



**Not for release, publication or distribution in
the United States of America, Canada, Japan or Australia**

Fyber N.V.

**Launch 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, 14 March 2019 – Today, Fyber N.V. ("Fyber" or the "Offeror") is announcing the launch of a voluntary exchange offer (the "Offer") regarding its € 149,900,000 outstanding Senior Unsecured Convertible Bonds (ISIN XS1223161651) due 2020 (the "Bonds"). The Offer is made to holders of Bonds (the "Bondholders") to tender any or all of such Bonds for exchange by the Offeror in lieu of newly to be issued ordinary shares in the capital of the Offeror with a nominal value of € 0.10 each ("Shares"). The Offer is made following the approval by shareholders at the Offeror's extraordinary general meeting held on 21 February 2019 to issue up to 499,666,667 Shares.

Offer Document

The Offeror has today published an exchange offer document (the "Offer Document") containing details about the Offer and the procedure for tendering Bonds in the Offer. The Offer is made subject to the terms and conditions set out in the Offer Document. The Offer Document is available on Fyber's website at: <https://investors.fyber.com/offer-documents>

THE OFFER DOCUMENT AND THE EXCHANGE OFFER CONTEMPLATED THEREBY ARE SUBJECT TO SEVERAL OFFER RESTRICTIONS, INCLUDING (BUT NOT LIMITED TO) (I) THE RESTRICTION TO 'QUALIFIED INVESTORS' AS DEFINED IN THE PROSPECTUS DIRECTIVE (AS DEFINED BELOW) AND (II) THE RESTRICTION TO 'QUALIFIED INSTITUTIONAL BUYERS' PURSUANT TO RULE 144A ("RULE 144A") UNDER THE US SECURITIES ACT OF 1933 (AS AMENDED, THE "US SECURITIES ACT") OR ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT, AND OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S UNDER THE US SECURITIES ACT ("REGULATION S"). FURTHER DETAILS ARE SET OUT BELOW AND IN THE OFFER DOCUMENT.

Procedure for participating

Bondholders may 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. Subject to the Offer becoming unconditional, delivery of the Shares to Bondholders whose tenders under the Offer have been accepted 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.

The Shares will be newly issued and freely transferable, but have not yet been admitted to listing and trading on the regulated market in Frankfurt operated by Deutsche Börse AG ("FSE"). The Offeror is

Fyber N.V.

Official seat: Amsterdam, the Netherlands

Office address Johannisstrasse 20, D-10117 Berlin, Germany

Amsterdam Commercial register number 54747805 | VAT Nr. DE283688947 | LEI Nr. 894500D5B6A8E1W0VL50

Managing Directors: Ziv Elul, Dani Sztern, Yaron Zaltsman



expected to submit an application to list and admit the Shares to trading on the FSE within twelve months after settlement of the Offer.

Bondholders are advised to read the Offer Document carefully for full details of, and information on, the procedures for participating in the Offer.

Announcement of results

The results of the Offer will be announced through a press release which is expected to be published on 12 April 2019.

Expected Timetable

Commencement of Offer	9 a.m. CET on 14 March 2019
End of Offer period	6 p.m. CEST on 11 April 2019
Announcement of Offer results	12 April 2019
Settlement of Offer	19 April 2019
Listing of Shares on Frankfurt Stock Exchange	within 12 months after the settlement of the Offer

The dates set out in the expected timetable may be adjusted by the Offeror, in which event details of the new dates will be notified to Bondholders through a press release.

Settlement Agent

M.M.Warburg & CO (AG & Co.) Kommanditgesellschaft auf Aktien, Hamburg, acts as settlement agent for this Offer.

About Fyber N.V.

Fyber N.V. (FSE: FBEN) is a leading advertising technology company. It empowers app developers and digital publishers 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 billion monthly active users, providing an open-access platform for advertisers and publishers with a global reach and a strong focus on video.

Investor Contact Fyber

Sabrina Kassmannhuber

ir@fyber.com

+49 30 609 855 555

DISCLAIMER

This announcement must be read in conjunction with the Offer Document. This announcement and the Offer Document contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Offer or the action you should take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences, immediately from your stockbroker, bank manager, legal

Fyber N.V.

Official seat: Amsterdam, the Netherlands

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



adviser, accountant or other independent financial adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Bonds for exchange pursuant to the Offer. The Offeror does not make any recommendation as to whether Bondholders should participate in the Offer.

This announcement is for informational purposes only. The Offer is being made only pursuant to the Offer Document and only in such jurisdictions as is permitted under applicable law. None of this announcement, the Offer Document nor any other documents or materials relating to the Offer constitutes an offer to purchase or the solicitation of an offer to tender or sell Bonds to or from any person located or resident in any jurisdiction where such offer or solicitation is unlawful.

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, in any jurisdiction in which such release, publication or distribution would be unlawful.

Offer Restrictions

EEA

In relation to each EEA state which has implemented Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and any relevant implementing measure in each EEA state (the "**Prospectus Directive**", and such EEA state a "**Relevant Member State**"), no offer is being made and hence no Shares are offered pursuant to this Offer, except to legal entities which are (i) existing Bondholders; and (ii) qualified investors as defined in the Prospectus Directive.

Each person in a Relevant Member State who receives any communication in respect of, or who tenders any Bonds for exchange in the Offer will be deemed to have represented, warranted and agreed to the Offeror that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive.

The Offeror will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Offeror of such fact in writing may, with the prior written consent of the Offeror, be permitted to acquire Shares in the Offer.

United Kingdom

The Offer is only being made to existing Bondholders in the United Kingdom who are 'qualified investors' within the meaning of section 86 of the Financial Services and Markets Acts 2000 or otherwise in circumstances which do not require publication by the Offeror of a prospectus pursuant to section 85(1) of the Financial Services and Markets Acts 2000.

The Offer Document is only being distributed to, and is only directed at, and any investment or investment activity to which the Offer Document relates is available only to, and will be engaged in only with (i) persons falling within the definition of 'investment professionals' in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; or (ii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2)(a) to (d), of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or other persons to whom such investment or investment activity may lawfully be made available.

Fyber N.V.

Official seat: Amsterdam, the Netherlands
Office address Johannisstrasse 20, D-10117 Berlin, Germany
Amsterdam Commercial register number 54747805 | VAT Nr. DE283688947 | LEI Nr. 894500D5B6A8E1W0VL50
Managing Directors: Ziv Elul, Dani Sztern, Yaron Zaltsman



Switzerland

Neither the Offer Document nor any other document relating to the Shares constitutes a prospectus within the meaning of article 652a or 1156 of the Swiss Federal Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange Ltd. No Shares may be publicly offered, issued, sold or advertised, directly or indirectly, in, into or from Switzerland pursuant to or in connection with this Offer and the Shares will not be listed on the SIX Swiss Exchange Ltd. Neither the Offer Document nor any other document relating to the Offer may be publicly distributed or otherwise made publicly available in or from Switzerland. The Offer Document is not intended as an offer or solicitation with respect to the obtaining of Shares by the public and may be distributed only on a private placement basis, without any public distribution, offering or marketing in, or from, Switzerland, provided that any such distribution does not occur as a result of, or in connection with, public solicitation or marketing with respect to the issuance, purchase or sale of Shares.

Hong Kong

The contents of the Offer Document have not been reviewed by or approved by or registered with any regulatory authority in Hong Kong. Bondholders are advised to exercise caution in relation to the Offer. If Bondholders are in any doubt about any of the contents of this document, they should obtain independent professional advice. The Offer Document does not constitute a 'prospectus' (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong)), nor is it an advertisement, invitation or document containing an advertisement or invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

No Shares have been offered or sold, or will be offered or sold, in Hong Kong in connection with the Offer, by means of any document, other than (a) to 'professional investors' as defined in the Securities and Futures Ordinance and any rules made under the Securities and Futures Ordinance; or (b) in circumstances which do not result in the document being a 'prospectus' as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance or which do not constitute an offer to the public within the meaning of that Ordinance.

No advertisement, invitation or document relating to the Shares has been or will be issued or in the possession of any person for the purposes of issue, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted under the laws of Hong Kong) other than with respect to Shares which are or are intended to be issued or disposed of only to persons outside Hong Kong or only to 'professional investors' as defined in the Securities and Futures Ordinance and any rules made under the Securities and Futures Ordinance.

Abu Dhabi

The Offer nor any offering of Shares thereunder has been approved or licensed by the United Arab Emirates Central Bank, the United Arab Emirates Securities and Commodities Authority, the Financial Services Regulatory Authority, or any other relevant licensing authorities in the United Arab Emirates, and accordingly does not constitute a public offer of securities in the United Arab Emirates in accordance with the commercial companies law, Federal Law No. 2 of 2015 (as amended), Securities and Commodities Authority Resolution No. 3 R.M. of 2017 Regulating Promotions and Introductions or otherwise. Accordingly, the Shares may not be offered to the public in the United Arab Emirates (including the Abu Dhabi Global Market).

Fyber N.V.

Official seat: Amsterdam, the Netherlands
Office address Johannesstrasse 20, D-10117 Berlin, Germany
Amsterdam Commercial register number 54747805 | VAT Nr. DE283688947 | LEI Nr. 894500D5B6A8E1W0VL50
Managing Directors: Ziv Elul, Dani Sztern, Yaron Zaltsman



The Offer Document is strictly private and confidential and is being issued to a limited number of institutional investors:

1. who meet the criteria of a Qualified Investor as defined in Securities and Commodities Authority Resolution No. 3 R.M. of 2017 (except natural persons); or
2. upon their request and confirmation that they understand that the Shares and the interests have not been approved or licensed by or registered with the UAE Central Bank, the Securities and Commodities Authority, Financial Services Regulatory Authority or any other relevant licensing authorities or governmental agencies in the United Arab Emirates.

The Offer Document must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose.

United States

The Shares offered by the Offer Document have not been and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States unless the Shares are registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available. The Shares are being offered and sold in the United States only to qualified institutional buyers pursuant to Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, and outside the United States in reliance on Regulation S. There will be no public offer of Shares in the United States. Prospective purchasers are hereby notified that the Offeror may rely on an exemption from the registration requirements of Section 5 of the US Securities Act, which may include Rule 144A or Regulation S thereunder.

In addition, until the end of the 40th calendar day after commencement of the Offer, an offer or sale of the Shares within the United States by a dealer (whether or not participating in the Offer) may violate the registration requirements of the US Securities Act if such offer is made otherwise than in accordance with Rule 144A or another exception from registration under the US Securities Act.

Fyber N.V.

Official seat: Amsterdam, the Netherlands
Office address Johannisstrasse 20, D-10117 Berlin, Germany
Amsterdam Commercial register number 54747805 | VAT Nr. DE283688947 | LEI Nr. 894500D5B6A8E1W0VL50
Managing Directors: Ziv Elul, Dani Sztern, Yaron Zaltsman