



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 8 June, from 14:00 CET. The location of the General Meeting and the DR Holder meeting will be at the Fastned Office - James Wattstraat 77 - 13th floor, in Amsterdam.

Register, Record date and voting DR Holder Meeting

You can register [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](#). This in order to enable ING Bank N.V. to arrange for proper shareholder verification.

Your participation and vote should be registered before 3th of June 2023 at 23.59h CET [through Evote](#) by ING. You will be entitled to cast your vote for the DR Holder Meeting if you are in the possession of depository receipts at the recording date on 11th of May 2023 at 23.59h CET, after processing all settlements of that date.

Questions

Questions can be submitted prior to the General Meeting and the DR Holder Meeting via invest@fastnedcharging.com or FAST@fastned.nl. There is also an 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.

Agenda

14:00 - 14:30 // DR Holder Meeting

1. Opening.
2. Report of activities 2022 and update 2023.
3. Questions.
4. Proposal for granting discharge of the FAST board members - for approval by DR Holders.
5. Resignation of Liselotte Kooi as FAST board member.
6. Proposal for appointment of new FAST board member - for approval by DR holders.
7. Proposal for appointment of Henk Pals for his second term - for approval by DR Holders.
8. Proposal for remuneration FAST board members
9. Questions and remarks which are related to the General Meeting and the voting of FAST during the General Meeting.
10. Closing

14:45 - 17:00 // General Meeting

1. Opening
2. Annual report 2022
 - a. Management report
 - b. Supervisory Board report
 - c. Remuneration policy - for approval by FAST
3. External questions
4. Adoption of the financial statements 2022 - for approval by FAST
5. Explanatory notes on the Dividend Policy and distribution - for approval by FAST
6. Discharge
 - a. Proposal for granting discharge of the Management Board - for approval by FAST
 - b. Proposal for granting discharge of the Supervisory Board Members - for approval by FAST
 - c. Resignation of Marije van Mens as Supervisory Board Member
7. Appointment of external auditor BDO for 2024 - for approval by FAST
8. Appointment of Liselotte Kooi as new independent Supervisory Board member of the Supervisory Board.
9. Re-appointment of Bart Lubbers as non-independent Supervisory Board Member of the Supervisory Board for his second term.
10. Proposal 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 - for approval by FAST
11. Questions
12. Closing

Explanatory notes to the agenda items // DR Holder Meeting

2. Report of activities 2022 and update 2023

The FAST Board Report 2022 can be downloaded [via this Link](#).

3. Questions

Any external questions can be asked via FAST@fastnedcharging.com or during the meeting.

4. Proposal for granting discharge of the FAST board members - for approval by DR Holders.

It is proposed that the members of the FAST Board will be discharged from liability for the performance of their duties in the 2022 financial year and the announcements made at the Dr Holder Meeting and the General Meeting.

5. Resignation of Liselotte Kooi as FAST board member

Liselotte Kooi will resign as a member of the FAST board. During the General Meeting, it will be proposed at the nomination of the Supervisory Board to appoint Liselotte Kooi as a new independent Supervisory Board member of the Supervisory Board.

6. Proposal for appointment of new FAST board member

Members of the board of FAST shall be appointed by the DR Holder Meeting on a binding nomination by the board of FAST. The Supervisory Board has the right to provide a non-binding advice with respect to the binding nomination by the board of FAST. We are currently interviewing for the position. The proposed candidate will be announced soon on the website and added to this invitation.

7. Proposal for re-appointment of Henk Pals as FAST board member

Henk Pals has completed his first 4-year-term as FAST board member to great satisfaction, therefore the FAST Board has made a non-binding nomination for his reappointment and the Supervisory Board has granted a non-binding positive advice for this non-binding nomination. It is therefore proposed to re-appoint Henk Pals as board member of the FAST.

8. Proposal for remuneration FAST board members

For Fastned employees, an inflation correction was applied last year. It is proposed to apply the same inflation correction for the FAST board remuneration.

9. Questions and remarks which are related to the General Meeting and the voting of FAST during the General Meeting.

DR Holders will be given the opportunity to ask questions and make comments on the shareholder resolutions and other items on the agenda of Fastned's Annual General Meeting. The FAST Board will consider these questions and comments in its decision-making.

Explanatory notes to the agenda items // General Meeting

2. Annual report 2022

The Annual report 2022 can be downloaded [via this link](#). [See this link](#) for the proposed remuneration policy. For Fastned employees, an inflation correction was applied last year. It is proposed to apply the same inflation correction for the management board remuneration range and for the remuneration of the supervisory board. See the remuneration policy for details

3 Questions

Any questions about the annual report 2022 can be asked via invest@fastnedcharging.com or during the meeting.

4. Adoption of the financial statements 2022

It is proposed to adopt the financial statements 2022 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 2022, therefore there is no proposed dividend distribution.

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 2022 financial year as shown in the 2022 Annual Report and the announcements made at the General Meeting. Marije van Mens is resigning from the Supervisory Board.

7. Appointment external auditor

It is proposed to appoint BDO as external auditor for the financial year 2024. BDO [has already been appointed](#) for the financial year 2023.

8. Appointment of Liselotte Kooi as new independent Supervisory Board member of the Supervisory Board.

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. You can find her profile [here](#) and the supervisory board profile [here](#).

9. Re-appointment of Bart Lubbers as non-independent Supervisory Board Member of the Supervisory Board.

Bart Lubbers has completed his first 4-year-term as supervisory board member to great satisfaction, therefore it is proposed to re-appoint Bart Lubbers for a second term as supervisory board member.

10. Shares

It is proposed to appoint the Management Board as the competent body to, subject to the approval of the Supervisory Board, resolve subject to the approval of the Supervisory Board, on the issuance of shares (up to 20%) in the issued capital of Fastned, 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 Fastned is at stake.

10. External questions

Any external questions can be asked via invest@fastnedcharging.com.