

# **Convocation notice**

## **Notice of the Depository Receipt Holders Meeting of Stichting Administratiekantoor Aandelen Triodos Bank**

**To the Depository Receipt Holders of Stichting Administratiekantoor Aandelen Triodos Bank:**

**Stichting Administratiekantoor Aandelen Triodos Bank (SAAT) invites its holders of depository receipts (Depository Receipt Holders) to attend its Depository Receipt Holders Meeting (DRHM) to be held on Wednesday 9 October 2024 at 10:00 (CEST) at Landgoed De Reehorst, Hoofdstraat 10 in Driebergen-Rijsenburg, the Netherlands.**

**At this DRHM, SAAT would like to consult you on the items on the agenda for the Extraordinary General Meeting of Shareholders of Triodos Bank N.V. (EGM).**

**Driebergen-Rijsenburg, the Netherlands, 24 September 2024**

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This is a translation of the original Dutch document

## Agenda

## Agenda

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

Wednesday, 9 October 2024, 10:00

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

09:00 *Welcome & Registration*

10:00

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

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

## Notes to the agenda

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

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

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

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

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

## **Additional information**

### **I Meeting**

Stichting Administratiekantoor Aandelen Triodos Bank (SAAT) invites you to the Depository Receipt Holders (DRHM) to be held on 9 October 2024 at 10:00 (CEST) am at Landgoed De Reehorst, Hoofdstraat 10, 3972 LA Driebergen-Rijsenburg.

This DRHM is convened in connection with the Extraordinary General Meeting of Triodos Bank N.V. to be held on 23 October 2024 (EGM). At the DRHM, SAAT would like to consult you on the issues on the agenda for the EGM.

The agenda for Triodos Bank's EGM includes the proposal for a listing on Euronext. Amendments to Triodos Bank's articles of association are proposed in connection with this proposal. A proposal to reduce the nominal value of shares is also on the agenda. Finally, a proposal to establish a remuneration policy for Triodos Bank's Supervisory Board is on the agenda.

The agenda of this DRHM focuses solely on consulting the Depository Receipt Holders on the items on the agenda of the EGM. There will therefore be no voting at this DRHM.

SAAT only speaks and votes at Triodos Bank General Meetings on behalf of those Depository Receipt Holders who explicitly instruct it to do so. SAAT would therefore like to openly inform all Depository Receipt Holders, who are considering doing so, of SAAT's view on the voting items at Triodos Bank's EGM. As usual, SAAT will exercise the shareholder voting right with an eye to the interests of Triodos Bank's Depository Receipt Holders, the interests of Triodos Bank itself and the importance of Triodos Bank's mission (the 'threefold perspective').

## II Meeting documents

The following documents are available at: <https://www.saatfoundation.com/en/depository-receipt-holders-meetings>:

- notice of the Depository Receipts Holders Meeting, including agenda and explanation of the agenda
- attendance form DRHM

From today, the above documents can be downloaded from the website <https://www.saatfoundation.com/en/depository-receipt-holders-meetings>. The link to the webcast is also available through this link.

The DRHM will be held in Dutch. Translation into English, German, French and Spanish are available live and afterwards.

## III Presence

Depository Receipt Holders wishing to attend the meeting should register through the ABN AMRO Corporate Broking registration portal (<https://corporatebroking.abnamro.com/shareplan>) no later than 17:30 CEST on 2 October 2024; login details will be received by Depository Receipt Holders separately by mail or post.

This personal link will give you access to the ABN AMRO portal and allow you to register:

- to attend this DRHM in person or through a proxy by completing the details of the proxy you wish to appoint. The appointed proxy will attend the DRHM on your behalf; or
- to attend the DRHM virtually.

Your choice of either of the above two options should be received by 17:30 CEST on 2 October 2024.

SAAT has chosen to outsource the registration and voting process (if applicable) to ABN AMRO's specialised Corporate Broking Portal. A manual for the Corporate Broking Portal is also available at: <https://www.saatfoundation.com/en/depository-receipt-holders-meetings>.

The record date for SAAT's Meeting of Depository Receipt Holders is 11 September 2024 (the "Record Date"). As of today, 24 September 2024, you can register for the DRHM. Any person who is registered

on the Record Date after close of business as a Depository Receipt Holder in the register of Depository Receipt Holders referred to in Article 3(9) of Triodos Bank's Articles of Association, is entitled to attend the Meeting.

Information on how to register for the meeting and the procedure for participation by written proxy can be found above. You can also call ABN AMRO Corporate Broking on +31 20 628 6070 from Monday to Friday from 09:00 to 17:30 or send an email to: corporate.broking@nl.abnamro.com.

**NOTE: YOU MUST RESET YOUR PASSWORD BEFORE EACH MEETING**

## **IV Additional information on attendance and power of attorney**

This instruction applies to the DRHM of SAAT held on 9 October 2024.

To attend and speak at the meeting, you must hold at least 1 certificate on the Record Date.

### **1. You attend the DRHM.**

To attend the meeting in person, you must register via the ABN AMRO Corporate Broking portal or by e-mail. You will receive a message by e-mail or post explaining the registration process. After registration, you will receive a registration ticket. On the day of the meeting, you will be granted access to the meeting upon presentation of your registration ticket and a valid ID.

### **2. You authorise a third party to attend the DRHM on your behalf and speak on your behalf if necessary**

To authorise a third party to attend the DRHM on your behalf, you must register via the ABN AMRO Corporate Broking portal or via email. You can create one by entering the details of the proxy you want.

The appointed proxy holder will attend the DRHM on your behalf. On the day of the meeting, this proxy will be allowed access to the meeting upon presentation of the registration certificate and a valid identification document.

### **3. You attend the DRHM online**

To follow the meeting online, you should register via the ABN AMRO Corporate Broking portal or by e-mail. You will receive a message by e-mail or post explaining the registration process. After registration, you will receive a unique link with SMS code to log in before the meeting.

### **Questions?**

If you have any questions about registering to attend the DRHM, please contact ABN AMRO Corporate Broking: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) or by phone on +31 20 628 6070 from Monday to Friday 09:00 - 17:30.

If you are looking for other information relevant to Triodos Bank Depository Receipt Holders, please visit: <https://www.triodos.com/en/investing/triodos-bank-depository-receipts> or contact Triodos Bank at: [www.triodos.com/en/contact](http://www.triodos.com/en/contact)