Triodos Bank N.V.

Charter of the Supervisory Board

May 2026

Supervisory Board Charter

Approved on: 28 May 2026

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Introduction

This document sets out the charter of the Supervisory Board of Triodos Bank N.V.

This Charter was adopted and lastly amended by the Supervisory Board of Triodos Bank on 28 May 2026.

The meaning of certain capitalised terms used in this Charter is set out in the List of Definitions attached as **Appendix**.

Article 1. Status and contents of the Charter

1.1 This Charter sets out the duties and responsibilities of the Supervisory Board and its rules of procedure. The provisions of this Charter are complementary to the relevant rules for the functioning of the Supervisory Board, as set out by the Dutch and the European regulatory framework and the Articles of Association. The Charter also reflects Triodos Bank's application of the Dutch Corporate Governance Code and Banking Code.

1.2 If one or more provisions of this Charter are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of this Charter is, to the greatest extent possible, similar to that of the invalid provisions.

1.3 These following annexes are attached to, and form an integral part of, this Charter:

Annex A: Profile of the membership and composition of the Supervisory Board;

Annex B: Charter of the Supervisory Board's Audit and Risk Committee;

Annex C: Charter of the Supervisory Board's Nomination and Remuneration Committee;

Appendix: List of definitions

1.4 The external auditor of the Company has taken notice of this Charter and will comply with this Charter to the extent applicable.

1.5 This Charter is published on the Company's website: www.triodos.com.

Article 2. Responsibilities of the Supervisory Board

2.1 General principles

2.1.1 In the performance of their tasks and responsibilities, the Supervisory Board and its members shall take the following principles into account:

a. The Supervisory Board and its members are guided by the interests of the Company and its business and shall consider the interests of the Company's stakeholders;

b. The Supervisory Board and its members perform their tasks in a meticulous, expert and fair manner, and in compliance with applicable laws and regulations, internal regulations, and codes of conduct;

c. The Supervisory Board and its members promote a culture of openness and accountability within the Supervisory Board itself and between the different boards within the Company;

d. The Supervisory Board takes into critical consideration any information, proposals or decisions that are submitted to the Supervisory Board by the Executive Board.

2.2 General responsibilities

2.2.1 The Supervisory Board has the following general responsibilities:

a. To oversee, advise and constructively challenge the Executive Board;

b. To supervise the management and the general affairs of the Company and the business connected with it.

2.3 Responsibilities regarding strategy, risk management, and oversight

2.3.1 The Supervisory Board supervises, monitors, and advises the Executive Board on the following matters:

a. The consistent implementation of the Company's strategy for sustainable long-term value creation, and the process for strategy setting;

b. the Company's overall performance and the achievement of the Company's mission and statutory object as set out by the Articles of Association;

c. The consistent implementation of the Risk Strategy, the risk appetite, and the risk management framework, the Company's commercial activities and the risk profile in the context of the risk appetite, and whether capital allocation and liquidity impact in the general sense are in line with the risk appetite;

d. The effectiveness of the design and operation of the internal governance framework and internal risk management and control systems;

e Corporate social responsibility issues that are relevant to the enterprise;

f. The creation of a culture aimed at sustainable long-term value creation and supporting the mission;

2.3.2 The Supervisory Board also has the following responsibilities:

a. Monitoring that the risk culture of the Company is implemented consistently;

b. Overseeing the implementation and maintenance of a code of conduct and effective policies to identify, manage and mitigate actual and potential conflicts of interest;

c. Ensuring that the Group Directors of the risk-, compliance- and internal audit functions are able to act independently and, regardless the responsibility to report to other internal bodies, business lines or units, can raise concerns and warn the Supervisory Board directly, where necessary, when adverse risk developments affect or may affect the Company;

d. Once per year, upon the advice of the Audit and Risk Committee, approving the Risk Appetite Statement including limits as proposed by the Executive Board;

e. Approving the appointment and dismissal of the Group Directors of the risk and compliance functions.

2.4 Responsibilities regarding financial reporting and audit

2.4.1 The Supervisory Board has the following responsibilities:

a. Supervising, monitoring and advising the Executive Board on the financial and sustainability reporting process and the integrity and quality of the financial and sustainability reporting;

b. Overseeing the internal audit function, maintaining regular contact with the Group Director of the internal audit function, approving the appointment and dismissal of the Group Director of the internal audit function, and approving the internal audit plan;

c. Upon the advice of the Audit and Risk Committee, approving the disclosure of financial information and sustainability information by the Company;

d. Upon advice of the Executive Board and the Audit and Risk Committee, selecting and recommending to the General Meeting the appointment of the Company's external auditor and deciding on the engagement;

e. Upon the advice of the Audit and Risk Committee, approving the policy on the external auditor's independence;

f. Supervising the external auditor's functioning.

2.5 Responsibilities regarding nomination and remuneration

2.5.1 The Supervisory Board has the following responsibilities:

a. Ensuring that a formal and transparent procedure is in place is for the appointment and dismissal of Executive Board members and the appointment and reappointment of Supervisory Board members, in accordance with the ED&I Policy;

b. Ensuring that there is a sound succession plan for the Executive Board and Supervisory Board;

c. Evaluating the functioning of the Executive Board, the Supervisory Board and its committees, and their individual members;

2.5.2 The Supervisory Board also has the following responsibilities, upon the advice of the Nomination and Remuneration Committee:

a. Appointing the Executive Board members, on the basis of a role-specific profile;
b. Selecting and recommending candidates to be nominated for appointment to the members of the Supervisory Board;
c. Approving an ED&I Policy for the composition of the Supervisory Board, the Executive Board, and the senior management of the Company.
d. Approving the general principles of the remuneration policy of the Company;
e. Supervising the implementation of the remuneration policy of the Company;
f. Periodically reviewing the general principles of the remuneration policy of the Company, including reviewing whether the remuneration policy is gender neutral;
g. Ensuring that a central and independent internal assessment takes place at least once per year in order to test the implementation of the remuneration policy of the Company for compliance with the remuneration policies and procedures;
h. Submitting a proposal to the General Meeting of Triodos Bank for a remuneration policy for Executive Board members and Supervisory Board members;
i. Determining the remuneration of Executive Board members in accordance with this remuneration policies and the contractual terms and conditions of employment of Executive Board members;
j. Adopting, on an annual basis, the Supervisory Board's remuneration report on the remuneration policies for the Executive Board and the Supervisory Board.

2.6 Responsibilities regarding governance

2.6.1 The Supervisory Board supervises, monitors, and advises the Executive Board on the following matters:

a. The organisational structure of the Company, in particular monitoring its consistent implementation, robustness, transparency and the presence of effective communication and reporting channels;
b. Compliance with legislation, the Articles of Association and other regulations;
c. The relationship with the shareholder of the Company;
d. The establishment and implementation of internal procedures which safeguard that all relevant information is known to the Executive Board and Supervisory Board in a timely fashion;
e. The application of good employer practices, including the maintenance of a safe, healthy, and inclusive working environment.

2.6.2 The Supervisory Board also has the following responsibilities:

a. Reviewing and approving any specific corporate actions as required by the Articles of Association and/or applicable laws and regulations;
b. Reviewing and approving any proposals by the Executive Board to pay out dividend, interim dividend, and any other distributions from the reserves of the Company;
c. Reviewing and approving the dividend policy of the Company;
d. Preparing and seeing to the publication of a report on the activities of the Supervisory Board during the preceding financial year.

2.7 Responsibilities regarding conflicts of interest and misconduct

2.7.1 The Supervisory Board has the following responsibilities:

a. Handling and deciding on reported conflicts of interest of the Executive Board or its members;
b. Annually reviewing and approving reported related party transactions;
c. Seeing to it that appropriate internal alert procedures are adopted which allow staff to draw attention to misconduct or irregularities (Whistleblower Procedure), supervising that appropriate and independent investigations are performed into signs of misconduct or irregularities and that there is an adequate follow-up of possible recommendations for remedial actions in case misconduct or irregularities are discovered;
d. Handling and deciding on reported alleged irregularities which relate to the functioning of Executive Board members, whereby the Supervisory Board has the possibility of initiating its own investigation and to coordinate this investigation.

Article 3. Composition, expertise, and independence of the Supervisory Board

3.1 The Supervisory Board consists of such number of members as determined in accordance with the Articles of Association. The Supervisory Board shall prepare a profile of its scope and composition, taking into account the nature of the business, its activities, and the desired expertise, experience, competencies and independence of its members. The profile shall address aspects of equity, diversity and inclusion. The profile shall state what specific objectives are pursued by the Supervisory Board in relation to equity, diversity and inclusion. The Supervisory Board shall evaluate the profile annually. The present profile of the Supervisory Board is attached as Annex A. The Audit and Risk Committee and the Nomination and Remuneration Committee shall be subject to specific requirements as regards competency and experience. These are addressed in Annexes B and C.

3.2 The composition of the Supervisory Board shall be such that the combined experience, expertise and independence of its members meet the profile and enables the Supervisory Board to best carry out the variety of its responsibilities and duties to the Company and all others involved in the Company consistent with applicable law and regulation. The division of duties with respect to board committees among the members of the Supervisory Board follows from the rules of the respective committees, as laid down in Annexes B, and C.

3.3 In composing the Supervisory Board, the following requirements must be observed:

a. All of its members must be capable of assessing the broad outline of the overall policy of the Company and its business;
b. All of its members must match the profile and, by way of their respective participation in the Supervisory Board (upon (re)appointment and thereafter), the Supervisory Board as a whole must be composed in accordance with article 3.2;
c. Considering the international character of the Company, the appointment of an appropriate number of non-Dutch nationals to the Supervisory Board is desirable;
d. At least one of the members of the Supervisory Board must have relevant expertise in financial and non-financial administration and accounting for middle sized or large companies;
e. All of its members, with the possible exception of no more than one person, must be independent within the meaning of article 3.4;
f. No member shall hold office for more than eight years, which may be extended for another two years, and thereafter for another two years, unless the General Meeting decides otherwise due to exceptional circumstances;
g. The number of supervisory boards of Large Companies of which an individual may be a member shall be limited to such

an extent that the proper performance of their duties is assured; the maximum number is five, for which purpose the chairship of a supervisory board counts double; and

h. None of its members may be a member of the Board of SAAT.

3.4 A member of the Supervisory Board will not be considered independent within the meaning of article 3.3 sub e (and will accordingly be considered independent if none of the below apply to them) if they or their wife/husband, registered partner or other life companion, (foster) child or relative by blood or marriage up to the second degree as defined under Dutch law:

a. Has been an employee or Executive Board member of the Company (or an issuing institution associated with the Company as referred to in section 5:48 of the Financial Supervision Act (Wet op het financieel toezicht) in the five years prior to their appointment;

b. Receives personal financial compensation from the Company, or an entity associated with it, other than the compensation received for the work performed as a Supervisory Board member and insofar as this is not in keeping with the normal course of business;

c. Has had an important business relationship with the Company or a company associated with it in the year prior to their appointment. This will in any event include the situation where a Supervisory Board member, or the firm of which they are a shareholder, partner, associate or advisor, has acted as advisor to the Company (consultant, external auditor, civil notary and lawyer) and the situation where a Supervisory Board member has been a management board member or an employee of any bank with which the Company has a lasting and significant relationship;

d. Is a member of the management board of a company in which an Executive Board member (whom they supervise) is a Supervisory Board member (cross-ties);

e. Holds at least 10 percent of the shares/depository receipts in the Company (including the shares/depository receipts held by natural persons or legal entities which collaborate with them under an express or tacit, oral or written agreement);

f. Is a member of the managing or supervisory board - or is a representative in some other way - of a legal entity which directly or indirectly holds at least 10 percent of the shares/depository receipts in the Company;

g. Is a management board member within the same group company; and

h. Has temporarily managed the Company during the previous twelve months where Executive Board members have been absent or unable to discharge their duties.

3.5 Executive Board and Supervisory Board members shall report any Other Positions to the Supervisory Board in advance. The Supervisory Board shall discuss such Other Positions at least annually. The acceptance of a membership of a supervisory board by a member of the Executive Board requires the approval of the Supervisory Board. In case a Supervisory Board member intends to accept an Other Position:

a. The respective Supervisory Board member shall inform the Chair in writing of their intention, providing all relevant details on the envisaged new Other Position. A copy is sent to the Chair of the Executive Board.

b. The Supervisory Board, having heard the Chair (or, when the Other Position concerns the Chair, the Vice-Chair), the Chair of the Executive Board, and the Group Director of Compliance of Triodos Bank, will decide on the approval of the Other Position and its compatibility with the membership of the Supervisory Board of Triodos Bank. Such approval shall not be unreasonably withheld.

c. The decision of the Supervisory Board will take into account:

i. Potential incompatibility with the values and mission of Triodos Bank, leading to possible reputational damage;

ii. Potential conflicts of interests, and the capability of the Supervisory Board member to conduct his or hers responsibilities with independence of mind, independence of appearance and formal independence;

iii. Potential incompatibility in terms of the availability of the Supervisory Board member, which could hinder a proper performance of the Supervisory Board member in the Supervisory Board of Triodos Bank; and

iv. Any other related issue, which could negatively impact the integrity of the Supervisory Board.

3.6 The following information about each Supervisory Board member should be included in the Report of the Supervisory Board:

a. Sex, or if desired by the person concerned, gender identity;

b. Age;

c. Principal external position outside Triodos Bank (if applicable);

d. Nationality;

e. Other Positions; insofar as relevant to the performance of duties as a member of the Supervisory Board;

f. Date of initial appointment;

g. Current term in office;

h. Number of shares/depository receipts in the Company's capital.

Article 4. Chair, Vice-Chair and secretary

4.1 The Supervisory Board shall appoint from among its members a chair (the 'Chair'). The Chair chairs the meetings of the Supervisory Board, acts on behalf of the Supervisory Board as main contact for the Executive Board and ensures the orderly and efficient conduct of the General Meeting.

4.2 The Chair of the Supervisory Board shall see to it that:

4.2.1 There is a permanent education programme, with the aim of maintaining and or improving the expertise of the Supervisory Board members, and that the Supervisory Board members follow their induction and permanent education or training programme;

4.2.2 The Supervisory Board members shall timely receive all information which is necessary for the proper performance of their duties;

4.2.3 There is sufficient time for consultation and decision-making by the Supervisory Board and the co-ordination of the Supervisory Board's decision-making process;

4.2.4 Discussions are open and critical, and dissenting views can be expressed and discussed within the decision-making process;

4.2.5 The Supervisory Board and the committees of the Supervisory Board function properly;

4.2.6 The performance of the Executive Board and Supervisory Board members is assessed at least once a year;

4.2.7 The Supervisory Board has proper contact with the Executive Board members and the works council (or central works council) and that the results thereof are timely and prudently communicated to the other members of the Supervisory Board;

4.2.8 The Supervisory Board receives, and decides on, reported potential conflicts of interest within the meaning of article 11;

4.2.9 The Supervisory Board receives, and decides on, reported alleged irregularities relating to the functioning of the Executive Board members with regard to the Whistleblower procedure;

4.2.10 The Executive Board performs its activities in respect of culture and mission;

4.2.11 The Supervisory Board recognises signs from the enterprise affiliated with the Company and ensures that any (suspicion of) material misconduct is reported to the Supervisory Board without delay;

4.2.12 Effective communication with the Company's shareholder is assured; and

4.2.13 That the Supervisory Board is involved closely, and at an early stage, in any merger or takeover process.

4.3 The Chair of the Supervisory Board shall not be a former Executive Board member.

4.4 As part of the process to fill the vacancy of Chair of the Supervisory Board, an individual profile shall be drawn up that also focuses on the Company's requirements in terms of expertise and experience in relation to the financial sector and familiarity with the socio-economic and political culture and the social environment of the Company's main markets.

4.5 The Chair ensures that the Supervisory Board elects a Vice-Chair, who shall replace the Chair in their absence, The Vice-Chair also acts as contact for individual Supervisory Board members and the Executive Board members concerning the functioning of the Chair of the Supervisory Board.

4.6 The Supervisory Board shall be assisted by a secretary, to be appointed and dismissed by the Executive Board after approval by the Supervisory Board. The secretary shall be primarily responsible for:

a. Compliance of the Supervisory Board's functioning with Dutch law, the Company's Articles of Association and the rules and regulations issued pursuant thereto;

b. Ensuring that correct procedures are followed;

c. Facilitating the provision of information of the Executive Board and Supervisory Board;

d. Assisting the Chair of the Supervisory Board in the logistics of the Supervisory Board (information, agenda, evaluation, etc.); and

e. Application of the induction, permanent education and training programme.

Article 5. Supervisory Board committees

5.1 The Supervisory Board may assign specific preparatory tasks to permanent or ad hoc committees. A committee consists of at least two members, who are appointed by the Supervisory Board from its own members.

5.2 The Supervisory Board shall adopt a set of regulations for each committee, providing a clear mandate and outlining the committee's role, responsibilities, membership, and composition.

5.3 The responsibility of the Supervisory Board to take decisions cannot be delegated to a committee. This responsibility remains with the entire Supervisory Board, also when a committee prepares a decision or advises on a decision.

5.4 A committee may address any other matters delegated to it by the Supervisory Board.

5.5 On a regular basis, the Supervisory Board shall receive from each committee a report of its deliberations and findings.

5.6 The composition of committees, the number of committee meetings and the main items discussed shall be recorded in the Supervisory Board's report.

5.7 The Supervisory Board has the following permanent committees:

a. The Audit and Risk Committee;

b. The Nomination and Remuneration Committee.

The Charters of the Audit and Risk Committee and the Nomination and Remuneration Committee are attached as Annexes B and C, respectively.

Article 6. (Re)appointment, term and resignation

6.1 The members of the Supervisory Board shall be appointed in the manner as provided in the Company's Articles of Association on the nomination of the Supervisory Board and in accordance with the ED&I policy. The nomination for appointment shall state the reasons for the specific nomination. In nominations for re-appointment, the manner in which the candidate fulfilled their duties as member of the Supervisory Board shall be taken into account.

6.2 The Supervisory Board shall prepare a rotation schedule. Subject to article 6.3., members of the Supervisory Board shall resign in accordance with the rotation schedule.

6.3 Members of the Supervisory Board shall resign in the event of a failure to adequately exercise their duties, structural differences of opinion, conflicting interest, other important circumstances, which hamper the requirements of team spirit and/or mutual trust, and other instances where resignation is deemed necessary by the Supervisory Board. A member of the Supervisory Board shall also resign if he or she loses the confidence of the General Meeting. If necessary, the Chair shall remind the member of his or her responsibilities in this respect.

6.4 Whenever a vacancy arises on the Supervisory Board, an individual profile shall be drawn up for the new member of the Supervisory Board.

6.5 Members of the Supervisory Board who take on the management of the Company temporarily, where the Executive Board members are absent or unable to discharge their duties, shall (temporarily) resign from the Supervisory Board in order to do so.

Article 7. Remuneration

7.1 The Supervisory Board shall at least once very four years submit a proposal to the General Meeting for a policy in respect of the remuneration to be paid to the Chair and other members of the Supervisory Board and its committees.

7.2 Prior to submission to the General Meeting, this remuneration policy shall be submitted to the works council, which may render its advice. The advice of the works council shall be submitted to the General Meeting simultaneously with the proposal to adopt the remuneration policy. If the advice of the works council is not (entirely) followed, the supervisory board shall explain to the General Meeting in writing why the advice was not followed, and the chair of the works council or a member designated by the chair may provide the General Meeting with an explanation of the works council's advice.

7.3 A Supervisory Board member shall be compensated only with fixed remuneration and shall not be granted any shares/depository receipts and/or rights to shares/depository receipts by way of remuneration.

7.4 Any shares/depository receipts held by a Supervisory Board member in the Company are meant to be long-term investments and are expected to be held at least until the end of his or her tenure on the Board.

7.5 The Company shall not grant its Supervisory Board members any personal loans, guarantees or the like unless in the normal course of business on terms applicable to the co-workers as a whole and after approval of the Supervisory Board. Any such loans shall not be forgiven.

7.6 The members of the Supervisory Board shall not take part in any (staff) bonus schemes and shall not enjoy more favourable conditions governing the products and services offered by the Company and its subsidiaries than other customers.

7.7 Members of the Supervisory Board shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the prior consent of the Chair; the Chair will inform the Supervisory Board on an annual basis.

7.8 The remuneration policy for the Supervisory Board, including fees, reimbursement of expenses and other agreed terms and conditions, shall be determined by the General Meeting. The applicable terms and conditions will be confirmed in writing by the Company to each individual member of the Supervisory Board upon their appointment.

The notes to the annual accounts shall contain full and detailed information on the amount and structure of the remuneration of Supervisory Board members.

Article 8. Induction programme, permanent education and training

8.1 Each member of the Supervisory Board shall follow an induction programme, prepared and sponsored by the Company, addressing:

a. General financial, social and legal affairs;

b. Financial and non-financial reporting by the Company;

c. Specific aspects unique to the Company and its business activities;

d. The company culture and mission;

e. The relationship with the works council; and

f. Responsibilities of members of the Supervisory Board.

8.2 The permanent education programme shall cover relevant developments at the Company and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, risk management, financial and non-financial reporting and audits. Every member of the Supervisory Board shall take part in the permanent education programme.

8.3 The Supervisory Board shall regularly evaluate the induction programme; it will also evaluate the permanent education programme annually to identify any other specific aspects in respect of which further training and education is required. The Company shall play a facilitating role in this respect.

Article 9. Supervisory Board meetings

9.1 The Supervisory Board shall meet at least five times a year in a joint meeting with the Executive Board. Meetings can also be convened whenever two or more of its members, or the Chair of the Supervisory Board, have requested a meeting. Supervisory Board meetings are generally held at the offices of the Company, but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference provided that all participants can hear each other simultaneously.

9.2 The ongoing items to be considered and discussed at Supervisory Board meetings include discussing and approving corporate strategy (and changes thereto) with the Executive Board (e.g. long-term strategy), monitoring the implementation of the strategy and the main risks in relation thereto (including the main risks of the business and the (operational) processes, reviewing the Company's budget and financial results, approving major decisions requiring Supervisory Board action, and receiving reports from the Supervisory Board's committees.

9.3 The Supervisory Board shall discuss at least once a year, if desired with an external adviser:

a. The functioning of the Supervisory Board, the functioning of the separate committees and its individual members, and the conclusions that it draws on the basis thereof. In doing so attention will be paid to substantive aspects conduct and culture, the mutual interaction and collaboration, the interac¬tion with the Executive Board and events that occurred in practice from which lessons may be learned. Once every three years the functioning of the Supervisory Board shall be evaluated with the support of independent facilitation and advice;

b. The desired profile, composition and competence of the Supervisory Board;

c. Both the functioning of the Executive Board as a body and the performance of the individual members and the conclusions that it draws on the basis thereof;

d. The evaluation of the induction and permanent education and training programme as referred to in article 8; and

e. The result of the assessment by the Executive Board of the design and effectiveness of the internal risk management and control systems, as well as any significant changes thereto.

Unless the Supervisory Board decides otherwise, the matters referred to in 9.3 sub a through 9.3 sub c shall be discussed without the Executive Board members being present. The Supervisory Board may request to review the performance of the Executive Board members with the Chair of the Executive Board.

9.4 The agenda of the meetings shall be drawn up in joint consultation between the Chair of the Supervisory Board and the Chair of the Executive Board.

9.5 Each member of the Supervisory Board has one vote. A member of the Supervisory Board may give another member a proxy only in respect of a specific and clear-cut situation.

9.6 Members of the Supervisory Board who are frequently absent during meetings of the Supervisory Board shall be asked by the Chair to explain their absence. Attendance of the meetings of the Supervisory Board is registered and reported.

9.7 The external accountant of the Company shall attend each Supervisory Board meeting at which the annual accounts are discussed. The Supervisory Board shall be permitted to examine the most important points of discussion between the external auditor and the Executive Board based on the draft management letter or the draft audit report.

9.8 Meetings shall be convened by the secretary. Notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched at least 5 working days before the meeting and sent to each member of the Supervisory Board and Executive Board. In exceptional circumstances, a shorter notice period may be agreed upon with the Chair.

9.9 Minutes of the meeting shall be prepared by the secretary of the meeting, to be adopted in the next meeting. If all members of the Supervisory Board agree on the contents of the minutes, they may be adopted earlier. The minutes of the meeting shall set out the items on the agenda and clearly state the key arguments in discussions, the decisions taken and actions agreed; they shall be signed for adoption by the Chair and the secretary and shall be dispatched to all members of the Supervisory Board together with the notice and agenda for the next meeting.

Article 10. Supervisory Board resolutions

10.1 Each Supervisory Board member has one vote. The Supervisory Board strives to reach decisions by consensus. If consensus cannot be reached, a resolution may be adopted by majority of votes cast. Supervisory Board members who have a conflict of interest as referred to in article 11 shall not take part in the vote.

10.2 The Supervisory Board can only validly adopt resolutions in a meeting in which at least the majority of its members is present or represented. Supervisory Board members who have a conflict of interest as referred to in article 11 shall not be taken into account when calculating this quorum.

10.3 In the event of a tied vote, the Chair shall have a casting vote.

10.4 The Supervisory Board may also adopt resolutions outside a meeting, provided that the proposal has been submitted to all of its members and all members speak in favour of the proposal, not taking into account any members who have a conflict of interest as referred to in article 11.

10.5 The secretary shall prepare and circulate, for signing by all members of the Supervisory Board, any resolutions that are adopted outside a meeting, enclosing any written comments received. Resolutions outside of meetings are deemed to be adopted once all members of the Supervisory Board have signed the resolution. The adoption of resolutions outside a meeting must be reported at the next meeting.

Article 11. Conflict of interest and US Sanctions Rules

11.1 A member of the Supervisory Board shall not represent the interest of any particular constituency.

11.2 A Supervisory Board member should report any potential conflict of interest that is of material significance to the Company and/or to them, to the Chair of the Supervisory Board without delay and provide all relevant information on this subject, including information relevant to the situation regarding their spouse, registered partner or life companion, (foster) child or relative by blood or marriage up to the second degree as defined under Dutch law. If the Chair of the Supervisory Board has a potential conflict of interest, they must report this to the Vice-Chair of the Supervisory Board without delay and provide all relevant information on this subject, including information relevant to the situation regarding their spouse, registered partner or life companion, (foster) child or relative by blood or marriage up to the second degree as defined under Dutch law. The Supervisory Board member concerned shall not take part in the assessment by the Supervisory Board of whether a conflict of interest exists. A conflict of interest may among others exist if the Company intends to enter into a transaction with a legal entity (i) in which a Supervisory Board member personally has a material financial interest; or (ii) which has a management board member who has a relationship under family law with a member of the Supervisory Board of the Company.

11.3 A Supervisory Board member shall not take part in a discussion and/or decision-making on a subject or transaction in relation to which he/she has a conflict of interest with the Company.

11.4 All transactions in which there are conflicts of interest with Supervisory Board members shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with Supervisory Board members that are of material significance to the Company and/or to the relevant Supervisory Board members require the approval of the Supervisory Board. Such transactions shall be published in the annual report, together with a statement of the conflict of interest and a declaration that this article 11 has been complied with.

11.5 All transactions between the Company and legal or natural persons who hold at least 10 percent of the shares/depository receipts in the Company shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the Company and/or to such persons require the approval of the Supervisory Board. Such transactions shall be published in the annual report, together with a declaration that this clause 11.5 has been observed.

Decisions to enter into transactions in which there are conflicts of interest between the Company on the one hand or an Executive Board member or a Supervisory Board member on the other hand are the responsibility of the Supervisory Board. The Supervisory Board approves and periodically reviews related party transactions.

11.6 A delegated Supervisory Board member is a Supervisory Board member who has a special Supervisory Board duty. The delegation may not extend beyond the duties of the Supervisory Board itself and may not include the management of the Company. It may entail more intensive supervision and advice and more regular consultation with the Executive Board. The delegation shall be of a temporary nature only. The delegation may not detract from the role and power of the Supervisory Board. The delegated

Supervisory Board member remains a member of the Supervisory Board.

11.7 If a member of the Supervisory Board qualifies as a US person as a result whereof the international sanctions regimes of the Unites States of America (US Sanctions Rules) apply to them, the agenda will be reviewed by the Group Director Compliance whether subjects are being dealt with in respect of which a US person should abstain from the deliberations and decision-making in light of the US Sanction Rules. The Group Director Compliance will immediately report to the Chair of the Supervisory Board if there are subjects a US person should abstain from deliberations and decision-making. If the Chair qualifies as a US person, the Group Director Compliance will inform the Vice-Chair.

11.8 The respective member of the Supervisory Board will not take part in a discussion and/or decision-making in regarding Triodos' sanctions policy and other items that may fall within the scope of the US Sanctions Rules, such as decision-making regarding certain transactions or actions with Sanctioned Countries or with persons and/or entities sanctioned under the List of Specially Designated Nationals and Blocked Persons published by the Office of Foreign Assets Controls.

11.9 Articles 11.7 and 11.8 also apply to meetings of subcommittees of the Supervisory Board when the respective Supervisory Board member is a member of such subcommittee.

Article 12. Information, relationship with the Executive Board

12.1 The Supervisory Board, and its individual members, have their own responsibility for obtaining all information from the Executive Board and the external auditor that the Supervisory Board needs in order to be able to carry out its duties properly as a supervisory body. If the Supervisory Board considers it to be necessary, it may obtain information from officers and external advisors of the Company. The Company shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.

12.2 The Executive Board shall timely provide the Supervisory Board and its committees with information (if possible, in writing) on all facts and developments concerning the Company which the Supervisory Board may need to function as required and to properly carry out its duties.

12.3 The Executive Board shall inform the Chair of the Supervisory Board without delay of any signs of actual or suspected material misconduct or irregularities within the Company and its enterprise.

12.4 The Executive Board shall at least quarterly report to the Supervisory Board on inter alia the financial results and development of the balance sheet and other relevant details relating to the business of the Company, marketing, investments and staff. This periodic report shall be accompanied by a letter from the Executive Board containing an explanation of, and comments on, the above as well as information concerning its policies.

12.5 The Executive Board shall discuss in advance the publication of the preliminary annual figures and interim figures and the related press releases with the Chair of the Supervisory Board.

12.6 The Executive Board shall submit for approval details of proposed acquisitions and divestments of business activities in excess of EUR 5 million to the Supervisory Board in writing either during or between meetings. The Executive Board shall notify – after consultation with the Chair of the Supervisory Board – the Supervisory Board of major acquisitions and divestments of business activities, which do not exceed EUR 5 million.

Article 13. Relationship with the shareholder

13.1 If a right of approval is granted to the General Meeting by law or under the Articles of Association (e.g. in the case of option schemes, far-reaching decisions as referred to in article 2:107a Dutch Civil Code), or the Executive Board or the Supervisory Board request a delegation of powers (e.g. issue of shares/depository receipts or authorisation for the repurchase of shares/depository receipts), the Executive Board and the Supervisory Board shall inform the General Meeting by means of a 'shareholders circular' of all facts and circumstances relevant to the approval, delegation or authorisation to be granted. The shareholders circular shall, in any event, be posted on the Company's website.

13.2 The Supervisory Board shall participate in shareholders meetings, unless they are prevented from attending on serious grounds. In conformity with the Articles of Association, the Chair shall, as a general rule, chair the General Meetings, and shall decide on the contents of resolutions. The ruling pronounced by the Chair in respect of the outcome of a vote in a General Meeting shall be decisive subject to the provisions of article 2:13 Dutch Civil Code.

13.3 The Supervisory Board shall provide the General Meeting with any information it may require concerning an item on the agenda, unless overriding interests (zwaarwegende belangen) of the Company or any law, rules or regulations applicable to the Company prevent it from doing so. The Supervisory Board shall specify the reasons for the invocation of such overriding interests.

13.4 Each significant change in the Company's corporate governance structure shall be addressed in a separate item on the agenda for consideration by the General Meeting.

Article 14. Relationship with the works council

14.1 The relationship with the works council is recorded in the WoC – SB - EB Covenant Triodos Bank NV.

14.2 The Chair of the Supervisory Board is the main contact on behalf the Supervisory Board for the works council.

14.3 At least twice a year, a meeting will be convened with the Supervisory Board, the Executive Board and the works council. In these meetings, a Supervisory Board member nominated by the works council will be present, together with at least the Chair and/or at least one other member of the Supervisory Board.

14.4 At least once a year, the Supervisory Board and the works council will have an informal meeting. In these meetings a Supervisory Board member nominated by the works council, together with at least the Chair and/or at least one other member of the Supervisory Board will be present.

14.5 During the meetings with the works council, the following should also be discussed:

i. The conduct and culture in Triodos and its affiliated enterprise;

ii. The values adopted by the Executive Board; and

iii. The ED&I policy.

14.6 The Supervisory Board will inform the works council of the expected vacancies in the Supervisory Board to be filled in the upcoming General Meeting.

14.7 The Supervisory Board will discuss the profile of the membership of the Supervisory Board of the Company with the works council and will only amend such profile after discussion with the works council. In the consultations between the Executive Board, the works council and the Supervisory Board, the conduct and culture in the Company shall also be discussed.

Article 15. Final provisions

15.1 Confidentiality

15.1.1 Members of the Supervisory Board shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified or otherwise confidential information shall not be disclosed outside the Supervisory Board or Executive Board, made public or otherwise made available to third parties, even after resignation from the Supervisory Board, unless it has been made public by the Company or it has been established that the information is already in the public domain.

15.2 Non-compliance and amendment

15.2.1 Without prejudice to the provisions of articles 1.2 and 13.4, the Supervisory Board may occasionally decide at its sole discretion not to comply with and adhere to this Charter pursuant to a Supervisory Board resolution to that effect. Such resolutions shall be referred to in the Supervisory Board's report.

15.2.2 Without prejudice to the provisions of articles 1.2 and 13.4, this Charter may be amended by a resolution of the Supervisory Board to that effect. Such resolutions shall be referred to in the Supervisory Board's report.

15.3 Governing law and jurisdiction

15.3.1 This Charter shall be governed by and construed in accordance with the law of the Netherlands.

15.3.2 The court of Utrecht, the Netherlands, shall have exclusive jurisdiction to settle any dispute arising from or in connection with this Charter, including any dispute regarding the existence, validity or termination of this Charter.

15.4 Ownership and maintenance

15.4.1 This Charter is owned by the Supervisory Board. This document and any changes thereto need to be approved by the Supervisory Board. It will be reviewed at a minimum of every two years. The General Counsel coordinates the maintenance process of the governance documentation.

Annex A. 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 organisational 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 pursue that at least a third of the seats be held by men and at least a third of the seats be 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-à-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 risk management for financial institutions, including IT-risks, ESG-related risks, and integrity risks (e.g. money laundering, terrorism financing, CDD/KYC, conflicts of interest 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.

Annex B: Charter of the Audit and Risk Committee

Article 1. Appointment, Composition and Qualifications

1.1 The Audit and Risk Committee consists of at least two members of the Supervisory Board. The members are appointed by the Supervisory Board from among their number. All of its members must be independent within the meaning of article 3.3.e of the Supervisory Board Charter, with the possible exception of no more than one member not being the Chair of the Audit and Risk Committee.

1.2 At least one member of the Audit and Risk Committee must have sound knowledge of financial reporting, internal control systems, and audits or the experience needed to thoroughly supervise these areas. At least one member of the Audit and Risk Committee must have sound knowledge of risk management, or the experience needed to make a thorough assessment of risks. At least one member of the Audit and Risk Committee must have sound knowledge and experience in the application of accounting principles and internal control processes.

1.3 The Audit and Risk Committee shall not be chaired by the Chair of the Supervisory Board nor by a former Executive Board member. The Supervisory Board shall appoint the Chair of the Audit and Risk Committee.

Article 2. Duties

2.1 The Audit and Risk Committee is a committee of the Supervisory Board, whose task it is to prepare the discussions and decision making of the Supervisory Board on financial and sustainability reporting, audit issues, risk management and other matters as described below.

2.2 The Audit and Risk Committee advise the Supervisory Board on its supervision of the activities of, and constructively challenges, the Executive Board, specifically with respect to:

2.2.1 The effectiveness of the design and operation of the internal risk management and control systems, including supervision of the enforcement of the relevant primary and secondary legislation and supervising the operation of codes of conduct;

2.2.2 The provision of financial information by the Company. This item includes: the annual accounts, the management board report, half year figures, the accounting policies, the financial reporting process, the integrity and quality of the financial reporting, application and assessment of the effects of new rules, information about the handling of estimated items in the annual accounts, and the forecasts and the relationship with and functioning of the internal and external auditors. Special attention will be paid to the report of the external auditor on the (annual) accounts. In addition, written representations requested by the external auditor from the Executive Board will be discussed;

2.2.3 The sustainability reporting process and the integrity and quality of the sustainability reporting;

2.2.4 The follow-up given by the Company to the recommendations and observations of the internal and external auditors, and any other external party involved in auditing the financial and sustainability reporting, including related issues e.g. governance, risk management, compliance and internal control. This includes ensuring that deficiencies identified by supervisory authorities related to the internal audit function are remedied within an appropriate time frame. Questions related to follow-up would in a first instance be addressed to the Executive Board. Special attention in respect of these issues will be paid to the management letter from the external auditor and the reports of the internal audit department;

2.2.5 Supervision of the role and functioning of the internal audit department. This includes:

a. Advising the Supervisory Board on approving the internal audit plan, scope and budget;

b. Reviewing and discussing internal audit reports;

c. Ensuring that the internal audit function maintains open communication with the Executive Board, external auditors, the supervisory authority, and the Audit and Risk Committee;

d. Reviewing discoveries of fraud and violations of laws and regulations as raised by the Group Director of the internal audit function;

e. Advising the Supervisory Board on approving the Internal Audit Framework and the code of ethics of the internal audit function;

f. Recommending to the Supervisory Board for its approval, the annual remuneration of the internal audit function as a whole, including any Tokens of Appreciation;

g. Give input for the yearly assessment of the performance of the head of the internal audit function; and,

h. Recommending to the Supervisory Board for its approval, the appointment, re-appointment or dismissal of the Group Director of the internal audit function;

2.2.6 Supervision of the relation with the external auditor, its independence, objectivity, remuneration, and the effectiveness of the audit process for Triodos Bank. The Audit and Risk Committee will review, and subsequently advise the Supervisory Board on, the content of the engagement letter of the external auditor. The Audit and Risk Committee will evaluate the total costs charged by the external auditor for the audit of the financial and sustainability reporting;

2.2.7 Supervision of the Risk Strategy and the risk appetite of the Company, specifically regarding:

a. The alignment of the Risk Strategy and risk appetite with the business strategy, objectives, corporate culture and values of the Company;

b. Overseeing the implementation of capital and liquidity management policies, as well as other policies for relevant risks, to assess their adequacy against the approved Risk Strategy and risk appetite;

c. Assisting the Supervisory Board in overseeing the implementation of the Company's Risk Strategy and risk appetite and the corresponding limits set;

d. Providing the Supervisory Board with recommendations on necessary adjustments to the business model of the Company that may result from the Risk Strategy or the risk appetite, and, vice versa, adjustments to the Risk Strategy or the risk appetite that may result from the business model, market developments or recommendations made by the risk management framework;

2.2.8 Supervision of risk management in general and supervising the role and functioning of the risk management department in particular, specifically regarding:

a. The risk profile of the Company in the context of the adopted risk tolerance and appetite;

b. Whether capital allocation and liquidity impact in the general sense are in line with the approved Risk Strategy and risk appetite;

c. The structure and operation of the internal risk management and control systems;

d. The business strategies and plans of the Company;

e. The implementation of the Company's risk policies;

f. The Company's public disclosures on risk and risk management;

g. Oversee the alignment between all material financial products and services offered to clients and the business model and Risk Strategy of the Company; and

h. Such tasks related to the foregoing as the Supervisory Board may delegate to the

Audit and Risk Committee from time to time, including:

i. Advising the Supervisory Board on approving the Risk Appetite Statement;

ii. Reviewing and discussing Triodos' risk profile as reported in the Enterprise Risk Management reports;

iii. Giving input for the yearly assessment of the performance of the Group Directors of the risk function; and

iv. Recommending to the Supervisory Board for its approval, the appointment, re-appointment or dismissal of the Group Directors of the risk function;

2.2.9 Recommending to the Supervisory Board for its approval a set of appropriate objective criteria for selecting the external auditor. In addition, the Audit and Risk Committee will prepare the selection of the external auditor and the proposal of the Supervisory Board to the General Meeting for the (re-)appointment or dismissal of the external auditor, giving due consideration to the observations of the Executive Board;

2.2.10 Reviewing material related party transactions prior to decision-making by the Executive Board to determine if such transactions are entered into on normal market terms and in the ordinary course of business, and periodically reviewing such transactions to assess if these criteria are still fulfilled;

2.2.11 Triodos Bank Group's policy related to tax planning;

2.2.12 The financing of the Company; and

2.2.13 The applications of information and communication technology (ICT), including the risks related to cybercrime.

2.3 The Audit and Risk Committee shall discuss at least once a year on its own, i.e. without the Executive Board members being present and, if desired, with an external adviser:

a. The functioning of the Audit and Risk Committee, its individual members, and the conclusions that it draws on the basis thereof;

b. The desired profile, composition and competence of the Audit and Risk Committee.

2.4 The Audit and Risk Committee will discuss at least once a year the independence of the internal audit function in the absence of the Executive Board.

2.5 The Audit and Risk Committee shall provide an escalation mechanism for the Group Director of the internal audit function and for the internal audit co-workers.

2.6 The independency of the risk management function is emphasised by having a reporting and escalation line to the Audit & Risk Committee.

2.7 The Audit and Risk Committee shall act as the principal contact for the external auditor if he/she discovers irregularities or misconduct during the in the performance of its duties. The Audit and Risk Committee reports its findings to the Supervisory Board. If this pertains to the functioning of the Executive Board, the external auditor should directly report to the Chair of the Supervisory Board.

2.8 The Audit and Risk Committee reviews the effectiveness of the design and operation of the internal risk management and control systems, and, in relation thereto, the Risk Management Statements issued by the Executive Board. The Audit and Risk Committee reports its findings to the Supervisory Board.

2.9 The Audit and Risk Committee provides input to the Nomination and Remuneration Committee on ESG risks and related targets or key performance indicators that should be taken into account in the remuneration policy and performance management.

2.10 The Audit and Risk Committee addresses any other issues delegated to it by the Supervisory Board.

Article 3. Meetings

3.1 The Audit and Risk Committee will decide on the items on the agenda of the meetings. The secretary of the Audit and Risk Committee will submit to the Chair of the Audit and Risk Committee a proposed agenda with audit items and risk items at least one month before the meeting. The agenda will contain certain standard items, such as the audit plan, as well as any other items the Audit and Risk Committee deems necessary to discuss for the fulfilment of its task.

3.2 The Audit and Risk Committee meets when needed, but at least four times a year. The meeting documentation shall be sent to the members of the Audit and Risk Committee at least five (5) working days in advance of the meeting.

3.3 The chief risk officer, the chief financial officer, the Group Director of the internal audit function, and the external auditor shall attend the meetings of the Audit and Risk Committee, unless the committee decides otherwise. The Audit and Risk Committee shall decide whether and, if so when, other persons shall attend its meetings, including the Chair of the Executive Board (chief executive officer), and the Group Directors of the risk, compliance, and finance functions. The Audit and Risk Committee shall meet with the external auditor as often as it considers necessary, but at least once a year without the Executive Board members being present.

3.4 The Audit and Risk Committee shall report to the Supervisory Board on its deliberations and findings. This report must, at least, include the following information:

a. The methods used to assess the effectiveness of the design and operation of the internal risk management and control systems;

b. The methods used to assess the effectiveness of the internal and external audit processes;

c. Material considerations regarding financial and sustainability reporting; and

d. The way material risks and uncertainties within the framework of the in control statement have been analysed and discussed, along with a description of the most important findings of the Audit and Risk Committee.

The Audit and Risk Committee shall furthermore report annually to the Supervisory Board on the functioning of and relationship with the external auditor.

Article 4. Minutes

Minutes of meetings shall be prepared by the secretary of the meeting, to be adopted in the next meeting. If all members of the Audit and Risk Committee agree on the contents of the minutes, they may be adopted earlier. The minutes of the meeting shall set out the items on the agenda and clearly state the deliberations and findings of the Audit and Risk Committee and actions agreed; they shall be signed for adoption by the Chair and the secretary and shall be dispatched to all members of the Audit and Risk Committee together with the notice and agenda for the next meeting. The minutes will be made available to the Supervisory Board. The Chair of the Audit and Risk Committee will report on the working of the Audit and Risk Committee at the next succeeding meeting of the Supervisory Board.

Article 5. Remuneration

In addition to the remuneration as mentioned in article 7 of the Supervisory Board Charter members of the Audit and Risk Committee will receive an additional annual compensation and allowance for expenses as determined and reviewed from time to time in accordance with said article 7.

Annex C. Charter of the Nomination and Remuneration Committee

Article 1. Appointment, Composition and Qualifications

1.1 The Nomination and Remuneration Committee consists of at least two Supervisory Board members, including preferably the Supervisory Board members that are nominated by the Works Council. The members are appointed by the Supervisory Board from among their number. All of its members must be independent within the meaning of article 3.3.e of the Supervisory Board Charter, with the possible exception of no more than one member not being the Chair of the Nomination and Remuneration Committee.

1.2 The Supervisory Board may appoint temporary members to the Nomination and Remuneration Committee to address specific matters such as, but not limited to, the selection of candidates for positions in the Executive Board and Supervisory Board. Such temporary appointments shall be for a specified period or until the completion of the matter for which they are appointed.

1.3 The members of the Nomination and Remuneration Committee shall possess, individually and collectively, appropriate knowledge, expertise and professional experience in the following areas:

a. Selection, nomination, and remuneration of top-level management of large companies;

b. Remuneration policies and practices;

c. Mechanisms for aligning the remuneration structure with the Company's risk and capital profile; and

d. The impact of ESG factors on, and the consistency of the Company's risk appetite regarding ESG risks with, remuneration incentives, taking into account the assessment of the Audit and Risk Committee.

1.4 The Nomination and Remuneration Committee shall not be chaired by the Chair of the Supervisory Board nor by a former Executive Board member. The Supervisory Board shall appoint the Chair of the Nomination and Remuneration Committee.

Article 2. Duties

2.1 The Nomination and Remuneration Committee shall be responsible for advising and preparing the discussions and decision making of the Supervisory Board with respect to selection, appointment, development, and remuneration of Executive Board members. In preparing such decisions the Nomination and Remuneration Committee shall be guided by the interests of the Company and its business and shall consider the interests of the Company's stakeholders.

2.2 The Nomination and Remuneration Committee shall among others have the following duties:

On remuneration:

2.2.1 Preparing a proposal for the Supervisory Board concerning the remuneration policies or amendments thereto for the Executive Board and Supervisory Board to be adopted by the General Meeting after the works council has been given an opportunity to provide its advice;

2.2.2 Reviewing and advising the Supervisory Board on the general principles of the remuneration policy of the Company, including an analysis of reviewing whether the remuneration policy is gender neutral;

2.2.3 Reviewing and advising the Supervisory Board on the proper formulation and implementation of the international remuneration & nomination policy of the Company, including the awarding of any Tokens of Appreciation, and, if necessary, make proposals for changes;

2.2.4 Preparing a proposal for the Supervisory Board concerning the individual remuneration of the Executive Board members in accordance with the respective remuneration policy and the contractual terms and conditions of employment of Executive Board members;

2.2.5 Assess the mechanisms and systems adopted to ensure that the remuneration system properly takes into account all types of risks, liquidity and capital levels and that the overall remuneration policy is consistent with and promotes sound and effective risk management and is in line with the business strategy, objectives, corporate culture and values, risk culture and the long-term interest of the Company;

2.2.6 Review the appointment of external remuneration consultants which the supervisory function may decide to engage for advice or support;

2.2.7 Preparing, on an annual basis, the Supervisory Board's remuneration report for the Executive Board and Supervisory Board to be adopted by the Supervisory Board and submitted to the General Meeting for an advisory vote;

2.2.8 Discuss the central and independent internal assessment at least once per year in order to test the implementation of the remuneration policy of the Company for compliance with the remuneration policies and procedures.

On nomination and selection:

2.2.9 Drawing up selection criteria and appointment procedures for Supervisory Board and Executive Board members;

2.2.10 Preparing the selection and appointment or reappointment of Executive Board members and Supervisory Board members, if desired with support from internal and/or external advisers (including identifying and recommending candidates, preparing a description of the roles and capabilities for a specific appointment, evaluating the adequate balance of knowledge, skills and experience, assessing the time commitment expected and considering the objectives of the suitability and ED&I policy);

2.2.11 Advising to the Supervisory Board on the proposed (re)appointment of a candidate of the Executive Board or the (re)nomination of a candidate for the Supervisory Board;

2.2.12 Every two years, advising the Supervisory Board on the size and composition of the Supervisory Board and the Executive Board, and making a proposal for a general profile of the Supervisory Board;

2.2.13 Every year, the Chair of the Nomination and Remuneration Committee, together with the Chair of the Supervisory Board, shall propose to the Supervisory Board a set of objectives to assess the functioning of the Executive Board collectively and of individual Executive Board members;

2.2.14 Every year, the Chair of the Nomination and Remuneration Committee, together with the Chair of the Supervisory Board, shall propose to the Supervisory Board a report on the functioning of the Executive Board collectively and of individual Executive Board members;

2.2.15 Drawing up and maintaining a plan for the succession of Executive Board and Supervisory Board members;

2.2.16 Supervising the policy on selection criteria and appointment procedures of the Executive Board for senior management;

2.2.17 Ensuring that the individual and collective suitability assessments of Executive Board members and Supervisory Board members are properly carried out before they are appointed.

2.2 The Nomination and Remuneration Committee advises the Supervisory Board on the ED&I Policy for the composition of the Supervisory Board, the Executive Board, and the senior management of the Company.

2.3 The Nomination and Remuneration Committee consults (prospective) Executive Board members on their remuneration.

2.4 When drafting proposals to the Supervisory Board for the remuneration of Executive Board members, the Nomination and Remuneration Committee shall take note of the individual Executive Board members' view with regard to the amount and structure of their own remuneration.

2.5 The Nomination and Remuneration Committee advises the Supervisory Board in cases where dismissal of a member of the Executive Board is being considered.

2.6 The Nomination and Remuneration Committee shall be consulted by the Executive Board on:

a. The recruitment and dismissal of the members of Identified Staff, excluding such cases where this concerns the recruitment or dismissal of members of the Executive Board;

b. The remuneration of the Identified Staff;

c. The organisational development plan at central level.

The Nomination and Remuneration Committee seeks alignment with the Supervisory Board when conducting such consultations.

2.8 The Nomination and Remuneration Committee advises the Supervisory Board on the supervision of talent management and development within the Company.

2.9 In case where a member of senior management (being a direct report of the Executive Board) leaves the Company, the Nomination and Remuneration Committee can ask the Executive Board to facilitate an exit interview with one or more of the members of the committee.

2.10 The Nomination and Remuneration Committee addresses any other issues delegated to it by the Supervisory Board.

2.11 The Nomination and Remuneration Committee shall discuss at least once a year, without the Executive Board members being present, and if desired with an external adviser:

a. The functioning of the Nomination and Remuneration Committee, its individual members, and the conclusions that it draws on the basis thereof; and

b. The desired profile, composition and competence of the Nomination and Remuneration Committee.

Article 3. Meetings

3.1 The Nomination and Remuneration Committee meets when needed, but at least three times a year. The Chair of the Executive Board attends the meetings.

3.2 The Nomination and Remuneration Committee provides the Supervisory Board with written or verbal reports regarding its duties, unless the Nomination and Remuneration Committee decides to keep personal information confidential.

3.3 The Nomination and Remuneration Committee may ask the advice of internal and external experts on matters within the competence of the committee. If external advice is sought, prior approval by the Chair of the Supervisory Board shall be obtained for incurring costs associated with such advice.

Article 4. Minutes

Minutes of meetings shall be prepared by the secretary of the meeting, to be adopted in the next meeting. If all members of the Nomination and Remuneration Committee agree on the contents of the minutes, they may be adopted earlier. The minutes of the meeting shall set out the items on the agenda and clearly state the deliberations and findings of the Nomination and Remuneration Committee and actions agreed; they shall be signed for adoption by the Chair and the secretary and shall be dispatched to all members of the Nomination and Remuneration Committee together with the notice and agenda for the next meeting. The minutes will be made available to the Supervisory Board. The Chair of the Nomination and Remuneration Committee will report on the working of the Nomination and Remuneration Committee at the next succeeding meeting of the Supervisory Board.

Article 5. Remuneration

In addition to the remuneration as mentioned in article 7 of the Supervisory Board Charter, members of the Nomination and Remuneration Committee will receive an additional annual compensation and allowance for expenses as determined and reviewed from time to time in accordance with said article 7.

Appendix: list of definitions

In this Charter, the following terms have the following meanings:

Articles of Association means the articles of association of the Company as amended from time to time.

Charter means the Charter of the Executive Board, the Charter of the Supervisory Board, or the Charter of any of the Committees of the Supervisory Board, depending on the context, including the annexes belonging thereto.

Company means Triodos Bank N.V. and its affiliated enterprise.

ED&I Policy means the equity, diversity and inclusion policy as adopted by the Executive Board and approved by the Supervisory Board on 22 May 2025 as amended from time to time.

Dutch Civil Code means the Dutch civil code (Burgerlijk Wetboek).

Dutch Corporate Governance Code means the Dutch corporate governance code (Nederlandse Corporate Governance Code), as published by the Monitoring Commission Corporate Governance Code and as applicable from time to time.

General Meeting means the general meeting of shareholders of Triodos Bank.

General Counsel means the general counsel of Triodos Bank.Identified Staff has the meaning described thereto by the EBA Guidelines on sound remuneration policies (EBA/GL/2021/04) which includes, in the case of Triodos Bank, at least the members of the Executive Board and the Group Directors of the risk, compliance and internal audit functions.

In writing means by letter, by telecopier, by e-mail, or by message which is transmitted via any other current means of communication, and which can be received in written form.

Large Company means a company as defined in article 2: 142a Dutch Civil Code.

Other Position means i) any position in the governance of a legal entity or business; and ii) any other activities that may reasonably give rise to a potential conflict of interest with Triodos Bank.

Risk Strategy means the risk direction and guidance to strategic, business and operational decision-making across the bank as well as with respect to the roles, responsibilities and behaviour related thereto, with the aim of fostering a healthy risk-aware corporate culture, in which relevant risk types, risk drivers and associated trade-offs are identified and assessed, measured, managed and monitored in a timely manner and taken into appropriate consideration, to keep the Company's risk profile within the established risk appetite even under stressed conditions.

SAAT means Foundation for the administration of depository receipts of shares Triodos Bank (Stichting Administratiekantoor Aandelen Triodos Bank).

Supervisory Board means the supervisory board of Triodos Bank.

Token of Appreciation means a remuneration element which may be awarded to co-workers of the Company in recognition of an exceptional contribution, subject to requirements and limitations as set out by the Company's international remuneration & nomination policy.

Triodos Bank means Triodos Bank NV.

Triodos Bank Group means the economic and organisational unity, under central control, constituted by a primary group consisting of Triodos Bank and all legal entities in which Triodos Bank owns more than 50% of the economic rights, and a secondary group consisting of all legal entities in which the primary group has effective management control, as well as the Triodos Investment funds incorporated in the Netherlands and Luxembourg.

WoC – SB-EB Covenant Triodos Bank NV: the proceedings between the works council, the Supervisory Board and the Executive Board.