

# Annual Report 2022

Triodos  Bank

# 3. Corporate Governance

The corporate governance structure of Triodos Bank reflects and protects its mission. This chapter explains how Triodos Bank's complies with the Dutch Corporate Governance Code 2016 (the Governance Code) and the Dutch Banking Code 2014 (the Banking Code). The updated Governance Code (2022) will enter into force

as for the financial year beginning on or after 1 January 2023, meaning that compliance with the revised Governance Code will need to be accounted for in the management report for the financial year 2023. For more information on Triodos Bank's governance structure, please refer to: [www.triodos.com/govstructure](http://www.triodos.com/govstructure).

	Depository receipt holders <sup>1</sup>		Equity in millions of EUR	
	2022	2021	2022	2021
1 – 50	14,789	14,767	24.9	24.7
51 – 500	22,644	22,627	399.1	396.0
501 – 1,000	3,780	3,799	230.7	230.1
1,001 and more	2,332	2,328	604.7	599.3
<b>Total</b>	<b>43,545</b>	<b>43,521</b>	<b>1,259.4</b>	<b>1,250.1</b>

<sup>1</sup> The number of depository receipt holders increased due to transactions among depository receipt holders, without the involvement of Triodos Bank.

	Depository receipts x 1,000		Depository receipt holders <sup>1</sup>	
	2022	2021	2022	2021
The Netherlands	8,703	8,703	25,560	25,542
Belgium	2,798	2,798	7,408	7,406
United Kingdom	216	216	1,657	1,661
Spain	2,150	2,150	7,599	7,591
Germany	349	349	1,321	1,321
<b>Total</b>	<b>14,216</b>	<b>14,216</b>	<b>43,545</b>	<b>43,521</b>

<sup>1</sup> The number of depository receipt holders increased due to transactions among depository receipt holders, without the involvement of Triodos Bank.

## Triodos Bank

Triodos Bank operates in the Netherlands, Belgium, the United Kingdom, Spain, and Germany. Triodos Bank has its registered office in Zeist, the Netherlands.

### Stichting Administratiekantoor Aandelen Triodos Bank (SAAT)

To ensure protection of the mission and identity of Triodos, all shares in the capital of Triodos Bank are held by SAAT for administration purposes. SAAT has issued Depository Receipts representing these shares. SAAT is the legal owner of the shares and exercises the voting rights attached to these shares. In doing so, SAAT is guided by the interests of the Depository Receipt holders and the interests of Triodos Bank, as well as by the principles expressed in the objects of Triodos Bank. Currently, Triodos Bank Depository Receipts are not listed on a stock exchange. Instead, Triodos Bank maintains its own platform for trading in Depository Receipts up until now.

### Depository Receipt holders

At the moment, the voting rights of DR holders are arranged in the following way. Depository Receipt holders are entitled to vote at depository receipt holders' meetings. Each Depository Receipt holder has as many votes as she or he holds Depository Receipts, up to a maximum of 1,000 votes. No Depository Receipt holder may hold more than ten percent of all issued Depository Receipts. SAAT Board members are appointed by the meeting of Depository Receipt holders on the basis of a binding nomination of candidates put forward by the Board of SAAT. Nominations must be approved by Triodos Bank's Executive Board, whose decision needs prior approval of the Supervisory Board.

## Supervisory Board

The role of the Supervisory Board is to supervise the policies of the Executive Board and the general affairs of Triodos Bank and its business, as well as to assist the Executive Board by providing advice. In fulfilling their tasks, the Supervisory Board is guided by the interests of Triodos Bank and its business. Members of the Supervisory Board are appointed and reappointed by the General Meeting of Triodos Bank, based on a recommendation from the Supervisory Board. For one-third of the number of Supervisory Board members (at the moment: two out of five) the Supervisory Board includes persons recommended by the Dutch Works Council on the nomination list.

## Executive Board

The Executive Board is responsible for the general course of business, the general policy and the strategy of Triodos Bank. The Executive Board is accountable to the Supervisory Board. Members of the Executive Board are appointed and reappointed by the Supervisory Board. Biographies for all members of the Board of SAAT, the Supervisory Board and the Executive Board are available in Appendix II – Executive Board and Supervisory Board biographies (see page 394).

## Governance Code

In addition to the laws laid out in the Dutch Civil Code, the Dutch Governance Code applies to all companies whose registered offices are in the Netherlands and whose shares, or Depository Receipts, have been admitted to trading on a regulated market, a multilateral trading facility, or comparable systems. Triodos Bank chooses to voluntarily comply with the Governance Code. Triodos Bank complies with all principles and best practices set out in the Governance Code, except for the intentional deviations described below.

### Statement of institutions with a participating interest of 3% or more

	2022	2021
Coöperatieve Centrale Raiffeisen-Boerenleenbank BA	4.0%	4.0%

Currently, to ensure the continuity of Triodos Bank's mission and objectives, SAAT exercises the voting rights relating to the shares in Triodos Bank. Depository Receipt holders cannot vote on the underlying shares, nor can they recommend candidates for appointment as member of the Board of SAAT. Former members of the Executive Board and Supervisory Board, employees or permanent advisers of the company can be members of the Board of SAAT. Thus, Triodos Bank deviates from principle 4.4, and best practice 4.4.2. In deviation from best practice 2.2.1, the term of office of one Executive Board member, appointed prior to 2021, is not limited to a period of four years. For EB members that have been appointed in 2021 or thereafter, the term has been brought in line with the Governance Code.

The Articles of Association allow a member of the Supervisory Board to be reappointed more than two times in case of exceptional circumstances. This provides the Supervisory Board with extra time to fill vacancies when necessary. Triodos Bank deviates from best practice 2.2.2.

For practical reasons, Triodos Bank may combine proposed amendments to its Articles of Association to be voted on jointly, hereby deviating from best practice 4.1.3.i, prescribing that material changes to the Articles of Association should be dealt with as separate agenda items.

Please find the complete comply-or-explain statement regarding Triodos Bank's adherence to the Corporate Governance Code at: [www.triodos.com/govstructure](http://www.triodos.com/govstructure).

The updated Governance Code (2022) will enter into force as for the financial year beginning on or after 1 January 2023, meaning that compliance with the revised Governance Code will need to be accounted for in the management report for the financial year 2023.

## Banking Code, Bankers' Oath and Rules of Conduct

The Banking Code applies to banks with their registered office in the Netherlands and sets out principles Dutch banks should observe. The

Banking Code is part of the Future-oriented Banking package introduced by the Dutch bankers' association NVB. Next to the Banking Code, this package includes a Social Charter and Rules of Conduct. The Bankers' Oath relates to these Rules of Conduct. The primary focus of the Banking Code is on governance and the bank's culture. The Banking Code puts the interests of the customer at the centre. This fully aligns with Triodos Bank's vision and Business Principles. Triodos Bank complies with the Banking Code and continuously monitors its compliance.

Triodos Bank chooses not to offer variable remuneration based on predetermined financial targets or achievements, as these can enhance a culture of taking inappropriate risks.

Please find the complete comply-or-explain statement regarding adherence to the Banking Governance Code at: [www.triodos.com/govstructure](http://www.triodos.com/govstructure).

Next to Executive Board members and Supervisory Board members, all co-workers are required to take the Bankers' Oath, and to declare they will comply with the Rules of Conduct referred to above. The Bankers' Oath and the Rules of Conduct are confirmation of Triodos Bank's existing practice and align with the Triodos Bank Business Principles.

## Corporate governance statement

In accordance with the Decree on the executive board report (*Besluit inhoud bestuursverslag*) and the Decree on disclosure of non-financial information (*Besluit bekendmaking niet-financiële informatie*) and related legislation, Triodos Bank published a governance statement at: [www.triodos.com/govstatement](http://www.triodos.com/govstatement). This governance statement forms part of the Annual Report 2022.