Proxy Form

For the extraordinary general meeting of shareholders (**EGM**) of Fyber N.V. to be held at the offices of Greenberg Traurig, LLP, Leidseplein 29 1017 PS Amsterdam, the Netherlands, on **28 October 2021**, at **4pm CEST**.

**The undersigned:**

*If the shareholder is a private person:*

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
|  |  |

*If the shareholder is a legal entity:*

|  |  |
| --- | --- |
| Company name: |  |
| Statutory seat: |  |
| Office address: |  |
|  |  |
| Legal representative(s)[[1]](#footnote-1): |  |

(the **Shareholder**),

acting in his / her / its capacity as holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(number) shares in Fyber N.V., hereby grants a proxy, with the right of substitution, to:

**A)** ⬜

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
|  |  |

**B)** ⬜ Mr. R. van Bork, civil law notary with Greenberg Traurig, LLP (or any of his legal substitutes)

to represent the Shareholder at the EGM and to speak on behalf of the Shareholder and to vote on the shares in respect of the items on the agenda for the EGM, in the manner set out below. In case no box is ticked the proxy is deemed to be given to Mr. R. van Bork (or any of his legal substitutes).

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Agenda** | **For** | **Against** | **Abstain** |
| 2a) | Proposal to convert Fyber N.V. from a public limited liability company (in Dutch: *naamloze vennootschap*) into a private limited liability company (in Dutch: *besloten vennootschap met beperkte* aansprakelijkheid), amend the articles of association of Fyber N.V. accordingly and authorize each member of the management board and also each lawyer, deputy civil law notary and employee of Greenberg Traurig, LLP (Amsterdam office) severally, to have the deed of conversion and amendment to the articles of association of Fyber N.V. executed (vote) |  |  |  |
| 2b) | Proposal to accept the resignation of all supervisory board members (being Mr. T. Malak, Mr. A.A. Metre, Mr. F.J. Rios, Mr. K. Sehnaoui and Mr. Y. Safrai) of the Company |  |  |  |
| 2c) | Proposal to grant discharge to all supervisory board members as mentioned above under 2b) |  |  |  |
| 2d)  | Proposal to appoint Mr. J.B. Garrison as management board member of the Company with the title CEO |  |  |  |
| 2e) | Proposal to accept the resignation of Mr. Z. Elul and Mr. Y. Zaltsman as management board members of the Company |  |  |  |
| 2f) | Proposal to grant discharge to the management board members as mentioned above under 2e) |  |  |  |

If no box is ticked, the proxy holder will vote in favour of the proposal.

The undersigned agrees to indemnify and to hold harmless the attorney against any claims, actions or proceedings made against the attorney and against any damages, costs and expenses the attorney might incur in connection with this power of attorney.

Signed in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_on \_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2021.

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

This proxy must be received by Fyber N.V. no later than on **21 October** **2021** at 5pm CEST by e-mail: agm@fyber.com or by registered mail at the following address:

**Fyber N.V.**

attn.: Governance Department

Wallstraße 9-13, 10179 Berlin, Germany

Email: agm@fyber.com

Please send the original copy of the proxy by mail to the address listed above.

Please note that the proxyholder, in order to be admitted to the meeting, shall be required to share at the start of the meeting (i) a copy of this proxy plus identification and (ii) the registration statement, delivered in accordance with the requirements set forth in the notice of the meeting.

1. Please attach documents evidencing that the representative/signatory is authorized to represent the company or legal entity [↑](#footnote-ref-1)