

**Explanatory notes to the agenda of the Annual General Meeting of Shareholders
(General Meeting) of Fyber N.V. (the Company) to be held on 29 June 2021**

Agenda item 2) - Annual Accounts 2020

(a) Report by the Management Board regarding the financial year 2020 (discussion)

This item will be discussed.

The Management Board will report on the business and results of operations for the financial year 2020.

(b) Remuneration report for the financial year 2020 (vote)

This item will be voted on.

In accordance with Dutch legislation implementing the amended European Shareholder Rights Directive (SRD II), the remuneration report for 2020, based on the existing remuneration policy, is presented for an advisory vote by the General Meeting. It is proposed to cast an affirmative vote in favour of the remuneration report for 2020. The Company has drawn up the remuneration report for the financial year 2020, including an overview of remuneration to individual members of the Management Board and of the Supervisory Board in accordance with the statutory requirements.

Please refer to the remuneration report for 2020 on <https://investors.fyber.com/reports-presentations>, which is included in the 2020 annual accounts.

(c) Proposal to adopt the 2020 annual accounts and appropriation of losses (vote).

This item will be voted on.

It is proposed to the General Meeting to adopt the 2020 annual accounts drawn up by the Management Board and approved by the Supervisory Board. The auditor of the Company has audited the annual accounts and issued an unqualified auditors' statement (page 187ff. of the 2020 annual accounts). The adoption of the 2020 annual accounts includes the proposal of the Management Board to allocate the losses of the Company for the financial year 2020 to the accumulated deficit.

(d) Proposal to discharge the Management Board members from liability (vote)

This item will be voted on.

In accordance with article 29.2 of the articles of association of the Company, it is proposed to the General Meeting to discharge all members of the Management Board of the Company from all liability in relation to the exercise of their duties in the financial year 2020, to the extent that such exercise is apparent from the 2020 annual accounts or has been otherwise disclosed to the General Meeting prior to the adoption of the 2020 annual accounts.



(e) Proposal to discharge the Supervisory Board members from liability (vote)

This item will be voted on.

In accordance with article 29.2 of the articles of association of the Company, it is proposed to the General Meeting to discharge all members of the Supervisory Board of the Company from all liability in relation to the exercise of their duties in the financial year 2020, to the extent that such exercise is apparent from the 2020 annual accounts or has been otherwise disclosed to the General Meeting prior to the adoption of the 2020 annual accounts.
