

**Profile Member of the Board  
of  
Stichting Administratiekantoor Aandelen Triodos Bank N.V. (SAAT)**

**1. Preamble**

- 1.1. The purpose of this profile is to provide guiding principles for (i) the composition of the Board of SAAT as a whole and (ii) the (re-) appointment of its individual members.
- 1.2. The Articles of Association of Triodos Bank N.V., the Articles of Association of the SAAT and the Terms of administration of the foundation Stichting Administratiekantoor Aandelen Triodos Bank are the basis for the required qualities of the Board as a whole and for the required qualities of its individual members.
- 1.3. The Charter of the Board of SAAT, adopted on 30 September 2015 and SAAT's vision on how to fulfil its role set out the roles and responsibilities of the Board and its members.
- 1.4. This profile has been drawn up in consultation with the Executive Board of Triodos Bank and the Supervisory Board.

**2. General**

- 2.1. SAAT is the foundation that holds shares and issues certificates.
- 2.2. SAAT is an independent legal entity. The Board of SAAT is accountable for the Foundation in itself. However, SAAT does not operate in isolation as it enhances its independence by fulfilling its role towards the depository receipt holders (DRH's) in its relationship towards Triodos.
- 2.3. The composition of the Board of SAAT shall be such that the members are enabled to act critically and independently of one another and of any particular interest.
- 2.4. By exercising its role as a shareholder, the Board of SAAT upholds the principles of:
  - Safeguarding Triodos Bank's mission
  - Safeguarding Triodos Bank's independence
  - Safeguarding the economic interests of the DRH's which relates to Triodos Bank's continuity and profitability, dividends and the development of the value of depository receipts. The Board of SAAT aims to align the economic interests of the DRHs with Triodos Bank's mission, as the two are interrelated in the long-term.
- 2.5. To properly perform its functions, the Board of SAAT shall consist of at least three people.
- 2.6. The Board of SAAT performs its functions through collective responsibility, and does so pursuant to the Articles of Association of SAAT, the Articles of Association of Triodos Bank, the Terms of Administration of the foundation Stichting Administratiekantoor Aandelen Triodos Bank, the applicable laws, bylaws and regulations, and the vision of how SAAT fulfils its role.
- 2.7. In view of the aforementioned, the Board of SAAT 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 Board as a whole. Whenever a vacancy arises on the

Board of SAAT, an individual profile or specific elements of the profile shall be drawn up to guide the process of (re)appointment the (new) member.

### 3. Profile of the Board of SAAT

- 3.1. To meet the requirements, the Board of SAAT must be able to carry out the following tasks:
  - Exercise the formal powers in the shareholders meeting of Triodos Bank N.V. and in the Depository Receipt Holders Meeting;
  - Assess the Annual Accounts and Annual report of Triodos Bank N.V. with particular regard to the mission of the bank, the independence of the bank and the economic interests of the DRHs;
  - Assess Supervisory Board candidates, including re-appointments, with particular regard to their ability to fulfil their role in achieving the mission of the bank, retaining the independence of the bank and meeting the interests of the DRHs in the short and long term, and the functioning of the bank as a financial institution and supervising the strategic choices of the Executive Board.
- 3.2. In the selection from time to time of its members, the Board of SAAT will strive to achieve a balance across nationalities (preferably of countries in which Triodos has a presence), gender, age, experience and background.
- 3.3. Each member of the Board of SAAT shall in any case be independent expressed by the following qualities:
  - Be an independent, autonomous spirit;
  - Have a reflective attitude focused on the long-term impact of Triodos in the countries and areas where Triodos Bank N.V. operates;
  - Be authentic, beyond personal politics;
  - Serve and guard the independence and mission of Triodos, acknowledging Triodos Bank as an entity embodies that striving;
  - Guide and be accountable for the DRH interests.
- 3.4. Each member of the Board of SAAT shall be able to think strategically, expressed by the following qualities:
  - Apply analytical thought and deep sensing to internal and external developments that are relevant for the future of Triodos;
  - Communicate and act in an open way, guided by courage and without prejudice or judgment;
  - Translate thought and sensed perspectives into fruitful dialogue by engaging with the EB and SB, in order to actively guard the mission of Triodos.
- 3.5. The Board of SAAT shall be comprised of individual members such that the collegial body, as a whole, demonstrates societal engagement expressed by the following qualities:
  - Share affinities with values-based organisations and Triodos in particular;
  - Have a good understanding of the global agenda for the improvement of the quality of life, such as expressed by the Sustainable Development Goals, and of the consequences of this global agenda for the role of Triodos;
  - Value the continuing connection to the anthroposophical roots of the bank as its source of inspiration;
  - See in reasonable depth the essence and relevance of that connection in Triodos' banking activities and what it means for the role of the bank in society;

- Be rooted in society, with a good understanding of societal and community needs and structures in the countries where Triodos Bank operates;
- Aim to contribute to social renewal, based on the principle that every human being should be able to develop in freedom, have equal rights and be responsible for the consequences of their economic actions for fellow human beings and for the earth.

3.6. The Board of SAAT shall be comprised of individual members such that the board as a whole, demonstrates relevant business expertise, expressed by the following qualities:

- Understand banking, Triodos Bank's other businesses and the related markets and business models;
- Understand the role, importance and dynamics of non-financial performance indicators, e.g. related to society, the planet and the culture within Triodos Bank;
- Comprehend the dynamics of a 1000+ person, internationally operating corporate organisation;
- Have insight into Triodos Bank's regulatory and business environment;
- Apply experience with and knowledge of corporate governance to the role of SAAT;
- Actively seek to understand the interests and perspectives of Triodos Bank's stakeholders, the DRHs in particular;
- Articulate and present the SAAT perspective at DRH meetings, and towards Triodos Bank's stakeholders, and in dialogue with the EB and SB.

Zeist, 21 September 2017