



## Notice of the Annual General Meeting of Shareholders of Fyber N.V. to be held on 12 June 2019

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 **12 June 2019**, at 2:30 pm CET. The language of the meeting shall be in English.

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

### Agenda

#### 1) Opening and announcements

#### 2) Annual Accounts 2018

- (a) Report by the Management Board regarding the financial year 2018 (discussion)
- (b) Implementation of the remuneration policy for the Management Board in the financial year 2018 (discussion)
- (c) Proposal to adopt the 2018 annual accounts and appropriation of losses (vote)
- (d) Proposal to discharge the Management Board members from liability
  - i. Proposal to discharge the Management Board member Ziv Elul from liability (vote)
  - ii. Proposal to discharge the Management Board member Daniel Sztern from liability (vote)
  - iii. Proposal to discharge the Management Board member Yaron Zaltsman from liability (vote)
  - iv. Proposal to discharge the Management Board member Crid Yu from liability (vote)
- (e) Proposal to discharge the Supervisory Board members from liability
  - i. Proposal to discharge the Supervisory Board member Mr Yair Safrai from liability (vote)
  - ii. Proposal to discharge the Supervisory Board member Mr Karim Sehnaoui from liability (vote)
  - iii. Proposal to discharge the Supervisory Board member Mr Dirk van Daele from liability (vote)
  - iv. Proposal to discharge the Supervisory Board member Mr Yaron Valler from liability (vote)
  - v. Proposal to discharge the Supervisory Board member Mr Jens Schumann from liability (vote)
  - vi. Proposal to discharge the Supervisory Board member Mr Guy Dubois from liability (vote)

#### 3) External auditor

- (a) Proposal to appoint the external auditor for the financial year 2019 and 2020 (vote)

#### 4) Supervisory Board

- (a) Proposal to appoint Mr Arjun Metre as a member of the Supervisory Board (vote)

## 5) Shares

- (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)

## 6) Amendment to the Articles of Association of the Company (vote)

## 7) Any other business and close of the meeting

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### Meeting documents

The agenda above, the explanatory notes thereto (including the Annual Accounts 2018 and the information regarding the proposed Supervisory Board member as referred to in section 2:142 paragraph 3 Dutch Civil Code and the proposal to amend the Company's articles of association 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 **15 May 2019**, 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 **5 June 2019 at 5:30 pm CET**. A copy of the confirmation may be sent by e-mail to [agm@fyber.com](mailto: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 **5 June 2019, 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](mailto:agm@fyber.com) no later than **5 June 2019** 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 2019 the issued share capital of the Company amounts to EUR 11,453,333.30, divided into 114,533,333 ordinary shares of EUR 0.10 each. A total of 1,966,667 shares were 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  
Johannisstrasse 20, 10117 Berlin, Germany  
email: [agm@fyber.com](mailto:agm@fyber.com)

The Supervisory Board and the Management Board of Fyber N.V.  
Berlin, Germany on 30 April 2019

Fyber N.V.  
Johannisstrasse 20  
10117 Berlin  
Germany