



## Fyber N.V.

### Extraordinary General Meeting sets the path for successful debt restructuring

**Berlin, 21 February 2019 - Fyber N.V.** (“Fyber” or the “Company”, FSE:FBEN), a leading advertising technology company, has reached an important milestone along its previously communicated debt restructuring and refinancing process. At today’s Extraordinary General Meeting (“EGM”) the shareholders approved, among others, the issuance of new shares which enables the conversion of the Company’s debt into equity. In total 50.52% of the voting capital was present at the EGM and a large majority of over 95% of the shareholders voted in favor of this proposed resolution.

At present, the Company is mainly financed through a 7/2020 convertible bonds facility (ISIN XS1223161651, the “Bonds”) amounting to €150 million as well as a shareholder loan in an amount of €15 million. The EGM authorized the issuance of up to 550 million new shares and the related raise in authorized capital from €40 million to €120 million, equipping the Company with sufficient equity to facilitate a conversion of the above-mentioned outstanding debt facilities.

#### Exchange offer to qualified bond investors

Fyber already succeeded in an initial easing of its debt situation at the end of last year: At a bondholder meeting in December 2018, an agreement was reached with the bond creditors on the deferral of all future interest payments of the Bonds to the final maturity date in July 2020.

In a second step and based on the EGM approval, Fyber will submit a voluntary exchange offer to bondholders and the creditor of the straight debt shareholder loan to exchange the debt for new Fyber shares.

The shares for purposes of this exchange will be issued at a price per share of €0.30, representing the current fair value of the Company as concluded by Fyber based on valuation work by an investment bank. Fyber will invite qualified bondholders in due course to partake in the exchange proposal as explained in more detail in the invitation to the EGM.

Fyber’s shareholder Sapinda Holding B.V. already confirmed to support this debt-to-equity swap and assured the contribution of debt in the amount of at least €70 million.

“The debt restructuring will significantly improve Fyber’s balance sheet and financial position and will enable us to access financing options on the capital markets. We are thankful for the support by shareholders and bondholders”, says Yaron Zaltsman, CFO of Fyber.

#### Supervisory Board changes

A further item on the EGM agenda was the appointment of Mr Yair Safrai as a permanent member of the Company’s Supervisory Board until 2023, which was adopted by majority of 61.6%. Yair Safrai is an experienced veteran of Israel’s high tech and venture capital industries. In the last few years, he has held various board positions in several high-tech companies and investment funds, inter alia as chairman of Inneractive Ltd., prior to its acquisition by Fyber. In the mid-1990’s, Yair co-founded Concord Ventures, before that he served as VP of the Nitzanim Venture Fund, 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.

#### 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



Moreover, Mr Arjun Metre joined the Board as temporary member in January 2019. The appointment shall be confirmed by the shareholders at the next Annual General Meeting scheduled for 27 May 2019. Arjun is a veteran of Intel Corporation, where he has served in various roles over the past 14 years - most recently, as Investment Director, leading investments across media, entertainment and sports technology as well as co-leading the establishment of the Emerging Technology Initiative, an innovation platform between the NBA and Intel Capital. He supported the formation of the OneTeam Collective, the Athlete Accelerator for the NFL Players Association, where he remains on the Executive Board. Arjun also served as Chief of Staff at Intel Capital, where his operational responsibilities included transaction management, strategic investments, exits and annual investment allocations. He has extensive startup experience with various media, tech & telecom companies, such as Telenor Interactive and holds a B.S. in Management Science from the University of California at San Diego.

Dirk van Daele, Fyber's chairman of the Supervisory Board of many years, stepped down from his role effective 1 January 2019. Yaron Valler, who joined the Supervisory Board in February 2017, handed in his resignation shortly afterwards on 3 January 2019. The Company thanks Dirk and Yaron for their engagement and valuable contributions over the years.

###

#### **About Fyber**

Fyber is a leading advertising technology company, developing a next generation platform for the programmatic trading of ads, in a data-driven environment. Our mission is to fuel the creation of quality content by empowering digital publishers and app developers to unlock the true value of their advertising properties through advanced technologies, innovative ad formats and data-driven decision-making. Fyber's technology platform provides an open-access platform for both digital advertisers and publishers with a global reach of more than 1.2 billion monthly unique users. Fyber has offices in Berlin, Tel Aviv, New York, San Francisco, London, Beijing and Seoul. The Company employs more than 300 people globally and is listed on the Prime Standard of Frankfurt Stock Exchange under the symbol 'FBEN' and the ISIN NL0012377394.

#### **Investor Contact**

Sabrina Kassmannhuber  
ir@fyber.com  
+49 30 609 855 555

#### **Media Contact**

Anja Ben Lekhal  
anja.benlekh@kirchhoff.de  
+49 40 609 186 55

#### **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