

## Agenda

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### Extraordinary General Meeting of Triodos Bank N.V.

Friday, 13 December 2019

Location: Triodos Bank N.V., Nieuweroordweg 1, Zeist, The Netherlands

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|-------|---|
| 10:30 | <i>Welcome and registration</i>   |
| 11:00 | <ol style="list-style-type: none"><li>1. Opening and announcements</li><li>2. Appointment of Sébastien D'Hondt as member of the Supervisory Board *</li><li>3. Notification of intended appointment of Andre Haag as member of the Executive Board</li><li>4. Any other business</li><li>5. Close</li></ol> |
| 11:30 | <i>End of programme (approx.)</i>   |

\* Item requiring voting; other items are for discussion

## Explanatory notes to the agenda items of the Extraordinary General Meeting of Triodos Bank N.V.

### AGENDA ITEM 2

#### Appointment of Sébastien D'Hondt as member of the Supervisory Board \*

A vacancy has arisen in the Supervisory Board after the resignation of Gary Page on 18 May 2019 due to taking up a position as Chair of the Board of Triodos Bank UK Ltd. The Supervisory Board would like to nominate Sébastien D'Hondt to be appointed as a new member of the Supervisory Board for a period of four years until after the Annual General Meeting of 2024.

The Dutch Central Bank has approved the proposed appointment of the candidate. The Foundation for Administration of Triodos Bank Shares ("SAAT") has been involved in the selection process. In addition, the Works Council has been consulted and confirmed that it supports the nomination.

#### Note from the Supervisory Board

The Supervisory Board proposes to appoint Sébastien D'Hondt as member of the Supervisory Board in particular because of his knowledge of and experience in the banking sector and his large network in entrepreneurial society and the finance sector in Belgium. The Supervisory Board also considered the diversity in the composition of the Supervisory Board with respect to educational and professional background, gender, age and geographical provenance.

#### Motivation for candidacy of Sébastien D'Hondt

When I got a phone call to check on my possible interest for Triodos Bank, I felt this was a call where my long experience in banking could become meaningful in a support role to a bank with the inspiring aspiration of 'Changing finance and financing change'.

My family background is deeply rooted in humanism and I am glad I have been able to carry these values throughout my professional life. As a person my values lie in authentic leadership, client centricity, with a 'can do' mentality, also in rough circumstances. As I want to be 'acting in a changing world', besides being an experienced banker, I have spent time on innovation at ING and then later as investor.

I like to call Triodos Bank 'The Original' when it comes to

sustainability. And the current evolution of society tends to show that almost 40 years ago the Triodos founders were right in their visionary approach. But as often the case, whenever you get it right, new challenges arise. And that is now Triodos' situation: many large banks seem to embrace sustainability, making differentiation less obvious, higher regulation requirements are rightfully expected by our stakeholders and the current economic environment puts high pressure on costs and business models for all banks. If that were not enough, innovation and digitalisation change the offering of traditional banks and bring challenger banks into the competitive landscape.

By becoming a member of the Supervisory Board, I want to contribute to the strengthening of Triodos Bank's mission in the changing world, but also to be a supervisor and sounding board for the Executive Board in respect of their core responsibilities for the bank. I see my role as questioning, challenging and supporting, in order to overcome the challenges facing Triodos Bank, to seize the opportunities to act and to finance the positive change for society, the environment and people.

#### Abridged CV of Sébastien D'Hondt

Sébastien D'Hondt (1964) is partner at Ernest Partners, a company advising multinational companies on worldwide Key Account Management and Sales Optimisation Programme. He is also investor in digital tech scale ups. Prior to that he worked at ING Bank for more than twenty years in Belgium and the Netherlands in various positions such as Head of Corporate Clients Belux and Managing Director Capital Structuring & Advisory at Wholesale Banking, as Head of M&A at Corporate Finance and as Director Business Center, ING Midcorps Belgium and in Risk Management. Sébastien D'Hondt started his career at Bank Brussel Lambert (BBL).

Sébastien D'Hondt is of Belgian nationality and does not own any Triodos Bank depository receipts.

\* Item requiring voting; other items are for discussion

### **AGENDA ITEM 3**

#### **Notification of intended appointment of Andre Haag as member of the Executive Board**

After the Annual General Meeting of 17 May 2019, Pierre Aeby stepped down from his role as Chief Financial Officer and member of the Executive Board.

The Supervisory Board intends to appoint Andre Haag as Chief Financial Officer and member of the Executive Board of Triodos Bank. In accordance with the provisions of law and the articles of association of Triodos Bank, the Supervisory Board notifies the General Meeting of this intention.

Andre Haag will be remunerated in accordance with the policy currently in force for the members of the Executive Board.

The Dutch Central Bank has approved the proposed appointment of Andre Haag as member of the Executive Board. The Works Council of Triodos Bank has given positive advice with regard to the intended appointment.

#### **Abridged CV of Andre Haag**

Andre Haag (1982) is currently a member of the Management Board and CFO of Deutsche Holdings (Luxembourg) SARL. Since 2011 he held various senior positions at Deutsche Bank in Germany and Luxembourg inter alia as Country CFO Luxembourg and Head of Finance and Director in Regional Finance Germany. Prior to working at Deutsche Bank, Andre Haag held positions at Ernst & Young | Financial Advisory, PA Consulting Group and IBM Financial Consulting. He holds a master's degree in Finance & Banking and a German diploma in business administration with a major in Accounting and Controlling. Andre Haag will resign from his current positions to fully dedicate himself to the position of CFO at Triodos Bank.

Andre Haag is of German nationality and does not own any Triodos Bank depository receipts.