

OIKOCREDIT, Ecumenical Development Cooperative Society U.A.

This prospectus expires on 3 June 2021.

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the event of significant new factors, material mistakes or material inaccuracies does not apply when a prospectus is no longer valid.



Acem (left) is a farmer and a member of the Komida cooperative, an Oikocredit partner which provides financial services to low-income women in Indonesia. She is using her latest loan to buy rice seed.

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

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PROSPECTUS

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

The prospectus is passported to several European Union member states with formal notification of the approval of the prospectus by the Dutch AFM given to the financial regulatory authorities in those countries (Appendix 1).

The prospectus is valid for a period of 12 months after 3 June 2020 (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 occur, the Cooperative shall make this publicly available by issuing a supplement to this prospectus. Investors are advised to ascertain whether, as from the date of this prospectus, supplements have been made publicly available. 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in the event of significant new factors, material mistakes or material inaccuracies does not apply when a prospectus is no longer valid.

Prospective investors are expressly informed that an investment in Shares entails certain risks. 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 decision about 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.

TABLE OF CONTENTS

Summary	6
1.1 <i>Introduction and warnings</i>	6
1.2 <i>Key information on the Company</i>	6
1.3 <i>Key information on the Shares</i>	10
1.4 <i>Key information on the admission</i>	11
1 Risk factors	14
1.1 <i>Risk factors specific to the Cooperative</i>	14
1.2 <i>Risk factors specific to the Shares</i>	22
2 The Cooperative	26
2.1 <i>Who is the issuer of the Shares?</i>	26
2.2 <i>Is the Cooperative part of a group?</i>	26
2.3 <i>What are the statutory objectives of the Cooperative?</i>	28
2.4 <i>Is the Alternative Investment Fund Managers Directive applicable to the Cooperative?</i>	28
3 Business activities of the Cooperative	30
3.1 <i>How was the Cooperative established?</i>	30
3.2 <i>What are the mission, vision and values of the Cooperative?</i>	31
3.3 <i>How does the Cooperative create awareness and attract equity capital?</i>	32
3.4 <i>What are the Cooperative's principal activities?</i>	32
3.5 <i>In which way has the Cooperative structured its principal activities?</i>	34
3.6 <i>What are the Cooperative's principal markets?</i>	36
3.7 <i>What are the important events in the development in the business of the Cooperative?</i>	39
3.8 <i>How is the Cooperative being challenged?</i>	41
3.9 <i>What are the Cooperative's other assets or investments in order to support the principal activities?</i>	42
4 Shares	45
4.1 <i>What are the characteristics of the Shares?</i>	45
4.2 <i>What rights are attached to the Shares?</i>	45
5 Issuance of Shares	48
5.1 <i>Why are the Shares being offered?</i>	48

5.2	<i>Who is eligible to become a member?</i>	48
5.3	<i>What are the terms and conditions to the offering of Shares?</i>	49
5.4	<i>What does the Member Share Issuance and Redemption Policy imply?</i>	50
5.5	<i>How can a Member subscribe?</i>	50
5.6	<i>Under which conditions could the issuance of Shares be suspended?</i>	51
5.7	<i>Is there any dilutive effect?</i>	51
5.8	<i>Which costs are involved with the continuous offering of Shares?</i>	52
6	Redemption and Transfer of shares	54
6.1	<i>What are the terms and conditions for redemption of Shares?</i>	54
6.2	<i>How is the Net Asset Value per Share being calculated?</i>	54
6.3	<i>How can I redeem my Shares?</i>	55
6.4	<i>Under which conditions could the redemption of Shares be suspended?</i>	55
6.5	<i>Can I transfer my Shares in the Cooperative?</i>	56
6.6	<i>What are the rules on a takeover?</i>	56
7	Governance of the Cooperative	58
7.1	<i>General Meeting</i>	58
7.2	<i>Managing Board</i>	59
7.3	<i>Supervisory Board</i>	62
7.4	<i>Supervisory Board Committees</i>	69
7.5	<i>Members' Council</i>	70
7.6	<i>Corporate governance</i>	70
7.7	<i>Employees</i>	71
8	FINANCIAL INFORMATION	73
8.1	<i>Historical financial information</i>	73
8.2	<i>Capital resources</i>	79
8.3	<i>Investments</i>	80
8.4	<i>Working capital statement</i>	81
8.5	<i>Capitalisation and indebtedness</i>	81
8.6	<i>Member's capital</i>	83
8.7	<i>Legal and arbitration proceedings</i>	84
8.8	<i>Significant change in the Cooperative's financial position</i>	84

8.9	<i>Information known factors effecting the Cooperative's prospects</i>	85
9	Risk Management	87
9.1	<i>Three lines of defence</i>	87
9.2	<i>Risk governance</i>	87
9.3	<i>Risk management</i>	88
10	Important information for the investor	98
10.1	<i>Who is responsible for the content of this prospectus?</i>	98
10.2	<i>When does the Cooperative report to its Members?</i>	98
10.3	<i>What information is incorporated by reference?</i>	98
11	TAX	102
11.1	<i>Tax position of the Cooperative</i>	102
11.2	<i>Tax position of holders of Shares</i>	102
11.3	<i>Exchange of information</i>	103
12	Who are the advisers of the Cooperative?	105
13	Definitions	107
APPENDIX 1	List of passported countries	111
APPENDIX 2	Selling and transfer restrictions	112

SUMMARY

1.1 Introduction and warnings

1.1.1 Introduction

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 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 prospectus has been approved by the AFM, as competent authority under Regulation (EU) 2017/1129, on the Approval Date. 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 www.afm.nl.

1.1.2 Warnings

The summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a 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 such 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 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 answer 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 2019 the Cooperative's development financing portfolio consisted of 86% loans. The remainder of the funding is invested in the form of equity, which made up 14% of the aforementioned portfolio at end 2019. 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 20% of the total balance sheet as per year end. 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 others. At 31 December 2019 the total amount of Shares being issued consisted of 5,656,252 Shares. The table below presents the four major shareholders of the Cooperative, together holding 62,1% of the Shares in the Cooperative:

Organisation	Shareholders	Number of Shares
Stichting Oikocredit International Share Foundation ("OISF")	20,8%	1,206,193.39
Oikocredit Forderkreis Baden-Württemberg e.V.	14,9%	848,197
Oikocredit Westdeutscher Forderkreis e.V.	14,2%	804,827
Oikocredit Nederland Fonds	12,2%	694,459

The Cooperative is being led by the Managing Board which consists of six members. Mr. Thos Gieskes is chair of the Managing Board (also referred to as the Managing Director). 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), Laura Pool (Director of Finance and Risk) and Patrick Stutvoet (Director of IT & Operations).

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)	2019	2018	2017	Interim	Comparative interim from same period.
Total Income	97,034	82.048	82,416	N/A	N/A
*Operating profit/loss or another similar measure of financial performance used by the issuer in the financial statements	10,483	563	(16,742)	N/A	N/A
*Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	14,274	1,270	18,439	N/A	N/A
#Year on year revenue growth	18.3%	(0.4%)	3.5%	N/A	N/A
#Net profit margin	14.7%	1.6%	22.4%	N/A	N/A

Balance sheet for non-financial entities (equity securities)	2019	2018	2017	Interim	Comparative interim from same period.
Total Assets	1,310,359	1,292,943	1,220,045	N/A	N/A
*Total Equity	1,217,520	1,181,513	1,125,243	N/A	N/A
#Net financial debt (long term debt plus short term debt minus cash)	92,839	111,430	94,802	N/A	N/A

Cash flow statement for non-financial entities (equity securities)	2019	2018	2017	Interim	Comparative interim from same period.
*Relevant net Cash flows from operating activities and/or cash flows from investing activities and/or cash from financing activities.	520	(9,997)	23,877	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, and/or the ability to redeem the Shares.

Financial Risks

- The Cooperative may not receive back the outstanding amounts, as well as other obligations (e.g. interest payments, fees), from a Partner (i.e. an organisation to which the Cooperative has extended a loan or equity investment) due to the Partner's financial position. This can negatively affect the financial results, particularly when the provisions for loans are not sufficient to cover for the expected financial losses in the portfolio.
- 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 had impairments representing 21% (€ 31 million) of equity investments. Higher impairments or even write offs can lead to lower the financial results.
- 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, and the Shares do not have a lock-up period; 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 the less liquid currencies may not be always available and consequently the Cooperative has to leave the exposures in these 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 can 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 banks and Financial Institutions (not being Partners) ("counterparties") and a negative development in the creditworthiness of, or the risk of even default on their contractual obligations by the Cooperative's bank counterparties could result in financial losses. 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 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. Although the total impact of Covid-19 is not known at this stage, the Cooperative expects these consequences as 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.

Non-Financial Risks

- 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 chance 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 there is still a chance of mistakes in the process of creating them. This 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 a failure to comply with laws/regulations, internal rules/policies, and the Cooperative's international business practices. Because of the spread of the Cooperative's activities across almost 20 countries, of which 15 in emerging markets, the Cooperative needs to evaluate and adjust its business processes continuously. It implements the minimum requirements of these laws and regulations into internal policies that meet or exceed these requirements. Some of the changes in regulation may be unexpected and therefore difficult to comply with immediately. 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 Members, Partners or counterparties. Typically, reputational risk arises from the failure to manage operational or compliance risk or from the failure to meet the standards and expectations of investors concerning the social impact that the Cooperative achieves. Damage to the Cooperative's reputation can seriously affect future capital inflow or might impel Members to cease their membership and/or to make a redemption request and thus can also affect the ability to finance new activities. Partners or counterparties could also be less willing to cooperate with the Cooperative in case of a negative perception due to the failure to manage operational or compliance risk or due to a general negative perception of social impact investing caused by competitors of the Cooperative.

Strategic Risks

- The Cooperative may fail to offer the right products in the right markets which would lead to loss of business opportunities and therefore 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. This can result in a decline in market share, competitive position and therefore negatively affect the financial results of the Cooperative.

- 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. As a result of the Cooperative being organized as a type of legal entity that is peculiar to the Netherlands and the fact that it operates in multiple jurisdictions, the regulatory risks are generally high and lead to increased cost levels and a reduction of efficiency and total financial performance.

1.3 Key information on the Shares

1.3.1 What are the main features of the securities?

The Cooperative issues Shares in the capital of the Cooperative. The ISIN number of the Shares is NL0015026469. During the validity 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 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. Provided at least one Share is held, fractions of Shares may also be purchased.

Shares are offered and 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 of the Cooperative, the Managing Board, following the prior approval of the Supervisory Board, can decide to issue Shares in currencies other than aforementioned currencies.

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, if any. All Shares entitle the holder to a dividend proportional to the Nominal Value of the Shares.

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. Participants in the General Meeting, having considered the recommendations by the Managing Board, decide how those net profits are allocated. The distribution of dividends is calculated as follows: 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 the Shares to non-Members.

1.3.2 Where will the securities be traded?

The Shares are not listed or and will not be subject to an application for admission to trading on a regulated market or for trading on an multilateral trading facility.

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

- Dividend 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 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 further elaboration thereof in the Member Share Issuance and Redemption Policy. According to article 13 of the Articles of Association redemption of Shares 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. The value of the Shares a particular Member has requested for redemption could reduce in the time waiting for redemption (in case of delay in redemption).
- Risk of delay in redemption. . Article 13 of the Articles of Association states that 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 Share into cash. Members largely depend on the possibility to redeem their Shares, since there is no 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 that time waiting for redemption. In June 2018 the General Meeting of the Cooperative approved the proposal of the Managing Board to take out the five-year redemption period. This amendment implies that, in principle, any redemption request might be delayed indefinitely by the Cooperative. The approved amendment is included by the integration of 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. Up to the date of this Prospectus, none of the conditions of the transition clause are met. During the validity of this Prospectus, Shares are continuously issued at the discretion of the Managing Board. The Managing Board of the Cooperative has the authority to stop and reopen the issuance and redemption of Shares at its discretion in accordance with the Cooperative's Articles of Association and the further elaboration thereof in the Member Share Issuance and Redemption Policy. The Member Share Issuance and Redemption Policy is a further elaboration of the Articles of Association in relation to the issuance and redemption of Shares. The policy outlines the circumstances under which redemptions or the issuance of Shares may be suspended by the Managing Board.

1.4 **Key information on the admission**

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 set up in the Articles of Association of the Cooperative. Support Associations, including OISF, provide for the possibility to participate indirectly (and locally) in the Cooperative. There is no timetable of the offer as the Shares are (in principle) being offered continuously. The Cooperative does not make use of placing agencies and/or any other persons than the Cooperative itself for the offering of Shares. The Cooperative offers the Shares in the relevant countries on the basis of this Prospectus and its European passports. The Cooperative works closely with 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. 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. The Cooperative also works with National Support Offices. These offices raise awareness of the Cooperative, build strategic partnerships, and liaise with Support Associations.

All Shares are 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. There is no dilutive effect insofar new Members will receive 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 € 6.7 million for 2019. The direct costs of issuing Shares are not separately charged to Members. The ISIN number of the Shares is NL0015026469.

1.4.2 Why is this prospectus being produced?

By (in principle) continuously issuing Shares to its 555 Cooperative Members (as at 31 December 2019), 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 and continue with these business operations. The Cooperative continues providing loans in the 33 so-called growth countries in Africa, Asia, and Latin America and the Caribbean. The majority of the mobilised capital (85%) 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. A minority of the mobilised capital (15%) 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 the validity of this Prospectus in June 2021, the Cooperative will publish on its [website](#) the total amount of Shares that are issued during the validity of this Prospectus. The expected estimation of the net proceeds amounts to € 66.3 million. The actual net proceeds can deviate from the 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 its group companies are Partners of the Cooperative. For the remainder there are no conflicts of interests.

1

RISK FACTORS

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 the 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 the outstanding amounts, as well as other obligations (e.g. interest payments, fees), from a Partner (i.e. an organisation to which the Cooperative has extended a loan or equity investment) due to the Partner's financial position.

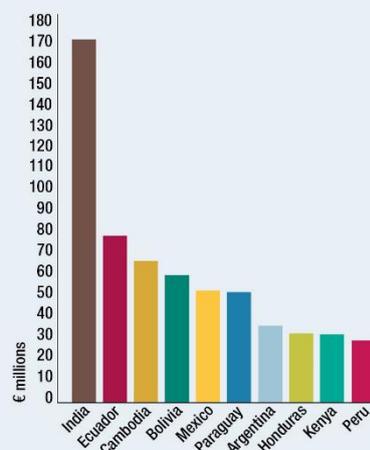
Most of the Cooperative's counterparties are Partners. The Cooperative provides Partner Funding. Therefore, the risk that a Partner defaults on a loan is credit risk. For all other counterparties, such as banks or Financial Institutions that provide financial services to the Cooperative, the risk of 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 banks and Financial Institutions (not being Partners) ("counterparties") and a negative development in the creditworthiness of, or the risk of even default on their contractual obligations by the Cooperative's bank counterparties can result in financial losses.*").

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, risks of 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 the Partners. The top 10 of countries with the highest capital outstanding as at 31 December 2019 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 that occur within a certain sector (for example, natural disasters within the agricultural sector) can have a negative impact

10 countries with highest capital outstanding
As at 31 December 2019



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 2019, development financing outstanding represents 81% of total assets. Of this 86% consists of loans (€ 916 million). The Cooperative had loan loss provisions representing 7% (€ 62 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 owning equity stakes 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 participation can also generate a long term loss due to the deterioration of the Partner's financial and business conditions.

Equity investments 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 2019, development financing outstanding represents 81% of total assets. Of this 14% consists of equity (€ 149 million). The Cooperative had impairments representing 21% (€ 31 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 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 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, and the Shares do not have a lock-up period; 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 2019, the Cooperative had a 17.9% 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 "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, as the Cooperative's available Member capital is predominantly denominated in euro while 47% of the amounts outstanding in development financing were denominated in US dollars and 48% in local currencies, with 5% in euro, as at 31 December 2019.

As per year end 2019, 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 FX risk. However, hedges in the less liquid currencies may not be always available and consequently the Cooperative has to leave the exposures in these 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 Cooperative has significant positions with banks and Financial Institutions (not being Partners) ("counterparties") and a negative development in the creditworthiness of, or the risk of even default on their contractual obligations by the Cooperative's bank counterparties can result in financial losses.*").

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 can 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 makes 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 banks and Financial Institutions (not being Partners) ("counterparties") and a negative development in the creditworthiness of, or the risk of even default on their contractual obligations by the Cooperative's bank counterparties can result in financial losses.

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 these counterparties can be up to 10% of the balance sheet 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 and to address concerns. Although the total impact of Covid-19 is not known at this stage, the expected consequences are reduction of net income due to limited growth of the portfolio, increase of risks and credit losses in the portfolio, increase of losses (impairments) on equity investments, decrease net inflow of capital and reduction of liquidity buffers. The Cooperative posts ongoing updates at www.oikocredit.coop/covid-19.

Covid-19 is expected to have a negative effect on the Partner's financial position and therefore increases credit risk of Partners (please be referred to the risk factor "*The Cooperative may not receive back the outstanding amounts, as well as other obligations (e.g. interest payments, fees), from a Partner (i.e. an organisation to which the Cooperative has extended a loan or equity investment) due to the Partner's financial position.*"). 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 expects a significant number of Partners to either require additional funding or to delay their repayments to it.

Covid-19 is also expected to have a negative effect on the business activities of Partners in which the Cooperative is holding an equity stake and therefore increases 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.*").

The aforementioned difficulties in operations, increases in defaults of their own clients, problems with decreased production and logistical problems also apply to Partners in which the Cooperative is holding an equity stake. Some of these Partners have sufficient financial buffers to absorb negative effects of the Covid-19 pandemic, but the Cooperative expects a significant number of Partners to either require additional funding 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.*"). Partners may require more financial support from the Cooperative, or may struggle to repay the Cooperative on time and the Cooperative may experience lower inflow of financing from investors. The Cooperative may also receive more requests for redemption of Shares than for the issuance of Shares, which would 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 and through the end of April 2020 only a small portion of investors have decided to file a request for redeeming their investments.

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.*").

Since the start of the Covid-19 pandemic, Oikocredit has been able to continue with all its important business processes while most of the 20 locations worldwide are in lockdown. Amongst its employees, there are no known cases of Covid-19. 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 when 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 little 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 have a significant impact on the profitability of the Cooperative and therefore the Net Asset Value. There may also be a significant impact on the ability to issue Shares on an ongoing basis.

1.1.2 Non-financial risks

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 chance 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 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 there is still a chance of mistakes in the process of creating them. Also regulations and legal systems in Partner countries are less stable and predictable compared to the legal systems in Europe. This makes it inherently difficult to ensure that contracts can be created that will remain stable in terms of the Cooperative's ability to enforce them for the entirety of their duration.

The complexity of this overall 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. Only minor incidents with internal fraud have occurred historically and during 2019 one larger external cybercrime incident occurred. The Cooperative has updated its procedures and processes 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 reports to management on incidents and most incidents relate to human error and internal processes. The Cooperative aims to have sufficient processes and controls in place to reduce the likelihood of the significant events described above, but it cannot avoid these events completely.

Such significant events 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. 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 a failure to comply with laws/regulations, internal rules/policies, and the Cooperative's international business practices.

Because of the spread of the Cooperative's activities across almost 20 countries, of which 15 in emerging markets, the Cooperative needs to evaluate and adjust its business processes continuously. It implements the minimum requirements of these laws and regulations into internal policies that meet or exceed these requirements. Some of the changes in regulation may be unexpected and therefore difficult to comply with immediately. The Cooperative has processes and controls in place to mitigate the chances that these failures occur. However, it cannot be ruled out that these events take place because of the complexity of the organisation (operating in many jurisdictions with changing regulations).

A particularly important but complex area is the screening of Partners according to Know Your Customer regulation, which includes a screening for Anti Money Laundering. The Cooperative applies the Dutch Anti-Money Laundering and Anti-Terrorism Law (WWFT) for screening its Partners, however, in some countries where the Cooperative operates, the regulations against Anti Money Laundering are less strict and therefore more difficult for the Cooperative to obtain documentation that meets Dutch formalities. 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. 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 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 Members, Partners or counterparties.

Typically, reputational risk arises from the failure to manage operational or compliance risk (please be referred above) or from the failure to meet the standards and expectations of its Members and Partners concerning the social impact that the Cooperative achieves.

The social impact that the Cooperative aims to achieve is difficult to measure and there are no global standards for its measurement. We publish the parameters of and policies on how we achieve impact, however, it cannot be avoided that certain 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. However it cannot be avoided that certain Partners or countries and market circumstances may give rise to negative perceptions. An example of such a debate and negative perception is the newspaper coverage in 2019 about the market circumstances in the micro finance sector in Cambodia in 2019, raising doubt as to whether the Cooperative's MFI Partners have treated their customers, the microborrowers, fairly.

As the Cooperative is dependent on its Members for (new) Share capital (inflow), damage to the Cooperative's reputation can seriously affect future capital inflow or might impel Members to cease their membership and/or to make a redemption request and thus can also affect the ability to finance new activities.

Partners or counterparties could also be less willing to cooperate with the Cooperative in case of a negative perception due to the failure to manage operational or compliance risk or due to a general negative perception of social impact investing caused by competitors of the Cooperative.

1.1.3 Strategic risks

The Cooperative may fail to offer the right products in the right markets which would lead to loss of business opportunities and therefore 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.

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 is offering have been less and less unique due to the increased competition in the area of "impact investing" or "sustainable financing". There is pressure on the pricing of the products (outflow) and 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. The business model risk consequently can result in a decline in market share, competitive position and therefore negatively affect 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 or incurs significant losses and when it is not able to reduce its costs on a pro-rata basis.

During the 2017 strategy update the Cooperative assessed its operating model and concluded that, on the basis of a benchmarking analysis, the organisation's operating costs needed to be reduced drastically. This exercise led to the following decisions:

- 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 significantly reduced its costs to a target level of approximately 2.4% 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 is reduced, 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 the asset base is growing again). Since the Cooperative has entered into 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 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, also 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, the 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 legal form of the Cooperative, which is peculiar to the Netherlands, can make it difficult to assess whether laws and regulations in another country where the Cooperative operates apply to it. The features of a Dutch cooperative legal form may not always be known in other jurisdictions. The Cooperative is not in a position to fully anticipate the views of foreign regulators and often needs to depend on the view of local legal experts. A different interpretation of laws and regulations or a

misinterpretation of the legal form of the Cooperative by supervisory authorities can 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 respective foreign supervisor the Cooperative qualifies as a credit institution, can be too burdensome to adjust to because of the Cooperative's relatively limited size and scale. This might lead to the obligation for the Cooperative to stop its lending activities in that specific jurisdiction. Also, this can make it impossible for the Cooperative to continue raising capital in such jurisdiction. This can affect the Cooperative's ability to fulfil its mission and can also affect the Cooperative's reputation (please be referred to the risk factor "*The Cooperative's market position can deteriorate due to a negative perception by its investors, Partners, counterparties, regulatory authorities or society as a whole.*").

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 Cooperative being organized as a type of legal entity that is peculiar to the Netherlands 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 or incurs significant losses and when 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

Dividend can vary and is not certain.

The key risks specific to the Cooperative as issuer (as described in section 1.1) and its business activities (as described in section 3) 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 Share Issuance and Redemption Policy applies to issuing 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 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. 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. Article 13 of the Articles of Association states that:

- 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 the Share(s) shall not exceed the sum corresponding to the Net Asset Value of the Share(s) according to that balance sheet.

The Cooperative will also take into account the Member Share Issuance and Redemption policy, which is beginning to apply in Q3 2020. This policy further elaborates the Articles of Association in relation to the issuance and redemption of Shares. Pursuant to this policy the Managing Board may decide to postpone redemptions for a period of 5 years, however, it will only decide to defer these redemptions when it is in the interest of all Members. Possible circumstances for a deferral are (among others) technical issues, insufficient cash and other liquid assets, net asset value that is below the Nominal Value or a lower 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 its Members. After a potential deferral, the Cooperative will create a plan to resume redemptions and depending on the circumstances and reason for the deferral may apply this plan for a period of maximum 5 years.

According to article 13 of the Articles of Association redemption of Shares 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. The value of the Shares a particular Member has requested for redemption could reduce in the time waiting for redemption..

Risk of delay in redemption.

The aforementioned article 13 of the Articles of Association states that 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 Share 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 that time waiting for redemption (please be also referred to the risk factor "*Risk that redemption of Shares will be at a net asset value below the Nominal Value.*").

In June 2018 the General Meeting of the Cooperative approved the proposal of the Managing Board to take out the five-year redemption period of articles 13.1 and 13.2 of the Articles of Association of the Cooperative. This amendment implies that, in principle, any redemption request might be delayed indefinitely by the Cooperative. The approved amendment is included by the integration of 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. In summary, the transition clause states that when the conditions as mentioned below are met, the changes to article 13 of the Articles of Association will become effective. Until such time these amendments are put in place, redemption requests can be delayed, but only for a maximum period of five years. Up to the date of this Prospectus, none of the conditions are met.

In accordance with the transition clause in the Articles of Association of the Cooperative the changes will only become effective if the following conditions are met:

1. there is a Managing Board resolution to effect this change (which is subject to certain trigger events listed in the Articles of Association and which must also include the intended date of execution of the deed referred to under 3); and
2. approval by the Supervisory Board of the resolution referred to under 1); and
3. the execution of a notarial deed recording the fulfilment of the conditions precedent referred to under 1) and 2). Article 13 will be effective upon execution of the deed.

The Managing Board of the Cooperative issues and redeems Shares at its discretion following the Cooperative's Articles of Association. The Member Share Issuance and Redemption policy is a further elaboration of the Articles of Association in relation to the issuance and redemption of Shares. The policy outlines the circumstances under which redemptions or the issuance of Shares may be suspended or resumed by the Managing Board (please be also referred to the risk factor "*Risk that redemption of Shares will be at a net asset value below the Nominal Value.*").

2

THE COOPERATIVE

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

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. 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. 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.

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.

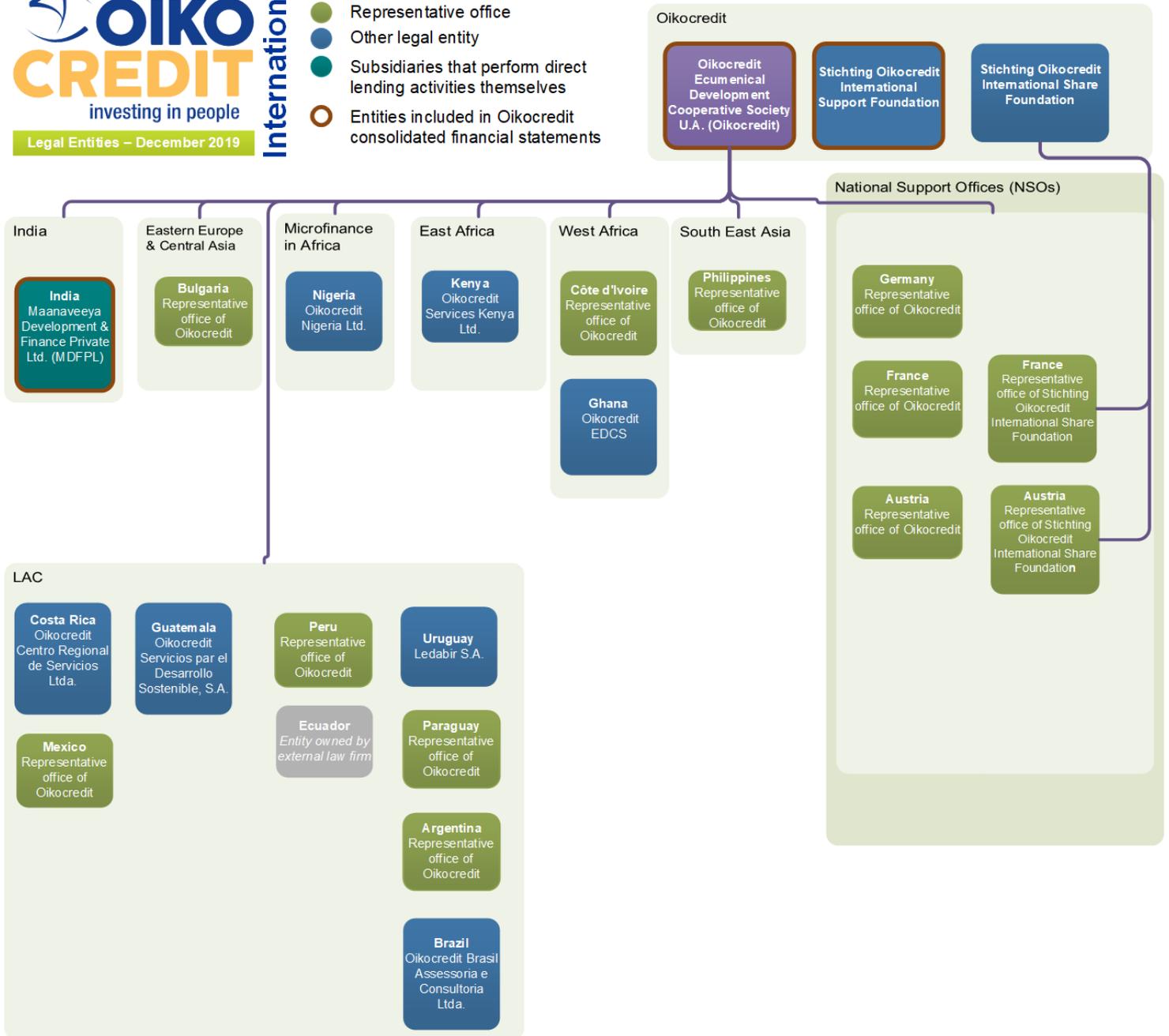
In the following countries the Cooperative has offices which may have differing legal statuses depending on the laws of the country concerned. The Cooperative has its central office in Amersfoort, the Netherlands, and has regional offices in the following locations: Hyderabad, India; Lima, Peru; Manila,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

The offices in Brazil, Costa Rica, Ecuador, 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 to be considered as branch offices.

The Cooperative has National Support Offices in Austria, France and Germany that carry out or support efforts to attract investors and members in those countries.

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, 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 international development assistance; 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) the provision of financial services 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 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 it does not qualify as a collective investment undertaking as defined by 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

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) 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 supporting 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 fair financial return as well as a social and environmental 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 growth as from 1993 every five years:

Year	Member Capital (€ million)
1993	€ 50
1998	€ 100
2004	€ 200
2009	€ 400
2011	€ 500
2016	€ 900
2018	€ 1,100
2019	€ 1,130

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 need and opportunity are 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. 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 the largest part (around 73% at 31 December 2019) of the Cooperative's Share capital.

In total, as at 31 December 2019 the Cooperative had approximately 59,000 investors (including the indirect investors via 25 Support Associations and its direct Members). The group of investors consists of 53,000 individuals and 6,000 church parishes, congregations and other organisations).

3.3.2 National Support Offices

The Cooperative has representations in Austria, France and Germany called "National Support Offices". These offices raise awareness of the Cooperative, 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 being Stichting Oikocredit International Share Foundation.

3.4 What are the Cooperative's principal activities?

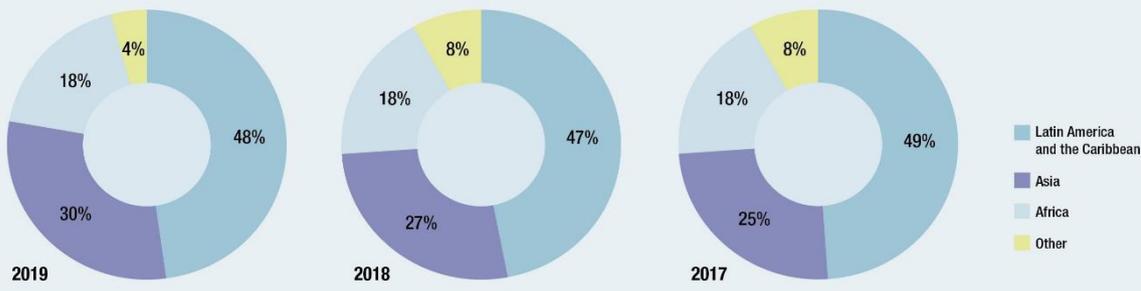
The Cooperative's goal is to promote sustainable development by providing loans, equity investments and capacity building support to Partners. These Partners are active in the financial inclusion, agriculture and renewable energy sectors in developing countries. The Cooperative seeks to work closely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

3.4.1 Financing and funding of Partners

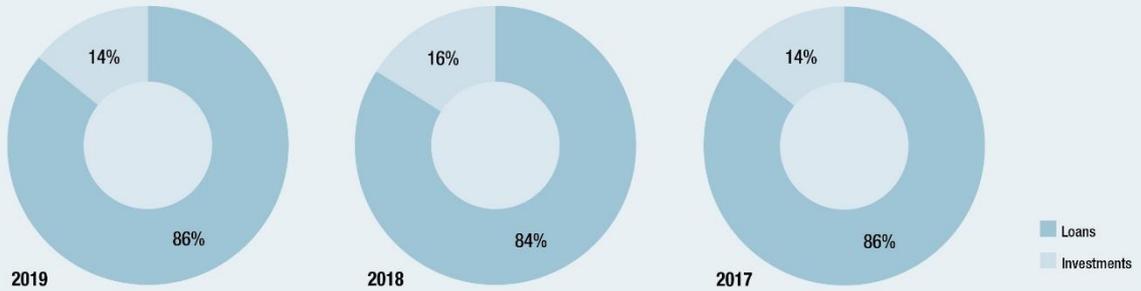
The funding of Partners by the Cooperative mainly takes the form of loans with an average loan repayment period of around four years. The remainder of the funding is invested in the form of equity, which made up 14% of the development financing portfolio at end 2019. The goal is to have an equity portfolio of approximately 15% of the total development financing portfolio.

The active Partner portfolio of the Cooperative (consisting of approved and disbursed funding) amounted to 674 Partners in 65 countries for a total of approximately € 1.3 billion at 31 December 2019 (€ 1.2 billion at 31 December 2018 and € 1.2 billion at 31 December 2017), of which approximately € 1.1 billion was outstanding as at 31 December 2019 (€ 1.0 billion at 31 December 2018 and € 1.0 billion at 31 December 2017). The outstanding development financing per region at 31 December 2019, 31 December 2018 and 31 December 2017 is shown in the following charts.

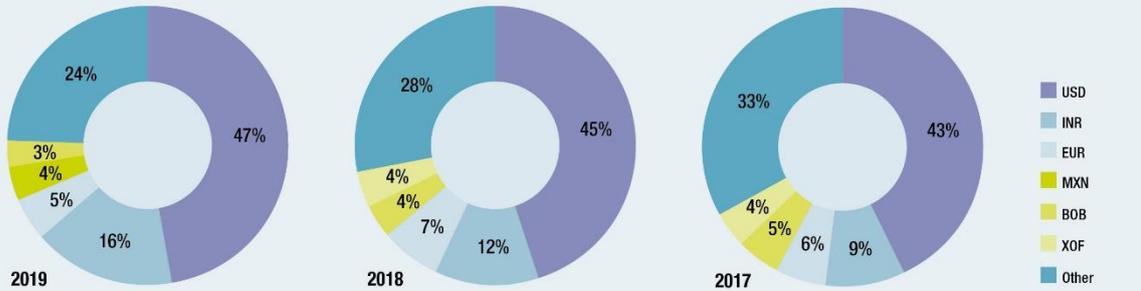
Development financing outstanding by region as at 31 December



Development financing outstanding by type of financing (loans and equity investments) as at 31 December



Development financing outstanding by type of currency as at 31 December



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 2019 (€ 1.6 million in 2018, € 1.4 million in 2017). Equity investments are typically between € 2 million and € 10 million, for a 10% to 35% significant minority stake and usually an entitlement to a board seat.

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 offered 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 existing governmental, economic and political problems which could result in non-payment due to a currency crisis, political measures taken to prevent payment to institutions situated outside their country, or a deteriorating internal economic situation. Please be referred to section 1 "Risk Factors".

3.4.2 *Income from development financing*

The Cooperative receives income from interest paid on loans as well as from 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	2019	2018	2017
Interest on development financing loan portfolio (minus hedge premiums and provisions)	€ 56.9 million	€ 55.7 million	€ 69.2 million
Result from sale of equity investments	€ 6.1 million	- € 0.5 million	€ 4.4 million
Dividends	€ 2.1 million	€ 2.2 million	€ 2.5 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 2019 the Cooperative Group provided € 0.7 million in capacity building to 75 current and potential Partners (2018: € 0.9 million for 143 organisations; 2017: € 845,500 for 100 organisations).

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

3.5.1 *Introduction*

The Cooperative operation is structured to manage the primary processes of attracting capital in order to offer Partner Funding by loans and equity investment 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, Management 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 Credit Committee (and if necessary the Supervisory Board) and before any payments will be made, the legal department of the Cooperative, with advice from local lawyers, (i) drafts loan agreements in accordance with the local law, (ii) establish collateral documentation, if any, and (iii) prepare 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 internal Analysis Credit Committee (low/medium credit risk and less than €3 million)	Legal 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	
			Management Board Credit Committee (medium/high credit risk and less than €10 million)				Operations (screening payment request)
			Oikocredit Investment Committee (equity investments) subject to advice from the legal department				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 in case restructuring efforts have been unsuccessful. If applicable and considered necessary, the Cooperative will take steps to recover a defaulting loan through the sale of the 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**"). 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 2019, 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, grew by 3.8% to € 826.3 million (2018: € 796.2 million, 2017: € 814.7 million), with 463 partners (2018: 466, 2017: 512). Approvals were € 343.9 million (2018: € 310.3 million, 2017: € 293.8 million) and disbursements € 312.5 million (2018: € 339.0 million, 2017: € 283.0 million). Financial inclusion’s proportion of the Cooperative’s total development financing increased slightly 77.6% (2018: 76.1%, 2017: 76.9%). 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 for 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 2019 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 2019 agriculture loans and investments rose by 2.1% to € 172.3 million (2018: from € 168.8 million, 2017: € 147.4 million), with 165 partners (2018: 167, 2017: 184). Agriculture's share of loans and investments was 16.2% (2018 16.1%, 2017: 15.0%). Approvals were € 53.4 million (2018: € 79.8 million, 2017: € 54.6 million), and disbursements down by 7.2% to € 83.2 million (2018: € 89.7 million, 2017: € 76.5 million), in line with the Cooperative's decision to consolidate 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

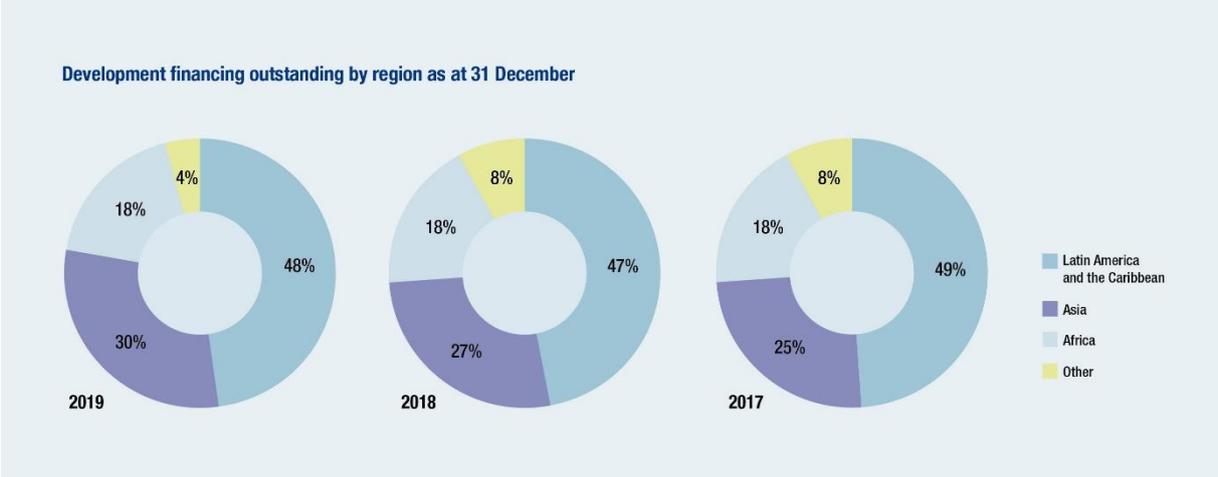
It invests in small and medium-sized renewable energy projects. The Cooperative chooses the projects for their social impact and the benefit the Cooperative can bring.

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 2019 the renewable energy portfolio grew by 7.6% to € 52.1 million (2018: € 48.4 million, 2017: € 49.1 million), to a total of 22 partners (2018: 18, 2017: 24). Approvals were € 13.2 million (2018: € 9.6 million, 2017: € 24.2 million) and disbursements € 8.6 million (2018: € 6.8 million, 2017: € 17.7 million). Renewable energy's portfolio share rose to 4.9% (2018: 4.6%, 2017: 5.0%). 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 65 countries in 2019 (2018: 69, 2017: 71). 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 2019, 2018 and 2017 were as follows:

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%

Countries invested in (> 4% of total outstanding)	2017
India	10%
Bolivia	7%
Cambodia	6%
Ecuador	6%
Paraguay	5%

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 Updated strategy

In response to the challenges of a rapidly and continuously changing environment, the Cooperative updated its 2016–2020 strategy in 2018. The updated strategy 2018-2022 was necessary in order to stay relevant to the people the Cooperative serves and to ensure that the organisation is performing at the highest level.

3.7.2 Implementation of the updated strategy

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 2019 the Cooperative funded 674 organisations through its development financing portfolio of € 1,064.6 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.

This past year the Cooperative continued to devote time and resources to implementing its updated strategy, adjusting to present and potential future challenges in a period of rapid external change. The Cooperative made good headway in addressing these tasks while maintaining investor confidence and growing both its member capital and the financing it provides for Partners. The year went according to plan as the Cooperative improved its margins on new loans and improved overall profitability.

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.

Further challenges arose from political uncertainty and unrest in several Latin American countries. At the same time, issues in the agriculture sector globally (such as climate change and price risk in the value chain) led the Cooperative to restructure funding for a few larger agriculture partners. External factors like these require careful risk monitoring, and in general its overall portfolio has proved stable.

The Cooperative has worked closely with its 25 support associations to improve processes and investor communication. The number of investors grew by around 2,000 and the Cooperative achieved a net inflow of funds available for investing of € 38.4 million.

The Cooperative started to roll out its updated 2018-2022 strategy in 2018 by sharpening its strategic focus and reducing complexity in its organisation, and it continued its work in 2019. 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.

The Cooperative is also building a culture of continuous improvement and investing in its systems and in the skills of its people. It has continued to implement the Lean Six Sigma streamlining and learning programme to further identify opportunities for increased efficiency, predictability and quality. The Cooperative aims to offer added value to Partners in terms of product types and conditions, without unnecessary delays and at a competitive price.

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 competitor 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 patient 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 regulation 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 Cooperative 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 of course 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.

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 – for its own account as well as for third parties – in The Currency Exchange Fund N.V. ("TCX"). The Cooperative has taken steps to transfer the stakes to those third parties in 2020. 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 2019, the Cooperative held 27 shares of the shares in TCX. This represents a value of approximately € 13.1 million (fair value) (€ 7.1 million in 2018 and € 5.9 million in 2017). 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 regards to the interest as compared to prior year. Interest income totalled € 2.3 million in 2019 (€ 2.5 million in 2018 and € 2.5 million in 2017). The revaluations amounted to € 3.2 million in 2019 (€ -3.5 million in 2018 and € -0.9 million in 2017).

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, removes the riskiest bonds from the universe;
- fundamental filter, removes names which have a negative credit review;

responsible investment filter, removes names and sectors which do not comply with the AXA ESG risk criteria 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 2019, the Cooperative held 211,291.7198 shares in ASN-Novib. This represents a value of approximately € 11.3 million (2018: € 11.3 million 2017: € 11.3 million).

As at 31 December 2019, the Cooperative held 10,645 shares in GLS. This represents a value of approximately € 9.5 million (2018: € 9.5 million 2017: € 9.5 million).

4

SHARES

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

4 SHARES

4.1 What are the characteristics of the Shares?

As from 3 June 2020 and during the validity of this Prospectus, Shares are in principle continuously issued at the discretion of the Managing Board. The Managing Board of the Cooperative has the authority to stop and reopen the issuance and redemption of Shares at its discretion in accordance with the Cooperative's 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. Provided at least one Share is held, fractions of Shares may also be purchased.

The Shares are in book entry 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 of the Cooperative, 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, if any.

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 of the Cooperative. 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

a. Rights attached to the Shares

Dividend and other shareholders' rights date from the moment the Shares are issued. All Shares entitle the holder to a dividend proportional to the Nominal Value of the Shares. Participants in the General Meeting, having considered the recommendations by the Managing Board, decide how the net profits are allocated. Dividend is paid either by allotting additional fractions of Shares or in cash.

b. 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 with 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 is calculated as follows:

- 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.
- 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.

This 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 on "Allocation of Net Profit" and on "Dividends - Period of Prescription" in the Articles of Association).

Dividend proposal 2019

For 2019 the Managing Board proposed a dividend of zero percent (0%). It is up to the General Meeting of the Cooperative in June 2020 to adopt the proposal of the Managing Board.

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.

Dividend 2017

The total dividend for 2017 amounted to € 9.6 million. The dividend per share for 2017 amounted to: 1/12th of 1% for every full calendar month of 2017 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 78 in the Cooperative's consolidated financial statements 2017 as incorporated by reference.

5

ISSUANCE OF SHARES

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

5.1 Why are the Shares being offered?

By (in principle) continuously issuing Shares to its 555 Cooperative Members (as at 31 December 2019), 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 (about 85%) 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 will be based in 33 so-called growth countries in Africa, Asia, and Latin America and the Caribbean, and they will operate in the financial inclusion, agriculture or renewable energy sector. A minority (about 15%) 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. To take into account the uncertainty posed by the Covid-19 pandemic and its economic consequences, the Cooperative will place a greater focus on existing Partners, both borrowers and equity investees. The Cooperative expects that some of these Partners will not have sufficient buffers to meet the impact of the crisis, and will request payment holidays while they work to recover their liquidity. The Cooperative therefore expects that some of the proceeds will fund the liquidity to allow some Partners to restructure their obligations to the Cooperative.

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 set up in the Articles of Association of the Cooperative. 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. Additionally 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. 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.

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*) for the Cooperative.

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

During the validity of this Prospectus, the Shares are in principle continuously offered to Members and organisations eligible to be Members. The Managing Board of the Cooperative issues Shares at its discretion in accordance with the Cooperative's Articles of Association and the Member Share Issuance and Redemption Policy (please be referred to section 5.4).

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 validity of this Prospectus will be published on the [website](#) of the Cooperative.

Each new Member 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".

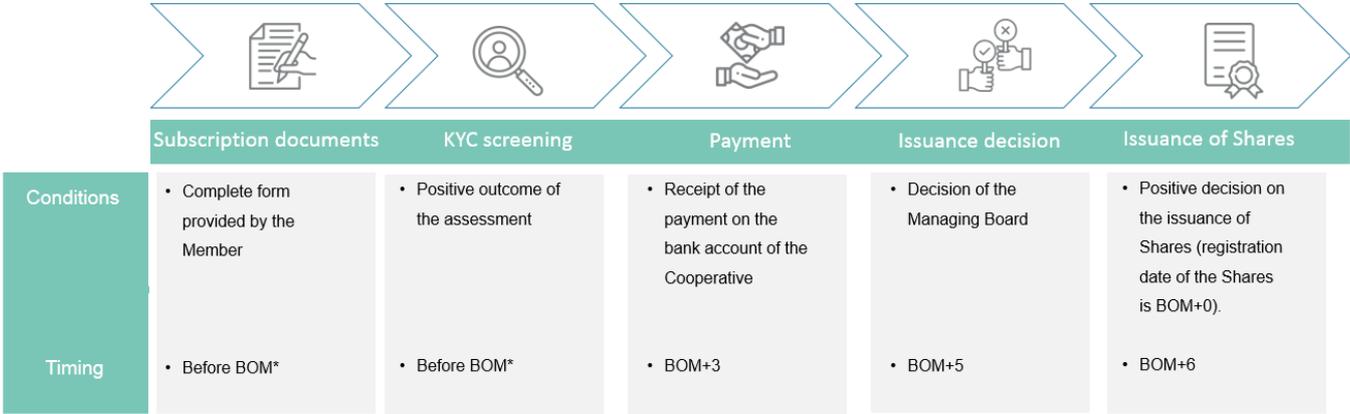
5.4 What does the Member Share Issuance and Redemption Policy imply?

The Member Share Issuance and Redemption Policy (the "**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 issuing and redemption of Shares. The purpose of the 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 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, without affecting the eligibility to become a Member, or a Member's right to request issuance or redemption of its Shares.

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)

Eligible organisations who wish to become a Member of the Cooperative 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. 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. 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 of the Cooperative issues Shares at its discretion in accordance with the Cooperative's Articles of Association and the Policy.

The Managing Board has the discretion to suspend the issuance 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 issuance requests will be rolled forward for up to three months. During those months, no refund of the amounts concerned will take place. If the Cooperative does not resume the issuance of Shares within three months after the Batch Month, the issue requests that have been rolled forward will be cancelled and treated as if never made at all. If any Member has transferred funds to the Cooperative toward subscription for Shares, the Cooperative shall refund the amount to the Member. 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. There is no dilutive effect insofar new Members will receive 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 validity 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 the validity of this Prospectus in June 2021, the Cooperative will publish on its [website](#) the total amount of Shares that are issued during the validity of this Prospectus.

Accordingly, it is difficult to estimate the net amount of the proceeds of the Share issuance. In the last three years, the net increase through the issuance of Shares amounted to:

- 1 June 2019 – 31 May 2020: approximately € 80.6 million
- 1 June 2018 – 31 May 2019: € 36.4 million
- 1 June 2017 – 31 May 2018: € 85.5 million

Based on the foregoing years, we expect the net amount of the proceeds of the Share issuance during the validity of this Prospectus to amount € 66.3 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 validity of this Prospectus of € 66.3 million will be used to fund loans (around 85%) and equity investments (around 15%) in 33 so-called growth countries, in the financial inclusion, agriculture, and renewable energy sectors (please be also referred to section 5.1).

5.8.2 Costs involved

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, including costs associated with producing the present Prospectus, amounting to approximately € 5.4 million for 2020. This amount includes Share administration costs within the Cooperative's International Office. The one-off costs associated with producing the present Prospectus are budgeted at € 111,000. 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

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. How 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 proposal of the Managing Board to take out the five-year redemption period of articles 13.1 and 13.2 of the Articles of Association of the Cooperative. This amendment implies that, in principle, any redemption request might be delayed indefinitely by the Cooperative. The approved amendment is included by the integration of 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. In summary, the transition clause states that when the conditions as mentioned below are met, the changes to article 13 of the Articles of Association will become effective. Until such time these amendments are put in place, redemption requests can be delayed, but only for a maximum period of five years. Up to the date of this Prospectus, none of the conditions are met.

In accordance with the transition clause in the Articles of Association of the Cooperative the changes will only become effective if the following conditions are met:

1. a Managing Board resolution to this change (there is a Managing Board resolution to effect this change (which is subject to certain trigger events listed in the Articles of Association and which must also include the intended date of execution of the deed referred to under 3); and
2. approval by the Supervisory Board of the resolution referred to under 1); and
3. the execution of a notarial deed recording the fulfilment of the conditions precedent referred to under 1) and 2). Article 13 will be effective upon execution of the deed.

The Managing Board of the Cooperative issues and redeems Shares at its discretion in accordance with the Cooperative's Articles of Association and the Policy (please be referred to section 5.4).

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

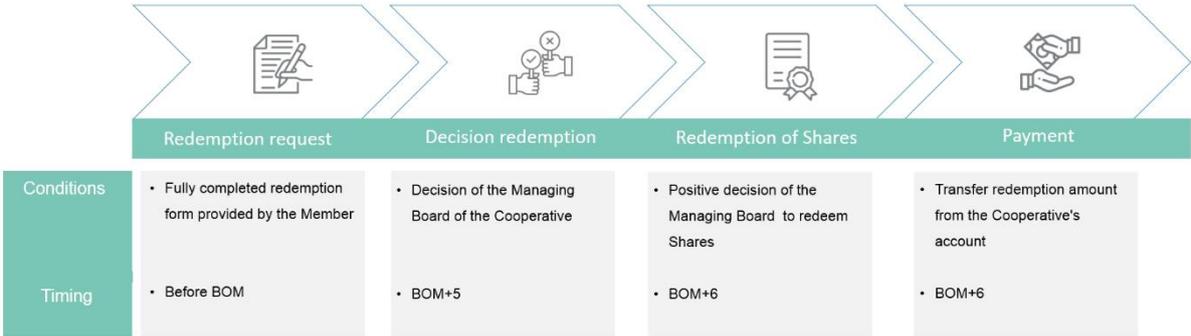
The Cooperative calculates the Net Asset Value per Share as:

$$\text{Net Asset Value per Share} = \frac{\text{Total Net Asset Value}}{\text{Number of Shares issued}}$$

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 2019 (as mentioned on page 55 of these statements) and amounts to € 1.2 billion divided by the number of Shares issued. As at 31 December 2019, the Net Asset Value per Share amounts to € 214.41. Changes in the offering price (if any) will be disclosed in an amendment to this Prospectus.

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)

A request for redemption of Shares may be submitted at any time. A redemption form can be found on the website of the Cooperative (www.oikocredit.coop).

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, an 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 to the Members (the registration date of the redemption is BOM+0). 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 of the Cooperative redeems Shares at its discretion in accordance with the Cooperative's Articles of Association and the Policy. The Managing Board has the discretion to suspend the redemption 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 rolled forward redemption requests shall be honoured within the 5-year period counted as of the last day of the Batch Month to which it pertains.

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 the Shares to non-Members.

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 intention to have the Shares admitted to trading or distributed on a regulated market.

7

GOVERNANCE OF THE COOPERATIVE

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

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;
- the appointment of (i) 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 their 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 2:63 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 will no longer appoint (but instead has a right to object to an appointment), dismiss and suspend members of the Supervisory Board. Additionally, the General Meeting will no longer approve the profile of the Supervisory Board as this will be 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 Cooperative's 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 which 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:

	Mr Theodorus Henny Lambertus Johannes Maria Gieskes <i>Managing Director</i>
Member since	1 April 2017
Position(s) at the Cooperative	Managing Director
Principal activities prior to joining the Cooperative	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.
Experience	Experienced in international business and leadership in the financial sector, particularly in rural lending and financing agribusinesses.
Qualifications	Graduated from the Vrije Universiteit (VU) Amsterdam and earned a master's degree in development economics and bachelor's degree in macroeconomics.

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

Qualifications	Graduated from Nijmegen University and earned a MBA.
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	Ms Maria Lourdes Hilado Ledesma <i>Director of Investor Relations and Social Performance</i>
Member since	1 April 2012
Position(s) at the Cooperative	<ul style="list-style-type: none"> • Director of Social Performance Innovation since 1 September 2019 • Director of Investor Relations and Social Performance from 1 August 2015 – 1 September 2019 • Interim Managing Director from 1 June 2016 – 1 April 2017 • Social Performance & Credit Analysis Director (different corporate body than the board) from 2012 • Manager Social Performance, Manager Monitoring, Regional Manager Oikocredit Philippines and Cambodia from January 1999 – 31 March 2012
Principal activities prior to joining the Cooperative	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.
Experience	23 years' experience in development work involving project design, implementation, monitoring and evaluation.
Qualifications	Graduated from the University of the Philippines and earned a degree in business administration, majoring in finance and management.

	Ms Petra Jacqueline Lens <i>Director of Human Resources</i>
Member since	1 February 2018
Position(s) at the Cooperative	<ul style="list-style-type: none"> • Director of People and Change since 1 September 2019 • Director of Human Resources from 1 February 2018 – 1 September • Global Head of HR from August 2016 – 1 February 2018
Principal activities prior to joining the Cooperative	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.
Experience	Experienced in human resources in international philanthropy and financial services.
Qualifications	<ul style="list-style-type: none"> • Graduated from the University of Applied Sciences in Rotterdam and earned a bachelor's degree in human resource management. • She also attended an executive education programme in human resources strategy at the London Business School.

	Ms Laura Louise Pool <i>Director of Finance and Risk</i>
Member since	18 December 2017; Ms. Pool will step down from the Managing Board at the end of 2020

Position(s) at the Cooperative	<ul style="list-style-type: none"> • Director of Finance and Risk • Director of Risk and Interim Director of Finance during December 2018 – 1 September 2019 • Director of Risk during December 2017 – December 2018
Principal activities prior to joining the Cooperative	Prior to joining the Cooperative, Ms Pool was managing director of risk and finance and a management board member at impact investor Triodos Investment Management. This followed positions as chief financial officer and director of risk at insurance company Nationale Borg and several roles within the ING Group.
Experience	Experienced in risk management and finance in financial industry.
Qualifications	<ul style="list-style-type: none"> • Graduated from the University of Leiden and earned a master's degree in tax law • Graduated from TIAS Business School and earned a master's degree in financial economics

	Mr Patrick Stutvoet <i>Director of IT and Operations</i>
Member since	1 March 2019
Position(s) at the Cooperative	Director of IT and Operations
Principal activities prior to joining the Cooperative	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.
Experience	Experienced in IT for the financial services sector, including leadership roles.
Qualifications	Bachelor in Business Administration and ICT and Culture, Organisation and Management (Social Sciences).

7.2.2 Remuneration of the Management Board

All Managing Board members have an employment contract for an indefinite period of time. Remuneration of Managing Board members, as described in note 34 of the Cooperative's financial statements 2019, is as follows: 2019: € 1 million (2018: € 0.95 million). The pension contributions of the Managing Board were as follows: 2019: € 0.16 million (2018: € 0.11 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 appointment, of members of the Supervisory Board is the competence of the General Meeting. 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.

As a consequence of the '*structuurregime*', the Supervisory Board nominates candidates for the Supervisory Board. The General Meeting and the Works Council have the right to object to such nomination, as a result of which a nominated candidate will not be appointed by the Supervisory Board. Following the requirements of the '*structuurregime*', the right to suspend Supervisory Board members will be exercised by the Supervisory Board. In terms of dismissal, this will require an intervention by the Enterprise Division of the Amsterdam Court of Appeal (on request by the General Meeting, the company (represented 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;
- 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 body?

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:

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

	Ms Annette Christine Austin <i>Vice Chair since June 2018</i>
Member since	20 June 2014, re-elected in 2017 up to 2020.
Principal activities outside the Cooperative	None.
Position held in the last five years	<ul style="list-style-type: none"> • Board member of Stichting Oikocredit International Share Foundation, the Netherlands • Governor Swanlea Business & Enterprise School • Director of ACA Assignments Limited, UK • Head of conduct risk management, RBS Markets & International Banking, UK • Global chief operating officer Markets, RBS Markets & International Banking, UK

Experience	Experienced in financial, strategic and operational risk management, programme management, leadership, culture and behavioural development in medium and large organisations focused on the banking and financial services sector.
Qualifications	Qualified in Secretariat Course, St George Technical College, Sydney, Australia.

	Ms Maya Sharmila Mungra
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"> • Director, Independent consultant at Financial Inclusion and Risk Management • Trustee Board Member, Frontline AIDS • Member of the Supervisory Board, Agora Microfinance N.V.
Position held in the last five years	<ul style="list-style-type: none"> • Member of the Supervisory Board, Stichting I+solutions • Group Head Internal Audit, Oikocredit, Ecumenical Development Cooperative Society U.A. • Group Head Enterprise Risk Management, ASR Nederland N.V. • Board Member, Micro Insurance Association Netherlands • Member of the Advisory Board of Oikocredit Ontwikkelingsvereniging Nederland
Experience	Experienced in audit, finance, corporate governance, risk management and compliance in the financial services and impact finance industry.
Qualifications	<ul style="list-style-type: none"> • Chartered Accountant, post master's degree 'Registeraccountant' • Certified Fraud Examiner • Certified Internal Auditor • Master's degree in economics

	Ms Åsa Norell
Member since	20 June 2014, re-elected in 2017 up to 2020.
Principal activities outside the Cooperative	<ul style="list-style-type: none"> • Co-owner of The Collaboration Lab • Supervisory Board member of Hyper Island
Position held in the last five years	<ul style="list-style-type: none"> • Founder of The Collaboration Lab • Global Head of Design/Facilitation at Hyper Island • Global Manager at The Zone
Experience	Entrepreneurial background, Agency Director at a digital design service agency, leadership and organisational development, HRM, business development and capacity building. Designing and facilitating human rights activist programmes.
Qualifications	<ul style="list-style-type: none"> • Educational Psychology and Ethnology at the University of Lund • Digital Media Management, Hyper Island • Certified Facilitator by the Swedish National Defense University

	Jackson, Cheryl
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"> Member, Community Service Council, Presence and Solidarity, Vaudois Protestant Church
Position held in the last five years	<ul style="list-style-type: none"> Board Member and President of the Board, Oikocredit Suisse Romande
Experience	Experienced in providing legal and compliance support, community service.
Qualifications	<ul style="list-style-type: none"> Bachelor's and Juris Doctor degrees from University of Florida Master's in Laws of Taxation from Georgetown University, Washington, D.C.

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

	Ms Tsitsi Rosemary Choruma
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"> Commissioner in the Public Service Commission of Zimbabwe Chair and Board member of the Export Flower Growers Association of Zimbabwe New Faces new voices Zimbabwe Chapter Board Member

	<ul style="list-style-type: none"> Director of Bromflower Ltd . Family Owned Business focussed on retail and agriculture
Position held in the last five years	<ul style="list-style-type: none"> Chief Operating Officer, Fairtrade Africa Commissioner Public Service Commission Zimbabwe
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"> Master of Science In Management of the Economy Master in Public Administration Doctorate in Leadership Certificates in Quality Management, Human Resources Management, Impact Investment, Disabilities & Gender Mainstreaming

	Nitin Gupta
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"> Board Director, Pramerica Life Insurance Co-Founder, Faircent P2P Lending Chairman, Dynamis Partners
Position held in the last five years	<ul style="list-style-type: none"> Board Director, Fusion Microfinance Board Director, Loylty Rewardz Management
Experience	CEO & Board experience at GE Capital, MasterCard, Unilever
Qualifications	MBA, Degree in Law, BA Economics Honours

	Gaelle Bonnieux
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"> Independent consultant specialized in impact investments in agriculture in emerging markets
Position held in the last five years	<ul style="list-style-type: none"> Head Agriculture Debt Investments at responsAbility Investments
Experience	<ul style="list-style-type: none"> Senior Investment Officer at responsAbility Investments in agriculture and financial inclusion Project Manager at Max Havelaar France/Fairtrade Labelling Organization for Agrofine Investment Officer at MicroCred Holding (Baobab) Mexico, Senegal and Argentina
Qualifications	<ul style="list-style-type: none"> Master Degree in Marketing from ESSCA, France Master Degree in Finance from ESSEC, France Diploma in Agriculture from Le Robillard, France

	Mr Eltjo Herman Kok
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"> Chairman KLM Pension Funds Board member Access Holding Board member Stichting Beheer Oikocredit Nederland Fonds. Board Member PUM Netherlands Senior Experts
Experience	Credit, Lending, Finance and Human Resources
Qualifications	MBA Civil Engineering.

	Myrtille Gillone Danse
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"> Director Latin America and The Caribbean, Hivos Steering committee member ANDE chapter Mexico and Central America Vice President, Holland House Costa Rica PHD Candidate, Knowledge, Innovation and Technology Department, Wageningen University and Research
Position held in the last five years	<ul style="list-style-type: none"> Founder and first CEO BoP Innovation Center Steering Committee member, Food and Business Knowledge Platform Board member, Inclusive Business Fund
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 body

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 2019 amounted to € 103,500. Please be

referred to note 34 of the Cooperative's financial statements 2019 (page 67-68). 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 make a report of its deliberations and findings 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
- Annette Austin

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 another member of the Supervisory Board. The following were members of the Personnel Committee as at the date of approval of this Prospectus:

- Annette Austin (Australia/United Kingdom)
- Nitin Gupta (India) Cheryl Jackson (Switzerland)
- Åsa Norell (Sweden)
- Joseph Patterson (Jamaica /Canada)

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 seven representatives of the Members. Full details are available at 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). Therefore the Cooperative does not comply with the Dutch Corporate

Governance Code. 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 integrated into 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 2019 on the basis of full-time equivalents (FTEs) amounted to 201 (for 2018 it was 235, and for 2017 it was 290). This number includes staff based outside the Netherlands employed by the regional, country and national support offices.

8

FINANCIAL INFORMATION

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 2019 the Cooperative's income after taxation showed reversal of the initial negative trend that was expected in the wake of the revision of the strategy. The Cooperative realised a profit of € 7.1 million in 2019, contrasted with a loss of € 1.3 million in 2018. Local currency losses slightly increased to 3.3 million compared with € 2.8 million in 2018. Total operating income rose from € 52.7 million to € 65.1 million. There were no large unforeseen gains or losses. Hedging costs continued to rise and reached € 34.6 million (2018: € 27.2 million), but this expenditure continued to reduce exchange rate risks. The cost are largely priced in when loans in local currencies are provided.

Additions to loan loss provisions decreased from € 11.5 million to € 9.2 million, and impairments on equity investments increased from € 3.4 million to € 13.8 million, partly in line with overall portfolio growth but also due to 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, however, despite those costs the operational expenditure decreased by 15.0% to € 31.5 million.

The following financial information (the complete section 8.1) is, unless stated otherwise, extracted from the audited annual accounts of the Cooperative over 2019, 2018 and 2017. The financial information must be read together with the presented annual accounts. The audited annual accounts over 2018, 2017 and 2016, 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 accounts). The audited consolidated financial statements of the Cooperative comply with the Generally Accepted Accounting Principles (Dutch GAAP) in the Netherlands.

In Q1 2020, the Cooperative's portfolio did not grow as originally planned, the portfolio quality deteriorated as more Partners delayed the repayment of their loans to the Cooperative. This is most likely an effect from the Covid-19 pandemic and the operational impact from the measures taken by governments to contain the spread. The Cooperative is assessing the full impact of the Covid-19 pandemic.

Since 31 December 2019 (the end of the last financial year of the Cooperative) up to the date of this Prospectus, the Cooperative has observed a significant change of its financial performance, most likely as a result of Covid-19. Additional credit losses, impairments and revaluations of marketable instruments (e.g. FX derivatives and term investments) have occurred in March 2020. However, the crisis is still unfolding and, in addition, it is difficult to distinguish the effects of the Covid-19 pandemic from the effects of other issues (such as existing macroeconomic conditions or particular difficulties already being faced by a Partner). In other words, the exact effects of Covid-19 on the financial performance of the portfolio cannot be fully quantified.

CONSOLIDATED BALANCE SHEET	31-12-19	31-12-18	31-12-17
(before appropriation of net income)	EUR ,000	EUR ,000	EUR ,000
NON-CURRENT ASSETS			

Intangible fixed assets	316	458	1,132
Tangible fixed assets	4,209	4,886	2,247
Financial assets			
Development financing:			
Outstanding partner financing	1,064,591	1,046,583	981,664
Less: - loss provision and impairments	(93,195)	(75,989)	(69,329)
	971,396	970,594	912,335
Other securities	35,270	4,775	-
Term investments	-	-	149,851
Other financial assets	5,169	4,939	3,220
	1,011,835	980,308	1,065,406
Total non-current assets	1,016,360	985,652	1,068,785
CURRENT ASSETS			
Term Investments	139,821	144,240	-
Receivables and other current assets	44,332	53,724	31,936
Cash and banks	109,846	109,327	119,324
Total	293,999	307,291	151,260
TOTAL	1,310,359	1,292,943	1,220,045
GROUP EQUITY AND FUNDS			
Member capital	1,129,832	1,082,492	1,012,421
General and other reserves and funds	73,414	96,087	91,680
Undistributed net income for the year	14,274	1,270	18,439
	1,217,520	1,179,849	1,122,540

Third-party interests	-	1,664	2,703
Total group equity and funds	1,217,520	1,181,513	1,125,243
PROVISIONS	1,052	1,801	1,582
LIABILITIES			
Non-current liabilities	62,463	56,808	56,934
Current liabilities	29,324	52,821	36,286
	91,787	109,629	93,220
TOTAL	1,310,359	1,292,943	1,220,045

¹ As from the 2015 financial year the Managing Board opted to make use of the exemption in Dutch Generally Accepted Accounting Principles (GAAP) to classify Member capital (Shares in euro and foreign currencies) as equity (RJ 290.808) in the consolidated financial statements. Given the identical subordination and features in the event of dissolution of the Society, the Managing Board believes that the presentation of all Member capital as equity reflects the nature of these instruments.

CONSOLIDATED INCOME STATEMENT	2019	2018	2017
	EUR ,000	EUR ,000	EUR ,000
INCOME			
Interest and similar income			
Interest on development financing portfolio	91,495	83,010	80,726
Interest on term investments	2,274	2,506	2,548
Revaluation of term investments	3,265	(3,468)	(858)
Total interest and similar income	97,034	82,048	82,416
Interest and similar expenses			
Interest expenses	(1,658)	(2,492)	(2,068)
Total interest and similar expenses		(2,492)	(2,068)
Income from equity investments			

Result from sale of equity investments	6,087	(513)	4,395
Management fees funds	(3,789)	-	-
Dividends	2,056	2,165	2,465
Total income from equity investments	4,354	1,652	6,860
Grant income	1,054	1,068	894
Other income and expenses			
Exchange rate differences	(1,336)	(2,353)	(48,699)
Hedge premiums	(34,643)	(27,291)	(11,489)
Other	293	37	19
Total other income and expenses	(35,686)	(29,607)	(60,169)
TOTAL OPERATING INCOME	65,908	52,669	27,933
GENERAL AND ADMINISTRATIVE EXPENSES			
Personnel	(21,472)	(23,687)	(23,083)
Travel	(874)	(1,008)	(1,116)
General and other expenses	(9,159)	(12,386)	(13,359)
TOTAL GENERAL AND ADMINISTRATIVE EXPENSES	(31,505)	(37,081)	(37,558)
ADDITIONS TO LOSS PROVISIONS AND IMPAIRMENTS			
Additions to loss provisions	(9,261)	(11,542)	(7,354)
Impairments on equity investments	(13,849)	(3,483)	237
TOTAL ADDITIONS TO LOSS PROVISIONS AND IMPAIRMENTS	(23,110)	(15,025)	(7,117)
INCOME BEFORE TAXATION	10,483	563	(16,742)

Taxes	(3,400)	(1,856)	(3,238)
INCOME AFTER TAXATION	7,083	(1,293)	(19,980)
Third-party interests	-	(96)	(136)
Additions to and releases from funds	7,191	2,659	38,555
INCOME FOR THE YEAR AFTER ADDITION TO FUNDS	14,274	1,270	18,439

CONSOLIDATED CASH FLOW STATEMENTS	2019	2018	2017
	EUR ,000	EUR ,000	EUR ,000
Income before taxation	10,483	563	(16,742)
<i>Adjusted for non-cash items</i>			
Value adjustments loans, equity and receivables	29,962	18,938	(2,191)
Unrealised revaluation term investments	(3,265)	3,468	727
Depreciation tangible fixed assets	1,050	1,303	1,091
Taxes	1,925	(2,410)	(3,249)
Exchange adjustments	(10,487)	(9,611)	61,656
<i>Changes in:</i>			
Development financing (disbursements and repayments)	(49,582)	(70,728)	(41,453)
Other financial assets	10	87	287
Receivables and other current assets	7,961	(21,854)	3,589
Provisions	(749)	219	1,582
Current liabilities	(24,364)	16,716	(48,177)

Cash flow from operating activities	(37,057)	(63,309)	(42,875)
Term investments	(1,927)	(2,621)	(37,826)
Intangible fixed assets	(249)	(12)	(325)
Tangible fixed assets	19	(3,256)	(1,349)
Cash flow from investing activities	(2,157)	(5,889)	(39,500)
Member capital (issue and redemptions)	47,340	70,071	99,453
Dividend paid on member capital	(11,538)	(9,609)	(16,706)
Loans and notes	5,655	(126)	21,113
Third-party interests	(1,724)	(1,135)	2,392
Cash flow from financing activities	39,733	59,201	106,252
CHANGES IN CASH AND BANKS	519	(9,997)	23,877

	2019	2018	2017
Movements in members' equity and reserves Society	EUR ,000	EUR ,000	EUR ,000
Balance as at 31 December previous year	1,165,427	1,105,461	1,008,545
New members' capital issued (net)	47,340	70,071	99,453
Exchange rate differences	(3,697)	(1,767)	(4,275)
Dividends to members	(10,568)	(9,608)	(17,145)
Adjustments prior years	0	-	444
Undistributed net income for the year	14,274	1,270	18,439
Balance as at 31 December	1,212,776	1,165,427	1,105,461

	2019	2018	2017
Reconciliation between members' equity and reserves Society and consolidated equity and funds	EUR ,000	EUR ,000	EUR ,000
Members' equity and reserves according to Society Financial Statements	1,212,520	1,165,427	1,105,461
Reclassification of members' capital to non-current liabilities	-	-	-
Reserves and funds Oikocredit International Support Foundation	4,744	14,422	17,079
Revaluation result hedges share capital	-	-	-
Third-party interests	-	1,664	2,703
Group equity and funds according to consolidated financial statements	1,217,520	1,181,513	1,125,243

8.2 Capital resources

The most important capital resource of the Cooperative is its Members' capital (88% of total capital resources by the end of 2019). The remaining funding is obtained from long-term loans as well as the reserves of the Cooperative (not including undistributed net income). For the near future, the Cooperative expects that it will be able to obtain its funding mainly in line with the previous years. To the best of our knowledge and with reasonable efforts, the Cooperative expects Covid-19 to have 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. A significant negative effect on the macro-economic situation in aforementioned countries as a result of Covid-19 could negatively affect the capital resources of the Cooperative. The actual impact could not be determined yet, as the full impact of Covid-19 is under assessment.

More detailed information about the Cooperative's capital resources, cash flows and funding structure is included in the audited annual accounts. This information can be found under the section 'consolidated financial statements' on pages 23 to 68 of the audited annual accounts 2019. A reference to this information and the audited consolidated financial statements 2018 and 2017 is available in the table in section 10 of this Prospectus.

The information on material changes in revenues is available in the Cooperative's consolidated financial statements. In the Managing Board report as included in the Cooperative's financial statements for 2019, 2018 and 2017, there are comments on the results and specifically on changes in financial income and other income. There are specific comments on page 8 of the consolidated financial statements 2019 under the heading 'Income Statement 2019'. The same applies to pages 8-9 of the consolidated financial statements 2018 under the heading 'Income Statement 2017', and page 7-8 of the consolidated financial statements 2016 under the heading 'Income Statement 2018'.

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

8.3 Investments

The estimated figures for 2020 (principal investments and geographical distribution of the investments) are unaudited and extracted from the budget 2020 of the Cooperative.

Principal investments (in EUR 1,000)	2020	2019	2018	2017
	Estimate			
	EUR ,000	EUR ,000	EUR ,000	EUR ,000
Invested (disbursed) development financing during the year ¹⁾ :	443,345	404,485	444,458	380,212
Term investments in bonds and shares:	-	-	2,621	37,956
Total (expected) investments	443,345	404,485	447,079	418,168
The investments were- or are expected to be-, financed as follows:				
- Cash from own operations	375,345	358,869	378,143	297,602
- By issuing shares to members	70,000	47,340	70,071	99,453
- Term loans	(2,000)	(1,764)	(1,135)	21,113
Total (expected) financing	443,345	404,485	447,079	418,168

¹⁾ For 2020, the expected new commitments for new financing to Partners amount to € 375 million (commitments in 2019 amounted to € 358 million; 2018 to € 378 million. In 2020, € 443 million is expected to be disbursed while € 404 million was disbursed in 2019 and € 447 million in 2018 to Partners. As from 1 January 2020 until 2 June 2020 the principal investments amounted to approximately € 90 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 significantly lower than expected due to two factors. Q1 disbursements are usually lower due to seasonality (agricultural clients are off-season). Q2 2020 has been affected by the Covid-19 crisis and management made a decision to reassess planned disbursements.

The Cooperative currently has credit lines with banks that might be utilised (see for information page 43 of the 2019 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 2019, 2018 and 2017, 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 2020 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 2019, 31 December 2018 and 31 December 2017.

Capitalisation as at 31 March 2020 (all amounts in EUR ,000)	Cooperative	Consolidated
Current debt		
Guaranteed	-	-
Secured ¹	-	4,060
Unguaranteed/unsecured	24,078	18,925
Total current debt	24,078	22,985
Non-current debt		
Guaranteed	-	-
Secured ¹	11,245	79,423
Unguaranteed/unsecured	35,995	47,241
Total non-current debt	47,241	126,663

Member capital and reserves		
Member capital	1,152,827	
Legal reserves ²	(12,584)	
Other reserves ¹	90,362	
Total equity and reserves	1,230,604	
Group equity and funds		
Member capital		1,152,827
Legal reserves		(12,584)
Other reserves ³		94,606
Total Group equity and funds		1,234,849

¹ Loans granted in Indian rupees by financial institutions to the Cooperative's subsidiary in India (Maanaveeya Development & Finance Private Limited) amounting to € 4 million current and € 79 million non-current. Loans equivalent to € 66.4 million are unsecured, securities are in place the balance of the loans with Financial Institutions. Either the Cooperative has issued corporate guarantees to these Financial Institutions or a cash deposit was made or Maanaveeya holds a Standby Letter of Credit or the loan is secured by way of charge on books debts.

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

³ An amount of € 2.5 million is reserved for capacity building projects.

Indebtedness as at 31 March 2019 (all amounts in EUR ,000)	Consolidated
Liquidity	
A. Cash	135,519
B. Cash equivalent	-
C. Trading securities	-
D. Liquidity (A+B+C)	135,519

E. Current financial receivable	19,117
Current financial debt	
F. Current bank debt	-
G. Current portion of non-current debt	9,981
H. Other current financial debt	-
I. Current financial debt (F+G+H)	9,981
J. Net current financial indebtedness (I-E-D)	(144,654)
Non-current financial debt	
K. Non-current bank loans	126,663
L. Bonds issued	-
M. Other non-current financial debt	-
N. Non-current financial indebtedness (K+L+M)	126,663
O. Net financial indebtedness (J+N)	(17,991)

Other commitments not included in the balance sheet as at 31 March 2020

The rental agreement 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 2020 amounted to € 206 million.

8.6 Member's capital

The issued and paid-up capital of the Cooperative as at 31 December 2019 consisted of 4,716,106 Shares with a Nominal Value of EUR 200 each, 63,125 Shares with a Nominal Value of CAD 200 each, 179,967 Shares with a

Nominal Value of CHF 250 each, 50,055 Shares with a Nominal Value of SEK 2,000 each and 88,005 Shares with a Nominal Value of USD 200 each.

Movement schedule of the issued share capital in EUR'000:	2019	2018	2017
Balance of January 1	1,082,492	1,012,421	912,968
New shares issued and redeemed during the year (net)	47,340	70,071	99,453
Balance as of December 31	1,129,832	1,082,492	1,012,421
Of which:			
- euro Shares	1,030,019	987,219	927,875
- Shares in other currencies	99,813	95,273	84,546
-Growth per year	47,341	70,071	99,453

Reconciliation of numbers of shares	EUR	USD	SEK	GBP	CAD	CHF
<i>as at 31/12/2019</i>						
Shares issued and paid as at 01/01/2019	4,936,097	88,846	49,922	76,386	63,578	209,907
Shares issued and redeemed during the year	214,000	(1,908)	229	(2,286)	(3,530)	25,011
Shares issued and paid as at 31/12/2019	5,150,097	86,938	50,151	74,100	60,048	234,918

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 2019.

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

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

9 RISK MANAGEMENT

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 of defence

Within the Cooperative a "Three Lines of Defence" model is applied. This model ensures that all staff are aware of their role in managing the risks.

In this model the business departments and offices, as the first line of defence, are responsible for executing the daily processes and internal controls and manage the risks of their operations on a daily basis.

The risk management function, as part of the Integrated Reporting & Control department, reporting to the Director of Finance & Risk, acts as the second line of defence. It ensures that the relevant risks are properly identified and monitors whether sufficient risk-mitigation procedures are in place within the first line of defence to manage such risks.

Internal Audit, as the third line of defence, provides independent and objective assurance on the governance processes, internal controls and risk management framework, including the effectiveness of the internal controls within the first and second line of defence.

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, Portfolio Risk Committee and two product review committees, one for outflow products (which began operating in 2019) and one for inflow products (which will begin operating in 2020).

In 2019 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 Group, in support of the strategy and in line with the risk appetite and the related governance, risk and control framework. 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;
- the Investor Relations Manager;
- the Communications Manager;
- the Portfolio & Business Control Manager;
- 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 members of this committee are:

- the Director of Finance & Risk (chair);
- the Director of Investments (vice-chair);
- the Investments Operations Officer;
- the Global Social Performance 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 (which began operating in 2019) and one for inflow products (which will begin operating in 2020). In these committees, first and second line of defence 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 has an enterprise risk management system 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".

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

Due to the Covid-19 pandemic 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, will be 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 600 Partners across more than 60 countries), the financial impact assessment will take time. The Cooperative expects more Partners to ask for delays in repayment of their loans to the Cooperative and more Partners will eventually not be able to repay at all, which will lead to losses in the portfolio. The Cooperative also expects a decline in the value of the equity investments. The rapidly 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

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 5.4% as at 31 December 2019 (2018: 4.0%).

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.

Sovereign 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

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 Cooperative's 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 overall portfolio. This is currently set at around 15% of the total portfolio. 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 will take 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 to the amount of internal reserves held for bearing FX risk (the "**FX buffer**") in the balance sheet. If the comparison results in exceeding the FX buffer, the FX risk will be hedged externally with FX or interest rate derivatives through selected counterparties.

The FX buffer is composed of:

- the local currency risk funds via the Stichting Oikocredit International Support Foundation (until 30 November 2019, please be referred below);
- the restricted exchange fluctuation reserve; and
- the designated amount for local currency loans in the general reserves.

With effect from 1 December 2019 the local currency risk fund, a separate buffer included in the Stichting Oikocredit International Support Foundation, was transferred to the Cooperative in order to concentrate all hedging activities into one legal entity and avoid complex administrative handling of internal hedges between the Stichting Oikocredit International Support Foundation and the Cooperative. The FX risk management policy has not changed as a result of this transfer.

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 0.68 years, hence synthetically exposing the company to the fluctuations of the short term European money market benchmark, the Euro Interbank Offered Rate (Euribor). In 2019 the six months Euribor fluctuated between -0.25% and -0.45%. 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.

Counterparty risk

Counterparty risk constitutes the risks run by the Cooperative in its positions with banks and 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 2019 the Cooperative implemented a counterparty 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 bank counterparties. Any bank 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

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 2019. A number of smaller events have resulted in financial losses up to EUR 200.000. Every time an event occurs, we assess how it can be prevented by analysing the so called root causes.

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

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.

Compliance risks are governed by a set of policies, including but not limited to 'know your customer' 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 as well as its compliance with social covenants, which compliance is required by the loan agreement between the Cooperative and the Partners.

9.3.3 Strategic risk

Business model risk

In 2017, the Cooperative assessed its business model (products and markets) with the support of an external advisor. By the end of 2019, the Cooperative implemented most of the intended changes to its products and markets (e.g. refocus of geographical scope and emphasis on three sectors).

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% (2019: 2.5% 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.

10

IMPORTANT INFORMATION FOR THE INVESTOR

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

10 IMPORTANT INFORMATION FOR THE INVESTOR

10.1 Who is responsible for the content of this prospectus?

This Prospectus is made available by OIKOCREDIT, Ecumenical Development Cooperative Society U.A. 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 Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*, the "AFM"), as competent authority under Regulation (EU) 2017/1129, on 3 June 2020. The AFM only approves this prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129 ("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 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.

10.4 What information is incorporated by reference?

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

- The Cooperative's Articles of Association (by deed executed on 22 July 2019) as at the publication date (in the [original Dutch language](#) version as well as in the [English translation](#)).

- [The Cooperative's audited annual report 2019](#)
- [The Cooperative's audited annual report 2018](#)
- [The Cooperative's audited annual report 2017](#)

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		
	2019	2018	2017
Dividend proposal (section 4.2)	Page 84	Page 82	Page 78
Amount of remuneration paid and benefits granted (sections 7.2.3 and 7.3.3.)	Note 28, page 62 and note 34 page 67-68	Note 27, page 59 and note 35, page 64-65	Note 27, page 55 and note 35, pages 60-61
Audited annual accounts (section 8.1)	Pages 23-84	Pages 23-85	Pages 21-81
Auditor's report (section 8.1)	Pages 85-88	Pages 83-85	Pages 79-81
Information concerning capital resources (section 8.2)	24 and 45-51	Page 25 and pages 52-54	Page 23 and pages 48-50
Cash flow statement (section 8.2)	Page 27	Page 27	Page 25
Explanation of sources and amounts of cash flows (section 8.2)	Page 33	Page 27	Page 25
Cash and currency management (section 8.2)	Pages 24 and 38-39	Pages 27 and 38-39	Pages 25 and 35-36
Borrowing requirements and funding structure (section 8.2)	Pages 23-68	Page 23-65	Page 21-61

Specific information	Articles of Association
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

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

11 TAX

This section provides a brief summary of the most relevant Dutch tax implications of being a holder of Shares issued by the Cooperative. The summary of the Dutch tax implications is based on 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, 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 16.5% on the first € 200,000 of taxable income, and thereafter at a rate of 25% (2020 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 2020). A gift or inheritance up to an amount of € 2,208 (in 2020) per donor or deceased is exempt from 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:

- 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 because of the participation exemption.

In view of article 5 of the Articles of Association, individuals are excluded from becoming or being a 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 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?

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

Tax adviser:

PricewaterhouseCoopers Belastingadviseurs N.V.
Thomas R. Malthusstraat 5
1066 JR Amsterdam
The Netherlands

Legal adviser:

Van Benthem & Keulen B.V.
Archimedeslaan 61
3584BA Utrecht
The Netherlands

13

DEFINITIONS

13 DEFINITIONS

In this Prospectus and in the general introduction, unless the context otherwise requires, the following terms shall have the following meanings:

Appendix	An appendix to this Prospectus which forms an integral part of this Prospectus.	EUR	Euro, the currency of the Netherlands and other European countries.
Approval Date	The date of approval of the Prospectus by the Authority for the Financial Markets (<i>Autoriteit Financiële Markten</i>) in the Netherlands.	Financial Institution	Financial institutions are organisations or intermediaries such as microfinance Institutions, duly registered non-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 (SME).
Articles of Association	The Cooperative's articles of association, as incorporated by reference in this Prospectus and can be read at: www.oikocredit.coop/articles-of-association .		
CAD	Canadian dollar, the currency of Canada.	FX	Foreign exchange
CHF	Swiss franc, the currency of Switzerland	GBP	British pound sterling, the currency of the United Kingdom.
Cooperative	OIKOCREDIT, Ecumenical Development Cooperative Society U.A., which has its registered office in Amersfoort, the Netherlands.	General Meeting	The general meeting of members (<i>algemene ledenvergadering</i>) of the Cooperative as mentioned in article 15 of the Articles of Association.
Cooperative Group or the Group	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. See section 2.2 for details.	Managing Board or MB	The Cooperative's managing board (<i>bestuur</i>) as mentioned in articles 33-43 of the Articles of Association.
		Managing Director or MD	The managing director of the Cooperative as mentioned in article 36 of the Articles of Association.

Member	A member (and shareholder) of the Cooperative as mentioned in article 5 of the Articles of Association.		foregoing and therefore functions as an administrative office (<i>administratiekantoor</i>) of the Cooperative.
Micro Finance Institution or MFI	Microfinance institution, which provides financial services to low-income people and other disadvantaged people.	Stichting Oikocredit International Support Foundation	Provides mainly capacity building grants to our Partner organisations, by raising donations from the Members, investors and others.
Net Asset Value (per Share)	The current value of a Share as calculated by the Cooperative. See section 6.2 for details. Note the redemption value can never be higher than the Nominal Value.	Oikocredit Nederland Fonds	An investment fund incorporated by Oikocredit Nederland, having its registered office in Utrecht, the Netherlands.
Nominal Value (per Share)	The value of the Share when issued – in euro this is € 200. Other currencies are available.	Oikocredit Nederland	The Cooperative's Support association in the Netherlands (<i>Oikocredit Ontwikkelingsvereniging Nederland</i>), having its registered office in Utrecht, the Netherlands.
Oikocredit International Office	The Cooperative's head office in the Netherlands, which controls and enables the Cooperative's activities worldwide.	Partner Funding	Partners financed by the Cooperative, referred to in the audited consolidated financial statements of the Cooperative as "outstanding development financing".
Stichting Oikocredit International Share Foundation or OISF	OISF is a Member of the Cooperative established to enable non-Member 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 Receipts to holders and activities directly related to the	Partner(s)	Organisations to which the Cooperative has provided funding and that are engaged in economic activity or engaged in enterprises which provide both a financial and social return mostly in low-income countries.

Prospectus	This prospectus of the Cooperative, including any Appendix and supplements (if any) to be made publicly available via the Cooperative's website www.oikocredit.coop .	Term Investment or TI	the Cooperative (in that event the SA being a Member of the Cooperative). 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.
SEK	Swedish krona, the currency of Sweden.	USD	United States Dollar, the currency of the United States of America.
Shares	Shares in the capital of the Cooperative, as mentioned in the Articles of Association.		
Society	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>).		
Supervisory Board or SB	The Cooperative's supervisory board (<i>raad van toezicht</i>) as mentioned in articles 28-32 of the Articles of Association.		
Support Association or SA	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 opportunity to invest indirectly in		

APPENDIX 1 LIST OF PASSPORTED COUNTRIES

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
United Kingdom	Financial Conduct Authority

APPENDIX 2 SELLING AND TRANSFER RESTRICTIONS

This prospectus does not constitute an offer of, or an invitation to, purchase any shares in any jurisdiction in which such offer or invitation would be unlawful. The Cooperative:

- requires persons into whose possession this Prospectus comes to inform themselves of and observe all such restrictions;
- does not accept any legal responsibility for any violation by any person, whether or not a prospective purchaser of the Shares, of any such restrictions;
- reserves the right in its own absolute discretion to reject any offer to purchase Shares that the Cooperative believes may give rise to a breach or violation of any laws, rules or regulations.

1. 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 or other jurisdiction of the United States of America. The securities 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 or territory of the United States of America and of any other jurisdiction. Each purchaser of the Shares understands this restriction and understands 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 or territory of the United States of America and of any other jurisdiction.

2. 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.

3. European Economic Area

In relation to each member state of the European Economic Area with effect from and including the date on which the Prospectus Regulation entered into force, an offer to the public of any Shares subject to this Prospectus 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, 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:

- to any legal entity which is a qualified investor as defined in the Prospectus Regulation subject to obtaining prior consent from the Cooperative for such an offer;
- to fewer than 150 natural or legal entities (other than qualified investors as defined in the Prospectus Regulation), as permitted under the Prospectus Regulation, subject to obtaining prior consent from the Cooperative for such an offer; 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.