

# AGENDA

## EXTRAORDINARY GENERAL MEETING OF TRIODOS BANK N.V.

**Date:** Friday 26 September 2025  
**Start of meeting:** 10:00 a.m. (CEST) (registration as from 9:00 a.m. (CEST))  
**Location:** Landgoed De Reehorst, Hoofdstraat 10a, Driebergen-Rijsenburg  
**Chair:** Mike Nawas, chair of the Supervisory Board Triodos Bank N.V.

*09:00 a.m. (CEST) Welcome and registration*

*10:00 a.m. (CEST) Start of the meeting*

- 1. Opening and announcements**
- 2. Executive Board**
  - a. Notification of the proposed re-appointment of Jacco Minnaar as member of the Executive Board, in the position of Chief Commercial Officer (CCO)  
*(discussion item)*
  - b. Notification of the proposed appointment of Suzanne Schilder as member of the Executive Board, in the position of Chief Transformation Officer (CTO)  
*(discussion item)*
  - c. Notification of the proposed appointment of Barbara van Duijn as member of the Executive Board, in the position of Chief Information Officer (CIO)  
*(discussion item)*
- 3. Any other business and closing**

*10:45 a.m. (CEST) End of the meeting (indicative)*

# **Explanatory notes to the agenda items of the Extraordinary General Meeting (EGM) of Triodos Bank N.V. (Triodos Bank) on 26 September 2025**

## **Agenda item 2a. Notification of the proposed re-appointment of Jacco Minnaar as member of the Executive Board, in the position of Chief Commercial Officer (CCO)**

The Supervisory Board intends to re-appoint Mr. Jacco Minnaar as a member of the Executive Board, in the position of CCO, for a second term of four years. Jacco Minnaar was first appointed as CCO in 2021, and his current term of office expires on 28 September 2025.

In accordance with the applicable provisions of law and Triodos Bank's Articles of Association, the Supervisory Board notifies the General Meeting of its intention to reappoint Jacco Minnaar. Jacco Minnaar is and will be paid in accordance with the remuneration policy currently in force. A summary of Jacco Minnaar's terms of employment has been published on Triodos Bank's website ([www.triodos.com/en/governance](http://www.triodos.com/en/governance), paragraph International remuneration and nomination policy/material elements of the Executive Board remuneration).

Triodos Bank's Works Council has been informed of the intended re-appointment and has given a positive advice in this respect. The Dutch Central Bank (DNB) has approved the intended re-appointment.

### *Motivation from the Supervisory Board:*

Jacco Minnaar's experience and skills have resulted in outstanding performance during his current term in the office. He has demonstrated a strong focus on creating positive impact for society whilst implementing ways to improve sustainable profitability. He is a good communicator, a people manager and fully aligned to Triodos Bank's mission. The Supervisory Board is confident that Jacco Minnaar will continue driving the commercial agenda in Triodos' focused growth strategy.

During the EGM, Jacco Minnaar will share his personal reflections on his intended re-appointment.

### *Shortened CV Jacco Minnaar*

Jacco Minnaar (1971) is a statutory member of the Executive Board and Chief Commercial Officer of Triodos Bank since 28 September 2021. In addition, he is a board member of Stichting Triodos Renewable Energy for Development Fund, Stichting Triodos Sustainable Finance Foundation and Triodos Ventures B.V. Previously, he was managing director and chair of the management board of Triodos Investment Management. Jacco Minnaar is a Dutch national and he owns 20 Triodos Bank Depository Receipts.

<b>Introduction to agenda items 2b. and 2c.: motivation on new positions in the Executive Board</b>
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Triodos Bank's strategic message is to create real impact through efficient business operations and a focused mindset. To this end, a strategy has been developed based on three strategic pillars:

1. Securing a leading position in medium to long-term impact financing
2. Pursuing targeted growth
3. An efficient and robust business model.

In light of this strategy and the strategic pillars, the Supervisory Board of Triodos Bank has reassessed the composition of the Executive Board, taking into account the retirement schedule of the Executive Board.

In view of the intended next phase of Triodos Bank's transition and the strategic importance of digitalisation, the Supervisory Board decided in March 2025 to strengthen the Executive Board with a Chief Transformation Officer (CTO) and a Chief Information Officer (CIO). In addition, the Supervisory Board has decided to no longer include a Chief Operational Officer on the Executive Board and therefore Nico Kronemeijer will step down as a member of the Executive Board of Triodos Bank at the end of his term of office on 28 September 2025. The title of the current Chief Operational Officer will change into the role of CIO.

These changes to the composition of the Executive Board are part of the ongoing evolution of Triodos Bank's business model to deliver more value to its customers and strengthen its position as a leading impact bank, while supporting its long-term strategy and mission.

The CTO will lead the company-wide strategy, transformation and transition initiatives. The Corporate Development department, including Corporate Strategy and the Transformation Office, will report to the CTO, who will also be responsible for implementing change through project management, process management and continuous improvement (together with the CCO). The CTO position is, in principle, defined for a four-year term.

The CIO will lead Triodos Bank's digitalisation and data-driven approach, including all IT and technology-driven responsibilities, as well as KYC and Financial Crime – a strategically important area for the bank's resilience and futureproofing.

With this reinforcement and temporary expansion of Triodos Bank's Executive Board, the Supervisory Board of Triodos Bank aims to enable the bank to take important strategic steps to remain a frontrunner in impact finance in an increasingly challenging world. Referring to agenda items 2b. and 2c., the Supervisory Board is confident that the right persons have been selected to drive the newly created CTO and CIO agenda with the energy, pace and customer centric growth mindset that is required to continue to deliver on Triodos Bank's mission.

#### **Agenda item 2b. Notification of the proposed appointment of Suzanne Schilder as member of the Executive Board, in the position of Chief Transformation Officer (CTO)**

In accordance with the applicable provisions of the law and Triodos Bank's Articles of Association, the Supervisory Board notifies the General Meeting of its intention to appoint Ms. Suzanne Schilder as a member of the Executive Board, in the position of CTO, for a term of four years.

Suzanne Schilder will be paid in accordance with the remuneration policy currently in force and a summary of her terms of employment has been published on Triodos Bank's website ([www.triodos.com/en/governance](http://www.triodos.com/en/governance), paragraph International remuneration and nomination policy/material elements of the Executive Board remuneration).

Triodos Bank's Works Council has been informed of the intended appointment and has given a positive advice in this respect, and the DNB has approved the intended appointment.

#### *Motivation from the Supervisory Board:*

Suzanne Schilder brings a wealth of experience in banking strategy and transformation, which she is to apply to the development and implementation of Triodos Bank's strategy. Her experience straddles the full spectrum of business performance optimisation within banking and beyond, ranging from initiating new initiatives and leading turnarounds to executing loan portfolio and M&A transactions, always with a strong focus on the human dimension.

During the EGM, Suzanne Schilder will share her personal reflections on her intended appointment.

#### *Shortened CV Suzanne Schilder*

Suzanne Schilder (1976) is an experienced banker and strategic change leader with a proven track record across a broad range of transformations. Previously, she worked as Partner at Beaufort Consulting where she advised companies on restructuring and transformational strategies. Prior to that, she held several senior leadership positions at ABN AMRO Bank, amongst others in shaping and executing strategic and financial restructuring initiatives. Suzanne Schilder is a Dutch national and holds no Triodos Bank Depository Receipts.

#### **Agenda item 2c. Notification of the proposed appointment of Barbara van Duijn as member of the Executive Board, in the position of Chief Information Officer (CIO)**

In accordance with the applicable provisions of the law and Triodos Bank's Articles of Association, the Supervisory Board notifies the General Meeting of this intention to appoint Ms. Barbara van Duijn as a member of the Executive Board, in the position of CIO, for a term of four years.

Barbara van Duijn will be paid in accordance with the remuneration policy currently in force and a summary of her terms of employment has been published on Triodos Bank's website ([www.triodos.com/en/governance](http://www.triodos.com/en/governance), paragraph International remuneration and nomination policy/material elements of the Executive Board remuneration).

Triodos Bank's Works Council has been informed of the intended appointment and has given a positive advice in this respect. The DNB has approved the intended appointment.

*Motivation from the Supervisory Board:*

Barbara van Duijn has extensive experience in IT leadership, particularly in digital transformation and innovation. Her background includes senior positions focusing on IT-change and customer experience in the financial and telecom industry. She is a modern and versatile IT leader and a candidate from within our organisation, reflecting the depth of internal leadership potential at Triodos Bank.

During the EGM, Barbara van Duijn will share her personal reflections on her intended appointment.

*Shortened CV Barbara van Duijn*

Barbara van Duijn (1981) joined Triodos Bank in 2015 and has led major projects, most recently in her role as Group Director Digital and Technology. Notable achievements include launching the Personal Current Account for our UK business, overseeing and implementing the digital strategy across multiple countries, and most recently successfully leading and executing the settlement offer roll out for Depository Receipt Holders. Barbara van Duijn is a Dutch national and holds no Triodos Bank Depository Receipts.