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according to Article 17 EU Market Abuse Regulation (MAR)**

Fyber N.V.

Announcement results of € 149.9 million exchange offer for € 149,900,000 outstanding Senior Unsecured Convertible Bonds due 2020 in lieu of newly to be issued ordinary shares

Berlin, 25 April 2019 – Today, Fyber N.V. ("**Fyber**" or the "**Offeror**") is announcing the results of the voluntary exchange offer (the "**Offer**") regarding its € 149,900,000 outstanding Senior Unsecured Convertible Bonds (ISIN XS1223161651) due 2020 (the "**Bonds**" and holders thereof, the "**Bondholders**"). The Offer was made to qualifying Bondholders to tender any or all of such Bonds in exchange for up to 499,666,667 newly to be issued shares in the capital of the Offeror with a nominal value of € 0.10 each (the "**Shares**"). The Offer period started at 9 a.m. CET on 14 March 2019 and closed at 6 p.m. CEST on 24 April 2019.

Results of the Offer

During the Offer period 742 Bonds were tendered. Bondholders were offered to tender any or all of their Bonds for exchange by the Offeror at an exchange price of € 0.30 (the "**Exchange Price**") per Share, resulting in 333,333 Shares per Bond. Therefore, the 742 Bonds which are tendered represent 247,333,086 Shares, which will be newly issued by the Offeror.

Following the issuance of the Shares, the share capital of Fyber will consist of 361,866,419 ordinary shares.

Number of Bonds validly tendered	742
Number of Shares to be issued	247,333,086
Issued share capital of Fyber immediately following settlement of the Offer	36,186,642
New total number of outstanding ordinary shares immediately following settlement of the Offer	361,866,419

Furthermore Sapinda informed the Company that they do not accept the offer to exchange their € 15 million loan facility into new shares, under the same exchange conditions.

Fyber N.V.

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Office address Johannisstrasse 20, D-10117 Berlin, Germany
Amsterdam Commercial register number 54747805 | VAT Nr. DE283688947 | LEI Nr. 894500D5B6A8E1W0VL50
Managing Directors: Ziv Elul, Dani Szttern, Yaron Zaltsman
Chairman of the Supervisory Board: Yair Safrai



Settlement

Application will be made for the Shares to be accepted for delivery through the book-entry facilities of Clearstream Banking AG, Frankfurt. Delivery of the Shares to Bondholders who tendered their Bonds under the Offer will take place through the book-entry facilities of Clearstream Banking S.A. and/or Euroclear Bank S.A./N.V. against the full payment of the Shares in immediately available funds, by means of a setoff against such Bonds being marked down. Fyber expects settlement of the Offer to occur on or about 10 May 2019.

Listing of the Shares

It is expected that Fyber will apply for listing of the Shares on the regulated market in Frankfurt operated by Deutsche Börse AG within 12 months from issuance and in connection therewith publish a listing prospectus approved by the Dutch financial supervision authority (*Autoriteit Financiële Markten*).

About Fyber

Fyber (FSE: FBEN) is a leading advertising technology company. It empowers app developers to generate business-critical revenue streams with targeted advertising, enabling them to optimize the yield they generate from advertising. Fyber's technology infrastructure reaches more than one billion monthly active users, providing an open-access platform for advertisers and publishers with a global reach and a strong focus on video.

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IMPORTANT NOTICES

Bondholders should refer to the Offer Document for the full terms of the Offer.

This is a public announcement by Fyber pursuant to Section 17 paragraph 1 of the European Market Abuse Regulation (596/2014). This announcement does not constitute an offer, or any solicitation of any offer, an invitation to submit an offer, to buy or subscribe for any securities. Any offer or invitation to submit an offer will be made only by means of any specific offer document. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States, Canada or Japan or in any other jurisdiction in which such release, publication or distribution would be unlawful.

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