

TRIODOS SICAV II
Société d'Investissement à Capital Variable
Registered Office: 11-13 Boulevard de la Foire
L-1528 Luxembourg
R.C.S. Luxembourg B115 771
(the “**Company**”)

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

Luxembourg, 31 July 2018

*Capitalised terms not defined herein shall have the meaning given to them in the prospectus of the Company (the “**Prospectus**”).*

Dear Shareholder,

The quorum required by law not having been reached at a first extraordinary general meeting of shareholders of the Company held on 31 July 2018 at the registered office of the Company, 11-13, Boulevard de la Foire, L-1528 Luxembourg, the shareholders of Triodos SICAV II are hereby convened to attend a second extraordinary general meeting (the “**Meeting**”) to be held on 5 September 2018 at 2:15 p.m. (Luxembourg time) at the registered office of the Company, 11-13, Boulevard de la Foire, L-1528 Luxembourg, with the following agenda:

AGENDA

1. Change of the corporate purpose of the Company, as follows:

“The exclusive purpose of the Company is to invest the funds available to it in securities and other assets permitted by Part II of the law of 17 December 2010 relating to undertakings for collective investment as may be amended from time to time (the “Law of 2010”) with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted by Part II of the Law of 2010.”

2. Change of the signatory power of the Company in the context of daily management, as follows:

“Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the board of directors.

Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such power may have been delegated, acting individually or jointly, within the limits of such delegation.”

3. Amendment and full restatement of the Articles in order – amongst others – to reflect the Luxembourg companies law reform, and the amended Law of 2010.
4. Miscellaneous.

ORGANISATION OF THE MEETING

Shareholders are advised that the Meeting 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.

If you want to attend the Meeting, please inform us by post or fax, at least four business days before the Meeting, at the address or fax number mentioned hereunder. The documents related to the Meeting can be found on www.triodos-im.com.

In case you are unable to personally participate in the Meeting, you may send a representative. For this purpose, we kindly ask you to send – for organisational reasons prior to 3 September 2018 – 9 a.m. - the attached proxy form completed and duly signed to TRIODOS SICAV II, c/o RBC Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette, for the attention of Fund Corporate Services – Domiciliary Services (fax number +352 2460 3331).

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