

## Explanatory notes to the agenda of the Extraordinary General Meeting of Shareholders (EGM) of Fyber N.V. (the Company) to be held on 28 October 2021

### Agenda item 1) - Opening

### Agenda item 2) – Conversion (voting items)

*(a) Proposal to convert Fyber N.V. from a public limited liability company (in Dutch: naamloze vennootschap) into a private limited liability company (in Dutch: besloten vennootschap met beperkte aansprakelijkheid), amend the articles of association of Fyber N.V. accordingly and authorize each member of the management board and also each lawyer, deputy civil law notary and employee of Greenberg Traurig, LLP (Amsterdam office) severally, to have the deed of conversion and amendment to the articles of association of Fyber N.V. executed (vote)*

This item will be voted on.

In connection with the finalization of the delisting of Fyber N.V. it is proposed to convert Fyber N.V. from a public limited liability company into a private limited liability company, to amend its articles of association (**Articles**) accordingly in conformity with the draft deed of conversion and amendment to the Articles as prepared by Greenberg Traurig, LLP (Amsterdam office) (**Deed**), and to authorize each member of the management board of the Company and also each lawyer, deputy civil law notary and employee of Greenberg Traurig, LLP (Amsterdam office), severally, to have the Deed executed.

*(b) Proposal to accept the resignation of all supervisory board members (being Mr. T. Malak, Mr. A.A. Metre, Mr. F.J. Rios, Mr. K. Sehnaoui and Mr. Y. Safrai) of the Company (vote)*

This item will be voted on.

In connection with the conversion of Fyber N.V. from a public limited liability company into a private limited liability company, the Company no longer requires a supervisory board. As a consequence of the conversion, the articles of association of Fyber N.V. will be amended whereby all provisions with respect to the supervisory board will be removed. In connection herewith each of Mr. T. Malak, Mr. A.A. Metre, Mr. F.J. Rios, Mr. K. Sehnaoui and Mr. Y. Safrai indicated to resign from their position as supervisory board members such with effect as of the date of the conversion. It is proposed to accept the resignation of each of the supervisory board members.

*(c) Proposal to grant discharge to all supervisory board members as mentioned above under 2b) (vote)*

This item will be voted on.

In connection with the intended resignation of all supervisory board members of Fyber N.V. it is proposed to grant full and final discharge to each of the supervisory board members for their supervision on the management of Fyber N.V.

*(d) Proposal to appoint Mr. J.B. Garrison as executive board member of the Company (vote)*

This item will be voted on.



During its meeting on 13 October 2021 the Supervisory Board has resolved to nominate Mr. J.B. Garrison to be appointed as member of the Management Board of the Company with the title CEO. It is proposed to formalize this position and appoint Mr. J.B. Garrison as member of the Management Board.

Mr. J.B. Garrison (April 7, 1976) is an American national, who has been with Digital Turbine Inc. since September 2016 and has successfully been serving as Executive VP/CFO since September 2016. Mr. J.B. Garrison holds a MBA from St. Edward's University and a BBA in Finance from The University of New Mexico.

Mr. J.B. Garrison is in the opinion of the Supervisory Board the best available candidate for this position.

*(e) Proposal to accept the resignation of Mr. Z. Elul and Mr. Y. Zaltsman as management board members of the Company (vote)*

This item will be voted on.

Mr. Z. Elul indicated to resign from his position as management board member such with effect as of the date of this EGM. Mr. Y. Zaltsman indicated to resign from his position as management board member such with effect as of June 15, 2021 11:59 pm CEST. It is proposed to accept the resignation of each of the management board members.

*(f) Proposal to grant discharge to the management board members as mentioned above under 2e) (vote)*

This item will be voted on.

In connection with the intended resignation of Mr. Z. Elul and Mr. Y. Zaltsman as management board members of Fyber N.V. it is proposed to grant full and final discharge to each of them for their management of Fyber N.V.

**Agenda item 3) - Any other business and close of the meeting**

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