



BOARD DIVERSITY POLICY

Fyber N.V.

1 INTRODUCTION

1.1 General

The Supervisory Board members recognize the importance of diversity within the Management Board of Fyber N.V. (the "Company") and believe that the Company's business gains from a wide range of skills and a variety of different backgrounds which reflects the diversity of the Fyber client base. A diverse composition of the Management Board contributes to a robust decision-making and proper functioning of the Management Board.

The Supervisory Board furthermore recognizes that diversity should not be limited to the Management Board, but should extend to all areas of the Company's business, including but not limited to other key leadership positions.

1.2 Content

In line with best practice provision 2.1.5 of the Dutch Corporate Governance Code (the "Code"), the Supervisory Board members have adopted this Diversity Policy for the composition of the Company's Management and Supervisory Board (the "Boards").

This Diversity Policy addresses:

- i. the diversity aspects relevant to the Company;
- ii. the specific targets set in relation to diversity for the composition of the Boards; and
- iii. the implementation of this Diversity Policy.

2 DIVERSITY ASPECTS

The following diversity aspects have been identified as relevant for the Company and its business considering the complexity of the Company's business, the markets in which the Company operates and the diversity of the Company's client base:

- i. Gender;
- ii. Nationality/geographical provenance; and
- iii. Background: education and/or (work) experience.

These diversity aspects shall be considered when selecting persons for appointment as Management or Supervisory Board member.

3 SPECIFIC DIVERSITY TARGETS

Based on the diversity aspects listed under 2., the following specific diversity targets for the Boards have been identified:

- i. Gender: the Supervisory Board aims at having at least one female board member and a representation of woman of at least 30%;
- ii. Nationality/geographical provenance: nationalities from at least two regions where Fyber is active shall be represented in the Boards;
- iii. Background: at least two members of the respective Boards shall have experience in the ad-tech and mobile advertising industry or an industry adjacent thereto¹.

4 IMPLEMENTATION AND REPORTING

4.1 Meeting diversity targets

In order to meet the diversity targets, the diversity aspects referred to in Clause 2. shall be taken into account when considering candidates for (re-)appointment as member of the Boards and in the recruitment process, talent development and succession planning throughout Fyber.

4.2 Review and updates

The Supervisory Board members shall review this Diversity Policy and the implementation thereof regularly. The Supervisory Board members shall update this Diversity Policy if and when necessary.

4.3 Reporting

In the Company's corporate governance statement in the annual report, this Diversity Policy and the way it has been implemented in practice shall be explained, addressing more specifically:

- i. the objectives of this Diversity Policy;
- ii. how this EB Diversity Policy has been implemented; and
- iii. the results of this EB Diversity Policy in the past financial year.

4.4 Corporate Governance Statement

If the composition of the Boards diverges from the targets referred to in Clause 3. and/or the statutory target for the male/female ratio, if and to the extent that this is provided under or pursuant to Dutch law, the Company's corporate governance statement shall include:

- i. an outline of the current state of affairs;
- ii. an explanation as to which measures are being taken to attain the target; and
- iii. by when this is likely to be achieved.

Adopted by the Supervisory Board on 6 December 2017

¹ This target is based on a Supervisory Board consisting of 6 members.