

Minutes of the Extraordinary General Meeting of Shareholders of Fyber N.V. held on 28 October 2021

Fyber N.V., a public limited company (*naamloze vennootschap*), having its seat in Amsterdam, the Netherlands, its address at Wallstraße 9-13, 10179, Berlin, Germany, registered in the trade register under number 54747805 (the "**Company**"), held its Extraordinary General Meeting of Shareholders in Amsterdam at the offices of Greenberg Traurig, LLP, Leidseplein 29 1017 PS Amsterdam, the Netherlands, on **28 October 2021**, at 4pm CEST.

Chairperson

Mrs. Linda Thonen was appointed by the supervisory board of the Company to act as chairperson of the meeting (the "**Chairperson**"), such in accordance with Article 36.1 of the articles of association of the Company (the "**Articles of Association**").

Agenda item 1 – Opening and announcements

The Chairperson opened the Extraordinary General Meeting of Shareholders (the "**EGM**") and appointed Mrs. Alette Kroese as secretary of the EGM in accordance with article 37.1 of the Articles of Association (hereafter the "**Secretary**") and asked her to prepare the minutes of the proceedings of the meeting.

The Chairperson made some practical announcements:

- (i) the meeting was convened by a notice that was placed on the website of the Company on 13 October 2021 and a release via DGAP has been issued about its availability. 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 in Berlin. 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 so legally valid resolutions can be adopted at this meeting.
- (ii) the issued capital of the Company consists of 552,189,286 ordinary shares with a nominal value of EUR 0.10 each, of which the Company holds 1,325,844 shares in its own share capital. According to the attendance list, one (1) shareholder is represented, authorized to cast 547,085,436 votes. In respect of the entire issued and outstanding share capital 99.31% of the share capital of the Company was represented.
- (iii) the language of the meeting will be in English.

The Chairperson then proceeded to the next agenda item.

Agenda item 2 – Conversion

- (a) *Proposal to convert Fyber N.V. from a public limited liability company (in Dutch: naamloze vennootschap) into a private limited liability company (in Dutch: besloten vennootschap met beperkte aansprakelijkheid), amend the Articles of Association of Fyber N.V. accordingly and authorize each member of the management board and also each lawyer, deputy civil law notary and employee of Greenberg Traurig, LLP (Amsterdam office) severally, to have the deed of conversion and amendment to the Articles of Association of Fyber N.V. executed (vote)*

The Chairperson explained that in connection with the finalization of the delisting of Fyber N.V. it is proposed to convert Fyber N.V. from a public limited liability company into a private limited liability company, to amend its Articles of Association accordingly in conformity with the draft deed of conversion and amendment to the Articles of Association as prepared by Greenberg Traurig, LLP (Amsterdam office) (**Deed**), and to authorize each member of the management board of the Company and also each lawyer, deputy civil law notary and employee of Greenberg Traurig, LLP (Amsterdam office), severally, to have the Deed executed.

The Chairperson noted that 547,085,436 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

The Chairperson then proceeded to the next agenda item.

- (b) *Proposal to accept the resignation of all supervisory board members (being Mr. T. Malak, Mr. A.A. Metre, Mr. F.J. Rios, Mr. K. Sehnaoui and Mr. Y. Safrai) of the Company (vote)*

The Chairperson explained that in connection with the conversion of Fyber N.V. from a public limited liability company into a private limited liability company, the Company no longer requires a supervisory board. As a consequence of the conversion, the Articles of Association will be amended whereby all provisions with respect to the supervisory board will be removed. In connection herewith each of Mr. T. Malak, Mr. A.A. Metre, Mr. F.J. Rios, Mr. K. Sehnaoui and Mr. Y. Safrai indicated to resign from their position as supervisory board members such with effect as of the date of the conversion. It is proposed to accept the resignation of each of the supervisory board members

The Chairperson noted that 547,085,436 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

The Chairperson then proceeded to the next agenda item.

- (c) *Proposal to grant discharge to all supervisory board members as mentioned above under 2b) (vote)*

The Chairperson proposed to the General Meeting to grant full and final discharge to each of the supervisory board members for their supervision on the management of Fyber N.V. in connection with the resignation of all supervisory board members of Fyber N.V.

The Chairperson noted that 547,085,436 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

The Chairperson then proceeded to the next agenda item.

- (d) *Proposal to appoint Mr. J.B. Garrison as management board member with the title CEO (vote)*

The Chairperson elaborated that during its meeting on 13 October 2021 the supervisory board has resolved to nominate Mr. J.B. Garrison to be appointed as member of the management board of the Company with the title CEO. It is proposed to formalize this position and appoint Mr. J.B. Garrison as member of the management board.

Mr. J.B. Garrison is in the opinion of the supervisory board the best available candidate for this position

The Chairperson noted that 547,085,436 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

The Chairperson then proceeded to the next agenda item.

(e) Proposal to accept the resignation of Mr. Z. Elul and Mr. Y. Zaltsman as management board members of the Company (vote)

The Chairperson explained that Mr. Z. Elul indicated to resign from his position as management board member such with effect as of the date of this EGM. Mr. Y. Zaltsman indicated to resign from his position as management board member such with effect as of June 15, 2021 11:59 pm CEST. It is proposed to accept the resignation of each of the management board members.

The Chairperson noted that 547,085,436 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

The Chairperson then proceeded to the next agenda item.

(f) Proposal to grant discharge to the management board members as mentioned above under 2e) (vote)

The Chairperson proposed to the General Meeting, in connection with the intended resignation of Mr. Z. Elul and Mr. Y. Zaltsman as management board members of Fyber N.V., to grant full and final discharge to each of them for their management of Fyber N.V.

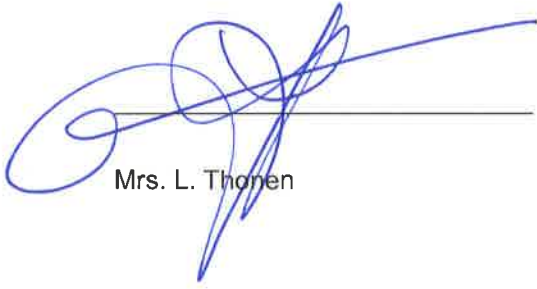
The Chairperson noted that 547,085,436 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

Close of the meeting

The Chairperson thanked the persons present at the meeting for their contribution to the meeting and closed the meeting.

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 28 October 2021 by the Chairperson and the Secretary of the meeting and signed by the Chairperson and the Secretary as evidence thereof.

Chairperson

A blue ink handwritten signature, appearing to be 'L. Thonen', written over a horizontal line. The signature is highly stylized with loops and a long horizontal stroke extending to the right.

Mrs. L. Thonen

Secretary

A blue ink handwritten signature, appearing to be 'A. Kroese', written over a horizontal line. The signature is more legible than the one above, with a long horizontal stroke extending to the right.

Mrs. A. Kroese