

## **Profile of the membership and composition of the Supervisory Board**

### **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 In order to ensure that the Supervisory Board is at all times adequately composed, (re-)appointments of members of the Supervisory Board are made on the basis of this profile.
- 1.3 The statutory and regulatory requirements shall be used as a basis for the required duties and responsibilities of the Supervisory Board. Article 2:140 section 2 of the Dutch Civil Code defines these duties as: "The duties of the supervisory board shall be the supervision of the policy of the management and the general course of affairs of the company and the enterprise connected therewith. It shall assist the management with advice. In the performance of their duties the members of the supervisory board shall be guided by the interest of the company and the enterprise connected therewith."
- 1.4 This profile has been drawn up in close consultation with the Executive Board of Triodos Bank. In accordance with article 9 paragraph 5 of the Articles of Association of Triodos Bank, this profile has been discussed with the general meeting and the Works Council.

### **2. GENERAL**

- 2.1 The Supervisory Board is charged with the supervision of the policies of the Executive Board and the general course of affairs of Triodos Bank and the business connected with it as well as with the assistance to the Executive Board by providing advice and constructively challenge the Executive Board. The Supervisory Board evaluates the main organisational structure and the control mechanisms established under the Executive Board.
- 2.2 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.
- 2.3 In order to properly perform its functions, the Supervisory Board shall consist of at least three natural persons.
- 2.4 The powers of the Supervisory Board pursuant to the Articles of Association and applicable laws and regulations are vested in the Supervisory Board as a body and are exercised under collective responsibility.
- 2.5 In view of the aforementioned, the Supervisory Board shall operate as a collegial body and the specific knowledge, experience and background 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.

### **3. PROFILE OF THE SUPERVISORY BOARD**

#### **A. Composition, expertise and competencies in general**

- 3.1 To meet the requirements, the Supervisory Board as a whole must be able to perform competently the following tasks (in no particular order):
  - assessment of the functioning of the members of Executive Board;

- assessment of the strategy and general policy of Triodos Bank, in the light of its objectives;
- assessment of the development of Triodos Bank's financial position;
- assessment of Triodos Bank's (risk) management systems;
- assessment of Triodos Bank's organizational structure; and
- assessment of Triodos Bank's social policy.

3.2 Each member of the Supervisory Board shall in any case, as a minimum requirement, have: (i) affinity with the mission, roots and the values of Triodos Bank; (ii) senior management experience; and (iii) international experience.

3.3 Besides the three main attributes as mentioned under clause 3.2, each Supervisory Board member shall be capable of assessing the broad outline of the overall policy of Triodos Bank and of the most important risks incurred. Each member of the Supervisory Board shall also possess the specific expertise needed to perform his or her role in the Supervisory Board. Each Supervisory Board Member shall have sufficient time available for the proper performance of his or her duties. The composition of the Supervisory Board shall be such that it is able to carry out its duties properly.

3.4 In the selection of Supervisory Board members there will be a balance in nationality (preferably of countries in which Triodos Bank has an office), gender, age, experience and active or retired 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.

## **B. Primary areas of expertise and competence**

3.5 The Supervisory Board is considered to be adequately composed if among its individual members, there is a proper distribution of knowledge and experience vis-a-vis:

### *Business (products, services and markets) of Triodos Bank*

- Broad experience in society, and an eye for the developments relevant to Triodos Bank's goals;
- Understanding of sustainable development;
- Understanding of national and international banking; in particular retail banking;

### *Management of Triodos Bank*

- Reference is made to the requirements mentioned in clause 3.2. of this profile;

### *Controlled and sound operations*

- Relevant expertise in financial administration, accounting and internal control for middle sized or large companies;
- Relevant expertise in and broad understanding of risk management for financial institutions, in particular

1. IT-risks, ESG-related risks, and
2. (the importance of) integrity related regulations and risks on whistleblowing, anti-money laundering, sanctions, KYC, conflicts of interests and other socially improper behaviour;

*Balanced and consistent decision-making*

- Understanding of the interests of the specific groups and personal customer groups in the countries in which Triodos Bank has an office (multi stakeholder relations);
- A reflective attitude.

**4. FINAL PROVISIONS**

- 4.1 At the initiative of the Supervisory Board, this profile shall be evaluated on a regular basis.
- 4.2 This profile shall be published on Triodos Bank's website [www.triodos.com](http://www.triodos.com).