



**NOTARIAL RECORD
CONTAINING THE MINUTES OF THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS OF
FYBER N.V.**

NVH/6011924/1172210

02-04-2020

2

Today, the second of April two thousand and twenty, at the request of the chairperson to be referred to hereinafter, I, Manon Anna Justina Cremers, civil law notary in Amsterdam, attended an Extraordinary General Meeting of Shareholders of **Fyber N.V.**, a public limited company (*naamloze vennootschap*), having its seat in Amsterdam, its address at Wallstraße 9-13, 10179, Berlin, Germany, registered in the trade register under number 54747805 (the "**Company**"), held in Amsterdam, at the offices of Stibbe N.V., in order to make a notarial record of the business transacted in that meeting. -----

In the Extraordinary General Meeting of Shareholders, I, civil law notary, established the following: -----

Chairperson -----

Manon Cremers 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**"). -----

1. OPENING AND ANNOUNCEMENTS -----

The Chairperson opens the Extraordinary General Meeting of Shareholders (the "**EGM**") and introduces Natalja van Hofwegen, *kandidaat-notaris* with Stibbe N.V. The Chairperson appoints Natalja van Hofwegen as secretary of the EGM. -----

The Chairperson states the following: -----

- (i) The EGM was convened by a notice that was placed on the website of the Company on the nineteenth of February two thousand and twenty and a press release has been issued about its availability. The complete agenda for the EGM, the explanatory notes including annexes thereto and a proxy form have been available on the website of the Company as well as in the German Bundesanzeiger as of the day of the convocation. These documents were also available for inspection at the offices of the Company in Berlin. All requirements provided by Dutch law and the articles of association for the convocation of the EGM have been complied with so legally valid resolutions can be adopted at this EGM. -----
- (ii) the issued capital of the Company consists of three hundred and sixty-four million one hundred and ninety-nine thousand seven hundred and fifty-two (364,199,752) ordinary shares with a nominal value of ten euro cents



(EUR 0.10) each, of which the Company holds one million eight hundred and seventy-seven thousand two hundred and fifty-four (1,877,254) shares in its own share capital. According to the attendance list one (1) shareholder is represented by means of a power of attorney granted to the Chairperson. This shareholder is authorized to cast three hundred and nineteen million eight hundred and ninety-five thousand five hundred and fifty-two (319,895,552) votes. In respect of the entire issued and outstanding share capital rounded off eighty-eight point twenty-nine per cent (88.29%) percent of the share capital of the Company is represented. -----

2. **AMENDMENT OF THE ARTICLES OF ASSOCIATION** -----

The Chairperson addresses the proposal to amend the Articles of Association. The Chairperson reports that the proposed amendment concerns the change of all shares in the capital of the Company from registered shares to bearer shares. -----

By a vote in favor of the proposed amendment the EGM shall be deemed to have authorized each member of the Management Board as well as each civil law notary (*notaris*) and prospective civil law notary (*kandidaat-notaris*) of Stibbe N.V. in Amsterdam to make any adjustments that are necessary as well as to sign and execute the relevant deed of amendment of the Articles of Association and to undertake all other activities as the authorized person deems necessary or useful. -----

The Chairperson puts the proposal as indicated above to the vote and establishes that three hundred and nineteen million eight hundred and ninety-five thousand five hundred and fifty-two (319,895,552) votes are cast in favor of the proposal, so that the proposal is adopted. -----

3. **CLOSING** -----

As there are no further matters to be discussed, the Chairperson closes the meeting. ---

This deed was executed today in Amsterdam, and signed by me, civil law notary, at two hours thirty-eight minutes post meridiem. -----

(Signed): N. van Hofwegen, M.A.J. Cremers.-----

FOR CERTIFIED COPY





Proxy Form

For the Extraordinary General Meeting of Shareholders (EGM) of Fyber N.V. to be held at the offices of Stibbe N.V., Beethovenplein 10, 1077 WM Amsterdam, the Netherlands, on **2 April 2020**, at 2:30 pm CET.

The undersigned:

If the shareholder is a private person:

Name: _____

Address: _____

If the shareholder is a legal entity:

Company name: Advert Finance Bv.

Statutory seat: Schiphol, The Netherlands

Office address: Schiphol Boulevard 127- G4-02

118 BG Schiphol, The Netherlands

Legal representative(s): _____

(the Shareholder),

acting in his / her / its capacity as holder of 319,895,552 (number)
registered shares in Fyber N.V. at the Record Date (5 March 2020), hereby grants a proxy to:

A)

Name: _____

Address: _____

B) Ms M.A.J. Cremers, civil law notary with Stibbe (or her substitute),

¹ Please attach documents evidencing that the representative/signatory is authorized to represent the company or legal entity

to represent the Shareholder at the EGM and to speak on behalf of the Shareholder and to vote the shares in respect of the items on the agenda for the EGM, in the manner set out below. In case no box is ticked the proxy is deemed to be given to Ms M.A.J. Cremers (or, as the case may be, her substitute).

No.	Agenda	For	Against	Abstain
2	Amendment of the Articles of Association of the Company (vote)	X		

If no box is ticked, the proxy holder will vote in favour of the proposal.

The undersigned agrees to indemnify and to hold harmless the attorney against any claims, actions or proceedings made against the attorney and against any damages, costs and expenses the attorney might incur in connection with this power of attorney.

Signed in Berlin on 23rd March 2020.

Signature: *Stefan Lindt*



This proxy must be received by Fyber N.V. no later than on **26 March 2020** at 5:30 pm CET, by e-mail: agm@fyber.com or by mail at the following address:

Fyber N.V.
attn.: Governance Department
Wallstraße 9-13
10179 Berlin
email: agm@fyber.com

Please send the original copy of the proxy by mail to the address listed above.

Please note that the proxyholder, in order to be admitted to the meeting, shall be required to show at the entrance of the meeting (i) a copy of this proxy plus identification and (ii) the registration statement, delivered in accordance with the requirements set forth in the notice of the meeting.