

Notice of the Annual General Meeting of Shareholders of Fyber N.V. to be held on 11 June 2020

Fyber N.V. (the **Company**) invites its shareholders to its annual General Meeting of shareholders (**General Meeting**) to be held at the offices of Stibbe N.V. Beethovenplein 10, 1077 WM Amsterdam, the Netherlands, on **11 June 2020**, at 2:30 pm CEST. The language of the meeting shall be English.

The agenda items of the General Meeting will be as follows:

Agenda

1) Opening and announcements

2) Annual Accounts 2019

- (a) Report by the Management Board regarding the financial year 2019 (discussion)
- (b) Advisory vote on the 2019 remuneration report for the financial year 2019 (vote)
- (c) Proposal to adopt the 2019 annual accounts and appropriation of losses (vote)
- (d) Proposal to discharge the Management Board members from liability (vote)
- (e) Proposal to discharge the Supervisory Board members from liability (vote)

3) Authorizations

- (a) Proposal to designate the Management Board as the competent body to issue shares or to grant rights to subscribe for shares (vote)
- (b) Proposal to designate the Management Board as the competent body to restrict or exclude pre-emptive rights upon issuing shares or granting rights to subscribe for shares (vote)
- (c) Proposals to designate the competent body to issue shares or to grant rights to subscribe for shares pursuant to the Stock Option Plan and to restrict or exclude related pre-emptive rights
 - i. Proposal to designate the Supervisory Board as the competent body to issue shares or to grant rights to subscribe for shares to the members of the Management Board pursuant to the Stock Option Plan and to restrict or exclude related pre-emptive rights (vote)
 - ii. Proposal to designate the Management Board as the competent body to issue shares or to grant rights to subscribe for shares to participants (not being members of the Management Board) to the Stock Option Plan and to restrict or exclude related pre-emptive rights (vote)

4) Management Board

- (a) Proposal to re-appoint Mr. Ziv Elul as member of the Management Board (vote)
- (b) Proposal to re-appoint Mr. Daniel Sztern as member of the Management Board (vote)
- (c) Proposal to re-appoint Mr. Yaron Zaltsman as member of the Management Board (vote)

5) Revised Remuneration Policy

- (a) Proposal to adopt the revised remuneration policy for the Management Board (vote)
- (b) Proposal to adopt the remuneration policy for the Supervisory Board (vote)

6) Any other business and close of the meeting

Meeting documents

The agenda above and the explanatory notes thereto (including the Annual Accounts 2019) are available free of charge on the Company's website: <https://investors.fyber.com/>

Record Date

The Management Board has determined that for this meeting the persons who will be considered as entitled to attend the General Meeting, are those holders of shares who on **14 May 2020**, after close of trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (the **Record Date**), hold those rights and are registered as such in the administrations of their banks and brokers.

Registration to Vote

Each shareholder is entitled to vote on the total number of shares that he/she holds at the close of trading on the Record Date, provided he/she has registered his/her shares timely.

A confirmation by the custodian bank in whose administration the shares of the relevant shareholder are registered must be submitted to the Company, stating that such shares were registered in his/her name at the Record Date. The confirmation must include the full address details of the relevant shareholder in order to enable the Company to verify the shareholding on the Record Date in an efficient manner.

The confirmation must be sent by the shareholder's bank to the Company, not later than **4 June 2020 at 5:30 pm CET**. A copy of the confirmation may be sent by e-mail to agm@fyber.com. Please send the original confirmation to the address of the Company listed below. The Company will send an email confirmation to the shareholder of the registration for the General Meeting.

Voting by Proxy

Notwithstanding the obligation to register for the meeting, the right to attend and to vote at the meeting may be exercised by a holder of a written proxy. A form of a written proxy is available on the Company's website. The written proxy must be received by the Company no later than on **4 June 2020, 5:30 pm CET**. The proxy to represent a shareholder may (but needs not) be granted to Ms Manon Cremers, civil law notary with Stibbe or her substitute, by sending an email with proxy and voting instructions to agm@fyber.com no later than **4 June 2020 at 5:30 pm CET**. Please send the original proxy to the Company's address listed below. A copy of the written proxy must be shown at the registration prior to the start of the meeting.

If you intend to instruct your custodian bank for any of the above, please be aware that applicable deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.

Registration and identification at the meeting

Registration for admission to the meeting will take place from 2:00 pm CET until the commencement of the meeting at 2:30 pm CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid official identity document, such as a passport.

As of 30 April 2020, the issued share capital of the Company amounts to EUR 36,419,975.20 divided into 364,199,752 ordinary shares with a nominal value of EUR 0.10 each. A total of 1,877,254 shares is held by the Company itself.

For further information, please see the Company's website <https://investors.fyber.com/>.



All communications to the Company or the Management Board in connection with the foregoing must be addressed to the Company as follows:

Fyber N.V.

attn.: Governance Department
Wallstraße 9-13, 10179 Berlin, Germany
Email: agm@fyber.com

The Supervisory Board and the Management Board of Fyber N.V.
Berlin, Germany on 30 April 2020