

Annual Report 2021

Triodos  Bank

6. Report by the Foundation for the Administration of Triodos Bank Shares (SAAT)

This report of SAAT accounts for SAAT's voting at the AGM and EGM 2021 and SAAT's activities during 2021.

Reading Guide

This report starts with an introduction: SAAT's perspective at a glance on Triodos Bank in 2021. Thereafter, SAAT accounts for its voting activities at the AGM and EGM 2021. Specific attention is given towards the adoption of the AR 2020 of Triodos Bank at the AGM 2021. SAAT then reports on its overall activities, observations and considerations over the year 2021. Lastly, SAAT addresses the leadership transitions within SAAT and Triodos Bank during 2021.

This report is made available together with Triodos Bank N.V.'s annual report ("AR") 2021. At the same time, SAAT does not receive or see the AR 2021 Triodos Bank N.V.'s prior to its publication. This ensures that depository receipt holders ("DRHs") and SAAT have access to this information simultaneously. Consequently, this report of SAAT does not contain an opinion on or an assessment of Triodos Bank's AR 2021. SAAT will account for its voting regarding the AR 2021 at the Annual General Meeting ("AGM") 2022, where the DRHs will have the opportunity to ask questions about the voting at that meeting.

Introduction - 2021 at a glance

The financial sector – and also Triodos Bank – has been exposed to societal developments and challenges regarding COVID-19, climate change and social imbalances. The impact of the COVID-19 restrictions on the loan and investment portfolio, the consistent low interest rates and high regulatory costs impose challenges regarding the target-operating model. These societal developments underscore the need for focus on impact, without making concessions on net positive impact and creating societal, environmental and financial value, as well as the need to focus on the importance of an adequate strategic and operational functioning of the Bank.

Triodos Bank relentlessly shows up as an advocate for and actor in the financial sector using money as a force and accelerator for the urgent actions to gain the goals of the Paris agreement for climate change. The Bank contributed significant to the original Green Taxonomy for investments, to the Glasgow Financial Alliance for Net Zero and the Good Transition Plan, thus building on Triodos Bank's role as co-founder for the Partnership for Carbon Accounting Financials (PCAF) and the UN Principles for Responsible Banking. Triodos Bank

itself set a clear ambitious and unique goal: As One to Zero, in 2035 a climate neutral balance sheet, including the funds under management.

At the same time, Triodos Bank faced the continued suspension of the trade of depository receipts ("DRs"), the resulting illiquidity of the DRs and the need for the Bank to reconsider the Bank's capitalization strategy. These issues are critical for the future of Triodos Bank, its mission and the DRHs. Triodos Bank acknowledged the urgency to solve the illiquidity for the DRHs, the importance of access to capital for the Bank and the need for a thorough and careful assessment of the different alternatives, whereby the interests of each of the stakeholders are properly weighed. SAAT has intensified its engagement with Triodos Bank in 2021 to ensure that SAAT's perspective was properly taken into account in this process. Ultimately, the Bank, on 21 December 2021, published its decision to pursue listing of the DRs on a Multilateral Trading Facility ("MTF"), which decision will be further elaborated upon in different (shareholder and DR-)meetings in 2022. In 2022 SAAT will continue to monitor the developments and decisions by the Bank closely, minding its mission and independence and striving to safeguard the economic interests of the DRHs, all with an eye on the mid and long term.

Finally, the year 2021 is characterized as the year of leadership transitions. SAAT and Triodos Bank have successfully fulfilled vacancies in various boards with knowledgeable people.

SAATs voting at the AGM and EGM in 2021

Formal summary

AGM May 21, 2021 and assessment of the AR 2020

The Board of SAAT exercised the voting rights at Triodos Bank's AGM which took place on May 21, 2021. Like the previous year, the meeting could not be held physically due to COVID-19 restrictions.

In accordance with the provisions of the Dutch temporary law, the meeting was held electronically.

At the AGM on May 21, 2021, SAAT approved the following proposals:

- adoption of the AR 2020, including the dividend proposal for 2020;
- adoption of the decision to amend the preamble of the Articles of Association of Triodos Bank N.V.;
- granting discharge to the members of the Executive Board of responsibility for their management during the financial year 2020;
- granting discharge to the members of the Supervisory Board of responsibility for their supervision during the financial year 2020.

Extraordinary General Meeting of Shareholders September 28, 2021

SAAT also exercised the voting rights at Triodos Bank's (digital) Extraordinary General Meeting ("EGM") which took place on September 28, 2021.

At the EGM of September 28, 2021, SAAT approved the following proposal:

- appointment of Ms. Danielle Melis and Ms. Susanne Hannestad as members of the Supervisory Board.

AR 2020: SAAT's voting in depth

SAAT based its voting statements on evaluating the AR 2020 out of its threefold perspective: the mission, the interests of the DRHs and the interests of Triodos Bank. SAAT will discuss its voting statements regarding the AR 2020 more in depth. The voting statements by SAAT at the AGM and EGM can be found here.

The mission

SAAT safeguards the mission of Triodos Bank. Safeguarding the mission became more relevant than ever in 2020. The AR 2020 showed an extraordinary year due to the ongoing impact of COVID-19 on society, commerce in general, the DRHs and Triodos Bank. SAAT paid specific attention to achieving the mission of Triodos Bank by creating impact.

At the AGM 2021, SAAT referred to various elements to illustrate its observations:

- Triodos Bank continued the growth in loans, deposits and equity, although hampered by the three waves of COVID-19 and despite the low interest rates and returns. SAAT notes and appreciates Triodos Bank's commitment to value-based banking. SAAT supports the use of the Global Alliance for Banking on Values (GABV) scorecard by using indicators like 'assets committed to real economy' to monitor and qualify impact.
- As highlighted in SAAT's voting statement at the AGM 2021, SAAT observed that the AR 2020 clearly reflect the impact goals that SAAT has been calling on Triodos Bank to achieve. Triodos Bank for example succeeded in initiating and taking part in initiatives which change finance, such as co-founding the Club of Rome Finance Impact Hub, joining a call for fair food prices and contributing to reducing Greenhouse gas (GHG) emissions to tackle climate change. SAAT is keenly awaiting the effects of these initiatives. The developments show a net positive in the DNA of Triodos Bank creating financial change.
- SAAT appreciates the aforementioned efforts, but keeps stimulating Triodos Bank to communicate the impact in a topical manner by making the impact more accessible and visible to stakeholders, for example in its half-year results.
- The Impact Prism was highly welcomed by SAAT in 2020. SAAT however noticed the developments of the Impact Prism have lagged behind due to the focus on the COVID-19 pandemic. The future developments will be closely monitored by SAAT over the coming years.
- Triodos Bank used several parameters to give insight in the financial interests of the DRHs. The parameters showed a high impairment ratio as a result of COVID-19 and the new IFRS standard. The solvency ratio increased slightly, the leverage ratio was healthy, as well as the liquidity ratio. However, SAAT keeps stressing the desire to decrease the cost-income ratio of Triodos Bank. SAAT continues to ask the attention of Triodos Bank to put in extra efforts to decrease this ratio;
- Triodos Bank shows consistent financial results over 2020 compared to the 2019 figures, despite the (ongoing) challenges of COVID-19. Even though the net profit decreased, the net asset value of the bank increased and there has been a dividend payout (all according to the AR 2020);
- Although Triodos Bank's financial performance is stable, SAAT sees room for improvement and has communicated this to Triodos Bank consistently. In this context, it is relevant that the successive trading suspensions of DRs may negatively affect the Bank's ability to attract new capital, at least in the short term. The capital ratios however, are not expected to structurally decline according to the 'Fitch Ratings' of January 2021;
- SAAT notes the risk appetite of Triodos Bank is conservative and the Bank is aware of possible risks;
- The AR 2020 do not show material results of Triodos Bank's aim to increase fee income. SAAT noted that Triodos Bank expects to grow its fee income over time by increasing its Investment Management activities as well as fees-based banking services;
- The costs of operational activities (such as KYC/AML activities) have increased despite realizing cost efficiencies and keeping the employment costs nearly flat (as reflected in the AR 2020);
- With regard to the dividend payout, SAAT approved the proposal to pay out dividend, taking into account that this was within the regulatory framework applicable to Triodos Bank, the Dutch Central Bank had no objection and the dividend payout served the interests of DHRs;

The interests of DRHs

Regarding SAAT's policy to safeguard the interests of DRHs in the context of the financial interests of Triodos Bank, SAAT has paid conscious attention to the interests of and financial results for DRHs and the creation of impact. Beyond the consideration of the interests of the DRHs by SAAT in the context of the tradability of DRs that will be discussed in depth below, SAAT carefully monitored the extent to which the AR 2020 reflect solid financial parameters and transparent impact reporting. SAAT observed:

- During 2020, Triodos Bank interacted with a variety of stakeholders (such as the DRHs) on various occasions. The outcome of the effort to discuss topics with representatives of stakeholder groups can be found in the 'materiality matrix' of the AR 2020. Triodos Bank has refined the materiality matrix by incorporating the feedback given during the AGM 2019 and participation in various global strategic bodies. SAAT however sees room for improvement, but understands the implications COVID-19 had on keeping even more close contact with all stakeholders.

Triodos Bank's Interests

Regarding SAAT's policy to safeguard Triodos Bank's interests and independence, the Board of SAAT paid specific attention to corporate strategy to implement and achieve the Bank's goals. As set out in the sections regarding the mission and the interests of DRHs, Triodos Bank shows progress. However, SAAT keeps pushing towards taking the required next steps to improve Triodos Bank's position, e.g. in the field of centralizing and digitalizing a target operating model which reduces costs dramatically and making the Bank's balance sheet more sustainable.

Voting of DRHs during 2021

Annual Depository Receipt Holders Meeting May 21, 2021

The (digital) Annual Depository Receipt Holders' Meeting ("ADRHM") took place on May 21, 2021. SAAT did not revisit its voting statements as set out above during the ADRHM, but DRHs were free to ask and SAAT answered questions in relation to the AR 2020 as well as more general developments at Triodos Bank.

At the ADRHM, the DRHs also approved the following proposals:

- reappointment of Mr. Koen Schoors as member of the board of SAAT;

- adoption of the decision to amend the preamble of the Articles of Association of SAAT (to align the preamble with the Articles of Association of Triodos Bank).

'Extraordinary' Depository Receipt Holders Meeting September 28, 2021

The (digital) Extra Depository Receipt Holders' Meeting ("EDRHM") took place on September 28, 2021. SAAT answered questions submitted in advance by the DRHs and offered the opportunity for a supplementary Q&A.

At the EDRHM, the DRHs also approved the following proposal:

- appointment of Ms. Roelien Ritsma van Eck and Mr. Tarique Arsiwalla as new board members of SAAT.

SAAT's overall activities, observations and considerations during 2021

The challenges as described in the section Introduction set the scene for Triodos Bank in 2021. These challenges confirmed the relevance and long standing commitment of Triodos Bank to pay attention to human dignity and the environment with a holistic approach. Yet, the present market circumstances more than ever pose implications for the Bank to safeguard the interests of the Bank and its stakeholders, implement a sustainable (capital) strategy for the mid- and long term and to create a fair and reasonable return on investment. SAAT experienced that its role as a committed and responsible shareholder continues to demand special attention for the various transitional topics Triodos Bank is facing: in particular the liquidity of DRs, the improvement of (the) capital (strategy) of Triodos Bank as well as the financial performance of Triodos Bank, while maintaining the other interest of the DRHs, the (financial) interests of other stakeholders and creating impact by pursuing its mission.

These topics are critical for the future of Triodos Bank in the mid and long term. Consequently, SAAT substantially increased the number of its Board meetings and intensified its interaction with the Executive Board and the Supervisory Board.

SAAT was and is well aware that these transitional topics are essential and not in the least also critical for the DRHs, the impact of which should not be underestimated. At the same time, SAAT appreciates that each of these topics require a careful and complicated weighing of the different interests at play. More than ever SAAT's focus is on making sure that this is done in a thorough and careful process, whereby its three-fold perspective is properly taken into account.

Overview meetings during 2021

During 2021, in addition to regular so-called 3-Chairs-meetings¹, SAAT convened with:

- the Executive Board, to discuss (i) topics related to (a long term solution for) DRs and capital, such as the outcome of the DRHs survey, (ii) the green bond project, (iii) the AR 2020 and (iv) preparing the AGM 2021 and ADHRM 2021 (on March 25, 2021);
 - the Supervisory Board and the Executive Board, to discuss a future proof governance for Triodos Bank and topics related to (a long term solution for) DRs and capitalization (on April 30, 2021, July 14, 2021, August 31, 2021 and November 15, 2021);
 - the Executive Board, to discuss (i) the half year results 2021, (ii) topics related to (a long term solution for) DRs and capitalization, (iii) interaction with stakeholders and (iv) evaluation of the meetings with SAAT and DRHs (October 5, 2021);
 - the Executive Board, the legal counsel of Triodos Bank and two guests of the Supervisory Board, to discuss the developments and strategy regarding the trade in DRs and the capitalization of Triodos Bank (December 14, 2021).
- During this meeting, SAAT carefully reviewed the process steps the Executive Board (and Supervisory Board) had taken to develop a long-term solution for the capital of Triodos Bank as well as (the tradability of) the DRs. SAAT evaluated the different alternatives considered by Triodos Bank, ranging from adjusting the current system, looking for an anchor investor to deal with the oversupply, listing options at either a multilateral trading platform or a public Stock market, changing the corporate structure into for instance a cooperation, as well as the possibility of an M&A solution, as well as the criteria applied to weigh these alternatives, which took into account the three legs of SAAT's perspective. SAAT also established that Triodos Bank engaged external experts to evaluate the decision-making for due process. Furthermore, SAAT challenged Triodos Bank on the attempts of Triodos Bank to find solutions for interim relief by means of the use of a hardship arrangement and a bulletin board. The Executive Board informed SAAT that the regulators struggled with the hardship solution, which had been investigated by Triodos Bank. The allocation of a part of the buyback to hardship and the use of a bulletin board appeared to be less straight forward than expected and the Executive Board had to continue to work hard to find solutions with the Dutch regulators. SAAT expressed to appreciate the Executive Board's transparency on the future capital strategy and carefully listened to the proposed way forward and the underlying arguments. On this basis, SAAT came to the conclusion that it understood Triodos Bank's decision to work towards the MTF, but that it would only give its full appraisal of the proposal as sole shareholder of the Bank from the threefold perspective during the AGM in 2022.
 - with the Executive Board and the legal counsel of Triodos Bank, to obtain information about the process steps of Triodos Bank and the outcome of communication with the Dutch regulators (16 December, 2021).

¹ A 3-Chairs-meeting is a consultative gathering of the Chairpersons of respectively the Executive Board, the Supervisory Board and SAAT.

During 2021, SAAT also attended various informal meetings and webinars for DRHs and closely followed the preparations and carefully studied and analyzed the results of several surveys. SAAT was also present at a stakeholders' meeting on November 17, 2021, with the goal of improving overall stakeholder interaction. The 3-Chairs convened on several occasions. In these meetings various topics were discussed in order to align and/or coordinate the views, opportunities and concerns of the respective boards.

SAAT's activities during 2021 in depth

The agendas of all meetings in 2021 have been dominated by the threefold perspective of SAAT. SAAT will discuss its findings below and gives special attention to the suspension of trade of DRs and the process towards a long term solution for the capital strategy of Triodos Bank and the tradability of the DRs.

The mission

SAAT closely kept track of the mission and the impact of Triodos Bank's activities during 2021, for example by monitoring the Bank's first green bonds issuance and stimulating the communication with stakeholders about the impact thereof. Triodos Bank's frontrunning impact in the financial sector is significant, as shown by its role at the Glasgow Financial Alliance for Net Zero and the Bank's targets "As One to Zero", by which the Bank strives towards a carbon neutral balance sheet (including funds under management) as per 2035 (as mentioned in the Introduction).

The interests of DRHs

SAAT reiterated vis-à-vis the Executive Board the importance of the interests of DRHs and other stakeholders in relation to a dividend payout as well the underlying value of DRs. Particularly the suspension of the trade of DRs, the capitalization (strategy) of Triodos Bank in the mid and long term and the different alternatives have been the main topics. The process to weigh the different alternatives as well as the intention of Triodos Bank to pursue a listing on an MTF has been discussed extensively.

SAAT will provide an overview below of SAAT's role during the suspension of trade in 2021 and the intention by Triodos Bank to pursue listing of the DRs on an MTF. The minutes of the AGM and EGM 2021 elaborate on these topics in more detail, which can be found online at www.triodos.com/investing/annual-general-meeting.

So what happened? Let us go back to March 2020. As per March 2020, an acute imbalance in the DRs trading system emerged, by which the supply of DRs was greater than the demand. Because of this overhang in DRs at the start of COVID-19, the market-making buffer of Triodos Bank reached its limits and the trade was suspended. Despite the re-opening with gating mechanisms, the overhang c.q. the imbalance increased and did not restore. Thus showing (again) the limits of the trading system. Triodos Bank decided to suspend the trade on January 5, 2021.

Who made the decision to suspend trade and how did SAAT perform its role? The decision to suspend trade has been made by Triodos Bank in its sole discretion. Once the decision had been made and was communicated to the market, SAAT took notice of the rationale of this decision. SAAT's threefold perspective guided SAAT to execute its responsibility taking *inter alia* the following actions:

1. Performing – with the assistance of external legal counsel – a second opinion on the decisions of the Bank to suspend trade. The outcome was that the Bank's decision was thorough and necessary to ensure fair and equal treatment of all DRHs;
2. Understanding and monitoring questions and complaints of DRHs and continue conversations of the Bank with DRHs regarding the suspension of trade. SAAT was informed on a regular basis about the Bank's interaction with DRHs and observed that out of 45.000 DRHs certain personal hardship cases were raised by DRHs;
3. Understanding and monitoring the effects of the suspension, the re-opening and second suspension on the Bank itself, its capitalization strategy and the execution of its strategy. It became clear that after 40 years of functioning the system was not feasible anymore. For the

Bank and its stakeholders a mid term solution for access to capital is however pivotal;

4. Challenging the Bank continuously to work and, as soon as reasonably possible, take decisions on: (i) a mid- to long-term solution for the capital strategy of the Bank and tradability of DRs, (ii) individual extra-ordinary hardship cases, (iii) bridging or interim solutions, (iv) its target-operating model, (v) its bold impact targets and (vi) the implementation of and next steps in the development of its strategy;
5. Evaluating the process and the proposals by Triodos Bank on each of these aspects.

What information did SAAT obtain from the DRHs?

SAAT found it of immense importance that SAAT and the Bank engaged directly with the DRHs and sounded closely with its stakeholders. The eighth DRH meetings from 19th October till 10th November, the stakeholder meeting 17th November and the Ipsos survey have been crucial for SAAT and Triodos Bank to gather both quantitative as well as qualitative information about the interests of the DRHs and the other stakeholders of the Bank. The picture SAAT gets from the obtained information is consistently building on the picture it had earlier years:

1. DRHs invest in the Bank because of its mission and impact. DRHs want to support that impact;
2. The large majority of the DRHs are of the opinion that the Bank's independence is pivotal to realize its mission;
3. DRHs expect a fair and modest financial return and expect the Bank to improve its cost/ income ratio;
4. In general, DRHs clearly want the ability to trade the DRs (preferably based upon a Net Asset Value ("NAV")). In terms of urgency, only a minority of DRHs prioritizes this tradability.

Recognizing the painful consequences for the DRHs, in particular those that prioritize trading, SAAT understands that change of the trading system is inevitable in order to meet the interests in terms of liquidity of DRHs, other stakeholders and the Bank to ensure mid term access to capital.

What information did SAAT obtain from the Bank? As per 2021, the Bank started the project to solve the suspension of the trade as soon as possible and prepare a mid-to long term solution for the capital strategy . SAAT has been involved in a variety of meetings, during which it monitored, discussed and challenged the process of the Bank from its threefold perspective. The strategy and implementation of the Bank has been discussed with SAAT on numerous occasions (see above, and below in the section *Triodos Bank's Interests* below).

Were there alternative scenarios? As highlighted above, SAAT established that Triodos Bank evaluated numerous alternatives the Bank introduced criteria to score these scenarios, which took into account SAAT's three-fold perspective and observed the solidness and thoroughness of the overall process. SAAT concluded that:

1. Maintaining to the 'old system', by which trading DRs are traded based upon NAV is no longer possible. The suspension of the trade has been necessary to protect fair and equal treatment of all DRHs. The imbalance between supply and demand was not going to restore. The alternatives considered by Triodos Bank beyond listing the DRs on a MTF or Euronext seemed less feasible.
2. Listing the DRs at Euronext will at present not meet the collective approach of the Bank and its stakeholders – in particular the DRHs – to uphold the community of Triodos inherits more risks for mission-drift, is financially less stable for Triodos Bank and the DRs and may be more complicated for Triodos Bank and the DRs.

What is SAAT's conclusion? All of the aforementioned makes that SAAT understands the choice of the Bank to pursue a listing of the DRs on an MTF (a public statement from the Board of SAAT can be found here).

Where do we go from here? SAAT will continue to discuss the (terms of) Triodos Bank's proposals and the (decision-making) process towards the MTF in 2022. SAAT will seek further engagement with DRHs as important input for the final decision-making and encourages the Bank to continue with organizing meetings and dialogue with DRHs.

Triodos Bank's Interests

In general, SAAT monitors the health of the Bank alongside various parameters, amongst which the capitalization of the Bank and the usage of its buffer. The Bank succeeded in attracting Tier 2 capital with the green bond issuance. The Bank again prolonged its Triple B Fitch rating in February 2022.

The half-year figures 2021 underline a solid performance of the Bank. The half-year results 2021 showed deliberate capital growth, whilst the Bank's core capital remained almost stable. However, SAAT has - from the perspective of the interest of Triodos Bank - been probing what led to an increase in costs, while the profit was maintained above budget. The Executive Board explained that on the one hand Triodos Bank has been confronted with additional regulatory/AML (screening & monitoring) expenses as a medium sized bank, and an increase of the provisions in credit risk. On the other hand, the Executive Board explained that the profit has been a result of the positive recovery of the market and society as a whole, as well as a program of the European Central Bank to provide liquidity to Dutch banks including Triodos Bank.

SAAT established that:

- in order to reduce (regulatory) costs, Triodos Bank was becoming more efficient in running the Bank by for example using an IRFS system and a new way of working, with help of the move of the office to 'de Reehorst';
- despite these costs reductions, SAAT still is aware of the pressure on profitability of Triodos Bank due to the challenge to improve the costs/income ratio and deal with the low interest rate;
- SAAT has taken notice of a possible hurdle concerning the program of the European Central Bank to provide liquidity (capital adequacy). All main Dutch banks have to meet certain targets in order to create more lending volume. This may put further pressure on Dutch banks and also Triodos Bank in future;
- it is SAAT's opinion that the impact of Triodos Bank ought to become apparent (also) in half-year results. The half-year results 2021 do not yet

reflect growth in the culture sector or show an impact in health care and the social housing sector in the first half year of 2021. SAAT believes it is important that the broader stakeholder base is made aware of the impact Triodos Bank does succeed in making.

Leadership transitions

SAAT's Articles of Association stipulate that the Board of SAAT shall consist of three or more members. At present, the Board has six members, three of which from the countries where Triodos Bank operates: Belgium, Spain and the Netherlands. The composition of the Board of SAAT changed in 2021 because of the appointment of Ms. Roelien Ritsema van Eck and Mr. Tarique Arsiwalla and the resignation of Mr. Willem Lageweg (Vice-Chair) due to personal circumstances.

SAAT wishes to express its gratitude to Mr. Willem Lageweg for his contributions to SAAT, his positive and reflective approach and his personal dedication to the mission of Triodos Bank.

SAAT has reported on the leadership transitions in its Board during the ADRHM and EDRHM 2021. The recruitment of the board members has been carefully planned and executed. SAAT composed profiles by using competence matrixes to map out the Board's needs. SAAT engaged with an external consulting firm and performed an external search in collaboration with this firm. SAAT also drafted a short list as well as a long list.

In addition, SAAT closely interacted with Triodos Bank in relation to (the process for) the recruitment of vacant positions in the Executive Board and Supervisory Board of Triodos Bank, as with the resignation of Mr. Peter Blom as CEO, who was succeeded by Mr. Jeroen Rijpkema). SAAT has been involved in the selection of the Supervisory Board members. The nomination committee engaged with SAAT with regard to the vacancy's and the recruitment profiles. The competence matrix and the team dynamics of the Supervisory Board and the strategic challenges for Triodos Bank have been subject to discussion with SAAT. Once the Supervisory Board selected its preferred candidates, SAAT interviewed the candidates extensively from the perspective of the profile for

the Supervisory Board and from the perspective of the mission of Triodos Bank, the interests of the DRHs and the interest of Triodos Bank. On top of these perspectives SAAT particularly paid interest to the expected contribution of the candidates to the team dynamics and team effectiveness of the Supervisory Board.

For information about the remuneration of the members of the Board of SAAT, reference is made to the Remuneration Report 2021 (see page 117) of the Annual Report 2021.

SAAT expects that the transitional challenges faced by Triodos Bank will require ongoing intensified attention and meetings of SAAT. In good cooperation with the Executive Board and the Supervisory Board, SAAT aims to continue and may even further intensify its role in 2022 as compared to 2021. Maintaining and deepening the dialogue between Triodos Bank, SAAT and the DRHs, will be an essential part of this effort. In this context, SAAT has announced multiple meetings with DRHs in the different branches, scheduled DR-meetings around the EGM and AGM's in 2022 and will keep encouraging Triodos Bank to host informative webinars for DRHs and will keep asking attention for the (financial) interests of the DRHs. The interests of the wider group of stakeholders will equally guide the voting and activities of SAAT. Finally, SAAT will keep convening both informal and formal meetings with the Chairs Executive Board and Supervisory Board (3-Chairs-meetings) to ensure that SAAT can fulfill its role properly in these demanding times.

Additional information

SAAT's Policy

Triodos Bank's Articles of Association contain a clear and conscious choice to issue all shares to an independent Foundation in order to safeguard the mission of the Bank. In accordance with that the SAAT upholds the following principles in exercising its voting rights:

1. safeguarding Triodos Bank's mission;
2. safeguarding Triodos Bank's independence and continuity;
3. safeguarding the economic interests of the DRHs and balance these with the interests of the economic interests of Triodos Bank.

SAAT has defined its vision on how to fulfil its role guided by these principles. This vision is published at triodos.com. Because of its independence and the principles guiding its voting rights, there is an ongoing dialogue within SAAT itself about the relevance for Triodos Bank of developments in society. Based on its observations and the internal dialogue, SAAT challenges the Supervisory Board and the Executive Board about its strategy and the implementation thereof as reflected in the AR 2020 and half-year results 2021. SAAT expresses its opinion on the actions and performance of Executive Board policy and the Supervisory Board supervision by means of executing its voting rights at the AGM and the EGM 2021.

With full consideration of the Vision on Fulfilling SAAT's Role as published on the website of Triodos Bank (www.triodos.com/governance), SAAT has undertaken to understand, verify and consider all the aspects involved in the proposals that the Executive Board brought forward, yet critically challenging the various aspects thereof and at certain moments engaged its own legal counsel to ascertain to be fully informed also on the legal (supervision) aspects involved. SAAT has sought to

investigate and evaluate the reasons, arguments in favor and against and the balancing all of these aspects against each other in order to prepare itself for a considered judgement when it will come to exercise its voting rights. All the way through 2021, SAAT has let itself be guided by the threefold perspective: safeguarding wherever and whenever possible the mission and interests of the Bank and the interests of the DRHs.

The Role of SAAT in the Corporate Governance of Triodos Bank

All shares of Triodos Bank are held by SAAT. SAAT issues DRs to finance the shares. DRHs benefit from the economic rights associated with these shares, such as the right to dividend, but do not exercise the voting rights related to the shares. Voting rights are vested in SAAT.

A more detailed description of the corporate governance structure of Triodos Bank, and the rights and responsibilities of SAAT and the DRHs, can be found in the chapter on Corporate Governance (see page 113).

SAAT fulfils its role according to its policy as described in the afore mentioned document Vision on Fulfilling SAAT's Role, which, as mentioned, can be found at www.triodos.com/governance.

For an overview of the shares taken in trust and the issued DRs of Triodos Bank, as at December 31, 2021, please refer to SAAT statement of shares (see page 384).

Zeist, March 16, 2022

Board of SAAT

Josephine de Zwaan, Chair
Jolande Sap, Vice-Chair
Tarique Arsiwalla
Roelien Ritsema van Eck
Koen Schoors
Mercedes Valcarcel

SAAT statement of shares

Statement of the shares taken in trust and the issued depository receipts of Triodos Bank N.V. as at 31 December 2021

| in thousands of EUR | 2021 | 2020 |
|--|-------------|-------------|
| Triodos Bank NV shares taken in trust, having a nominal value of EUR 50 each | 723,353 | 723,353 |
| Issued depository receipts of Triodos Bank NV, having a nominal value of EUR 50 each | 723,353 | 723,353 |

Basis of preparation

The SAAT statement of shares as at 31 December 2021 of Stichting Administratiekantoor Aandelen Triodos Bank ('SAAT') is based on the nominal value of the total number of issued shares by Triodos Bank N.V. that are held in custody by SAAT, versus the total number of issued depository receipts of Triodos Bank shares by SAAT to the depository receipt holders.

The purpose of this statement is to provide the depository receipts holders insight to whether the total issued shares by Triodos Bank reconcile to the total issued depository receipts by SAAT.

Zeist, 16 March 2022

Board of SAAT

Josephine de Zwaan, Chair
Jolande Sap, Vice-Chair
Tarique Arsiwalla
Roelien Ritsema van Eck
Koen Schoors
Mercedes Valcarcel

Independent auditor's report

To: the board of Stichting Administratiekantoor Aandelen Triodos Bank ('SAAT' or 'the foundation')

Report on the SAAT statement of shares 2021

Our opinion

In our opinion, the accompanying SAAT statement of shares as at 31 December 2021 is prepared, in all material respects, in accordance with the accounting principles as included in the basis of preparation note to the SAAT statement of shares.

What we have audited

We have audited the accompanying SAAT statement of shares as at 31 December 2021 ('SAAT statement of shares 2021'). The financial reporting framework that has been applied in the preparation of the SAAT statement of shares 2021 is the number of shares and certificates respectively times the nominal value, as set out in the basis of preparation note to the SAAT statement of shares.

The basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the section 'Our responsibilities for the audit of the SAAT statement of shares 2021' of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of Stichting Administratiekantoor Aandelen Triodos Bank in accordance with the 'Verordening inzake de

onafhankelijkheid van accountants bij assurance-opdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics).

Emphasis of matter - Basis of accounting and restriction on use

We draw attention to the basis of preparation note to the SAAT statement of shares 2021, which describes the basis of accounting. Our opinion is not modified in respect of this matter. Our auditor's report is addressed to and intended for the exclusive use by the board of SAAT in connection with their reporting to the depository receipt holders and may not be used for any other purpose. We do not accept or assume and deny any liability, duty of care or responsibility to parties other than the board of SAAT.

Responsibilities for the SAAT statement of shares 2021 and the audit

Responsibilities of the board

The board is responsible for:

- the preparation of the SAAT statement of shares 2021 in accordance with the accounting principles as included in the basis of preparation note to the SAAT statement of shares 2021; and for
- such internal control as the board determines is necessary to enable the preparation of the SAAT statement of shares 2021 that is free from material misstatement, whether due to fraud or error.

Our responsibilities for the audit of the SAAT statement of shares 2021

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our objectives are to obtain reasonable assurance about whether the SAAT

statement of shares 2021 as a whole is free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high, but not absolute level of assurance, which makes it possible that we may not detect all material misstatements. Misstatements may arise due to fraud or error. They are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the SAAT statement of shares 2021.

Materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A more detailed description of our responsibilities is set out in the appendix to our report.

Amsterdam, 16 March 2022

PricewaterhouseCoopers Accountants N.V.

M.D. Jansen RA

Appendix to our auditor's report on the SAAT statement of shares 2021

In addition to what is included in our auditor's report we have further set out in this appendix our responsibilities for the audit of the SAAT statement of shares 2021 and explained what an audit involves.

The auditor's responsibilities for the SAAT statement of shares 2021

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our objectives are to obtain reasonable assurance about whether the SAAT statement of shares 2021 as a whole is free from material misstatement, whether due to fraud or error. Our audit consisted, among other things of the following:

- Identifying and assessing the risks of material misstatement of the SAAT statement of shares 2021, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the foundation's internal control.
- Evaluating the appropriateness of accounting policies used by the board.
- Evaluating the overall presentation, structure and content of the SAAT statement of shares 2021, including the disclosures, and evaluating whether the SAAT statement of shares 2021 represents the underlying transactions and events free from material misstatement.

We communicate with the board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.