

# PROFILE OF THE SUPERVISORY BOARD TRIODOS BANK NV

-subject to AGM discussion-

## 1. PREAMBLE

- 1.1 The purpose of this profile is to provide guiding principles for (i) the composition of the Supervisory Board as a whole and (ii) the (re-)appointment of its individual members
- 1.2 This profile has been drawn up in line with the regulatory requirements in the Dutch Civil Code, the Dutch Corporate Governance Code and relevant financial rules (all as applicable from time to time) also taking into account that Triodos Bank's Depository Receipts and other financial instruments issued by Triodos Bank are listed on the Euronext Amsterdam exchange.
- 1.3 The Supervisory Board shall operate as a collegial body and the specific knowledge, experience and competence of its individual members shall be considered in the context of the Supervisory Board as a whole. Whenever a vacancy arises on the Supervisory Board, an individual profile shall be drawn up for the new member based on this profile.
- 1.4 After consultation with the Executive Board of Triodos Bank, this profile has been discussed with the general meeting and the Works Council - in accordance with article 9 paragraph 5 of the Articles of Association of Triodos Bank<sup>1</sup>.
- 1.5 All Supervisory Board members must pass the suitability test of the external financial regulators of Triodos Bank.
- 1.6 The Supervisory Board evaluates this profile once per year.
- 1.7 The profile is published on Triodos Bank's website.

## 2. KNOWLEDGE, EXPERTISE AND EXPERIENCE

- 2.1 The Supervisory Board shall include and integrate all stakeholder perspectives in its supervision and advice, also taking into account the fact that Triodos Bank is listed at Euronext.
- 2.2 For the fulfilment of the Supervisory Board's duties, efforts will be made to ensure that the following expertise, knowledge and experience is present in the Supervisory Board to a significant extent:
  - A. **Re. governance, organisation and communication:**
    - knowledge of and experience with supervising an organisation and its structure, including managing processes, areas of responsibility, and employees
    - experience with developing and implementing strategies aimed at long-term value creation
    - knowledge of and experience to assess the state and development of Triodos Bank's financial position
    - experience with assessing and maintaining applicable social, ethical and professional standards
    - experience with timely, accurate, and clear communication of information to stakeholders (including supervisory authorities, depository receipt holders, clients and external auditors)
    - experience with communicating strategy, policy, and goals within a group of companies in a clear and transparent manner
    - experience and knowledge to assess the functioning of Executive Board members
    - broad experience in society, and an eye for the sustainable developments relevant to Triodos Bank's goals
    - experience and knowledge of the organizational impact of digital transformation, data & AI and other relevant technological developments.
  - B. **Re. products, services and markets within Triodos Bank's scope of activities**

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<sup>1</sup> Article 9.5: The Supervisory Board draws up a profile for its size and composition taking into account the nature of the company, its activities and the desired expertise and background of the supervisory directors. The Supervisory Board discusses the profile for the first time when it is adopted and subsequently with any change in the general meeting and with the works council

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- knowledge of and experience with the business areas in which Triodos Bank is active and the financial aspects of Triodos Bank's products and services
  - knowledge of and experience with the markets in which Triodos Bank operates and the relevant developments in those markets.
- C. Re. sound and controlled policies and procedures**
- knowledge of and experience with the setup and/or the assessment of the administrative organisation, internal control and (risk) management systems relevant to the businesses in which Triodos Bank operates
  - knowledge of and experience with setting and implementing a risk appetite and risk appetite limits, both financial and otherwise
  - knowledge of and experience with compliance and risk management related to integrity risks, including money laundering and financing of terrorism, conflicts of interest, criminal offenses and legal violations, KYC, and socially improper behaviour
  - knowledge of and experience with financial risk, ESG risk, geopolitical risk, reputational risk for a financial institution
  - knowledge of and experience with detecting, assessing, controlling and monitoring IT- and cyber- and AI-risks for a (financial) institution
  - knowledge of and experience with assessing whether the careful treatment of clients has been safeguarded
  - capable to assess the remuneration policy for senior management, and having HR knowledge relevant to the supervisory role e.g. board remuneration, succession planning and talent management.
- D. Re. balanced and consistent decision making**
- knowledge and experience in considering all relevant interests (customers and other stakeholders), and in recognising conflicts of interest during decision-making
  - Ability to provide countervailing power to the Executive Board, ensuring sufficient alternatives are evaluated and the decision-making process is well-organised and documented
  - Experience in assessing whether decisions align with Triodos Bank's strategy and values.

### 3. GENERAL COMPETENCIES

Each member of the Supervisory Board of Triodos Bank must:

- i. be honest
- ii. acts fairly, with integrity
- iii. is independent in state, mind, and appearance – also taking into account article 9.4 of the articles of association<sup>2</sup>
- iv. be capable of overseeing the total policy of the Executive Board and the key risks to which Triodos Bank is exposed
- v. support and have affinity with the core values, mission and roots of Triodos Bank,
- vi. be of good repute
- vii. be sufficiently critical
- viii. have the courage to challenge senior management
- ix. be sensitive to developments in the community and stakeholders' interests
- x. be fluent in English

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<sup>2</sup> Article 9.4: The following persons may not be appointed supervisory directors: a. persons who are employed by the company; b. persons who are employed by a dependent company; c. directors and employees of an employees' organisation that is involved in determining the employment conditions of the persons referred to in a. and b.

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xi. have sufficient time available for the proper performance of their duties.

**4. SIZE AND COMPOSITION OF THE SUPERVISORY BOARD**

4.1 In order to properly perform its functions, the Supervisory Board shall consist of at least three natural persons<sup>3</sup>.

4.2 The composition of the Supervisory Board shall be such that the members are able to act critically and independently of one another, the Executive Board and any particular interest.

4.3 In the selection of Supervisory Board members there will be a balance in cultural background and ethnicity, religion, age, gender, gender identity, disability, sexual orientation, socio economic and linguistic background. In particular, in respect of gender diversity, the Supervisory Board will have at least a third of the seats held by men and at least a third of the seats held by women.

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<sup>3</sup> See art. 9.2 articles of association Triodos Bank