



## **Notice of Annual General Meeting of Fastned B.V. and General Meeting of holders of Depository Receipts of the FAST Foundation**

### **Attending**

The Annual General Meeting of Fastned B.V. (the “General Meeting”) and the meeting of holders of depository receipts of the FAST Foundation (the “DR Holder Meeting”) will be held on Thursday 3 June, from 14:00 CET. The meetings take place consecutively and can be followed via a live webcast. A few days before the meetings the details of the webcast will be posted on [ir.fastnedcharging.com](http://ir.fastnedcharging.com).

### **Register, Record date and voting DR Holder Meeting**

There are two topics which apply for voting i) appointment of new FAST Board Members and ii) remuneration of the FAST Board Members.

The nomination of two new members of the board has been approved by the Supervisory Board. Information about the nominated candidates can be found [here](#). Information about the remuneration of the FAST Board Members can be found below under point 6 of the explanatory notes to the agenda items // DR Holder Meeting.

You will be entitled to cast your vote(s) for the DR Holder Meeting if you are in the possession of depository receipts at the recording date on 6 May 2021, after processing all settlements of that date.

Your vote(s) should be registered before 29 May 23.59h CET 2021 [through Evote](#) by ING.

You can apply for registration [through Evote](#) by ING. If you have not yet verified your [Evote by ING](#) account, you will be requested to include all required details and upload all identification documents in [your Evote by ING account](#), in order to enable ING Bank N.V. to arrange for proper shareholder verification.

### **Questions**

Questions can be submitted prior to the General Meeting and the DR Holder Meeting via [invest@fastnedcharging.com](mailto:invest@fastnedcharging.com). There also is the opportunity to ask questions during the General Meeting and the DR Holder Meeting. Given the limited time available it might very well be possible that not all questions can be answered during the meeting. In that situation answers to remaining questions will be posted on the website.

### **COVID-19**

In view of the circumstances as a result of COVID-19, the health of depository receipt holders and employees, Fastned B.V., the supervisory board and the FAST Foundation have decided that both meetings will be held online. The webcast will be available to anyone with internet access.

## Agenda

14.00 // General Meeting

1. Opening
2. Annual report 2020
  - a. Management report
  - b. Supervisory Board report
  - c. Remuneration 2020
3. External questions
4. Adoption of the financial statements
5. Explanatory notes on the Dividend Policy and distribution
6. Discharge
  - a. Proposal for granting discharge of the Managing Directors
  - b. Proposal for granting discharge of the Supervisory Board Directors
7. Appointment of external auditor
8. Proposal on the amendment of the remuneration of the Supervisory Board
9. External questions
10. Closing

Short Break

// DR Holder Meeting

1. Opening
2. Report of activities
3. External questions
4. Resignation Fiona Buruma as a member of the FAST foundation board
5. Proposal for appointment new members of the FAST foundation board, for decision making by DR holders by vote
6. Proposal on the amendment of the remuneration of the FAST foundation board, for decision making by DR holders by vote
7. Closing

## Explanatory notes to the agenda items // General Meeting

### 2. Annual report 2020

The Annual report 2020 can be downloaded via [this link](#)

### 3 External questions

Any external questions about the annual report 2020 can be asked via [invest@fastnedcharging.com](mailto:invest@fastnedcharging.com)

### 4. Adoption of the financial statements

It is proposed to adopt the financial statements which can be downloaded via this [link](#).

### 5. Explanatory notes on the Dividend Policy and distribution

Explanation of the Fastned dividend policy. No profit was made over 2020. As a result of which, no profit proposal will follow.

### 6. Discharge

It is proposed that the members of the Management Board and the members of the Supervisory Board will be discharged from liability for the performance of their duties in the 2020 financial year as shown in the 2020 Annual Report and the announcements made at the General Meeting.

### 8. Proposal on the amendment of the remuneration of the Supervisory Board

It is proposed to amend the remuneration of the members of the Supervisory Board in following way:

	Chair	Member	Chair of the audit committee	Member of the audit committee	Chair of the remuneration committee
Remuneration 2020	EUR 47.000 - including company car	EUR 20.000			
Remuneration 2021	EUR 45.000 - including company car	EUR 32.000	EUR 8.000	EUR 4.000	EUR 4.000
Benchmark small cap listed companies	EUR 46.250	EUR 33.500	EUR 9.000	EUR 5.000	EUR 5.000
Persons	1x	3x	1x	1x	1x

**Reasoning.** Fastned is a fast-growing company with great ambition and plans. This acceleration and drive is also expected from the Supervisory Board members: the responsibility of the Supervisory Board has increased and a larger amount of time is required, which in turn would coincide with an increased remuneration. As a result of a benchmark, the above proposal was made. The benchmark is a comparison of 14 other small cap companies (excluding financial and real estate companies). As a result of the increase, the current variable part of the remuneration ceases. Although there is a clear case for an increased remuneration, the remuneration committee advised to remain prudent and stay on the lower side of the benchmark as Fastned is also a mission driven organisation that is investing heavily in new infrastructure.

### 9. External questions

Any external questions can be asked via [invest@fastnedcharging.com](mailto:invest@fastnedcharging.com).

## Explanatory notes to the agenda items // DR Holder Meeting

### 2. Report of activities

The FAST Board Report can be downloaded via [this link](#).

### 3. External questions

Any external questions can be asked via [invest@fastnedcharging.com](mailto:invest@fastnedcharging.com).

### 4. Resignation Fiona Buruma as a member of the FAST foundation board

Fiona Buruma has decided by mutual agreement to resign as director of FAST because she can no longer make the necessary time available in view of her other duties.

### 5. Appointment new members of the FAST foundation board

After Fiona Buruma indicated that she wished to resign, an application procedure took place to find a successor. The FAST foundation board has selected two candidates who have also been approved by the Supervisory Board. It is preferred to appoint both candidates as per 3 June 2021 for a period of four years, and temporarily expand the board to prepare for the resignation of the chair next year. Hieke van Rees-Spoelstra will step down according to schedule after 8 years. Onboarding 2 new members now supports the continuity of the FAST foundation. More information about these two candidates can be found via [this link](#). Prior to the DR Holder Meeting, the DR receipts holders can vote on the appointment of both candidates.

### 6. Proposal on the amendment of the remuneration of the FAST foundation board

It is proposed to increase the remuneration of the members of the FAST Board members in following way:

	Chair	Member
Remuneration 2020	EUR 5.000	EUR 5.000
Remuneration 2021	EUR 15.000	EUR 10.000
Persons	1x	3x

**Reasoning.** Fastned is a fast-growing company with great ambition and plans. This acceleration and drive is also expected from the FAST Board members. The number and interest of depository receipt holders has increased since this year, requiring even more dedication from the board. The role of chair has proven to be and will be more intense than the role of the members. As a result, a larger amount of time is required, which in turn requires a different remuneration.