

**MINUTES of the extraordinary general meeting of shareholders of:  
Fyber N.V., having its official seat in Amsterdam, the Netherlands (the Company), held  
in Amsterdam on Tuesday 25 July 2017 at 12:00 noon CET.**

Chairperson : Tina Kasten  
Secretary : Sjoerd Buijn (Allen & Overy LLP (Amsterdam Office))

## **1. OPENING AND ANNOUNCEMENTS**

Since neither the chairman of the Supervisory Board nor his replacement are present at this meeting, the General Meeting resolves to elect Ms Tina Kasten (hereafter the **Chairperson**) as chairperson of the meeting, such in accordance with Article 36.2 of the articles of association of the Company (the **Articles of Association**).

The Chairperson opens the general meeting of shareholders and welcomes all present. The Chairperson states that the meeting was convened by a notice that was placed on the website of the Company on 13 June 2017. The complete agenda for the meeting, the explanatory notes thereto and a proxy form have been available on the website of the Company as of the day of the convocation. These documents were also available for inspection at the offices of the Company. The Chairperson establishes that the formal requirements provided by Dutch law and the Articles of Association for the holding of a general meeting of shareholders have been complied with.

The Chairperson further states that the issued capital of the Company consists of 114,533,333 ordinary shares with a nominal value of EUR 0.10 each, of which the Company holds 1,280,474 shares in its own capital. According to the attendance list 7 shareholders are represented. Together they are authorised to cast 52,566,362 votes. In respect of the entire issued share capital 46.43% of the share capital of the Company was represented.

The Chairperson introduces Ms Leemrijse, civil law notary with Allen & Overy LLP (Amsterdam Office), who will address any questions about matters of Dutch company law, Mr Buijn, deputy civil law notary with Allen & Overy LLP (Amsterdam Office), who is requested to prepare the minutes of the proceedings of the meeting. The Chairperson informs the meeting that the language of the meeting will be in English. If someone wishes to make a comment or ask a question during the meeting, this person will have to state his name and, if applicable, the name of the shareholder that he is representing, in view of recording the meeting. The Chairperson then proceeds to agenda item 2.

## **2. NOTICE OF RESIGNATION OF MEMBERS OF THE MANAGEMENT BOARD**

### *(a) Resignation of Mr Andreas Bodczek as a member of the Management Board*

The Chairperson informs the meeting that Mr Andreas Bodczek has indicated to resign as a member of the Management Board shortly following this EGM. A proposal to grant Mr Bodczek full and final discharge for his acts of management will be tabled at the next annual

general meeting of shareholders, where the annual accounts will be presented for adoption, currently scheduled for 26 September 2017.

*(b) Resignation of Mr Heiner Luntz as a member of the Management Board*

The Chairperson informs the meeting that Mr Heiner Luntz has also indicated to resign as a member of the Management Board shortly following this EGM. A proposal to grant Mr Luntz full and final discharge for his acts of management will be tabled at the next annual general meeting of shareholders, where the annual accounts will be presented for adoption.

The Chairperson notes that there are no questions in relation to this agenda item. The Chairperson then proceeds to agenda item 3.

**3. NOTICE OF RESIGNATION DR. CRID YU AS A MEMBER OF THE SUPERVISORY BOARD**

The Chairperson informs the meeting that Dr. Crid Yu has indicated to resign as a member of the Supervisory Board as of the moment of his appointment as member of the Management Board, proposed to be resolved upon in this EGM. A proposal to grant Dr. Yu full and final discharge for his acts of supervision will be tabled at the next annual general meeting of shareholders, where the annual accounts will be presented for adoption.

The Chairperson notes that there are no questions in relation to this agenda item. The Chairperson then proceeds to agenda item 4.

**4. PROPOSAL TO APPOINT MEMBERS OF THE MANAGEMENT BOARD**

*(a) Proposal to appoint Dr. Crid Yu as managing director B of the Company*

The Chairperson informs the meeting that the Supervisory Board has nominated Dr. Crid Yu to be appointed as member of the Management Board in accordance with Article 13 of the Articles of Association of the Company. The Supervisory Board has indicated that the remuneration policy for the Management Board (as adopted in the 2013 AGM) shall also apply to Dr. Yu.

The Chairperson tables the proposal to appoint Dr. Crid Yu as member of the Management Board and to designate Dr. Yu as Management Board member B and Chief Operating Officer of the Company. The proposed appointment is for a term ending at the close of the annual general meeting of shareholders to be held in 2021, which is the fourth year after the year of the appointment.

The Chairperson establishes that none of the persons attending wished to ask any questions in respect of this agenda item. She proposes to start the voting procedure on the proposal to appoint Dr. Crid Yu as member of the Management Board and to designate Dr. Yu as Management Board member B and Chief Operating Officer of the Company with immediate effect.

The Chairperson notes that 48,102,800 votes were cast in favour of the proposal and that there were 4,4463,562 abstentions so that it has been adopted by unanimous vote.

The Chairperson then proceeds to agenda item 4(b).

*(b) Proposal to appoint Mr Yaron Zaltsman as managing director B and CFO of the Company*

The Chairperson informs the meeting that the Supervisory Board has nominated Mr Yaron Zaltsman to be appointed as member of the Management Board in accordance with Article 13 of the Articles of Association of the Company. The Supervisory Board has indicated that the remuneration policy for the Management Board (as adopted in the 2013 AGM) shall also apply to Mr Zaltsman.

The Chairperson tables the proposal to appoint Mr Zaltsman as member of the Management Board and to designate Mr Zaltsman as Management Board member A and Chief Financial Officer (CFO) of the Company. The proposed appointment is for a term ending at the close of the annual general meeting of shareholders to be held in 2021, which is the fourth year after the year of the appointment.

The Chairperson establishes that none of the persons attending wished to ask any questions in respect of this agenda item. She proposes to start the voting procedure on the proposal to appoint Mr Zaltsman as member of the Management Board and to designate Mr Zaltsman as Management Board member B and Chief Financial Officer (CFO) of the Company with immediate effect.

The Chairperson notes that 48,102,800 votes were cast in favour of the proposal and that there were 4,4463,562 abstentions so that it has been adopted by unanimous vote.

The Chairperson then proceeds to agenda item 4(c).

*(c) Proposal to appoint Mr Daniel Sztern as managing director B of the Company*

The Chairperson informs the meeting that the Supervisory Board has nominated Mr Daniel Sztern to be appointed as member of the Management Board in accordance with Article 13 of the Articles of Association of the Company. The Supervisory Board has indicated that the remuneration policy for the Management Board (as adopted in the 2013 AGM) shall also apply to Mr Sztern.

The Chairperson tables the proposal to appoint Mr Sztern as member of the Management Board and to designate Mr Sztern as Management Board member B and Deputy Chief Executive Officer of the Company. The proposed appointment is for a term ending at the close of the annual general meeting of shareholders to be held in 2021, which is the fourth year after the year of the appointment.

The Chairperson establishes that none of the persons attending wished to ask any questions in respect of this agenda item. She proposes to start the voting procedure on the proposal to appoint Mr Sztern as member of the Management Board and to designate Mr Sztern as Management Board member B and Deputy Chief Executive Officer of the Company with immediate effect.

The Chairperson notes that 48,102,800 votes were cast in favour of the proposal and that there were 4,4463,562 abstentions so that it has been adopted by unanimous vote.

The Chairperson then proceeds to agenda item 5.

**5. PROPOSAL TO APPOINT MR ZIV ELUL AS MANAGING DIRECTOR A INSTEAD OF MANAGING DIRECTOR B OF THE COMPANY**

The Chairperson tables the proposal to appoint Mr Ziv Elul, member of the Management Board, in the capacity of Management Board member A instead of Management Board member B, and to appoint him as CEO.

The Chairperson establishes that none of the persons attending wished to ask any questions in respect of this agenda item. She proposes to start the voting procedure on the proposal to designate Mr Elul as Management Board member A and Chief Executive Officer of the Company with immediate effect.

The Chairperson notes that 48,102,800 votes were cast in favour of the proposal and that there were 4,4463,562 abstentions so that it has been adopted by unanimous vote.

The Chairperson then proceeds to agenda item 6.

**6. ANY OTHER BUSINESS AND CLOSE OF THE MEETING**

Since there are no further comments or questions the Chairperson thanks the persons present at the meeting for their contribution to the meeting. The Chairperson closes the meeting at 12.30 PM CET.

A copy of these minutes will be sent to the Management Board in order to enable the Management Board to keep record of the resolutions adopted.

These minutes are adopted on 25 July 2017 by the Chairperson and the Secretary of the meeting and signed by them as evidence thereof.

*(signature page to follow)*

Chairperson:

Secretary:

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T. Kasten

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S.B. Buijn