

## **Website Notification – Upload of Amended Scheme**

Further to the recent letters, emails and notifications concerning Triodos' Part VII court application, preparations to subsidiarise the UK operations of **Triodos Bank N.V.** ahead of Brexit have been ongoing.

On 25 January 2019, **Triodos Bank UK Limited** (the new UK subsidiary of Triodos Bank) was granted a banking licence from the Prudential Regulatory Authority (the **PRA**). This licence will allow Triodos Bank UK to continue to provide Triodos Bank N.V.'s UK services following the successful completion of the Part VII court process.

As a result, the Sanction Hearing scheduled for 11 February 2019 is due to go ahead as planned. At this hearing, Triodos will seek the Court's approval of the Scheme, a document which sets out the details of the proposed transfer of the UK business of Triodos Bank N.V. to Triodos Bank UK.

The initial draft of the Scheme has been available to view on Triodos' website from 17 December 2018, along with an Explanatory Statement setting out in summary the terms of the proposed transfer.

In anticipation of the Sanction Hearing, the Scheme has been updated to take account of a number of developments since 17 December, including Triodos Bank UK obtaining its UK banking licence and changing its name from 'Triodos UK Limited' to 'Triodos Bank UK Limited'. A copy of the updated version of the Scheme has been uploaded to the website and is available at: [www.triodos.co.uk/legaltransfer](http://www.triodos.co.uk/legaltransfer).

The changes which have been made to the Scheme since 17 December are as follows:

- (i) including the list of permissions granted by the PRA to Triodos Bank UK under its banking licence in paragraph 1.5 of the Scheme;
- (ii) updating the references to Triodos Bank UK following its change of name from "Triodos UK Limited" to "Triodos Bank UK Limited" on the cover page and in paragraph 1.1 of the Scheme. This change of name was made possible after Triodos Bank UK was granted its banking licence;
- (iii) including Triodos Bank UK's new Financial Conduct Authority (the **FCA**) reference number in paragraph 1.1 of the Scheme. This reference number was given to Triodos Bank UK by the FCA when it was granted its banking licence;
- (iv) correcting the company reference number of Triodos Bank N.V. in paragraph 1.2 of the Scheme;
- (v) inserting a new section 11 into the Scheme called "Change of ISA Manager" and inserting corresponding definitions into Schedule 1 of the Scheme. Section 11 reiterates that if ISA customers are not happy with the change of ISA Manager which will occur under the Scheme, they can transfer their ISA to another provider free from penalty. This point has previously been explained to all customers who hold ISAs in direct correspondence;
- (vi) inserting a definition of 'Guarantee' into Schedule 1 of the Scheme and amending the definitions to clarify that all guarantees and similar obligations given by third parties to Triodos Bank N.V. in respect of UK loans will be transferred to Triodos Bank UK under the Scheme;
- (vii) inserting new definitions of "BoE Bank Accounts and Facilities", "BoE Arrangements" and "BoE Bank Accounts and Facilities Documentation" into Schedule 1 of the Scheme and amending the definition of Transferring Business and paragraph 18 in Schedule 2 of the Scheme to clarify that all arrangements with the Bank of England (**BoE**) will be transferred to Triodos Bank UK under the Scheme;

- (viii) removing the reference to "the BoE SMF Membership" in the list of Excluded Contracts in Part B to Schedule 3 of the Scheme", as the BoE has confirmed that Triodos Bank N.V's current membership of the Sterling Monetary Framework will transfer to the Triodos Bank UK under the Scheme;
- (ix) inserting additional sub-paragraphs into the definitions of "Residual Asset", "Residual Liability" and "Subsequent Transfer Date", to account for assets which are subject to the law of a foreign country and where the laws of that country require additional action to be taken to transfer that asset to Triodos Bank UK under the Scheme. Any such assets will only be transferred to Triodos Bank UK on the date on which (i) the required additional action is taken or (ii) the obligation created by the relevant foreign law is removed; and
- (x) updating cross-references throughout the Scheme and updating a small number of typographical errors where necessary.

As outlined in the Explanatory Statement, you can ask any question you have by calling us on +44(0)330 355 0355 or by emailing us at [contact@triodos.co.uk](mailto:contact@triodos.co.uk).