

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**")

**NOTICE OF ADJOURNMENT OF AN EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF THE COMPANY**

Luxembourg, 4 May 2021

Dear Madam, dear Sir,

The quorum required by law not having been reached at a first extraordinary general meeting of shareholders of the Company held on 28 April 2021, notice is hereby given of the second extraordinary general meeting of shareholders (the "**second EGM**") of the Company which will be held on 19 May 2021 at 3.00 p.m. (Luxembourg time) before a Luxembourg public notary at Etude Henri Hellinckx Notaire, 101, rue Cents, L-1319 Luxembourg.

In accordance with the Grand-Ducal law dated 25 November 2020 extending the measures of article 1 (1) of the law of 23 September 2020 until 30 June 2021, the EGM will be held without physical presence. The shareholders will only be entitled to participate to the EGM by appointing the Chairperson of the EGM, as special proxy, to vote on the items of the following agenda:

AGENDA

1. Amendment of Article 11(2), second paragraph of the Articles of Incorporation of the Company so as to remove the possibility for a shareholder of the Company to register its address at the Registered Office of the Company in the case that such a shareholder does not provide an address
2. Amendment of Articles 16 and 19 of the Articles of Incorporation of the Company so as to remove the reference to "telegram" and "telex"
3. Amendment of Article 28 of the Articles of Incorporation of the Company so as to allow the holding of general meetings of shareholders of the Company by electronic means
4. Miscellaneous

ORGANISATION OF THE EGM

Shareholders are advised that the EGM will be validly constituted and will validly decide on the items of its agenda regardless of the number of shares represented. Resolutions will be passed if approved by more than a two-third majority votes cast.

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

In accordance with the Grand-Ducal law dated 25 November 2020 extending the measures of article 1 (1) of the law of 23 September 2020 until 30 June 2021, the EGM will be held without physical presence and shareholders may vote by proxy. To this end, we kindly request you to return, prior to 17 May 2021 9.00 a.m., the attached proxy form, completed and duly signed, by email (rbcis.lu_fund_documentation1@rbc.com) or by fax (352 2460 3331) to Triodos SICAV II, c/o RBC Investor Services Bank S.A., to the attention of Ms. Joanna Plucinska, Fund Corporate Services.

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