

**MINUTES** of the Annual General Meeting of Shareholders of Fastned B.V., a private liability company (besloten vennootschap met beperkte aansprakelijkheid) incorporated under the laws of the Netherlands and registered with the commercial register under number 54606179 (the “**Company**”), held in Amsterdam, the Netherlands on 2 June 2022 at 14:00 CET.

Chairperson: Bart Lubbers

Secretary: Dorothy Moolenschot

The chairperson opens the meeting and welcomes all persons present. He states that all issued and outstanding share capital of the Company (the “**Issued Shares**”), are held by Fastned Administratie Stichting, a foundation (*stichting*), under Dutch law, having its official seat in Amsterdam, the Netherlands, its office address at James Wattstraat 77R, 1097 DL Amsterdam, the Netherlands, and registered with the Dutch Commercial Register under number 59390956 (the “**Shareholder**”) and that the members of the management board of the Company (the “**Management Board**”) and the members of the supervisory board of the Company (the “**Supervisory Board**”) have been consulted with respect to the resolutions below and have been granted an opportunity to give their advisory vote (*raadgevende stem*) with regard to the adoption of the resolutions below.

The chairperson establishes that the meeting was duly convened in accordance with the articles of association of the Company and all requirements relevant to the convening and holding of General Meetings of Shareholders have been met, so that valid resolutions may be adopted in respect of all matters coming up for discussion.

The chairperson then opens the discussion on the following subjects:

**Agenda item 2 - Annual report 2021; Management report; Supervisory Board report; Remuneration 2022 and remuneration policy**

The chairperson informs the meeting that the Management Board will explain how the Company did in the financial year 2021.

The chairperson informs the meeting of the good cooperation between the Management Board and the Supervisory Board and that the full report by the Supervisory Board can be read in the [Annual report 2021](#). The chairperson gives Nancy Kabalt the floor for a personal introduction.

The chairperson informs the meeting that it is intended to (i) amend the remuneration policy conform the proposal as mentioned in the explanatory notes to the agenda items of this Meeting, , (ii) align the remuneration of the Supervisory Board for the financial year 2022 in accordance to the responsibilities of the Supervisory Board, which means that all members of the Supervisory Board will receive a fixed remuneration of EUR 34,000 (thirty four thousand euros).

*Resolution:*

- 1) *The chairperson proposes to the meeting to agree on the concept remuneration policy and to amend the remuneration of the members of the Supervisory Board and establishes that the proposal is unanimously adopted by the meeting.*

### **Agenda item 3 - Questions**

The Vereniging van Effectenbezitter (the “VEB”) asks the Management Board for an explanation on the amount of EUR 2 mio. on Right-of-use assets. The Management Board confirms it is related to accounting and that with respect to the acquisition of Mistergreen a purchase price allocation took place via the Discounted Cash Flow (DCF) method. The Management Board also confirms that the value of the other locations can't be activated under IFRS on the balance.

A depositary receipt holder asks for an explanation of the amount of EUR 8,2 mio on Administrative expenses and more specific which costs are falling under Exceptional items. The Management Board confirms that this is (inter alia) related to the employee options on depositary receipts issued under the employee option plan.

### **Agenda item 4 - Adoption of the financial statements 2021**

The chairperson informs the meeting that the Management Board has prepared and the members of the Management Board and the Supervisory Board signed the consolidated financial statements of the Company over the financial year 2021, consisting of the consolidated balance sheet and income statement with explanatory notes thereto and the standalone financial statement of the Company over the financial year 2021 (the “Financial Statements”).

The Financial Statements, the annual management report (*bestuursverslag*) and the additional information to be provided pursuant to section 2:392(1) of the Dutch Civil Code have been made available for inspection by the Shareholder.

The Financial Statements show a loss made by the Company for the financial year 2021 in the aggregate amount of EUR 16,400,000 (sixteen million and four hundred thousand euros). It is proposed to deduct the loss from the other reserves of the Company.

#### *Resolutions:*

- 1) *The chairperson proposes to the meeting to adopt the Financial Statements over the financial year 2021 and establishes that the proposal is unanimously adopted by the meeting.*
- 2) *The chairperson proposes to the meeting to deduct the loss from the other reserves of the Company and establishes that the proposal is unanimously adopted by the meeting.*

### **Agenda item 5 - Explanatory notes on the Dividend Policy and distribution**

The chairperson informs that the Company, that is still making losses, has a policy of investing all resources in the Company's mission and the development of the network, therefore the Company will not pay any dividends now or in the near future.

#### *Resolution:*

- 1) *The chairperson proposes to the meeting to not distribute any dividends and establishes that the proposal is unanimously adopted by the meeting.*

### **Agenda item 6 - Discharge**

The chairperson informs the meeting that (i) with respect to the Management Board it is intended to grant discharge to each member of the Management Board, (ii) with respect to the Supervisory Board it is intended to grant discharge to each member of the Supervisory Board.

*Resolutions:*

- 1) *The chairperson proposes to the meeting to grant discharge to each member of the Management Board including resigned members in office during the financial year 2021 from liability towards the Company for its management insofar as such management is apparent from the Financial Statements and establishes that the proposal is unanimously adopted by the meeting.*
- 2) *The chairperson proposes to the meeting to grant discharge to each member of the Supervisory Board in office including resigned members during the financial year 2021 from liability towards the Company for its supervisory tasks insofar as such management is apparent from the Financial Statements and establishes that the proposal is unanimously adopted by the meeting.*

### **Agenda item 7 - Appointment of external auditor**

The chairperson informs the meeting that subject to Article 28 of the Articles of Association of the Company it is proposed to appoint Deloitte Accountants B.V. as the external auditor for the financial year 2022.

*Resolution:*

- 1) *The chairperson proposes on the recommendation of the Supervisory Board, to appoint Deloitte Accountants B.V. as the external accountant (as referred to in Section 2:393 subsection 1 of the Dutch Civil Code) to examine the annual accounts and the Management Board report drawn up by the Management Board in accordance with the provisions of Section 2:393 subsection 3 of the Dutch Civil Code, and establishes that the proposal is unanimously adopted by the meeting.*

### **Agenda item 8 - Issuance of shares and exclude pre-emptive rights**

The chairperson informs the meeting that it is intended to appoint the Management Board as the competent body to resolve, subject to the approval of the Supervisory Board, on the issuance of shares in the capital of the Company, and the granting of rights to subscribe for shares, as this designation will allow the Management Board to be flexible and react quickly, if and when deemed appropriate, including in situations in which the capital position of the Company is at stake.

*Resolution:*

- 1) *The chairperson proposes to designate the Management Board as the competent body to issue shares and rights to subscribe for shares up to 20% of the issued capital and to restrict or exclude pre-emptive rights accruing to shareholders in relation to this issue of shares or rights to subscribe for shares, subject to the approval of the Supervisory Board, for a period of 18 months for general purposes provided that the issue is in accordance with the Company's mission as described in its articles of association, and establishes that the proposal is unanimously adopted by the meeting.*

- 2) *The chairperson proposes to designate the Management Board as the competent body to issue shares and rights to subscribe for shares up to 20% of the issued capital and to restrict or exclude pre-emptive rights accruing to shareholders in relation to this issue of shares or rights to subscribe for shares, subject to the approval of the Supervisory Board, for a period of 18 months solely for purposes of the Company's option plan, and establishes that the proposal is unanimously adopted by the meeting.*

#### **Agenda item 9 - Questions**

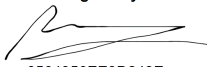
The VEB asks the auditor on the not sufficient IT-controls and how to improve these controls. The auditor confirms that recommendations were made in their management letter. The Management Board confirms that in accordance with this letter and in order to improve the internal controls, a risk management department has been created, whereby the Company hired a Risk manager.

The VEB confirms to always vote against proposals for mandates for issue of shares whether or not in combination with the exclusion of pre-emptive rights. The VEB asks under which circumstances the issue of shares would take place. The Management Board confirms that the Company's view in seeing growth is linked to CAPEX and therefore the issuance of shares should be possible for the Company (based on a forecast).

The VEB asks how the Company will organize the capital structure. The Management Board confirms that the Company uses equity and retail bonds. Since the retail bonds are important for the Company, refinancing would be a possibility, but refinancing only would not be sufficient so therefore issue of shares should also be possible for the Company.


*[signature pages to follow]*

**Chairperson:**

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By: Bart Lubbers

**Secretary:**

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By: Dorothy Moolenschot