

## **MINUTES of the General Meeting of Triodos Bank N.V., held on 20 May 2016 in Zeist.**

### 1. Opening

The chairman, Mr De Geus, opens the meeting and welcomes those present. He then presents the members of the Supervisory Board, these being Mr Carrington, Mr Van den Hoogenband, Mrs Van der Weerd, Mr Boers and Mr Phillip. On behalf of Stichting Administratiekantoor Aandelen Triodos Bank (Foundation for the Administration of Triodos Bank Shares or "SAAT"), Mrs De Zwaan, Mr Nawas, Mr De Clerck, Mrs Van Boeschoten and Mrs Castañeda are present. On behalf of the Executive Board, Mr Aeby and Mr Blom are present. Mrs Banga is absent due to the passing of a close friend, whose funeral she is attending today. The chairman then welcomes Mr De Wit from KPMG and the notary at law, Mr Bossenbroek from NautaDutilh. Both gentlemen are present in order to answer questions when necessary. Mr De Wit shall also provide a presentation on auditing the annual accounts. Pursuant to article 12, section 11 of the Articles of Association, the chairman appoints Mrs Verheul, from Verheul Executive Support, as minutes secretary.

The chairman then notes that the meeting has been convened in line with article 12, sections 4 and 5 of the Articles of Association of Triodos Bank. The depository receipt holders and shareholder received a written invitation. The documents for the meeting were held by the company for consultation, were placed on the Bank's website and could be requested and sent out to participants in this meeting. The meeting can thus make lawful decisions. The presence of SAAT means that 100% of the total voting capacity is present.

Pursuant to the Articles of Association, the minutes shall be adopted and signed by the chairman and a representative of the shareholder. The aim is to publish the minutes on the website before the end of August (within three months).

For each agenda point, there will be an opportunity to ask questions, whereby each depository receipt holder may initially ask one question. If a depository receipt holder would like to speak, he/she is asked to move to a microphone. Questions can only be asked via the microphone or the live webcast. Depository receipt holders are asked, before they speak, to clearly state their name and where they live, for the minutes.

The chairman raises point 2 on the agenda:

### 2. Report of the Executive Board 2015

The chairman hands over to Mr Blom and Mr Aeby for a presentation on the past year.

Mr Blom indicates that he is delighted with the high turnout. In many ways, 2015 was a good year for the Bank. A 16% growth in managed capital was realised and 13% growth in sustainable loans. Ultimately, it is all about what the Bank can do in society with the depository receipt holders' and savers' money. There was a substantial increase in net profit (35%), higher than had been expected. The capital position of Triodos Bank is strong and, at 19%, is significantly higher than the European and Dutch average.

Over the past two years, much work has taken place on improving the internal organisation. Triodos Bank has become a medium-sized bank and the procedures and governance have been modified accordingly. Triodos Bank is also an international bank and this offers opportunities, but also creates challenges for the Bank. Triodos Bank has become larger and has higher-profile and thus has a greater impact, but must also comply with legislation and regulations that have become more complex.

The environmental and social annual reports are included in the Annual Report and can also be consulted on the website. Mr Blom does not deal with these in any detail here. He does indicate that there is a very high turnover of staff in several branches and that this is a focus area. This is related to growth, the economic recovery and changed circumstances.

Mr Blom outlines several social developments that have been important for the Bank and in what way the Bank can make a contribution. One of these developments is climate change. As a result of the climate conference in Paris, in November last year, the world has realised that things must start to happen. Agreements were concluded but the issue is whether these will actually be implemented. An important signal in the period following the conference is that many investors have withdrawn from the oil, coal and gas sectors. This is a sign that things are changing step-by-step, in favour of sustainable energy. It is important to see acceptance of the fact that there are alternative solutions.

A second development is the issue of forced migration and the impact of climate change in Africa, forcing people to seek a better life. How we can resolve that together is an important issue that is a concern for Triodos Bank too.

The third development is technology. What does this mean for human relationships, and also for a bank. Triodos Bank would like to engage in dialogue with the depository receipt holders on this topic. More and more customers are joining the Bank and a focus area is how technology can be used effectively in this context.

Fundamentally nothing much has changed since the financial and economic crisis in our financial system. A range of 'sticking plasters' have been applied by means of amongst others additional regulations. Furthermore the ECB tries to boost economy with extremely low interest rates and is pumping substantial amounts with its buyback programme into the economy every month.

Many developments are no longer linear. Particularly given that climate change is accelerating. This is an important but also alarming issue. There is much anxiety among people regarding developments that they do not understand and that must be courageously opposed. Triodos Bank is happy to connect into this and tries to create initiatives to support it.

There is an increasing call for transparency. Transparency is becoming a value in itself. The certainty that banks used to offer is evaporating. Pension funds and the government are also part of the discussion. It will increasingly be down to the person concerned and the Bank must respond accordingly.

All of these developments are connected to one another and the issue then becomes which strategy Triodos Bank should choose to effectively capitalise on these issues. People must take informed decisions and bear their own responsibility. This is where Triodos Bank would like to provide support. The notion of people who speak with their heart but also use their heads is an important theme to build upon. Money is an expression of trust between people, and not a product. Trust in banks has dwindled and Triodos Bank would like to build that trust once again by expanding the relationship with the customers and maintaining a human element alongside technology. Triodos Bank would like to develop further, create other forms of financing and bring innovative and transparent new products to the market, possibly in partnership with others.

The regulations require a great deal of attention and this complicates matters. Triodos Bank must become a 'learning organisation'. Banks know how to deal with risk and return. Triodos Bank also considers a third dimension, that of impact. What impact does it have on the world and society at large. The issue, though, is how to measure impact. Many steps must be put in place but Triodos

# Triodos Bank

Bank is attempting to position this project on a world stage and engage in the corresponding discussions.

Mr Blom then covers developments at the various branches of the Bank, Investment Management, Private Banking and the start-up initiative in France.

- In the Netherlands, it all started in 1980. Triodos Bank has now become a fully fledged alternative. The number of customers continues to increase. The challenge is that savings are growing faster than credit loans. Better balance is needed in this context. But that is not easy, given that Triodos Bank stands for responsible credit. Sustainable mortgages form a successful product. Last year there was an increase of 45% and this represents half of the growth of Triodos Bank in the Netherlands. Triodos Bank encourages other banks to copy this initiative of sustainable mortgages that links the interest rate to the energy label.
- Belgium is a challenging market, but good results were achieved there last year. A satellite office was opened in Ghent in order to serve the Flemish part of Belgium more effectively. Work is also taking place on the development of a current account for Belgian customers. During the year, we said goodbye to the Managing Director, Mr Marquet. His successor is currently being sought.
- There was also a change in directors in the United Kingdom. The new director, Mr Watts has worked for Triodos Bank previously. The market in the United Kingdom is developing well for Triodos Bank. One focus area is the possible Brexit. Good results are being realised with corporate banking. The option for introducing this into other parts of the bank are also being investigated.
- Triodos Bank in Spain is now also a fully fledged alternative. In Spain, the Bank has built a close relationship with customers via several small branches. Large loans for solar energy projects have ceased due to changes in government policy, and activities are tending to focus on smaller loans for sustainable projects. Savings in Spain are also growing more rapidly than credit loans.
- Germany is still a small activity and has encountered problems with the growth of the credit portfolio. The initial losses have reduced and in the coming two years a break-even result is expected to be realised.
- France is not yet an official branch but steps are being taken to see what Triodos Bank could mean for the market, given that there is a definite demand for sustainable loans. The expectation is that Triodos Bank will open a branch in France in the not-too-distant future but, as yet, no definitive decision has been made.
- Triodos Investment Management is an important arm of the Bank. It offers the possibility to invest alongside saving. There is healthy growth and a significant contribution to the Bank's results and impact. The options offered by developing new forms of investment are also being examined. Crowd funding is still in the investigation phase.
- Private banking has shown steady growth. In Belgium and the Netherlands, a total amount of EUR 1.5 billion is under management. There has been growth of 12% compared to last year.

Finally, Mr Blom briefly covers the challenges that the Bank may have to face in the coming period. Growth of 10% to 15% seems to be feasible. Triodos Bank is a strong brand that must be further expanded so it can profile itself more forcefully by means of developing innovative and transparent products. Regulations are a natural part of this and Triodos Bank should comply with it. Profitability in banking will reduce. This is due to higher costs as a result of regulations and lower interest margins. Triodos Bank will have to deal with this too but still foresees growth opportunities and stable profit development.

In the broader perspective, the Global Alliance for Banking on Values has now expanded to become a network of 30 banks worldwide and there are even more banks that wish to become affiliated. In that way Triodos Bank would like dedicate itself to expand its impact to innovative banking in the world.

# Triodos Bank

Mr Blom thanks the depository receipt holders for their trust over the past year. He says that he expects Triodos Bank to further grow in the coming year and subsequently have a greater impact and contribute further to making the economy more sustainable.

Mr Aeby then outlines the financial results for 2015 and the external impact thereupon. He particularly refers to interest rate developments as a result of the steps taken by the European Central Bank. On the basis of several slides, Mr Aeby provides an overview of the interest rate developments for 10-year government bonds over the past few years in countries in which Triodos Bank is active. Short term interest is currently under 0% for zero risk investments. In the long term, this situation cannot be sustained. He focuses on the financial results for 2015, volume growth, the ratio of credit to the committed capital, solvency, income, the ratio between costs and income, provisions and the net result. These slides form part of this report and can be found on [www.triodos.com/agm](http://www.triodos.com/agm).

In 2015, net profit rose by 35% compared to 2014. The increase was lower that year as a result of the exceptional payments with respect to SNS. Mr Aeby indicates that there should be no expectation that 2016 will see a similar increase in net profit. 2015 was an exceptionally good year. However, from this year, Triodos Bank will contribute towards the deposit guarantee scheme, the costs of which for the Bank will be EUR 6 million. The lower interest rates will also push down results. Banks will be subject to further regulations which will involve additional investment, as will investments in the future and the development of new products. All in all, this means that the profitability of the Bank in 2016 will be lower and will fall back to between 3% and 5%.

The chairman thanks Mr Blom and Mr Aeby for their explanation. Before he provides an opportunity for questions, he provides the report of the activities of the Board in 2015, on behalf of the Supervisory Board. The Supervisory Board is delighted to see that Triodos Bank has had a good year, has expanded its impact and realised robust financial results. The most important issues on which the Supervisory Board has focussed are detailed in the Report from the Supervisory Board that is included in the Dutch language annual report on pages 57 to 65. The chairman mentions several important aspects.

The Supervisory Board contributed towards the development of the strategy in the context of Triodos 2025 and to the translation of this into the Business Plan 2016-2018. There have been specific discussions on the essence of Triodos Bank in order to ensure that all parties are aligned with respect to values and the role of these in operations. Much attention has been paid to impact, risk and return. In 2015, there was managed growth, increased impact and robust financial results. The share of the credit portfolio compared to the funds entrusted remains a point of concern. The Supervisory Board ensures that adequate measures are taken and these are also supported by the Supervisory Board.

With one eye on the modified capital requirements of external supervisors, the Supervisory Board monitors the impact of more stringent requirements. In 2015, a project to improve the internal organisation was finalised, whereby an important step was taken in strengthening governance and risk management. Furthermore, the Board worked on the composition of and the quest to strengthen the Supervisory Board itself, specifically striking a good male/female balance. Unfortunately, a proposal cannot currently be presented to the General Meeting but this should be a possibility next year.

The chairman then briefly deals with the various topics that were covered in the meetings of the Executive Board. He refers to the annual report for further details.

The chairman invites the depository receipt holders to ask questions about the report by the

Executive Board and the Supervisory Board. He also indicates that ideas can be exchanged with board members or supervisory directors during the break.

Mr Tse (Amsterdam) has a question on the cost/income ratio. This reduced this year, but the ratio is much lower at other banks. The ratio must reduce further at Triodos Bank. He asks whether the Bank has a long term vision for the cost/income ratio.

Mr Muller (Woubrugge) indicates that he asked a question last year about the Masterplan for Sustainable Energy. In the Netherlands it is still quite segmented and there seems to be a lag compared to Germany.

Mr Verhagen (Hilversum) would like greater choice in sustainable investment funds from other providers, alongside the funds of Triodos Bank. He would like the advisers to be able to provide advice with respect to the financial and sustainable aspects of these other funds too.

Mr Van den Berg (Epe) has heard Mr Blom talk about transitions. He asks whether somebody within the Executive Board and Supervisory Board specifically understands transitions. If not, he would like to suggest that Prof. Jan Rotmans is invited to become a member of the Supervisory Board.

Mr Zuyderwijk (Hoofddorp) asks for attention to be paid to the highest/lowest salary ratio. In 2010, Mr Blom said that a ratio of 1: 10 was normal. He would like an explanation of why a different method was selected this year.

Mr Aeby deals with the question on the cost/income ratio. Banks cannot just be compared with one another. Smaller banks have higher costs, by comparison. Many larger banks in the Netherlands are good at providing mortgages and these are standardised processes. Triodos Bank is much more specialised. The original aim was under 70% but this transpired to be overly ambitious. In the short term, the increase in costs for Triodos Bank is determined by the contribution towards the deposit guarantee scheme and investments in relation to regulations. Thereafter, the aim will be to return to the target of under 70%. The ratio, however, will always be higher than that of larger banks and the cost/income ratio is not a target in itself. Triodos Bank would like to continue to grow and invest and thus provide stable returns to its depository receipt holders.

Mr Blom answers the question on the Masterplan for Sustainable Energy in the context of the SER Energy Agreement of two/three years ago. He indicates that implementation has not been easy given the complexity of regulations. The climate conference in Paris helped to ensure the government paid further attention to this area. Unless there is one particular person who focuses permanently on the various parties involved, the industry, the energy companies and the government, and keeps the subject high on the agenda, it will not succeed. An agreement alone is not sufficient. Triodos Bank tries to assert its influence and argued for a 'special envoy'. So far it has not been successful but the Bank feels committed to continue with this.

Mr Blom notes that offering other sustainable investment funds is a sensitive topic. Triodos Bank supports its own funds and knows how these have been put together. It may give rise to misunderstanding to recommend other funds as though they are Triodos funds. Perhaps, in the future, this could involve funds in which Triodos Bank has no speciality and which can be thoroughly checked, however for the time being this will not happen with similar funds that are not managed by Triodos Investment Management.

Mr Blom then tackles the question on transition. Transition is of huge importance for Triodos Bank. Ideas are regularly exchanged with external parties on this topic but this is not the way that expertise on this area can be obtained. It sits within the organisation itself. Mr Van den Hoogenband adds that



there is an assumption that the profile of the Supervisory Board shall raise levels of professionalism in order to be able to fulfil the higher demands in relation to human capital, innovation and talent management and allow the Supervisory Board to enter into the corresponding discussions.

With respect to the question on the ratio between highest/lowest salaries, Mr Blom indicates that he will come back to this later in the context of remuneration policy. The ratio remains within the 1:10 ratio. The Bank would also like to sign up to new reporting rules on ensuring ratios are more comparable to other external parties.

Mr Franzel (Utrecht) refers to page 78 of the annual report with information on sickness absence and the turnover of employees in the first year. This is substantially higher than the average in the Netherlands. He asks about the results of the employee satisfaction survey and if there is reason to be concerned. All the more because there is specific mention of this in the annual report.

Mr Tse (Amsterdam) has a further few questions and would like to be given the opportunity to ask more than one question, as used to be the case. He indicates that Mr Aeby previously covered various bank taxes and the European safety net. His first question relates to tax that that is paid in the various countries where Triodos Bank is active and whether there is an issue with double taxation. He refers to a recent example involving ING. His next question covers activities in France. He is of the opinion that Triodos Bank should be stronger in Germany before entering a new geographical market. This branch is not yet profitable and he believes it to be impractical to have two 'bleeders' in the company. His last question relates to recent publications regarding Delta Lloyd and Van Lanschot and he asks if Triodos has plans for a takeover of and/or collaboration with other banks.

Mr Van den Breukel (Vught) notes that Mr Blom talked about developments and trends in society which required initiatives with impact. In the Netherlands, there is a fixed pension system and he wonders to what extent Triodos Bank sees opportunities for the individualisation of pension products.

Mrs Van der Horst (Amsterdam) has a question on internet and the corresponding security. Triodos Bank is a bank that is largely dependent on internet banking. It is expected that there will be a shift to quantum computing within five to ten years. She asks whether Triodos Bank is working on this, possibly in collaboration with other banks.

Mr Purwanto (Gouda) applauds the fact that Triodos Bank has a good personnel policy. He would like an explanation of the increase in training costs in the Netherlands compared to, for example, Belgium where costs are increasing less quickly.

Mr Bonger (Gouda) indicates that he participates in monthly automatic payments for the purposes of buying certificates in Triodos Bank and asks how the value is determined.

Mr Blom covers the question on the relatively high attrition of staff. In principle, attrition of between 5% and 10% is common. Both people and the Bank are developing and in those situations changes are customary and necessary. Last year there was a great deal of transition. This led to some people feeling less well-suited to the organisation. Particularly in the United Kingdom and Spain, there were many young employees that look around -also outside the Bank- to next steps and they currently see relatively more opportunities that they would like to make the most of. Attrition was extremely high in the United Kingdom. Research has shown that this related to the fact that expectations were not always effectively managed and many people work on a temporary basis and then seek long term work with another bank. In the Netherlands and Belgium, turnover is around average. But there is a focus on employee turnover. Sickness absence is around expected levels.

Mr Aeby indicates that 'taxes' are a very complicated matter. Every country has its own tax rules. In the Netherlands, there is a system which means that once tax is paid, any double taxation will be reimbursed. Given the economic situation, the government is introducing new taxes. In Belgium, the savings tax has also been introduced across all savings. Spain also has a similar tax. In addition, Triodos Bank contributes towards the deposit guarantee scheme and the European Resolution Mechanism. There is still confusion on the VAT payments for internal settlements but this seems to be going in a favourable direction. Triodos Bank pays an average 25% in tax on the gross profit.

As a result of the question on a possible branch in France, Mr Blom indicates that a definitive decision on this has not yet been made. As things look at the moment, a branch will not be started before 2018 and by that time, Germany will have to have achieved a break-even result. This requires a long preparation time. With respect to the question on Delta Lloyd and Van Lanschot, Mr Blom notes that there are no plans for takeover of and/or collaboration with other parties. Mr Blom then deals with the question on pension products. This is being seriously investigated by Triodos Bank. In Spain, the Bank is already working on it. Strict conditions, however, have to be fulfilled. He can imagine that in the following years, a pension product that is linked to a sustainable investment product could be offered.

Then he moves onto the question about internet security. Mr Blom indicates that this topic is high up on the agenda. It is a constant focus point for Triodos Bank, given the Bank's dependence on internet banking. The Bank is affiliated to the Dutch Banking Association and shares expertise in this setting. Triodos Bank does all it can to guarantee security but cannot guarantee that it is 100% watertight. It remains a focus point and is a top priority throughout the organisation, as it is with the external accountant and the Supervisory Board.

Mr Blom notes that he has no specific explanation for the variance in training costs. There are no economies in this context. The trend is to invest more rather than less in training. The type of banking that is offered by Triodos Bank is all about people and this is where investments are made.

Mr Aeby provides an explanation on the value determination of the certificates. It is a simple calculation, whereby the value of the capital is divided by the number of outstanding certificates on a monthly basis. Market effects have no role to play. Over the course of the subsequent month, there must be an estimation of the increase or decrease in value. A date is selected on which the Bank is of the opinion that the value has increased by EUR 1.00. Sometimes adjustment is necessary to take into account incidental profits or losses. Sometimes an erroneous estimate is made as a result of exceptional profits or a particular provision that has to be debited with retroactive effect. The annual report includes a value of EUR 81.00 whereas the market rate was EUR 80.00. This is caused by the fact that in January a contribution to the deposit guarantee scheme was refunded by a change of the regulations.

Seeing as there are no further questions, the chairman introduces agenda point 3:

3. Annual accounts

3a. Implementation of remuneration policy in 2015

The chairman explains that, as of 1 January 2014, prior to processing the annual accounts at the General Meeting, the implementation of the remuneration policy in the previous year must be justified.

Such a justification must be provided under this agenda point. The justification concerns payments that were paid to members of the Supervisory Board and the Executive Board in 2015. This

summary can be found on pages 38-40 of the Annual Accounts (pages 84-88 Annual Report). In addition, the report provides a summary of the basic principles of Triodos Bank's remuneration policy. This can be found on pages 36-37 of the Annual Accounts (pages 84-85 Annual Report). The remuneration policy fulfils all of the statutory requirements. The most important principles and key elements of the remuneration policy include income from the Bank being generated by the collective efforts of all employees. The Executive Board receives a fair reward and the wage increases follow a similar path for the Executive Board and employees. The Bank has no bonuses or option schemes for the Executive Board or employees. A final element is the ratio between the highest and lowest salaries. In 2015 the ratio between the highest and lowest salaries was 1: 9.8.

The chairman adds that, as of 2015, the ratios of highest full-time salary to the median salary will be given instead of the ratio between highest and lowest salaries in key figures. This factor is determined in line with criteria from the Global Reporting Institute (GRI) and is considered to be best practice. This provides a better indication of and comparison between the salaries at Triodos Bank and other organisations. For more information, the chairman refers to page 5 of the annual report.

The chairman invites the attendees to ask questions.

Mr Ter Haar (Utrecht) refers to the new ratio that has been introduced. In the annual report, a comparison is only shown between 2015 and 2014. Three years are missing from the comparison. It would have been useful to calculate the comparable figures, even if this was only an estimate. Mr Blom answers that this was not selected but that the trend is similar. This is, in fact, just another definition. The chairman adds that this factor is only available as of 2014. When drafting the annual report for next year, there will be a review of whether it is possible to provide a slightly longer series in order to better follow the trend.

Mr De Maar (Winterswijk) indicates that profit has risen from EUR 30 million to EUR 40 million. In the annual report, it is stated that the Board would like to pay out a stable dividend. He, however, is of the opinion that such an increase in profits could lead to a higher dividend being paid out instead of adding EUR 20 million to the reserves. The dividend has been EUR 1.95 for years and he believes this to be a little frugal.

Given that the question is not related to remuneration policy but to the determination of the profit share, the answer shall be provided with that agenda point.

As there are no further questions on remuneration policy, the chairman moves to discussions on the annual accounts.

### 3b Adoption of the Annual Accounts 2015

Just like last year, only parts of the annual report were translated into Dutch. It was decided to only translate the non-financial report and to draft the financial part in English. The Dutch annual report comprises 2 parts: the Annual Report 2015 and the Annual Accounts 2015. The Dutch language version is a translation of the original English version. The English version is leading.

The chairman then runs through each chapter of the annual accounts and raises the consolidated figures, notes on the balance sheet and profit and loss account, including segmentation report, solvency, risk management, the corporate balance sheet and other details.

The chairman hands over to Mr De Wit from KPMG in order to provide information on the accountant's statement and the audit work carried out by the accountant. On the basis of a number of slides, which form part of this report and can be found on [www.triodos.com/agm](http://www.triodos.com/agm), Mr De Wit provides an explanation of the task and the auditing approach, the key points of the audit and the main elements of the assessment, which led to a statement of approval.



# Triodos Bank

Mr De Wit adds that the transfer of auditing to PWC is running smoothly. KPMG has been the external accountant for Triodos Bank for 35 years. He has been managing the auditing task for the past 7 years and looks back on this time with a sense of satisfaction.

The chairman thanks Mr De Wit for his explanation and invites attendees to ask questions on the annual accounts.

Mr Molenaar ('s Heerenberg) asks how the board handles audit variances that are less than EUR 0.1 million.

Mrs Muller (Woubrugge) asks why another accountant is being taken on.

Mr Van den Berg (Kampen) refers to PWC's legal action against Antoine de la Rue in Luxembourg. PWC has represented various constructions that deliberately pay no tax. He finds it peculiar that Triodos Bank would do business with this accountant.

Mr Spek (Zegveld) asks for further information on the IT risk about which Mr De Wit spoke.

With respect to the issue of IT, Mr De Wit indicates that the IT risk is conditional in order to provide assurance and, for this reason, has been reviewed. With a changing world and cyber risks, there is continuous dialogue with the Bank on the issue of which investments are necessary and how the risk can be evaluated. IT specialists from KPMG are involved in this. For 2015, it was established that the systems were effective and robust.

With reference to the question about changing the accountant, the chairman indicates that changing accountants every few years is good practice given that there could be a risk of the two organisations 'blending'. This is useful but also forms a risk. Plenty of market research was conducted before choosing the new external accountant. The reputation of PWC Nederland is not up for discussion. There have been personal conversations, also involving the Supervisory Board, with the audit partner and the employees within the audit team. This has engendered sufficient confidence. There is also no reason to make another choice.

Mr Blom adds that for Triodos Bank's reputation is also an important aspect. It is clear that all large accountancy firms have made errors here and there. This has been considered but did not lead to another choice. It has been agreed that if there are other issues that could have a direct impact upon the decision, the Bank will be notified thereof. PwC has committed itself and concrete agreements have been made in this regard.

The chairman thanks KPMG and Mr De Wit. KPMG was involved in Triodos Bank from the start and has conducted its financial reporting responsibilities to everyone's satisfaction for many years.

Given that there are no further questions, the chairman hands over to Mrs De Zwaan, chairman of the board of SAAT, in order for her to vote in relation to the annual accounts 2015, in line with article 14.b of the Articles of Association for Triodos Bank. The chairman indicates that SAAT is the formal shareholder and represents the interests of the depository receipt holders. This governance model was chosen when the Bank was founded.

Mrs De Zwaan thanks the chairman for his explanation about the role of SAAT. She represents the board of SAAT and shall vote a number of times today, on its behalf. She indicates that it is important that SAAT is independent and that she is able to vote independently. SAAT is led, in its voting decision, by three important principles, i.e. maintaining the Bank's mission, retaining the independence of the Bank and the economic importance of depository receipt holders.

In order to make a voting decision, it is important to have information from the Bank on the strategic course and how the mission is being fulfilled. Furthermore, the core ratios, risk policy and the capitalisation policy for the Bank, the products and the Human Capital policy are also reviewed. The information from depository receipt holders, as presented during the General Meeting and the meeting of depository receipt holders last year, the formal stakeholder meetings and customer days is also taken into account. Points that were raised last year included how the mission would be sustained, the profit objectives of the Bank, credit loans and the effect of credit loans on society. All of these elements have been covered by the board of SAAT in conversations with the Executive Board, the Supervisory Board and the accountant, about the annual report. On this basis, the board of SAAT has concluded that it can approve the annual accounts for 2015.

The chairman notes that the annual accounts have been approved by the General Meeting and raises point 4 on the agenda:

#### 4. Dividend

##### 4a. Dividend policy

The chairman hands over to Mr Aeby for an explanation of the profit share policy. Mr Aeby refers to page 123 of the Annual Accounts. A dividend of EUR 1.95 is proposed. The pay out ratio of 44% is slightly under the policy of paying out between 50% and 70% of the profit. He adds that the increase in profit in 2015 can be ascribed to an exceptional situation and that profit increase in 2016 will be lower. A decision is made to not increase the dividend, in order to retain stability in the future. In 2010, there was another dialogue and 80% of the profit was paid out. On average, around 60% of the profit has been paid out over the past few years.

##### 4b. Dividend decision

The definitive amount that is paid out in dividends amounts to EUR 19,340,159. The definitive amount that is added to the reserves amounts to EUR 21,386,851. With respect to the payable dividend, two options are chosen. For every 41,025 share certificates, 1 new share certificate is acquired. This new certificate will be paid out of the premium reserve. The dividend can also be paid in cash (EUR 1.95). The ex dividend date is 24 May 2016.

Before he invites the attendees to ask questions, the chairman indicates that a question was received prior to the meeting by Mr De Bruin (Maarssen) about dividend policy and why the payout ratio is so low. This was included in Mr Aeby's explanation and the question is thus answered.

Looking at the pay-out ratio of the past few years, ranging from 80% in 2010 to 57% last year, Mr De Maar (Winterswijk) is of the opinion that, given the growth figures over the past years, the 44% pay-out ratio is out of the ordinary. He does not see why a dividend of EUR 1.95 is maintained and asks whether there is the possibility of increasing this slightly. Mr Blom indicates that this profit share is a deliberate choice. Depository receipt holders appreciate the dividend being stable. If a higher pay-out ratio is necessary in order to keep the dividend stable, then that will be implemented. Stability is important for many people. It is not a question of what can or cannot be done, but what the policies of Triodos Bank stand for.

Mr Freudenreich (Aken) asks why a fixed amount was chosen over a fixed return. Mr Blom admits that this was also an option but then, each year, an explanation would be required as to why the dividend is fluctuating. Both choices have advantages and disadvantages. The Bank has chosen a fixed amount.

Mr De Maar (Winterswijk) indicates that with a rate that started at EUR 50.00 and which is now over

EUR 80.00, the Bank must have considerable premium reserves, alongside the other reserves. He is also of the opinion that a higher dividend could be paid out.

The chairman indicates that this suggestion is correct. It is a good discussion which must be transparent. There are various options for making a decision about profit destination and this can result in either a very variable or a very stable dividend, or relate to a fixed amount, or a fixed pay-out ratio. This discussion is also part of the dialogue between the Bank and the shareholder, given that the shareholder has a vote in this context. It is not a question of what is possible, but what the Bank chooses. The Supervisory Board advocates a stable path for the dividend.

Given that there are no further questions, the chairman asks Mrs De Zwaan to vote on the profit share for 2015, on behalf of SAAT, in line with article 16, section 1 of the Articles of Association for Triodos Bank. Mrs De Zwaan indicates that SAAT approves of the proposed profit share. She adds that the discussion that has taken place here at the General Meeting, also took place between the Executive Board, the Supervisory Board and the shareholder. The Bank explicitly implements a consistent policy in terms of dividend and this is fully supported by SAAT, also in the context of the future capitalisation of the Bank.

The chairman notes that the General Meeting has endorsed the profit share for 2015 and moves to point 5 on the agenda:

5. Discharge of the members of the Executive Board

The chairman asks Mrs De Zwaan, on behalf of the shareholders, to vote on discharging the Executive Board for their management during the previous financial year, as indicated by the annual report 2015 and the corresponding information provided during the meeting.

Mrs De Zwaan indicates that SAAT is happy to discharge the Executive Board, as requested. She thanks for Executive Board for the effective cooperation and congratulates them on the good result for the past year.

The chairman notes that the General Meeting has discharged the Executive Board and raises point 6 on the agenda:

6. Discharge of the members of the Supervisory Board

The chairman asks Mrs De Zwaan, on behalf of the shareholders, to vote on discharging the Supervisory Board for their supervision during the previous financial year, as indicated by the annual report 2015 and the corresponding information provided during the meeting.

Mrs De Zwaan indicates that SAAT is happy to discharge the Supervisory Board, with the same thanks for the excellent cooperation and congratulations on the Bank's good results.

The chairman notes that the General Meeting has discharged the Supervisory Board and raises point 7 on the agenda:

7. Authorisation of the Executive Board to acquire depository receipts in Triodos Bank

Just like last year, the Executive Board requests authorisation that will enable Triodos Bank N.V. to acquire depository receipts in its own capital. The tradability of the depository receipts is thus enhanced. The Executive Board seeks to be authorised to acquire depository receipts in Triodos Bank N.V. up to a maximum 2% of its outstanding shares, for a period of 18 months and at a price and in the manner as set forth in the Triodos Bank N.V.'s prospectus.

Given that there are no further questions, the chairman asks Mrs De Zwaan in line with the Articles of Association of Triodos Bank N.V., to endorse the proposal to appoint the Executive Board in

accordance with the proposal, for 18 months.

Mrs De Zwaan indicates that the shareholder endorses this proposal.

The chairman notes that the General Meeting has assigned the requested authority for a period of 18 months and raises point 8 on the agenda:

8. Authorisation of the Executive Board to a) issue new shares and b) to exclude or limit pre-emptive rights

Triodos Bank N.V. regularly issues new shares. In order to continue doing so, the Executive Board is seeking to be appointed as the competent body for issuing shares and excluding and limiting pre-emptive rights for a period of 18 months. This issue shall occur with the usual conditions, as set forth in the prospectus for Triodos Bank N.V. A maximum of 5,000,000 shares shall be issued. This is 1/6 of the authorised capital of Triodos Bank N.V. as of 31 December 2015.

Given that there are no further questions, the chairman asks Mrs De Zwaan, in line with article 4, sections 1, 2 and 6 of the Articles of Association, on behalf of the shareholder, to designate the Executive Board in accordance with the proposal.

Mrs De Zwaan indicates that the shareholder endorses this proposal.

The chairman notes that the requested authorisation has been assigned for a period of 18 months by the General Meeting. The chairman raises point 9 on the agenda:

9. Authorisation of the Executive Board to set a registration date

The Executive Board of Triodos Bank N.V. is seeking to be authorised for a period of 18 months to set a registration date for the General Meeting of Triodos Bank N.V. of 28 days prior to that of the General Meeting. This date serves as a reference date to determine well in advance of the meeting who is entitled to exercise meeting rights and voting rights at the general meeting. The logistics for the General Meeting will be considerably simplified as a result and this is also in line with the usual course of events for other companies with a high number of authorised meeting participants.

Given that there are no further questions, the chairman asks the shareholder to endorse the proposal to authorise the Executive Board to set a registration date.

Mrs De Zwaan indicates that the shareholder endorses this proposal.

The chairman notes that the General Meeting has endorsed the proposal to authorise the Executive Board to set a registration date for 18 months. The chairman raises point 10 on the agenda:

10. Any other business

The chairman opens up the meeting for any other questions.

Mrs Speelpenning (Utrecht) indicates that when Triodos Bank was founded, the savers could stipulate where they would like their money to go. For example, in sectors such as healthcare, organic agriculture or mortgages. This option has disappeared with the Bank's growth. She is of the opinion that Triodos Bank is now big enough and should return to the original objective, whereby savers could influence what happens with their savings. She would like the Bank to brainstorm on this particular topic.

Mr Kloet (Amsterdam) refers to page 32 of the annual report and the strategic targets of the business

# Triodos Bank

plan 2016-2018. These cover, among other things, the expansion of the capacity to support innovative initiatives with donations, which has been part of the essence of the Bank since its foundation. He asks how this is implemented in practice, what the expectations are in relation to this positive use of donations and if it is in any way measurable.

Mrs Prins (Beekbergen) would like to know how many disabled employees work for Triodos Bank.

Mr Blom recognises Mrs Speelpenning's question and looks back at the foundation of the Bank. The problem, at that point, was that there was a high demand from agriculture and a preference, in terms of destination, for education. The problem of matching led to some useful discussions. Nowadays, new forms of financing, such as crowd-funding provide a better targeted method for investing in particular initiatives. Mr Blom uses the activities of the impact investing (corporate finance) department in the United Kingdom as an example. In the expansion of strategy, Triodos Bank would like to examine the relationship between people who invest and people who need money, whereby modern technology can help resolve the original 'matching' problem.

Mrs Speelpenning notes that small savers cannot invest. There are many small savers who would like to save their money. Mr Blom indicates that it is not easy to manage this in the Bank's large balance sheet but that policy with regard to which sectors receive investment or not offers differentiation with other banks.

Mr Aeby then deals with the question on donations or gifts. Donations are an important theme of Triodos Bank which is rapidly developing. Alongside Triodos Bank, there is the Triodos Foundation in the Netherlands that takes donations from customer and then, for example, invests this in financing a research project on bees in the Netherlands. In other countries, the Bank has similar Triodos associations. Interest was an important source, but interest rates have dropped so low that this source of money has disappeared. Options for attracting donations/gifts are under review. There are various products in the Netherlands, but also in Spain. Last year, we began financing a project involving organic vegetable gardens in schools. This is realised by means of a system of crowd-funding. It is clear that people are committed to specific projects and the Bank envisages creating links between customers who wish to invest and projects that are seeking donations. Another dimension is to finance the start-up phase of initiatives with donations. With a clear link to the saver who chooses to support a project. This is an area on which Triodos Bank is working.

With respect to the question regarding the number of disabled employees at Triodos Bank, Mr Blom hands over to Mrs Verhagen, director HR. She indicates that it is important that everyone can find a place in the community of employees. The topic regularly comes up on the agenda in conversations with HR managers of the branches and business units. Figures are deliberately not registered, given that this could have an undesirable effect to pigeon-hole someone.

Given that there are no further questions under any other business, the chairman raises point 12:

## 11. Closure

The chairman thanks the attendees for their questions and comments and closes the meeting.

A.J. de Geus

*Chairman of the*

J.G.J.M. de Zwaan

*Chairman of the board of*

E.L. Verheul

*Minutes secretary*



# Triodos Bank

*Supervisory Board  
Triodos Bank N.V.*

*Sichting Administratiekantoor Aandelen  
Triodos Bank*