

16 July 2020

THIRD SUPPLEMENT TO THE FASTNED B.V. EUR 15,000,000 BOND PROGRAMME (INCREASED TO EUR 30,000,000) BASE PROSPECTUS DATED 20 November 2019

The reason for this Supplement is the acquisition of 100% of the shares in the Fast Charging Network B.V. and the launch of an exchange offer on certain existing bonds.

FASTNED B.V.

(incorporated in the Netherlands as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), having its corporate seat in Amsterdam, the Netherlands)

1. This Supplement dated 16 July 2020 (the *Supplement*) constitutes the third supplement to the Fastned B.V. EUR 15,000,000 Bond Programme (increased to EUR 30,000,000) dated 20 November 2019, which is supplemented with the first supplement dated 23 June 2020 and the second supplement dated 30 June 2020 (together the Base Prospectus) issued by Fastned B.V. (the Issuer). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.
2. This Prospectus comprises a base prospectus for all Bonds issued under the Programme for the purposes of Article 8 of Regulation 2017/1129/EU of the European Parliament and of the Council of 17 June 2017 and has been prepared in accordance with the Prospectus Regulation.
3. This Supplement is an amendment and a supplement to the Base Prospectus within the meaning of article 8 of Directive 2017/1129/EU. This Supplement has been filed with and approved by the Dutch Authority for the Financial Markets ("Stichting Autoriteit Financiële Markten" or "AFM"). This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements thereto issued by the Issuer.
4. This third Supplement constitutes a supplemental prospectus to the Prospectus for the purposes of article 23 of the Prospectus Regulation and has been approved by and filed with the AFM for such purposes. Investors who have already agreed to purchase or subscribe for the Bonds shall have the right, exercisable within two working days after the publication of this Supplement, that is until 23.59 Amsterdam time on 20 July 2020, to withdraw its acceptances. Withdrawals can be addressed to Hugo Vink via investeren@fastned.nl.
5. The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.
6. Copies of this Supplement, the Base Prospectus and all documents incorporated by reference in the Base Prospectus can be obtained on request, free of charge, by e-mail to invest@fastcharging.com or by writing to Fastned B.V., James Wattstraat 77-79, 1097 DL, Amsterdam, The Netherlands, or on www.fastned.nl/obligaties.
7. 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.
8. Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

The following material event has taken place since the approval of the Base Prospectus (including the first Supplement and the second Supplement):

- Fastned acquired 100% of the shares in the Fast Charging Network B.V.
- Launch of an exchange offer on certain existing bonds.

The abovementioned- event results in the following changes/amendments on the Base Prospectus:

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the Base Prospectus.

5 Documents incorporated by reference

The following document shall be added to the list with incorporated documents:

- [Press release announcing that Fastned acquires the Mistergreen fast charging network.](#)

5.4.3. Network Development

The following wording shall be deleted:

At the date of this Prospectus, Fastned has 116 sites operational, 8 sites financed and committed (these are sites for which budget has been allocated and which are in the process of receiving their grid connection, building planning or under construction), and 140 additional signed locations in the pipeline (with either a WBR permit and/or rental agreement).

And shall be replaced with:

At the date of this Prospectus, Fastned has 116 sites operational, 8 sites financed and committed (these are sites for which budget has been allocated and which are in the process of receiving their grid connection, building planning or under construction), and 156 additional signed locations in the pipeline (with either a WBR permit and/or rental agreement).

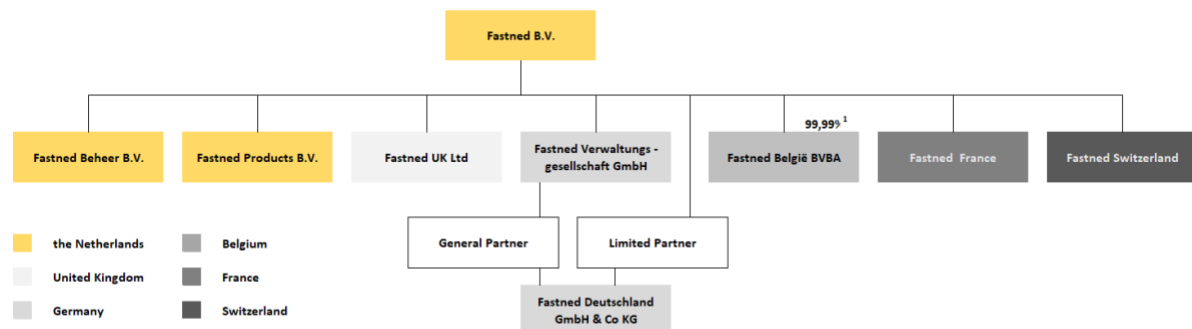
6.13.2. Group Structure

The following wording shall be deleted:

Fastned directly and indirectly holds 6 legal entities.

The figure below provides the structure of the Fastned Group as at the date of this Prospectus. All shareholdings are 100% unless otherwise indicated.

Figure 4: Fastned's group structure



¹ Fastned Beheer B.V. holds 0.01% of the Shares in Fastned België BVBA.

The main activity of Fastned Deutschland GmbH Co. & KG is building a network of fast charging stations in Germany and selling electricity to EV drivers in Germany.

The main activity of Fastned UK Ltd is building a network of fast charging stations in the UK and selling electricity to EV drivers in the UK.

The main activity of Fastned France SAS is building a network of fast charging stations in France and selling electricity to EV drivers in the France.

The main activity of Fastned Switzerland is building a network of fast charging stations in Belgium and selling electricity to EV drivers in Switzerland.

The main activity of Fastned België BVBA is building a network of fast charging stations in Belgium and selling electricity to EV drivers in Belgium.

Fastned Beheer B.V. delivers administrative, financial, commercial and technical management of the fast chargers owned by Fastned Terra 1 B.V. and Fastned Terra 2 B.V. (see “– Description of the operations by country - the Netherlands”).

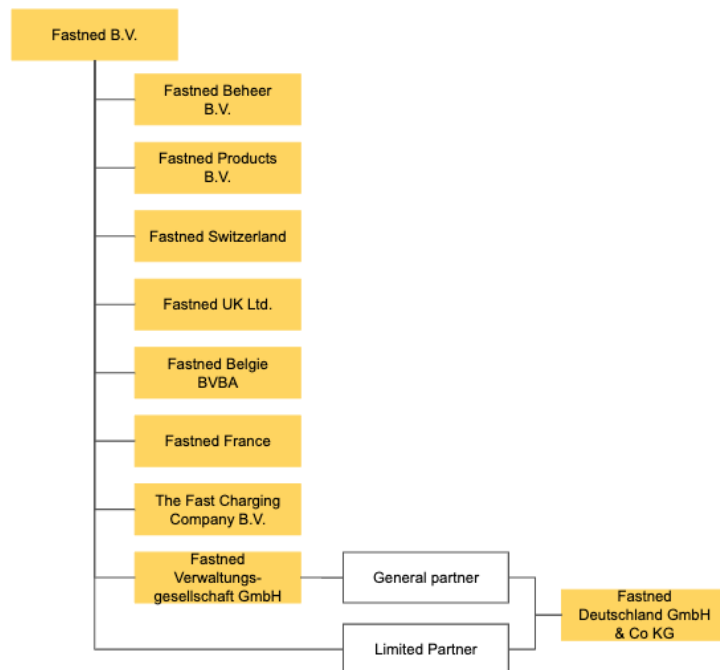
The main activity of Fastned Products B.V. to date, has been buying and selling fast charging equipment to Fastned Terra 1 B.V. and Fastned Terra 2 B.V.

And replaced with

Fastned directly and indirectly holds 9 legal entities.

The figure below provides the structure of the Fastned Group as at the date of this third Supplement. All shareholdings are 100% unless otherwise indicated.

Figure 4: Fastned's group structure



¹ Fastned Beheer B.V. holds 0.01% of the Shares in Fastned België BVBA.

The main activity of Fastned Deutschland GmbH Co. & KG is building a network of fast charging stations in Germany and selling electricity to EV drivers in Germany.

The main activity of Fastned UK Ltd is building a network of fast charging stations in the UK and selling electricity to EV drivers in the UK.

The main activity of Fastned France SAS is building a network of fast charging stations in France and selling electricity to EV drivers in the France.

The main activity of Fastned Switzerland is building a network of fast charging stations in Belgium and selling electricity to EV drivers in Switzerland.

The main activity of Fastned België BVBA is building a network of fast charging stations in Belgium and selling electricity to EV drivers in Belgium.

Fastned Beheer B.V. delivers administrative, financial, commercial and technical management of the fast chargers owned by Fastned Terra 1 B.V. and Fastned Terra 2 B.V.

The main activity of Fastned Products B.V. to date, has been buying and selling fast charging equipment to Fastned Terra 1 B.V. and Fastned Terra 2 B.V.

The main activity of The Fast Charging Network B.V. is building and exploiting the Mister Green branded highway locations in the Netherlands.

6.15.2. Capitalisation

The following wording shall be deleted:

On date of publication of this Prospectus, the number of Shares issued to and fully paid up by the Issuer is 14,783,028. On the date of this Prospectus, the Issuer had issued 14,783,028 DRs.

And shall be replaced with:

On date of publication of this Supplement, the number of Shares issued to and fully paid up by the Issuer is 14,948,028. On the date of this Supplement, the Issuer had issued 14,948,028 DRs.

The following wording shall be added:

On 1 July 2020, Fastned acquired the 100% of the shares of the Fast Charging Network B.V. by means of issue of 165.000 new Depositary Receipts of Fastned. With the acquisition, Fastned took over a loan of EUR 1mln, at 8.5% interest per annum. The loan stipulates repayment in 24 equal quarters, starting in Q3 2020.

Events of default for the loan are situations in which Fastned:

- does not pay amounts payable under the loan agreement;
- is in material breach of the loan agreement;
- is unable to pay its debts as they fall due or admits inability to pay its debts as they fall due;
- has applied for suspension of payments;
- has applied for bankruptcy or is declared bankrupt;
- is being dissolved, liquidated or otherwise ceases to exist

In an event of default the full loan amount outstanding of the working capital facility (if there is any) including interest shall become immediately due and payable.

The lender has a pledge on 100% of the shares in the Fast Charging Network B.V. and a pledge on the receivables and movable property.

6.5.6. Competition in specific countries

The following wording shall be deleted:

Netherlands - In the Netherlands MisterGreen, Allego and Tesla are Fastned's main competitors. MisterGreen's primary service is leasing electric vehicles, however, it also operates a network with an estimated 11 fast charging stations in the Netherlands on 1 September 2019 (of which some under construction) along highways under different (brand) names (including NLE and Van de Bron, who are both green energy providers and partners of MisterGreen)¹. Allego is developing and operating a pan-European fast charger corridor in the Netherlands, Belgium, Luxembourg, Germany and the United Kingdom and Allego claims it has installed hundreds of fast chargers in these countries combined (without disclosing the number of chargers in individual countries)². On 1 September 2019, Tesla had 20 supercharging stations in the Netherlands and a further seven stations under construction³. On 1 September 2019, Ionity had three stations in the Netherlands and a further two under construction⁴. Lastly, in September 2018, fast food chain McDonalds and energy company NUON announced that they signed an agreement to install a new network of quick-charging stations at every establishment of McDrive. There were five stations in operation on 1 June 2019 and the aim is to have 168 50kW quick-charging stations in total (with two chargers each) within three years⁵. Although most providers of fast charging services in the Netherlands are expected to have built and will build their future stations (if any) at high traffic locations, Fastned

² Source: <https://www.allego.eu/nl-nl/zakelijk/high-power-charging>.

³ Source: https://www.tesla.com/nl_NL.

⁴ Source : <https://ionity.eu/>.

⁵ Source: Nuon (www.nuon.nl/producten/electrisch-rijden/openbare-laadpaal/snelladen-mcdonalds).

believes there is no specific location or number of locations in the Netherlands where there is a large concentration of fast chargers.

And replaced with

Netherlands - In the Netherlands Allego and Tesla are Fastned's main competitors. Allego is developing and operating a pan-European fast charger corridor in the Netherlands, Belgium, Luxembourg, Germany and the United Kingdom and Allego claims it has installed hundreds of fast chargers in these countries combined (without disclosing the number of chargers in individual countries)⁶. On 1 September 2019, Tesla had 20 supercharging stations in the Netherlands and a further seven stations under construction⁷. On 1 September 2019, Ionity had three stations in the Netherlands and a further two under construction⁸. Lastly, in September 2018, fast food chain McDonalds and energy company NUON announced that they signed an agreement to install a new network of quick-charging stations at every establishment of McDrive. There were five stations in operation on 1 June 2019 and the aim is to have 168 50kW quick-charging stations in total (with two chargers each) within three years⁹. Although most providers of fast charging services in the Netherlands are expected to have built and will build their future stations (if any) at high traffic locations, Fastned believes there is no specific location or number of locations in the Netherlands where there is a large concentration of fast chargers.

12.3 Recent development

The following wording shall be added:

As of July 1, 2020, Fastned acquired 100% of the shares in The Fast Charging Network B.V. from Mistergreen for a price of 1.98 million euro. The acquisition has initially been paid by issuing 165,000 new depositary receipts of Fastned (representing 1.1% of the total number of outstanding depositary receipts in Fastned) to the sellers of The Fast Charging Network B.V. being Principium Holding B.V.. One year from the closing date (on 1 July 2021) a final settlement of the acquisition will take place based on a comparison of the value of the 165,000 depositary receipts (based on the average closing price of the Fastned depositary receipts on Euronext during of the 40 trading days prior to 1 July 2021) and the agreed acquisition price of 1.98 million euro. If the value of the 165,000 depositary receipts at 1 July 2021 is lower than 1.98 million euro, Fastned shall pay the difference to Principium B.V. up to a maximum of 60,000 depositary receipts or a cash equivalent. If the value of the 165,000 depositary receipts at 1 July 2021 is higher than EUR 2,178,000, Principium B.V. shall pay to Fastned the difference between the value of the 165,000 depositary receipts at 1 July 2021 and EUR 2,178,000, in depositary receipts or a cash equivalent. For the depositary receipts, the seller agreed on a one-year lock-up period starting per the 1st of July 2020 with only limited ability to sell the depositary receipts.

The following wording shall be added:

On 16 July 2020, the Issuer launched a public exchange offer to holders of the December 2016 Bonds with number 20161 (the "2016 Bonds") and the June 2017 with number 20171 (the "2017 Bonds" and, together with the 2016 Bonds, the "Existing Bonds") each issued by the Issuer for new bonds issued by the Issuer (the "Exchange Offer"). Pursuant to the Exchange Offer, the holders of the Existing Bonds will have the opportunity to exchange any and all of their Existing Bonds for new bonds to be issued by the Issuer pursuant to the current offering of bonds announced by the Issuer on 24 June 2020. The rationale for the Exchange Offer is to extend the Issuer's debt maturity profile. As a result of the Exchange Offer, holders of the Existing Bonds may decide to exchange their Existing Bonds rather than subscribing for new bonds, which may impact the amount of new funding pursuant to the current offering of bonds.

⁶ Source: <https://www.allego.eu/nl-nl/zakelijk/high-power-charging>.

⁷ Source: https://www.tesla.com/nl_NL.

⁸ Source : <https://ionity.eu/>.

⁹ Source: Nuon (www.nuon.nl/producten/electrisch-rijden/openbare-laadpaal/snelladen-mcdonalds).