



**Disclosure of an inside information
according to Article 17 EU Market Abuse Regulation (MAR)**

FYBER N.V.

**Fyber supports acquisition of a majority of its shares
by mobile technology company Digital Turbine**

Berlin, 22 March 2021 - Fyber N.V. ("Fyber" or the "Company", FSE:FBEN) announces that Austin-based Digital Turbine Inc. (Nasdaq: APPS, "Digital Turbine"), a global on-device mobile platform company, whose shares are listed on Nasdaq in New York, USA, has signed definitive agreements with the Company's majority shareholders to acquire their shareholdings in the Company.

Fyber's major shareholder, Tendor Holding B.V. ("Tendor"), the investment group of Mr. Lars Windhorst currently holds more than 90% of the shares in Fyber through its fully owned subsidiary Advert Finance B.V. ("AF") (together with Mr. Lars Windhorst and Tendor the "Majority Shareholder"). Digital Turbine agreed on the acquisition of the complete shareholding of the Majority Shareholder in Fyber at a valuation of the Company of up to \$600 million net for 100% of Fyber's shares, up to \$450 million payable in shares of Digital Turbine and \$150 million in cash ("Transaction"). The consideration payable by Digital Turbine comprises a variable component consisting of shares in Digital Turbine at a value of up to \$50 million contingent on certain earn-out criteria to be achieved by Fyber within the next 12 months.

The Transaction is subject to customary closing conditions, including obtaining merger clearance in the USA and a conversion and/or redemption of the remainder of the senior unsecured convertible bonds due 2022 (ISIN XS1223161651). The Majority Shareholder and Digital Turbine expect closing of the Transaction to occur in the second quarter of 2021.

The Transaction has been concluded between the Majority Shareholder and Digital Turbine. However, the Company has reviewed, together with its external advisors, its strategic, social, financial, legal and operational consequences for the Company and its various stakeholders. On that basis, Fyber's executive and supervisory board have each concluded that providing support to the Transaction is in the best interest of the Company and its stakeholders. Fyber has also entered into a separate support agreement with Digital Turbine providing for among other things Digital Turbine's commitment to the employees and the strategy of the Company as well as for a takeover offer to be launched by Digital Turbine. Furthermore, Fyber has accepted certain restrictions in its conduct of business with regard to M&A activities and other customary topics.

Following the successful conclusion of the Transaction, Digital Turbine will launch a mandatory takeover offer to all outstanding shareholders of the Company (the "Offer"). The timing and the conditions of the Offer, including the consideration offered to shareholders of Fyber in the Offer will be announced by Digital Turbine when due and in full compliance with the applicable Dutch and German takeover laws.

After Closing of the Transaction and the Offer, Digital Turbine intends to terminate Fyber's listing on the Deutsche Börse Frankfurt stock exchange and to acquire 100% of the shares in Fyber.

Fyber N.V.

Official seat: Amsterdam, the Netherlands
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Amsterdam Commercial register number 54747805 | VAT Nr. DE283688947 | LEI Nr. 894500D5B6A8E1W0VL50
Managing Directors: Ziv Elul, Dani Sztern, Yaron Zaltsman
Chairman of the Supervisory Board: Yair Safrai



Notifying person

Yaron Zaltsman, CFO

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