Explanatory notes to the agenda of the Extraordinary General Meeting of Shareholders of Fyber N.V. (the Company) to be held on 21 February 2019

Agenda item 2 - Refinancing

The Company is presently financed through, amongst other facilities, a debt financing in the form of publicly traded convertible bonds in the principal amount of EUR 150,000,000 (the **Bonds**), and shareholder loans in the aggregate amount of EUR 15,000,000 (the **Loans**). Following the bondholders meeting from 19 December 2018, the outstanding interest payments have been delayed until final maturity date of the Bonds in July 2020. The refinancing risk of repaying the principal and the aggregated interest poses a burden for the Company and hinders the Company's ability to access financing options on the capital markets or attract new investors.

The Company has therefore been negotiating with a number of larger bondholders and shareholders to refinance this debt ahead of the original maturity date of July 2020. Moreover, the early conversion is also a condition of the latest shareholder loan the Company entered into to bridge short-term liquidity needs in 2019, as communicated in the ad hoc notification from 7 December 2018. These bondholders and shareholders have committed to an equity investment by means of a swap of their Bonds representing a nominal value of EUR 70,000,000 in the aggregate (together with the swaps by other holders of Bonds into equity as set out below: The **Bond Conversion**) and the Loans (the **Debt Conversion**) for ordinary shares (**Shares**) in the capital of the Company (the **Refinancing**). The Refinancing significantly improves the Company's balance sheet and financial position and aims to enable the Company to successfully pursue its business objectives and strategy.

The Company would have liked to invite all holders of Bonds to exchange their Bonds for Shares in the Company on the same terms. However, this would require the preparation of a prospectus pursuant to the Prospectus Directive (Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) (**Prospectus Directive**)) which in view of the timing and cost involved in the preparation of a prospectus is prohibitive given the urgency of the Refinancing. Consequently, the invitation to convert will only be extended to holders of Bonds who qualify as a qualified investor as defined in the Prospectus Directive.

The Shares for purposes of exchanging the Bonds into equity will be issued at a price per share representing the current fair value of the Company as concluded by the Company and based on valuation work by German private bank M.M.Warburg & CO (AG & Co.) KGaA, Hamburg, Germany, who provided the Company with an indicative range of exchange ratios in the context of the planned debt-to-equity swap of the Bonds. The price per share (**Issue Price**) set forth here for approval by the shareholders is EUR 0.30 per Share.

The Refinancing is likely to cause a significant dilution of shareholders not participating in the Refinancing.

The Shares that will be issued under the Refinancing will be submitted for trading on the Frankfurt Stock Exchange within one (1) year after the date of issue. A listing prospectus will be published (after approval by the Autoriteit Financiele Markten in the Netherlands) at the time as required.

Because the Bonds and Loans are technically receivables against the Company, the Issue Price will be paid up by conversion of the Loans and the Bonds into Shares. Technically conversion will take place by set-off of the Issue Price payable by the relevant holder of Bonds and/or Loans against the nominal value of the Bonds and/or Loans held by the relevant shareholder, without any further legal formalities being required.

Agenda item 2a – Bond Conversion: Issuance of new Shares (vote)

This item will be voted on.

Under Dutch law the Bond Conversion requires an issuance of new Shares. Because it is not known at the date of the convocation of this EGM how many holders of Bonds wish to subscribe for Shares against contribution of their Bonds, the Management Board, with the approval of the Supervisory Board, proposes to the General Meeting in accordance with articles 6.2 and 6.3 of the articles of association of the Company, to designate the Management Board as the company body competent to (i) issue such number of Shares as required for the Bond Conversion, at a rate of EUR 0.30 per Share and (ii) exclude pre-emptive rights of existing shareholders, without prejudice to the authority of the Management Board granted in the 2018 annual general meeting of shareholders.

The number of Shares to be issued shall be limited to a maximum of 499,666,667 (calculated as: 149,900,000 outstanding Bonds / EUR 0.30 swap price).

This designation will be valid for a period of one (1) year following the date of the EGM, and hence until 21 February 2019.

Resolutions by the Management Board to issue shares or to exclude pre-emptive rights are subject to the approval of the Supervisory Board. The issue can only take place to the extent the authorized capital provides sufficient room for such issue. In view hereof, under agenda item 2c it is proposed to amend the articles of association in order to increase the authorized capital.

Agenda item 2b – Debt Conversion: Issuance of new Shares (vote)

This item will be voted on.

Under Dutch law the Debt Conversion requires an issuance of Shares. The Management Board, with the approval of the Supervisory Board, proposes to the General Meeting In accordance with articles 6.2 and 6.3 of the articles of association of the Company, to designate the Management Board as the company body competent to (i) issue 50,000,000 Shares, as required for the Debt Conversion, at a rate of EUR 0.30 per Share and (ii) exclude the pre-emptive rights of existing shareholders with respect to this issuance, without prejudice to the authority of the Management Board granted in the 2018 annual general meeting of shareholders. The issue can only take place to the extent the authorized capital provides sufficient room for such issue. In view hereof, under agenda item 2c it is proposed to amend the articles of association in order to increase the authorized capital.

This designation will be valid for a period of one (1) year following the date of the EGM, and hence until 21 February 2019.

Resolutions by the Management Board to issue Shares or to exclude pre-emptive rights are subject to the approval of the Supervisory Board.

Agenda item 2c – Amendment to the Articles of Association of the Company (vote)

This item will be voted on.

Under Dutch law applicable to the Company, the articles of association need to contain an authorized capital, which entails the maximum numbers of shares in the capital of the Company that can be issued before the articles of association need to be amended. The authorized capital can be a maximum of five (5) times the issued capital of the Company.

The present authorized capital of the Company does not provide sufficient room for the contemplated issuance of Shares as described under agenda items 2(a) and 2(b) above, and for that reason the clause in the articles of association that reflects the authorized capital needs to be amended.

The Management Board, with the approval of the Supervisory Board, proposes to the General Meeting to (i) amend the articles of association of the Company to allow for the Refinancing in accordance with the proposed amendment to the articles of association that was published with these explanatory notes (see Annex) and (ii) to authorize each member of the Management Board and each civil-law notary (and deputy civil-law notary), paralegal and notarial assistant at Stibbe in Amsterdam, the Netherlands to have the notarial deed of amendment of the articles of association executed.

Agenda item 3 – Supervisory Board

Agenda item 3a - Proposal to appoint Mr Yair Safrai as a member of the Supervisory Board (vote)

This item will be voted on.

On 1 October 2018 the Supervisory Board has appointed Mr Yair Safrai as acting member of the Supervisory Board, to temporarily fill a vacancy in the Supervisory Board in accordance with Article 25.1 of the articles of association of the Company.

It is proposed to formalize this position and appoint Mr Safrai as member of the Supervisory Board. The proposed appointment is for a term ending at the close of the annual General Meeting of shareholders to be held in 2023, which is the fourth year after the year of the appointment.

Yair Safrai (59), chairman at Impact First Investments, is an experienced veteran of Israel's high tech and venture capital industries. In the last few years, Yair has served as an Active Chairman, board member, private investor, and Acting CEO of several high-tech companies and investment funds. In the mid-1990's, Yair co-founded Concord Ventures, a $270m group of funds where he is still active today. At the very onset of Israel's VC industry, Yair served as VP of the Nitzanim Venture Fund, one of Israel's first and most successful VC funds. Before joining Nitzanim, Yair oversaw business development at BVR Technologies, and held key consulting, marketing, and business development positions at IGS Inc. and at P.O.C. Yair holds a B.Sc. in Economics and Management from Tel Aviv University, an MA in International Studies from the Lauder Institute at the University of Pennsylvania, and an MBA from Wharton Business School.

The Supervisory Board considered that Mr Yair Safrai cannot be considered independent within (i) the meaning of Best Practice provision 2.8.1 iii of the Dutch Corporate Governance Code and (ii) the meaning of article 1.5c of the bylaws of the Supervisory Board as Mr Safrai has had a consulting relationship with an affiliated company in the year prior to the appointment.

Mr Safrai complies with the provisions of Section 2:142a of the Dutch Civil Code limiting the number of supervisory positions that may be held by Supervisory Board members of certain large Dutch companies within the meaning of these provisions.

The Supervisory Board nominates Mr Safrai because Mr Safrai fits the criteria for expertise and background as described in paragraph 3 of the profile of the Supervisory Board (annex 2 of the by-laws of the Supervisory Board). Despite the Supervisory Board's aim of a diversified composition in terms of areas of expertise and experience, gender and independence, Mr Safrai is in the opinion of the Supervisory Board the best available candidate for this position.

As Supervisory Board member Mr Safrai will be entitled to the same remuneration for members of the Supervisory Board as was approved by the General Meeting at the April 2017 EGM, being EUR 100,000 per annum or less upon decision of the Supervisory Board. Also, Mr Safrai will be entitled to coverage under the Company's D&O policy.

Mr Safrai does not hold any shares in the capital of the Company.

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Annex to the Explanatory Notes_Fyber EGM February 2019

TEKSTVOORSTEL STATUTENWIJZIGING VAN

FYBER N.V.

HUIDIGE TEKST		VOORGESTELDE WIJZIGING	
4.1	**Het maatschappelijk kapitaal van de vennootschap bedraagt veertig miljoen euro (EUR 40.000.000).**	4.1.	Het maatschappelijk kapitaal van de vennootschap bedraagt éénhonderd twintig miljoen euro (EUR 120.000.000).
4.2	Het maatschappelijk kapitaal is verdeeld in vierhonderd miljoen (400.000.000) aandelen met een nominaal bedrag van tien eurocent (EUR 0,10) elk.	4.2	Het maatschappelijk kapitaal is verdeeld in één miljard tweehonderd miljoen (1.200.000.000) aandelen met een nominaal bedrag van tien eurocent (EUR 0,10) elk.

UNOFFICIAL ENGLISH TRANSLATION OF
THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF FYBER N.V.

CURRENT ARTICLES		PROPOSED AMENDMENTS	
4.1	The authorised capital of the Company amounts to forty million euro (EUR 40,000,000).	4.1	The authorised capital of the Company amounts to one hundred and twenty million euros (EUR 120,000,000).
4.2	The authorised capital is divided into four hundred million (400,000,000) Shares, having a nominal value of ten eurocent (EUR 0.10) each.	4.2	The authorised capital is divided into one billion two hundred million (1,200,000,000) Shares, having a nominal value of ten euro cents (EUR 0.10) each.