

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 30 May 2023

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 30 May 2023 at 11:00 a.m. 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 2022**

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 2022.
 - b) the report of the auditor regarding the financial year 2022**

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 2022.
- 2. To approve the statement of assets and liabilities and the statement of operations for the financial year 2022 (voting item)**

The shareholders are requested to approve the statement of assets and liabilities and the statement of operations for the financial year 2022, which is part of the annual report of Triodos SICAV II, for the year ended 31 December 2022.
- 3. To approve the allocation of the net results for the financial year 2022 (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	ISIN Code	Currency	Amount per share
Triodos Microfinance Fund Class B Dis	LU0407946978	EUR	0.65
Triodos Microfinance Fund Class I Dis	LU0402513674	EUR	0.83
Triodos Microfinance Fund Class K-I Dis*	LU0402514052	EUR	0.79
Triodos Microfinance Fund Class S-I Dis	LU2495089851	EUR	0.03
Triodos Microfinance Fund Class R Dis	LU0402512866	EUR	0.65
Triodos Microfinance Fund Class Z Dis	LU0842303249	EUR	0.72
Triodos Emerging Markets Renewable Energy Fund I EUR Dis	LU2220397892	EUR	-
Triodos Emerging Markets Renewable Energy Fund R EUR Dis	LU2220397389	EUR	-

* Payment of distribution will be made in GBP, equivalent to the EUR amount at the exchange rate of the ex-dividend date.

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

Record date: 31 May 2023
Ex-dividend date: 30 June 2023
Reinvestment date: 30 June 2023
Payment date: 11 July 2023

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 2022 (voting item)

The shareholders are requested to grant discharge to the Board of Directors for the performance of their duties during the financial year 2022, 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 re-elect the auditor, PricewaterhouseCoopers Luxembourg, to serve for the financial year 2023 (voting item)

The Board of Directors proposes to appoint PricewaterhouseCoopers Luxembourg as independent auditor to serve for the financial year 2023. Their mandate will end at the next Meeting in 2024 when the annual audited report for the financial year ending on 31 December 2023 needs to be approved.

7. To approve the remuneration of Directors for the financial year 2023 (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 2023, the Board of Directors proposes to the Meeting to pay to the non-executive directors:

- Non-executive director fee: EUR 15,000 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.