

**OIKOCREDIT, Ecumenical Development Cooperative Society U.A.**

**This prospectus expires on 3 June 2022.**

The obligation to supplement a prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when a prospectus is no longer valid.



*With the help of loans from Oikocredit partner Cooprogreso, Gladys Arcos from Ecuador was able to build up her family business, selling 'espumilla' with ice (egg meringues served in an ice-cream cone). She developed her family business 25 years ago after her husband Ivan had an accident and they needed other sources of income. Gladys started selling from a wheelbarrow and was able to expand her family business to a homemade handcart, and today she has a shop.*

A copy of this prospectus can be obtained from the issuer at:

OIKOCREDIT, Ecumenical Development Cooperative Society U.A.

PO Box 2136, 3800 CC Amersfoort, the Netherlands

Email: [oi.support@oikocredit.org](mailto:oi.support@oikocredit.org)

Website: [www.oikocredit.coop/prospectus](http://www.oikocredit.coop/prospectus)

Tel: +31 (0)33 422 40 40

# PROSPECTUS

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OIKOCREDIT, Ecumenical Development Cooperative Society U.A. is a cooperative society with excluded liability (*coöperatie met uitsluiting van aansprakelijkheid*) incorporated in the Netherlands, having its registered office in Amersfoort (the "**Cooperative**").

The Cooperative may issue shares in its capital (the "**Shares**") to its Members on a continuous basis. This prospectus (the "**Prospectus**") is made available in connection with the offer of the Shares in the Netherlands and in several other member states of the European Economic Area, and has been drawn up in accordance with Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and approved by the Netherlands Authority for the Financial Markets (*Authoriteit Financiële Markten*, the "**AFM**"). The Cooperative has requested the AFM to notify the competent authorities of the member states listed in Appendix 1 with a certificate of approval attesting that this Prospectus has been drawn up in accordance with the Prospectus Regulation.

The Prospectus is valid for a period of 12 months after 3 June 2021 (the "**Approval Date**"), provided that it is completed by any supplement required pursuant to Article 23 of the Prospectus Regulation. If significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus which may affect the assessment of the Shares arise or are noted during the life of this Prospectus, the Cooperative shall publish this new information in a supplement to this Prospectus. Investors are advised to ascertain whether, as from the date of this Prospectus, supplements have been made publicly available. Supplements are published, if any, on the section of our website dedicated to the Prospectus. The obligation to supplement a Prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Prospectus is no longer valid.

Prospective investors are expressly informed that an investment in Shares entails certain risks. The realization of the risks of the Cooperative's operations described in this Prospectus may have a material impact on the

Cooperative's future financial performance, on the possible return on Shares, as well as the ability to recover the amount invested in the Shares altogether. Therefore investors should read and carefully review the content of this Prospectus together with the information incorporated by reference and supplements to the Prospectus (if any).

Neither this Prospectus, nor any other information supplied in connection with the issue of the Shares, should be considered a recommendation by the Cooperative to make an investment in the Shares. Before making an investment decision, each prospective investor should consult his or her own financial, legal or tax advisers.

Neither the delivery of this Prospectus nor any sale on the basis thereof shall, under any circumstances, imply that the information contained in this Prospectus is correct as of a date subsequent to the Approval Date. Investors should review, among other things, the most recent financial statements of the Cooperative when deciding whether or not to purchase any shares.

Unless explicitly stated otherwise, all financial information in this Prospectus is unaudited. The forward-looking statements in this Prospectus involve known and unknown risks, uncertainties and other factors that could cause the Cooperative's actual future results, performance and achievements to differ materially from those forecasted or suggested herein.

The definitions as included in section 13 shall fully apply to all sections of this Prospectus, unless the context explicitly provides otherwise.

All qualifications of a legal nature contained in this Prospectus relate to Dutch law, unless the context requires otherwise. Dutch law is applicable to this Prospectus. This Prospectus is only available in the English language.

The distribution of this Prospectus and the offering of the Shares may in certain jurisdictions, such as the United States of America and Canada, be restricted by law, and this Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any

jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Please be referred to Appendix 2 for more information.

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# SUMMARY

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## 1.1 Introduction and warnings

### 1.1.1 Introduction

OIKOCREDIT, Ecumenical Development Cooperative Society U.A. (the "**Cooperative**" or the "**Issuer**") is a cooperative society with excluded liability (*coöperatie met uitsluiting van aansprakelijkheid*) incorporated in the Netherlands and operating under Dutch law. Members of a cooperative society with excluded liability (as opposed to other forms of cooperative societies under Dutch law) are not required to contribute in case the cooperative society has a deficit upon its dissolution. In other words, members of the Cooperative ("**Members**") are only liable for the amount they invest in their shares in the capital of the Cooperative (the "**Shares**"). The Cooperative has its statutory office in Amersfoort and its head office at Berkenweg 7 (3818 LA) in Amersfoort. The Cooperative is registered at the Chamber of Commerce under number 31020744. The Legal Entity Identifier of the Cooperative is 724500O951PB3SFR7U57. The ISIN number of the Shares is NL0015026469. The Cooperative's prospectus in connection with the offering of Shares (the "**Prospectus**") has been approved by the AFM, as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), on 3 June 2021. The AFM's address is Vijzelgracht 50, (1017 HS) Amsterdam, the Netherlands. Its telephone number is +31 (0)20 797 2000 and its website is <http://www.afm.nl/>.

### 1.1.2 Warnings

The summary should be read as an introduction to the Prospectus. Any decision to invest in the Shares should be based on consideration of the Prospectus as a whole by the investor. Investors should be aware they could lose all or a part of their invested capital.

Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings can be initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only the case where the summary is misleading, inaccurate or inconsistent or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Shares.

## 1.2 Key information on the Company

### 1.2.1 Who is the issuer of the securities?

OIKOCREDIT, Ecumenical Development Cooperative Society U.A. is a cooperative society with excluded liability (*coöperatie met uitsluiting van aansprakelijkheid*) incorporated in the Netherlands and operating under Dutch law. The Cooperative has its statutory office in Amersfoort and its head office at Berkenweg 7 (3818 LA) in Amersfoort. The Legal Entity Identifier of the Cooperative is 724500O951PB3SFR7U57.

The Cooperative's goal is to promote sustainable development by providing loans, equity investments and capacity building support to 'partners'. These are organisations to which the Cooperative has provided funding and that are engaged in economic activity or enterprises which provide both a financial and social return in mostly low-income countries (the "**Partners**"). These Partners are active in the financial inclusion, agriculture and renewable energy sectors in developing countries. The Cooperative seeks to work closely together with its Partners and to offer

financial services and support that answers their needs. The funding of Partners by the Cooperative mainly takes the form of loans with an average loan repayment period of around four years. At the end of 2020 the Cooperative's development financing portfolio consisted of 82% loans. The remainder of the funding is invested in the form of equity, which made up 17.7% of the aforementioned portfolio at the end of 2020. The goal is to have an equity portfolio of approximately 15% of the total development financing portfolio. Next to the development financing portfolio, the Cooperative owns liquid assets and some other assets, in total 33% of the total balance sheet as per year end 2020. In addition to the financing and funding provided to Partners, the Cooperative provides capacity building support to its Partners. The Cooperative's capacity building programmes help Partners become more resilient and supports them in achieving their social mission and sustainability goals for the benefit of their clients and members.

The Cooperative is not (in)directly owned or controlled by any Member or other person. At 31 December 2020 the total number of issued Shares was 5,517,352 Shares. The table below presents the four major shareholders of the Cooperative, together holding 63.68% of the Shares in the Cooperative:

Organisation	Shareholders	Number of Shares
Stichting Oikocredit International Share Foundation ("OISF")	21.06%	1,167,929
Oikocredit Förderkreis Baden-Württemberg e.V.	15.46%	857,215
Oikocredit Westdeutscher Förderkreis e.V.	14.45%	801,289
Oikocredit Nederland Fonds	12.70%	704,364

The Cooperative is led by its managing board (*bestuur*) ("**Managing Board**") which currently consists of six members. Mr. Thos Gieskes is chair of the Managing Board (also referred to as the 'Managing Director'). The other members of the Managing Board are: Bart van Eyk (Director of Investments), Ging Ledesma (Director of Social Performance and Innovation), Petra Lens (Director of People & Change), Mirjam 't Lam (Director of Finance and Risk) and Patrick Stutvoet (Director of IT & Operations). On 15 March 2021 it was announced that Thos Gieskes will be leaving Oikocredit. He will continue to work in his position as Managing Director until 1 October 2021. On 8 April 2021 it was announced that Petra Lens will be leaving Oikocredit. She will continue in her position as Director of People & Change until 1 September 2021.

The statutory auditor of the Cooperative is KPMG Accountants N.V., member of the Dutch Association of Accountants (*Nederlandse Beroepsorganisatie van Accountants*). KPMG Accountants N.V. has its statutory office in Amstelveen, the Netherlands, at the Laan van Langerhuize 1 (1186 DS).

### 1.2.2 What is the key financial information regarding the issuer?

Income statement for non-financial entities (equity securities)	2020	2019	2018	Interim	Comparative interim from same period.
	€ ,000	€ ,000	€ ,000		
Total Income	80,114	97,034	82,048	N/A	N/A
*Operating profit/loss or another similar measure of financial performance used by the issuer in the financial statements	(21,133)	10,483	563	N/A	N/A

*Net profit or loss (for consolidated financial statements profit or loss attributable to equity holders of the parent)	net	(22,182)	14,274	1,270	N/A	N/A
#Year on year revenue growth		(17.4%)	18.3%	(0.4%)	N/A	N/A
#Net profit margin		(27.7%)	14.7%	1.6%	N/A	N/A

Balance sheet for non-financial entities (equity securities)	2020	2019	2018	Interim	Comparative interim from same period.
	€ ,000	€ ,000	€ ,000		
Total Assets	1,241,713	1,310,359	1,292,943	N/A	N/A
*Total Equity	1,165,436	1,217,520	1,181,513	N/A	N/A
#Net financial debt (long term debt plus short term debt minus cash)	76,277	92,839	111,430	N/A	N/A
Cash flow statement for non-financial entities (equity securities)	2020	2019	2018	Interim	Comparative interim from same period.
	€ ,000	€ ,000	€ ,000		
*Relevant net Cash flows from operating activities and/or cash flows from investing activities and/or cash from financing activities.	126,636	520	(9,997)	N/A	N/A

### 1.2.3 What are the key risks that are specific to the issuer?

The risks outlined in the following paragraphs may negatively impact the performance of the Cooperative as well as the financial results. These risks may therefore have a negative impact on the dividend to be paid out on the Shares, the net asset value of the Shares (the "**Net Asset Value**"), and/or the ability to redeem the Shares.

#### Financial Risks

- The Cooperative may not receive back outstanding loan amounts, as well as other amounts that are due (e.g. interest payments, fees) from a credit Partner (i.e. an organisation to which the Cooperative has extended a loan) as a result of negative developments with respect to the credit worthiness of a Partner.
- The Cooperative may experience financial losses involved in holding a particular equity stake in a Partner. This may occur if the Partner is facing financial issues because of a reduction of business opportunities or other risks in its own activities, or if there is no buyer to finance the Cooperative's exit from the investment.
- The Cooperative may not be able to meet its payment obligations, redemption requests from Members and/or payment commitments and obligations to Partners and other counterparties. The Cooperative aims to have sufficient cash and other liquid assets available to be able to meet all its payment obligations and to accommodate redemption requests from its Members on an ongoing basis (the Shares do not have a lock-up period, i.e. there is no predetermined restricted period in which shares cannot be redeemed); at the same time, the Cooperative seeks to provide funding to Partners that is more long term in order to enable them to match funding needs with cash flows.

- The Cooperative may experience financial losses because of unexpected fluctuations in foreign currency positions. Although this risk is mitigated with the use of derivative contracts, hedges in less liquid currencies may not be always available and consequently the Cooperative may have to leave the exposures in such currencies unhedged. In the event the unhedged amounts are significant and the respective currencies depreciate relative to the euro, there can be a significant negative effect on the profitability of the Cooperative.
- Changes in interest rates may negatively affect the financial results of the Cooperative. Both hard (i.e. USD and EUR) and local (emerging and frontier market currencies) currency exposures may negatively affect the value of the investment portfolio (especially interest sensitive assets such as credit instruments, term investments, FX/IR derivatives, cash and deposits) and the financial income statement.
- The Cooperative has significant positions with financial institutions (not being Partners) ("**counterparties**") and a negative development in the creditworthiness of, or defaults on their contractual obligations by such counterparties could result in financial losses for the Cooperative.
- The Cooperative may see a reduction of its portfolio, liquidity buffers and it may incur significant additional credit and equity losses as a consequence of the Covid-19 crisis.

#### Non-Financial Risks

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- The Cooperative might incur significant costs or face financial losses resulting from inadequate or failed internal processes and/or systems, from human error, and/or from external events. The Cooperative is a relatively complex organisation with offices in almost 20 locations. Some of the offices are located in countries with generally higher chances of business disruptions because of climate events, political unrest and/or logistical issues. Loans are often created based on local law, in local currencies and tailored for specific requirements of the Partner. Many steps and controls are required to create these contracts, and mistakes may occur during this process. The 'tailor-made' approach makes it difficult to create one-size-fits-all processes that could be easily monitored and automated; consequently the risk of internal or external fraud is elevated.
- The Cooperative may incur financial losses as a result of its business practices and internal policies failing to comply with (local) laws and regulations. Because of the spread of the Cooperative's activities across approximately 30 jurisdictions, of which 15 in emerging markets, the Cooperative needs to evaluate compliance and adjust its business processes and internal policies continuously. Some of the changes in laws and regulations may be unexpected, which makes the prompt compliance with such laws and regulations difficult. Failures to comply with (unexpected) changing (local) laws and regulations may lead to (regulatory) sanctions or fines, financial losses, and reputational damage for the Cooperative.
- The Cooperative may not be able to finance new activities and to grow its business due to a negative perception by its (potential) Members, Partners or other counterparties. Typically, reputational risk arises from the failure to manage operational or compliance risk, from the failure to meet the standards and expectations of its (potential) Members concerning the social impact that the Cooperative achieves, from negatively perceived actions of Parties or (market) circumstances in the jurisdictions in which the Cooperative is active or due to a general negative perception of social impact investing caused by negative publicity on competitors of the Cooperative. Damage to the Cooperative's reputation can seriously affect future capital inflow because it might deter potential new Members from investing in the Cooperative and existing Members from increasing their investment. It might also impel existing Members to cease their

membership and/or to make a redemption request which in turn also affects the Cooperative's ability to finance new activities.

## Strategic Risks

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- The Cooperative may fail to offer the right products in the right markets which could lead to a loss of business opportunities and in turn hinder the Cooperative's ability to make new loan and equity investments; it can also lead to the Cooperative's failing to attract sufficient funding for its activities.
- The Cooperative may face a reduction in efficiency and financial returns if the portfolio declines in value and it is not able to reduce its costs on a pro-rata basis.
- The Cooperative is subject to regulatory regimes in multiple jurisdictions in which it operates, including the Netherlands, and changes in these regulatory regimes can adversely affect its business and operations, and its financial results.

### 1.3 Key information on the Shares

#### 1.3.1 What are the main features of the securities?

The Cooperative issues Shares in its capital to its Members. The ISIN number of the Shares is NL0015026469. During the life of this Prospectus, Shares are in principle continuously offered at the discretion of the Managing Board. The Managing Board of the Cooperative issues and redeems Shares at its discretion in accordance with the Cooperative's articles of association (the "**Articles of Association**") and the further elaboration thereof in the Cooperative's member share issuance and redemption policy ("**Member Share Issuance and Redemption Policy**"). There is no limit to the number of Shares that can be issued. Fractions of Shares may also be purchased.

Shares are issued and registered with a nominal value of EUR 200, CAD 200, CHF 250, GBP 150, SEK 2,000, or USD 200 ("**Nominal Value**"). According to the Articles of Association, the Managing Board, following the prior approval of the Cooperative's supervisory board (*raad van toezicht*) (the "**Supervisory Board**"), can decide to issue Shares in currencies other than the aforementioned currencies.

Each Member may exercise one vote at the Cooperative's general meeting (*algemene ledenvergadering*) ("**General Meeting**"), irrespective of the number of Shares held. There are no different voting rights in relation to major shareholders. All Shares entitle the holder to a dividend proportional to the Nominal Value of its Shares, if any.

Net income available for distribution is calculated by correcting the annual net income with any extraordinary costs or income not arising from normal operations and an addition to the general reserves. The General Meeting, after consideration of the Managing Board's proposal (approved by the Supervisory Board) decides on the allocation of the net income. The distribution of dividends takes place as described in the following sentences. A dividend of 1/12th of the dividend percentage as approved by the General Meeting for every full calendar month that the Shares have been registered. Dividend is paid either by allotting additional fractions of Shares or in cash upon the Member's choice. Dividends made available in cash which are not claimed within five years shall be forfeited for the benefit of the Cooperative. Dividend in amounts below EUR 50, CAD 50, CHF 50, GBP 50, SEK 500, or USD 50, will not be paid out but automatically reinvested.

Members may freely transfer their Shares to other Members upon written notice to the Cooperative. As the Articles of Association determine that only Members may hold Shares, it is not possible for Members to transfer Shares to non-Members. Each Member must hold at least one Share. Organisations of other types than the ones specifically

listed in the Articles of Association and which can be invited to become a Member by the Supervisory Board have a EUR 50,000 minimum investment requirement in Shares.

#### 1.3.2 *Where will the securities be traded?*

The Shares are currently not listed and the Cooperative has no plans to have the Shares admitted to trading or distributed on a regulated market or a multilateral trading facility.

#### 1.3.3 *What are the key risks that are specific to the securities?*

- **Dividends can vary and is not certain.** The key risks specific to the Cooperative as issuer and its business activities may have a negative impact on the amount of dividend to be paid out on the Shares. Because the number of Shares that can be offered is unlimited, distributable income may be diluted in case the additional funds cannot be invested at least at the average yield of the existing portfolio.
- **Risk of delay in redemption and that redemption of Shares will be at a Net Asset Value below the Nominal Value.** Shares can be redeemed by the Cooperative. Shares will be redeemed by the Cooperative taking into account the conditions mentioned in article 13 of the Articles of Association and the Member Share Issuance and Redemption Policy. Article 13 of the Articles of Association states that redemption price shall in principle be at Nominal Value. However, if the Net Asset Value of Shares is lower than the Nominal Value, redemption will be at the (lower) Net Asset Value per Share. According to article 13 of the Articles of Association the granting of a request for redemption could be delayed for up to five (5) years. As a consequence, Members are not always able to immediately convert their investment in the Shares into cash. Members largely depend on the possibility to redeem their Shares, since there is no public market for the Shares and Members can only transfer their Shares to other Members. In case the redemption of Shares is delayed by the Cooperative the value of the Shares a particular Member has requested for redemption could reduce in the time waiting for redemption. In June 2018 the General Meeting approved the inclusion of a provision in the Articles of Association to remove the five-year redemption period upon the occurrence of certain conditions before 1 July 2021. This would be in principle that the granting of any redemption request might be delayed indefinitely by the Cooperative. The transition clause will lapse on 1 July 2021 if not triggered. The Managing Board will propose to extend the inclusion of the transition clause for one more year at the General Meeting in June 2021. Up to the date of this Prospectus, none of the conditions of the transition clause are met.

### 1.4 **Key information on the offer of securities**

#### 1.4.1 *Under which conditions and timetable can I invest in this security?*

Membership of the Cooperative is restricted to eligible organisations that meet the criteria included in the Articles of Association. There is no specific timetable for the offering of the Shares are (in principle) being offered continuously.

The Cooperative does not make use of placing agencies and/or any other intermediaries in connection with the offering of Shares. The Cooperative does work closely with 'support associations' ("**Support Associations**"). Support Associations are Members of the Cooperative and raise people's awareness in the relevant countries about the importance of development and socially responsible investments. Some of the Support Associations also raise capital exclusively for the Cooperative, providing for the possibility to participate indirectly (and locally) in the

Cooperative. The way in which Support Associations offer the opportunity to (indirectly) invest in the Cooperative differs for each country and depends on, among other things, the local regulatory environment.

All Shares are offered and thereby issued against the Nominal Value. When new Shares are issued, the financial position of the Members may dilute, because such issuance reduces the Net Asset Value per Share when the financial return on the newly issued Shares is lower than the financial return on the existing Shares. Provided that new Shares are issued to existing Members, there is no dilutive effect insofar the voting rights of Members is concerned. Each Member has one vote at the General Meeting, irrespective of the amount invested. The amount and percentage of the dilution cannot be calculated as Shares are issued on a continuous basis and the number of Shares that can be offered is unlimited. The Cooperative publishes quarterly information about its financial results and total outstanding Member capital.

The issuance of Shares incurs annual costs consisting of the acquisition costs of Share capital such as capital mobilisation, Members' relations, promotions and so on, amounting to approximately € 5.6 million for 2020. We expect comparable costs to be incurred in 2021 or for the 12 months during the life of this Prospectus. The direct costs of issuing Shares are not separately charged to Members.

#### *1.4.2 Why is this Prospectus being produced?*

This Prospectus is made available in connection with the offer of the Shares in the Netherlands and in several other member states of the European Economic Area of which the competent authorities have been notified by the AFM with a certificate of approval attesting that this Prospectus has been drawn up in accordance with the Prospectus Regulation .

By (in principle) continuously issuing Shares to its 552 Cooperative Members (as at 31 December 2020), the Cooperative mobilises the capital needed to carry out its mission of development financing. The mission of the Cooperative is to challenge all to invest responsibly. It provides financial services and supports organisations to improve the quality of life of low-income people or communities in a sustainable way. The Cooperative thus offers Shares to attract liquidity to provide loans and equity to Partners. The majority (72%) of the proceeds will be used to provide loans to existing Partners, subject to their record on repayment and social impact; as well as to some new Partners who fit in the mission of the Cooperative. In all cases, the Partners are based in 33 so-called growth countries in Africa, Asia, and Latin America and the Caribbean, and they operate in the financial inclusion, agriculture or renewable energy sector. A minority (about 13%) of the proceeds will be used to invest equity in existing and new Partners who require a strengthening of their capital in order to generate further social impact.

Due to the Shares being offered continuously, there is no upfront realistic estimation of the number of Shares that will be issued. After this Prospectus expires in June 2022, the Cooperative will publish on its [website](#) the total amount of Shares that are issued during the life of this Prospectus. The expected estimation of the net proceeds (gross proceeds of the offering minus the costs of the offering) amounts to € 36.7 million. The actual net proceeds can deviate from this estimation. The offer is not subject to an underwriting agreement on a firm commitment basis.

Three potential conflicts of interests are identified on governance levels which relate to ancillary activities: (i) Mr. van Eyk (member of the Managing Board) owns shares in a holding company of a company in which the Cooperative invests, (ii) Ms. Waweru is a board member of Family Bank Kenya (which is a Partner of the Cooperative) and (iii) Ms. Mungra is member of the Supervisory Board of an entity of which group companies are Partners of the Cooperative. For the remainder there are no potential conflicts of interests.

# 1

## **RISK FACTORS**

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Risk factors specific to the Cooperative

- a. Financial risk
- b. Non-financial risk
- c. Strategic risk

Risk factors specific to the Shares

# 1 RISK FACTORS

The following sections provide a brief overview of the important risk factors involved in the Cooperative's work. It should be noted that although the Cooperative believes that the risks and uncertainties described below are the Cooperative's material risks and uncertainties, these may not be the only ones the Cooperative faces. Additional risks and uncertainties not presently known to the Cooperative, or ones the Cooperative currently deems immaterial, may also have a material adverse effect on the Cooperative's business, results of operations or financial condition and could negatively affect the price of the Shares. The risks and uncertainties described below are divided in several categories in which the most material risks are described first.

## 1.1 Risk factors specific to the Cooperative

### 1.1.1 Financial risks

**The Cooperative may not receive back outstanding loan amounts, as well as other amounts that are due (e.g. interest payments, fees), from a credit Partner (i.e. an organisation to which the Cooperative has extended a loan) as a result of negative developments with respect to the creditworthiness of a Partner.**

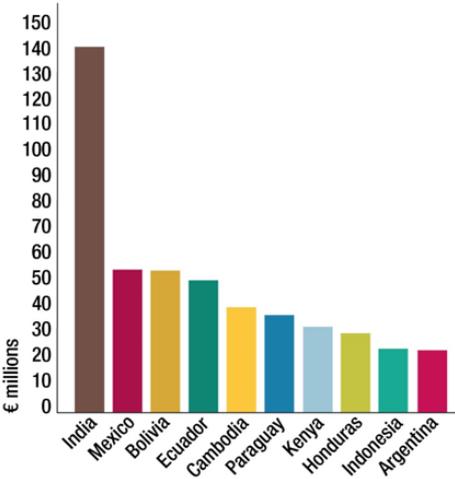
Most of the Cooperative's counterparties are Partners. The Cooperative provides Partner Funding. Therefore, the risk that a Partner defaults on a loan is credit risk. For all other counterparties, such as Financial Institutions that provide financial services to the Cooperative, the risk of default on the contract with such counterparty is described as "counterparty risk" (please be referred to the risk factor "*The Cooperative has significant positions with Financial Institutions (not being Partners) ("counterparties") and a negative development in the creditworthiness of, or defaults by such counterparties can result in financial losses for the Cooperative*" below).

Credit risk includes all potential reasons why a Partner cannot repay under its loan agreement, including changes in economic or political circumstances in the country where the Partner is located or operates, changes in the risks in the business activities of the Partner, changing conditions for its business activities (e.g. the effect of changing regulations, changes in climate and the environment). The risks of non-repayment can also result from specific Partner circumstances and actions, such as business malpractice or even fraud.

A part of the credit risk is the concentration in certain countries or sectors, or relatively high exposures to a certain Partner. Country-specific events, such as those of a political, climate or macroeconomic nature can have a negative impact on the creditworthiness of Partners. The top 10 countries with the highest capital outstanding as of 31 December 2020 is shown in the chart on the right. A negative impact on the creditworthiness of the Partners may result in non-payment from Partners which can lead to losses in the development financing portfolio of the Cooperative in addition to the loan loss provisions that have already been deducted from the value of the loan to cover for some of the potential losses.

Problems associated with a certain sector (for example, natural disasters within the agricultural sector) can have a negative

10 countries with highest capital outstanding  
As at 31 December 2020



impact on Partners that are active within that sector. This may result in non-payment from Partners which can lead to losses in the Cooperative's development financing portfolio.

As of 31 December 2020, development financing outstanding represents 66.5% of total assets. Of this 82% consists of loans (€ 696 million). The Cooperative had loan loss provisions representing 12.6% (€ 75 million) of loans. Historic average write offs add up to around 2%. Higher loan loss provisions can lead to a loss in the financial results and have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative may experience financial losses involved in holding a particular equity stake in a Partner.**

Financial losses on equity stakes the Cooperative holds may occur if the Partner is facing financial issues because of a reduction of business opportunities or other risks in its own activities, or if there is no buyer to finance the Cooperative's exit from the investment. An equity stake can also generate a long term loss due to the deterioration of the Partner's financial and business conditions.

Equity stakes have different risk characteristics compared to loans. The investment lock-up period of capital is usually longer (around ten years) and the equity stakes do not generate steady cash flows (i.e. dividends are uncertain).

As of 31 December 2020, development financing outstanding represents 66.5% of total assets. Of this 18% consists of equity (€ 149 million). The Cooperative had impairments representing 21% (€ 32 million) of equity investments. Higher impairments or even write offs may be incurred when the economic situation in a country deteriorates, or when the Partner does not meet its business objectives. This can lead to lower financial results and have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative may not be able to meet its payment obligations, redemption requests from Members, and/or payment commitments and obligations to Partners and other counterparties.**

The Cooperative aims to have sufficient cash and other liquid assets available to be able to meet all its payment obligations and to accommodate redemption requests from its Members on an ongoing basis (the Shares do not have a lock-up period, i.e. there is no predetermined restricted period in which shares cannot be redeemed); at the same time, the Cooperative seeks to provide funding to Partners that is more long term in order to enable them to match funding needs with cash flows.

As a result, liquidity risk is inherently an important risk that the Cooperative seeks to manage. Liquidity buffers are composed of the sum of cash and bank balances, the value of the term investment portfolio (adjusted for any portions of it pledged to third parties), and the available credit lines with banks. Liquidity divided by the total assets stated on the balance sheet is referred to as the liquidity ratio. The Cooperative aims to have a liquidity ratio of 15%. As of 31 December 2020, the Cooperative had a 33.1% liquidity ratio, which is considered an adequate buffer for liquidity management purposes. When the liquidity ratio decreases below 15%, the Cooperative may not be able to meet payment obligations, redemption requests from its Members and/or payment commitments to Partners and other counterparties. The Cooperative may decide to delay redemption requests in case it believes that doing so is in the interest of all stakeholders and is important to protect the value of the Shares (for example, to avoid a forced liquidation of assets). A further elaboration of the risk that the Cooperative is not able to meet redemption requests from its Members can be found under the risk factor "Risk of delay in redemption."

The assets that are considered liquid are not generating the same financial return as the development financing portfolio because these assets need to be low risk and liquid as opposed to the development financing portfolio,

which is higher risk and generally less liquid. Keeping a higher liquidity ratio than the ideal ratio of 15% would reduce the total financial results. When the financial results and Net Asset Value or dividend pay outs are structurally too low for the risks of the total portfolio, this can result in additional redemption requests.

**The Cooperative may experience financial losses because of unexpected fluctuations in foreign currency positions.**

Currency risks exist for the Cooperative, as the Cooperative's available Member capital is predominantly denominated in euro while 46% of the amounts outstanding in development financing were denominated in US dollars and 48% in local currencies, with 5% in euro, as of 31 December 2020.

As per year end 2020, the Cooperative has entered into derivative contracts to offset more than 90% of the loan exposure in foreign currency. The use of derivative contracts is the main way in which the Cooperative mitigates foreign exchange rate risk. However, hedges in less liquid currencies may not be always available and consequently the Cooperative may have to leave the exposures in such currencies unhedged. In the event the unhedged amounts are significant and the respective currencies depreciate relative to the euro, there can be a significant negative effect on the profitability of the Cooperative. Working with derivatives can also lead to increased liquidity risks and counterparty risks because of the collateral requirements (please be referred to the risk factor "*The Cooperative has significant positions with Financial Institutions (not being Partners) ('counterparties') and a negative development in the creditworthiness of, or defaults by such counterparties can result in financial losses for the Cooperative.*").

**Changes in interest rates may negatively affect the financial results of the Cooperative.**

Both hard (i.e. USD and EUR) and local (emerging and frontier market currencies) currency exposures may negatively affect the value of the investment portfolio (especially interest sensitive assets such as credit instruments, term investments, FX/IR derivatives, cash and deposits) and the financial income statement.

One of the main sources of interest rate risk for the Cooperative arises from exposure to the euro, because all financial results directly translate to the ability to pay dividend and the Shares themselves are mainly denominated in EUR. Changes in the euro interest rates affect the net interest income of the Cooperative, which constitutes the largest source of income because of the size of its loan portfolio relative to the total portfolio. When interest rates go up in the euro zone, the financial results of the Cooperative would improve. In the opposite situation when interest rates go down in the euro zone, the financial results of the Cooperative would deteriorate. The total effect of changing interest rates can be expressed by the average duration of the total portfolio and other interest generating assets on the balance sheet which is between 0.5-1%. This means that an upward change of 1% in interest rates would lead to a 0.5-1% improvement in financial returns on the total interest bearing portfolio for the Cooperative, and vice versa. During the last years, the euro denominated reference rates (such as the Euribor) have even been negative and it is likely that interest rates will not increase in the short term, which continues to make it challenging for the Cooperative to generate a net profit on its lending activities.

A reduction of the achievable net interest income can negatively affect the financial results of the Cooperative and consequently have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative has significant positions with Financial Institutions (not being Partners) ("counterparties") and a negative development in the creditworthiness of, or defaults on their contractual obligations by such counterparties can result in financial losses for the Cooperative.**

The positions with these financial counterparties are used by the Cooperative to enable its main investments activities. They include for example, hedging activities and the corresponding collateral requirements, placing excess liquidity or working capital in deposit and current accounts, including accounts in banks in emerging markets. The total exposure to individual counterparties can be up to 10% of total assets and therefore significant deterioration in the creditworthiness of these counterparties can have a negative effect on the financial results of the Cooperative and consequently on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative may see a reduction of its portfolio, liquidity buffers and it may incur significant additional credit and equity losses as a consequence of the Covid-19 crisis.**

Since April 2020 all of the countries where the Cooperative either has offices, raises funding or has loans to Partners outstanding are affected by the Covid-19 pandemic and by the measures taken by governments to reduce the spread of the pandemic. The Cooperative has set up three task forces that monitor the impact of the situation on staff, Partners and Investors on a day-to-day basis. It is in continuous contact with these stakeholders to keep them informed of what it is doing to address concerns. Although the total impact of Covid-19 is not known at this stage, the experienced consequences so far mainly relate to reduced net income due a decline of the portfolio and decreased net inflow of capital. Furthermore it increased risks and credit losses in the portfolio where frequent portfolio risk assessments resulted in increased provisioning for perceived risk. Also in 2021 Covid-19 effects will continue to impact the Cooperative's portfolio where also additional consequences could occur in increase of losses (impairments) on equity investments and reduction of liquidity buffers. However, all experiences and learnings of Covid-19 impact in the past year resulted in additional and/or updated tools, assessment frameworks, business guidelines and procedures that are now fully implemented and as such help the Cooperative to navigate through this pandemic.

The Cooperative posts ongoing updates at [www.oikocredit.coop/covid-19](http://www.oikocredit.coop/covid-19).

As the effects of Covid-19 continue they could have a continued negative effect on the financial position of Partners and therefore increase credit risk with respect to Partners (please be referred to the risk factor "*The Cooperative may not receive back outstanding loan amounts, as well as other amounts that are due from a Partner (i.e. an organisation to which the Cooperative has extended a loan or equity investment) as a result of negative developments with respect to the creditworthiness of a Partner*" above). Partners may face difficulties with their operations because of the lockdowns in the locations where they have offices and other activities, or they may experience increases in defaults of their own clients (individuals or small businesses). In the agriculture sector, Partners also experience problems with decreased production and logistical or supply chain problems. Some Partners have sufficient financial buffers to absorb negative effects of the Covid-19 crisis, but the Cooperative also expects some Partners to either require additional funding or to delay their repayments of outstanding loans.

Covid-19 is also expected to have a continued negative effect on the business activities of Partners in which the Cooperative is holding an equity stake and therefore imposes equity risk (please be referred to the risk factor "*The Cooperative may experience financial losses involved in holding a particular equity stake in a Partner*" above).

These Partners experience difficulties in operations, increases in defaults of their own clients, problems with decreased production and logistical problems. Some of these Partners have sufficient financial buffers to absorb negative effects of the Covid-19 pandemic, but the Cooperative also expects some Partners to require additional funding and/or to face difficulties meeting their financial obligations, or even default on them, which would also have a negative effect on the value of the equity investment.

The Covid-19 pandemic may also have a negative effect on the liquidity position of the Cooperative and therefore increases the liquidity risk (please be referred to the risk factor "*The Cooperative may not be able to meet its payment obligations, redemption requests from Members, and/or payment commitments and obligations to Partners and other counterparties*" above). Partners may require more support from the Cooperative, or may struggle to repay the Cooperative on time and the Cooperative may experience lower inflow of financing from Members and Investors. The Cooperative may also receive more requests for redemption of Shares than for the issuance of Shares, which could also negatively impact its liquidity position. Since the outbreak of Covid-19, the Cooperative measures and monitors its liquidity position more frequently. The Cooperative continues supporting its Partners and their end-beneficiaries in developing economies by allowing them to repay later or providing additional liquidity despite the increased risks. As per end of 2020, loans for which the Cooperative has agreed to pause repayments reduced significantly with about 5% of the Partners not resuming payments. While some Members and Investors fully redeemed, most stayed and others joined. The total number of Members and Investors declined slightly by 3 Members and 597 investors during the year 2020, to approximately 552 Members and 57,848 Investors.

With the Covid-19 pandemic, the Cooperative sees higher volatility in certain markets and it may face difficulties in continuing with its hedging program. This may have a negative effect on the financial situation of the Cooperative (please be referred to the risk factor "*The Cooperative's may experience financial losses because of unexpected fluctuations in foreign currency positions*" above).

Since the start of the Covid-19 pandemic, the Cooperative has been able to continue with all its important business processes while most of the 20 locations worldwide are in lockdown. So far no major incidents have occurred that are related to the lockdown situation in the various countries, however, the risks of mistakes and fraud are elevated in the current situation because all staff works remotely and it is more difficult to execute certain processes when colleagues are not working from the same location and there is less ability to monitor what is happening (or ask for assistance when someone needs help). Furthermore, for most colleagues the workload is higher than normal and the working situation at home (e.g. with children to take care of) not ideal. There is also a risk that external parties make use of this situation of lower availability or the fact that offices are closed, for example, the elevated risk of cybercrime or the risk that Partners argue that they cannot pay because of Covid-19 crisis or the related lockdown (please be also referred to the risk factor "*The Cooperative might incur significant costs or face financial losses resulting from inadequate or failed internal processes and/or systems, from human error, and/or from external events.*").

The impact of the Covid-19 crisis and subsequent macro-economic consequences in the medium term may further impact the profitability of the Cooperative and therefore the Net Asset Value.

#### 1.1.2 Non-financial risks

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**The Cooperative might incur significant costs or face financial losses resulting from inadequate or failed internal processes and/or systems, from human error, and/or from external events.**

From a process and operational perspective, the Cooperative is a relatively complex organisation with offices in almost 20 locations. Some of the offices are located in countries with generally higher chances of business disruptions because of climate events, political unrest and/or logistical issues. The Cooperative continuously updates its procedures for emergency situations.

Another factor which increases the risk of mistakes is that the loans are often created based on local law, in local currencies and tailored for specific requirements of the Partner. While this flexibility towards Partners allows the Cooperative to demand a higher price on its loans, many steps and controls are required to create these contracts and mistakes may occur during this process. Also regulations and legal systems in Partner countries are generally less stable and predictable compared to the legal systems in Europe. This makes it inherently difficult to ensure that contracts are created that will remain predictable in terms of the Cooperative's ability to enforce them for the entirety of their duration.

The complexity of this 'tailor-made' approach to Partners makes it difficult to create one-size-fits-all processes that can be easily monitored and automated; consequently the risk of internal or external fraud is elevated. Historically, only minor incidents of fraud have occurred, with the exception of one larger external cybercrime incident in 2019. The Cooperative has updated its procedures and processes to be able to face new risks such as the increase of various forms of cybercrime. There have not been significant failures or unavailability of systems so far. The Cooperative regularly assesses incidents. Most incidents relate to human error and inadequate or failed internal processes. The Cooperative will do everything in its power to ensure it has sufficient processes and controls in place to reduce the likelihood of the significant events described above, but it cannot avoid these events completely.

A significant event can result in financial losses directly, as well as indirectly by affecting the Cooperative's reputation among Investors and Partners as an effective and reliable organisation. In turn, financial losses affect the financial results negatively and consequently have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative may incur financial losses as a result of its business practices and internal policies failing to comply with (local) laws and regulations.**

Because of the spread of the Cooperative's activities across approximately 30 jurisdictions, of which 15 emerging markets, the Cooperative needs to evaluate the compliance of its business processes and internal policies with (local) laws and regulations, and make necessary adjustments, continuously. Some of the changes in laws and regulations may be unexpected, which makes the prompt compliance with such laws and regulations difficult. The Cooperative has processes and controls in place to mitigate the occurrence of such failures to comply with (local) laws and regulations. However, it cannot be ruled out that these events take place because of the complexity of the organisation, as it operates in many jurisdictions with changing regulations.

A particularly important and complex area is the screening of Partners according to Know Your Customer regulation, which includes a screening for Anti Money Laundering laws violations. The Cooperative applies the Dutch Anti-Money Laundering and Anti-Terrorism Law (WWFT) for the screening of its Partners. However, in some jurisdictions where the Cooperative operates, the regulations against Anti Money Laundering are less strict and it is therefore more difficult for the Cooperative to obtain documentation that meets the requirements of the WWFT. On the other hand, it is crucial to the Cooperative that it can finance Partners that may be less sophisticated when the Cooperative starts the cooperation and the Cooperative often assist Partners to improve their processes, including compliance processes. Historically, there have been few incidents with Partners relating to non-compliance.

Failures to comply with (unexpected) changing (local) laws and regulations may lead to (regulatory) sanctions or fines, financial losses, and reputational damage for the Cooperative. (Regulatory) sanctions or fines and financial losses and reputational damage can affect the financial results of the Cooperative and consequently have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative may not be able to finance new activities and to grow its business due to a negative perception by its (potential) Members, Partners or other counterparties.**

Typically, reputational risk arises from the failure to manage operational or compliance risk (please be referred to the risk factor "*The Cooperative may incur financial losses as a result of its business practices and internal policies failing to comply with (local) laws and regulations*" above), from the failure to meet the standards and expectations of its (potential) Members concerning the social impact that the Cooperative achieves (whether or not informed by comparisons with similar organisations), from negatively perceived actions of Parties or (market) circumstances in the jurisdictions in which the Cooperative is active, or due to a general negative perception of social impact investing caused by negative publicity on competitors of the Cooperative.

The social impact that the Cooperative aims to achieve is difficult to measure, and there are no global standards for its measurement. We publish both the policies and the parameters followed to achieve such impact, but it cannot be avoided that certain (potential) Members have a different opinion on whether our achievements in this area are satisfactory, also in comparison with what other comparable organisations are doing. The Cooperative welcomes such debates with its Members and aims to improve its methods of measuring impact.

It cannot be fully avoided that actions of certain Partners or (market circumstances in) certain jurisdictions in which the Cooperative is active may give rise to negative perceptions. An example of where a negative perception caused a debate with Members is the newspaper coverage of the market circumstances in the micro finance sector in Cambodia in 2019 and 2020, raising doubts as to whether the Cooperative's MFI Partners have treated their customers, the micro borrowers, fairly. Damage to the Cooperative's reputation can seriously affect future capital inflow because it might deter potential new Members from investing in the Cooperative and existing Members from increasing their investment. It might also impel existing Members to cease their membership and/or to make a redemption request which in turn also affects the Cooperative's ability to finance new activities.

### 1.1.3 Strategic risks

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**The Cooperative may fail to offer the right products in the right markets which could lead to a loss of business opportunities and in turn hinder its ability to make new loan and equity investments; it can also lead to the Cooperative's failing to attract sufficient funding for its activities.**

As part of its 2018-2022 strategy, the Cooperative identifies two distinct sets of products and markets:

- Products and markets relating to the development financing portfolio ('outflow'); and
- Products and markets relating to the funding of these activities ('inflow').

For the past few years, the financial products that the Cooperative offers have become less and less unique due to the increased competition in the area of "impact investing" or "sustainable financing". As a consequence, this might create pressure on the pricing of the products (outflow) and lower appetite of Investors for the Shares (inflow). Lower pricing of outflow products, as well as insufficient inflow to fund the growth objectives can lead to a lower profitability of the Cooperative. The Cooperative regularly reviews its product criteria, pricing and distribution processes, however, financial products are relatively easy to copy and innovation of products often leads to

increased costs in systems. This business model risk consequently can result in a decline in market share, competitive position and therefore negatively affects the financial results of the Cooperative. This can have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative may face a reduction in efficiency and financial returns if the portfolio declines in value and it is not able to reduce its costs on a pro-rata basis.**

As part of its 2018-2022 strategy, the Cooperative strived for efficiency gains and reduction of its operating costs by:

- the closing of offices in countries where new loans/investments would no longer be offered;
- the closing of offices in countries where the loans would be offered from another office;
- a redesign of offices with minimum requirements and functions;
- a redesign of the central office;
- significant reduction of staff;
- significant reduction in expenditures; and
- a 'lean programme' to train staff to be more aware of inefficiencies and bottlenecks in processes.

The Cooperative continues to monitor its gradual withdrawal of products and market aligned to efficiency gains targets. In 2020 the Cooperative's cost were reduced to below its target level to approximately 2.3% of the total asset base.

If the Cooperative is able to grow the portfolio at the same cost level, the ratio will go down. This will reflect that the Cooperative has become more efficient. If the portfolio declines in value, the Cooperative would aim for a reduction of costs. Such a reduction of costs may take time or may at some point no longer be feasible (because the Cooperative still requires a minimum amount of functions that cannot be outsourced or reduced further) and therefore this situation may lead to a temporary decrease of the financial results of the Cooperative, until such a reduction of costs is visible or viable again (or the portfolio is growing again). Following the two significant reorganisations in 2018 and 2019, the risk of inefficiency is currently relatively low. However, growing the portfolio may be hindered by the Covid-19 pandemic and its macro-economic effects and therefore the Cooperative needs to remain cost conscious.

A temporary decrease of the financial results of the Cooperative due to the realization of the risk of inefficiency can have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

**The Cooperative is subject to regulatory regimes in multiple jurisdictions in which it operates, including the Netherlands, and changes in these regulatory regimes can adversely affect its business and operations, and its financial results.**

The Cooperative is a relatively small institution to which Dutch law applies. In addition, due to the international scope of the Cooperative's activities and its offices in multiple jurisdictions, foreign law applies to its business activities. This wide range of applicable laws and regimes is continuously developing, and requirements can vary per jurisdiction. The diversity of requirements poses a cost challenge to a relatively small institution such as the Cooperative. Further, in the event a key regulation changes fundamentally, this change can impact the Cooperative's ability to carry out its business operations in a way that puts it at a disadvantage relative to its bigger competitors.

The obligations arising from applicable laws and regulations in all the jurisdictions where the Cooperative operates may not be always clear and may be subject to multiple interpretations. The activities of the Cooperative trigger the application of a relatively limited number of (financial services regulations) laws in the Netherlands. In some of the jurisdictions where the Cooperative operates there may be, based on how local entities with similar activities are more heavily regulated, an expectation and/or confusion surrounding the regulatory status of the Cooperative in the Netherlands. The Cooperative is not in a position to fully anticipate the views of foreign regulators in this respect and often needs to depend on the view of local legal experts. A different interpretation of laws and regulations or a misinterpretation of the regulatory status of the Cooperative by supervisory authorities may result in the obligation to obtain a licence to provide loans in a certain jurisdiction. The applicable licence provisions in a certain jurisdiction, in case, for example, in the view of the relevant foreign supervisor the Cooperative qualifies as a credit institution, can be too burdensome to comply with because of the Cooperative's relatively limited size and scale. This might require the Cooperative to stop its lending activities in that specific jurisdiction. This can make it also impossible for the Cooperative to continue raising capital in such jurisdiction. In turn this can affect the Cooperative's ability to fulfil its mission and can also affect the Cooperative's reputation (please be also referred to the risk factor "*The Cooperative may not be able to finance new activities and to grow its business due to a negative perception by its (potential) Members, Partners or other counterparties*" above). In late 2020, the Cooperative initiated a process to review its capital raising model and look for possibilities to make it more resilient in the face of evolving financial markets regulation, especially in the European Union

A change in regulation can also impact the Cooperative more significantly than larger financial institutions. For example, the phasing out of the LIBOR as a result of the *EU Benchmark Regulation* requires the Cooperative to revisit and restate its loan agreements that are priced in reference to LIBOR. The marginal cost of implementing these changes is higher than for larger institutions having to do the same, and therefore puts the Cooperative at a competitive disadvantage.

As a result of the differences in applicable regulation on the Cooperative's activities between the Netherlands and some of the countries it operates and the fact that it operates in multiple jurisdictions, the regulatory risks as described above are generally high and lead to increased cost levels and a reduction of efficiency and total financial performance (please be also referred to the risk factor "*The Cooperative may face a reduction in efficiency and financial returns if the portfolio declines in value and it is not able to reduce its costs on a pro-rata basis*"). This can negatively affect the financial results of the Cooperative and consequently have a negative impact on the amount of dividend to be paid out on the Shares and the Net Asset Value per Share.

## **1.2 Risk factors specific to the Shares**

### **Dividends can vary and is not certain.**

The key risks specific to the Cooperative as issuer as described above may have a negative impact on the amount of dividend to be paid out on the Shares.

Shares are in principle issued on an ongoing basis. Beginning in Q3 2020, the Member Share Issuance and Redemption Policy applies to issuance and redemption requests. As a result the Cooperative will assess in- and outflows on a monthly basis and, following a positive assessment, process issuance and redemption requests on a monthly basis. Because the number of Shares that may be offered is unlimited, distributable income may be diluted in case the additional funds cannot be invested at least at the average yield of the existing portfolio. Balancing in-

and outflow of the Cooperative's capital is important to avoid unnecessary cash positions with a lower return. High cash positions can negatively impact the amount of dividend per share to be paid out.

**Risk that redemption of Shares will be at a Net Asset Value below the Nominal Value.**

Shares can be redeemed by the Cooperative. Shares will be redeemed by the Cooperative taking into account the conditions mentioned in article 13 of the Articles of Association and the Member Share Issuance and Redemption Policy. Article 13 of the Articles of Association states that the redemption shall be in principle at Nominal Value. However, if the Net Asset Value per Share is lower than the Nominal Value per Share in the most recently audited (interim) balance sheet preceding the redemption by the Cooperative, the amount payable upon redemption of the Share(s) shall not exceed the sum corresponding to the Net Asset Value of the Share(s) according to that balance sheet.

**Risk of delay in redemption.**

According to the aforementioned article 13 of the Articles of Association the granting of a request for redemption could be delayed for up to five (5) years. The Cooperative will also take into account the Member Share Issuance and Redemption policy, which it began to apply in Q3 2020. This policy further elaborates on the Articles of Association in relation to the issuance and redemption of Shares. Pursuant to the Member Share Issuance and Redemption Policy, the Managing Board may only decide to postpone redemptions if it is in the interest of all stakeholders. Possible circumstances for a deferral are (among others) technical issues, insufficient cash and other liquid assets, or a Net Asset Value that may be below the Nominal Value as confirmed in the latest annual statements. The Cooperative has never deferred the redemptions and aims to avoid this by applying internal processes for forecasting liquidity and monitoring the Net Asset Value.

However, it cannot be ruled out that the Cooperative might face aforementioned circumstances and has to defer redemptions in the interest of Oikocredit and all its Members. After a potential deferral, the Cooperative will create a plan to resume redemptions. Depending on the proposed solution, the plan or a part of it may require approval from the General Meeting.

As a consequence of the above, Members are not always able to immediately convert their investment in the Shares into cash. Members largely depend on the possibility to redeem their Shares, since there is no public market for the Shares, and Members can only transfer their Shares to other Members. In case the redemption of Shares is delayed by the Cooperative the value of the Shares a particular Member has requested for redemption could reduce in the time waiting for redemption. A reduction in value could lead to the Shares being redeemed for a lower Net Asset Value instead of the Nominal Value (please be referred to the risk factor "*Risk that redemption of Shares will be at a net asset value below the Nominal Value*" above).

In June 2018 the General Meeting of the Cooperative approved the inclusion of a provision in the Articles of Association to remove the five-year redemption period of articles 13.1 and 13.2 of the Articles of Association upon the occurrence of certain conditions before 1 July 2021. The effect would be in principle that the granting of any redemption request might be delayed indefinitely by the Cooperative. The provision was included as a transition clause in the Articles of Association through a notarial deed dated 30 July 2018. The transition clause will lapse on 1 July 2021 if not triggered. The Managing Board, following approval of the Supervisory Board, will propose to extend the inclusion of the transition clause for one more year at the 2021 annual general meeting in June. Up to the date of this Prospectus, none of the conditions are met.

# 2

## **THE COOPERATIVE**

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1. Who is the issuer of the Shares?
2. Is the Cooperative part of a Group?
3. What are the statutory objectives of the Cooperative?
4. Is the Alternative Investment Fund Managers Directive applicable to the Cooperative?

## 2 THE COOPERATIVE

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### 2.1 Who is the issuer of the Shares?

The Cooperative is a cooperative society with excluded liability (*coöperatie met uitsluiting van aansprakelijkheid*) incorporated in the Netherlands and operating under Dutch law. Members of a cooperative society with excluded liability (as opposed to other forms of cooperative societies under Dutch law) are not required to contribute in case the cooperative society has a deficit upon its dissolution. In other words, Members are only liable for the amount they invest in their Shares. The Cooperative has its statutory office in Amersfoort and its head office at Berkenweg 7 (3818 LA) in Amersfoort. The Cooperative can be reached by phone via: +31 (0)33 422 40 40. The website of the Cooperative is [www.oikocredit.coop](http://www.oikocredit.coop). The information on the website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus. The information on the website has not been scrutinised or approved by the competent authority. The Cooperative is registered at the Gooi- Eem- and Flevoland Chamber of Commerce in Amersfoort under number 31020744. The Legal Entity Identifier of the Cooperative is 724500O951PB3SFR7U57. The trade names of the Cooperative are "Oikocredit" and "Oikocredit International."

### 2.2 Is the Cooperative part of a group?

The Cooperative, including its offices abroad, forms the head of a group, as defined in section 2:24b of the Dutch Civil Code (*Burgerlijk Wetboek*). The Group includes the Cooperative's subsidiaries and other entities in which the Cooperative (i) exercises direct or indirect control based on a shareholding of more than 50%, (ii) control through voting rights, or (iii) whose financial and operating policies it otherwise has the power to govern.

The entities belonging to the Cooperative's group are: the Cooperative, in Amersfoort, the Netherlands; Stichting Oikocredit International Support Foundation in Amersfoort, the Netherlands; Maanaveeya Development & Finance Private Limited in Hyderabad, India; and Finance Company Oikocredit Ukraine in Lviv, Ukraine (in liquidation). Maanaveeya Development & Finance Private Limited, India is the only significant subsidiary of the Cooperative. Maanaveeya Development & Finance Private Limited is a wholly owned subsidiary of the Cooperative in India which conducts its development financing activities in India. The Cooperative considers this subsidiary as material as it contributes a significant part of the assets on the Cooperative's balance sheet.

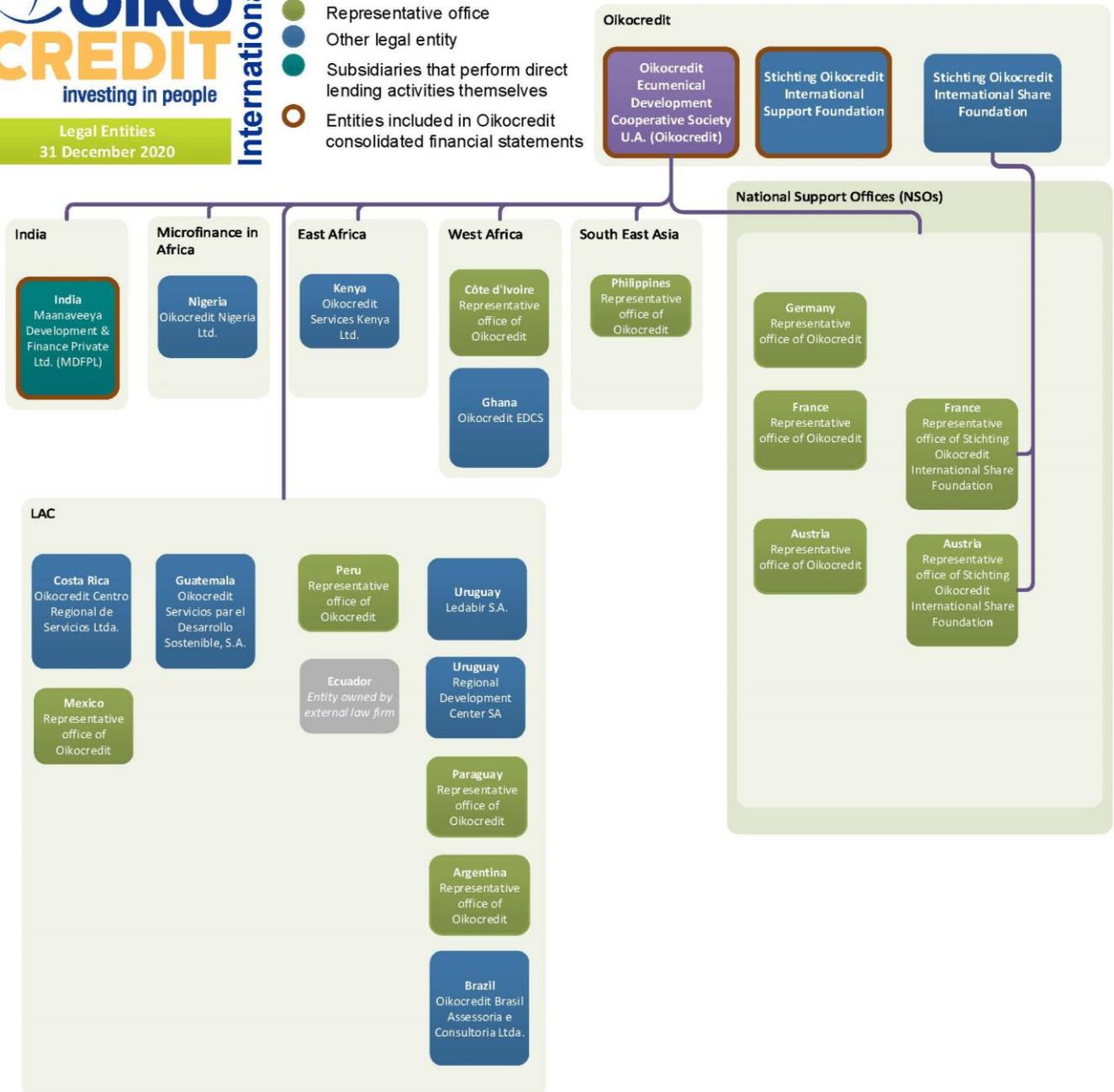
In the following countries the Cooperative has offices which may have differing legal statuses depending on the laws of the country concerned. The Cooperative has its central office in Amersfoort, the Netherlands, and has regional offices in the following locations: Hyderabad, India; Lima, Peru; Manila, the Philippines and Nairobi, Kenya. In addition, it has offices in Argentina, Brazil, Costa Rica, Côte d'Ivoire, Ghana, Guatemala, Mexico, Nigeria, Paraguay and Uruguay.

The offices in Brazil, Costa Rica, Ghana, Guatemala, Kenya, Nigeria the Philippines and Uruguay are incorporated as legal entities. Due to the limited size of the assets of these legal entities, these legal entities are regarded as branch offices.

The Cooperative has representative offices in Austria, France and Germany called "National Support Offices". These offices raise awareness of the Cooperative among the Members, Investors and the public, build strategic partnerships, and liaise with Support Associations.

Please be referred to the chart on the next page which provides for an overview of the active group entities of the Cooperative. The inactive group entities (for which please be referred to section 3.6.2 and 3.7.2), are not included.

- Head Office at Amersfoort, The Netherlands
- Representative office
- Other legal entity
- Subsidiaries that perform direct lending activities themselves
- Entities included in Oikocredit consolidated financial statements



### 2.3 What are the statutory objectives of the Cooperative?

The objective of the Cooperative is:

- i. to promote the interest of its Members in the field of cooperation in the development process; and
- ii. to promote economic growth together with social justice and self-reliance,

in the poor areas of the world, in a manner consistent with the moral and social principles of the World Council of Churches.

The development process shall be promoted through (a) loans on concessionary terms, direct investments, grants and guarantees of loans made in accordance with responsible financial management and through (b) education and guidance with regard to the mobilisation of financial resources. For further details about the Cooperative's objectives, please refer to article 3 of the Articles of Association.

## 2.4 Share capital

The Cooperative is not (in)directly owned or controlled by any Member or other person. At 31 December 2020 the total number of issued Shares was 5,517,352 Shares. The table below presents the four major shareholders of the Cooperative, together holding 63.68% of the Shares in the Cooperative:

Organisation	Shareholders	Number of Shares
Stichting Oikocredit International Share Foundation ("OISF")	21.06%	1,167,929
Oikocredit Förderkreis Baden-Württemberg e.V.	15.46%	857,215
Oikocredit Westdeutscher Förderkreis e.V.	14.45%	801,289
Oikocredit Nederland Fonds	12.70%	704,364

## 2.5 Is the Alternative Investment Fund Managers Directive applicable to the Cooperative?

The Alternative Investment Fund Managers Directive ("**AIFMD**") came into effect in July 2013 in the Netherlands and aims to regulate certain collective investment undertakings, which includes a license obligation and continuous regulatory requirements for the manager of the collective investment undertaking. The Cooperative is of the opinion that considering its purpose and activities it cannot be regarded as undertaking investment activities, and that it therefore does not qualify as a collective investment undertaking for the purposes of the AIFMD as implemented into the Act on Financial Supervision (*Wet op het financieel toezicht*) and therefore is not subject to the Dutch implementation of the AIFMD.

# 3

## **BUSINESS ACTIVITIES OF THE COOPERATIVE**

1. How was the Cooperative established?
2. What are the mission, vision and values of the Cooperative?
3. How does the Cooperative create awareness and attract equity capital?
4. What are the Cooperative's principal activities?
5. In which way has the Cooperative structured its principal activities?
6. What are the Cooperative's principal markets?
7. What are the important events in the development in the business of the Cooperative?
8. How is the Cooperative being challenged?
9. What are the Cooperative's other assets or investments in order to support the principal activities?

### 3 BUSINESS ACTIVITIES OF THE COOPERATIVE

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#### 3.1 How was the Cooperative established?

The Cooperative is an initiative which was inspired, founded and incorporated by the World Council of Churches ([www.oikoumene.org](http://www.oikoumene.org)) together with the Council of Churches in the Netherlands on 4 November 1975 under the laws of the Netherlands. The official name of the Cooperative is "OIKOCREDIT, Ecumenical Development Cooperative Society U.A." (before 1999 called: "Ecumenical Development Cooperative Society U.A."). It is often referred to simply as "Oikocredit" although this is also the name used by the Support Associations, which are different legal entities in their own countries (please be referred to section 3.3).

The Cooperative was founded to provide churches and church-related organisations with an investment tool aiming to support disadvantaged people in low-income countries. It is the Cooperative's objective to make a lasting contribution to the struggle against poverty in developing countries. The aim is to invest in justice by financing the productive enterprises of disadvantaged people.

The Cooperative is to some extent a unique organisation, as it:

- provides long-term financing via Partners to low-income people who might not be able to get a loan from commercial, mainstream Financial Institutions;
- has a network of regional and country offices, despite its relatively small size;
- is one of the few cooperative societies operating with a worldwide membership;
- runs its operations with the predominant aim of a social and environmental return as well as a fair financial return for its Investors.

The Cooperative's first loan was granted in 1978 to a Partner in Ecuador and since then the Member capital of the Cooperative has grown. The table below shows the Member capital development as from 1993:

Year	Member Capital (€ million)
1993	€ 50
1998	€ 100
2003	€ 175
2008	€ 358
2013	€ 636
2018	€ 1,100
2019	€ 1,130
2020	€ 1,104

#### 3.2 What are the mission, vision and values of the Cooperative?

The mission of the Cooperative is to challenge all to invest responsibly. It provides financial services and supports organisations to improve the quality of life of low-income people or communities in a sustainable way.

The vision of the Cooperative is a global, just society in which resources are shared sustainably and all people are empowered with the choices they need to create a life of dignity.

The strategic ambitions of the Cooperative are:

- The Cooperative focuses on low-income people in three priority sectors: financial inclusion, agriculture and renewable energy.
- The Cooperative works in markets where the combination of need and opportunity is the greatest.
- The Cooperative maximises social impact. At the same time, the Cooperative will safeguard the environment and generate fair financial returns
- The Cooperative leads positive change as a catalyst institution with a global network and local footprint, amplifying impact through both investments and capacity building.
- The Cooperative wants to be the preferred social investor and development partner for its Partner organisations.
- The Cooperative grows its global Member and investor community and offer its Investors the chance to be part of a global movement for social change.

In performing its activities, the Cooperative takes the following values into account:

- Sharing  
The Cooperative provides a vehicle for meaningful sharing. An uneven distribution of resources, wealth and power can lead to a world of conflict. When the global community is prepared to share what they have, respect each other and work together, justice and peace can prevail.
- Ecumenical spirit  
Around the world, people of faith and others are willing to share their resources. The Cooperative forms part of that worldwide coalition of solidarity.
- Grassroots  
Development is most effective when it stems from grassroots. In the cooperative culture of the Cooperative, people's initiative and participation are central to all acts and policies.
- People  
The Cooperative supports organisations that provide financial opportunities to disadvantaged people irrespective of their faith, culture, age or gender.
- Integrity  
Respect between people implies honesty and truthfulness. The Cooperative is determined to listen with an open mind and communicate in full transparency on all parameters of its own policies.
- Environment  
A balanced ecosystem is the basis for life and as such, should be preserved. The Cooperative believes that a healthy balance in nature can only be achieved in a world where resources and power are spread evenly.

### **3.3 How does the Cooperative create awareness and attract equity capital?**

#### **3.3.1 Support Associations**

The Cooperative works closely with Support Associations. Support Associations are Members of the Cooperative and raise people's awareness in their regions about the importance of development and socially responsible investments. They focus on raising awareness of the Cooperative's work as well as wider education on development-related topics. Some of the Support Associations also raise capital exclusively for the Cooperative, providing for the possibility to participate indirectly (and locally) in the Cooperative. The way in which Support Associations offer the opportunity to (indirect) invest in the Cooperative differs for each country and depends on, among other things, the local regulatory environment. Support Associations are not part of the Cooperative group, however they carry "Oikocredit" as part of their names. Typically they employ a small number of staff and rely on the engagement of volunteers.

The Support Associations are located in the following countries:

- Austria, Belgium, France, Germany, Italy, the Netherlands, Spain and Switzerland (*Europe*)
- Canada and the United States of America (*North America*)

The first Support Association was established in 1976 in the Netherlands. Today, the Support Associations attract – indirectly - the largest part (around 75% at 31 December 2020 of the Cooperative's Share capital.

In total, as at 31 December 2020 the Cooperative had approximately 58,400 Investors (including the indirect investors via 23 Support Associations and its direct Members). The group of Investors consists of 51,900 individuals and 6,500 church parishes, congregations and other organisations).

### 3.3.2 *National Support Offices*

The Cooperative has representative offices in Austria, France and Germany called "National Support Offices". These offices raise awareness of the Cooperative among the Members, Investors and the public, build strategic partnerships, and liaise with Support Associations.

In Austria and France, the staff of the National Support Offices serves separately as representatives of Stichting Oikocredit International Share Foundation, and in that capacity facilitates investment in the Cooperative via Stichting Oikocredit International Share Foundation. In Germany, the office does not play such role because investment in the Cooperative there is available via the Support Associations, not Stichting Oikocredit International Share Foundation.

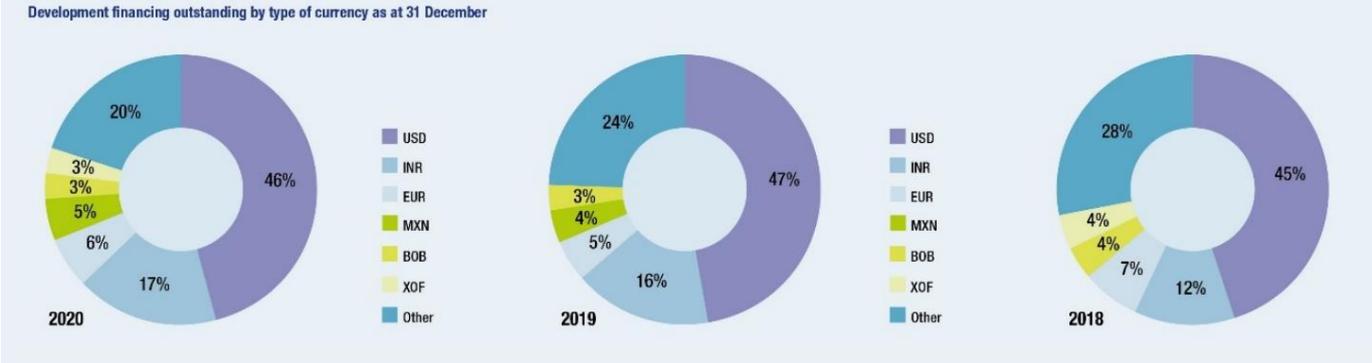
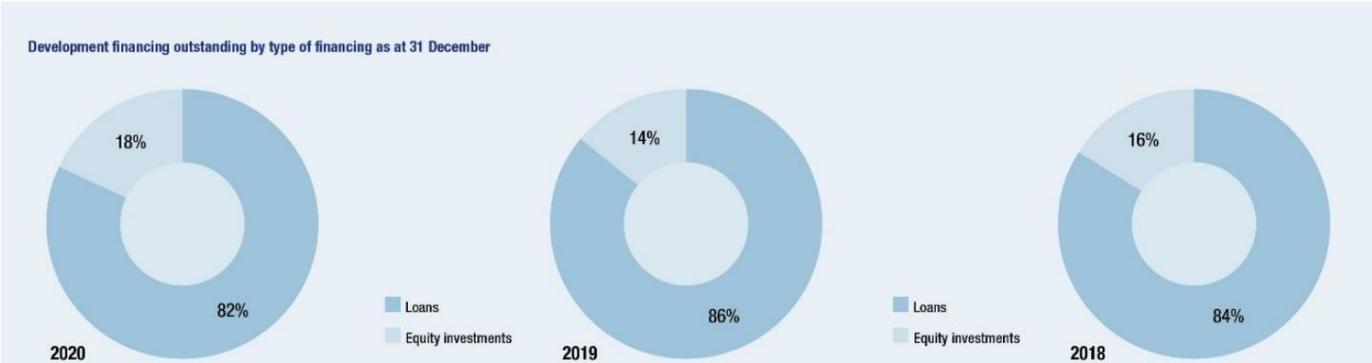
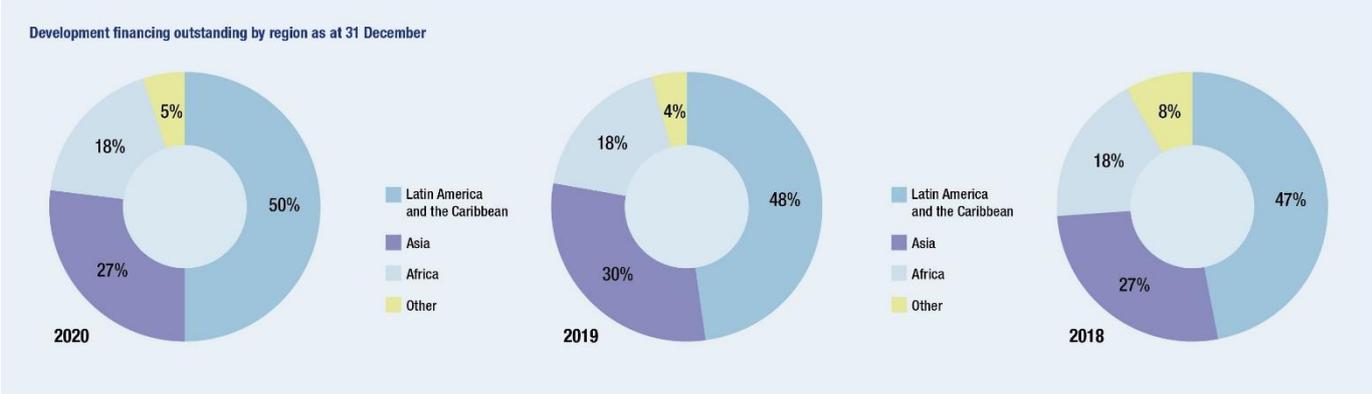
## **3.4 What are the Cooperative's principal activities?**

The Cooperative's goal is to promote sustainable development by providing loans, equity investments and capacity building support to Partners. These Partners are active in the financial inclusion, agriculture and renewable energy sectors in developing countries. The Cooperative seeks to work closely together with its Partners and to offer services that answer their needs.

### 3.4.1 *Financing and funding of Partners*

The funding of Partners by the Cooperative mainly takes the form of loans with an average loan repayment period of around four years. The remainder of the funding is invested in the form of equity, which made up 17.7% of the development financing portfolio at end 2020. The goal is to have an equity portfolio of approximately 15% of the total development financing portfolio. At the end of 2020 the equity portfolio was a larger percentage of the total development financing portfolio (i.e. 17.7%) than the goal due to a decrease of the size of the total portfolio.

The Partner portfolio of the Cooperative (total development financing outstanding portfolio) amounted to 563 Partners in 63 countries for a total of approximately € 845 million outstanding capital at 31 December 2020 (€ 1.065 billion at 31 December 2019 and € 1.047 billion at 31 December 2018). The outstanding development financing per region at 31 December 2020, 31 December 2019 and 31 December 2018 is shown in the following charts.



The loans generally range from a minimum of € 50,000 to a maximum of € 10 million per entity. The average outstanding loan amount per Partner was € 1.5 million in 2020 (€ 1.6 million in 2019, € 1.64 million in 2018). Equity investments are typically between € 2 million and € 10 million, for a 10% to 35% significant minority stake. If the Cooperative acquires an equity stake, it usually negotiates the right to fill a seat in the board of the company in which it invests. As mentioned above, the decrease of the value of the portfolio impacted the distribution percentages between loans and equity investments.

Larger loans outside the above-mentioned range are generally offered to Financial Institutions or to groups of such institutions. These institutions are local MFIs and/or Financial Institutions focusing on small and medium enterprises. Relatively larger loans have also been provided to renewable energy infrastructure projects. In specific cases, funds are also made available in the form of guarantees, or through direct or indirect capital participations.

The Cooperative's portfolio performance in low-income countries may be affected by economic and political circumstances which could result in a default in the payment obligations of a Partner. Please be referred to section 1 of the chapter "Risk Factors".

### 3.4.2 *Income from development financing*

The Cooperative receives income from interest paid on loans, dividends on equity investments and the sale of equity investments. The Cooperative reports the value of its equity portfolio at the original cost price.

Income from development financing	2020	2019	2018
Interest on development financing loan portfolio (minus hedge premiums and provisions)	€ 52.8 million	€ 56.9 million	€ 55.7 million
Result from sale of equity investments	- € 2.9 million	€ 6.1 million	- € 0.5 million
Dividends	€ 2.2 million	€ 2.1 million	€ 2.2 million

### 3.4.3 *Capacity building*

In addition to financing or funding Partners, the Cooperative provides capacity building support to its Partners. The Cooperative's capacity building programmes help Partners become more resilient and supports them in achieving their social mission and sustainability goals for the benefit of their clients and members. Funding for capacity building comes from donor grants and the Cooperative Group's own funds. In 2020, the Cooperative Group provided € 0.7 million in capacity building to 71 current and potential Partners (2019: € 0.7 million for 75 organisations; 2018: € 0.9 million for 143 organisations).

In response to the hardship caused by the COVID-19 pandemic, the Stichting Oikocredit International Support Foundation (ISUP) created a coronavirus solidarity fund with an initial € 25,000 from the Cooperative. This was augmented by contributions from Members and Investors. By the end of 2020, the fund had distributed € 70,287 to 38 Partners in 19 countries in Africa, Asia, and Latin America and the Caribbean. The Cooperative used the fund to support the most at-risk Partners and their clients in acquiring personal protective gear and sanitation materials as well as to assist Partners in conducting awareness training for communities.

## 3.5 **In which way has the Cooperative structured its principal activities?**

### 3.5.1 *Introduction*

The operations of the Cooperative are structured to manage the primary processes of attracting capital in order to offer Partner Funding by means of loans and equity investments with the maximum efficiency and capacity to anticipate Partner needs.

The Cooperative Group has regional offices in Hyderabad, India; Lima, Peru; Manila, the Philippines and Nairobi, Kenya. A regional office is headed by a Regional Director. Regional offices are responsible for identifying and reviewing Partners that are presented for funding. The Cooperative also maintains two specialist business units: one focusing on equity investments, and headed by the Equity Director; and the other, focusing on the renewable energy sector and headed by the Renewable Energy Manager. These units are also responsible for identifying proposals for Partner Funding and collaborate with colleagues in the regional offices.

The Managing Board has established an Integrated Investments Analysis Credit Committee, a Managing Board Credit Committee, and an Oikocredit Investment Committee, which approve applications for funding (loans and equity investments, respectively). Moreover, the Supervisory Board established a Supervisory Board Investment Committee. Loans and equity investments that result in a total exposure to the Partner above € 10,000,000 or its equivalent (in other currencies) require Supervisory Board approval.

**3.5.2 Loans**

Upon approval by the Managing Board Credit Committee (and if necessary the Supervisory Board) and before any payments will be made, the Cooperative, based on advice from local lawyers, (i) drafts loan agreements in accordance with local law, (ii) establishes collateral documentation, if any, and (iii) prepares all necessary steps to obtain any government approval (if required).

**3.5.3 Equity investments**

Upon approval by the Oikocredit Investment Committee (and if necessary the Supervisory Board) and before any payments will be made, the legal department of the Cooperative advises on the preparation of the legal documents and the conditions to be fulfilled.

**3.5.4 Selection and monitoring of Partners**

Stage	Stage 1	Stage 2	Stage 3	Stage 4	Stage 5	Stage 6
	Selection of Partners	Due diligence	Approval of funding	Drafting documents	Providing funding	Monitoring Partners
Bodies / functions/ departments involved	Country/regional Office/Equity Unit/Renewable Energy Unit	Country/regional Office/Equity Unit/Renewable Energy Unit	Integrated Investments Analysis Credit Committee (low/medium credit risk and less than €3 million)	Legal and Investments department with advice from local lawyers	Country/regional Office/Equity Unit/Renewable Energy Unit (verifying conditions for disbursement)	Country/regional Office/Equity Unit/Renewable Energy Unit
			Managing Board Credit Committee (medium/high credit risk and less than €10 million)		Operations (screening payment request)	
			Oikocredit Investment Committee (equity investments)		Finance (execution of payment)	
			Supervisory Board (higher than €10 million)			

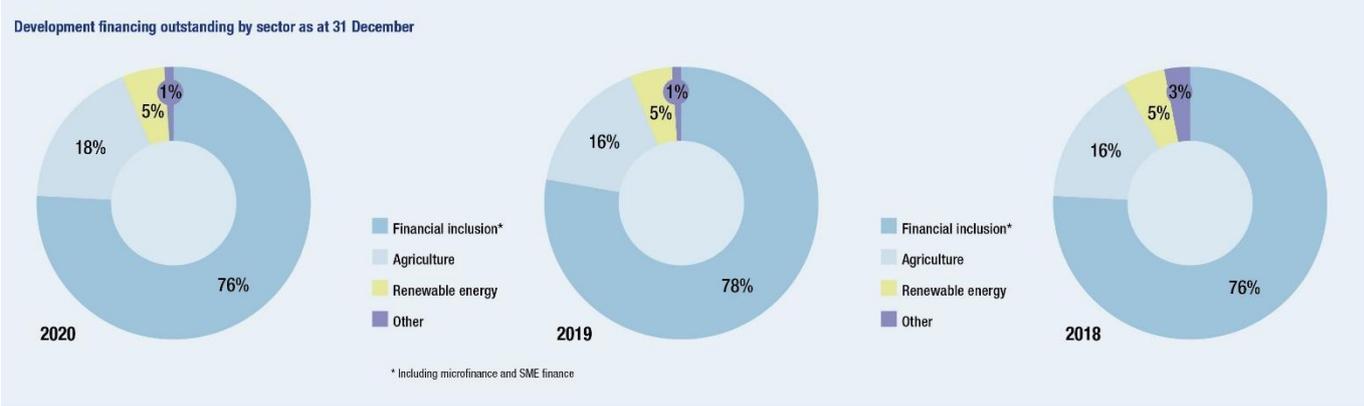
As the Cooperative is financially dependent on timely interest and principal repayments from its Partners, a great deal of attention is paid to monitoring loans and the performance of its Partners. Detailed procedures are in place, determining which steps are to be taken in the event that payments are delayed. The business and legal departments of the Cooperative play a crucial role in this process. The Cooperative also has a Special Collections Unit, focusing on Partners with payment arrears. Legal proceedings against Partners will be commenced in the event of a continuing default in making loan repayments to the Cooperative and restructuring efforts have been unsuccessful. If applicable and considered necessary, the Cooperative will take steps to recover a defaulting loan through the sale of collateral.

**3.6 What are the Cooperative's principal markets?**

**3.6.1 Sectors**

The Cooperative operates in the following principal sectors:

- Financial inclusion
- Agriculture
- Renewable Energy



**Financial inclusion**

The Cooperative’s work promotes financial inclusion through partnerships with microfinance institutions and with Financial Institutions that support small to medium enterprises ("**SMEs**") and individuals. It also seeks partnerships with financial intermediaries beyond traditional Financial Institutions, such as fintech companies that target underserved communities with innovative financial technologies and business models.

The target audience – low-income people – benefits from the Cooperative’s work both through the provision of financial services through microfinance partners as well as job creation and the provision of loans for small and medium businesses through SME Financial Institution partners.

In 2020, the Cooperative continued with its strategy of working directly with Microfinance Institutions, Financial Institutions serving SMEs, and fintech (financial technology) organisations. The Cooperative’s financial inclusion portfolio, including loans to and investments in MFIs and Financial Institutions that support SMEs, decreased by 22.4% to € 641.3 million (2019: € 826.3 million; 2018: € 796.2 million), with 395 Partners (2019: 463; 2018: 466). Approvals were € 157.7 million (2019: € 343.9; 2018: € 310.3 million) and disbursements € 164.4 million (2019: € 312.0; 2018: € 339.0 million). Financial inclusion’s proportion of the Cooperative’s total development financing decreased slightly to 75.9% (2019: 77.6%; 2018: 76.1%). Due to Covid-19, the Cooperative took the decision to

stop financing new clients in this sector during the period April–September 2020 because of the impact and uncertainty created by the pandemic. This considerably affected the growth objectives and is the main driver for the decrease in the value of the portfolio. Financial inclusion markets remain competitive, often with high liquidity. Digitisation of financial inclusion is generally on the rise, and technology offers efficient solutions for reaching financially excluded people with formal financial services. The challenge is to deliver responsible services that are well-suited to the needs of clients at affordable cost. This is a theme the Cooperative diligently addresses when it engages with fintech partners to finance their growth with loans or equity.

## **Agriculture**

The Cooperative is one of the leading global social investors in agriculture. It believes that investment in this sector is one of the most effective ways to reduce rural unemployment and poverty and contribute to local food security.

The Cooperative's agriculture portfolio supports small-scale farmers by providing access to finance and capacity building for agricultural cooperatives, producers, processors and distributors.

Risks are traditionally high in the agriculture sector, where the Cooperative continues to engage because of the substantial benefits to smallholder farmers and low-income rural populations. Among the challenges in agriculture it has faced in recent years are higher than expected portfolio at risk (PAR) levels. As a result, in 2020 the Cooperative's focused on managing risks in its agricultural portfolio and slowed the financing of new partners in several subsectors, while analysing portfolio performance. In 2020 agriculture loans and investments decreased by 13.7% to € 148.7 million (2019: € 172.3 million; 2018: € 168.8 million), with 131 Partners (2019: 165; 2018: 167). As a share of the Cooperative's total loan and investment portfolio, Agriculture grew slightly to 17.6% (2019: 16.2%; 2018: 16.1%). Approvals were € 22.8 million (2019: € 53.4 million; 2018: € 79.8 million), and disbursements down by 17% to € 69.1 million (2019: € 83.2 million; 2018: € 89.7 million), in line with the Cooperative's decision to consolidate the portfolio. Due to Covid-19, the Cooperative took the decision to stop financing new clients in this sector during the period April - September 2020 because of the impact and uncertainty created by the pandemic. This considerably affected the growth objectives and is the main driver for the decrease in the value of the portfolio. Inherent problems with agricultural finance include commodity price volatility, crop failure and, increasingly, unpredictable weather and other climate change effects. While generally in agriculture the Cooperative has prioritised improved portfolio performance ahead of growth, the Cooperative has selectively grown in East Africa in the focus crops tea, nuts and grains.

## **Renewable energy**

The Cooperative focuses its renewable energy investments on three segments:

- Off-grid solar
- On-grid projects aiming at the UN Social Development Goal 7
- Clean cooking

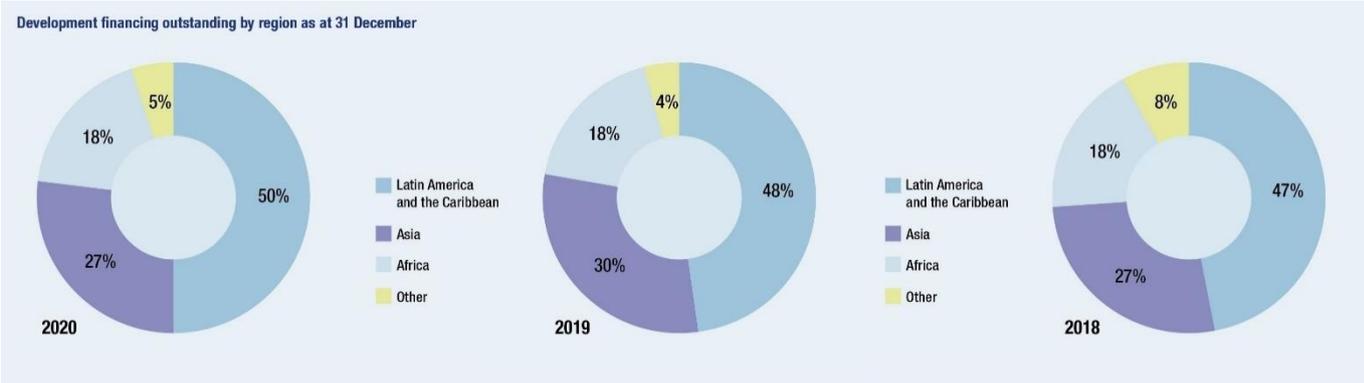
It invests in small and medium-sized renewable energy projects. The Cooperative chooses the projects for their social impact and the benefit the Cooperative can bring.

To track its contribution to clean energy access, it measures how its investments avoid CO2 emissions and provide households with improved access to energy.

In 2020 the renewable energy portfolio decreased by 12.2% to € 45.7 million (2019: € 52.1 million; 2018: € 48.4 million), to a total of 19 Partners (2019: 22; 2018: 18). Approvals were € 4.3 million (2019: 13.2 million; 2018: € 9.6 million) and disbursements € 9.5 million (2019: € 8.6 million; 2018: € 6.8 million). Renewable energy’s share of the total loan and investment portfolio rose to 5.4% (2019: 4.9%; 2018: 4.6%). Due to Covid-19, the Cooperative took the decision to stop financing new clients in this sector during the period April – September 2020 because of the impact and uncertainty created by the pandemic. This considerably affected the growth objectives and is the main driver for the decrease in the value of the portfolio. Many of the Cooperative’s current loans are with partners supplying photovoltaic solar home systems to households. The Cooperative is also supporting entrepreneurial activity in electrical mini-grids, which are key to developing efficient energy distribution in rural areas. A new subsector for the Cooperative is commercial and industrial solar technology for SMEs.

3.6.2 Countries

The Cooperative provided funding to Partners in 63 countries in 2020 (2019: 65; 2018: 69). The number of countries has been going down in line with the Cooperative’s decision communicated in early 2018 to focus on offering loans, equity investments and capacity building in 33 countries in Africa, Asia, and Latin America and the Caribbean going forward.



The countries where the Cooperative invested the largest percentage of total Partner Funding as at 31 December 2020, 2019 and 2018 were as follows:

Countries invested in (> 4% of total outstanding)	2020
India	17.3%
Mexico	6.6%
Bolivia	6.5%
Ecuador	6.1%

Countries invested in (> 4% of total outstanding)	2019
India	16.6%
Ecuador	7.4%
Cambodia	6.3%
Bolivia	5.7%
Mexico	5%

Countries invested in (> 4% of total outstanding)	2018
India	12%
Ecuador	7%
Bolivia	7%
Cambodia	7%
Paraguay	4%

NB: all other countries invested in were below 4%.

### 3.7 What are the important events in the development in the business of the Cooperative?

#### 3.7.1 2022-2026 purpose-driven strategy

The Cooperative's current strategy (the strategy 2018-2022), which has included sharpening the Cooperative's focus, reducing complexity, and continuous improvement, runs until 2022. The Covid-19 crisis has impacted the world in unforeseen ways and accelerated the pace of change. In mid-2020 the Cooperative therefore began to look ahead to where it will be in a post-pandemic future and how it can be most effective. The Cooperative's model is distinct and valuable so, the Cooperative needs to ensure its work remains fully relevant and that it continues to achieve its purpose in the face of global and market trends, including changes brought on or accelerated by the coronavirus, such as increases in extreme poverty and gender inequality among low-income people, as well as technological developments and virtual ways of collaborating.

During 2020, using an approach combining communication, consultation and co-creation, the Cooperative started gathering input from staff, Members, Investors and Partners to investigate the Cooperative's purpose and how this may need renewal. The strategic process has been reflective and collaborative, using surveys, interviews and online

workshops to explore Cooperative's long-term vision, purpose, theory of change and strategic choices. Consultations have been online instead of the anticipated in-person meetings, but this has made the process more inclusive geographically. The process continues in 2021, with regular updates on progress communicated to Members via webinars. The Cooperative aims to finalize the process by the end of 2021.

After two years of making the Cooperative fitter for the future at its central office and its offices around the world, the Cooperative will also review its model for raising capital to ensure it is equally fit in the face of evolving financial markets regulation. Further work on the Cooperative's systems for capital inflow will help provide a better service to Investors, including new IT enabling Investors to manage investments online as well via current channels.

Maintaining a focus on continuous improvement, the Cooperative will seek further organisational efficiencies. People development will remain crucial in building the Cooperative's capabilities and strengthening its culture of performance feedback and collaboration. Its people's well-being remains a priority.

### 3.7.2 *The strategy 2018-2022*

The Cooperative has made good progress in implementing its 2018-2022 strategy. Today, the Cooperative is a leaner organisation, is better able to respond effectively to opportunities and challenges in a fast-changing world, while remaining true to its vision and mission.

In 2020 the Cooperative funded 563 organisations through its development financing portfolio of € 845 million. Its portfolio Partners include Financial Institutions providing access to finance for otherwise excluded low-income people, agricultural organisations that generate social and economic impact for smallholder farmers, and renewable energy enterprises that benefit previously unserved communities in remote areas. The Cooperative augments its investing with capacity building to support its Partners in making a positive difference in the lives of their clients and Members.

The external environment remains competitive, with low interest rates prevailing, much liquidity in many of the markets where the Cooperative is active, and social impact investing becoming increasingly mainstream. With growing competition it is even more important to stay relevant and to differentiate. The focus on social impact and its in-country presence of 15 local offices in Africa, Asia and Latin America help sustain long-term relationships with Partners. Every two years, a Partner satisfaction survey is being performed. The outcome of the most recent survey shows that the trust of the Partners in the Cooperative remains strong.

The Cooperative has worked closely with its 23 Support Associations to improve processes and investor communication. Although the net inflow of capital (gross inflow minus redemptions) from Members and Investors was negative in 2020 at € 26.3 million (compared with a positive figure of € 47.4 million in 2019), several larger redemptions were foreseen. And while some Investors left, most stayed and others joined. Gross inflow of Member capital was € 42.3 million (2019: € 78.0 million), and redemptions totalled € 68.6 million (2019: € 30.6 million). The countries with the largest share of Member capital were Germany, the Netherlands, Austria, Switzerland and France.

The Cooperative started to roll out its 2018-2022 strategy in 2018 by sharpening its strategic focus and reducing complexity in its organisation. When the strategy was developed, the Cooperative felt compelled to update its existing strategy as the Cooperative saw external trends negatively impacting its work. The Cooperative identified opportunities to become more efficient, improve its processes and grow its portfolio to contribute to the Cooperative's long-term financial sustainability. The Cooperative undertook these changes with the aim of ensuring

that the Cooperative performs at the highest possible level to best serve its stakeholders and maximise social impact where it is needed most.

Following its decision in 2018 to concentrate the Cooperative's work in 33 focus countries in Africa, Asia, and Latin America and the Caribbean, it continued to reduce its exposure in other countries as Partners repaid their loans. The Cooperative is supporting Partners in such countries until existing commitments end.

Organisationally the Cooperative underwent considerable change as they continued to reduce operational complexity. The Cooperative finalised the implementation of its regional operating model, and completed the structural reorganisation of its central organisation after carefully analysing roles, responsibilities and functions and how these relate to the needs of its country offices, National Support Offices and Support Associations. This meant reorganising several departments and units. For example, the Cooperative bundled together related operational tasks in the newly created Operations unit; the Cooperative created a new department to integrate social, financial and risk analysis and business control; and the Cooperative established a single department for social performance innovation to ensure that social impact remains at the forefront of everything the Cooperative does.

The Cooperative decreased the size of its workforce and reduced the number of management levels and positions. The Cooperative supported affected staff through this transition and provided financial compensation and other kinds of assistance to all staff affected by job losses. In addition, the Cooperative worked with managers to increase their change management skills. New people were hired to fill new and redesigned posts where it had no internal applications. The Cooperative is pleased with the balance of skills it has now achieved between longer-serving and newer staff members. Based on several months of working with the new operating model towards the end of 2019, the Cooperative is confident that it can deliver its mission with a lighter footprint and lower, better-controlled operating costs.

By the end of 2020, the Cooperative had implemented most of the intended changes to the operating model. As part of the 2018-2022 strategy, the Cooperative introduced the balanced scorecard which closely tracks the implementation of the strategy based on a selection of key performance indicators (KPIs). One of the KPIs that the Cooperative closely tracks is the cost ratio on total assets (excluding grant-based expenses), which the Cooperative aims to contain to 2.4%, and successfully accomplished this year (2020: 2.3%, excluding the release of the tax accrual, which can be seen as a one-off result).

Previous work using the Lean Six Sigma project 'Safari' has now become business-as-usual, with the Transformation office leading 21 cross-organisational change initiatives in support of the Cooperative's 2018-2022 strategy. Examples include the data warehouse and Partner portal (an integrated reporting and analysis system for loans and investments, including social performance monitoring); outflow optimisation; digitising HR systems and performance management; automating and standardising legal contracting with Partners; and providing e-learning and informal talks for staff on project management and transformation skills. The Cooperative thus aims to offer added value to Partners in terms of product types and conditions, without unnecessary delays, and at a competitive price.

### 3.7.3 Covid-19

In connection with the Covid-19 pandemic, the Cooperative established the Business Task Force (BTF) in early March 2020. The BTF was established to support the Cooperative's operations worldwide, as well as assess the risk created by Covid-19 and put measures in place to mitigate those risks.

Many Partners were affected by the Covid-19 pandemic, but the level of the impact differed between countries, sectors and sub-sectors during the course of 2020. Some countries, sectors and sub-sectors were more stable than others; this holds true for example for Partners in agriculture and fintech. The level of the impact on Partners depended on the number of Covid-19 infections they had to endure but also on how severe (lockdown/travel) restrictions were, and if or how this translated in higher unemployment levels, slack demand and/or a reduction in business. The overall negative trend flattened during the course of the year but in December 2020 the risk levels slightly moved upwards again, because of countries going back to more severe lockdowns due to increases in infections and concerns about new Covid-19 variants.

One of the key measures implemented by the BTF was the introduction of payment holidays for Partners whose business models and financial positions were affected by the Covid-19 pandemic. Since the introduction of this measure, 134 Partners have requested to make use of a payment holiday. At the end of 2020, 69 Partners were still making use of this measure. Of these 69 Partners, 43 had reinitiated loan payments.

Even though the number of Partners that have been granted payment holidays has decreased in the final quarter of 2020, the Covid-19 pandemic will continue to have an impact on the Cooperative's portfolio. The extent of this impact will largely depend on how quickly economies and businesses will return to 'normal'. The BTF will continue to monitor and update its forecasts of impairments and loan loss provisions (LLPs) on a continuous basis.

### **3.8 How is the Cooperative being challenged?**

#### *3.8.1 Competition*

Financial Institutions, offering financial and other services to low-income people, have historically had difficulties financing their operations. However in recent years, more organisations across the world have been offering financing to Financial Institutions, particularly to the larger Financial Institutions. This means that these institutions have had opportunities to get access to loans and equity funding from various national and international sources. The Cooperative has therefore faced more competition. The Cooperative has the benefit of longstanding partnerships and networks, local presence and proximity to the market. This allows the Cooperative to also work with less mature, earlier-stage Financial Institutions which are more difficult to serve for competing organisations. The Cooperative adds value due to its blend of social mission, local expertise and combination of knowledge and networks. The Cooperative is unique compared to its competitors as it:

- has been lending to Partners that serve low-income people for over 40 years;
- offers products and conditions that differ to some extent from those offered by other institutions and organisations (for example: loans in local currencies, long-term loans and equity investments);
- provides capacity building and social performance improvement opportunities to Partners via grants and technical assistance programmes;
- is active via offices with local experts that have knowledge of the local markets and conditions; and
- holds a strong position in providing financing opportunities to all types of Financial Institutions, not only the larger ones, but also to the relatively small and less well-known Financial Institutions.

#### *3.8.2 Regulatory environment*

The Cooperative is a relatively small institution to which Dutch regulation is applicable. In addition, due to the international scope of the Cooperative's activities, also local regulations could apply to its business activities. This

wide range of applicable laws and regimes is continuously developing and requirements can vary significantly per jurisdiction which has impacted, which still impacts or which could impact the business activities of the Cooperative.

The main activities performed by the Cooperative are subject to laws, regulations and supervision in various fields, including privacy and data protection regulation, anti-money laundering regulation in its performance of providing loans and equity investments as a financial institution, as well as the applicable financial regulation regarding the issuance of the Shares. These compliance requirements mainly originate from the European Union-level (complemented with national implementations laws) but is not limited to this because of the global activities of the Cooperative Group and its offices.

The Cooperative aims to be compliant with all applicable laws and regulations, internal rules and policies governing its operations, and good business practices. Failures to aforementioned compliance might lead to sanctions and fines, financial losses and reputational damage. Therefore, the Cooperative has a very low tolerance when a legal or ethical bright line has been crossed, for example by breaches of laws and regulations, internal rules and policies governing its operations, and good business practices. The Cooperative ensures that its very low tolerance for compliance risk is embedded in the culture of its business operations by continuously creating awareness.

Ongoing monitoring of compliance with the regulatory environment the Cooperative operates in does materially affect the business of the Cooperative. The wide range of applicable laws and regimes, which are developing and therefore continuously subject to changes, requires a high level of adaptability from the Cooperative. Especially from its risk, legal and compliance departments, but the business lines are involved as well.

Changes in the regulatory environment may prevent the Cooperative from engaging in raising capital (inflow) or investing (outflow). Also, the introduction of new legal requirements could be too burdensome to adjust to because of the Cooperative's relatively limited size and scale. Unexpected changes in regulation may also lead to increased cost levels and a reduction of efficiency. In late 2020, the Cooperative initiated a process to review its capital raising model (including the Cooperative's governance) and look for possibilities to make it more resilient in the face of evolving financial markets regulation, especially in the European Union.

### **3.9 What are the Cooperative's other assets or investments in order to support the principal activities?**

#### *3.9.1 The Currency Exchange Fund N.V.*

The Cooperative holds an equity stake in The Currency Exchange Fund N.V. ("**TCX**"). TCX is a special purpose fund that provides "Over-the-counter" (OTC) derivatives to hedge the currency and interest-rate mismatch that is created in cross-border investments between international investors and local borrowers in frontier and less liquid emerging markets. The goal is to promote long-term local currency financing, by contributing to a reduction in the market risks associated with currency mismatches.

The Cooperative was one of the first investors in TCX when TCX was incorporated in 2007. As at 31 December 2020, the Cooperative held 27 shares of the shares in TCX. This represents a value of approximately € 15.2 million (fair value) ((€ 13.1 million in 2019 and € 7.1 million in 2018). Besides acting as an investor in TCX, the Cooperative also hedges its exposure to local currency with, among others, TCX.

#### *3.9.2 Term Investment Portfolio*

In order to balance the total risks and for liquidity purposes, the Cooperative has invested a percentage of its financial resources in a Term Investment ("TI") portfolio. A minimum of 90% of the TI portfolio must be invested in an ethical bond portfolio and a maximum of 10% can be invested in shares in socially responsible investment funds.

Portfolio performance continued to deteriorate with respect to the interest income as compared to prior year. Interest income totalled € 2.4 million in 2020 (€ 2.3 million in 2019 and € 2.5 million in 2018). The revaluations amounted to € 0.6 million in 2020 (€ 3.2 million in 2019 and € -3.5 million in 2018).

The fund manager (AXA Investment Managers Paris) managing the TI portfolio screens the investment universe by applying three filters to create a high-quality and ESG-compliant (Environmental, Social and Governance) investment portfolio. The three filters consist of:

- A systematic filter, removing the riskiest bonds from the universe;
- A fundamental filter, removing names which have a negative credit review;
- A responsible investment filter, removing names and sectors which do not comply with the ESG risk criteria defined by the Cooperative and the Cooperative's own exclusion list.

### 3.9.3 *ASN-Novib Microcredit Fund (ASN) and GLS Alternative Investments Microfinance Fund (GLS)*

In the past the Cooperative bought shares in funds managed by GLS and ASN to help GLS and ASN to start up these funds as these companies are aligned with the Cooperative's mission and as we work together with them on other areas as well. There is no interference with ASN or GLS's investment strategies for the funds and the shares in these funds can be sold within a certain time frame and are therefore part of the liquidity portfolio.

As at 31 December 2020, the Cooperative held 211,291.7198 shares in ASN-Novib. This represents a value of approximately € 11.3 million (2019: € 11.3 million 2018: € 11.3 million).

As at 31 December 2020, the Cooperative held 10,645 shares in GLS. This represents a value of approximately € 9.5 million (2019: € 9.5 million 2018: € 9.5 million).

# 4

## SHARES

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1. What are the characteristics of the Shares?
2. What rights are attached to the Shares?

## 4 SHARES

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### 4.1 What are the characteristics of the Shares?

During the life of this Prospectus, Shares are in principle continuously issued at the discretion of the Managing Board to Members. The Managing Board has the authority to stop and reopen the issuance and redemption of Shares at its discretion in accordance with the Articles of Association and the further elaboration thereof in the Member Share Issuance and Redemption Policy. There is no limit to the number of Shares that can be issued. Fractions of Shares may also be purchased. Each Member must hold at least one Share. Organisations of other types than the ones specifically listed in the Articles and Association and which can be invited to become a Member by the Supervisory Board have a EUR 50,000 minimum investment requirement in Shares (see for the different Member categories paragraph 5.2).

The Shares are in registered form, meaning that the Cooperative holds a register stating the number of Shares registered in each Member's name. Upon the issuance of Shares, the name and details of the shareholder are entered into the share register. Each Member may at any time apply for a certified extract from the register stating the number of Shares registered in their name.

Shares are issued and registered with a Nominal Value of EUR 200, CAD 200, CHF 250, GBP 150, SEK 2,000, or USD 200. According to the Articles of Association, the Managing Board, following the prior approval of the Supervisory Board can decide to issue Shares in currencies other than the euro, Canadian dollar, Swiss franc, British pound, Swedish krona or US dollar. Before issuing Shares in other currencies, the Nominal Value per Share will be determined for each additional currency in which the Shares are issued.

Shares are governed by, and shall be construed in accordance with, the laws of the Netherlands. The ISIN number of the Shares is NL0015026469. The Managing Board has the discretion to revoke or suspend the offer or to reduce subscriptions (please be referred to section 5.6).

### 4.2 What rights are attached to the Shares?

#### 4.2.1 *Voting rights*

Each Member may exercise one vote at the General Meeting, irrespective of the number of Shares held. There are no different voting rights in relation to major shareholders.

#### 4.2.2 *Redemption rights*

Shares can be redeemed taking into account the conditions mentioned in article 13 of the Articles of Association and the further elaboration thereof in the Member Share Issuance and Redemption Policy. For more information in relation to the redemption of Shares, please be referred to section 6 "Redemption and Transfer of Shares".

#### 4.2.3 *Dividend*

##### 4.2.3.1 *Rights attached to the Shares*

Dividend and other rights attached to the Shares apply from the moment those Shares are issued. All Shares entitle the holder to a dividend proportional to the Nominal Value of its Shares, if any. Participants in the General Meeting, having considered the proposal by the Managing Board and approved by the Supervisory Board, decide how the net profits are allocated. Dividend is paid either by allotting additional fractions of Shares or in cash.

#### *4.2.3.2 Dividend policy*

The annual net income is calculated by subtracting all operating costs, loan losses and depreciation from the gross income of the Cooperative, in accordance with generally accepted accounting practices in the Netherlands.

Net income available for distribution is calculated by correcting the annual net income for any extraordinary costs or income not arising from normal operations and an addition to the general reserves. The remaining net income available for distribution could be paid out as dividend. The distribution of dividends takes place according to the following:

- A dividend of 1/12th of the dividend percentage as approved by the General Meeting for every calendar month that the Shares have been registered.
- Dividends may be payable in the form of one or more fractions of Shares and/or in cash upon the Member's choice.
- Dividends made available in cash which are not claimed within five years shall be forfeited for the benefit of the Cooperative.
- Dividend in amounts below EUR 50, CAD 50, CHF 50, GBP 50, SEK 500, or USD 50, will not be paid out but automatically reinvested as long as the Member maintains the minimum required Shares. If this is not the case, dividend will be paid out in cash, unless the Member chooses to donate it toward capacity building.

The dividend calculation method has been applicable since 2012. The General Meeting, after consideration of the Managing Board's proposal (approved by the Supervisory Board), decides on the allocation of annual net income in June of the year following the financial year for which the allocation is applicable. Upon that decision, the dividend payable (if any) is made available as Shares or fractions of Shares issued to the Members or in cash (see also articles 43 and 44 of the Articles of Association).

#### *Dividend proposal 2020*

For 2020 the Managing Board proposed, with approval from the Supervisory Board, a dividend of zero percent (0%). It is up to the General Meeting to adopt the proposal of the Managing Board at the General meeting in June 2021.

#### *Dividend 2019*

The total dividend for 2019 amounted to € 0.

Please be also referred to the dividend proposal in "Other information" on page 84 in the Cooperative's consolidated financial statements 2019 as incorporated by reference.

#### *Dividend 2018*

The total dividend for 2018 amounted to € 10.6 million. The dividend per share for 2018 amounted to: 1/12th of 1% for every full calendar month of 2018 that the EUR, CAD, CHF, GBP, SEK and USD Shares were registered.

Please be also referred to the dividend proposal in "Other information" on page 82 in the Cooperative's consolidated financial statements 2018 as incorporated by reference.

# 5

## **ISSUANCE OF SHARES**

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1. Why are the Shares being offered?
2. Who is eligible to become a Member?
3. What are the terms and conditions to the offering of Shares?
4. What does the Member Share Issuance and Redemption Policy imply?
5. How can a Member subscribe?
6. Under which conditions could the issuing of Shares be suspended?
7. Is there any dilutive effect?
8. Which costs are involved with the continuous offering of Shares?

## 5 ISSUANCE OF SHARES

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### 5.1 Why are the Shares being offered?

By (in principle) continuously issuing Shares to its 552 Cooperative Members (as at 31 December 2020), the Cooperative mobilises the capital needed to carry out its mission of development financing. The mission of the Cooperative is to challenge all to invest responsibly. It provides financial services and supports organisations to improve the quality of life of low-income people or communities in a sustainable way. The Cooperative thus offers Shares to attract liquidity to provide loans and equity to Partners. The majority (72%) of the proceeds will be used to provide loans to existing Partners, subject to their record on repayment and social impact; as well as to some new Partners who fit in the mission of the Cooperative. In all cases, the Partners are based in 33 so-called growth countries in Africa, Asia, and Latin America and the Caribbean, and they operate in the financial inclusion, agriculture or renewable energy sector. A minority (about 13%) of the proceeds will be used to invest equity in existing and new Partners who require a strengthening of their capital in order to generate further social impact.

In response to Covid-19, the Cooperative decided to focus on existing Partners, and to be cautious with extending new loans to them, as well as loans to new Partners. The Cooperative also anticipated that some Partners may need to restructure their obligations to the Cooperative to weather the impact of the crisis. This resulted in the deliberate decision to place a greater share of the proceeds into liquid assets to enable the Cooperative's response in the uncertainty caused by the Covid-19 pandemic and its economic consequences. Overall this resulted in a greater part of the proceeds being invested in liquid assets, a contraction in the credit portfolio (due to reduced lending) while the proceeds invested in equity stakes stayed largely the same.

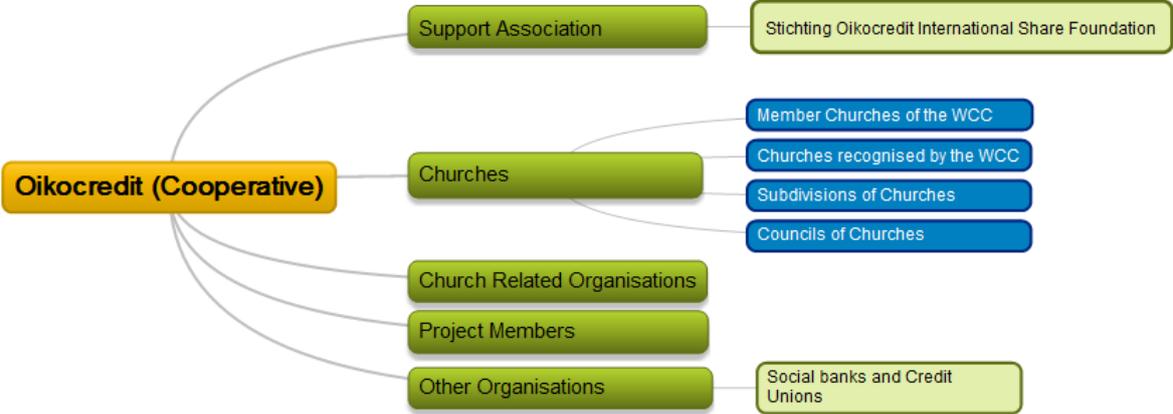
### 5.2 Who is eligible to become a Member?

#### 5.2.1 *Direct participation*

Membership of the Cooperative is restricted to eligible organisations that meet the criteria included in the Articles of Association. Eligible organisations are:

- Member churches of the World Council of Churches;
- Churches that are not members of the World Council of Churches;
- Sub-division of churches and councils of churches;
- Councils of churches
- Church-related organisations;
- Support Associations;
- Project Members who have a good credit history with the Cooperative for at least the last five years and are invited by the Supervisory Board;
- Other organisations invited by the Supervisory Board. These organisations invited to apply must:
  - have a mission and objectives that closely align with the Cooperative's mission;
  - be democratically organised to reflect the views of their constituency or membership; and
  - invest at least € 50,000 in Shares.

A full list of the Members is available at: [www.oikocredit.coop/invest/membership-of-the-cooperative](http://www.oikocredit.coop/invest/membership-of-the-cooperative). For further details of the categories of Membership and rights of Members, please see the Articles of Association which detail the specific categories of membership. These categories are outlined in the following chart.



5.2.2 Indirect participation

Support Associations provide for the possibility to participate indirectly (and locally) in the Cooperative. Full details can be found on the website: [www.oikocredit.coop](http://www.oikocredit.coop).

Support Associations are established locally within a country or region and can offer individuals and church congregations or parishes an opportunity to invest indirectly in the Cooperative.

The OISF was established to enable individuals and organisations not eligible to become a Member to invest indirectly in the Cooperative when there is no suitable possibility to do so via a Support Association. To achieve its purpose, OISF only conducts the following activities:

- acquiring and administering Shares in the interest of the holders (*ten titel van beheer*)
- issuing Depository Receipts to holders
- activities directly related to the foregoing

and therefore functions as an administrative office (*administratiekantoor*) of the Cooperative.

5.3 What are the terms and conditions to the offering of Shares?

During the life of this Prospectus, the Shares are in principle continuously offered to Members and organisations eligible to be Members. There is no specific timetable for the offering of Shares as a result of that. The Managing Board issues Shares at its discretion in accordance with the Articles of Association and the Member Share Issuance and Redemption Policy (please be referred to section 5.4). The Cooperative does not make use of placing agencies and/or any other intermediaries in connection with the offering of Shares.

There is no realistic estimation of the proceeds of Shares issued and how many Shares will be issued. The number of new Shares issued during a financial year can be derived from the annual audited consolidated financial statements of the Cooperative, and the number of new Shares issued during the life of this Prospectus will be published on the [website](#) of the Cooperative.

Each new Member (except for new Members in the category "Other organisations invited by the Supervisory Board" for which there is a EUR 50,000 minimum investment requirement (see for the different Member categories paragraph 5.2) is required to hold a minimum of one share (of EUR 200, CAD 200, CHF 250, GBP 150, SEK 2,000, or USD 200 or the Nominal Value of any other currency in which the Shares are issued by the Cooperative). As fractions of Shares may be purchased, all amounts received from a Member in excess of the Nominal Value of Shares are used for issuing new share capital to the Member concerned. In other words: no refunds take place unless a Member (i) uses its right to withdraw its request to purchase Shares within 14 days after the confirmation of its request or (ii) requests for redemption of (a part of) its Shares. The redemption of Shares is described in more detail in section 6 "Redemption and Transfer of Shares".

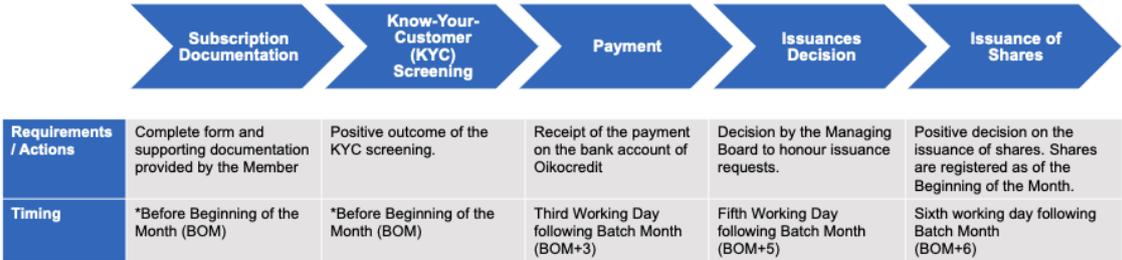
**5.4 What does the Member Share Issuance and Redemption Policy imply?**

The Member Share Issuance and Redemption Policy, as adopted by the Managing Board and by the Supervisory Board, is to be considered as a further elaboration of the Articles of Association in relation to the issuance and redemption of Shares. The purpose of the Member Share Issuance and Redemption Policy is to enable the continuous monitoring of in- and outflows in the Cooperative, in order to accommodate issuance and redemption requests. Beginning in Q3 2020, the Cooperative assesses in- and outflows on a monthly basis and, following a positive assessment, processes issuance and redemption requests on a monthly basis.

The Member Share Issuance and Redemption Policy outlines, amongst others, the circumstances under which the issuance and redemption of Shares may be suspended or resumed by the Managing Board. As a result of the Policy, the Cooperative will only issue and redeem Shares once a month.

**5.5 How can a Member subscribe?**

The subscription process has been visualised in the flowchart below:



\* BOM: Beginning Of Month (following on the Batch Month). All days refer to Working Days. For example, BOM+3 refers to the Third Working Day of month following on the Batch Month.

Eligible organisations who wish to become a Member and would like to invest in the Cooperative can contact the Oikocredit International Office in Amersfoort, the Netherlands, telephone +31 334 224 040, or through the contact form available on the website [www.oikocredit.coop](http://www.oikocredit.coop). An application for membership of the Cooperative may be submitted to the Managing Board at any time.

A 'know your customer' ("**KYC**") screening is part of the application process for a membership. New Members are informed of the decision of the Managing Board regarding the acceptance of their application in writing. The

Cooperative must have received the amount on its account on BOM+3. If the amount has been received after BOM+3, the issuance request will be considered in the next Batch Month.

All issue requests made in the same calendar month shall be treated as having been made on the last day of that month ("**Batch Month**"). Thus, for example, an issue request made on 18 June is treated in the same way as a request made on 30 June. On the fifth working day of the month following the Batch Month (BOM +5) the Managing Board shall announce its decision whether or not to honour issue requests. From that day, the decision shall take effect. In reaching its decision, the Managing Board will always take into account the liquidity and solvency of the Cooperative, next to any other factors that it may deem relevant.

Provided the decision is positive, on the sixth working day of the month following the Batch Month (BOM+6) the Cooperative issues the Shares to the Members with an effective date of the 1<sup>st</sup> calendar day of that month. After the issuance of Shares Members will receive a confirmation of the issuance. During the membership Members are allowed to request a statement of their account.

The amounts corresponding to rejected subscriptions will in principle be refunded via the payment method used for the payment of the subscriptions. The outcome of the KYC screening could in an unfortunate situation result in freezing the amount, for example if there are sanctions against the subscriber. No interest will be paid on amounts being returned.

#### **5.6 Under which conditions could the issuance of Shares be suspended?**

As stated above, the Managing Board issues Shares at its discretion in accordance with the Articles of Association and the Member Share Issuance and Redemption Policy.

The Managing Board has the discretion to suspend the issuance of Shares. The Managing Board announces its decision to continue or suspend issuance on BOM+5. In the case the Managing Board decides to suspend issuance of Shares, it may decide to apply its decision with effect from the next month (i.e. honouring the requests in the Batch Month), or with effect from the Batch Month. In general, the decision not to honour requests for the preceding Batch Month is appropriate when an event has or may have impacted materially the Net Asset Value per Share, while the decision not to honour requests pertaining to the next Batch Month is appropriate when the impact is confined to liquidity. However, the Managing Board will take into account all factors it deems relevant next to solvency and liquidity.

In the event the Cooperative suspends the issuance of Shares with effect from the Batch Month, the Cooperative shall refund any transferred funds from any Member towards subscription of Shares. No interest shall be paid on the refunded subscription amounts.

#### **5.7 Is there any dilutive effect?**

All Shares are offered and thereby issued against the nominal value. When new Shares are issued, the financial position of the Members may dilute, because issuance reduces the Net Asset Value per Share when the financial return on the newly issued Shares is lower than the financial return on the existing Shares. Provided that new Shares are issued to existing Members, there is no dilutive effect insofar voting rights are concerned. Each Member has one vote at the General Meeting, irrespective of the amount invested. The amount and percentage of the dilution cannot be calculated as Shares are issued on a continuous basis and the number of Shares that can be offered is

unlimited. The Cooperative publishes quarterly information about its financial results and total outstanding Member capital.

## **5.8 Which costs are involved with the continuous offering of Shares?**

### *5.8.1 Estimation and use of proceeds*

During the life of this Prospectus, Shares are (in principle) continuously offered to Members. There is no upfront realistic estimation of the number of Shares that will be issued. The reason is that Shares are issued on a continuous basis and the Cooperative cannot assess upfront how many subscriptions will be placed for the continuous offer each year. After this Prospectus expires in June 2022, the Cooperative will publish on its [website](#) the total amount of Shares that are issued during the life of this Prospectus. Accordingly, it is difficult to estimate the net amount of the proceeds of the Share issuance.

The issuance of Shares in the periods in the last three years mentioned below, corrected for the redemption of Shares in the same periods, amounted to:

- 1 June 2020 – 31 May 2021: approximately € -23.7 million (this amount takes into account funds received in connection with the issuance of Shares that took place on 1 May 2021 but not any funds received on or before 31 May 2021 in connection with the issuance of Shares that took place on 1 June 2021)
- 1 June 2019 – 31 May 2020: € 50.6 million
- 1 June 2018 – 31 May 2019: € 36.4 million

Based on the foregoing years and the goals we have established for the coming year, we expect the net amount of the proceeds (gross proceeds of the offering minus the costs of the offering) of the Share issuance during the life of this Prospectus to amount € 36.7 million. The actual net proceeds can deviate from the estimation, for example because of Covid-19 impact on the Share capital (please be also referred to section 8.2).

The estimated net amount of the proceeds of the Share issuance during the life of this Prospectus of € 36.7 million will be used to redeem Shares, fund loans (around 72%) and equity investments (around 13%) in 33 so-called growth countries, in the financial inclusion, agriculture, and renewable energy sectors (please be also referred to section 5.1). The remainder of the proceeds will be retained to support liquidity.

### *5.8.2 Costs involved*

The issuance of Shares incurs annual costs consisting of the acquisition costs of Share capital such as capital mobilisation via support associations and OISF, Members' relations, promotions and so on, including costs associated with producing the present Prospectus. For 2020, these costs amounted to approximately € 5.6 million. We expect comparable costs to be incurred in 2021 or for the 12 months during the life of this Prospectus. The one-off costs associated with producing the present Prospectus are budgeted at € 117,000. These costs are and will be reflected in the profit and loss account under operating costs. The direct costs of issuing Shares are not separately charged to Members.

# 6

## **REDEMPTION AND TRANSFER OF SHARES**

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1. What are the terms and condition for redemption of Shares?
2. How is the Net Asset Value per Share being calculated?
3. How can I redeem my Shares?
4. Under which conditions could the redemption be suspended?
5. Can I transfer my Shares in the Cooperative?
6. What are the rules on a takeover?

**6 REDEMPTION AND TRANSFER OF SHARES**

**6.1 What are the terms and conditions for redemption of Shares?**

Shares will be redeemed by the Cooperative taking into account the conditions mentioned in article 13 of the current Articles of Association which are as follows:

- Shares shall be redeemed, if a Member has ceased to be a member of the Cooperative, no later than five years after cessation of membership;
- Shares shall be redeemed no later than five years after the redemption request, without prejudice to what has been provided in article 10 of the Articles of Association (i.e. provided that the Member retains holding at least one Share), without the Member ceasing its membership of the Cooperative;
- the redemption shall be at Nominal Value. However, if the Net Asset Value per Share is lower than the Nominal Value per share in the most recently audited (interim) balance sheet preceding the redemption by the Cooperative, the amount payable upon redemption of Share(s) shall not exceed the sum corresponding to the Net Asset Value of the Share(s) according to that balance sheet.

In June 2018 the General Meeting approved the inclusion of a provision in the Articles of Association to remove the five-year redemption period of articles 13.1 and 13.2 of the Articles of Association upon the occurrence of certain conditions before 1 July 2021, and the Managing Board subsequently resolving with the approval of the Supervisory Board to this effect. The effect of the removal would be that, in principle, any redemption request might be delayed indefinitely by the Cooperative. The abovementioned conditions are:

- 1) the decision is made to prepare the Cooperative's consolidated financial statements in accordance with International Financial Reporting Standards (IFRS); or
- 2) the Cooperative continues preparing its consolidated financial statements in accordance with Dutch GAAP and the Shares are classified as financial liability under Dutch GAAP as a result of a) changed Dutch GAAP rules; or b) a change in the interpretation of the Dutch GAAP rules by external auditors.

The provision was included as a transition clause in the Articles of Association through a notarial deed dated 30 July 2018. The transition clause will lapse on 1 July 2021 if not triggered. The Managing Board, with approval by the Supervisory Board will propose to extend the inclusion of the transition clause for one more year at the General Meeting in June 2021. Up to the date of this Prospectus, none of the abovementioned conditions are met. The Managing Board issues and redeems Shares at its discretion in accordance with the Articles of Association and the Member Share Issuance and Redemption Policy (please be referred to section 5.4).

**6.2 How is the Net Asset Value per Share being calculated?**

The Cooperative calculates the Net Asset Value per Share as:

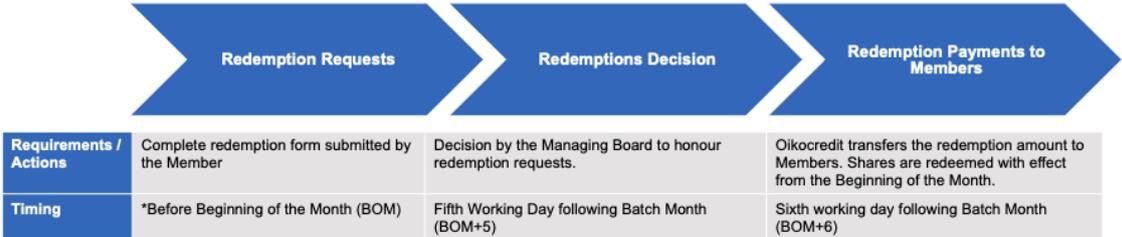
$$\text{Net Asset Value per Share} = \frac{\text{Member Capital + Reserves}}{\text{Number of Shares issued}}$$

At the date of this Prospectus, the total Net Asset Value of the Cooperative was calculated according to the audited consolidated financial statements of the Cooperative as at 31 December 2020 (as mentioned on page 57 of these

statements) and amounts to € 1.2 billion divided by the number of Shares issued. As at 31 December 2020, the Net Asset Value per Share amounts to € 210.50. However, Shares are issued and redeemed at nominal value; the Net Asset Value per Share is relevant to establish if shares can continue to be redeemed at nominal value.

**6.3 How can I redeem my Shares?**

The redemption process has been visualised in the flowchart below:



\* BOM = Beginning of Month (following on the Batch Month). All days refer to Working Days. For example, BOM+3 refers to the Third Working Day of month following on the Batch Month.

A request for redemption of Shares may be submitted at any time. A redemption form can be requested from the Investor Support team at oi.support@oikocredit.org.

All redemption requests made in the same calendar month shall be treated as having been made on the last day of that month ("**Batch Month**"). Thus, for example, a redemption request made on 18 June is treated in the same way as a request made on 30 June. On the fifth working day of the month following the Batch Month (BOM+5) the Managing Board shall announce its decision whether or not to honour redemption requests. From that day, the decision shall take effect. Provided the decision is positive, on the sixth working day of the month following the Batch Month (BOM+6) the Cooperative redeems the Shares from the Members (the registration date of the redemption is the first calendar date of that month). In addition, the amount requested for redemption will be refunded via the payment method last indicated by the respective Member on that same day.

**6.4 Under which conditions could the redemption of Shares be suspended?**

As stated earlier, the Managing Board redeems Shares at its discretion in accordance with the Articles of Association and the Member Share Issuance and Redemption Policy. The Managing Board has the discretion to suspend the redemption of Shares. The Managing Board announces its decision to continue or suspend redemption on BOM+5. In the case the Managing Board decides to suspend redemption of shares, it may decide to apply its decision with effect from the next month (i.e. honouring the requests in the Batch Month), or with effect from the Batch Month. In general, the decision not to honour requests for the preceding Batch Month is appropriate when an event has or may have impacted materially the Net Asset Value per Share or there is material uncertainty about the Net Asset Value, while the decision not to honour requests pertaining to the next Batch Month is appropriate when the impact is confined to liquidity. However, the Managing Board will take into account all factors it deems relevant next to solvency and liquidity. In the event the Cooperative will not resume the redemption of Shares within three months after the Batch Month, the Managing Board shall prepare a plan (a "**Specific Measures Plan**"), in which it shall consider all available measures that can bring about a result which is in the Cooperative's best interest.

In the event doing so is required or deemed prudent, the Specific Measures Plan or relevant parts thereof shall be put for approval to the General Meeting.

#### **6.5 Can I transfer my Shares in the Cooperative?**

Members may freely transfer their Shares to other Members upon written notice to the Cooperative (article 14 of the Articles of Association). As the Articles of Association determine that only Members may hold Shares (based on articles 5 and 9 of the Articles of Association), it is not possible for Members to transfer Shares to non-Members. If all the Shares are transferred, then the Member ceases to be a Member of the Cooperative.

#### **6.6 What are the rules on a takeover?**

No mandatory takeover bid, squeeze-out or sell-out rules apply in relation to the Shares. The Cooperative has no plans to have the Shares admitted to trading or distributed on a regulated market or a multilateral trading facility

# 7

## **GOVERNANCE OF THE COOPERATIVE**

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1. General meeting
2. Managing board
3. Supervisory board
4. Supervisory Board Committees
5. Member's council
6. Corporate governance
7. Employees

## 7 GOVERNANCE OF THE COOPERATIVE

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### 7.1 General Meeting

The General Meeting is the highest body of the Cooperative. It has the following powers, which cannot be delegated to another corporate body:

- the alteration of the Articles of Association;
- (i) the appointment of members of the Supervisory Board and (ii) the appointment, dismissal and suspension of members of the Policy Committee;
- the appointment of an expert as mentioned in article 32 of the Articles of Association;
- the adoption of the annual accounts;
- the allocation of profits and the declaration of dividends;
- the discharge from liability (“*decharge*”) of the Managing Board and of the Supervisory Board;
- the decision of appeals of Members in relation to termination of membership;
- the determination of the remuneration of the members of the Supervisory Board; and
- resolutions on all matters reserved to it by law.

Every Member has one vote at the General Meeting, regardless of the size of its shareholding in the Cooperative. The Cooperative is therefore not directly or indirectly owned or controlled by any Member or other person. Members do not have different classes of voting rights. While exercising its voting right at the General Meeting, a Member may be represented by another person on the basis of a written power of attorney. No person may represent more than three Members.

Every year, at least one General Meeting shall be held within six months after the close of the financial year. Insofar as the law does not provide otherwise, the General Meetings shall be convened by the Managing Board or the Supervisory Board. An extraordinary General Meeting may be held whenever necessary, in particular in the cases provided for by law, if the Managing Board or the Supervisory Board so decides and pursuant to a resolution of the General Meeting itself. Notice of the General Meeting shall be given to each Member in writing, either by letter or electronically. For a complete description of the provisions with respect to the General Meeting, please refer to articles 15 and onwards of the Articles of Association.

Since 9 August 2019, Dutch law that governs large companies (article 2:63a of the Dutch Civil Code ‘*structuurregime*’) is applicable to the Cooperative. The Cooperative currently meets all requirements that follow from this law. The main requirements are having a two-tier board, reflection in corporate documentation that certain Managing Board decisions require Supervisory Board approval, and the way in which Supervisory Board members are nominated, appointed, suspended and dismissed.

As a consequence, the General Meeting does not appoint (but instead has a right to object to an appointment), dismiss and suspend members of the Supervisory Board. Additionally, the General Meeting does not approve the profile of the Supervisory Board as this is the responsibility of the Supervisory Board. Please be referred to article 15 of the Articles of Association.

## 7.2 Managing Board

The Supervisory Board appoints the members of the Managing Board. According to article 33 of the Articles of Association, the Managing Board shall consist of a minimum of four and a maximum of seven members. The Managing Board shall consist of a Managing Director and other Managing Board members. All Managing Board members are based at the Oikocredit International Office, Berkenweg 7, 3818 LA, Amersfoort.

According to article 39 of the Articles of Association, the Managing Board shall have the widest powers with regard to the management of the Cooperative. It shall have the authority to decide on all matters that are not specifically attributed and reserved to the General Meeting or the Supervisory Board. The Managing Board has the power to delegate its powers to the proxy holders; such delegation can be made subject to conditions and limitations.

The Cooperative is represented by the Managing Board and moreover by two members of the Managing Board, or by a member of the Managing Board together with one other proxy holder, or by two proxy holders within the limitations of their powers. Reference is made to article 41 of the Articles of Association.

### 7.2.1 Who are the members of the Managing Board?

The following are members of the Managing Board as at the date of approval of this Prospectus:

<b>Mr Theodorus Henny Lambertus Johannes Maria Gieskes</b> <i>Managing Director</i>	
<b>Member since</b>	1 April 2017
<b>Position(s) at the Cooperative</b>	Managing Director
<b>Principal activities prior to joining the Cooperative</b>	For most of his career, he worked for Rabobank. In his most recent position, he worked for six and a half years as the CEO of Rabobank Australia and Managing Director for the Rabobank Australia & New Zealand Group. Prior to this, he was the CEO of Rabobank in Chile for seven years. He also worked in Nicaragua as a consultant in development finance, on behalf of the VU.
<b>Experience</b>	Experienced in international business and leadership in the financial sector, particularly in rural lending and financing agribusinesses.
<b>Qualifications</b>	Graduated from the Vrije Universiteit (VU) Amsterdam and earned a master's degree in development economics and bachelor's degree in macroeconomics.

On 15 March 2021 it was announced that Thos Gieskes will be leaving Oikocredit. He will continue to work in his position as managing director until 1 October 2021, providing time to find a suitable replacement.

<b>Mr Marinus Anthonius van Eyk</b> <i>Director of Investments</i>	
<b>Member since</b>	1 August 2015
<b>Position(s) at the Cooperative</b>	<ul style="list-style-type: none"> <li>• Director of Investments since 1 February 2018</li> <li>• Director of Equity and Business Development from 1 August 2015 – 1 February 2018</li> </ul>
<b>Principal activities prior to joining the Cooperative</b>	Prior to joining the Cooperative he was founder and CEO of Musoni, the world's first 100% cashless MFI in Kenya and core banking software solution provider, and worked for 10 years in different international roles for ABN AMRO bank.
<b>Experience</b>	Experienced in international banking and leadership, microfinance, business innovation and structured finance in emerging markets.

<b>Qualifications</b>	Graduated from Nijmegen University and earned a MBA.
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<b>Ms Maria Lourdes Hilado Ledesma</b> <i>Director of Social Performance Innovation</i>	
<b>Member since</b>	1 April 2012
<b>Position(s) at the Cooperative</b>	<ul style="list-style-type: none"> <li>• Director of Social Performance Innovation since 1 September 2019</li> <li>• Director of Investor Relations and Social Performance from 1 August 2015 – 31 August 2019</li> <li>• Interim Managing Director from 1 June 2016 – 1 April 2017</li> <li>• Social Performance &amp; Credit Analysis Director from 2012, Member of the Management Team (different corporate body than the Board) until 2015</li> <li>• Manager Social Performance from 2009-2012</li> <li>• Manager Credit Monitoring and Administration from 2005-2008</li> <li>• Regional Manager Oikocredit Philippines and Cambodia from January 1999 – 31 December 2004</li> <li>•</li> </ul>
<b>Principal activities prior to joining the Cooperative</b>	Prior to joining the Cooperative, she was a consultant in program development, management and evaluation for four years, projects officer Asia Partnership for Human Development based in Hong Kong for six years and projects officer for the National Secretariat for Social Action, Justice and Peace in the Philippines.
<b>Experience</b>	23 years' experience in development work involving project design, implementation, monitoring and evaluation.
<b>Qualifications</b>	Graduated from the University of the Philippines and earned a degree in business administration, majoring in finance and management.

<b>Ms Petra Jacqueline Lens</b> <i>Director of People and Change</i>	
<b>Member since</b>	1 February 2018
<b>Position(s) at the Cooperative</b>	<ul style="list-style-type: none"> <li>• Director of People and Change since 1 September 2019</li> <li>• Director of Human Resources from 1 February 2018 – 1 September</li> <li>• Global Head of HR from August 2016 – 1 February 2018</li> </ul>
<b>Principal activities prior to joining the Cooperative</b>	Prior to joining Oikocredit, she spent over three years as global human resources director for Porticus, an international family-owned philanthropic organisation. This followed the position of human resources manager for family office Anthos (2009 to 2012) and other roles for a domestic insurance cooperative as well as the Dutch cooperative bank Rabobank.
<b>Experience</b>	Experienced in business transformation and human resources in international philanthropy and financial services.
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Graduated from the University of Applied Sciences in Rotterdam and earned a bachelor's degree in human resource management.</li> <li>• She also attended several executive education programmes in human resources strategy at the London Business School, Digital Transformation Strategies at Judge Cambridge Business School and Dynamics in Supervisory Board &amp; Managing Board rooms at the Business School of State University Groningen.</li> <li>• Currently she is taking a qualification programme resulting into obtaining a European accreditation for coaching and leadership development.</li> </ul>

On 8 April 2021 it was announced that Petra Lens, Director of People & Change will be leaving Oikocredit. She will continue in her position until 1 September 2021, to help with the recruitment of a new Managing Director.

<b>Ms Mirjam 't Lam</b> <i>Director of Finance and Risk</i>	
<b>Member since</b>	16 November 2020
<b>Position(s) at the Cooperative</b>	<ul style="list-style-type: none"> <li>Director of Finance and Risk</li> <li></li> </ul>
<b>Principal activities prior to joining the Cooperative</b>	<p>Mirjam 't Lam has nearly 20 years' experience in the financial services sector, including time spent working in India and Rwanda on renewable energy projects. Her most recent positions include Chief Financial Risk Officer (CFRO) for Rabo Development and Director at several member banks of the Rabobank Group, and she was also part of Rabobank's Food &amp; Agri strategy team.</p> <p>Mirjam played a leading role in the establishment of Arise, an investment and development company founded by FMO, Norfund, Norfinance and Rabobank. Arise invests in financial service providers in Sub-Saharan Africa with the aim of stimulating financial inclusion and rural development.</p>
<b>Experience</b>	Experienced in strategy and risk management and finance in financial industry.
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>TIAS Business and Society School (certified board member qualification)</li> <li>INSEAD Management Acceleration Program</li> <li>Master in International Business (Maastricht University)</li> </ul>

<b>Mr Patrick Stutvoet</b> <i>Director of IT and Operations</i>	
<b>Member since</b>	1 March 2019
<b>Position(s) at the Cooperative</b>	Director of IT and Operations
<b>Principal activities prior to joining the Cooperative</b>	Prior to joining the Cooperative, his most recent positions include: operations consultant at the Bank of England; Head of Transaction Banking (IT International) at ABN AMRO; and Head of Investments (IT International) at ABN AMRO.
<b>Experience</b>	Experienced in IT for the financial services sector, including leadership roles.
<b>Qualifications</b>	Bachelor in Business Administration and ICT and Culture, Organisation and Management

### *7.2.2 Remuneration of the Managing Board*

All Managing Board members have an employment contract for an indefinite period of time. Remuneration of Managing Board members, as described in note 35 of the Cooperative's financial statements 2020, is as follows: 2020: € 1 million (2019: € 1 million). The pension contributions of the Managing Board were as follows: 2020: € 0.18 million (2019: € 0.16 million). There are no other contributions similar to the pension contributions. There are no service contracts providing for benefits upon termination of employment of members of the Managing Board.

### *7.2.3 Potential conflicts of interest of the Managing Board*

Members of the Managing Board may hold limited investments (in the form of trust accounts, participations or Depository Receipts, respectively) in one of the Support Associations and/or Oikocredit Nederland Fonds or the Stichting Oikocredit International Share Foundation, respectively, which invest in the Shares in the Cooperative. However, all holdings are non-material to Managing Board members and in all cases are far below 0.1% of the assets of the Cooperative. Managing Board members' acquisition and disposal of trust accounts, participations or depository receipts are subject to a personal trading policy.

Potential conflicts of interest are presented by the facts that:

- Mr van Eyk owns shares in a holding company of a company in which the Cooperative invests; the investment reflects less than 1% of the Cooperative's total investments.

In order to mitigate the risks inherent to the facts above, the following general measures are in place:

- A shareholder of the Cooperative portfolio company will not be privy to the information about the portfolio company; and further not participate and not be present in discussions or decision-making of the Managing Board or other Cooperative bodies involving this entity.

### *7.2.4 Statements in relation to the Managing Board*

The members of the Managing Board have not been convicted in relation to fraudulent offences for the previous five years. The members of the Managing Board have not been associated, as members of the administrative, management or supervisory bodies or as senior manager, with bankruptcies, receiverships, liquidations or companies put into administration for the previous five years. The members of the Managing Board have not been involved in official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) for the previous five years. The members of the Managing Board have not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for the previous five years.

There are no family relationships between any of the members of the Supervisory Board and/or members of the Managing Board.

## **7.3 Supervisory Board**

### *7.3.1 General*

The General Meeting appoints the members of the Supervisory Board. Members of the Supervisory Board are appointed for a period of three years and may be re-elected for another three years.

The Supervisory Board shall elect a chairperson and a vice-chairperson from among its members. The Supervisory Board shall meet as often as one or more of its members deems necessary.

The Cooperative has a two-tier governance and management structure in which the Supervisory Board acts as the deliberative, guiding and supervising non-executive body. It oversees the work of the Managing Board, which is responsible for the overall management of the Cooperative. Both boards together are responsible for keeping the Cooperative true to its vision, mission and values.

The Supervisory Board supervises the policies pursued by the Managing Board and the general course of affairs in the Cooperative and the business enterprise connected with it. The Supervisory Board shall also assist the Managing Board by actively providing advice. In carrying out its duties, the Supervisory Board shall be guided by the interests and the values of the Cooperative and the business enterprise connected with it, and it will take into account the relevant interests of the Members and other stakeholders. The Supervisory Board will also have due regard for corporate social responsibility issues that are relevant to the business activities. The supervision of the Managing Board by the Supervisory Board will include:

- the realisation of the objectives of the Cooperative;
- strategy and the risks inherent in the business activities;
- the design and effectiveness of the internal risk management and control systems;
- the financial reporting process;
- compliance with regulations and legislation;
- the relationship with Members; and
- corporate social responsibility issues that are relevant to the Cooperative's business.

For a description of the provisions with respect to the Supervisory Board, please refer to articles 28 and onwards of the Articles of Association.

The Supervisory Board nominates candidates for the Supervisory Board. The General Meeting subsequently appoints that nominated candidate unless the General Meeting or the Works Council objects to such nomination. The right to suspend Supervisory Board members may be exercised by the Supervisory Board. Dismissing a member of the Supervisory Board requires an intervention by the Enterprise Chamber of the Amsterdam Court of Appeal. A request for dismissal may be submitted by the General Meeting, the Company (represented by a person appointed by the Supervisory Board) or the Works Council.

The General Meeting shall determine the number of members of the Supervisory Board provided that the number of supervisory Board members is between seven (7) and thirteen (13) members. The General Meeting of June 2019 decided that as per June 2020 the number of Supervisory Board members will decrease to nine (9) members. The composition of the Supervisory Board shall be such that the members of the Supervisory Board are able to act critically and independently of one another, the Managing Board and any particular interest or stakeholders. The composition of the Supervisory Board shall reflect as much as possible the ecumenical character of the Cooperative and the mission of the Cooperative.

Only persons independent from the Cooperative may be appointed to the Supervisory Board. With respect to its duties, a number of competencies are expected to be represented collectively within the Supervisory Board:

- Financial, risk, investment and sector expertise;
- Expertise on socioeconomic and sustainable development in low-income countries;
- Business development and capacity building experience in developing countries;
- Investor relations, communications, capital formation and fundraising expertise;

- Human resources and organizational development expertise in an international setting;
- Expertise on cooperative societies; and
- Experience as a non-executive director or in a two-tier board.

At least one member of the Supervisory Board should be a financial expert with in-depth financial analysis experience, including accounting, corporate reporting and business financials.

The Supervisory Board profile takes into consideration the nature, roots, size and complexity of the Cooperative as well as its duties, the desired expertise, experience and independence of its members. The Supervisory Board seeks to balance professional expertise, geography, gender and ecumenical background.

### 7.3.2 Who are the members of the Supervisory Board?

The following were members of the Supervisory Board (with its business address at Berkenweg 7, 3818 LA Amersfoort, the Netherlands) as at the date of approval of this Prospectus:

	<b>Mr Joseph Ludlow Patterson</b> <i>Chair since June 2019</i>
Member since	15 June 2017, re-elected in 2020 up to 2023.
Principal activities outside the Cooperative	<ul style="list-style-type: none"> <li>• Social entrepreneur &amp; financial management consultant in Canada, Jamaica and the UK</li> <li>• Founder-President of PCG International Inc.</li> <li>• Financial Controller for the World Association for Christian Communication (WACC)</li> <li>• Chairman &amp; CEO of PCG Jamaica Limited</li> <li>• Co-founder Bee Sweet Jamaica Honey</li> </ul>
Position held in the last five years	<ul style="list-style-type: none"> <li>• Co-Chair of the Banking &amp; Finance Committee for the 2018 Parliament of the World's Religions (Toronto, Canada)</li> <li>• Founder-President of the United Independents' Congress of Jamaica</li> <li>• Founder-President of the Youth Enterprise Society of Jamaica</li> </ul>
Experience	Experienced in business, finance and leadership.
Qualifications	Chartered Professional Accountant (CPA) with a bachelor of Accounting Science degree.

	<b>Ms Maya Sharmila Mungra</b>
Member since	20 June 2019, eligible for re-election in 2022 up to 2025
Principal activities outside the Cooperative	<ul style="list-style-type: none"> <li>• Director, Independent consultant at Financial Inclusion and Risk Management</li> <li>• Trustee Board Member, Frontline AIDS</li> <li>• Member of the Supervisory Board, Agora Microfinance N.V.</li> <li>• Counselor at the Royal Netherlands Institute of Chartered Accountants</li> </ul>
Position held in the last five years	<ul style="list-style-type: none"> <li>• Member of the Supervisory Board, Stichting I+solutions</li> <li>• Group Head Internal Audit, Oikocredit, Ecumenical Development Cooperative Society U.A.</li> <li>•</li> <li>• Board Member, Micro Insurance Association Netherlands</li> </ul>

	<ul style="list-style-type: none"> <li>• Group Head of Internal Control at Intertrust Group N.V.</li> </ul>
<b>Experience</b>	Experienced in audit, finance, corporate governance, risk management and compliance in the financial services and impact finance industry.
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Chartered Accountant, post master's degree 'Registeraccountant'</li> <li>• Certified Fraud Examiner</li> <li>• Certified Internal Auditor</li> <li>• Master's degree in economics</li> </ul>

	<b>Jackson, Cheryl</b> <i>Vice Chair since June 2020</i>
<b>Member since</b>	20 June 2019 eligible for re-election in 2022 up to 2025
<b>Principal activities outside the Cooperative</b>	<ul style="list-style-type: none"> <li>• Member, Community Service Council, Presence and Solidarity, Vaudois Protestant Church</li> </ul>
<b>Position held in the last five years</b>	<ul style="list-style-type: none"> <li>• Board Member and President of the Board, Oikocredit Suisse Romande</li> </ul>
<b>Experience</b>	Experienced in providing legal and compliance support, community service.
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Bachelor's and Juris Doctor degrees from University of Florida</li> <li>• Master's in Laws of Taxation from Georgetown University, Washington, D.C.</li> </ul>

	<b>Ms Ruth Wambui Waweru</b>
<b>Member since</b>	12 June 2015, re-elected in 2018 up to 2021.
<b>Principal activities outside the Cooperative</b>	<ul style="list-style-type: none"> <li>• Managing Liaison Consulting firm</li> <li>• Advisory services to the management team and board of Brookhurst International school</li> <li>• Providing governance oversight to various organisations as a board member/director</li> <li>• Executive director of Liaison Consulting Limited</li> <li>• Vice-chairman and director of Family Bank</li> <li>• Director of Kenya Orients Life Assurance Company Limited</li> <li>• Finance and personnel committee member of All Africa Conference of Churches</li> <li>• Board member of Partners Worldwide a global office and Kenya office</li> <li>• Director of Brookhurst International school in Kenya</li> </ul>
<b>Position held in the last five years</b>	Chair Audit Committee of Oikocredit, Ecumenical Development Cooperative Society U.A., the Netherlands to June 2016
<b>Experience</b>	Experienced in financial management, strategy formulation and execution, risk management, staff and board capacity building, organisational assessments/restructuring, audits and research.
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Bachelor's degree in Education from Kenyatta University,</li> <li>• Master's degree in Business Administration from Nairobi University</li> <li>• Doctor of Business Administration from Nelson Mandela University, South Africa.</li> </ul>

	<ul style="list-style-type: none"> <li>• Holds various certificates in corporate governance, management and entrepreneurship areas</li> </ul>
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	<b>Ms Tsitsi Rosemary Choruma</b>
Member since	20 June 2019 eligible for re-election in 2022 up to 2025
Principal activities outside the Cooperative	<ul style="list-style-type: none"> <li>• Commissioner in the Public Service Commission of Zimbabwe</li> <li>• Chair and Board member of the Export Flower Growers Association of Zimbabwe</li> <li>• New Faces new voices Zimbabwe Chapter Board Member</li> <li>• Director of Bromflower Ltd . Family Owned Business focussed on retail and agriculture</li> </ul>
Position held in the last five years	<ul style="list-style-type: none"> <li>• Chief Operating Officer, Fairtrade Africa</li> <li>• Commissioner Public Service Commission Zimbabwe</li> </ul>
Experience	Strategy Development and management, Corporate Governance, Human Capital Recruitment, Development and Management, Financial Inclusion, Impact Investment, Organisational assessments, restructuring and change management, Job Evaluation
Qualifications	<ul style="list-style-type: none"> <li>• Master of Science In Management of the Economy</li> <li>• Master in Public Administration</li> <li>• Doctorate in Leadership</li> <li>• Certificates in Quality Management, Human Resources Management, Impact Investment, Disabilities &amp; Gender Mainstreaming</li> </ul>

	<b>Nitin Gupta</b>
Member since	20 June 2019 eligible for re-election in 2022 up to 2025
Principal activities outside the Cooperative	<ul style="list-style-type: none"> <li>• Board Director, Pramerica Life Insurance</li> <li>• Co-Founder, Faircent P2P Lending</li> <li>• Chairman, Dynamis Partners</li> </ul>
Position held in the last five years	<ul style="list-style-type: none"> <li>• Board Director, Fusion Microfinance</li> <li>• Board Director, Loylty Rewardz Management</li> </ul>
Experience	CEO & Board experience at GE Capital, MasterCard, Rediff.com. Worked at Unilever
Qualifications	MBA, Degree in Law, BA Economics Honours

	<b>Gaëlle Bonnieux</b>
Member since	20 June 2019 eligible for re-election in 2022 up to 2025
Principal activities outside the Cooperative	<ul style="list-style-type: none"> <li>• Independent consultant specialized in impact investments in agriculture in emerging markets</li> <li>• Board member of Working Capital Associates</li> </ul>
Position held in the last five years	<ul style="list-style-type: none"> <li>• Head Agriculture Debt Investments at responsAbility Investments</li> </ul>
Experience	<ul style="list-style-type: none"> <li>• Senior Investment Officer at responsAbility Investments in agriculture and financial inclusion</li> </ul>

	<ul style="list-style-type: none"> <li>• Project Manager at Max Havelaar France/Fairtrade Labelling Organization for Agrofine</li> <li>• Investment Officer at MicroCred Holding (Baobab) Mexico, Senegal and Argentina</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>• Master Degree in Marketing from ESSCA, France</li> <li>• Master Degree in Finance from ESSEC, France</li> <li>• Diploma in Agriculture from Le Robillard, France</li> </ul>

	<b>Mr Eltjo Herman Kok</b>
Member since	14 June 2018, eligible for re-election in 2021 up to 2024.
Principal activities outside the Cooperative	None
Position held in the last five years	<ul style="list-style-type: none"> <li>• Chairman KLM Pension Funds</li> <li>• Board member Access Holding</li> <li>• Board member Stichting Beheer Oikocredit Nederland Fonds.</li> <li>• Board Member PUM Netherlands Senior Experts</li> </ul>
Experience	Credit, Lending, Finance and Human Resources
Qualifications	MBA Civil Engineering.

	<b>Myrtille Gillone Danse</b>
Member since	20 June 2019 eligible for re-election in 2022 up to 2025
Principal activities outside the Cooperative	<ul style="list-style-type: none"> <li>• Executive Director at Netherlands Food Partnership</li> <li>• Executive committee Aspen Network Development Entrepreneurs (ANDE), The Aspen Institute</li> <li>• PHD Candidate, Knowledge, Innovation and Technology Department, Wageningen University and Research</li> </ul>
Position held in the last five years	<ul style="list-style-type: none"> <li>• Director Latin America and the Caribbean, Hivos</li> <li>• Vice President Board of Directors Holland House Costa Rica</li> <li>• Founder and first CEO BoP Innovation Center</li> <li>• Steering Committee member, Food and Business Knowledge Platform</li> <li>• Board member, Inclusive Business Fund</li> </ul>
Experience	Internationally recognized expert on inclusive business, public private partnerships and global impact strategies. She facilitates the design of inclusive innovations for emerging markets, developing capabilities of new market entry, building cross sector collaborations, and evaluating the sustainability impact of these ventures. She acquired her experience as a project leader of numerous international business development strategies in Europe, Africa, South East-Asia and Latin America. Her experience working for the private sector, international organisations, the semi-public sector and research institutes enables her to mediate between these vital societal actors and develop successful new value propositions and inclusive innovations. As a manager she is fascinated by shaping innovative organisation concepts, such as self-steering teams, holacracy and global impact networks, as these enable agile teams to respond in an appropriate way to the unpredictable and fast moving context.
Qualifications	MSC BA

### 7.3.3 *Remuneration of the Supervisory Board*

The General Meeting approved a remuneration policy for members of the Supervisory Board on 20 June 2019.

The Cooperative offers Supervisory Board members compensation for their travel, administrative expenses and loss of income due to the extensive time commitment involved in serving on the Supervisory Board. The Supervisory Board remuneration structure is composed of four elements: basic annual fee, additional annual fees, variable fees and expense reimbursement. The total compensation/remuneration in 2020 amounted to € 144,700. Please be referred to note 35 of the Cooperative's financial statements 2020 (page 70). There are no service contracts providing for benefits upon termination of employment of the members of the Supervisory Board.

### 7.3.4 *Potential conflicts of interest of the Supervisory Board*

Members of the Supervisory Board may hold a limited number of investments (in the form of trust accounts, participations or Depository Receipts, respectively) in one of the Support Associations and/or Oikocredit Nederland Fonds or the Stichting Oikocredit International Share Foundation, which invest in the Shares in the Cooperative. However, all holdings are non-material to Supervisory Board members and in all cases are far below 0.1% of the assets of the Cooperative. Supervisory Board members' acquisition and disposal of trust accounts, participations or depository receipts are subject to a personal trading policy. Potential conflicts of interest are presented by the facts that:

- Ms Waweru is a board member of Family Bank Kenya (a Partner of the Cooperative).
- Ms Mungra is member of the Supervisory Board of Agora Micro Finance Holding N.V., which entity itself is not a Partner of the Cooperative. However two of its group companies Agora Microfinance Zambia Ltd. and Agora Microfinance India Ltd, are Partners of the Cooperative.

In order to mitigate the risks inherent to the facts above, the following measures are in place:

- A board member of (an entity related to) a project Partner of the Cooperative will, in the event that matters connected to this Partner (or related entity) are brought to the Supervisory Board for discussion or decision, not participate in the discussion or decision-making on these matters.

### 7.3.5 *Statements in relation to the Supervisory Board*

None of the members of the Supervisory Board have been convicted in relation to fraudulent offences for the previous five years. None of the members of the Supervisory Board have been associated, as members of the administrative, management or supervisory bodies or as senior manager, with bankruptcies, receiverships, liquidations or companies put into administration for the previous five years. None of the members of the Supervisory Board have been involved in official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) for the previous five years. None of the members of the Supervisory Board have been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for the previous five years.

There are no family relationships between any of the members of the Supervisory Board and/or members of the Managing Board.

## 7.4 **Supervisory Board Committees**

#### 7.4.1 *Audit & Risk Committee*

The Audit & Risk Committee consists of four Supervisory Board members. The Managing Director, Director of Finance & Risk and Head of Internal Audit have a standing invitation to attend. The primary function is to assist the Supervisory Board in fulfilling its oversight responsibilities regarding integrity of the financial statements, effectiveness of internal controls, audit, risk appetite and risk strategy, and process for monitoring compliance with laws and regulations, as well as ensuring the Managing Board maintains sound risk management practices.

The Audit & Risk Committee shall report at its discretion a summary of key findings and recommendations to the General Meeting.

In its work, the Audit & Risk committee can be assisted by the expert referred to in article 32 of the Articles of Association, being an expert (as referred to in article 2:393 of the Dutch Civil Code) appointed by the General Meeting.

The following persons were members of the Audit committee as at the date of approval of this Prospectus:

- Eltjo Kok (Chair),
- Maya Mungra,
- Gaëlle Bonnieux and
- Nitin Gupta

The Audit & Risk Committee will meet at least four times a year, (either virtually or in person). The chair of the Audit & Risk Committee, upon request of one of the committee members or external auditors, may request additional meetings if deemed necessary. Special sessions will be held between the Audit & Risk Committee and the external auditors only.

#### 7.4.2 *People Committee*

The purpose of the People Committee is to support the Supervisory Board in its statutory role as the employer of the members of the Managing Board, including supporting decision-making by the Supervisory Board in appointing and dismissing Managing Board members and appraising the Managing Board and its members. The People Committee also supervises people and change strategies, policies (amongst others the remuneration policy) and operations, ensuring that these strategies and plans contribute effectively to the Cooperative's mission and values. Since 2019 the committee has also been responsible for Supervisory Board nominations. The People Committee consists of the chair, the vice-chair and two other members of the Supervisory Board. The following were members of the People Committee as at the date of approval of this Prospectus:

- Nitin Gupta (Chair)
- Cheryl Jackson
- Maya Mungra
- Joseph Patterson

### **7.5 Members' Council**

A Members' Council has been established as a discussion and advisory body of the Members. Such a Members' Council may be terminated by a proposal of Members to, and approval by the General Meeting by a simple majority. The Members' Council consists of at least three (3) persons elected by the General Meeting. The General Meeting

also determines the maximum number of members of the Members' Council and the profile for its composition. The Cooperative currently has a Members' Council consisting of nine representatives of the Members. Full details are available at [www.oikocredit.coop/about-us/organization/members-council](http://www.oikocredit.coop/about-us/organization/members-council).

## **7.6 Corporate governance**

The '*structuurregime*' under Dutch law applies to the Cooperative as from August 2019. The Dutch Corporate Governance Code is not applicable to the Cooperative as its Shares are not listed on a government recognised stock exchange (or any other exchange). However, certain best practises (such as for example an internal risk management and control system, a supervisory board supervising the managing board, internal audit functions, fully-fledged participation of Members in the General Meeting) are reflected in the Cooperative's Articles of Association and rules for both its Supervisory Board and Managing Board where deemed relevant or desirable.

## **7.7 Employees**

The number of employees who were directly or indirectly employed by the Cooperative by the end of 2020 on the basis of full-time equivalents (FTEs) amounted to 192 (for 2019 it was 201, and for 2018 it was 235). This number includes staff based outside the Netherlands employed by the regional, country and national support offices.

# 8

## FINANCIAL INFORMATION

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1. Historical financial information
2. Capital resources
3. Investments
4. Working capital statement
5. Capitalisation and indebtedness
6. Member's capital
7. Legal and arbitration proceedings
8. Significant change in the Cooperative's financial position
9. Information known factors effecting the Cooperative Prospectus

## 8 FINANCIAL INFORMATION

### 8.1 Historical financial information

In 2020 the Cooperative's income after taxation showed a significant decline in comparison to 2019. In 2020 the Covid-19 pandemic resulted in an increase in the loan loss provision expenses reflective of the increased credit risk. The Cooperative realised a net loss of € 23.0 million in 2020. In comparison, the Cooperative realised a profit of € 7.1 million in 2019. Local currency losses also significantly increased to € 11.9 million compared with € 1.3 million in 2019. Total operating income declined from € 65.9 million to € 41.0 million. Hedging costs declined and reached € 24.2 million (2019: € 34.6 million), but this expenditure continued to reduce exchange rate risks. The costs are largely priced in when loans in local currencies are provided.

Additions to loan loss provisions increased from € 9.2 million to € 32.0 million. The increase is largely due to the increased credit risk as a result of the Covid-19 pandemic. The provision policy was updated to cater for the changes in the market and global operations at large. However, equity investment impairments decreased from € 13.8 million to € 1.1 million. The decrease is due to the release of specific cases of business failure/foreclosures in India and Latin America.

Increased cost awareness and tight cost control have continued to reduce and maintain operational expenditures below 2017 level. In 2019 significant expenses were incurred due to the strategic restructuring efforts. In 2020 a significant decrease of € 2.4 million was achieved. Overall operating expenditure decreased by 7.6%.

The financial information set out in this section 8 is, unless stated otherwise, extracted from the audited consolidated financial statements of the Cooperative for the financial years 2020, 2019 and 2018. The financial information must be read together with the presented annual accounts. The audited consolidated financial statements over 2020, 2019 and 2018, including the relevant auditor's opinion, are incorporated by reference in this Prospectus. Please refer to the table in section 10 of this Prospectus for a reference to the information in the audited annual reports. The audited consolidated financial statements of the Cooperative comply with the Generally Accepted Accounting Principles in the Netherlands (Dutch GAAP).

During the financial year 2020, the Cooperative's portfolio declined. The Covid-19 pandemic, management conservatism and the Cooperative's strategy resulted in the shrinking portfolio as repayments outweighed disbursements. Management adopted the strategy in response to the deemed increased credit risk. The loan loss provision policy was also amended in light of the afore-mentioned credit risk.

<b>CONSOLIDATED BALANCE SHEET</b>	<b>31-12-20</b>	<b>31-12-19</b>	<b>31-12-18</b>
(before appropriation of net income)	<b>EUR ,000</b>	<b>EUR ,000</b>	<b>EUR ,000</b>
<b>NON-CURRENT ASSETS</b>			
<b>Intangible fixed assets</b>	<b>783</b>	<b>316</b>	<b>458</b>

<b>Tangible fixed assets</b>	<b>3,397</b>	<b>4,209</b>	<b>4,886</b>
<b>Financial assets</b>			
Development financing:			
Outstanding partner financing	845,063	1,064,591	1,046,583
Less: - loss provision and impairments	(106,456)	(93,195)	(75,989)
	<b>738,607</b>	<b>971,396</b>	<b>970,594</b>
Other securities	35,168	35,270	4,775
Term investments	-	-	-
Other financial assets	4,999	5,169	4,939
	<b>778,774</b>	<b>1,011,835</b>	<b>980,308</b>
<b>Total non-current assets</b>	<b>782,954</b>	<b>1,016,360</b>	<b>985,652</b>
<b>CURRENT ASSETS</b>			
Term Investments	182,811	139,821	144,240
Receivables and other current assets	39,466	44,332	53,724
Cash and banks	236,482	109,846	109,327
<b>Total</b>	<b>458,759</b>	<b>293,999</b>	<b>307,291</b>
<b>TOTAL</b>	<b>1,241,713</b>	<b>1,310,359</b>	<b>1,292,943</b>
<b>GROUP EQUITY AND FUNDS</b>			

Member capital	1,104,070	1,129,832	1,082,492
General and other reserves and funds	83,548	73,414	96,087
Undistributed net income for the year	(22,182)	14,274	1,270
	<b>1,165,436</b>	<b>1,217,520</b>	<b>1,179,849</b>
Third-party interests		-	1,664
<b>Total group equity and funds</b>	<b>1,165,436</b>	<b>1,217,520</b>	<b>1,181,513</b>
<b>PROVISIONS</b>	<b>328</b>	<b>1,052</b>	<b>1,801</b>
<b>LIABILITIES</b>			
Non-current liabilities	13,567	62,463	56,808
Current liabilities	62,382	29,324	52,821
	<b>75,949</b>	<b>91,787</b>	<b>109,629</b>
<b>TOTAL</b>	<b>1,241,713</b>	<b>1,310,359</b>	<b>1,292,943</b>

<sup>1</sup> As from the 2015 financial year, the Managing Board opts to make use of the exemption in Dutch GAAP to classify Members' capital (Shares in euro and foreign currencies) as equity (RJ 290.808) in the consolidated financial statements. The Shares are the most subordinated class of instruments issued by the Cooperative. The Articles of Association provide the same terms and conditions on the Cooperative's Shares and no preferential terms are provided, regardless of the currency denomination. This means that the Shares are identical in subordination. The foregoing also applies in the event of dissolution of the Cooperative, the Managing Board therefore believes that the classification of the Members' capital as equity reflects the nature of these instruments.

<b>CONSOLIDATED INCOME STATEMENT</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
	<b>EUR ,000</b>	<b>EUR ,000</b>	<b>EUR ,000</b>
<b>INCOME</b>			
<b>Interest and similar income</b>			

Interest on development financing portfolio	77,084	91,495	83,010
Interest on term investments	2,430	2,274	2,506
Revaluation of term investments	600	3,265	(3,468)
<b>Total interest and similar income</b>	<b>80,114</b>	<b>97,034</b>	<b>82,048</b>
<b>Interest and similar expenses</b>			
Interest expenses	(2,522)	(1,658)	(2,492)
<b>Total interest and similar expenses</b>	<b>(2,522)</b>	<b>(1,658)</b>	<b>(2,492)</b>
<b>Income from equity investments</b>			
Result from sale of equity investments	(2,887)	6,087	(513)
Management fees funds	(257)	(3,789)	-
Dividends	2,209	2,056	2,165
<b>Total income from equity investments</b>	<b>(935)</b>	<b>4,354</b>	<b>1,652</b>
<b>Grant income</b>	<b>484</b>	<b>1,054</b>	<b>1,068</b>
<b>Other income and expenses</b>			
Exchange rate differences	(11,866)	(1,336)	(2,353)
Hedge premiums	(24,239)	(34,643)	(27,291)
Other	(60)	293	37
<b>Total other income and expenses</b>	<b>(36,165)</b>	<b>(35,686)</b>	<b>(29,607)</b>

<b>TOTAL OPERATING INCOME</b>	<b>40,976</b>	<b>65,908</b>	<b>52,669</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>			
Personnel	(15,920)	(21,472)	(23,687)
Travel	(176)	(874)	(1,008)
General and other expenses	(12,995)	(9,159)	(12,386)
<b>TOTAL GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>(29,091)</b>	<b>(31,505)</b>	<b>(37,081)</b>
<b>ADDITIONS TO LOSS PROVISIONS AND IMPAIRMENTS</b>			
Additions to loss provisions	(31,951)	(9,261)	(11,542)
Impairments on equity investments	(1,067)	(13,849)	(3,483)
<b>TOTAL ADDITIONS TO LOSS PROVISIONS AND IMPAIRMENTS</b>	<b>(33,018)</b>	<b>(23,110)</b>	<b>(15,025)</b>
<b>INCOME BEFORE TAXATION</b>	<b>(21,133)</b>	<b>10,483</b>	<b>563</b>
Taxes	(1,756)	(3,400)	(1,856)
<b>INCOME AFTER TAXATION</b>	<b>(22,889)</b>	<b>7,083</b>	<b>(1,293)</b>
Third-party interests	-	-	(96)
Additions to and releases from funds	707	7,191	2,659

<b>INCOME FOR THE YEAR AFTER ADDITION TO FUNDS</b>	<b>(22,182)</b>	<b>14,274</b>	<b>1,270</b>

<b>CONSOLIDATED CASH FLOW STATEMENTS</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
	<b>EUR ,000</b>	<b>EUR ,000</b>	<b>EUR ,000</b>
<b>Income before taxation</b>	<b>(21,133)</b>	<b>10,483</b>	<b>563</b>
<i>Adjusted for non-cash items</i>			
Value adjustments loans, equity and receivables	38,953	29,962	18,938
Unrealised revaluation term investments	(600)	(3,265)	3,468
Depreciation tangible fixed assets	979	1,050	1,303
Taxes	(1,658)	1,925	(2,410)
Exchange adjustments	69,435	(10,487)	(9,611)
<b>Changes in:</b>			
Development financing (disbursements and repayments)	121,314	(49,582)	(70,728)
Other financial assets	55	10	87
Receivables and other current assets	5,644	7,961	(21,854)
Provisions	738	(749)	219
Current liabilities	30,843	(24,364)	16,716
<b>Cash flow from operating activities</b>	<b>244,570</b>	<b>(37,057)</b>	<b>(63,309)</b>

Term investments	(42,642)	(1,927)	(2,621)
Intangible fixed assets	(540)	(249)	(12)
Tangible fixed assets	(94)	19	(3,256)
<b>Cash flow from investing activities</b>	<b>(43,276)</b>	<b>(2,157)</b>	<b>(5,889)</b>
Member capital (issue and redemptions)	(25,762)	47,340	70,071
Dividend paid on Member capital	-	(11,538)	(9,609)
Loans and notes	-	5,655	(126)
Third-party interests	(48,896)	(1,724)	(1,135)
<b>Cash flow from financing activities</b>	<b>(74,658)</b>	<b>39,733</b>	<b>59,201</b>
<b>CHANGES IN CASH AND BANKS</b>	<b>126,636</b>	<b>519</b>	<b>(9,997)</b>

	2020	2019	2018
<b>Movements in Members' equity and reserves Society</b>	<b>EUR ,000</b>	<b>EUR ,000</b>	<b>EUR ,000</b>
Balance as at 31 December previous year	1,212,776	1,165,427	1,105,461
New Members' capital issued (net)	(25,762)	47,340	70,071
Exchange rate differences	(3,443)	(3,697)	(1,767)
Dividends to Members	-	(10,568)	(9,608)
Adjustments prior years	-	-	-

Undistributed net income for the year	(22,182)	14,274	1,270
Balance as at 31 December	1,161,389	1,212,776	1,165,427

	2020	2019	2018
<b>Reconciliation between Members' equity and reserves Society and consolidated equity and funds</b>	<b>EUR ,000</b>	<b>EUR ,000</b>	<b>EUR ,000</b>
Members' equity and reserves according to Society Financial Statements	1,161,389	1,212,776	1,165,427
Reclassification of Members' capital to non-current liabilities	-	-	-
Reserves and funds Oikocredit International Support Foundation	4,047	4,744	14,422
Revaluation result hedges share capital	-	-	-
Third-party interests	-	-	1,664
Group equity and funds according to consolidated financial statements	1,165,436	1,217,520	1,181,513

## 8.2 Capital resources

The most important capital resource of the Cooperative is its Members' capital (95% of total capital resources by the end of 2020). The remaining funding is obtained from credit lines as well as the reserves of the Cooperative (not including undistributed net income). Covid-19 created a significant negative effect on the macro-economic situation in the countries where most of the Members are located. Among the Members are Support Associations. Some of the Support Associations attract new funding for the Cooperative. In 2020, the Cooperative saw a decrease in Member capital by €25.8 million. The largest decrease however was due to two larger redemptions that were not related to the Covid crisis. The Cooperative expects to recover a significant part of this capital through a reinvestment of the funds via one of the Support Associations. Overall, the capital inflow that the Cooperative received was more than sufficient to fulfil its funding needs of Partners and increasing the portion of funding that is allocated to liquidity. Based on the effect of the pandemic to date the forecast for 2021 determined a net nil cashflow effect on capital resources.

More detailed information about the Cooperative's capital resources, cash flows and funding structure is included in the audited consolidated financial statements. This information can be found under the section 'consolidated financial statements' on pages 23 to 70 of the audited annual report 2020. A reference to this information and the audited consolidated financial statements for the financial years 2019 and 2018 is available in the table in section 10 of this Prospectus.

The Cooperative's consolidated financial statements contain information on material changes in revenues. The Managing Board report (as included in the Cooperative's financial statements for the financial years 2020, 2019 and 2018) sets out the results in more detail and specifically goes into details on the changes in financial income and other income. There are specific comments on page 8 of the consolidated financial statements 2020 under the heading 'Income Statement 2020'. The same applies to page 8 of the consolidated financial statements 2019 under the heading 'Income Statement 2019' and pages 8-9 of the consolidated financial statements 2018 under the heading 'Income Statement 2018'.

There are no restrictions for purposes of the use of capital.

### 8.3 Investments

The estimated financial figures of the Cooperative for the financial year 2021 (principal investments and geographical distribution of the investments) are unaudited and extracted from the budget 2021.

Principal investments (in EUR 1,000)	2021	2020	2019	2018
	Estimate			
	EUR ,000	EUR ,000	EUR ,000	EUR ,000
Invested (disbursed) development financing during the year <sup>1)</sup> :	294,203	243,478	404,485	444,458
Term investments in bonds and shares:	25,000	42,642	-	2,621
<b>Total (expected) investments</b>	<b>319,203</b>	<b>286,120</b>	<b>404,485</b>	<b>447,079</b>
The investments were- or are expected to be-, financed as follows:				
- Cash from own operations	319,203	311,882	358,869	378,143
- By issuing shares to Members	-	-25.762	47,340	70,071

- Term loans	-	-	(1,764)	(1,135)
<b>Total (expected) financing</b>	<b>319,203</b>	<b>286,120</b>	<b>404,485</b>	<b>447,079</b>

<sup>1</sup> For 2021, the expected new commitments for new financing to Partners amount to € 125 million (commitments in 2020 amounted to € 311 million; 2019 € 358 million). In 2021, € 93 million is expected to be disbursed to Partners. In comparison, in 2020 an amount of € 243 million was disbursed while in 2019 an amount of € 404 million was disbursed. As from 1 January 2021 until 2 June 2021 the principal investments amounted to approximately € 103 million and consisted of local currency loans as well as hard currency loans and investments in equity. This information is an estimate. It was extracted from the Cooperative's internal systems and is unaudited. The disbursements are higher than expected due to improvement of the macro economic environment which was significantly affected by the Covid-19 pandemic in 2020. Management decided to reassess planned disbursements.

The Cooperative currently has credit lines with banks that might be utilised (see for information pages 44 and 45 of the 2020 financial statements). The Cooperative does not expect any material borrowings from other parties. Please refer to the table in the 'Principal investments' section above, which states how the Cooperative will finance its expected investments for 2020.

For more information on the geographical distribution of Partner Funding in 2020, 2019 and 2018, please refer to section 3.4 and 3.6 of this Prospectus.

The expected reinvestments of matured or sold bonds in 2020 will mainly be in bonds issued in euro.

#### 8.4 Working capital statement

The Cooperative Group has made an analysis of its working capital. Based on this analysis, the Cooperative Group is of the opinion that there is sufficient working capital for the Cooperative Group's requirements for the forthcoming period of 12 months.

#### 8.5 Capitalisation and indebtedness

The information provided in the capitalisation and indebtedness statements below was updated on 31 March 2021 and is unaudited and extracted from the accounting records of the Cooperative. The information below should be read together with the Cooperative's (consolidated) financial statements as at 31 December 2020, 31 December 2019 and 31 December 2018.

<b>Capitalisation as at 31 March 2021 (all amounts in EUR ,000)</b>	<b>Cooperative</b>	<b>Consolidated</b>
<b>Current debt</b>		
Guaranteed	-	-
Secured <sup>1</sup>	-	933

Unguaranteed/unsecured	40,683	47,622
Total current debt	40,683	48,555
<b>Non-current debt</b>		
Guaranteed	-	-
Secured <sup>1</sup>	1,945	13,931
Unguaranteed/unsecured	457	61,624
Total non-current debt	2,402	75,555
<b>Member capital and reserves</b>		
Member capital	1,117,271	
Legal reserves <sup>2</sup>	(16,636)	
Other reserves <sup>2</sup>	86,749	
Total equity and reserves	1,187,384	
<b>Group equity and funds</b>		
Member capital		1,117,271
Legal reserves		(16,636))
Other reserves <sup>3</sup>		90,397
Total Group equity and funds		1,191,032

<sup>1</sup> Loans granted in Indian rupees by financial institutions to the Cooperative's subsidiary in India (Maanaveeya Development & Finance Private Limited) amounting to € 7.9 million current and € 73 million non-current. Loans equivalent to € 65 million are unsecured, securities are in place securing the balance of the loans with Financial Institutions. Either the Cooperative has issued corporate guarantees to these Financial Institutions, a cash deposit was made, Maanaveeya holds a Standby Letter of Credit or the loan is secured by way of charge on books debts.

<sup>2</sup> Changes in this reserve are a result of the exchange rate differences on investments in the Cooperative's subsidiaries in India and Ukraine.

<sup>3</sup> An amount of € 2.5 million is reserved for capacity building projects.

Indebtedness as at 31 March 2021 (all amounts in EUR ,000)	Consolidated
Liquidity	
A. Cash	188,641
B. Cash equivalent	-
C. Trading securities	-
D. Liquidity (A+B+C)	188,641
E. Current financial receivable	21,509
Current financial debt	
F. Current bank debt	-
G. Current portion of non-current debt	16,906
H. Other current financial debt	-
I. Current financial debt (F+G+H)	16,906
J. Net current financial indebtedness (I-E-D)	(193,244)
Non-current financial debt	
K. Non-current bank loans	73,153
L. Bonds issued	-

M. Other non-current financial debt	1.945
N. Non-current financial indebtedness (K+L+M)	75,098
O. Net financial indebtedness (J+N)	(118,146)

Other commitments not included in the balance sheet as at 31 March 2021

The rental agreement (of the office in Amersfoort, the Netherlands) for seven years, effective from 1 July 2017, with an annual rental amount of € 267,625 per year (indexed) is not included. New loans and financing approved and committed for development financing, but not yet disbursed to Partners as at 31 March 2021 amounted to € 158.5 million.

### 8.6 Member's capital

The issued and paid-up capital of the Cooperative as at 31 December 2020 consisted of:

1. 5,017,632 Shares with a Nominal Value of EUR 200 each;
2. 86,465 Shares with a Nominal Value of USD 200 each;
3. 44,743 Shares with a Nominal Value of SEK 2,000 each;
4. 68,952 Shares with a Nominal Value of GBP 150 each;
5. 46,153 Shares with a Nominal Value of CAD 200 each; and
6. 253,407 Shares with a Nominal Value of CHF 250 each;

<b>Movement schedule of the issued share capital in EUR'000:</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
<b>Balance of January 1</b>	1,129,832	1,082,492	1,012,421
New shares issued and redeemed during the year (net)	(25,762)	47,340	70,271
<b>Balance as of December 31</b>	<b>1,104,070</b>	<b>1,129,832</b>	<b>1,082,492</b>
Of which:			
- euro Shares	1,003,548	1,030,019	987,219
- Shares in other currencies	100,522	99,813	95,273

-Growth per year	(25,763)	47,341	70,071
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<b>Reconciliation of numbers of shares</b>						
<i>as at 31/12/2020</i>	EUR	USD	SEK	GBP	CAD	CHF
Shares issued and paid as at 01/01/2020	5,150,097	86,938	50,151	74,100	60,048	234,918
Shares issued and redeemed during the year	(132,465)	(473)	(5,408)	(5,408)	(13,895)	18,489
Shares issued and paid as at 31/12/2020	5,017,632	86,465	44,743	68,952	46,153	253,407

There are no persons who, directly or indirectly, have an interest in the Cooperative's capital or voting rights which are notifiable under Dutch law.

#### **8.7 Legal and arbitration proceedings**

There are no governmental, legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Cooperative is aware), which may have, or have had in the recent past, significant effects on the Cooperative and/or Cooperative Group's financial position or profitability during the previous 12 months.

#### **8.8 Significant change in the Cooperative's financial position**

No significant changes in the financial position of the Group have occurred since 31 December 2020.

#### **8.9 Information known factors effecting the Cooperative's prospects**

There are no trends, uncertainties, demands, commitments or events known by the Cooperative that are reasonably likely to have a material effect on the Cooperative's prospects for the current financial year.

# 9

## **RISK MANAGEMENT**

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1. Three lines of defence
2. Risk governance
3. Risk management

## 9 RISK MANAGEMENT

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Section 1 of this Prospectus describes the material risks and uncertainties that have been identified by the Cooperative and that are deemed to potentially have a material adverse effect on the Cooperative's business, results of operations or financial condition. This section describes if and how the Cooperative manages these risks.

### 9.1 Three Lines Model

The Cooperative applies a Three Lines Model (also known as a Three Lines of Defence Model) in order to ensure that staff are aware of their role with respect to the management of risks. In this model, the business departments and offices act as the first line and are responsible for adhering to processes and internal controls suitable for managing the risks inherent to their activities and operations.

The Cooperative assigns the responsibility of ensuring that relevant risks are properly identified and monitored to the Portfolio & Business Control unit (part of the Integrated Reporting & Control department, reporting to the Director of Finance & Risk). Acting in coordination with the other units bearing second line responsibilities, such as the Legal & Compliance unit, the Portfolio & Business Control unit also assesses the adequacy of the internal control environment and whether sufficient risk-mitigation procedures are in place within the first line of defence to manage the relevant risks.

Internal Audit, as the third line, provides independent and objective assurance on the governance processes, internal controls and risk management systems, including the effectiveness of the internal controls within the first and second lines. Financial assurance is out of scope as for this the Cooperative relies on an external, 'Big Four' audit firm.

### 9.2 Risk governance

Over the past years, the Cooperative has strengthened and formalised its risk governance as a result of (among others) the introduction of new committees (namely the Non-financial Risk Committee and the Portfolio Risk Committee).

In 2020 the Cooperative strengthened and updated the member composition of the following committees:

#### (i) Asset and Liability Committee (ALCO)

The purpose of this committee is to monitor asset and liability management within the Cooperative. In particular it monitors the FX, interest rate and liquidity risk. The ALCO meets monthly. The members of the committee are:

- the Director of Finance & Risk (chair);
- the Portfolio & Business Control Manager (vice-chair);
- the Director of Investments,
- the Investor Relations Manager;

- the Corporate Treasurer;
- the Business Controller; and
- the Financial Risk Analyst (secretary).

#### **(ii) Non-Financial Risk Committee (NFRC)**

The purpose of the NFRC is to ensure the efficient and effective management of the operational, compliance, and reputational risks throughout the Cooperative, in support of the strategy and in line with the risk appetite and the related governance, risk and control framework. The NFRC meets at least once every quarter. The members of the committee are:

- the Director of Finance & Risk (chair);
- the Director of IT & Operations (vice-chair);
- the Investments Operations Officer;
- the Global Social Performance Specialist;
- the IT Applications & Infrastructure Manager;
- the HR Manager;
- the General Counsel/Legal & Compliance Manager;
- the Investor Relations Manager;
- the Communications Manager;
- the Portfolio & Business Control Manager;
- the Equity Portfolio Specialist;
- the Compliance Officer;
- the Operations Manager; and
- the Operational Risk Analyst (secretary).

#### **(iii) Portfolio Risk Committee (PRC)**

The purpose of this committee is to ensure the efficient and effective management of the total risk in the development financing portfolio throughout the Cooperative Group, in support of the strategy and in line with the risk appetite and the related governance, risk and control framework. The PRC meets at least once every quarter. The members of this committee are:

- the Director of Finance & Risk (chair);
- the Director of Investments (vice-chair);
- the Director of Social Performance & Innovation;
- the Investments Operations Officer;
- the Equity Portfolio Specialist;
- the Portfolio & Business Control Manager;
- the Integrated Investment Analysis Manager; and
- the Senior Integrated Investments Analyst (secretary).

In addition to the risk committees, there are two product review committees, one for outflow products (Outflow Product & Process Committee (OPPC), which began operating in 2019) and one for inflow products (Inflow Product & Process Committee (IPPC) which began operating in 2020). In these committees, first and second line of defense

departments review product and process changes and make recommendations for decisions to change existing products or processes or to create new products.

### **9.3 Risk management**

In its operating environment and daily activities, the Cooperative encounters risks. Therefore, the Cooperative follows an enterprise risk management approach to identify the most important risks that may threaten its operations and continuity. The structure of the risk organisation covers all relevant risks for the Cooperative grouped into the risk categories: financial risks, non-financial risks and strategic risks. Although the Cooperative has mitigating measures in place to manage these relevant risks, these risks still could have a material impact on the Cooperative and/or Shares as explained in section 1 "Risk factors".

As of the date of this Prospectus, the Cooperative is not aware of information that materially and adversely affects the Net Asset Value (per Share); following the negative impact of the Covid-19 pandemic and the measures governments are taking worldwide to prevent the spread of the virus the Cooperative does not expect a further material negative impact on the Net Asset Value per Share and on its liquidity.

With the Covid-19 pandemic continuing the Cooperative is closely monitoring liquidity by monitoring issuance and redemptions requests from Members in cooperation with the Support Associations. The low-income people, which are being served by the Partners, are greatly affected by the Covid-19 pandemic and its economic consequences. Due to the nature of the portfolio (loans and equity investments) and the number of Partners the Cooperative works with (over 500 Partners across more than 60 countries), the continuous financial impact assessment takes time. However all experiences and learnings of Covid-19 impact in the past year resulted in additional and/or updated tools, assessment frameworks, business guidelines and procedures that are now implemented and as such help the Cooperative to navigate through this pandemic. The continuously changing nature of the Covid-19 pandemic means this assessment will have to be updated regularly as the situation develops.

#### *9.3.1 Financial risks*

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#### **Credit risk**

##### *General risk assessment*

Assessing credit risk can be considered as the core of the Cooperative's risk management. Solid risk assessment of a Partner's business activities is of mutual interest. It helps both the Cooperative and the Partner to align on creating social impact in a financially sound way in the long term. It uses a tool developed to assess and compare the risks per loan, Project Viability Rating. Proposals that do not meet the minimum criteria of this tool are not accepted. On the other hand, once a loan is granted, the credit worthiness of the partner can deteriorate and therefore the tool does not prevent credit risks to increase over time.

To ensure a good spread of the investment portfolio and hence reduce the exposure to concentration risk and the exposure to intrinsic credit risk (the risk specific to the borrower), the Cooperative has established policies based on its risk assessment system to set limits in exposure related to amounts outstanding:

- Per country and per region (geographical diversification).
- Per asset class (asset class diversification)
- Per business sector (sector diversification)
- Per partner (single borrower diversification).

- To a group of companies (holdings diversification).

The adherence to these limits is monitored on a periodic basis by the risk management function and the Portfolio Risk Committee.

#### *Non-performing loans – portfolio at risk over 90 days ("PAR 90")*

As part of managing credit risk, the Cooperative closely monitors the financial performance of the portfolio of credit instruments generated. A PAR 90 ratio reflects the credit products that show overdue amounts for more than 90 days. This ratio is considered a key indicator for assessing the non-performing portfolio and the general health of the development financing credit portfolio. The ratio is also assessed at country and sector levels in order to support the active credit portfolio management corrective actions. The PAR 90 was 5.8% as at 31 December 2020 (2019: 5.4%).

While a general provision is charged by default to all the credit instruments generated, loans more than 90 days overdue and rescheduled loans usually have a provision applied that is calculated based on factors such as the individual Partner's situation or available collateral. The relevant exposures (over € 500,000) are then further analysed with the support of the Special Collection unit in order to understand if the quantitative specific provisioning is fairly reflecting the potential losses or if manual adjustments are needed. The specific provisions are reviewed each quarter.

During 2020 the Cooperative found itself facing the consequences of the Covid-19 pandemic on the repayment capacity of several of its Partners. As a consequence the Cooperative in order to bolster the Partners' business continuity and in line with the actions undertaken by several governments on a regulatory perspective has granted them the possibility to ask for a payment moratorium also referred to as 'payment holiday'. The standard provisioning procedures were not suited for this particular payment status category hence potentially leading to an underestimation of the expected losses arising from credit risk. For this reason a tailor-made procedure for assessing the provisioning levels was developed in 2020 and applied to all the instruments that are comprised in the payment holiday category.

#### *Country risk assessment*

A part of the credit risk is concentration in certain countries or sectors, or relatively high exposures to a certain Partner. Country-specific events, such as those of a political, climate or macroeconomic nature, can have a negative impact on the creditworthiness of the Partners. To limit this risk exposure the Cooperative has developed an exposure limits system that is also a function of the sovereign risk assessment of the countries in the investment portfolio, for which an external rating provider is used.

Country risks are mitigated through diversification of the geographical distribution of the portfolio across a number of countries and by allowing over-exposures only in top quartile countries according to their sovereign ratings (i.e. best rated countries such as India, Mexico, etc.) and the risk adjusted return of the country's portfolio.

Due to the Cooperative's commitment to financing Partners in emerging and frontier markets, the degree of country risk to which the portfolio is exposed is skewed towards being speculative grade. However, the spread of the portfolio (i.e. its diversification across a wide variety of assets) within each country helps mitigate exposure to actual default risk.

#### *Credit risk in Term Investments*

In order to enhance the risk adjusted return from the liquidity that is required by the type of business, the Cooperative has currently an open investment mandate with AXA Investment Managers Paris. The investment management agreement ("**IMA**") contains clear limits and guidelines for AXA as asset manager in order to define the asset allocation. Due to the liquid nature of this portfolio, the portfolio is managed with clear exclusion limits both from an environmental, social and governance ("**ESG**") perspective as well as a credit risk perspective. Outlined below are the main exclusion parameters for credit risk quality:

- Issuer credit quality allocation limits:
  - At least 30% of the portfolio invested in issuers with a credit rating of high quality investment grade (from AAA to A)
  - A maximum of 65% of the portfolio shall be invested in the lower investment grade range (BBB)
  - A maximum of 10% of the portfolio shall be invested in equity instruments (note that this limit is currently not used)
- Issuer concentration limits:
  - A maximum of 5% of the portfolio for government or semi-government issuers
  - A maximum of 2.5% of the portfolio for prime and/or high quality investment grade (from AAA to AA) issuers
  - A maximum of 1.75% of the portfolio for upper-medium grade (A) issuers
  - A maximum of 1.5% of the portfolio for lower-medium grade (BBB) issuers

The measures that the Cooperative takes to ensure that asset managers show high social and governance (ESG) standards in their own operations include selection criteria such as:

- The Cooperative will employ an ESG rating system from a reputable ESG rating company to rank asset managers
- Give preference to manager(s) ranking in the top 50% of its sector on this ESG rating in its asset manager(s) selection
- Give preference to managers providing transparency in their active engagement and voting activities
- The Cooperative will engage with an asset manager which is flexible, in the sense that the asset manager must implement our demands regarding the ESG criteria and not only apply its own discretionary framework for negative screening

Risk management periodically monitors whether the asset manager (AXA) complies with the limits set in the IMA.

### **Equity risk**

In order to mitigate equity risk in the first line of defence, all individual investment proposals (equity and equity-related products) are assessed by the Cooperative's specialist Equity team members in the countries in which the Cooperative works, as well as by the Equity team members at the Cooperative's central office in Amersfoort. The assessment involves an extensive due diligence process. In assessing the investment proposals, predefined investment criteria must be met. Strengths, weaknesses, opportunities and threats ("**SWOT**") analyses are made and management, financial, legal and social performance analyses take place.

The Oikocredit Investment Committee (consisting of the Managing Director, the Director of Finance & Risk, the Director of Investments and the Director of Social Performance Innovation, plus input from an independent external advisor) decides on all equity investments. Investment proposals are first processed by the Equity team and require approval from the Cooperative's Investment Committee. The quorum for the Investment Committee is three voting members.

The equity risk mitigation also entails an asset class exposure limit on the total investable capital. This is currently set at around 15% of the total investable capital. The current and prospective financial performance of the equity investment portfolio is being monitored. Prospective financial performance is monitored based on the internal fair value estimates performed on each equity stake. The monitoring is also performed in order to set risk management guidelines and positively influence the active equity asset allocation.

As owner of shares in a company potentially all the value of the shares could be lost, however it is unlikely to happen with all investments at the same time (diversification effect of owning a portfolio of investments).

### **Liquidity risk**

The Cooperative has set clear targets for its financial performance and has regular communications about its financial results enabling Members to assess whether they want to continue investing or decide to request a redemption.

The Cooperative aims to have a liquidity buffer of approximately 15% of total assets. Liquidity can temporarily be lower as a result of seasonality effects in the use of certain credit facilities or opportunities to extend new loans. The main source of liquidity is new Member capital by issuing Shares. Holding a term investment portfolio (consisting of bonds), which has by definition a lower degree of liquidity than cash and deposits, allows the Cooperative to offset the opportunity cost of holding liquidity. The potential exposure to market risks (price, credit, and interest rate risk) arising from this portfolio is mitigated by the strict guidelines in the IMA in terms of credit quality of the issuers held in the investment portfolio.

The largest part of the term investments portfolio are liquid assets. Therefore, this largest part of the term investments portfolio is not subject to legal or contractual restrictions on their resale. However, a limited part of this portfolio is used as collateral for current and contingency debt funding sources that could be deployed in order to collect liquidity on a contingency basis. Most of these investments can be easily acquired or disposed of at market value.

Some of the volatility on the liquidity available is constituted by the margin calls that could arise behind the FX and interest rate hedging portfolio held by the Cooperative. Although these contracts are held for hedging purposes only, and thus effectively covering the risk arising from an underlying exposure, the cash flows of the two exposures (underlying and derivative) might not be perfectly matched. Therefore, it could be possible that the hedgers require a collateral pledge after a sharp decrease of the mark-to-market value of the derivative contract while the underlying investment has yet to generate cash flows (interest income and instalments). This liquidity risk source could be tangible, especially for the hedges on the United States dollar investment portfolio, where a sharp appreciation of the United States dollar on the euro would trigger a margin call.

This generous liquidity buffer enables the Cooperative to meet its commitments to contracts it already entered into on the one side and possible redemptions of Member capital on the other side. To manage liquidity risk, the Cooperative uses liquidity monitoring tools for a better understanding and forecasting of liquidity trends.

The Cooperative is primarily funded by Member capital. The current Articles of Association (still) include provisions that Shares shall be redeemed no later than five years after a redemption request has been submitted. Redemption will be at the nominal value. However, if the net asset value per Share is lower than the nominal value per Share according to the most recent audited (interim) balance sheet preceding redemption by the Cooperative, the amount payable upon redemption of the Share(s) shall not exceed the sum corresponding to the net asset value of the Share(s) according to that balance sheet. Even though the Cooperative has the right to delay redemptions for five years, to date, it has never delayed redemptions. The Cooperative has worked with the Support Associations to prepare a Member Share Issuance and Redemption Policy, which the Managing Board and Supervisory Board adopted in 2019. This policy sets out a more standardised and transparent process for the issuance and redemption of Shares. Implementation took place in 2020 (please be also referred to section 5 and 6 of this Prospectus).

### **Foreign currency (FX) risk**

Although the functional currency of the Cooperative is the euro, a significant part of the Cooperative's investments in development financing is outstanding in United States dollars and domestic currencies (emerging and frontier currencies). In addition, the Cooperative issues shares denominated in currencies other than euro, namely British pounds, Canadian dollars, Swedish kronor, Swiss francs and United States dollars.

In order to align the overall FX position with the FX risk appetite established in the Cooperative's FX risk management policy, the net foreign currency position of the Cooperative is monitored by the risk management function throughout the year.

The exposure to foreign currency risk of the Cooperative is assessed through a value at risk ("**VaR**") estimation model. The VaR figure obtained will then be compared against the value of 1% of the total assets of the Cooperative. If the comparison results in exceeding that threshold, the FX risk will be hedged externally with FX or interest rate derivatives through selected counterparties.

Due to the increased hedging, net income is less volatile and the sensitivity of the nominal value of the Shares to changes in the United States Dollar - euro exchange rates has decreased. The main currency risk exposure of the Cooperative is against fluctuations of the EUR/USD, in fact 50% of the credit portfolio is denominated in USD, while around 20% of the portfolio is (in)directly depending on the evolution of the USD due to explicit or implicit currency pegs.

Geographical diversification of the portfolio is key for the Cooperative in limiting the potential disadvantages that transfer and conversion could generate, especially in terms of liquidity. The materiality of these risks for each country is assessed by the Treasury unit on a day-to-day basis and by the risk management function on a long term basis, and is reported to the ALCO on a periodical basis.

### **Interest rate risk**

#### *Euro interest rate*

Exposure to euro interest rates is mainly mitigated by the Cooperative by means of FX and interest rate derivatives instruments. Those instruments are used to hedge the underlying credit development financing portfolio.

Another source of exposure to the euro interest rate arises from the liquidity buffer of the Cooperative. The euro term investment portfolio has a financial duration of four years and cash and deposits have a duration of not more than three months. As a weighted average, the euro assets of the company have a duration of 0.85 years, hence

synthetically exposing the company to the fluctuations of the short term European money market benchmark, the Euro Interbank Offered Rate (Euribor). In 2020 the six months Euribor averaged -0.40%. The Cooperative does not aim to synthetically create euro interest rate duration (through pure interest rate derivatives), but rather accepts the exposure to the short term European money market benchmarks.

#### *United States dollar interest rate*

The United States dollar credit exposure in the development financing portfolio is the main foreign currency exposure of the Cooperative. Although the credit products are hedged through FX and interest rate derivatives (e.g. FX forwards and FX swaps), changes in the United States interest rate market are unavoidably affecting the value and net interest income. This is especially due to a mismatch between the duration of the underlying (i.e. United States dollar credit exposure) and the derivatives cash flows (i.e. United States dollar hedging instruments). A reduction of the US swaps curve increases the net interest income and the overall value of the portfolio and vice versa. This exposure is periodically monitored by the Financial Risk unit and the ALCO to ensure that the gap does not become excessively relevant in a way which could heavily impair the net results of the Cooperative.

#### *Local currency interest rate*

One of the main interest rate risks on the local currency exposure is arising from the lack of liquidity behind the domestic interest rate markets of the related countries. The first challenge that the Cooperative has to overcome is the selection of appropriate benchmark rates (i.e. basis risk) to be used when pricing its loans in those local currencies. In addressing this issue, benchmark rate are selected and adjusted according to internal macroeconomic and financial market risk analysis and validated with the off-shore hedging quotes offered by specialised local currency hedging counterparties . These composite quotes give indications about what would be a sustainable domestic benchmark interest rate to be used commercially.

In addition, the local currency exposure is subject to a mismatch between the duration of the portfolio of originated credit products (i.e. loans provided) and the underlying FX and interest rate hedging portfolio. This usually arises from the limitations the Cooperative encounters in the local currency hedging market in terms of derivatives product availability. This could potentially lead to a reduction of the achievable net interest income. However, the variety of currencies in the local currency portfolio limits the exposure to the risk of disadvantages that can result from the local currency interest rate risk.

### **Financial Counterparties risk**

Financial counterparties risk constitutes the risks run by the Cooperative in its positions with banks and other Financial Institutions ("**counterparties**"), which positions are functional to the main activity of the Cooperative. Such risk can be defined as the change in creditworthiness or even the risk of default on the contractual obligations of the Cooperative's counterparties.

Examples of this type of risk exposure can be found in hedging transactions that have a positive market value for the Cooperative (i.e. FX hedges), and in bank deposits and accounts, especially for banks in frontier and emerging markets. As this is a minor risk exposure for the Cooperative and occurs incidentally to the development of its business activity, the exposure to this risk is mitigated sufficiently by (i) the establishment of strong contracts with the counterparties (i.e. contracts that include an International Swaps and Derivative Association (ISDA) Master Agreement and credit annexes), and (ii) diversifying the cash and deposit exposure over several counterparties with high credit ratings and preferably located in developed markets.

For cash management, including short-term investments in deposits and credit-equivalent exposures from derivatives, there are criteria for the selection of the counterparties. In 2020 the Cooperative reviewed the financial counterparties policy describing the creditworthiness, ESG and service level criteria for contracting counterparties. The credit rating of any of the Cooperative's counterparties should be at least 'investment grade' (i.e. BBB- or better, as measured by major rating agencies). For each rating bucket an explicit limit is specified in order to avoid excessive exposure to low(er) rated counterparties.

ESG screening is done consistently for all financial counterparties. Any financial counterparty must have a Sustainalytics ESG percentile rank of 50 or above according to Bloomberg.

An exception to the Cooperative's cash management approach can be made if a local currency bank account needs to be opened in a country where no bank exists that fulfils all the criteria mentioned above. The amounts kept in those bank accounts may not exceed the equivalent of € 1 million.

All new financial counterparties must be approved by the ALCO. Approval of ALCO is subject to an analysis of the Treasury unit and an assessment by the Social Performance Innovation department.

### 9.3.2 *Non-financial risk*

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#### **Operational risk**

The Cooperative's objective is to minimise overall operational losses and avoid material losses, as well as maintain its reputation among Investors and Partners as an effective and reliable organisation. To this end, the Cooperative utilises a cost-benefit approach for putting in place policies, procedures and systems that are capable of mitigating the impact and/or probability of occurrence of the operational risks inherent to the Cooperative's activities.

No incidents with a material impact on Cooperative's financial condition took place in 2020. A number of smaller events have resulted in financial losses up to EUR 100,000 (some of which are planned for recovery). Every time an event occurs, it is assessed to understand how it can be prevented (i.e. analysing the so called root causes) and resolution or recovery activities are carried out.

The Covid-19 pandemic has a significant impact on the daily operations of the Cooperative in all countries where it has offices. However, there have been no issues with business continuity or increased operational risks.

#### **Compliance risk**

Compliance risk encompasses both the risk of losses as a result of the Cooperative's failure to comply with relevant laws, regulations, rules, internal policies, standards and code of conduct applicable to its business activities, and the risk of losses due to integrity-related events. The Cooperative makes it its explicit target to be a compliant organisation: all of the Cooperative's commercial actions are tailored so that after they have been taken, the Cooperative can comfortably say that it is a compliant organisation.

The Cooperative has a very low appetite for incidental breaches of laws and regulations, internal rules and policies governing its operations, and good business practices. The Cooperative has zero tolerance when a legal or ethical bright line has been crossed. As failures to comply might lead to sanctions and fines, financial losses and reputational damage, the Cooperative ensures that its very low tolerance for compliance risk is embedded in the culture of its business operations.

Compliance risks are governed by a set of policies, including but not limited to KYC policies for both inflow and outflow 'customers', conflict of interest policy, personal trading policy, whistle-blower policy, anti-bribery and anti-corruption policy, personal data protection policy, transfer pricing policy and the code of conduct.

### **Reputational risk**

To mitigate the reputational risk it is important that the Cooperative ensures that all staff members act consciously and in line with the Cooperative's mission, vision and values, and that all new staff members get sufficient training to act in line with the mission, vision and values.

Another mitigating measure is that the Cooperative consistently updates its standards for ESG scoring and new sectors, to ensure that only the Partners that meet the Cooperative's very high standards are selected. Once a Partner is financed, the Cooperative monitors the developments of the Partner's activity and ESG scores, as well as its compliance with social covenants (in case of credit deals, namely requirements in the loan agreement with respect to improvements or minimum criteria for impact and social conduct) or to social performance indicators (in the case of equity deals).

#### *9.3.3 Strategic risk*

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### **Business model risk**

In 2017, the Cooperative assessed its business model (products and markets) with the support of an external advisor.

In 2020, the Cooperative continued to monitor the gradual withdrawal of product and markets aligned to the implemented business model (e.g. refocus of geographical scope and emphasis on three sectors). The Cooperative will review the remaining changes to the business model as part of the future strategy for 2022 to 2026.

### **Operating model risk**

As of 2019, the results and impact of aforementioned decisions are monitored through a newly introduced balanced scorecard. The scorecard contains selected financial and process key performance indicators ("KPIs"). One of the main key indicators is the cost ratio on total assets (excluding grant based expenses). The Cooperative aims to reduce the cost ratio to 2.4% which was accomplished in 2020 (2.3%), excluding the release of the tax accrual, which can be seen as a one-off result

### **Regulatory risk**

The Cooperative frequently updates its legal assessment of new and upcoming regulation. Additionally, the Cooperative's representatives periodically attend seminars to remain aware of upcoming changes and of the response of peers. In late 2020, the Cooperative initiated a process to review its capital raising model (including the Cooperative's governance) and looks for possibilities to make it more resilient in the face of evolving financial markets regulation, especially in the European Union.

# 10

## **IMPORTANT INFORMATION FOR THE INVESTOR**

1. Who is responsible for the content of this Prospectus?
2. Is this Prospectus being approved?
3. When does the Cooperative report to its Members?
4. What information is incorporated by reference?

## 10 IMPORTANT INFORMATION FOR THE INVESTOR

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### 10.1 Who is responsible for the content of this Prospectus?

This Prospectus is made available by OIKOCREDIT, Ecumenical Development Cooperative Society U.A. in connection with the offer of the Shares in the Netherlands and in several other member states of the European Economic Area of which the competent authorities have been notified by the AFM with a certificate of approval attesting that this Prospectus has been drawn up in accordance with the Prospectus Regulation. Its registered office is located in Amersfoort and at Berkenweg 7 (3818 LA) in Amersfoort. The Cooperative accepts responsibility for the information contained in this Prospectus. The Cooperative declares that it has taken all reasonable care to ensure that, to the best of its knowledge, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Prospectus or any information supplied by the Cooperative or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Cooperative.

### 10.2 Is this Prospectus being approved?

The Prospectus has been approved by the AFM, as competent authority under the Prospectus Regulation, on 3 June 2021. The AFM only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

### 10.3 When does the Cooperative report to its Members?

#### 10.3.1 *Financial statements*

The Cooperative is legally required to have its consolidated financial statements prepared, audited by its external auditors and reviewed by the Audit and Risk committee no later than six months after the end of the financial year. However, the Cooperative aims to do this within three months after year end. The financial year is equal to the calendar year. The annual accounts, including the audit report, are presented to the General Meeting following the financial year concerned, and shall be made available to the Members immediately afterwards. Assets and liabilities are valued in the annual accounts of the Cooperative in accordance with Generally Accepted Accounting Practices (GAAP) in the Netherlands. The annual report and audited consolidated financial statements of the Cooperative are available on the website at: <https://www.oikocredit.coop/en/publications/publications>.

#### 10.3.2 *Newsletter*

Every Member receives at least twice a year a Members' email newsletter including the latest information on the Cooperative, announcements related to the General Meeting and main decisions taken by the General Meeting and the Supervisory Board.

#### 10.3.3 *Quarterly Updates*

The Managing Board presents quarterly unaudited information to its Members in Member webinars. These updates are available on the website.

#### 10.4 What information is incorporated by reference?

The following information is incorporated in and forms an integral part of the Prospectus:

- The most recent version of the Articles of Association in the [original Dutch language](#) version as well as in the [English translation](#) (the English translation starts on page 19).
- [The Cooperative's audited annual report 2020](#)
- [The Cooperative's audited annual report 2019](#)
- [The Cooperative's audited annual report 2018](#)

These documents are on display (available for viewing) for the period of validity of the Prospectus and can be obtained free of charge from the office of the Cooperative in Amersfoort, the Netherlands, as stated in section 9, Addresses.

A cross-reference list of the specific references made in the Prospectus, is provided below. Although specific references are made and listed below, the documents listed above form *integral* part of the Prospectus.

Specific information	Can be found on the pages of the Cooperative Annual Report		
	2020	2019	2018
Dividend proposal (section 4.2)	Page 83	Page 84	Page 82
Amount of remuneration paid and benefits granted (sections 7.2.3 and 7.3.3.)	Note 28, page 64 and note 35 page 70	Note 28, page 62 and note 34 page 67-68	Note 27, page 59 and note 35, page 64-65
Audited annual accounts (section 8.1)	Pages 23-83	Pages 23-84	Pages 23-85
Auditor's report (section 8.1)	Pages 84-87	Pages 85-88	Pages 83-85
Information concerning capital resources (section 8.2)	24 and 47-53	24 and 45-51	Page 25 and pages 52-54
Cash flow statement (section 8.2)	Page 27	Page 27	Page 27
Explanation of sources and amounts of cash flows (section 8.2)	Page 34	Page 33	Page 27
Cash and currency management (section 8.2)	Pages 24 and 40-41	Pages 24 and 38-39	Pages 27 and 38-39
Borrowing requirements and funding structure (section 8.2)	Pages 23-70	Pages 23-68	Page 23-65

Specific information	Articles of Association
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A description of the Cooperative's object and purposes (section 2.3)	Article 3 of the Articles of Association
Currency of the Shares (section 4.1)	Article 9 of the Articles of Association
Discretion of the Managing Board to issue or not to issue Shares (sections 4.1, 5.3 and 5.6)	Article 40.9 of the Articles of Association
Redemption of Shares (section 4.2.2 and section 6)	Article 13 of the Articles of Association
Dividend policy (section 4.2.3)	Articles 43 and 44 of the Articles of Association
Eligible Members (section 5.2.1)	Articles 5 and 9 of the Articles of Association
Discretion of the Managing Board to stop or resume the redemption of Shares (section 6.1 and 6.4)	Article 40.10 of the Articles of Associations
Transfer of Shares (section 6.5)	Article 14 of the Articles of Association
General Meeting (section 7.1)	Articles 15-25 of the Articles of Association
Managing Board (section 7.2)	Articles 33-41 of the Articles of Association
Supervisory Board (section 7.3)	Articles 28-31 of the Articles of Association

# 11

## Tax

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1. Tax position of the Cooperative
2. Tax position of holders of Shares
3. Exchange of information

## 11 TAX

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This section provides a brief summary of the most relevant Dutch tax implications of being a holder of Shares. The summary of the Dutch tax implications is based on the current facts and circumstances as laid down in this Prospectus and current Dutch tax law, case law and policy rules, all as in effect on the date of publication of this Prospectus. Future changes to the Dutch tax regime, with or without retroactive effect, or changes in facts and circumstances could affect the tax implications as described in this section.

The tax legislation of the investor's member's state of incorporation and of The Netherlands may have an impact on the income received from the securities.

The information below is not to be regarded as specific tax advice and does not purport to describe all of the tax considerations that may be relevant to a prospective purchaser of Shares. Prospective investors are strongly advised to inform themselves as to the overall tax consequences of purchasing, holding and/or selling Shares.

### 11.1 Tax position of the Cooperative

#### *Corporate income tax*

The Cooperative is liable for Dutch corporate income tax (CIT) of 15% on the first € 245,000 of taxable income, and thereafter at a rate of 25% (2021 rate).

#### *Dividend withholding tax*

No Dutch dividend withholding tax is due on dividends distributed by the Cooperative to its holders of Shares, either resident in the Netherlands or outside the Netherlands.

#### *Gift and inheritance tax*

Donations and inheritances received by the Cooperative are subject to gift or inheritance tax if the donor or deceased is a (deemed) resident of the Netherlands for Dutch gift and inheritance tax purposes.

The applicable tax rates vary from 30% to 40% (percentages applicable in 2021). A gift up to an amount of € 3,244 (in 2021) and an inheritance up to an amount of € 2,244 (in 2021) per donor or deceased is exempt from respectively Dutch gift and inheritance tax. Donations and inheritances received by the Cooperative are not subject to Dutch gift and inheritance tax, if the donor or deceased is not a (deemed) resident of the Netherlands for gift and inheritance tax purposes.

#### *Value-added tax*

The activities of the Cooperative are generally exempt from Dutch value-added tax (VAT, the general consumption tax). No VAT will be due in the Netherlands in respect of payments made in consideration for the issue, transfer or redemption of Shares.

### 11.2 Tax position of holders of Shares

#### *Holders of Shares that are tax resident in the Netherlands*

As the (prospective) holders of Shares are mainly churches and church-related organisations, they will not be subject to Dutch corporate income tax on dividends from and capital gains on the Shares, provided that they: in

- a) are not subject to corporate income tax as a consequence of their legal form; and
- b) do not carry on a trade or business to which the Shares are attributable.

If a holder of Shares is subject to Dutch corporate income tax, profits from the Shares should not be taxable if the participation exemption applies.

In view of article 5 of the Articles of Association, individuals are excluded from becoming or being a direct Member and thus a holder of Shares. Therefore there is no need to describe the Dutch personal income tax aspects of owning Shares.

#### *Holders of Shares that are not tax resident in the Netherlands*

Prospective holders of Shares who are tax resident outside the Netherlands should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, and/or selling Shares under the tax laws of their jurisdiction.

In general, Dutch corporate income taxation will only arise in case the holder of Shares owns a substantial interest in the Cooperative with the main purpose to evade personal income tax at the level of another person and which is put into place without valid commercial reasons that reflect economic reality. A substantial interest will generally be present if a holder of Shares owns an interest of at least 5% in the annual profit or the liquidation proceeds of the Cooperative. The tax due may be mitigated if a tax treaty is in place between the Netherlands and the resident country of the holder of Shares.

Furthermore, Dutch corporate income taxation will arise in case the holder of Shares carries on a business, or is deemed to carry on a business or part thereof, for example pursuant to a co-entitlement to the net value of an enterprise (*medegerechtigde*) through a permanent establishment or a permanent representative in the Netherlands to which the Shares are attributable, unless the participation exemption applies to the profits from the Shares.

### **11.3 Exchange of information**

On 1 July 2014 the Foreign Account Tax Compliance Act (FATCA) came into effect. The Netherlands has implemented FATCA in its domestic legislation, as a result of which it exchanges certain information with the United States on financial accounts that U.S. persons maintain with Dutch Financial Institutions (including the Cooperative).

Furthermore, the Organization of Economic Co-operation and Development (OECD) released the Common Reporting Standard (CRS) and its Commentary on 21 July 2014. Over 100 countries, including the Netherlands, have publicly committed to implementing the CRS. On 9 December 2014 Member States adopted Directive 2014/107/EU on administrative cooperation in direct taxation (DAC2) which provides for mandatory automatic exchange of financial information as foreseen in the OECD global standard. DAC2 amends the previous Directive on administrative cooperation in direct taxation, Directive 2011/16/EU (DAC1). Since the CRS and DAC2 were implemented into Dutch legislation as of 1 January 2016, Dutch financial institutions (including the Cooperative) have to identify the financial account holder's country of residence and in turn exchange specified account information with the home country's tax administration.

# 12

## WHO ARE THE ADVISORS OF THE COOPERATIVE?

## 12 WHO ARE THE ADVISERS OF THE COOPERATIVE?

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### **Issuer:**

OIKOCREDIT, Ecumenical Development  
Cooperative Society U.A.  
Berkenweg 7  
3818 LA Amersfoort  
The Netherlands

### **Auditor:**

KPMG Accountants N.V.  
Member of the Nederlandse Beroepsorganisatie  
van Accountants (NBA)  
Laan van Langerhuize 1  
1186 DS Amstelveen  
The Netherlands

### **Legal adviser:**

NautaDutilh N.V.  
Beethovenstraat 400  
1082 PR Amsterdam  
The Netherlands

# 13

## DEFINITIONS

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<b>AFM</b>	the Netherlands Authority for the Financial Markets ( <i>Autoriteit Financiële Markten</i> )		bank financial institutions, banks, savings and credit cooperatives or other entities duly organised to provide access to credit, savings and other financial services to individuals and micro and small to medium enterprises (SMEs).
<b>Appendix</b>	An appendix to this Prospectus which forms an integral part of this Prospectus.		
<b>Approval Date</b>	The date of approval of this Prospectus by the AFM.	<b>FX</b>	Foreign exchange
<b>Articles of Association</b>	The Cooperative's current articles of association	<b>GBP</b>	British pound sterling, the currency of the United Kingdom.
<b>CAD</b>	Canadian dollar, the currency of Canada.	<b>General Meeting</b>	The general meeting of Members ( <i>algemene ledenvergadering</i> ) of the Cooperative as mentioned in article 15 of the Articles of Association.
<b>CHF</b>	Swiss franc, the currency of Switzerland	<b>Investors</b>	Natural and legal persons investing in the Cooperative, the Cooperative's Support Associations and OISF, unless stated otherwise
<b>Cooperative</b>	OIKOCREDIT, Ecumenical Development Cooperative Society U.A.	<b>Managing Board or MB</b>	The Cooperative's managing board ( <i>bestuur</i> ) as mentioned in articles 33-43 of the Articles of Association.
<b>Cooperative Group or the Group</b>	The economic unit in which the Cooperative and other legal entities and commercial partnerships are organisationally connected within the meaning of article 2:24b of the Dutch Civil Code.	<b>Managing Director or MD</b>	The managing director of the Cooperative as mentioned in article 36 of the Articles of Association.
<b>EUR</b>	Euro, the currency of the Netherlands and other European countries.	<b>Member</b>	A member (and shareholder) of the Cooperative as mentioned
<b>Financial Institution</b>	Organisations or intermediaries such as microfinance Institutions, duly registered non-		

	in article 5 of the Articles of Association.		Receipts to holders and activities directly related to the foregoing and therefore functions as an administrative office ( <i>administratiekantoor</i> ) of the Cooperative.
<b>Member Share Issuance and Redemption Policy</b>	The Cooperative's member share issuance and redemption policy	<b>Stichting Oikocredit International Support Foundation</b>	Provides mainly capacity building grants to our Partner organisations, by raising donations from the Members, Investors and others.
<b>Micro Finance Institution or MFI</b>	Microfinance institution, which provides financial services to low-income people and other disadvantaged people.	<b>Oikocredit Nederland Fonds</b>	An investment fund incorporated by Oikocredit Nederland, having its registered office in Utrecht, the Netherlands.
<b>Net Asset Value (per Share)</b>	The current value of a Share as calculated by the Cooperative. See section 6.2 for details.	<b>Oikocredit Nederland</b>	The Cooperative's Support association in the Netherlands ( <i>Oikocredit Ontwikkelingsvereniging Nederland</i> ), having its registered office in Utrecht, the Netherlands.
<b>Nominal Value (per Share)</b>	The value of the Share when issued – in euro this is € 200. Other currencies are available.	<b>Partner Funding</b>	The financing of Partners, referred to in the audited consolidated financial statements of the Cooperative as "outstanding development financing".
<b>Oikocredit International Office</b>	The Cooperative's head office in the Netherlands, which controls and enables the Cooperative's activities worldwide.	<b>Partner(s)</b>	Organisations to which the Cooperative has provided funding and that are engaged in economic activity or engaged in enterprises which provide both
<b>Stichting Oikocredit International Share Foundation or OISF</b>	OISF is a Member of the Cooperative established to enable individuals and non-Member organisations to invest indirectly in the Cooperative. To achieve its purpose, OISF conducts no activities other than acquiring and administering Shares in the interest of the holders ( <i>ten titel van beheer</i> ), issuing Depository		

	a financial and social return mostly in low-income countries.		opportunity to invest indirectly in the Cooperative (in that event the SA being a Member of the Cooperative).
<b>Prospectus</b>	This Prospectus of the Cooperative, including any Appendix and supplements (if any)	<b>Term Investment or TI</b>	The term investment portfolio of the Cooperative is the portion of total assets used for liquidity management reasons, such as to redeem share capital or to provide for operating funds. It consists of bonds and shares.
<b>SEK</b>	Swedish krona, the currency of Sweden.		
<b>Shares</b>	Shares in the capital of the Cooperative, as mentioned in the Articles of Association.	<b>USD</b>	United States Dollar, the currency of the United States of America.
<b>Society</b>	When referring to the Cooperative, as mentioned in article 2 of the Articles of Association ( <i>only used in financial tables to mark the difference between the Society financials and consolidated financials</i> ).		
<b>Supervisory Board or SB</b>	The Cooperative's supervisory board ( <i>raad van toezicht</i> ) as mentioned in articles 28-32 of the Articles of Association.		
<b>Support Association or SA</b>	Support associations (legal entities not consolidated in the Cooperative Group), that are established locally to raise awareness about the importance of development and socially responsible investments and to offer individuals, church congregations, parishes or other organisations an		

**APPENDIX 1 LIST OF MEMBER STATES AND COMPETENT AUTHORITIES TO WHICH THE PROSPECTUS HAS BEEN NOTIFIED**

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Austria	Finanzmarktaufsicht
Belgium	Financial Services and Markets Authority
Finland	Finanssivalvonta
France	Autorité des Marchés Financiers
Germany	Bundesanstalt für Finanzdienstleistungsaufsicht
Ireland	Central Bank of Ireland
Italy	Commissione Nazionale per le Società e la Borsa
Luxembourg	Commission de Surveillance du Secteur Financier
Spain	Comisión Nacional del Mercado de Valores
Sweden	Finansinspektionen

## APPENDIX 2 SELLING AND TRANSFER RESTRICTIONS

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### 1. General

The distribution of this Prospectus may be restricted by law in certain jurisdictions and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No action has been or will be taken in any jurisdiction (other than the Netherlands and the Member States listed in Annex I) that would permit a public offering of the Shares, or possession or distribution of this Prospectus or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Shares may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisement in connection with the Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Prospectus does not constitute an offer to subscribe for any of the Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

### 2. European Economic Area

In relation to each member state of the European Economic Area (each, a "Relevant Member State") with effect from and including the date on which the Prospectus Regulation entered into force, an offer to the public of any Shares may not be made in that Relevant Member State prior to the publication of a prospectus in relation to the Shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State, and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Regulation, except that an offer to the public in that Relevant Member State of any Shares may be made at any time under the following exemptions under the Prospectus Regulation, subject to obtaining prior consent from the Cooperative for such an offer:

- to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal entities (other than qualified investors as defined in the Prospectus Regulation); or
- in any other circumstances falling within article 1 of this Prospectus Regulation,

provided that no such offer of Shares shall require the Cooperative to publish a prospectus pursuant to article 3 of the Prospectus Regulation or any measure implementing the Prospectus Regulation in a Relevant Member State or supplement a prospectus pursuant to article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "offer to the public" in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offering of the Shares and any Shares to be offered so as to enable an investor to decide to purchase any Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Regulation in that Relevant Member State and the expression "Prospectus Regulation" means Regulation 2017/1129, and includes any relevant delegated regulation and implementing measure in each Relevant Member State.

### 3. United Kingdom

This Prospectus is a financial promotion for the purposes of section 21 of the Financial Services and Markets Act 2000 ("FSMA") in the United Kingdom (the "UK"). It is being issued by the Cooperative, which is not authorised and regulated by the Financial Conduct Authority ("FCA") in the UK. The Prospectus may only be distributed to, or directed at, persons who fall within the exemptions contained in the following articles of the FSMA (Financial Promotion) Order 2005 ("FPO") of the UK, as amended: (i) Article 43 (members and creditors of certain bodies corporate); (ii) Article 49(2) (high net worth companies, unincorporated associations, etc.); and (iii) to persons who are otherwise lawfully permitted to receive it without the Cooperative being required to have the Prospectus approved by an authorised person for the purposes of the rules of the FCA or FSMA. Accordingly, this Prospectus is exempt from the general restrictions set out in section 21 of the FSMA. The offer of Shares under this Prospectus is an exempt offer to the public under section 86(1)(e) of FMSA, on the basis that the total consideration for the Shares being offered in the UK shall not exceed €8,000,000 (or an equivalent amount) calculated over a period of 12 months. The Prospectus has therefore not been approved by any person who is authorised by the FCA in the UK. It is directed only at persons falling within one of the categories listed above and persons who do not fall within one of these categories should not take any action based upon this Prospectus. If you are in any doubt about the investment to which this Prospectus relates, you should consult an authorised person specialising in advising on the Shares in question.

#### **4. United States of America**

The Shares have not been and will not be registered under the United States Securities Act or with any securities regulatory authority of any state, territory or other jurisdiction of the United States of America. The Shares may not be offered, sold or delivered in the United States of America to or for the account of any US person (as defined in the United States Securities Act), except in accordance with all applicable securities laws of any state, territory or other jurisdiction of the United States of America. Each purchaser of the Shares should understand that these Shares may not be (re)offered, (re)sold, pledged or otherwise transferred except in accordance with all applicable securities laws of any state, territory or any other jurisdiction of the United States of America.

#### **5. Canada**

The Shares may only be offered in those jurisdictions in Canada and to those persons where and to whom they may be lawfully offered for sale, and therein only by persons permitted to sell the Shares. This Prospectus is not, and under no circumstances is to be construed as, an advertisement or public offering of the Shares in Canada. No securities commission in Canada has reviewed or in any way passed upon this Prospectus or the merit of the offering and any representations to the contrary is an offense.