

Minutes of the Extraordinary General Meeting of Shareholders of Fyber N.V. held on 12 December 2019

Fyber N.V., having its official seat in Amsterdam, the Netherlands (the **Company**), held its Extraordinary General Meeting of shareholders in Amsterdam on Thursday 12 December 2019, at 2:30 pm CET.

Chairperson : Verena Wrodnigg-Fladischer, Fyber

Secretary : Lieke Stroeve, Stibbe

Ms Verena Wrodnigg-Fladischer, Senior Director Governance of the Company was appointed by the Supervisory Board to act as chairperson of the meeting (hereafter 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 (**EGM**) and introduced Ms Lieke Stroeve, Senior Associate and Kandidaat-Notaris with Stibbe N.V.

The Chairperson appointed Ms Lieke Stroeve as secretary of the EGM in accordance with article 37.1 of the Articles of Association of the Company (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 31 October 2019 and a press release 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 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. 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 361,866,419 ordinary shares with a nominal value of EUR 0.10 each, of which the Company holds 1,966,667 shares in its own share capital. According to the attendance list 1 shareholder is represented. This shareholder is authorized to cast 319,895,552 votes. In respect of the entire issued and outstanding share capital 88.88% of the share capital of the Company was represented.
- (iii) the language of the meeting will be in English.

The Chairperson then proceeded to agenda item 2.

Agenda item 2 - Shares

(a) Bond Conversion: Proposal to designate the Management Board as the corporate body authorized to issue up to 252,333,333 new shares and exclude pre-emptive rights (vote)

The Chairperson informs the meeting that the Company has issued 1,500 Senior Secured Convertible Bonds with a nominal amount of EUR 100,000 (the Convertible Bonds, or the Bonds). Earlier this year 742 of those Bonds have been converted into shares in a debt to equity swap. The remaining 757 Convertible Bonds have been restructured by decision of the bondholder meeting on 8 October 2019.

More information on the restructuring of the Convertible Bonds can be found in the press release of 19 June 2019 (<https://investors.fyber.com/assets/media/fyber-nv-short-term-debt-restructuring-press-release.pdf>) and the results announcement of the bondholder meeting of 8 October 2019 (<https://investors.fyber.com/assets/media/fyber-nv-bondholder-meeting-results-announcement.pdf>).

In this bondholder meeting the conversion price was changed from EUR 3 to EUR 0.30, resulting in a maximum number of 252,333,333 ordinary shares into which the Convertible Bonds may be converted, representing 69.7% of the currently outstanding share capital. The Chairperson reminds the meeting that under Dutch law the Bonds conversion requires an issuance of shares.

Consequently, the Management Board, with the approval of the Supervisory Board, proposes to the EGM, to ratify and confirm the issuance of the convertible bonds at a conversion price of EUR 0.30 and to designate the Management Board as the company body competent (i) to issue up to 252,333,333 Shares, as required for the future conversion of the Bonds into shares, at a rate of EUR 0.30 per share, in accordance with articles 6.2 and 6.3 of the articles of association of the Company, and (ii) to exclude the pre-emptive rights of existing shareholders with respect to this issuance in accordance with articles 7.2 and 7.3 of the articles of association of the Company (together, the Designation); all without prejudice to any pre-existing authorization(s) of the Management Board. The issuance can only take place to the extent the authorized capital provides sufficient room for such issue. Pursuant to the articles of association of the Company, the current authorized share capital is EUR 120 million.

The proposed Designation will replace the designation granted by the Extraordinary General Meeting on 21 February 2019 to the Management Board (agenda item 2a) and will be valid until maturity date of the Bonds, and hence until 27 July 2022.

The Chairperson noted that 319,895,552 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

The Chairperson then proceeded to agenda item 3.

Agenda item 3 - Supervisory Board

(a) Proposal to appoint Mr Franklin Rios as a member of the Supervisory Board (vote)

The Chairperson explained that on 8 July 2019 the Supervisory Board has appointed Mr Franklin Rios as acting member of the Supervisory Board, to temporarily fill a vacancy in the Supervisory Board in accordance with article 25.1 of the articles of association of the Company.

It is proposed to formalize this position and appoint Mr Rios as member of the Supervisory Board. The proposed appointment is for a term ending at the close of the Extraordinary General Meeting of shareholders to be held in 2023, which is the fourth year after the year of the appointment.

The Chairperson refers to the explanatory notes to the agenda of the General Meeting for a bio of Mr Rios, as well as information on his shareholding in the Company and his other board positions.

The Supervisory Board nominates Mr Rios because he fits the profile of the Supervisory and is in the opinion of the Supervisory Board the best available candidate for this position.

The Chairperson noted that 319,895,552 votes were cast in favor of the proposal, so that it has been adopted by unanimous vote.

The Chairperson then proceeded to agenda item 3b.

(b) Proposal to appoint Mr Tarek Malak as a member of the Supervisory Board

The Chairperson explained that on 30 October 2019 the Supervisory Board has appointed Mr Tarek Malak as acting member of the Supervisory Board, to temporarily fill a vacancy in the Supervisory Board in accordance with article 25.1 of the articles of association of the Company.

It is proposed to formalize this position and appoint Mr Malak as member of the Supervisory Board. The proposed appointment is for a term ending at the close of the Extraordinary General Meeting of shareholders to be held in 2023, which is the fourth year after the year of the appointment.

The Chairperson refers to the explanatory notes to the agenda of the General Meeting for a bio of Mr Malak, as well as information on his shareholding in the Company and his other board positions.

The Supervisory Board nominates Mr Malak because he fits the profile of the Supervisory and is in the opinion of the Supervisory Board the best available candidate for this position, although he is dependent according to the Dutch Corporate Governance Code.

The Chairperson noted that 319,895,552 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 at 3 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 12 March 2020 by the Chairperson and the Secretary of the meeting and signed by the Chairperson as evidence thereof.

(signature page to follow)



Chairperson:

Secretary

Verena Wrodnigg-Fladischer

Lieke Stroeve