

**FIRST SUPPLEMENT DATED 5 MAY 2022 TO THE BASE PROSPECTUS DATED NOVEMBER 26, 2021 AND
TO THE UNIVERSAL REGISTRATION DOCUMENT DATED NOVEMBER 2, 2021**



FASTNED B.V.

(incorporated with limited liability in The Netherlands
and having its corporate seat in Amsterdam)

This supplement (the “**Supplement**”) constitutes a supplement for the purpose of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) to the base prospectus (comprising the Universal Registration Document dated 2 November 2021 and a securities note dated 26 November 2021) (the “**Base Prospectus**”) of Fastned B.V. (the “**Issuer**”). Terms used but not defined in this Supplement have the meanings ascribed to them in the Base Prospectus.

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.

This Supplement does not constitute an offer or an invitation to subscribe for or purchase the instruments. This Supplement may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

This Supplement has been filed with and approved by the Netherlands Authority for the Financial Markets (the Stichting Autoriteit Financiële Markten, the “**AFM**”) as the competent authority in the Issuer’s home Member State pursuant to the Prospectus Regulation. The AFM has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement or of the quality of the securities that are the subject of the Base Prospectus and investors should make their own assessment as to the suitability of investing in the securities.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. No person has been authorized to give any information or to make any representation not contained in or not consistent with the Base Prospectus and this Supplement and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer.

Neither the delivery of this Supplement nor the Base Prospectus shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning the Issuers is correct at any time subsequent to 26 November 2021 (in case of the Base Prospectus) or the date hereof (in case of this Supplement) or that any

other information supplied in connection therewith is correct as of any time subsequent to the date indicated in the document containing the same.

SIGNIFICANT NEW FACTORS

On 29 March 2022, the Issuer published its annual report 2021 (the “**Annual Report 2021**”). A copy of the Annual Report 2021 has been filed with the Netherlands Authority of the Financial Markets (*Autoriteit Financiële Markten*). By virtue of this Supplement, pages 68-143 of the Annual Report 2021 (the 2021 Financial Statements and independent auditor’s report) are incorporated in, and form part of, the Base Prospectus.

On 30 March 2022, Fastned won its first tender for charging stations on Sanef motorways in the north of France. By virtue of this Supplement, the press release is incorporated in, and forms part of, the Base Prospectus.

On 12 April 2022, the Issuer published its Q1 trading update. By virtue of this Supplement, the Q1 trading update is incorporated in, and forms part of, the Base Prospectus.

The main purpose of this Supplement is to update the Base Prospectus in accordance with the 2021 Financial Statements as published in Part 2 of the Annual Report, the Q1 trading update and the press release about the French Sanef tender.

Additionally, this Supplement updates the composition of the Management Board and the Supervisory Board.

These updates are considered to be significant new factors as meant in Article 23(1) Prospectus Regulation.

MODIFICATIONS TO THE BASE PROSPECTUS

1. In Section 1.1 titled “Risks Relating to Fastned’s Industry” the following new heading and text will be inserted:

The Russia-Ukraine Crisis could have an adverse effect on Fastned’s growth, revenues and financial position resulting in increased losses, negatively impacting Fastned’s growth and financial condition.

The Russian invasion of Ukraine and rapidly escalating events in February and March 2022 is a significant tragedy to the people and is causing disruption to business and economic activity in the region and worldwide. Fastned has no activities in the Ukraine, Russia or Belarus, nor does it directly or indirectly source critical items from the region. The crisis is, however, causing increased volatility in electricity prices. There is a risk that higher electricity prices could lead to a decrease in margin and, consequently, in Fastned's revenue. Another effect is potentially increased station construction costs due to raw material price, labour cost increases and delays in delivery of materials. Fastned has currently 143 locations under development. The pace of the roll-out of the stations may be delayed, depending on how the crisis and its effects unfold. This can have an effect on the number and pace at which Fastned can open fast charging stations and therewith on the revenue from the sale of electricity to electric cars. Therefore an increase in electricity prices, an increase in construction and labour costs or delays in the construction of stations could have a material adverse effect on Fastned’s business, results of operations, financial condition and prospects.

1. Section 8.4 titled “Management Board” under heading “Managing Directors” on page 102, shall be amended by addition of the following directly underneath the fourth paragraph thereof:

On 9 March 2022, Niels Korthals Altes resigned from his position as director and CCO.

2. In Section 8.5 titled “Supervisory Board” under “Supervisory Directors” on page 104, the following text will be added to the table :

Nancy Kabalt	1974	Independent	2021	2025
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3. In Section 8.5 titled “Supervisory Board” under “Supervisory Directors” on page 105, the following new text will be inserted:

Nancy Kabalt is an independent member of the Supervisory Board. She is and has been active as a director and supervisory director at various energy companies, consortia and industry organizations that focus on the energy transition and electric mobility, including: the formula E-team, Stichting e-laad, network operators Alliander and Stedin and The New Motion. Nancy is currently an independent entrepreneur and partner at Windkracht 5!, a consultancy company in the energy sector. She fulfills various roles at the heart of the energy transition. For example, she is currently chair of the Formula E team, a public-private partnership established by the Dutch government to promote sustainable and zero emission mobility with members such as BOVAG, RAI association, ANWB, Natuur & Milieu and the Dutch Association for Sustainable Energy (NVDE). She is also a member of the Board of the European Regional Development Fund (ERDF), an EU Structural Fund aimed at promoting economic growth and employment. Also she is a member of the general board of TKI Urban Energy, a Top Consortium for Knowledge and Innovation within the energy top sector, founded by the Ministry of Economic Affairs and Climate. Nancy is also a member of the Supervisory Board of NV Afvalzorg and the heating company Ennatuurlijk.

4. In Section 11.2 “Independent Auditors” on page 129, the following text will be inserted:

Deloitte Accountants B.V. has audited the Company’s Financial Statements of the year ended 31 December 2021 and has issued an independent auditor’s report thereon. The auditors report relating to the financial year ended 31 December 2021 included the following emphasis of matter paragraph:

“Emphasis of the impact of the Russia/Ukraine-Crisis

The Russia-Ukraine-Crisis also impacts Fastned. Management estimated the impact on financial performance and health of Fastned including its plans to deal with these events or circumstances in note 25 of the financial statements. Our opinion is not modified in respect of this matter.”

5. Section 11.5 titled “Incorporation by Reference” on page 130 the following new paragraphs will be inserted after “the Articles of Association (the official Dutch version and the English translation thereof);”:
- the [Q1 2022 Trading Update](#) as published on 12 April 2022;
 - the [press release](#) on the win of the tender for charging stations on Saned motorways in the north of France on 30 March 2022;
 - pages 68-143 of the [annual report](#) of Fastned for the year ended 31 December 2021 (the 2021 Financial Statements and independent auditor’s report);