

Irrevocable Power of Attorney for dematerialisation of Triodos Bank Depository Receipts for Shares

Dear ("Participant"),

Whereas:

- I. Participant holds registered depository receipts for shares in the capital of Triodos Bank N.V., which depository receipts ("**Depository Receipts**") have been issued by Stichting Administratiekantoor Aandelen Triodos Bank;
- II. the Depository Receipts will be listed on the multilateral trading facility of Captin B.V ("**Captin**");
- III. for the purpose of listing on the multilateral trading facility operated by Captin, the Depository Receipts held by Participant must be converted into book-entry form, which is an administrative-legal process that accompanies a listing of the Depository Receipts on Captin's multilateral trading facility;
- IV. first, the Depository Receipts must be transferred to Captin, after which Captin will manage the Depository Receipts in a so-called collective depository. Thereafter, Captin will transfer and deliver the Depository Receipts to the Dutch Central Securities Depository ("**Euroclear Nederland**"). Euroclear Nederland will include the Depository Receipts in a so-called giro depot;
- V. after completion of the process described above, Participant will as a participant be jointly entitled with other holders of Depository Receipts to the collective depository held by Captin in proportion to the number of Depository Receipts contributed by Participant. The Participant's share, as a participant in the collective depository, constitutes a registered right.

hereby declares he grants unconditional and irrevocable power of attorney to:

- Captin B.V, with its place of business in Amsterdam, the Netherlands and registered in the trade register under number 66016290, and its legal successors ("**Representative**"),

specifically to perform for and on behalf of Participant all (legal) acts that Captin deems necessary in the context of the above-described process of converting the Depository Receipts into book-entry form, including but not limited to the transfer and delivery of the Depository Receipts and the (digital) signing of (private) deeds for the aforementioned delivery.

The power of attorney will be effective from the date of electronic approval.

Other provisions

This power of attorney may not be revoked by Participant or his heir or heirs.

This power of attorney does not end by reason of death or a guardianship order of Participant.

This power of attorney is expressly granted with the power of substitution as provided in Book 3 Section 64 of the Dutch Civil Code¹.

In the event of a conflict of interest as referred to in Book 3 Section 68 of the Dutch Civil Code², the Representative will remain authorized to represent Participant or his heir or heirs.

"Representative" is also understood to mean the third party granted a power of attorney by the Representative pursuant to the above-mentioned substitution.

This power of attorney is governed by Dutch law.

This power of attorney was established electronically and therefore does not contain Participant's written signature.

¹ **The text of the article is as follows:** "Unless the principal has provided otherwise, a representative may only grant the received authority for representation to another person: a. as far as the right to do so necessarily arises from the nature of the juridical act that has to be performed or as far as this is in line with common practice; b. as far as this is necessary in view of the interests of the principal and the principal is unable to take the required measures himself; c. as far as the procuration concerns assets which are located outside the country (State) in which the representative has his domicile."

² **The text of the article is as follows:** "Unless agreed differently, a representative may only then operate – within the to be performed juridical act - as the opposite party of his principal when the content of that act has been determined so precisely that a conflict between the interests of the representative and the principal is impossible."