



FASTNED B.V.

(incorporated with limited liability in The Netherlands
and having its corporate seat in Amsterdam)

This supplement (the “**Supplement**”) constitutes a supplement for the purpose of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) to the base prospectus (comprising the Registration Document dated 3 January 2024 and a securities note dated 3 January 2024) (the “**Base Prospectus**”) as supplemented by the first supplement dated 17 January 2024 and the second supplement dated 30 April 2024 of Fastned B.V. (the “**Issuer**”). Terms used but not defined in this Supplement have the meanings ascribed to them in the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

This Supplement does not constitute an offer or an invitation to subscribe for or purchase the instruments. This Supplement may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

This Supplement has been filed with and approved by the Netherlands Authority for the Financial Markets (the Stichting Autoriteit Financiële Markten, the “**AFM**”) as the competent authority in the Issuer’s home Member State pursuant to the Prospectus Regulation. The AFM has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement or of the quality of the securities that are the subject of the Base Prospectus and investors should make their own assessment as to the suitability of investing in the securities.

The Issuer accepts responsibility for the information contained in this Supplement and declares that the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. No person has been authorized to give any information or to make any representation not contained in or not consistent with the Base Prospectus and this Supplement and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer.

Neither the delivery of this Supplement nor the Base Prospectus shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning the Issuers is correct at any time subsequent to 3 January 2024 (in case of the Base Prospectus) or the date hereof (in case of this Supplement) or that any

other information supplied in connection therewith is correct as of any time subsequent to the date indicated in the document containing the same.

ADDITIONS TO THE BASE PROSPECTUS

On 15 August 2024, the Issuer published its H1 Interim Report for the six month period ended 30 June 2024 (the “**H1 2024 Interim Report**”). The financial information set out therein has not been reviewed or audited. A copy of the H1 2024 Interim Report has been filed with the Netherlands Authority of Financial Markten (*Autoriteit Financiële Markten*). By virtue of this Supplement, the H1 2024 Interim Report is incorporated in, and forms part of, the Base Prospectus.

On 15 August 2024, the Issuer published its H1 2024 trading update. By virtue of this Supplement, the H1 2024 trading update is incorporated in, and forms part of, the Base Prospectus.

On 18 July 2024, the Issuer announced that Françoise Poggi will be joining Fastned as its Chief Operating Officer (“**COO**”). Her official appointment as a member of the Fastned Management Board is expected in the second half of 2024, during an extraordinary Shareholder Meeting that will be called.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below:

1. In Section 11.5 titled “Incorporation by Reference” on page 168 of the Registration Document, the following new paragraphs shall be inserted after “the Articles of Association (the official Dutch version and the English translation thereof);”:
 - the H1 2024 interim report of Fastned for the six month period [ended 30 June 2024](#);
 - the [press release](#) on the H1 2024 Trading Update as published on 15 Augustus 2024;
 - the [press release](#) announcing the appointment of Françoise Poggi as COO as of the second half of 2024.

2. In Section 5 titled “Form of Final Terms” on page 17 of the Securities Note, the following text shall be added to point 9 “Yield to maturity” before the existing text: “*The yield is calculated at the last day of the Subscription Period on the basis of the Issue Price. It is not an indication of future yield.*”:
 - [●] excluding any interest bonuses, fees or Settlements with the first interest payment.

3. In Section 5 titled “Form of Final Terms” on page 17 of the Securities Note, the numbering from point “Start of Subscription Period” shall start from 11.

4. In Section 5 titled “Form of Final Terms” on page 17 of the Securities Note, the following text shall be inserted:

15. Fees/interest bonus

New investments:

- A [●] % one-off issuing cost is applicable to investments below € [●]. This fee will be deducted from the first interest payment.
- A [●] % one-off bonus fee is applicable to investments from € [●] and below € [●]. This bonus will be added to the first interest payment.
- A [●] % one-off bonus fee is applicable to investments from € [●] and below € [●]. This bonus will be added to the first interest payment.
- A [●] % one-off bonus fee is applicable to investments of € [●] and over. This bonus will be added to the first interest payment.

When investing with multiple transactions, the total amount of investments in this issue will be used to determine the cost or bonus.

When exchanging older series of Bonds for new Bonds a one-off [●] % interest bonus is offered. This one-off interest bonus is added to the first interest payment. Settlements as agreed in accordance with the terms set out in the Exchange Offer Memorandum (“**Settlements**”) and accrued interest will also be added to this first interest payment.