



**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 8 June 2023 at 14:45 CET.

Chairperson: Bart Lubbers

Secretary: Chrissy Schekkerman

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.

### **Agenda item 1 - Opening**

The chairperson then opens the discussion on the following subjects:

### **Agenda item 2 - Annual report 2021; a) Management report; b) Supervisory Board report; c) Remuneration 2022 and remuneration policy**

The chairperson informs the meeting that the Management Board will explain how the Company did in the financial year 2022.

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 2022.

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 2023 in accordance to the responsibilities of the Supervisory Board.



*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 4 - Adoption of the financial statements 2022**

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 2022, 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 2022 (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 2022 in the aggregate amount of EUR 22,202,000. 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 2022 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 and resignation**

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



it is intended to grant discharge to each member of the Supervisory Board., c) Marije van Mens is resigning from 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 2022 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 2022 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.*
- 3. Marije van Mens resigned as supervisory board member per the 8th of June 2023.*

**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 BDO Accountants as the external auditor for the financial year 2024.

*Resolution:*

- 1) The chairperson proposes on the recommendation of the Supervisory Board, to appoint BDO Accountants 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 - Appointment of Liselotte Kooi**

The chairperson informs the meeting that it is proposed, at the nomination of the Supervisory Board, to appoint Liselotte Kooi as new independent Supervisory Board member of the Supervisory Board. It is intended that Liselotte will become chairman of the supervisory board after her appointment.

*Resolution:*

- 1) The chairperson proposes, at the nomination of the Supervisory Board, to appoint Liselotte Kooi as new independent Supervisory Board member of the Supervisory Board, and establishes that the proposal is unanimously adopted by the meeting.*

**Agenda item 9 - Re-appointment of Bart Lubbers**

The chairperson informs the meetings that it is proposed, at the nomination of the Supervisory Board, that it is proposed to re-appoint Bart Lubbers for a second term as supervisory board member. It is intended that Bart Lubbers will resign as chairman of the Supervisory Board.



- 1) *The chairperson proposes, at the nomination of the Supervisory Board, to appoint Bart Lubbers for a second term as dependent Supervisory Board member of the Supervisory Board, and establishes that the proposal is unanimously adopted by the meeting.*

#### **Agenda item 10 - 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 12 - Closing**

The chairperson closes the meeting.

*[signature pages to follow]*



**Chairperson:**

DocuSigned by:  
  
6564356EE3D243E...  
By: Bart Lubbers

**Secretary:**

DocuSigned by:  
  
A7CE3EC6E8E8496  
By: Chrissy Schekkerman