Executive Board and the Supervisory Board, to submit a proposal for multiple amendments to the articles of association as a single agenda item if there is a strong degree of interrelatedness between these proposed amendments. Finally, a number of provisions of the Code regarding executive remuneration do not apply to Triodos Bank, as it does not have any share plans or option schemes in place. The total costs for executive remuneration, which primarily consist of wages and pension elements only, is shown in the annual reports.

## *Dutch Banking Code*

The Netherlands Bankers Association (NVB) drew up the Dutch Banking Code (the **Banking Code**) which came into effect on 1 January 2010 and has been revised in 2014. The Banking Code is part of a package of new developments for the banking industry called 'Future Oriented Banking' introduced by the NVB. The package includes, besides the revised Banking Code, a social charter and rules of conduct associated with the Dutch bankers' oath. The revised Banking Code came into effect on 1 January 2015. It consists of a number of recommendations and principles aimed at ensuring the very best performance by banks. Triodos Bank, as

a financial institution based in The Netherlands, complies with the principles of the Banking Code, with one exception: Triodos Bank chooses not to have variable remuneration based on predetermined targets or achievements, as these can enhance a culture of taking more risk. Triodos Bank monitors, identifies and addresses any occasions when it does not comply with the Banking Code on an ongoing basis, and will report on compliance with the Banking Code in its annual report.

### **Legal structure and ownership**

All Shares are issued to the Issuer, which issues one Depository Receipt for one Share. The Issuer holds the voting rights on the Shares, in order to protect the identity and working method of Triodos Bank. As regards voting rights, there are no differences between the Shares. In the exercise of its rights, the Issuer is guided by the interests of the Depository Receipt Holders and of Triodos Bank, and by the basic principles expressed in Triodos Bank's objectives. At the end of 2015, there were 35,735 Depository Receipt Holders, with 9.5% of the Depository Receipts held by 2 financial institutions. No Depository Receipt Holder may hold 10% or more of the Bank's issued capital. The Depository Receipts are not listed on any securities exchange. Instead, Triodos Bank maintains a platform for transactions against net asset value for the non-exchangeable Depository Receipts for registered shares.

### **Information on significant subsidiaries**

#### *Triodos Investment Management BV (100%)*

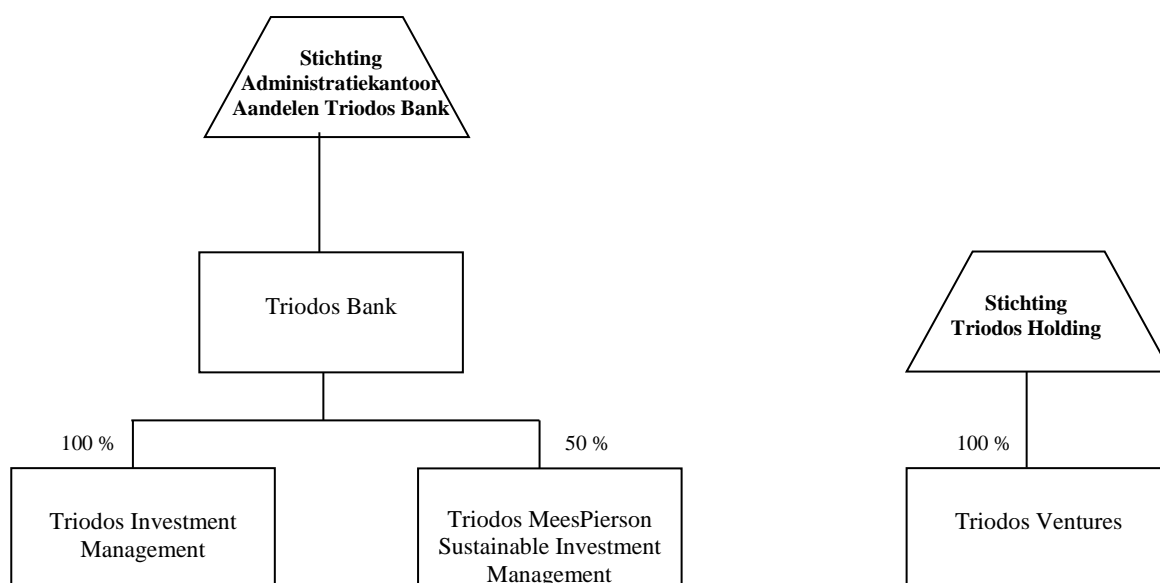
Triodos Investment Management BV, incorporated in the Netherlands, manages several Triodos investment funds, both retail and institutional.

#### *Triodos MeesPierson Sustainable Investment Management BV (50%)*

Triodos MeesPierson Sustainable Investment Management BV, incorporated in The Netherlands, provides asset management services in cooperation with MeesPierson. Triodos Bank holds 50% of the shares. The other 50% is held by ABN AMRO MeesPierson.

### **Triodos Ventures**

Triodos Ventures, incorporated in The Netherlands, is part of Triodos Group. It is legally independent of Triodos Bank and plays a role in the development and finance of new projects that, in many cases, represent high-risk investments. These include venture capital activities, project development and charitable funds. The directors of Triodos Ventures and of Stichting Triodos Holding are the same persons as the members of the Executive Board of Triodos Bank. Stichting Triodos Holding has a supervisory board that consists of three members of the board of the Issuer (Mr. F.A.M.M. de Clerck, Ms. S. Castañeda Elena and Ms. J.G.J.M. de Zwaan).



Significant Depository Receipt Holders (%)		
	2014	2015
Coöperatieve Centrale Raiffeisen-Boerenleenbank BA	5.8	5.6
Delta Lloyd Levensverzekering N.V.	4.1	3.9
Stichting Grafische Bedrijfspensioenfondsen	3.0	0.0

The voting rights of the significant Depository Receipt Holders do not differ from other Depository Receipt Holders.

Triodos Bank is not aware of any persons, other than the members of the Executive Board, who directly or indirectly have an interest notifiable under Dutch law in Triodos Bank's capital or voting rights.

Triodos Bank is not aware of any persons, who directly or indirectly own or control Triodos Bank's business.

### Share Capital

The number of Shares and Depository Receipts as per the end of the book year:

2013 8,549,035 Shares and Depository Receipts  
 2014 9,014,634 Shares and Depository Receipts  
 2015 9,686,584 Shares and Depository Receipts

The number of Shares and Depository Receipts has grown in these years due to an ongoing issue of new Shares and Depository Receipts, and due to stock dividends.

### Employees

In 2015, the number of co-workers employed at Triodos Bank rose by 10.2% from 1,017 to 1,121. This increase is mainly due to the growth of the Dutch and Spanish branch and the growth at the head office of

Triodos Bank. At the end of 2015, the number of co-workers employed in the countries and business units was as follows:

	Number of co-workers		Full-time equivalent (FTE) basis	
	2014	2015	2014	2015
<b>Bank branches</b>				
<i>The Netherlands</i>	182	196	158.6	170.2
<i>Belgium</i>	114	122	106.8	115.1
<i>United Kingdom</i>	117	125	110.3	119.8
<i>Spain</i>	248	268	239.4	255.0
<i>Germany</i>	49	52	40.2	41.3
<i>France</i>	4	7	4.0	7.0
Triodos Investment Management (only NL)	117	136	104.9	122.0
Triodos Investment & Advisory Services (only NL)	5	5	3.6	3.0
Head Office (only NL)	181	210	162.7	187.2
<b>Total</b>	<b>1,017</b>	<b>1,121</b>	<b>930.5</b>	<b>1,020.6</b>

## The Executive Board

The members of the Executive Board of Triodos Bank are:

*Mr. P. H. Aeby (1956) CFO*

- 1980 - 1981: Banque Européenne de Crédit S.A. - Brussels – Legal Advisor
- 1982 - 1983: Advocate trainee at Brussels bar
- 1983 - 1984: Benelux Bank S.A. - Brussels – account manager international loans
- 1984 - 1998: Generale Bank S.A./ N.V. (presently BNP Paribas/Fortis) - Brussels
  - 84-86: Loan Manager – International Credits Department
  - 86-92: Senior Area Manager North Africa, Middle East & South Asia – International Commercial Banking Department
  - 93-96: Senior Corporate Officer – Brussels Corporate Banking Department
  - 96-98: Head of Corporate Risks and member of the Daily Central Credit Committee  
Head Quarters Central Credit Department
- 1998 - present: Triodos Bank
- 1998 - 2003: Branch Belgium – Brussels, managing director
- 2003 - present: Chief Financial Officer of Triodos Bank and member of the Executive Board
- Other current positions:
  - Statutory director of Triodos Ventures B.V.
  - Board member of Stichting Triodos Holding
  - Board member of Stichting Hivos Triodos Fonds
  - Chair of Stichting Triodos Foundation

- Board member of Stichting Triodos Sustainable Finance Foundation
- Director of Triodos Fonds Vzw
- Chair of the boards of Triodos SICAV I and SICAV II
- Board member of Triodos Invest CVBA
- Statutory Director of Enclude Holding B.V.
- Member of the board of Vlaams Cultuurhuis De Brakke Grond
- Appointed as statutory member of the Executive Board in 2000. Terms of appointment: indefinite period
- Nationality: Belgian
- Number of Depository Receipts: 21

*Mr. P. Blom (1956) CEO*

- 1980 - 1988 Senior account manager business banking for Triodos Bank
- 1988 - 1997 Joint Managing Director of Triodos Bank
- 1997 - present: Chief Executive Officer of Triodos Bank and Chair of the Executive Board
- Other current positions:
  - Board member of the Dutch Banking Association (NVB)
  - Statutory director of Triodos Ventures B.V.
  - Board member of Stichting Triodos Holding
  - Board member of Stichting Hivos Triodos Fonds
  - Board member of Stichting Triodos Sustainable Finance Foundation
  - Board member of Triodos Invest CVBA
  - Board member of Stichting NatuurCollege
  - Board member of Stichting Nationaal Restauratiefonds
  - Co-founder and Chair of Stichting Global Alliance for Banking on Values
  - Member of the Club of Rome
  - Member of the Scientific Advisory Council for Integrated Sustainable Agriculture and Food
  - Board member of Stichting Sustainable Finance Lab
- Appointed as statutory member of the Executive Board in 1989. Terms of appointment: indefinite period
- Nationality: Dutch
- Number of Depository Receipts: 1

*Ms. J. J. Banga, (1974) COO*

- 1999 - 2002: Relationship manager Business Lending – ING Real Estate
- 2002 - 2003: Sales manager Retail – ING Bank Netherlands
- 2003 - 2004: Corporate Strategist – ING Group
- 2004 - 2010: Corporate Secretary Executive Board ING Group
- 2010 - 2013: Director Products & Operations - Business Lending ING Netherlands
- 2013 - present: Chief Operating Officer of Triodos Bank and member of the Executive Board
- Other current positions:
  - Board member of Stichting Triodos Sustainable Finance Foundation
  - Member of the Advisory Board of Stichting Lichter
- Appointed as statutory member of the Executive Board in 2014. Terms of appointment: indefinite period
- Nationality: Dutch
- Number of Depository Receipts: 0

**Remuneration paid to the members of the Executive Board**

The Supervisory Board determines the remuneration and other employment conditions of the members of the Executive Board, taking account of the remuneration policy to be determined by the General Meeting.



The remuneration paid to the members of the Executive Board is as follows (*amounts in thousands of EUR*):

	<b>2014</b>	<b>2015</b>
Fixed salary expenses	713	754
Variable salary expense*	1	-
Pension expenses	154	68
Pension allowance for salary above EUR 100.000	-	96
Private use company car	28	43
Social expenses	35	35
<b>Total</b>	<b>931</b>	<b>996</b>

\*In 2015 all Triodos Bank co-workers, excluding the members of the Executive Board, received a collective end-of-year Token of Appreciation of EUR 500 per person.

The salary expenses of the Executive Board may be broken down as follows (*amounts in thousands of EUR*):

	<b>2014</b>	<b>2015</b>
Mr. P.H. Aeby	236	245
Mr. P. Blom	280	291
Ms. J.J. Banga	197	218
<b>Total</b>	<b>713</b>	<b>754</b>

In relation to the members of the Executive Board, Triodos Bank is not aware of (i) any convictions in relation to fraudulent offences in the last five years; (ii) any bankruptcies, receiverships or liquidations of any entities to which they were associated in the last five years; (iii) any official public incrimination and/or sanctions of such person by statutory or regulatory authorities (including designated professional bodies) or disqualification by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer in the last five years.

## **The Supervisory Board**

The members of the Supervisory Board of Triodos Bank are:

*Mr. E.J.G.V. Boers (1966)*

- Current position:
  - Member of the Board of Stichting Nationaal Energiebespaarfonds (NEF)
  - Member of the Board of Coöperatie Medisch Specialisten Gelre U.A. (CMS Gelre)
  - Member of the Supervisory Board of Coöperatie Univé U.A.
- Former positions:
  - Chief Executive Officer SNS Retail Bank N.V.
  - Chief Financial Risk Officer SNS Retail Bank N.V.
  - Chief Financial Risk Officer ABN AMRO Hypotheken Groep B.V.
- First appointed in 2014. Term of appointment: until 2018
- Nationality: Dutch
- Number of Depository Receipts: 0

*Mr. D.J. Carrington (1946)*

- Independent consultant, specialising in philanthropy and social finance and in the governance of charities and social enterprises

- Current positions:
  - Non-executive Director of Big Society Capital Limited
  - Chair of the Programme Board of Inspiring Impact
  - Director of GULAN
  - Director of SOFII Foundation
  - Member of the Advisory Board of the Centre for Effective Philanthropy, US
  - Member of the Advisory Group to the Stepping Stones Fund of City Bridge Trust
- Former positions:
  - Chair and founder Director of Alliance Publishing Trust
  - Chair and founder Director of Bridges Charitable Trust
  - Director of Allavida UK and of Allavida Kenya
  - Director of Engage
  - Director of The Media Trust
  - Director of London South Bank University
  - Director of National Youth Orchestra of Great Britain
  - Director of National Foundation for Youth Music
  - Advisor to the Board of Global Impact Investing Network
- First appointment in 2009. Term of appointment: until 2017
- Nationality: British
- Number of Depository Receipts: 0

*Mr. A.J. de Geus, Chair (1955)*

- Current position:
  - Chair of the Board and CEO of the Bertelsmann Stiftung, Germany
- Former positions:
  - Deputy Secretary-General at the Organisation for Economic Cooperation and Development (OECD)
  - Minister of Social Affairs and Employment in the Balkenende I, II, and III cabinets
  - Partner at Boer & Croon Strategy & Management Group
  - Board member and Vice Chair of Vakcentrale CNV
  - Member of the Board of Industrie- en Voedingsbond CNV
- First appointed in 2014. Term of appointment: until 2018
- Nationality: Dutch
- Number of Depository Receipts: 0

*Mr. M.J.M. van den Hoogenband (1944)*

- Current positions:
  - Member of the shareholders council of Rhea Holding B.V. (Eosta B.V.)
  - Chair of the Supervisory Board of Stichting Widar
  - Member of the advisory council of the anthroposophical medical faculty of the university Witten/Herdecke
- Former position:
  - Director, CEO of Weleda Group AG, Switzerland
- First appointed in 2007. Term of appointment: until 2017
- Nationality: Dutch
- Number of Depository Receipts: 1,002

*Mr. U.J. Philipp (1964)*

- Current positions:
  - Advisor to Sven Giegold, member of the European Parliament in Brussels and advisor to Dr. Gerhard Schick, member of the Bundestag in Berlin (both German Green Party representatives)
- Former positions:
  - CFO of Bertelsmann Professional Information, Germany
  - Private secretary to the Federal Minister of Economics, Germany

- Managing director and founding partner of the German subsidiary of EQT Partners
- First appointed in 2015. Term of appointment: until 2019
- Nationality: German
- Number of Depository Receipts: 0

*Ms. C.J. van der Weerd-Norder (1964)*

- Current positions:
  - Partner at Accent Organisatie Advies B.V.
  - Member of the Supervisory Board of BinckBank N.V.
  - Member of the Supervisory Board of DSW Zorgverzekeraar U.A.
  - Member of the Supervisory Board of Hogeschool Inholland
  - Member of the Supervisory Board of Stichting Habion
- Former positions:
  - CFO/COO of Global Transaction Banking in ABN AMRO Bank NV
  - Member of the Supervisory Board and Chair of the audit committee of Saxion Hogeschool
- First appointed in 2010. Terms of appointment: until 2018
- Nationality: Dutch
- Number of Depository Receipts: 0

In relation to the members of the Supervisory Board, Triodos Bank is not aware of (i) any convictions in relation to fraudulent offences in the last five years; (ii) any bankruptcies, receiverships or liquidations of any entities to which they were associated in the last five years; (iii) any official public incrimination and/or sanctions of such person by statutory or regulatory authorities (including designated professional bodies) or disqualification by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer in the last five years.

### **Committees of the Supervisory Board**

The Supervisory Board has established from among its members two committees: an Audit and Risk Committee and a Nomination and Compensation Committee.

#### *Audit and Risk Committee*

The Audit and Risk Committee prepares the briefing material for decision-making by the Supervisory Board in relation to (i) operation of the risk management and internal control systems, (ii) provision of financial information by Triodos Bank, (iii) compliance with recommendations of actuaries and auditors, (iv) Triodos Bank's policy on tax planning, (v) Triodos Bank's financing and (vi) control of risks in relation to the applications of information and communication technology. The Audit and Risk Committee assists the Supervisory Board, but does not supervise the Supervisory Board.

The Audit and Risk Committee of the Supervisory Board consists of Ms. C.J. van der Weerd (Chair), Mr. E.J.G.V. Boers and Mr. D.J. Carrington.

#### *Nomination and Compensation Committee*

The Nomination and Compensation Committee (i) drafts a proposal to the Supervisory Board for the remuneration policy to be pursued, (ii) prepares a proposal for the Supervisory Board concerning the remuneration policy for the Executive Board, (iii) prepares a proposal concerning the individual remuneration of the members of the Executive Board and (iv) prepares on an annual basis the Supervisory Board's remuneration report on the remuneration policies for the members of the Executive Board.

The Nomination and Compensation Committee of the Supervisory Board consists of Mr. M.J.M. van den Hoogenband (Chair), Mr. A.J. de Geus and Mr. U.J. Philipp.

## Remuneration paid to the Supervisory Board

Members of the Supervisory Board receive remuneration for their activities of EUR 17,500 per annum. The Chair receives a remuneration of EUR 25,000 per annum. The compensation per return flight is fixed at EUR 1,000 with a maximum per annum of EUR 12,000 for those Supervisory Board members who travel to a meeting outside their home country.

Members of the Audit and Risk Committee receive an additional remuneration of EUR 4,000 per annum. The Chair of the Audit and Risk Committee receives an additional remuneration of EUR 5,000 per annum.

Members of the Nomination and Compensation Committee receive an additional remuneration of EUR 3,000 per annum. The Chair of the Nomination and Compensation Committee receives an additional remuneration of EUR 4,250 per annum.

The remuneration paid to the Supervisory Board is as follows (*amounts in EUR*):

	2014	2015
Mr. D.J. Carrington	24,500	33,083
Mr. E.J. Boers (as from 23 May 2014)	14,834	23,000
Mr. M. Eguiguren Huerta (until 22 May 2015)	26,500	12,959
Mr. A.J. de Geus (Chair) (as from 23 May 2014)	18,667	32,000
Mr. M.J.M. van den Hoogenband	24,750	25,750
Mr. J.H.G.G. Lamers (until 23 May 2014)	8,292	-
Mr U.J. Philipp (as from 22 May 2015)	-	14,958
Ms. M.A. Scheltema (until 22 May 2015)	23,000	9,375
Mr. H. Voortman (Chair) (until 23 May 2014)	13,167	-
Ms. C.J. van der Weerd	22,500	22,083

## Address of the Supervisory Board and Executive Board

All members of the Supervisory Board and Executive Board have their business address at Nieuweroordweg 1, 3704 EC, Zeist, The Netherlands.

## Service contracts

There are no service contracts between members of the Executive Board, members of the Supervisory Board and the Issuer, Triodos Bank or any of its subsidiaries providing for benefits upon termination of employment.

## Potential conflicts of interest

There is a potential conflict of interest between Triodos Bank and Triodos Ventures and/or Stichting Triodos Holding. This concerns two members of the Executive Board of Triodos Bank (Mr. P.H. Aeby and Mr. P. Blom), as they are also the board of directors of Triodos Ventures and Stichting Triodos Holding. This also concerns three members of the board of the Issuer (Mr. F.A.M.M. De Clerck, Ms. S. Castañeda Elena and Ms. J.G.J.M. de Zwaan), as they are also members of the supervisory board of Stichting Triodos Holding. If such a conflict of interest does exist, extra governance measures are taken based on a conflict of interest policy in order to safeguard interests of the separate legal entities. There are no other potential conflicts between any duties of the members of the Executive Board and the Supervisory Board to Triodos Bank and their private interest and/or other duties. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person was selected as a member of the administrative, management or supervisory bodies or senior management. As a consequence of the entry into force of the Dutch Act on management and supervision as per 1 January 2013, the conflict of interest rules no longer result in a limitation of the external representation authority but relate to the internal decision making process. The articles of association of Triodos Bank have been amended accordingly and inter alia state that

a member of the Supervisory Board may not participate in the deliberations and decision making of the Supervisory Board on a matter in relation to which he or she has a personal interest which conflicts with the interests of the company and its business. It has also been included in the articles of association that if - as a result thereof - no resolution can be adopted by the Supervisory Board, nevertheless the resolution will be adopted by the Supervisory Board. The Executive Board regulation has also been adjusted to the provisions of the new law.

## **Financial information**

### *Audited annual financial statements*

As set forth under 'Documents incorporated by reference', the audited annual financial statements for the financial years ended 31 December 2013, 2014 and 2015 of Triodos Bank and the Issuer are deemed to be incorporated in, and form part of, this Prospectus.

### *Auditor's report*

The auditors, KPMG Accountants N.V., issued unqualified auditors' reports on the financial statements of Triodos Bank and the Issuer for the years ended 31 December 2013, 2014 and 2015 on 27 February 2014, 27 February 2015 and 25 February 2016 respectively. For a better understanding of Triodos Bank's financial position and results and of the scope of the audit, the annual financial statements and the auditor's reports on these financial statements should be read.

### *Age of latest financial information*

The latest audited financial information is dated 31 December 2015.

## **SUPERVISION AND REGULATION**

### **Introduction**

This section constitutes a summary of the supervision and regulation framework relevant to Triodos Bank. The information in this section is by no means, nor is it intended to be, an exhaustive discussion of the subject matter thereof. As a financial service provider offering banking services, Triodos Bank is primarily subject to supervision and regulation of the banking industry.

### **National regulation**

The activities carried out by Triodos Bank are subject to supervision exercised by the DNB and by the AFM, the two Dutch supervisory authorities for the financial markets. The supervision by the DNB of Triodos Bank's banking services is mainly exercised pursuant to the FSA, which implements European banking supervision legislation as further discussed below. The supervision by the AFM of Triodos Bank's securities and investment business is exercised pursuant to the FSA as well, which also implements various European legislation with respect to the activities of investment firms (securities intermediaries and portfolio managers).

The DNB exercises supervision with respect to the solvency of credit institutions, the structure of credit institutions and the group to which they belong, and the administrative organisation of credit institutions. In addition, it exercises liquidity supervision with respect to certain issues that are specific for credit institutions. Investment firms are subject to supervision by the AFM pursuant to the FSA and require a licence from the AFM to undertake their activities in The Netherlands. The FSA allows the AFM and the DNB to control and verify whether the (legal) persons subject to their supervision comply with the applicable regulations. In addition to their supervisory powers, the AFM and the DNB have various powers to enforce compliance if they determine a violation.

Triodos Bank's branches in Brussels, Frankfurt, Bristol and Madrid are authorised to operate by way of an EEA passport under the Banking Directive 2006/48/EC. These branches are also subject to local supervision in respect of their conduct of business by their host state supervisory authorities in respectively Belgium, Germany, the United Kingdom and Spain.

### **Duty of care (know your customer)**

Pursuant to the conduct of business supervision, a financial service provider must determine a customer's financial situation, experience, knowledge and intentions, to the extent relevant for the activities it will perform for such customer. This is known as the 'know your customer' principle.

### **Integrity**

The conduct of business supervision rules provide, *inter alia*, for the requirement to have insider trading regulations, regulations in relation to private investment transactions by the financial service provider's employees and requirements in relation to the hiring of new personnel.

### **Transparency**

Pursuant to the FSA, financial services providers and intermediaries must comply with disclosure and transparency requirements with respect to (i) identity, (ii) cost of services and (iii) services and products offered. In addition, financial services providers and intermediaries will be required to be transparent in respect of costs and commissions.

## **Regulations applicable to the Issuer**

Currently, the Issuer itself is not regulated directly, but as the holding company of a licensed credit institution, it is subject to indirect supervision which the DNB and the AFM exercise on a consolidated level.

## **CHARACTERISTICS OF THE DEPOSITORY RECEIPTS AND UNDERLYING SHARES**

### **Rights attached to the Depository Receipts**

The Depository Receipts have been created under Dutch law, are denominated in euros and will be issued under Dutch law with the cooperation of Triodos Bank. The Issuer issues one Depository Receipt for each Share. Depository Receipts can also be issued in the form of fractions thereof, which fractions shall be rounded to three (3) decimal places and the total of which fractions equals one (1) Depository Receipt. Depository Receipt Holders have the rights which Dutch law attributes to the fact that the Depository Receipts have been issued with the cooperation of Triodos Bank. The rights attached to the Depository Receipts relate to, *inter alia*, the dividends and liquidation payments made payable on the Depository Receipts and the right to attend the General Meetings and speak at such meetings. Depository Receipt Holders do not have the right to vote at the General Meetings. For a more comprehensive description of the rights attached to the Depository Receipts, reference is made to the articles of association of Triodos Bank, the articles of association of the Issuer and the Terms of Administration.

Depository Receipts Holders have a pre-emption right proportionate to their share that can be limited or excluded by the Executive Board.

The Depository Receipts are non-convertible. Non-convertible means that a Depository Receipt cannot be converted into a Share. The Depository Receipts are registered in the Register and are registered in the name of the Depository Receipt Holder. There are no costs attached to registration. Triodos Bank does charge a transaction fee of maximum 0.5% for the execution of buy and sell orders relating to Depository Receipts (with a minimum fee of EUR 5 for subscriptions made through the Spanish branch and GBP 5 for subscriptions made through the UK branch).

### **Meeting of Depository Receipt Holders**

In a number of situations, the articles of association of the Issuer and the Terms of Administration require decision-making by the meeting of Depository Receipt Holders. For example, amendment by the Issuer of its articles of association and Terms of Administration is only possible subject to approval of the meeting of Depository Receipt Holders and the approval of Triodos Bank. Furthermore, the meeting of Depository Receipt Holders appoints the members of the board of the Issuer, on the basis of a binding nomination by the board of the Issuer. Triodos Bank must approve the nomination of the board members of the Issuer.

In a meeting of Depository Receipt Holders, each Depository Receipt Holder has as many votes as he has whole Depository Receipts, with a maximum of 1,000 votes. No vote can be cast on a fraction of a Depository Receipt.

For a more comprehensive description of the issues for which decision-making is required by the meeting of Depository Receipt Holders, reference is made to the articles of association of the Issuer and the Terms of Administration.

### **Characteristics of the Shares**

The underlying Shares have been created under Dutch law and are denominated in euros. The Shares are registered shares and the register is kept at the head office of Triodos Bank at Nieuweroordweg 1, 3704 EC, Zeist, The Netherlands. Triodos Bank is in charge of keeping the records of the Shares in the register. The Shares are not freely transferable. The Shares will only be transferred between Triodos Bank and the Issuer in the context of the issue of Depository Receipts in accordance with the Terms of Administration.



## **Rights attached to the Shares**

The Shares give the right, *inter alia*, to the dividends made payable on the Shares, and to liquidation payments. In addition, each Share gives the right to cast one vote at the General Meeting.

Shareholders have a pre-emption right proportionate to their shareholding. On 20 May 2016 the General Meeting of Triodos Bank has given the authority to the Executive Board for a period of 18 months to exclude this pre-emption right.

There are no special procedures for exercising the rights attached to the Shares.

## **Meeting of Shareholders**

At least one General Meeting will be held annually in accordance with Article 14 of Triodos Bank's articles of association. Triodos Bank has only one Shareholder: the Issuer. In the exercise of its voting rights, the Issuer will be guided by the interests of the Depository Receipt Holder, the interests of Triodos Bank and the basic principles expressed in the objects of Triodos Bank.

## **Trading and transfers**

The Depository Receipts are not listed on a securities exchange but may be traded. Triodos Bank maintains a platform for transactions against net asset value in Depository Receipts, whereby the price is determined on the basis of the net asset value as described under 'The Offering - Issue Price'. During certain periods, the price of the Depository Receipts may be fixed for campaigning purposes. This will be posted on the country websites. For the execution of buy and sell orders relating to Depository Receipts, a transaction fee of maximum 0.5% is charged by Triodos Bank (with a minimum fee of EUR 5 for subscriptions made through the Spanish branch and GBP 5 for subscriptions made through the UK branch).

Discounts on the purchase price can be available. Discounts on the transaction fee can be available to certain investors in certain periods. These discounts will be made public on the country websites of Triodos Bank.

If Depository Receipts are offered for sale, Triodos Bank will give priority to these Depository Receipts when trading. Triodos Bank will only issue new Depository Receipts if no Depository Receipts have been offered for sale at that time.

In principle the transfer of Depository Receipts is not allowed if and insofar as the acquiring party alone, or together with one or more group companies, or on the basis of an arrangement to cooperate together with one or more others, directly or indirectly, is a holder or will become a holder as a result of the transfer, of a nominal amount of Depository Receipts jointly corresponding with ten percent (10%) or more of the total issued capital of Triodos Bank. At variance with the above provisions, Depository Receipts may only be acquired by a Depository Receipt Holder who alone or jointly with others is the holder of Depository Receipts jointly corresponding with ten percent (10%) or more of the issued capital of Triodos Bank as a result of a partial or full lifting of the above provision, exclusively upon issue and at most up to such number that, after issue, the percentage of the corresponding issued capital of Triodos Bank which said Depository Receipt Holders holds alone or jointly with others by means of their Depository Receipts, is no more than the percentage held before the issue.

The Depository Receipt Holder who alone or together with one or more group companies, and/or on the basis of a co-operation arrangement with one or more natural persons or legal entities, directly or indirectly holds or becomes a holder of a nominal amount of Depository Receipts that together correspond to three per cent (3%) or more of the entire issued capital of Triodos Bank, including the Shares that Triodos Bank holds in its capital, shall be obliged to notify the Executive Board thereof within thirty days.

For a more comprehensive description of trading and transferring Depository Receipts, reference is made to Article 5 of the Terms of Administration.

### **Dividend policy**

It is de policy of Triodos Bank to have a pay-out ratio of between 50% and 70% to deliver stability. There is however no obligation for Triodos Bank to pay any dividends; the payment of any dividend and the moment of such dividend payment is the absolute and sole discretion of Triodos Bank at all times. No distribution shall be made in any event where this would exceed or cause to exceed the amount of 'distributable items' as defined in the Capital Requirements Regulation (no. 575/2013) available for payment of such dividend. During the financial years 2013, 2014 and 2015 the dividend paid out per Depository Receipt was EUR 1.95. Pursuant to article 16, paragraph 5 of the articles of association and article 3, paragraph 3 of the Terms of Administration, it is possible to make dividends available in cash or in whole or in part in the form of Shares and for the Depository Receipt Holder in the form of Depository Receipts. All dividend payments are of a non-cumulative nature.

### **Payment of dividends and withholding tax**

In case dividends on the Shares will be paid, these dividends are payable at the latest four weeks after the annual accounts have been adopted. Triodos Bank will withhold 15% (2015) Dutch dividend tax on the cash dividend. After receipt of the net dividend (after withholding tax), the Issuer will make the net dividend payable to the Depository Receipt Holders at the latest eight days after receipt. The Issuer will transfer the net dividend free of charge to a bank account specified by the Depository Receipt Holder or by cheque.

In respect of the other countries in which the Depository Receipts are being offered, the following applies; Belgium: Cash dividends and stock dividends will also be subject to a local withholding tax (at a rate of 25%). Germany: All revenues generated by Depository Receipts (be it stock or cash dividends, and/or income on the sale) are subject to local tax in Germany.

In general, investors are invited to seek appropriate advice on their specific (local) tax situation.

There are no dividend restrictions and procedures for non-resident holders.

Dividends that have not been claimed within five years after they have been made payable will go to Triodos Bank.

The Issuer assumes responsibility for the withholding of taxes at the source for the countries where the Offering is being made and where the withholding of taxes is required by law.

### **Prospectus**

This Prospectus replaces the prospectus in respect of Depository Receipts dated 22 July 2015, and will be valid until 19 July 2017, unless prior to that date a new prospectus in respect of depository receipts of the Bank is published, which will replace the current Prospectus.

### **Subscription for Depository Receipt Holders**

The way to subscribe to Depository Receipts differs per country. In all countries either an appropriateness test or suitability test forms part of the procedure to subscribe to Depository Receipts. In The Netherlands, Belgium, Spain and Germany subscriptions can also be made for fractions of Depository Receipts. The total price is equal to the number of Depository Receipts times the Issue Price, increased with the costs.

#### *Belgium*

In order to subscribe to Depository Receipts, any subscriber needs a securities account with Triodos Bank, based in Brussels, Hoogstraat 139/3 Rue Haute. For private investors, that account can be opened online on

www.triodos.be. For non-private investors, account opening forms can be downloaded from www.triodos.be and returned to the Triodos Bank. Account opening forms can alternatively be obtained at the office of Triodos Bank in Belgium. If a potential subscriber wishes to benefit from investment advice, he will be requested to perform a suitability test. In all other cases, he will be requested to perform an appropriateness test. The test will take place before any subscription. Once a subscriber has duly opened a securities account and performed the suitability or appropriateness test, he can submit his investment order (for instructions how to place an order please consult www.triodos.be).

#### *Germany*

Subscriptions may be received by Triodos Bank's German branch (Triodos Bank N.V. Deutschland) in Frankfurt am Main at the following address: Mainzer Landstr. 211, 60326 Frankfurt am Main. To be able to process any application for the purchase of Depository Receipts, Triodos Bank must receive the required documentation, including a completed and duly signed subscription form sent by conventional mail to Triodos Bank N.V. Deutschland at the above mentioned address. Upon acceptance of the application for the purchase of Depository Receipts, Triodos Bank N.V. Deutschland will complete the purchase transaction by debiting the subscriber's bank account (which may be either a TriodosTagesgeld or TriodosGirokonto account) with the total price. Should the account not have the required balance to complete the desired transaction, the purchase will not be processed.

#### *The Netherlands*

Subscriptions will be received by the office of Triodos Bank at Utrechtseweg 44, 3704 HD in Zeist. A subscription can be done via Internet Banking or via mail. A subscription via mail requires a signed and completed subscription form being sent to Triodos Bank. A subscription via Internet Banking can be done directly if the subscriber already has an investment account; in other cases the subscriber can open an investment account via the website [www.triodos.nl](http://www.triodos.nl) and immediately afterwards place the order. The total price will be directly debited from a current account with a Dutch bank that has been given by the subscriber or a current- or savings account at Triodos Bank.

#### *Spain*

Subscriptions will be received by one of the offices of Triodos Bank in Spain, by mail, by 'phone banking' or by Internet Banking. The central office of Triodos Bank in Spain is located at Sucursal in Madrid at Calle José Echegaray 5, 28232 Las Rozas, Madrid. A subscription requires an application form that is signed and completed and will be sent to Triodos Bank for processing. The total price will be directly debited from a current account in Triodos Bank Sucursal that has been given by the subscriber.

#### *United Kingdom*

In order to subscribe to Depository Receipts in the UK, enquirers must first demonstrate that Depository Receipts are a suitable investment for them by completing a self-declaration of appropriateness and eligibility form. Enquirers should contact the UK branch directly for a self-declaration form or download one from the website [www.triodos.co.uk/downloads/dr-self-declaration-appropriateness-eligibility.pdf](http://www.triodos.co.uk/downloads/dr-self-declaration-appropriateness-eligibility.pdf). If a successfully completed self-declaration is returned, Triodos Bank will send an application form. A subscription requires that an application form is signed and completed by the applicant and sent together with a cheque for processing by Triodos Bank. The Offering is made in pounds sterling but the price of the Depository Receipts is denominated in euro. As a result Depository Receipt Holders are affected by exchange rate risk. This may adversely affect the sterling value of any investment in Triodos Bank or the amount of dividends Depository Receipt Holders receive. In particular, investors should note that dividend payments made to UK residents are converted into sterling from euro at the exchange rate on the dividend payment date. In addition when selling some or all of the Depository Receipts, conversion from euro to sterling takes place at the time of the sale. Contact can be made by email, phone and post to: Email [contact@triodos.co.uk](mailto:contact@triodos.co.uk); phone 0330 3550355 or 0117 973 9339; by post: Triodos Bank, Deanery Road, Bristol BS1 5AS or Freepost TRIODOS BANK.

## **THE OFFERING**

### **Maximum number of Depository Receipts available for issue**

On the date of this Prospectus, the authorised capital amounts to EUR 1,500,000,000, divided into 30,000,000 Shares with a nominal value of EUR 50 each. The Offering consists of a public offering being made to the general public in Belgium, Germany, The Netherlands, Spain and the United Kingdom. On the date of this Prospectus, 4,000,000 Shares are available for issue, with an aggregate nominal value of EUR 200,000,000. As one Depository Receipt is issued for one Share, the maximum number of Depository Receipts that could be issued on this date is also 4,000,000. With reference to Section 2:97 of the Dutch Civil Code, it is hereby expressly announced that if it is only possible to issue a lower number of Shares than the maximum number of Shares, and by the same token, Depository Receipts, such lower number will be issued.

The Depository Receipts and underlying Shares will be issued continually, under exclusion of the preemptive rights of the existing Depository Receipt Holders. The existing holdings of the Depository Receipt Holders will be diluted proportionate to the amount of the new Depository Receipts issued. In the event of issues up to the maximum issue, the dilution will be 30%.

### **Issue Price**

Triodos Bank will on a daily basis determine the Issue Price of the Depository Receipts, following a fixed calculation model that calculates the NAV per Depository Receipt. The NAV of Triodos Bank is equal to the book value of the assets of Triodos Bank minus the book value of the liabilities of Triodos Bank. The NAV per Depository Receipt is calculated by dividing the NAV of Triodos Bank by the number of Depository Receipts issued. The current results which arise after the last net asset value calculation will be determined on the basis of the financial administration. The Issue Price per Depository Receipt will be rounded to whole euros, whereby values of 0.5 euros or more are rounded up. A recovery price procedure has been determined in case a mistake has been made in the calculation of the Issue Price of the Depository Receipts. During certain periods, the Issue Price may be fixed for campaigning purposes. This will be posted on the country websites.

The applicable Issue Price can be requested from Triodos Bank and is also published on its country websites.

Discounts on the purchase price can be available in certain periods. Discounts on the transaction fee can be made available to certain investors in certain periods. These discounts will be made public on the country websites of Triodos Bank.

### **Transaction fee**

Transaction fee of maximum 0.5% will be charged on the issue of Depository Receipts transactions, (with a minimum fee of EUR 5 for subscriptions made through the Spanish branch and GBP 5 for subscriptions made through the UK branch). These transaction costs are calculated over the total price of the transaction, i.e. the Issue Price times the number of Depository Receipts. Discounts on the transaction fee can be made available to certain investors in certain periods. These discounts will be made public on the country websites of Triodos Bank.

The transaction fee will first be paid out of the total amount received upon issue of a Depository Receipt. EUR 50 will then be paid up as the nominal value of the underlying Share. The remaining amount will be booked as premium. The premium forms part of Triodos Bank's equity and is taken into account when determining the net asset value. The premium can be used to effect a dividend to the Depository Receipt Holders in Depository Receipts (stock dividend).

## **Allocation to the subscribers**

Allocations will be made by the Executive Board on behalf of the Issuer. The allocation policy will take into account the importance of a balanced spread of the holdings of Depository Receipts. In this respect, the Executive Board will be guided by the provisions of article 5 paragraph 3 of the Terms of Administration. This means that it will limit the number of Depository Receipts held directly or indirectly by any one Depository Receipt Holder to a maximum of just under 10% of the total number of issued Depository Receipts. The Executive Board is authorised on behalf of the Issuer to refuse subscriptions on Depository Receipts or to only allocate a limited number. In addition, the Executive Board can resolve at any time to limit, suspend or exclude the issue of Depository Receipts. Any resolution to close the issue will be announced on the country websites (as defined on page 1 of this Prospectus).

## **Register**

The Depository Receipts are delivered to the subscriber by registration in the Register, which is maintained by Triodos Bank. Triodos Bank records the registration of the Depository Receipts in the Register. After allocation the subscriber will receive proof of registration in the Register. By registering, the subscriber confirms that he is a party to the deed effecting the transfer of the Depository Receipt. No costs are attached to furnishing the proof of registration.

The Depository Receipts are not delivered by means of a deed executed in the presence of a civil-law notary.

## **Repayments**

Any excess funds which Triodos Bank has received in relation to a limitation or exclusion of allocation will be repaid to the account from which these funds were received. Repayments will not include interest.

## **Vesting date**

The rights attached to the Depository Receipts included in this Offering vest as per the date that the Issue Price has been paid into the equity of Triodos Bank. As of that moment the subscription can no longer be revoked.

## **No listing**

There is no intention to request a listing of the Depository Receipts on any securities exchange.

## **Intentions to subscribe**

So far as Triodos Bank and the Issuer are aware, no members of the administrative, management or supervisory bodies intend to subscribe in the Offering.

## **Prospectus**

This Prospectus replaces the prospectus in respect of Depository Receipts dated 22 July 2015, and will be valid until 19 July 2017, unless prior to that date a new prospectus in respect of Depository Receipts is published, which will replace the current Prospectus.

## **Availability**

Copies of the Prospectus (including all documents incorporated by reference) can be requested, free of charge, by e-mail (at: [info@triodos.nl](mailto:info@triodos.nl)) or by telephone (+31 30 693 6511). The Prospectus, including all documents incorporated by reference, is also available on our country websites:

- [www.triodos.nl/prospectus-saat](http://www.triodos.nl/prospectus-saat)

- <http://www.triodos.es/es/particulares/ahorro/certificados-deposito/formularios-certificados-particulares/>
- [www.triodos.be/prospectus-fr](http://www.triodos.be/prospectus-fr)
- [www.triodos.be/prospectus-nl](http://www.triodos.be/prospectus-nl)
- [www.triodos.co.uk/dr](http://www.triodos.co.uk/dr)
- [www.triodos.de/aktienaehnliche-rechte](http://www.triodos.de/aktienaehnliche-rechte)

### **No material interest**

So far as Triodos Bank and the Issuer are aware, no person involved in the issue of the Depository Receipts has an interest material to the Offering.

## SELLING AND TRANSFER RESTRICTIONS

### General

**The offer of Depository Receipts to persons resident in, or who are citizens of, a particular jurisdiction may be affected by the laws of that jurisdiction. You should consult your professional advisers as to whether you require any governmental or other consents or need to observe any other formalities to enable you to purchase the Depository Receipts.**

Neither the Issuer nor Triodos Bank is taking any action to permit a public offering of the Depository Receipts in any jurisdiction. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus will be sent for information purposes only and should not be copied or redistributed. Except as otherwise disclosed in this Prospectus, if you receive a copy of this Prospectus, you may not treat this Prospectus as constituting an invitation or offer to you of the Depository Receipts being offered in the Offering, unless, in the relevant jurisdiction, such an offer could lawfully be made to you, or the Depository Receipts could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements.

Accordingly, if you receive a copy of this Prospectus or any other offering materials or advertisements you should not distribute or send the same, to any person, in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If you forward this Prospectus or any other offering materials or advertisements into any such territories (whether under a contractual or legal obligation or otherwise) you should draw the recipient's attention to the contents of this section.

Subject to the specific restrictions described below, if you (including, without limitation, your nominees and trustees) wish to subscribe for the Depository Receipts being offered in the Offering, you must satisfy yourself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

The information set out in this section is intended as a general guideline only. If you are in any doubt as to whether you are eligible to subscribe for the Depository Receipts being offered in the Offering, you should consult your professional adviser without delay.

### United States

The Shares and Depository Receipts offered hereby are being offered in accordance with Regulation S under the US Securities Act of 1933, as amended (the **Securities Act**). Terms used in this section that are defined in Regulation S under the Securities Act are used herein as defined therein. The Shares and Depository Receipts have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction within the United States and may not be offered or sold in the United States or to or for the account of any U.S. person except in accordance with applicable laws.

Each purchaser of the Depository Receipts offered hereby will be deemed to have represented and agreed as follows:

The purchaser understands that the Depository Receipts have not, and will not, be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be reoffered, resold, pledged or otherwise transferred except (i) in an 'offshore transaction' complying with Rule 903 or Rule 904 of Regulation S (and not in a pre-arranged transaction resulting in the resale of such Depository Receipts into the United States) or (ii) pursuant to a registration statement which has been declared effective under the Securities Act, in each case, in accordance with all applicable securities laws of any state or territory of the United States and of any other jurisdiction.

## European Economic Area

- (a) In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**) an offer to the public of any depository receipts which are the subject of the offering contemplated by this Prospectus (the **Depository Receipts**) may not be made in that Relevant Member State other than the offers contemplated in this Prospectus (i) in The Netherlands, once the Prospectus has been approved by the competent authority and published and (ii) in Belgium, Germany, Spain and the United Kingdom, once this Prospectus has been passported in accordance with the Prospectus Directive as implemented in Belgium, Germany, Spain and the United Kingdom except that an offer to the public in that Relevant Member State of any Depository Receipts may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State: to legal entities which are qualified investors as defined under the Prospectus Directive; or
- (b) to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of Triodos Bank for any such offer;
- (c) in any other circumstances falling within article 3(2) of the Prospectus Directive,

provided that no such offer of Depository Receipts shall result in a requirement for the Issuer or Triodos Bank to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to article 16 of the Prospectus Directive.

For the purpose of this provision, the expression an ‘offer to the public’ in relation to any Depository Receipts in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Depository Receipts to be offered so as to enable an investor to decide to purchase any Depository Receipts, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression ‘2010 PD Amending Directive’ means Directive 2010/73/EC.



## **FINAL STATEMENTS**

### **Resolution to issue**

The issue of the Depository Receipts has been authorised in terms of the following resolutions: (i) a resolution of the Issuer in its capacity as shareholder of Triodos Bank dated 20 May 2016, (ii) a resolution of the Executive Board dated 19 May 2016 and (iii) a resolution of the Supervisory Board dated 19 May 2016, approving the resolution of the Executive Board.

### **Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer or Triodos Bank or the group are aware) in the 12 months preceding the date of this Prospectus which may have or have had in the recent past significant effects on the financial position or profitability of the Issuer and/or Triodos Bank and/or the group of which the Issuer and Triodos Bank are part as meant in Article 24b of book 2 of the Dutch Civil Code.

### **Significant or material change**

Since 31 December 2015 there has been no significant or material change in the financial or trading position of the Issuer and/or Triodos Bank and/or the group of which the Issuer and Triodos Bank are part as meant in article 24b of book 2 of the Dutch Civil Code.

### **Independent auditors (change in auditor)**

KPMG Accountants N.V., independent auditors, have audited, and rendered unqualified auditor's reports on, Triodos Bank's financial statements for each of the financial years ended 31 December 2013, 2014 and 2015. The address of KPMG is Laan van Langerhuize 1, 1186 DS Amstelveen, The Netherlands. Each partner of KPMG is a member of the NBA (*Nederlandse Beroepsorganisatie voor Accountants*), the Dutch accountants board. KPMG Accountants N.V. also audited and rendered unqualified auditor's reports on the Issuer's financial statements for each of the financial years ended 31 December 2013, 2014 and 2015. As from the financial year 2016, PricewaterhouseCoopers Accountants N.V., independent auditors, will audit the financial statements of Triodos Bank.

### **Documents available**

From the date of this Prospectus and for the life thereof, copies of the following documents may be physically inspected at the registered office of the Issuer during normal business hours and copies of such documents in Dutch and in English will, when published, be available free of charge from such office during normal business hours:

- (i) the articles of association of the Issuer and Triodos Bank;
- (ii) the Terms of Administration of the Issuer;
- (iii) the audited annual financial statements stated in the annual reports for the financial years ended 31 December 2013, 31 December 2014 and 31 December 2015 of Triodos Bank, including the auditor's reports in respect of such financial statements;
- (iv) the key figures of Triodos Bank for the years 2013, 2014 and 2015 (included in Triodos Bank's annual reports);
- (v) the Executive Board Report 2013, 2014 and 2015.

**REGISTERED OFFICE OF THE ISSUER**

**Stichting Administratiekantoor Aandelen Triodos Bank**

Nieuweroordweg 1  
3704 EC Zeist  
The Netherlands

**REGISTERED OFFICE OF TRIODOS BANK**

**Triodos Bank N.V.**

Nieuweroordweg 1  
3704 EC Zeist  
The Netherlands

**AUDITORS**

**up until financial year 2015**

**KPMG Accountants N.V.**

Laan van Langerhuize 1  
1186 DS Amstelveen  
The Netherlands

**as from financial year 2016**

**PricewaterhouseCoopers Accountants N.V.**

Thomas R. Malthusstraat 5  
1066 JR Amsterdam  
The Netherlands

## ANNEX I

### Profit forecast 2016

In the annual report 2015 and in this Prospectus it is mentioned that, excluding unforeseen circumstances, Triodos Bank expects to achieve a net profit for 2016. This expectation is based on the principal assumptions described below. These assumptions concern both factors which Triodos Bank can influence and factors outside its influence.

Factors Triodos Bank can influence are the volume of funds entrusted, loan volume and equity. For funds entrusted and for loans Triodos Bank can, to a certain extent, also influence the interest revenues and expenses. The interest rates are however partly outside Triodos Bank's influence as these are also based on market interest rates. In addition, Triodos Bank is able to influence the volume of funds under management and its return.

Factors outside Triodos Bank's influence are:

- Unforeseen events such as force majeure: for the purpose of the forecast, Triodos Bank assumes that no material unforeseen events will occur that could result in material or lasting constraints on the ongoing operations such as force majeure (e.g. fire, floods, hurricanes, storms earthquakes or terrorist attacks), strikes, exceptional macroeconomic events or war;
- Legislative and other regulatory measures (amongst which related to financial services, taxation and subsidy- and sustainability schemes): Triodos Bank has included already known changes to rules and regulations, but assumes that besides these known changes, there will be no or only insignificant changes in the current regulatory framework with material effect (including fiscal law);
- Interest rate changes by the ECB.

#### *Basis of preparation*

The profit forecast for 2016 is prepared in accordance with the accounting principles as described in the 2015 financial statements of Triodos Bank. The forecast is based on the trends of the actual performance of Triodos Bank in recent years (2014 and 2015); on the actual result of the first quarter 2016 (as from 1 January till 31 March 2016) and contains the expected developments of balance sheet and profit and loss accounts (up until 31 December 2016), taking into account the following assumptions:

- Given the growth of Triodos Bank in recent years and the current market circumstances where Triodos Bank still recognises a growing need for sustainable banking, it foresees the following developments:
  - An increase of equity in a range between 15 to 20%, mainly due to the offering of new Depository Receipts in 2016;
  - The funds entrusted will increase further in a range of 6 to 12% on the back of growth of the client base. The increased funds entrusted and equity will be used to enlarge the loan portfolio in the range of 10 to 16%. Assuming that there is sufficient room for enlargement of the loan portfolio;
  - The funds under management are expected to increase in the range of 6 to 10 % in 2016.
- The interest and commission rates used to calculate the result are mainly based on internal and market rates known at the time of the publication of this Prospectus.
- The interest margins and commission income in the current portfolio known at the time of publication of the Prospectus, together with the known changes to the portfolio in the near future, are taken as a basis for the income predictions included in the profit forecast.
- Based on internal investigation, Triodos Bank assumed that it will face 'interest-risk' related to the current negative interest rate environment. However, as interest to be paid to saving clients will not exceed interest to be received from lending clients, Triodos Bank assumed this risk to be limited based on the conditions (e.g. floors) set in our lending contracts;

- The growth of Triodos Bank as well as (limited) indexation of staff and other administrative expenses will result in higher operating expenses. This increase however is closely monitored and Triodos Bank makes a continual effort on cost control and efficiency. Consequently, it is expected that the expenses will increase in a range of 16 to 20%. This increase includes the first year of contribution to the Depository Guarantee Scheme, without which the increase would be in a range of 10 to 14%.
- The growth of Triodos Bank as well as the current market situation will result in further bad debt provisions. For 2016 the addition to the provisions are estimated to 11 basis points (0.11% value adjustments for bad debts in relation to the average loan portfolio) based on the long term loss rates within Triodos Bank and assessment of potential risks in the loan book.
- Tax rates used are the rates known at the moment of publication of this Prospectus.

Principal uncertain factors recognised are the value adjustments for bad debts and developments in market interest rates.

Triodos Banks' strategy focuses on long-term resilience over short-term profit. Consequently, Triodos Bank maintains a relative high equity base and has a substantial liquidity surplus. This liquidity surplus in combination with lowering margins caused by the current negative ECB interest rates, leads to pressure on interest income, resulting in a lower return on equity than previous years.

Excluding effects of Brexit and excluding incidental and exceptional items outside of the normal operation of the bank, Triodos Bank expects the return on equity to be in a range between 3 and 5%. This expectation is in line with the expectations as presented in the annual report 2015 on page 25.

These assumptions result in the following forecast of the income and net profit over the financial year 2016:

Income	between EUR 215 and 225 million (2015: EUR 212 million)
Net profit	between EUR 25 and 33 million (2015: EUR 40.7 million)

In addition please note that there will usually be differences between the forecasted and actual results because events and circumstances, especially those beyond the influence of Triodos Bank, frequently do not occur as expected, and those differences may be material.

#### *Sensitivity*

Triodos Bank notes that a 10 basis points increase in loan loss rates would negatively impact the forecasted net profit with approximately EUR 4 million.

## **Assurance report on Profit Forecast**

To: the Executive Board of Triodos Bank N.V.

### **Engagement and responsibilities**

We have completed our assurance engagement to report on the compilation of the profit forecast comprising the income and net profit of Triodos Bank N.V. (the “Company”) and its subsidiaries (“the Group”) for the year ending 31 December 2016 (the “profit forecast”), set out in Annex I “*Profit Forecast 2016*” on page 59 of this Prospectus. The profit forecast has been prepared on the basis as set out in paragraph “Basis of Preparation” of Annex I “*Profit Forecast 2016*” of this Prospectus. The profit forecast is required to be presented on a basis consistent with the accounting policies of the Company.

The Executive Board of the Company is responsible for the development of the material assumptions and for the compilation of the profit forecast in accordance with the requirements of the Commission Regulation (EC) No 809/2004. Our responsibility is to issue an opinion as required by item 13.2 of Annex 1 of the Commission Regulation (EC) No 809/2004 as to the proper compilation of the profit forecast and the consistency of accounting policies.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the profit forecast, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the profit forecast.

### **Scope**

We conducted our examination in accordance with Dutch law, including the Dutch Standard 3850N, ‘Assurance and other engagements with respect to prospectuses’. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of an evaluation of the procedures undertaken by the Executive Board of the Company in compiling the profit forecast and the consistency of the profit forecast with the accounting policies of the Company as described in the notes to the financial statements of the Company for the year ended 31 December 2015. Our work does not include evaluating the support for the assumptions underlying the profit forecast.

There will usually be differences between the forecasted and actual results because events and circumstances frequently do not occur as expected, and those differences may be material.

We planned and performed our work so as to obtain reasonable assurance that the profit forecast has been properly compiled on the basis stated and that such basis is consistent with the accounting policies if the Company.

We believe that the evidence we have obtained is sufficient and appropriate to provide as a basis for our opinion.

### **Opinion**

In our opinion:

- a) the profit forecast has been properly compiled on the “basis of preparation” stated in Annex 1 “*Profit Forecast 2016*” of this Prospectus; and
- b) such basis is consistent with the accounting policies of the Company as described in the “basis of preparation” stated in Annex 1 “*Profit Forecast 2016*” of this Prospectus.

### **Inherent limitations related to forecasts**

We draw attention to the fact that this profit forecast is prepared using the Executive Board’s assumptions. These are not necessarily indicative for actual profits. Actual results are likely to be different from the forecast since anticipated events frequently do not occur as expected and the variation may be material.

**Restriction on use**

The profit forecast and our assurance report thereon are intended solely for enclosure in this prospectus. This report is required by the Commission Regulation (EC) No 809/2004 and is given for the purpose of complying with that Regulation and for no other purpose.

In addition, this report is not intended to be relied on in the United States of America and we accept no responsibility for any use that you may make of it in the United States of America.

Our work has not been carried out in accordance with auditing standards generally accepted in the United States of America and accordingly should not be relied upon as if it had been carried out in accordance with those standards.

Amsterdam, 19 July 2016

PricewaterhouseCoopers Accountants N.V.

Original signed by M.D. Jansen RA