

## Minutes of the General Meeting of Triodos Bank N.V., held on 23 May 2014 in Zeist

### 1. Opening

Mr Voortman opened the meeting and welcomed those present. He pointed out that he was reappointed for a period of exactly one year at the General Meeting on 17 May 2013. This term expired on 17 May 2014. This meant that on this day he was not formally a member of the Supervisory Board, and therefore not the Chair either. Nonetheless the Supervisory Board had asked him to chair this General Meeting for one last time. This was also discussed with the shareholder. Ms De Zwaan, Chair of the Board of Stichting Administratiekantoor Aandelen Triodos Bank [Foundation for the Administration of Triodos Bank Shares] (SAAT), who was representing the shareholder at this meeting, confirmed her approval of this.

The Chair proposed the agenda and the order of the meeting, and highlighted the importance of sticking to the timetable. He remarked that there would be sufficient time later in the meeting to ask questions, whereby each depository receipt holder can initially ask one question. If a depository receipt holder wished to speak, he/she was asked to move to the microphone now. Questions could only be posed via the microphone or via the live webcast. The depository receipt holders were asked to state their name and place of residence clearly for the benefit of the minutes before speaking.

The Chair then introduced the members of the Supervisory Board, namely Mr Van den Hoogenband, Mr Carrington, Mr Eguiguren, Ms Van der Weerd, Mr Lamers and Ms Scheltema, together with the Executive Board of Triodos Bank (on stage), Mr Blom and Mr Aeby.

Ms De Zwaan, Chair of the SAAT Board, was representing the shareholder today. Also present were Mr Anker, a notary employed by Nauta Dutilh, and Mr De Wit and Mr Segers, both employed by KPMG, the auditor. If required the latter could answer questions about the annual accounts.

The Chair noted that the meeting had been convened in accordance with article 12, paragraphs 4 and 5, of the articles of association of Triodos Bank. The depository receipt holders and the shareholder had received a written invitation, which was sent out in good time. The documents for the meeting were available for scrutiny, could be requested and had been sent to those attending this meeting.

In accordance with article 12 paragraph 11 of the articles of association, the Chair appointed Ms Verheul of Verheul Executive Support to take the minutes. The goal is to place the minutes on the website within three months. In accordance with article 12 paragraph 2 of the articles of association, the minutes will be countersigned by the shareholder in due course.

### 2. Executive Board's report The Chair invited Mr Blom, Chair of the Executive Board of Triodos Bank, to deliver the Executive Board's report. On behalf of the Executive Board Mr Blom welcomed those present. He was not going to discuss the annual report in detail, but wanted to pick out a few highlights.

In 2014, five years after the financial crisis which was triggered by the failure of Lehman Brothers, the question arises of what the financial crisis meant for Triodos Bank and the banking sector. What have we learnt from it? Many of the suggestions for reform which were still current shortly after the crisis erupted appear to have quietly died off. As an example Mr Blom cited the proposal to break up banks and improve diversity, and the discussion of whether banks ought to be listed on the stock exchange. Set against that as a clear and tangible consequence of the crisis is the substantially increased regulation, such as in the area of capital requirements. That is good in itself, but it also - and especially - involves a change of culture and behaviour which is hard to capture in regulations. The danger of a 'business as usual' scenario within the banking sector has therefore not yet passed.

What impact has the crisis actually had on Triodos Bank over the past five years? Firstly there is, of course, the effect of the increased regulatory burden. Customers have also started to look at us more critically: how we deal with the funds entrusted to us, and at the alternative model of banking that we

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champion. This has meant, amongst other things, that the bank has invested even more energy in making its impact in sectors such as sustainability, society and culture more visible, including through an impact report on the website. We have also established the Sustainable Finance Lab to enter into discussions about new banking systems in a wider forum. Other banks and customers also regularly come and take a look to see how we do it. That is a positive development. Triodos Bank has therefore been able to make a genuine contribution - together with other banks - to the discussions about how to make the sector healthier.

Over the past year Triodos Bank has again achieved good figures. Growth is 20%, and the balance sheet total is approaching EUR 10 billion. Triodos Bank has gradually become a player that is being noticed; the supervising authorities also view it as a medium-sized bank and no longer as a small bank. With branches in five European countries, Triodos Bank is also a genuine European bank. Mr Blom then briefly outlined the most important developments at the bank's branches and business units:

- in the **United Kingdom** Triodos Bank's Corporate Finance department is facilitating the issuing of Impact Bonds to fund social projects. Other important developments in this region are the successful introduction of investment funds, sustainable mortgages and the provision of smaller loans. The latter is also being done very successfully in the Netherlands;
- Triodos Bank has now also been operating in **Spain** for ten years, with a successful formula which appeals to the groundswell of young people in Spain who are striving for change. There was very good growth last year (40%). One important challenge is the diversification of our Spanish portfolio in order to become less dependent on the sustainable (solar) energy sector;
- Triodos Bank has a small branch in **Germany** which was launched in 2009. There was 25% growth in 2013. There is a great deal of competition from local banks, of which there are a comparatively large number in Germany. The past year focused on restructuring the lending portfolio and strengthening the team. There is now a good basis for further growth;
- **Belgium**, where Triodos Bank has now been operating for twenty years, enjoyed an excellent year. Private banking in particular has grown rapidly. The range of products is being expanded with sustainable mortgages.

The development of the current account has been stopped: the complexity of launching this product in Belgium is so great that implementation is not deemed sensible at this time;

- in **the Netherlands** there was again a big influx of customers; the figure is now up to 250,000. Triodos Bank is the first bank to - very successfully - offer a genuine green mortgage. Further diversification of the lending portfolio is an area for attention; this also applies to the more effective conversion of savings into responsible lending;
- the representative office in **France** is testing the market, and the initial experiences are good;

- **Triodos Investment Management** has enjoyed a good year, which included the successful launch of the new Organic Growth Fund. This fund invests in young companies in the food and agriculture business, which is expected to have a major and positive impact on the sector;
- the **Private Banking** business unit also did well, with stable growth of 12%. At the end of 2013 the assets under management in the Netherlands totalled EUR 900 million.

In terms of the development of the bank's capital, Mr Blom reported that Triodos Bank has a very healthy capital base which is growing steadily. This is proof of the confidence that the providers of capital have in the bank.

Mr Blom then discussed the challenges for the coming period. Comparatively more time will need to be spent on implementing regulations. This has its positive aspects, but it does impose a significant burden on the organisation and will hold back growth. We are striving for growth of between 5% and 15%, but no 'growth for the sake of growth'. Another area for attention is a better balance between attracting savings and lending.

The vision which Triodos Bank had when it was founded remains relevant. Handling money responsibly remains an important principle. This also applies to transparency. Triodos Bank is the first bank to account for how and where it uses the savings. The bank's name is thereby also still very

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relevant. 'Tri hodos' means a triple path. This refers to the three perspectives from which we assess loan applications, namely: i) is there an authentic, supportive and inspiring vision underlying it, ii) what is the social context, on what values is the application based, and iii) does it meet a genuine need and does it consider the future of our planet. As far as Mr Blom was concerned, this triple path was still a very useful starting point, and offers a fantastic basis for further expanding the bank over the coming years.

Mr Blom then handed over to Mr Aeby to discuss the financial report. Mr Aeby stated that five years after the crisis, Triodos Bank is one of the most strongly capitalised banks in the Netherlands. The bank is 2.5 times as large as it was in 2008, and the capital base has tripled. The number of co-workers has grown by 109%. Economies of scale have improved the bank's productivity. But Triodos Bank is feeling the effects of the crisis. The stagnating economy means that there are fewer subsidies available for projects in the sectors in which Triodos Bank invests. Interest rates have also reached a historic low, which means that the interest margin - a bank's core income - has deteriorated. The implementation of regulations and more intensive supervision are taking up a lot of time and are holding back growth. At the end of this year banking supervision will be transferred to the European Central Bank; the impact of this cannot yet be clearly predicted. The contribution to the deposit guarantee system has been postponed to next year. However, Triodos Bank does have to contribute EUR 8.3 million to the nationalisation of SNS Reaal. Mr Aeby concluded that Triodos Bank has become a medium-sized bank. We can be proud of that, but it also creates obligations.

Using a number of slides, Mr Aeby showed a summary of the interest rate development for 10 year government bonds since 2007 in the countries where Triodos Bank operates. He discussed the financial results for 2013, the growth in volume, the loans compared to the deposited funds, the solvency, the income, the balance between costs and income, the provisions and the net result. These slides form part of this report, and can be found at [www.triodos.com/agm](http://www.triodos.com/agm) (as part of the webcast).

Mr Aeby then looked ahead briefly to 2014. There will be less growth, and the return on equity will be under pressure. That is not just the consequence of internal factors, such as the high level of solvency and extensive liquidity, but also external factors such as the contribution to the nationalisation of SNR Reaal, the rising costs of risk management as a result of new regulations and supervision and the historically low market interest rates.

Finally Mr Aeby explained the environmental annual report. Paper and energy consumption were reduced further in 2013. The number of air miles did rise, partly due to the growth in the bank's international activities (particularly funding micro-loans). The videoconferencing introduced last year is increasingly becoming standard practice, although personal contact also remains important. Triodos Bank's activities are climate-neutral. Any remaining carbon emissions are offset by buying carbon credits. Triodos Bank continues to strive to improve its energy performance further.

Mr Aeby then handed over to Mr Blom for an explanation of the social annual report. Human capital is very important to the bank. Co-worker turnover was fairly low in 2013. The number of co-workers has grown considerably, against the general trend in banking. People are keen to work at Triodos Bank. The ratio between the lowest and highest salary remains stable at 9.4. Absenteeism due to illness has fallen. We are striving for a good work/life balance. The attention paid to the development and training of employees remains undiminished in the Netherlands, but also at the branches abroad.

The Chair thanked Mr Blom and Mr Aeby for their explanation and invited questions.

Mr Tse from Amsterdam observed that the Spanish government has reduced the subsidies for solar energy considerably in recent years. What is the impact of this for Triodos Bank? Mr Aeby stated that Triodos Bank has a substantial portfolio in the Spanish energy sector. The Spanish authorities granted too much subsidy during the development phase, which is now being rolled back. This is having a particular impact on parties which invest directly in capital, such as electricity companies. In

the investment funds there has been a write-down on Spanish projects, and that has also been published. For parties that provide the loans, such as the bank, the impact is less. Triodos Bank has reviewed all its projects on the basis of the new regulations. No provisions are needed.

In response to a question from Mr Verhaar (Leiden) as to whether the fall in the percentage of institutional investors from 28.3% to 20.2% is a one-off or a trend, Mr Blom replied that one holding by a major shareholder had been sold, but that the drop was particularly the result of the popularity of Triodos Bank amongst private depository receipt holders. Because depository receipt ownership amongst individuals has risen so strongly, the relative position of institutions has fallen.

Mr Douma (Rotterdam) referred to the Executive Board's report, which states that the development of the representative office in France is going to plan. Yet the decision has been made not to open an official branch for the time being. Is that not contradictory? Mr Blom stated that a number of practical issues first need to be addressed within the bank before further international growth can take place. As long as the German branch has not yet achieved break-even, the bank does not feel it prudent to open a new branch elsewhere. The advantage is that we can now take our time to study the possibilities in France. Setting up a branch is a sizeable and intensive project.

Ms Hilterman (Den Bosch) wondered whether there is a limit to the growth. Mr Blom replied that everything that is healthy grows, and that new forms of growth can always be found. It is very important, however, that everyone involved continues to feel that Triodos Bank is a bank of and for people. Triodos Bank will therefore continue to constantly assess its development in order to ensure that growth remains healthy and organic.

Mr Charrier observed that there is still a loss situation in Germany and that the item for German bad debts has doubled in 2013 to EUR 14 million. He asked for an explanation of that development. Mr Aeby stated that setting up a new branch is a major challenge. In Germany there were quality issues in the lending portfolio, and they were looking for the correct composition of the team. Mr Aeby considered these to be teething troubles. The entire portfolio was purged last year, and the team has been reorganised. This should lead to a break-even result in 2015.

Mr Van der Werf from Dronten asked the Executive Board about its view on the discussion about the level of leverage ratios. Mr Blom explained that this discussion concerns the ratio between the bank's equity and balance sheet total. The minimum level in Europe is 3%. Triodos Bank feels that this is too low, and strives for a ratio of between 7.5% and 10%. Other banks would also like to see a higher ratio (around 4% or 5%), but need time to achieve it.

Mr Roeleveld (Borger) asked about the ratio between the lowest and highest salary. At Triodos Bank that is more than 9. How has that figure been calculated? Mr Blom observed that Joop den Uyl said in the past that it should not be more than 10. Triodos Bank knows from experience that it is possible to attract sufficiently capable co-workers with the current ratio of 9.4.

Mr Van Dijk from Ede has a question about the balance between savings deposited and the granting of loans. He noted that Triodos Bank has suffered losses on biogas. Is that perhaps because the criteria for granting loans had been relaxed?

Mr Blom remarked that Triodos Bank is entrusted with savings with the intention that these will be used sustainably. There is indeed a balance to be struck, but that does not lead to a dilution of our lending criteria. Conscious choices are being made in order to be able to lend as many savings as possible ethically, such as the recent introduction of sustainable mortgages. Mr Blom confirmed that a number of losses had been suffered on biomass. However, that was mainly the result of the fact that this involved a completely new and underdeveloped innovation, which always brings risk. Triodos Bank has learnt from this.

Mr Douma (Rotterdam) referred to the results matrix in the Executive Board's report, which shows

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that staff turnover in the first year after joining the bank is fairly high. Could the Executive Board explain this? Mr Blom observed that turnover in the first year, although slightly higher (7.4%), is still relatively low. New co-workers' expectations are not always accurate. Triodos Bank is a bank with ideals, but it is still a bank. He does view it as one of the bank's responsibilities to lower this percentage further.

Mr Kallers from Amsterdam referred to Mr Aeby's presentation, which showed that the BIS ratio is well above the standard level. The agenda asks for approval for expansion of the capital. Is this capital intended for expansion of more risky activities? Mr Aeby said that this was not the case. He explained that the bank asks for this mandate every year for the purpose of the further growth of the bank in general. The growth in loans has been somewhat sluggish over the past year, as a result of which the BIS ratio has risen. The capital growth is also expected to be lower this year than in previous years.

Mr Lampe from Zeist asked for an explanation of how the bank will be implementing new regulations and - in its own words - learning from them? Mr Aeby cited as an example the fact that as the bank gets bigger, it must increasingly have access to quantitative, statistically-underpinned risk models alongside the qualitative information about the individual customers. This will allow the bank to provide the supervising authority with information and reports in a more standardised form. However, it also teaches us to look at the bank in a different, more abstract way, without thereby losing sight of the interests of the individual customers. This development will contribute to the stability of further growth.

Via the Internet Mr or Ms Alblas asked whether more loans should not be made in Europe in order to prevent a new crisis in the future? Mr Blom replied that all loan applications are initially assessed in the context of the bank's mission: what is the underlying idea behind it and can Triodos Bank endorse it? We have started lending to smaller businesses in the Netherlands and the United Kingdom. It is not a profitable activity, but Triodos Bank is doing this on the basis of its social responsibility and because it makes a useful contribution to the economy.

Mr Tse (Amsterdam) asked whether a Net Promoter Score was used for the co-worker satisfaction study. Ms Verhagen (Head of Human Resources) explained that this study is carried out biannually by a certified organisation in the Netherlands, which measures co-worker satisfaction on a scale of 1 to 10. In the most recent study Triodos Bank scored 7.9. That is also the score that is shown in the annual report. The agency in question also conducts the same research at other banks. Triodos Bank scores relatively highly compared to the benchmark.

Ms Speelpenning congratulated the Executive Board on the growth in the number of small depository receipt holders, and also on the fact that Triodos Bank has reached maturity. She observed that everything that grows also dies, but first produces offspring. Is it perhaps time to think about setting up a smaller bank? Mr Blom remarked that the branches abroad are Triodos Bank's offspring, although the relationship feels more like siblings. However, this is a group within which activities are mainly carried out locally, but always based on shared values. Triodos Bank is also part of the Global Alliance for Banking on Values, a network for collaborating with like-minded fellow banks worldwide.

Mr Douma (Rotterdam) was amazed that no provision had been made yet for the contribution to the nationalisation of SNS Reaal. Mr Aeby explained that this is the result of the regulations. The contribution is being imposed in 2014, and all banks are required by law to include the contribution in the 2014 results.

In response to a more general question from Mr Verhaar (Leiden) about the relationship between bad debts and sureties, Mr Aeby explained that the loan sureties are examined on a case by case basis. A conservative view is thereby taken of how much we would lose if the loan were to default. This sum, minus the sureties that we expect to be able to utilise, is entered as a provision. Our approach

to lending includes a relatively large number of sureties. The bank's history shows that there are few surprises.

Since there were no further questions relating to the Executive Board's report, the Chair briefly discussed the Supervisory Board's work. He remarked that 2013 had been an incredibly busy year, and for details referred to the annual report (page 34 to 45).

Since there were no further questions about the Supervisory Board's report, the Chair moved on to item 3 on the agenda:

3. Adoption of 2013 annual accountsThe Chair explained that as a result of new regulations, the discussions and adoption of the annual accounts can only take place after an account has been given to the General Meeting about the implementation of the remuneration policy in the financial year in question. That will therefore happen under this agenda item. The account relates to the remuneration paid to members of the Executive Board and the Supervisory Board in 2013. This summary can be found on pages 84 to 86 of the 2013 annual accounts. The report also provides a summary of the principles which form the basis for the Triodos Bank remuneration policy (page 83 of the annual accounts).

Since there were no questions about the remuneration policy, the Chair moved on to agenda item 3b, the adoption of the 2013 annual accounts. The Chair noted that the Dutch version of the report is a translation of the official version in English. In the event of a conflict between the English version and the Dutch version, the annual report in English will prevail. The Chair proposed discussing the annual accounts chapter by chapter.

With reference to the sector overview on page 94, Mr Butt (Zoetermeer) suggested that the environment sector makes up around 49% of the lending. He could see an entry for sustainable property, but he would like to see a further subdivision, including a separate entry for social house-building. Mr Blom remarked that this was pertinent question. He added that it is not easy to produce a good breakdown. He promised to examine whether a further refinement could be applied in future.

Mr Charrier remarked that it is not possible to carry out a proper comparison between the sector overview and the information about risk and bad debts. Mr Aeby agreed that it is a dilemma as to how the sectors should be presented. On the one hand there are the traditional sectors in which Triodos Bank is active on the basis of the bank's mission. We like to present this in order to show in an easily understood way what we are investing in. However, the regulations require that we adopt different sectors in the annual report. It is difficult to reconcile these two approaches. He promised to look into this again.

Mr Renes from Zeist wanted to question the auditor about the auditor's report. There have been experiments in the Netherlands over the past year with a more extensive auditor's report which discusses the key audit matters in more detail. What are these for Triodos Bank, and what corrections has KPMG made to the annual accounts? Mr De Wit remarked that KPMG has issued a standard unqualified auditor's opinion on the 2013 annual accounts. KPMG fully approves the presented figures. He acknowledged the need amongst investors to gain greater insight into the auditor's auditing activities, and also to see that reflected in the report. Good progress has been made on this, particularly in the non-financial sector. The traditional report has been retained in the financial sector, because there is not yet agreement on what the more detailed report should look like. The expectation is that the profession will move to a more detailed auditor's report from 2014, at least for listed companies.

With regard to the audit activities, Mr De Wit explained that KPMG presents an audit plan to the bank every year which sets out what risk analyses and aspects merit specific attention in the audit. This plan covers all Triodos Bank's branches. The auditor also examines the quality of internal audit systems and risk management. A report on all this is delivered to the Executive Board and the

Supervisory Board, particularly the Audit & Risk Committee. The auditor also looked at the 'tone at the top', and that is precisely as it is today in the meeting: open, transparent, constructive and critical. The bank has a cautious approach to preparing the figures, and KPMG was involved in the year-end process very early on. There is close collaboration in this process, as a result of which any differences in interpretation can be identified and resolved at an early stage.

The Chair thanked Mr De Wit for his clear explanation. Since there were no further questions, the Chair announced that he would invite Ms De Zwaan, Chair of the SAAT Board, to speak in order to cast her vote with regard to the 2013 annual accounts on behalf of the shareholder in accordance with article 14 at b of the articles of association of Triodos Bank. But first he briefly explained the role of SAAT using a slide. SAAT is the bank's formal shareholder and casts its vote on the shares at this meeting on behalf of the depository receipt holders. This governance model was chosen when the bank was founded.

Ms De Zwaan thanked the Chair for his explanation about the role of SAAT. She represented the SAAT Board and would be voting a number of times today as SAAT's representative. SAAT's voting policy is based on three pillars, namely i) the bank's mission and values, ii) the bank's independence, and iii) the economic interests of the depository receipt holders (which are again closely tied up with the bank's survival and profitability). The questions from the depository receipt holders earlier in the meeting contained many elements that SAAT also discusses with the Executive Board. In the discussions with the Executive Board about the annual report and the annual accounts, attention had been paid to the bank's financial and non-financial return. There was also discussion of innovation, including the degree to which the bank contributes to innovation in the sectors where it operates. Attention had also been paid to strategic diversity and the bank's 'human capital'. In its discussions with the bank SAAT includes the issues raised by the depository receipt holders, e.g. at the meetings at the foreign branches. Based on all this information, SAAT was happy to approve the 2013 annual accounts and she congratulated the Executive Board and the Supervisory Board on the good result.

The Chair noted that the 2013 annual accounts had been adopted by the General Meeting in accordance with article 14 at b of the articles of association of Triodos Bank, and then moved on to item 4 on the agenda.

#### 4. Profit appropriation 2013

The Chair invited Mr Aeby to explain the profit appropriation.

Mr Aeby announced that a dividend of EUR 1.95 was being proposed. The payout ratio of 60% complies with the policy of paying out between 50% and 70% of the profit.

The explanation of the proposed profit appropriation is set out on page 144 of the annual report.

The final amount to be paid out in dividend will be EUR 17,004,230. The final amount to be added to the reserves will be EUR 8,678,331. The Chair explained that there is a choice of two options with regard to how the dividend is paid out:

- i) 1 new depository receipt for shares can be acquired for every 38,974 depository receipts. These new depository receipts are charged against the share premium reserve;
- ii) the dividend can also be paid out in cash (EUR 1.95).

Mr Douma asked about the difference between the nominal value in the annual report of EUR 77.00 and the EUR 76.00 which is cited in the annual financial statement which he received in January. What are the potential consequences of this difference for the tax return? Mr Aeby explained that the share price is calculated following the end of each month using a specific calculation method, rounded to whole euros. Over the rest of the month use is made of estimates of how the book value is developing. At the final year-end a number of settlements led to a small difference which resulted in the figure being rounded upwards. For the tax return the figure is EUR 76.00 as shown in the annual financial statement applies.

Since there were no further questions the Chair asked Ms De Zwaan to vote on the profit

appropriation for 2013 on behalf of SAAT in accordance with article 16, paragraph 1 of the articles of association of Triodos Bank. Ms De Zwaan stated that SAAT agreed to the proposed profit appropriation.

The Chair noted that the 2013 profit appropriation had been approved by the General Meeting and then moved on to item 5 on the agenda:

5. Discharging the Executive Board of responsibility for its management during the financial year 2013  
The Chair asked Ms De Zwaan to vote on behalf of the shareholder with regard to discharging the Executive Board for its management during the financial year 2013, this in accordance with article 14 at c of the articles of association of Triodos Bank.

Ms De Zwaan granted the requested discharge to the Executive Board on behalf of SAAT, and thanked them for the good relationship over the past year.

The Chair noted that the General Meeting had discharged the Executive Board of responsibility and then moved on to item 6 on the agenda:

6. Discharging the Supervisory Board of responsibility for its management during the financial year 2013  
The Chair asked Ms De Zwaan to vote on behalf of the shareholder with regard to discharging the Supervisory Board for its supervision during the financial year 2013, this in accordance with article 14 at d of the articles of association of Triodos Bank.

Ms De Zwaan was happy to grant the requested discharge to the Supervisory Board on behalf of SAAT, and thanked the entire Board for the good relationship over the past year.

The Chair noted that the General Meeting had discharged the Supervisory Board of responsibility and then moved on to item 7 on the agenda:

7. Notification of proposed appointment of Ms Jellie Banga as a Statutory Director  
The Chair announced that the Supervisory Board intended to appoint Ms Jellie Banga as a Statutory Director of Triodos Bank in the course of this year. In accordance with the law and article 6 paragraph 2 of the articles of association of Triodos Bank, the Board was hereby notifying the General Meeting of this intention. The proposed appointment is prompted by the desire to bring the number of Statutory Directors into line with the increased size of the bank and to achieve a more balanced spread of powers amongst the Statutory Directors. Jellie Banga has been working at the bank for over a year, as COO and member of the Executive Board. The Board is very satisfied with her contribution to this growing bank over the past year, and is therefore delighted that she is willing to become a Statutory Director. She will be remunerated in accordance with the current policy. DNB had approved the proposed appointment. The Triodos Bank Works Council had given a positive recommendation with regard to the proposed appointment.

The Chair invited Ms Banga to briefly introduce herself. Ms Banga said that she has been employed at Triodos Bank since March 2013 and is responsible for the COO portfolio. Prior to that she occupied various positions at ING Bank, all relating to the bank's core business. She made the move to Triodos Bank because she personally felt a strong bond with Triodos Bank's mission and goals. She feels it is important that she can help share these goals in a professional environment in collaboration with committed co-workers. She was pleased with the role that she has been able to fulfil over the past year, and felt extremely privileged to be able to contribute further to the development of Triodos Bank.

Since there were no questions to Ms Banga, the Chair moved on to item 8 on the agenda:

8. Reappointment of Members of the Supervisory Board of Triodos Bank

The Chair indicated that this agenda item covered four resolutions, namely i) the resolution to reappoint Ms Scheltema for a term of one year, ii) the resolution to reappoint Ms Van der Weert for a term of four years, iii) the resolution to appoint Mr De Geus for a term of four years, and iv) the resolution to appoint Mr Boers for a term of four years. SAAT had been involved in this procedure and has spoken with the candidates. DNB has given its approval for the proposed appointments.

## A. Reappointment of Ms Scheltema as a member of the Supervisory Board

It was Ms Scheltema's turn to retire under the retirement rota. In order to retain her independence and because of the need for rotation, she prefers to limit her supervisory directorships to around 8 years. The Supervisory Board was delighted that she was prepared to make an exception to this in the case of Triodos Bank. In order to safeguard continuity, partly due to the change of chair, she was prepared to extend her membership of the Supervisory Board with a third term of one year. She would also remain Chair of the Audit & Risk Committee during this period. The Supervisory Board proposed to reappoint Ms Scheltema for a period of one year, but in any case until the next General Meeting.

The Chair invited Ms Scheltema to speak. Ms Scheltema confirmed that she believes that the shelf life of a professional supervisor is around eight to nine years. That is long enough to get to know a company well, and short enough to remain fresh and independent. She had now been a Supervisory Board member at Triodos Bank for eight years, and the inspiration to continue working with and for the bank remained undiminished. She would be delighted to be part of the Board for another year in order to support the transition to the new chair.

The Chair noted that there were no questions about Ms Scheltema's reappointment. He asked Ms De Zwaan to vote on the appointment of Ms Scheltema for a period of one year on behalf of the shareholder in accordance with article 9, paragraph 6 of the articles of association of Triodos Bank. Ms De Zwaan noted that today did not just see the appointment and reappointment of Supervisory Board members, but that we were also bidding farewell to two Supervisory Board members. She wanted to mark this and thank Mr Voortman and Mr Lamers for the many years of good collaboration on behalf of the SAAT Board and all depository receipt holders. Ms De Zwaan then remarked that SAAT greatly appreciated Ms Scheltema's contribution to the Board, with her keen and inquiring mind. She was therefore happy to agree to the proposed reappointment for a period of one year.

The Chair noted that the General Meeting had approved the reappointment of Ms Scheltema for a period of one year, but in any case until the next General Meeting.

## B. Reappointment of Ms Carla van der Weerd as a member of the Supervisory Board

It was Ms Van der Weerd's turn to retire under the retirement rota. The Supervisory Board welcomed her candidacy for a second term of office. In her first term of office Ms Van der Weerd had made a valuable contribution to the discussions within the Supervisory Board and within the Audit & Risk Committee. She would remain a member of this committee in her second term. The Supervisory Board therefore proposed reappointing Ms Van der Weerd.

Ms Van der Weerd briefly spoke about her reappointment. She observed that good supervision of banks is very important in order to ensure that the confidence of customers and other stakeholders is not damaged. Triodos Bank has grown quickly, and that makes demands in terms of risk management and strategic choices. The bank is on the right path, and she would like to contribute to the next steps over the coming period. She also felt very committed to the bank's mission, which was another reason for staying for another four years.

Since there were no further questions the Chair asked Ms De Zwaan to vote on the reappointment of Ms Van der Weerd on behalf of the shareholder in accordance with article 9, paragraph 6 of the articles of association of Triodos Bank.

Ms De Zwaan stated that in its contacts with Ms Van der Weert over the past year SAAT has again seen how she applies her extensive knowledge of audit and risk directly to the bank's mission. The SAAT was therefore delighted to endorse the reappointment of Ms Van der Weert.

The Chair noted that the General Meeting of Shareholders had thereby reappointed Ms Van der Weert as a member of the Supervisory Board.

C. Appointment of Mr Aart Jan de Geus as a member of the Supervisory Board

The Chair noted that the Supervisory Board has been looking for a new member of the Board who can also serve as chair since 2011. In practice it has been found very difficult to find candidates who have both extensive experience of banking, a proven track record as a director, and a strong engagement with the mission and values of Triodos Bank. The decision was therefore made in 2013 to look for not one, but two new members. In addition to a proposed chair with extensive board experience, the search was also for a member with extensive experience in the field of retail banking in a top management role with a bank. This member will succeed Mr Jan Lamers, who was retiring today.

The Board was delighted to be able to fill the vacancy for a new member, also the proposed Chair, by the aforementioned appointment of Mr Aart Jan de Geus. His wide social and board experience makes him exceptionally suited to act as Chair of the Board. He would also join the Nomination & Compensation Committee.

The Chair announced that Mr De Geus was unable to attend today due to illness. He was in hospital as a result of a flu infection. He was following the meeting from hospital via the webcast. The Chair took the opportunity to wish Mr De Geus a speedy recovery on behalf of everyone present. With regard to Mr de Geus's motivation and CV, the Chair referred to the annex to the agenda. The Supervisory Board proposed appointing Mr de Geus as a member of the Supervisory Board.

Since there were no further questions the Chair asked that Mr de Geus be appointed as a member of the Supervisory Board in accordance with article 9, paragraph 6 of the articles of association of Triodos Bank.

Ms De Zwaan remarked that SAAT had worked closely with the Supervisory Board and the Chair of the Nomination & Compensation Committee in particular with regard to the appointment of the new members of the Supervisory Board. The SAAT had also had the opportunity to talk extensively to both candidates. What was notable in the discussions with Mr De Geus was his remarkably holistic approach to banking in general and Triodos Bank in particular, his engagement with the mission and values of Triodos Bank and his clear vision of the challenges facing the bank over the coming years. With this new Chair Triodos Bank will be able to make great advances in the future. The SAAT was therefore delighted to endorse the appointment of Mr de Geus.

The Chair noted that the General Meeting of Shareholders had thereby appointed Mr de Geus as a member of the Supervisory Board.

D. Appointment of Mr Ernst-Jan Boer as a member of the Supervisory Board

The Supervisory Board welcomed the appointment of Mr Ernst-Jan Boers, which safeguarded the requisite banking knowledge and experience within the Board. Mr Boers will also join the Audit & Risk Committee. The Supervisory Board proposed appointing Mr Boers as a member of the Supervisory Board.

Mr Boers briefly explained his candidacy. He started his career as an accountant, and then

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occupied various roles at ABN AMRO and SNS Reaal, principally in the area of Finance, Risk and Audit. He experienced the financial crisis up close, and learnt from that. A great deal went wrong in the quest for returns. The nice thing about Triodos Bank is that the choice has always been made for benefit over return, although a healthy return is still maintained. He is in favour of greater diversity in the banking landscape, particularly if this is based on a clear mission. He wanted to make a contribution to the future growth of Triodos Bank, including by supervising the implementation of new rules without losing sight of the bank's core values.

Since there were no questions the Chair asked that Mr Boers be appointed as a member of the Supervisory Board in accordance with article 9, paragraph 6 of the articles of association of Triodos Bank.

Ms De Zwaan remarked that Mr Boers had clearly shown how he is committed to the mission of Triodos Bank. This also came out in earlier discussions with SAAT. The SAAT was therefore delighted to endorse the appointment of Mr Boers.

The Chair noted that the General Meeting of Shareholders had thereby appointed Mr Boers as a member of the Supervisory Board.

The Chair then moved to item 9 on the agenda:

9. Mandate for the Executive Board to acquire own depository receipts for shares in Triodos Bank  
Like last year, the Executive Board of Triodos Bank was asking for a mandate which enables it to acquire depository receipts for shares in its own capital. This mandate enhances the tradability of the depository receipts. The Executive Board asked to be mandated to acquire depository receipts for Triodos Bank shares up to a maximum of 2% of its outstanding shares for a period of 18 months and at the price described in the prospectus of Triodos Bank.

Since there were no questions, the Chair asked Ms De Zwaan to approve the proposal to mandate the Executive Board in accordance with the proposal for a period of 18 months in accordance with article 4, paragraphs 11 and 12 of the articles of association.

Ms De Zwaan stated that the shareholder agreed to this proposal.

The Chair noted that the General Meeting had granted the requested mandate for a period of 18 months and then moved on to item 10 on the agenda:

10. Mandate to the Executive Board to issue shares and restrict preferential rights  
Triodos Bank regularly issues new shares. In order to be able to continue to do this, the Executive Board asked to be designated as a body authorised to issue shares and exclude or restrict preferential rights for a period of 18 months. The shares will be issued under the usual terms as described in the prospectus of Triodos Bank. A maximum of 5,000,000 shares will be issued with respect to the number of shares issued at 31 December 2013. This is 25% of the authorised capital of Triodos Bank.

Since there were no further questions the Chair asked Ms De Zwaan to mandate the Executive Board in accordance with the proposal on behalf of the shareholder in accordance with article 4, paragraphs 1, 2 and 6 of the articles of association.

Ms De Zwaan stated that the shareholder agreed to this proposal.

The Chair noted that the requested mandate had been granted by the General Meeting for a period of 18 months. He then moved to item 11 on the agenda:

11. Any other business

The Chair invited questions.

Mr Tse from Amsterdam remarked that there is an internal market for the sale and purchase of depository receipts for shares. Rabobank also had that. What happens if there are more sellers than buyers? Mr Aeby explained that the depository receipts for shares are not entirely comparable to Rabobank's member certificates in terms of structure. It is also the case that the mandate to purchase gives Triodos Bank the scope to buy up to 2 percent of the depository receipts if there is insufficient demand. The trading system has been working like this for nine years. This facility has only been used twice over the past year. Should the supply of depository receipts exceed 2 percent, then the bank has the option of temporarily suspending trading.

Mr Renes (Zeist) pointed out that since the amendment of the articles of association last year, Triodos Bank has been deviating from the Dutch corporate governance code. Why has this amendment not been reversed this year? Mr Blom stated that this step was taken last year in order to have the scope to appoint Mr Voortman for an extra year. Triodos Bank is currently operating in the spirit of the corporate governance rules again, but would like to keep open the option of deviating in the future. This deviation can be readily explained. Nonetheless Mr Blom was prepared to take another close look at this.

Mr Francken (Leiden) asked what the situation was precisely with regard to the Triodos Foundation's support for homeopathy and acupuncture in the Third World. Mr Blom stated that Triodos Bank has an open mind with regard to complementary medicine. It will naturally always assess projects for the soundness and support them where applicable, including in developing countries. More information about this can be found in the Triodos Foundation's annual report and on its website. He asked Mr Francken to give his details to one of the bank's co-workers during the break, so that they could arrange to provide him with further information.

Mr Verhagen from Hilversum would like more attention to be paid at the General Meeting next year to Triodos Bank's position with respect to other banks in the Netherlands such as with respect to ASN Bank. This would make it easier for him to identify Triodos Bank's position within the banking landscape. Mr Blom thanked Mr Verhagen for his suggestion. He will include this in the preparation for next year's General Meeting.

Mr Zuyderwijk from Hoofddorp referred to the negative publicity concerning KPMG and wondered whether there isn't a discrepancy between this negative publicity and the values which Triodos Bank represents. Mr Blom stated that KPMG has been Triodos Bank's auditor for a long time. For him it is much more important who the people are who actually carry out the audit, what their attitude is and their engagement with Triodos Bank's mission and values. There have been extensive discussions with the KPMG team around this topic, and this gave no grounds for terminating the relationship. As soon as a new auditor is due to be appointed - and that will be the case in the not too distant future - this will certainly be an area for consideration. At the moment Triodos Bank is very satisfied with the performance of the current audit team.

Mr Vronders (Oirschot) remarked that it was the case that KPMG's name was linked to that of Triodos Bank in the public's mind, and he did not feel that this was a good thing.

Mr Butt from Zoetermeer wondered how Mr Lamers' expertise would be replaced within the Supervisory Board following his departure. The Chair replied that every appointment involved an assessment of what competencies are required within the Board. A profile for potential candidates is prepared on the basis of this. This year there was a particular need for a Chair with a strong general profile and for an experienced banker. There is some experience with regard to marketing and communications disappearing, but the Supervisory Board has learnt a great deal from Mr Lamers over the past few years. When making a subsequent appointment, we will again examine what competencies - if any - need to be supplemented.

Mr Ten Dam (Bovenkarspel) referred to the new way in which the investment funds' distribution fees are settled which has recently been introduced. He disagreed with this. This topic had been raised at the funds' annual meetings, but this did not lead to a satisfactory conclusion. He would like a clear answer as to why his contra account cannot be used to settle these costs. Mr Blom suggested that Mr Ten Dam should discuss this with the managing director of Triodos Bank Netherlands in the break. The change was necessitated by new regulations. Triodos Bank opted for the current alternative because it is the most practical solution which does not cost the investor anything on balance. Potential alternatives are much trickier to implement.

Mr Brands from Driebergen endorsed the previous speaker's comments. He was also vehemently opposed to the new settlement method, and wanted to know how it could be reversed. Mr Blom explained that it involved a statutory regulation, and that the old settlement method is no longer permitted. He observed that there is a general understanding of the fact that this solution had been chosen for practical reasons. The funds are no longer allowed to pay fees to the bank. These costs now have to be charged directly to the customer, and this practical solution has thereby been selected. He acknowledged that this is not an elegant solution but it is necessary.

Mr Braakman from Schagen raised the destruction of olive groves in Palestine. Over 1,500 trees were felled in one day in the Gaza Strip recently. That is a tragedy. He asked Triodos Bank to continue raising this within her banking network.

Before closing the meeting, the meeting marked the departure of Mr Voortman and Mr Lamers, who were retiring as Chair and member of the Supervisory Board respectively. The Deputy Chair of the Board and the Chair of the Executive Board thanked them for the many years of good collaboration and for their great commitment to Triodos Bank and - in the case of Mr Voortman - to Triodos Investment Management. On behalf of all present the hope was expressed that both gentlemen will return to the General Meeting as depository receipt holders in future years.

## 12. Close

The Chair thanked those present for their questions and comments and closed the meeting at 1:20 p.m.

M.A. Scheltema<sup>1</sup>  
*Deputy Chair of the  
Supervisory Board  
Triodos Bank N.V.*

J.G.J.M. de Zwaan  
*Chair of the Board of  
Stichting Administratiekantoor  
Aandelen Triodos Bank*

E.L. Verheul  
*Minute taker*

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<sup>1</sup> Ms Scheltema is thereby deputising for the new Chair of the Board, Mr Aart Jan de Geus, who was unable to attend the General Meeting due to illness.