

Triodos Bank

Executive Board Charter

2023

Executive Board Charter

Approved on: 6 June 2023

Table of Contents

1. Introduction	4
2. Scope	4
3. Responsibilities of the Executive Board	4
4. Composition, expertise and division of duties of the Executive Board	5
5. Chair, vice-chairman and secretary	6
6. Executive Board Meetings	6
7. Executive Board Resolutions	6
7.1 Decision making	6
7.2 Conflicts of interest	7
8. Delegation of authorities	7
9. Governing law and jurisdiction	8
10. Ownership and maintenance	8
Appendix: list of definitions	9

1. Introduction

This Charter is established pursuant to article 6 paragraph 4 of the Articles of Association of Triodos Bank NV. This Charter is complementary to the provisions regarding the Executive Board and the Executive Board members contained in applicable law and regulation, the Articles of Association, and the rules pertaining to the relationship between the Supervisory Board and the Executive Board contained in the Charter of the Supervisory Board.

This charter describes the scope of the Executive Board (section 2), its responsibilities (section 3), membership and composition (section 4), chair (section 5), meetings (section 6) resolutions (section 7) and delegation of authority (section 8).

The meaning of certain capitalised terms used in this Charter is set out in the List of Definitions attached as Appendix 1.

2. Scope

The Executive Board is the “Raad van Bestuur” of Triodos Bank and the members of the Executive Board are the “Leden van de Raad van Bestuur” as referred to in the Articles of Association and in the Dutch Civil Code. The Executive Board is accountable to the Supervisory Board and the General Meeting of Shareholders.

3. Responsibilities of the Executive Board

The Executive Board is charged with the management of Triodos Bank in accordance with the object of Triodos Bank to conduct the banking business in the widest sense. Through the exercise of the banking business, the Bank aims to contribute to social renewal based on the principle that every human being can develop themselves in freedom, that they each have equal rights, and all bear responsibility for the consequences of their actions on other people and the earth.

The Executive Board is, among other things, responsible for the continuity of Triodos Bank Group and the business connected with it. The Executive Board takes into account the impact the actions of the Company and its affiliated enterprise have on people and the environment and to that end weighs the stakeholder interests that are relevant in this context. The Supervisory Board monitors the Executive Board in this regard. The responsibility for the fulfilment of their responsibilities is vested collectively in the Executive Board.

Executive Board members have an oversight and leadership role focused on the overall strategic and tactical

issues and will ensure that the operational day-to-day issues will be managed adequately.

The Executive Board is responsible for stimulating openness and accountability within the Executive Board and between the different boards within the Bank.

The responsibilities of the Executive Board include amongst others the following:

- 3.1 The Executive Board has a leadership role in the strategic development, alignment and achievements of the organisation aimed at sustainable long-term value creation and is responsible for the implementation hereof. The Executive Board engages the Supervisory Board early on in developing the strategy for realising sustainable long-term value creation. The Executive Board formulates specific objectives in this regard. The Executive Board is accountable towards the Supervisory Board for the organisation’s achievements, plans and execution of sustainable long-term value creation.
- 3.2 When developing the strategy, attention should in any event be paid to the following:
 - i. the strategy’s implementation and feasibility;
 - ii. the business model applied by the Company and the market in which the Company and its affiliated enterprise operate;
 - iii. opportunities and risks for the Company;
 - iv. the Company’s operational and financial goals and their impact on its future position in relevant markets;
 - v. the interests of the stakeholders;
 - vi. the impact of the Company and its affiliated enterprise in the field of sustainability, including the effects on people and the environment;
 - vii. paying a fair share of tax to the countries in which the Company operates; and
 - viii. the impact of new technologies and changing business models.
- 3.3 The Executive Board is responsible for identifying and analysing the risks associated with the strategy and activities of Triodos Bank and its affiliated enterprise. The Executive Board is also responsible for establishing the risk appetite and managing the risks associated with Triodos Bank’s strategy and activities and also the measures that are put in place in order to counter the risks being taken. The identification and analysis should cover in any case the strategic, operational, compliance and reporting risks.
- 3.4 The Executive Board is responsible for setting, approving and overseeing the implementation of an adequate and effective internal governance and internal control framework that:
 - a. includes a clear organisational structure and well-functioning independent internal risk management, compliance and audit functi-

ons that have sufficient authority, stature and resources to perform their functions;

- b. ensures compliance with applicable regulatory requirements in the context of the prevention of money laundering and terrorism financing;

The Executive Board reviews and updates on an annual basis the internal governance control framework.

- 3.5 The Executive Board designs, implements and maintains adequate internal risk management and control systems and monitors these systems. At least once a year the Executive Board carries out a systematic assessment of their design and operation.
- 3.6 The Executive Board is responsible for the internal audit function. The Executive Board both appoints and dismisses the Head of Internal Audit. Both the appointment and the dismissal of the Head of Internal Audit should be submitted to the Supervisory Board for approval, along with the recommendation of the Audit and Risk Committee.
- 3.7 The Executive Board is responsible for setting, approving and overseeing the implementation of
 1. the Triodos Inhouse Regulations of Triodos Bank within the applicable legal and regulatory framework, taking into account Triodos Bank its long-term financial interests and solvency;
 2. measures to ensure that the Executive Board devotes sufficient time to risk and risk management issues;
 3. the amounts, types and distribution of both internal capital and regulatory capital to adequately cover the risks of Triodos Bank;
 4. targets for the liquidity management of Triodos Bank;
 5. a remuneration policy for Triodos Bank Group that is in line with the remuneration principles set out in the Capital Requirements Directive and the EBA Guidelines on sound remuneration policies;
 6. arrangements aimed at ensuring that the individual and collective suitability assessments of the Executive Board are carried out effectively;
 7. a selection and suitability assessment process for key function holders;
 8. a conflict of interest policy at the level of Triodos Bank and a conflict of interest policy in the context of loans and other transactions with members of the Executive Board and their related parties;
 9. arrangements aimed at ensuring the integrity of the accounting and financial reporting systems, including financial and operational controls and compliance with the law and

relevant standards.

- 3.8 The Executive Board adopts values for the Triodos Bank Group that contribute to a culture focused on sustainable long-term value creation, and discusses these with the Supervisory Board. The Executive Board is responsible for the incorporation and maintenance of the values within the Triodos Bank Group. The Executive Board encourages behaviour that matches with the values, and propagates these values through leading by example.
- 3.9 The Executive Board draws up a gender neutral Code of Conduct and monitors its effectiveness and compliance with this Code, on the part of both itself and the employees of Triodos Bank Group. The Executive Board should inform the Supervisory Board of its findings and observations with regard to the effectiveness of and compliance with the Code of Conduct. The Code of Conduct will be posted on the Company's website.
- 3.10 The Executive Board adopts an ED&I Policy for the senior management and for the rest of the workforce with the prior approval of the Supervisory Board.
- 3.11 The Executive Board is responsible for maintaining the relationships with the external supervisors, external auditor, the general meeting and other stakeholders. The Executive Board ensures that information is provided in a timely and sound manner to the relevant stakeholders which is necessary for the performance of their respective roles.
- 3.12 The members of the Executive Board shall perform their tasks in a meticulous, expert and fair manner, taking into account the applicable laws, internal regulations and codes of conduct.

4. Composition, expertise and division of duties of the Executive Board

1. The Executive Board members are appointed by the Supervisory Board and are recruited in accordance with the Executive Board Recruitment Policy. The Executive Board is composed in such a way as to ensure a degree of diversity appropriate to the company with regard to expertise, experience, competencies, other personal qualities, sex or gender identity, age, nationality and cultural or other background are present to carry out its duties properly, in accordance with the diversity

- policy drawn up by the Supervisory Board with regard to the composition of the Executive Board. The size of the Executive Board reflects these requirements. The Executive Board consists of at least two members.
2. The Executive Board may divide its duties in portfolios whilst maintaining the collective responsibility of the Executive Board.
 3. The Executive Board will identify one of its members who is responsible for the implementation of laws, regulations and administrative provisions necessary to comply with the Anti-Money Laundering Directive, including the corresponding AML/CFT policies and procedures in Triodos Bank Group.
 4. The Executive Board:
 - a. evaluates its own functioning as a whole and that of its individual members at least once annually.
 - b. conducts an annual review for its own board to identify any aspects with regard to which they require coaching, training or education.
 5. The Executive Board members report any other positions they may have to the Chair and the Supervisory Board in advance. In case an Executive Board member intends to accept a membership of a supervisory board outside Triodos Bank Group the approval of the Supervisory Board is required.

5. Chair, vice-chairman and secretary

1. The Supervisory Board of Triodos Bank shall appoint a chair (the “Chair”) of the Executive Board. The Chair of the Executive Board is also referred to as “CEO”. The Executive Board can designate a vice-chair from among its members, which decision needs to be approved by the Supervisory Board.
2. The Chair is the first point of contact for the Supervisory Board and the shareholder. The Chair fulfils a coordinating role in the relation between the Executive Board and the Supervisory Board.
3. The Executive Board shall be assisted by a Corporate Secretary to be appointed and dismissed by the Executive Board after approval by the Supervisory Board.
4. The Corporate Secretary may delegate his/her duties under this Charter, or parts thereof, to one (or more) deputy (or deputies) appointed by him/her in consultation with the CEO.

5. The Corporate Secretary shall be primarily responsible for:
 - a. compliance of the Executive 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 in the logistics of the Executive Board (information, agenda, evaluation, etc.).

6. Executive Board Meetings

1. The Chair presides the meetings of the Executive Board. In the absence of the Chair and in case no vice-chair has been appointed, the Executive Board members will designate a chair from among its members.
2. The agenda of the meetings is drawn up by the Chair and the Corporate Secretary in consultation with the Executive Board members.
3. The Corporate Secretary or any other person designated as the meeting secretary prepares the meeting minutes. In principle the minutes shall be adopted by the Executive Board two weeks after the meeting.
4. The minutes shall be signed by the Chair and the secretary of the meeting.
5. In principle the Executive Board shall meet every week. Meetings can also be convened whenever one or more Executive Board members have requested a meeting. Executive Board meetings are generally held at the offices of the Bank, 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.

7. Executive Board Resolutions

7.1 Decision making

- 7.1.1 The Executive Board is ultimately accountable for the decisions taken in Triodos Bank.
- 7.1.2 All Executive Board members will receive a written agenda for the upcoming meeting in advance of the meeting by email or other electronic tool.
- 7.1.3 The Executive Board constructively challenges and critically reviews propositions and informa-

tion it receives.

- 7.1.4 The Executive Board ensures that decisions are made in a balanced and effective manner while taking account of the interests of stakeholders.
- 7.1.5 The Executive Board shall strive for consensus in its decision-making. If no consensus can be reached, resolutions of the Executive Board are adopted by an absolute majority of the votes cast.
- 7.1.6 Resolutions can only be adopted in a meeting of the Executive Board where at least half of the Executive Board members is present or represented. An Executive Board member may be represented at meetings by another Executive Board member holding a proxy in writing.
- 7.1.7 The Executive Board may also adopt resolutions outside a meeting, provided that the motion in question has been submitted to all of its members and each member votes in favour of the proposal, provided that members who have a conflict of interests as referred to in article 7.2 shall not participate in the voting. The Chair shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received. The adoption of resolutions outside a meeting must be reported at the next meeting.
- 7.1.8 The Executive Board may deviate from the provisions of this article if this is deemed necessary by the Chair, considering the urgent nature and other circumstances of the case, provided that all Executive Board members are allowed the opportunity to participate in the decision-making process. The Chair and the Corporate Secretary shall then prepare a report on any resolution so adopted, that shall be added to the documents for the next meeting of the Executive Board.

7.2 Conflicts of interest

- 7.2.1 An Executive Board member is alert to conflicts of interest and shall in any case not:
- Enter into competition with Triodos Bank;
 - Demand or accept (substantial) gifts from the Triodos Bank for himself or for his spouse, registered partner or other life companion, foster child, or relative by blood or marriage up to the second degree;
 - Provide unjustified advantages to third parties to the detriment of Triodos Bank; or
 - Take advantage of business opportunities to which the Triodos Bank is entitled for himself or for his spouse, registered partner or other life companion, foster child, or relative by blood or marriage up to the second degree
- 7.2.2 A (personal) conflict of interest **may** exist in any

event, if Triodos Bank intends to enter into a transaction with a legal entity:

- in which an Executive Board member personally has a material financial interest; or
 - in which a Executive Board or Supervisory Board member is related under family law to an Executive Board member of Triodos Bank.
- 7.2.3 An Executive Board member shall immediately report any conflict of interest or potential conflict of interest, that is of material significance to Triodos Bank and/or to him/her, to the other members of the Executive Board and the chair of the Supervisory Board, and shall provide all relevant information, including information concerning his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law.
- 7.2.4 The Supervisory Board shall decide, without the Executive Board member concerned being present, whether there is a conflict of interest. The other members of the Executive Board will be asked to give advice to the Supervisory Board.
- 7.2.5 An Executive 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 direct or indirect personal interest that is contrary to the interests of Triodos Bank. If, by consequence, no decision can be made by the Executive Board the Supervisory Board shall decide.
- 7.2.6 All transactions in which there are conflicts of interest with Executive 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 Executive Board members that are of material significance to Triodos Bank and/or to the relevant Executive 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 the best practice provisions 2.7.3 and 2.7.4 of the Dutch Corporate Governance Code have been complied with.

8. Delegation of authorities

- 8.1 The Executive Board may delegate specific responsibilities to certain committees or roles in Triodos Bank Group.
- 8.2 The Executive Board may delegate specific responsibilities and grant the power to issue sub-delegations to in particular named

employees, committees or a (group of) function holders of Triodos Bank. The Executive Board may not delegate its day to day decision making powers and cannot delegate the managerial responsibilities of the individual Executive Board Members relating to setting strategy, setting risk strategy, managing financial and non-financial risks and overseeing risk management and other core responsibilities as described in Article 3. The Executive Board may delegate specific responsibilities for purposes of assisting in the performance of its duties and to prepare decisions on certain matters in view of the carrying out of the responsibilities for which the Executive Board remains responsible to certain committees or roles in Triodos Bank Group.

The Executive Board is authorized to amend or withdraw a delegation at any time. Any (sub-) delegation shall be in writing and specify the duties that are (sub-) delegate.

- 8.3 Delegation does not in any way release the Executive Body from collectively fulfilling its duties and responsibilities.

9. Governing law and jurisdiction

- 9.1 This Charter shall be governed by and construed in accordance with the law of the Netherlands.
- 9.2 The courts 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).

10. Ownership and maintenance

This charter is owned by the Executive Board that approves this document and any changes there to. It will be reviewed at a minimum of every two years. The General Counsel coordinates the maintenance process of governance documentation.

Appendix: list of definitions

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

Articles of Association means the articles of association of Triodos Bank as amended from time to time

Anti Money Laundering Directive means the Directive on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing as amended from time to time

Bank means Triodos Bank

Capital Requirements Directive means the Directive of the European Parliament and of the Council on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, as amended from time to time

Code of Conduct means the code of conduct of Triodos Bank adopted on [***] 2023 as amended from time to time

Company means Triodos Bank 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 25 May 2023 as amended from time to time

Executive Board Recruitment Policy means the policy describing the process and practices applicable to the recruitment of Executive Board members of Triodos Bank as adopted by the Supervisory Board on [***] as amended from time to time

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

Dutch Corporate Governance Code, the Dutch corporate governance code dated December 2022

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

General Counsel means the general counsel of Triodos Bank

Group means Triodos Bank Group

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

SAAT: means Foundation for the administration of depository receipts of shares Triodos Bank (Stichting

Administratie Aandelen Triodos Bank)

Supervisory Board means the supervisory board of Triodos Bank

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.

Triodos Inhouse Regulations means the policies, frameworks and hand books relating to functional areas, the business principles, the governance documents and the general policies including among others the conflicts of interest policy, the personal investment policy and the whistleblower policy