

TRIODOS SICAV II
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 “**Company**”)

By registered mail

Name + Address
Shareholder

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY**

Luxembourg, 2 November 2022

Dear Madam, dear Sir,

In accordance with the Grand-Ducal law dated 17 December 2021 relating to measures on the holding of meetings by companies and other legal entities, the annual general meeting of the shareholders of the Company and the extraordinary general meeting of the shareholders of the Company will be held without physical presence.

The shareholders of the Company are invited to participate to the **extraordinary general meeting of shareholders (“EGM”)**, which will be held on **16 November 2022 at 10:00 a.m.** (Luxembourg time) before a Luxembourg public notary at Etude Henri Hellinckx Notaire, 101, rue Cents, L-1319 Luxembourg. In order to vote, the shareholders need to return the attached proxy form. The shareholders are entitled to participate to the EGM by appointing the Chairperson of the EGM, as special proxy, to vote on the items of the agenda below.

At the aforementioned EGM, the shareholders shall deliberate and vote on the following agenda items:

AGENDA

1. Amendment of article 18 of the Articles of Incorporation of the Company in order that only Class P Shareholders are entitled to propose to the general meeting of shareholders of the Company any candidates for the position of non-Class P shareholders.
2. Amendment of article 28 of the Articles of Incorporation of the Company to (i) allow the holding of general meeting of shareholders of the Company within a period of six months of the end of each financial year of the Company and (ii) add for any general meeting of shareholders of the Company held by conference call, through video conference or by any other means of communication, a clarification that at least one (1) shareholder or his proxyholder shall be physically present at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting.
3. Miscellaneous.

QUORUM AND MAJORITIES

Pursuant to the law, the EGM will deliberate validly only if a quorum of at least fifty percent (50%) of the share capital is present or represented.

Decisions related to the agenda of the EGM will be passed by a majority of at least two-thirds (2/3) of the votes validly cast at the EGM for the amendment brought to Article 28 while the approval of at least 95% of the votes validly cast by the shareholders at the EGM will be needed for the amendments brought to Article 18.

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If the EGM is not quorate when required or is unable to deliberate and vote on the above-mentioned agenda, a further meeting will be reconvened to deliberate and vote on the same agenda. At such further meeting, there will be no quorum required and resolutions on the agenda will be adopted at a majority of two thirds (2/3) of the votes cast at the meeting **except that at least 95% of the votes validly cast by the shareholders at the meeting will be needed for the amendments brought to Article 18.**

ORGANISATION OF THE EGM

The documents related the EGM can be found on www.triodos-im.com.

To vote we kindly ask you to send, **prior to 11 November 4:00 p.m.**, the attached proxy form, completed and duly signed, by email (rbcis_lu_fund_documentation1@rbc.com) or by fax (fax number +352 2460 3331) to Triodos SICAV II, c/o RBC Investor Services Bank S.A., to the attention of Ms. Joanna Plucinska.

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

Annex: proxy form

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PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING OF TRIODOS SICAV II

The undersigned, _____,
holder of _____ shares of **Triodos SICAV II** (the “Company”),

and duly entitled to vote on behalf of these shares, hereby authorises with power of substitution the Chairman of the extraordinary general meeting referred to below, to represent the undersigned at the extraordinary general meeting of shareholders of the Company which will take place before a Luxembourg public notary in Luxembourg on 16 November 2022 at 10:00 a.m. (Luxembourg time), at Etude Henri Hellinckx Notaire, 101, rue Cents, L-1319 Luxembourg, with the following agenda:

AGENDA

1. Amendment of article 18 of the Articles of Incorporation of the Company so that only Class P Shareholders are entitled to propose to the general meeting of shareholders of the Company any candidates for the position of non-Class P shareholders.
2. Amendment of article 28 of the Articles of Incorporation of the Company to (i) allow the holding of general meeting of shareholders of the Company within a period of six months of the end of each financial year of the Company and (ii) add for any general meeting of shareholders of the Company held by conference call, through video conference or by any other means of communication, a clarification that at least one (1) shareholder or his proxyholder shall be physically present at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting.
3. Miscellaneous.

The undersigned hereby gives and grants to the proxy holder full power and authorisation to do and perform all and every act necessary or incidental, to the exercise of the powers herein specified as fully, to all intents and purposes as might or could be done by the undersigned if personally present, and hereby ratifying and confirming all that the said agent shall lawfully do or cause to be done by virtue thereof.

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PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING OF TRIODOS SICAV II

Please indicate your vote direction by checking the below boxes as appropriate. Failure to complete any or all the boxes will entitle your proxy to cast their votes at their discretion.

Items	For	Against	Abstain
1. Amendment of article 18 of the Articles of Incorporation of the Company so that only Class P Shareholders are entitled to propose to the general meeting of shareholders of the Company any candidates for the position of non-Class P shareholders.			
2. Amendment of article 28 of the Articles of Incorporation of the Company to (i) allow the holding of general meeting of shareholders of the Company within a period of sixth months of the end of each financial year of the Company and (ii) add for any general meeting of shareholders of the Company held by conference call, through video conference or by any other means of communication, a clarification that at least one (1) shareholder or his proxyholder shall be physically present at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting.			
3. Miscellaneous.			

This proxy will remain in force and allow to validly represent the undersigned in the extraordinary general meeting of shareholders which will state on the above agenda if, for whatsoever reason, the extraordinary general meeting is to be continued, postponed or adjourned. The person authorised may vote on any items of the agenda and sign all necessary documents. For the avoidance of doubt, this proxy will remain in force in case there would be additional general meetings of shareholders with the same agenda.

The undersigned declares that he/she will, if required, ratify the votes made by his/her representative.

Shareholder name

Date and place

Signature