

TRIODOS SICAV II
Société anonyme - Société d'investissement à capital variable
Registered office: 11-13, Boulevard de la Foire, L-1528 Luxembourg
R.C.S. Luxembourg B 115.771
(the "SICAV")

**INFORMATIVE NOTICE ON THE AMENDMENTS
TO THE PROSPECTUS OF TRIODOS SICAV II**

Luxembourg, 2 December 2024

Unless otherwise defined herein, capitalised terms shall have the meaning given to them in the prospectus of Triodos SICAV II dated June 2024 including the Addendum September 2024 (the "**Prospectus**").

Informative notice on the amendments to the Prospectus

Dear Shareholder,

We hereby inform you that the Board of Directors of Triodos SICAV II (the "**Board**") has decided to introduce a number of amendments to the Prospectus dated June 2024 including the Addendum September 2024, as set out below.

1. Change of the address of the registered office of the SICAV

Following the reorganisation of CACEIS Bank, Luxembourg Branch on 1 June 2024, the domiciliary services in Luxembourg are consolidated to the main office of CACEIS Bank, Luxembourg Branch. Therefore, in line with the Articles of Incorporation, the Board has decided to transfer the registered office of the SICAV from 11-13, Boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg, to 5, Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg.

For the avoidance of doubt, this change of address of the SICAV has no impact on your rights as Shareholder.

The sections "Directory", "Glossary of Terms", "The Company, the Sub-Funds and the Classes of Shares", and "General information" of the Prospectus have been amended accordingly.

2. Update of the Preliminary section of the Prospectus

The Preliminary section of the Prospectus is revised, updated and rearranged in line with the current market practice.

The "Preliminary" section of the Prospectus has been amended accordingly.

3. Update and inclusion of the list of local distribution and marketing restrictions of the SICAV in a new Appendix II of the Prospectus

As part of the continuous effort to ensure compliance with local disclosure requirements and restrictions for the offering and distribution of the Shares of the SICAV to investors, the distribution and marketing restrictions disclosures related to other jurisdictions than Luxembourg and featured until now in the Preliminary section of the Prospectus are revised and updated.

In the context of this overhaul, these disclosures are included in a new Appendix II Local Information of the Prospectus.

The removal of these disclosures from the general part of the Prospectus and inclusion in an appendix to the Prospectus allows for their amendment without having to submit these amendments to the formal

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approval process of the CSSF required for a Prospectus update. In any case the CSSF does not review the local disclosure requirements and restrictions for the offering and distribution of the Shares of the SICAV to investors (other than Luxembourg). The appendix approach allows the Board to update the relevant disclosures in a quicker and more cost-efficient way and to continuously provide up-to-date information to investors.

For the avoidance of doubt, this update consists of a mere textual update and does not reflect any change of the offering and distribution of the Shares of the SICAV.

The "Preliminary" section of the Prospectus has been amended accordingly and a new Appendix II Local Information has been added to the Prospectus.

4. Update of the list of risk factors associated with the SICAV, its Sub-Funds and the AIFM

In line with market practice, a more extensive, coherent and consistent overview of the different risks associated with the SICAV, its Sub-Funds, and the AIFM is provided.

As part of this update, the different risks factors disclosed in the Prospectus are divided into categories and each risk factor is placed in the category deemed most appropriate.

Accordingly, the risk factors disclosed in the Sub-Funds Particulars have been partly integrated in the "Risk Factors" section of the general part of the Prospectus.

Additional specific risk factors applying to each Sub-Fund remain disclosed in the relevant Sub-Fund Particulars.

Section "Risk factors" of the general part of the Prospectus and the "Risk factors" sections of the Sub-Funds Particulars have been amended accordingly and have also been rearranged for coherency purposes.

5. Clarification of the exposure calculation and leverage

For transparency purposes, it is clarified that, the gross method gives the sum of the absolute values of all positions of the Sub-Fund whereas the commitment method gives insight in the hedging and netting techniques used by the AIFM.

Section "Risk management" of the general part of the Prospectus has been amended accordingly.

6. Compliance with new CSSF Circular 24/856

On 1 January 2025, the CSSF Circular 24/856 takes effect on the protection of investors in case of an NAV calculation error, an instance of non-compliance with the investment rules and other errors at UCI level (the "**Circular 24/856**"). The Circular 24/856 replaces CSSF Circular 02/77 on the protection of investors in case of NAV calculation error and correction of the consequences resulting from non-compliance with the investment rules applicable to undertakings for collective investment.

In line with the Circular 24/856, the Prospectus provides that where an investor invests in a fund through a financial intermediary, it may not always be possible for the investor to be indemnified in case of Net Asset Value calculation errors and/or non-compliance with investment rules and/or other errors at the level of the Sub-Fund.

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In line with the Circular 24/856, the tolerance threshold, above which a NAV calculation error is deemed significant and must be notified to the CSSF and corrected in accordance with the provisions of this Circular 24/856, is increased from 0.5% to 1.0% for both Sub-Funds.

Section "Net Asset Value" and section "General information" of the general part of the Prospectus and the "Protection of Shareholders" sections of the Sub-Funds Particulars have been amended accordingly.

7. Update of the anti-money laundering and counter-terrorism financing disclosures

In line with market practice, the anti-money laundering and counter-terrorism financing disclosures are updated.

Section "Anti-money laundering and counter-terrorism financing disclosure" of the general part of the Prospectus has been amended accordingly.

8. Clarification regarding the use of leverage of the Sub-Funds of the SICAV

For transparency purposes, it is clarified that the Sub-Funds may use leverage through derivative instruments as well.

The "Investment restrictions" sections of the Sub-Funds Particulars have been amended accordingly.

9. Increase of the minimum commitment of the Sub-Funds of the SICAV to sustainable investments

The minimum commitment of Triodos SICAV II – Triodos Microfinance Fund and Triodos Emerging Markets Renewable Energy Fund to sustainable investments with, respectively, a social objective or an environmental objective is increased from 75% to 80% of its Net Assets. The remaining will be cash or cash equivalents held as ancillary liquidity and derivatives for hedging purposes. Due to the neutral nature of cash and cash equivalents, these cannot be qualified as sustainable investments. All other investments of the fund qualify as sustainable investments.

This increase is in line with the guidelines on funds' names using ESG or sustainability-related terms of the European Securities and Markets Authority ("ESMA"), which were published in May 2024 and apply as from 21 November 2024.

The Sub-Funds Particulars as well as the Sustainability Annexes have been amended accordingly.

10. Clarification of the functions of the administrative agent in line with CSSF Circular 22/811

In line with the CSSF Circular 22/811 on the authorisation and organisation of entities acting as UCI administrator, the three main functions of the administrative agent of the SICAV are specified. These functions are the registrar function, the NAV calculation and accounting function, and the client communication function. These functions are all currently performed by CACEIS Bank, Luxembourg Branch.

Section "General information" of the general part of the Prospectus has been amended accordingly.

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11. Miscellaneous

- Inclusion of a number of changes, clarifications and updates throughout the Prospectus including the Sustainability Annexes, in order to ensure consistency, coherence and accuracy of the terminology and descriptions used throughout the Prospectus including the Sustainability Annexes.
- Removal of obsolete references.
- Update of the biography of the Board of Directors.

All the above changes will take effect as of 2 January 2025 and will be reflected in a new version of the Prospectus dated January 2025.

Shareholders may, during one month as from the date of this notice, redeem their shares free of charge should they disagree with the amendments made.

The revised version of the Prospectus dated January 2025 will be available in due course at the registered office of the SICAV.

Should you need any further information, please contact Client Services, T: +31 30 694 2400, E: TriodosIM@triodos.com.

Yours faithfully,

TRIODOS SICAV II
The Board of Directors

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ANNEX TO THE INFORMATIVE NOTICE ON THE AMENDMENTS TO THE PROSPECTUS OF TRIODOS SICAV II

The informative notice on the amendments to the prospectus of Triodos SICAV II dated 2 December 2024 is applicable to the following Classes of Shares:

Triodos SICAV II – Triodos Microfinance Fund

Class of Shares	ISIN Code
Euro-denominated Class "R" Shares Capitalisation	LU0402511389
Euro-denominated Class "R" Shares Distribution	LU0402512866
Euro-denominated Class "Z" Shares Capitalisation	LU0842298738
Euro-denominated Class "Z" Shares Distribution	LU0842303249
Euro-denominated Class "B" Shares Capitalisation	LU0406596501
Euro-denominated Class "B" Shares Distribution	LU0407946978
Euro-denominated Class "I" Shares Capitalisation	LU0402513328
Euro-denominated Class "I" Shares Distribution	LU0402513674
Euro-denominated Class "I-II" Shares Capitalisation	LU1569868281
Euro-denominated Class "I-II" Shares Distribution	LU1569869172
Euro-denominated Class "P" Shares Capitalisation	LU2031323871
British Pound-hedged Class "K-Z" Shares Capitalisation	LU0842305533
British Pound-hedged Class "K-Z" Shares Distribution	LU0842307588
British Pound-hedged Class "K-Institutional" Shares Capitalisation	LU0402513914
British Pound-hedged Class "K-Institutional" Shares Distribution	LU0402514052
Swiss Franc-hedged Class "CH-Institutional" Shares Capitalisation	LU2168316599

Triodos SICAV II – Triodos Emerging Markets Renewable Energy Fund

Class of Shares	ISIN Code
U.S. Dollar-denominated Class "I" Shares Capitalisation	LU2220397975
U.S. Dollar-denominated Class "I" Shares Distribution	LU2220398197
Euro-hedged Class "EUR-R" Shares Capitalisation	LU2220397207
Euro-hedged Class "EUR-R" Shares Distribution	LU2220397389
Euro-hedged Class "EUR-Z" Shares Capitalisation	LU2220397462
Euro-hedged Class "EUR-Z" Shares Distribution	LU2220397546
Euro-hedged Class "EUR-I" Shares Capitalisation	LU2220397629
Euro-hedged Class "EUR-I" Shares Distribution	LU2220397892
Euro-hedged Class "K-Institutional" Shares Capitalisation	LU2450392555
Euro-hedged Class "K-Institutional" Shares Distribution	LU2450392639
Euro-denominated Class "Y-I" Shares Distribution	LU2579958013
Euro-denominated Class "Y-RZ" Shares Distribution	LU2579958104