

TRIODOS SICAV II
Société d'Investissement à Capital Variable
Registered Office: 11-13, boulevard de la Foire, L-1528 Luxembourg
Companies' Register: Luxembourg Section B-115 771

Explanatory notes to the agenda of the Annual General Meeting of Shareholders of Triodos SICAV II to be held on 26 June 2024

The shareholders of **Triodos SICAV II** (the "Company") are invited to participate in the Annual General Meeting of Shareholders (the "Meeting"), which will be held on 26 June 2024 at 2.00 p.m. (Luxembourg time) at 11-13, Boulevard de la Foire, L-1528 Luxembourg (the "Registered Office"). Shareholders that would like to attend the Meeting should submit a completed attendance form, and any questions should be addressed in the attendance form. In order to vote, the shareholders need to return the proxy form.

The agenda is as follows:

- 1. To hear and acknowledge:**
 - a) the management report of the Directors regarding the financial year 2023**

The shareholders are invited to read the management report of the Directors, which is part of the annual report of Triodos SICAV II, for the year ended 31 December 2023.
 - b) the report of the auditor regarding the financial year 2023**

The shareholders are invited to read the report of the auditor, which is part of the annual report of Triodos SICAV II, for the year ended 31 December 2023.
- 2. To approve the statement of assets and liabilities and the statement of operations for the financial year 2023 (voting item)**

The shareholders are requested to approve the statement of assets and liabilities and the statement of operations for the financial year 2023, which is part of the annual report of Triodos SICAV II, for the year ended 31 December 2023.
- 3. To approve the allocation of the net results for the financial year 2023 (voting item)**

As proposed by the Board of Directors, the shareholders are requested to approve to pay out 100% of the net realised income attributable to distribution ('Dis') share classes, resulting in the following amount of dividend per share:

Sub-fund	Share class	ISIN Code	Share class currency	Amount per share
Triodos Microfinance Fund	B-Dis	LU0407946978	EUR	EUR 0.27
Triodos Microfinance Fund	I-Dis	LU0402513674	EUR	EUR 0.56
Triodos Microfinance Fund	K-I-Dis	LU0402514052	GBP	EUR 0.51*
Triodos Microfinance Fund	R-Dis	LU0402512866	EUR	EUR 0.27
Triodos Microfinance Fund	Z-Dis	LU0842303249	EUR	EUR 0.45
Triodos Emerging Markets Renewable Energy Fund	I EUR-Dis	LU2220397892	EUR	-
Triodos Emerging Markets Renewable Energy Fund	R EUR-Dis	LU2220397389	EUR	-

* The net realised income available for distribution is determined at sub-fund level, being euro for Triodos Microfinance Fund respectively US dollar for Triodos Emerging Markets Renewable Energy Fund. The payment of dividend distribution will be made in the share class currency. Based on the exchange rate of the ex-dividend date, the euro respectively US dollar dividend amount per share (if any) will be converted to the share class currency.

The Board of Directors proposes to pay the dividends as follows:

Record date: 28 June 2024
Ex-dividend date: 31 July 2024
Reinvestment date: 31 July 2024
Payment date: 9 August 2024

Dividends not collected within five years from their due date will lapse and will accrue for the benefit of the relevant sub-fund.

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4. To discharge the Directors with respect to the performance of their duties for the financial year 2023 (voting item)

The shareholders are requested to grant discharge to the Board of Directors for the performance of their duties during the financial year 2023, insofar as the performance of these duties is disclosed in the financial statements or is apparent from information otherwise communicated prior to the Meeting.

5. To elect a Class P Director to serve for a period of four years ending on the date of the Meeting to be held in 2028 (voting item)

The mandate of Mr. Dirk Jan van Ommeren will end at the date of the Meeting to be held on 26 June 2024.

In accordance with article 18 of the Articles of Incorporation of the Company, the Class P shareholder (i.e. Stichting Triodos Holding) is entitled to propose to the Annual General Meeting of Shareholders of the Company a list containing the names of candidates for the position of a Class P Director of the Company. The list of candidates submitted by the Class P shareholder for a Class P Director shall indicate a number of candidates equal to at least twice the number of directors to be appointed as Class P Director. There should be at least a majority of Class P Directors at all times.

The Class P shareholder proposes two candidates for the (re-)election as Class P Director in order of preference (**one candidate to be selected**):

1. Mr. Dirk Jan van Ommeren (for re-election)

Dirk Jan van Ommeren is Managing Director at Triodos Investment Management B.V. He has a long-standing experience in the financial sector. He previously worked at ABN AMRO MeesPierson, where he was Managing Director Marketing & Products and member of the management group of ABN AMRO Bank. Mr. Van Ommeren is also a Member of the Board of Directors of Triodos SICAV I. Re-electing Mr. Van Ommeren will have added value to the Board of Directors of the Company, being closely involved in the business and having comprehensive knowledge of the relevant investment management activities.

2. Mr. Thomas Van Craen (subject to and effective as from the approval of the CSSF)

Thomas Van Craen is Managing Director of Triodos Bank Belgium since 2016 and has held non-executive board positions in various Triodos group entities. Mr. Van Craen is also a non-executive Board Member of several impact investors and associations in Belgium. He has over 25 years of experience in banking and is since 2015 specialised in sustainable banking. He previously worked at KBC Group in various management positions in Hungary, the Netherlands, the US and the UK.

6. To re-elect the auditor, PricewaterhouseCoopers Luxembourg, to serve for the financial year 2024 (voting item)

The Board of Directors proposes to appoint PricewaterhouseCoopers Luxembourg as independent auditor to serve for the financial year 2024. Their mandate will end at the next Meeting in 2025 when the annual audited report for the financial year ending on 31 December 2024 will need to be approved.

7. To approve the remuneration of Directors for the financial year 2024 (voting item)

The Board of Directors consists of five directors. Three of them, Ms. Bachner, Mr. Pieters and Ms. Wilkinson, are independent directors or have no formal economic or hierarchical relationship with the Triodos Group (i.e. non-executive directors). For the financial year ending on 31 December 2024, the Board of Directors proposes to the Meeting to pay to the non-executive directors:

- Non-executive director fee: EUR 22,500 per non-executive director per annum
- Chairman supplement: EUR 5,000 per annum

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

Shareholders are advised that resolutions will be passed by a simple majority vote of the shareholders present or represented. Abstaining and nil votes will not be counted.