

EXCHANGE OFFER MEMORANDUM dated 28 November 2022

This Exchange Offer Memorandum does not constitute an offer to buy or a solicitation of an offer to sell Existing Bonds (as defined below) in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws or otherwise. The distribution of this document in certain jurisdictions may be restricted by law. See “Offer and Distribution Restrictions” below. Persons into whose possession this document comes are required by the Issuer (as defined below) to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction other than the Netherlands by the Issuer.



Invitation by Fastned B.V.

(incorporated in the Netherlands as a limited liability company with its statutory seat in Amsterdam, The Netherlands)

(the “Issuer”)

to holders of its outstanding bonds:

- December 2017 with number 20172 (Tranche 3)
- October 2018 with number 20181 (Tranche 4)
- March 2019 with number 20191 (Tranche 5)

(hereinafter, the “Existing Bonds” or “Old Bonds”)

to offer to exchange any and all of their Existing Bonds for

December 2022 with number 20222 (Tranche 11)
(hereinafter, the “New Bonds”)

to be issued by the Issuer under the Base Prospectus
(comprising the Universal Registration Document dated 28 November 2022 and a securities note dated 28 November 2022).

(the “Programme”)

(such invitation, the “Exchange Offer”)

THE EXCHANGE OFFER WILL EXPIRE AT 12.00 (CET) ON 21 DECEMBER 2022, UNLESS EXTENDED, RE-OPENED OR TERMINATE AS PROVIDED IN THIS EXCHANGE OFFER MEMORANDUM.

1. General

The Issuer accepts responsibility for the information contained in this Exchange Offer Memorandum. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Exchange Offer Memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each holder of Existing Bonds (hereinafter the "Bondholder") is solely responsible for making its own independent appraisal of all matters as such Bondholder deems appropriate and each Bondholder must make its own decision as to whether to offer any or all of its Existing Bonds for exchange pursuant to the Exchange Offer.

The Issuer does not make any recommendation as to whether Bondholders should offer any Existing Bonds for exchange pursuant to the Exchange Offer. The Issuer does not owe any duty to any holder of Existing Bonds.

Neither the delivery of this Exchange Offer Memorandum nor any exchange of Existing Bonds pursuant to the Exchange Offers shall, under any circumstances, create any implication that the information contained in this Exchange Offer Memorandum is current as of any time subsequent to the date of such information or that there has been no change in the information set out in it or in the affairs of the Issuer since the date of this Exchange Offer Memorandum.

This Exchange Offer Memorandum does not comprise a prospectus for the purpose of Regulation (EU) 2017/1129 (the "Prospectus Regulation").

2. Exchange Offer

The Issuer offers an Exchange of Existing Bonds for New Bonds with a new term of 4.5 years and with an interest rate of 5.0% under the Programme.

For Tranche 3 - Exchanging is possible until 12.00 hour CET on Monday 12 December 2022.

For Tranche 4 - Exchanging is possible until 12.00 hour CET on Wednesday 21 December 2022.

For Tranche 5 - Exchanging is possible until 12.00 hour CET on Wednesday 21 December 2022.

2.1 Bonus interest

A one-off bonus interest of 0.5% will be granted when Old Bonds are Exchanged for New Bonds. This one-off bonus interest will be paid with the first interest payment.

2.2 Settlements

The interest on the Old Bonds (6%) is higher than the interest on the New Bonds (5.0%). Therewith a difference in interest over the period between the Issue of the New bonds and the Maturity of the Old Bonds of Tranche 4 and Tranche 5 arises and needs to be settled. Also accrued but yet unpaid interest will be paid out with the first interest payment of the new bonds.

Tranche 3 - As the Old Bonds of Tranche 3 mature on 12 December 2022, no settlement is applicable.

Tranche 4 - As the Old Bonds of Tranche 4 mature on 30 October 2023, a period of 313 days remains after 21 December 2022. As the interest on the New Bonds (5.0%) is lower than the interest on the Old Bonds (6.0%) a settlement of the difference will take place. The annual difference is 1.0% (6.0% - 5.0%), therefore the period until maturity will be settled with a one-off payment of 0.86% (1.0% * a period of 313/365 days). The settlement payment will be made with the first interest payment.

The accrued but unpaid interest up to 21 December 2022 is 0.85% (1.5% * 52/92 days). The payment of the accrued but unpaid interest will be made with the first interest payment.

Tranche 5 - As the Old Bonds of Tranche 5 mature on 21 March 2024, a period of one year and 91 days (one year and exactly one quarter) remains after the interest payment of 21 December 2022. As the interest on the New Bonds (5.0%) is lower than the interest on the Old Bonds (6.0%) a settlement of the difference will take place. The annual difference is 1.0% (6.0% - 5.0%), therefore the period until maturity will be settled with a one-off payment of 1.25% ((1.0% * 1 year) + (1.0% * a period of 91/365 days)). The settlement payment will be made with the first interest payment.

There will not be any accrued but yet unpaid interest as the interest payment of 1.50% for 21 December 2022 is already planned and will be paid out.

2.3 First interest payment

Tranche 3 - When Exchanging Old Bonds from Tranche 3 for New Bonds, the first interest payment will be: 1.25% of regular quarterly interest + 0.50% bonus interest + no settlement + no accrued unpaid interest = 1.75%

Tranche 4 - When Exchanging Old Bonds from Tranche 4 for New Bonds, the first interest payment will be: 1.25% of regular quarterly interest + 0.50% bonus interest + 0.86% settlement + 0.85% accrued interest = 3.46%

Tranche 5 - When Exchanging Old Bonds from Tranche 5 for New Bonds, the first interest payment will be: 1.25% of regular quarterly interest + 0.50% bonus interest + 1.25% settlement + no accrued unpaid interest = 3.00%

2.4 Interest payments during the offer period

Interest payments are planned for Tranche 3 (December 12, 2022) and for Tranche 5 (December 21, 2022). The payments will be made to the bondholders, irrespective of whether an Exchange order is submitted and confirmed or not. No interest payments are planned for Tranche 4 during the offer period.

By Exchanging Old Bonds for New Bonds, Bondholders are not entitled to the planned interest payments on the Old Bonds which fall after the Issue date of the New Bonds (December 21, 2022). The interest difference between the Old Bonds and the New Bonds will be settled, as will the accrued interest (see paragraph 2.2.).

2.5 Offer period related rights of the Issuer

The Issuer may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Exchange Offer at any time (subject to applicable law). Details of any such extension, re-opening, amendment, waiver or termination will be announced by email as soon as reasonably practicable after the relevant decision is made.

2.6 Governing law

The Exchange Offer, each Exchange Order, any exchange of Existing Bonds pursuant to the Exchange Offer and any non-contractual obligations arising out of or in connection with the foregoing shall be governed by and construed in accordance with Dutch law. By submitting the Exchange Order, the relevant Bondholder irrevocably and unconditionally agrees for the benefit of the Issuer that the courts of the Netherlands are to have jurisdiction to settle any disputes that may arise out of or in connection with the Exchange Offer, such Exchange Order, any exchange of Existing Bonds pursuant to the Exchange Offer or any non-contractual obligations arising out of or in connection with the foregoing and that, accordingly, any suit, action or proceedings arising out of or in connection with any such dispute may be brought in such courts.

2.7 Rationale

The rationale of the Exchange Offer is for the Issuer to extend the maturity profile of its outstanding debt. Any Existing Bonds acquired by the Issuer pursuant to the Exchange Offer will be cancelled and will not be reissued or resold.

3. Procedure

The Bondholders that want to participate in the Exchange Offer can do so via the My Fastned Bonds (Mijn Fastned Obligaties) platform (<https://mybonds.fastnedcharging.com/>):

1. The Bondholder carefully considers all of the information in this Exchange Offer Memorandum and the documents incorporated by reference such as the Base Prospectus (comprising the Universal Registration Document dated 28 November 2022 and a securities note dated 28 November 2022), the Issue Specific Summary and the Final Terms, which are all provided in the aforementioned platform.
2. The Bondholder who wants to accept the Exchange Offer can submit the order via the My Fastned Bonds (Mijn Fastned Obligaties) platform. <https://mybonds.fastnedcharging.com/>
3. The Issuer will process the Exchange Order upon receipt of the confirmation of the order. Confirmation is given by the investor by entering a 6-digit code which is received per phone by the investor during the procedure and entered into the appropriate datafield in the My Fastned Bonds platform.
4. The Issuer will send a confirmation of receipt of the Exchange Order per e-mail to the investor.
5. The relevant Existing Bonds are replaced with a subscription to the bonds issue of 21 December 2022.
6. The Issuer will send another e-mail on 21 December 2022 to confirm the issue of the new bonds.

By submitting an Exchange Order, the Bondholder shall agree and guarantee that:

- the bondholder has read the Exchange Offer Memorandum, and has reviewed and accepted the Exchange Offer including all relevant documentation such as the documents incorporated by reference, the Base Prospectus (comprising the Universal Registration Document dated 28 November 2022 and a securities note dated 28 November 2022), the Issue Specific Summary and the Final Terms;
- the Bondholder has full power and authority to offer for exchange and transfer the Existing Bonds offered for exchange and, if such Existing Bonds are accepted for exchange by the Issuer, such Existing Bonds will be transferred to the Issuer with full title free from all liens, charges and encumbrances, not subject to any adverse claim and together with all rights attached to such Existing Bonds, and it will, upon request, execute and deliver any additional documents and/or do such other things deemed by the Issuer to be necessary or desirable to complete the transfer and cancellation of such Existing Bonds or to evidence such power and authority;
- the Bondholder is located in the Netherlands or in any jurisdiction in which it is lawful to make such an Exchange Offer under applicable (securities) laws;
- the terms and conditions of the Exchange Offer shall be deemed to be incorporated in, and form a part of, the Exchange Order which shall be read and construed accordingly, and that the information given by or on behalf of such Bondholder in the Exchange Order is true and will be true in all respects at the time of the exchange of the Existing Bonds;
- it accepts the Issuer is under no obligation to accept offers of Existing Bonds for exchange pursuant to the Exchange Offer, and accordingly such offers may be accepted or rejected by the Issuer in its sole discretion and for any reason; and
- it will indemnify the Issuer against any and all losses, costs, claims, liabilities, expenses, charges, actions or demands which any of them may incur or which may be made against any of them as a result of any breach of any of the terms of, or any of the acknowledgements, representations, warranties and/or undertakings given pursuant to, the Exchange Offer by any such Bondholder.

4. Comparison between certain provisions of the Existing Bonds and the New Bonds

There are a number of differences between the Existing Bonds and the New Bonds. Bondholders should review the Base Prospectus including the Supplements in their entirety before making a decision whether to offer Existing Bonds in exchange for New Bonds and consider carefully all such differences. The conditions of the New Bonds are set out in the Base Prospectus, including the Supplements, the Issue Specific Summary and the Final Terms.

For Bondholders' convenience, certain key differences between the Existing Bonds and the New Bonds are set out in the table below. The information contained in this table is a summary only and should not be considered a complete description of the particular provision summarised.

Features	Tranche 3 (Existing Bonds)	Tranche 4 (Existing Bonds)	Tranche 5 (Existing Bonds)	Tranche 11 (New Bonds)
Issuer	Fastned B.V.	Fastned B.V.	Fastned B.V.	Fastned B.V.

Issue No.	20172	20181	20191	20222
Tranche No.	3	4	5	11
Issue Date	December 12 2017	October 30 2018	March 21 2019	December 21 2022
Maturity Date	December 12 2022	October 30 2023	March 21 2024	June 21 2027
Exchange Offer expiration date	June 12, 2022	June 12, 2022	June 12, 2022	N/A
Term	5.0 years	5.0 years	5.0 years	4.5 years
Nominal Value	EUR 1000	EUR 1000	EUR 1000	EUR 1000
Tradability	No restrictions but limited tradability	No restrictions but limited tradability	No restrictions but limited tradability	No restrictions but limited tradability
Admission to trading platform/ exchange	N/A	N/A	N/A	N/A
Interest	6% per annum	6% per annum	6% per annum	5% per annum
Interest payment dates	12 March 12 June 12 September 12 December	30 January 30 April 30 July 30 October	21 March 21 June 21 September 21 December	21 March 21 June 21 September 21 December
Ranking	All bonds rank equally in right of payment, without any preference. Bonds are direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time.	All bonds rank equally in right of payment, without any preference. Bonds are direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time.	All bonds rank equally in right of payment, without any preference. Bonds are direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time.	All bonds rank equally in right of payment, without any preference. Bonds are direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time.

5. Documents incorporated by reference

The following documents which have been (a) previously published and (b) approved by the AFM or filed with it, shall be deemed to be incorporated in and to form part of this Exchange Offer Memorandum:

- (i) the Universal Registration Document
- (ii) the Security Note
- (iii) the Issue Specific Summary and the Final Terms

Copies of documents incorporated by reference in this Prospectus can be obtained from the registered office of the Issuer and are available for viewing on the website of the Issuer: www.fastned.nl/obligatiesand www.fastnedcharging.com/bonds . The information on the websites does not form part of the Base Prospectus and has not been scrutinised or approved by the competent authority.

6. Offer and Distribution Restrictions

This Exchange Offer Memorandum does not constitute an invitation to participate in the Exchange Offers in any jurisdiction outside the Netherlands or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws.

The distribution of this Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this Exchange Offer Memorandum comes are required by the Issuer to inform themselves about and to observe any such restrictions. This Exchange Offer Memorandum does not constitute, and may not be used for purposes of, an offer, invitation or solicitation by anyone in any jurisdiction or in any circumstances in which such offer, invitation or solicitation is not authorised or to any person to whom it is unlawful to make such offer, invitation or solicitation.

The New Bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended from time to time (the Securities Act). Subject to certain exceptions, the New Bonds may not be offered, sold or delivered within the United States or to U.S. persons.

7. Final Terms

The final terms can be found on [this specific issue documentation page](#) on the [Fastned Website](#) and on the [My-Fastned-Bond page](#).

8. Risks

The following section does not describe all of the risks for Bondholders participating in the Exchange Offer. Prior to making a decision as to whether to participate, Bondholders should consider carefully, in light of their own financial circumstances and investment objectives, all the information set forth in this Exchange Offer Memorandum and, in particular, the following risk factors and those described in the Base Prospectus, as supplemented, in evaluating whether to participate in the Exchange Offer. Bondholders should make such inquiries as they think appropriate regarding the terms of the Exchange Offers, the New Bonds and the Issuer all without relying on the Issuer.

No obligation to accept offers to exchange

The Issuer is not under any obligation to accept, and shall have no liability to any person for any non-acceptance of, any offer of Existing Bonds for exchange pursuant to the Exchange Offer. Offers of Existing Bonds for exchange may be rejected in the sole discretion of the Issuer for any reason and the Issuer is not under any obligation to Bondholders to furnish any reason or justification for refusing to accept an offer of Existing Bonds for exchange. For example, offers of Existing Bonds for exchange may be rejected if the Exchange Offer is terminated, if the Exchange Offer does not comply with the relevant requirements of a particular jurisdiction or the conditions laid down in this Exchange Offer Memorandum, or for any other reason.

Responsibility for complying with the procedures of the Exchange Offer

Holders of Existing Bonds are responsible for complying with all of the procedures for offering Existing Bonds for exchange. The Issuer does not assume any responsibility for informing any holder of Existing Bonds of irregularities with respect to such holder's participation in the Exchange Offer.

Differences between the Existing Bonds and the New Bonds

There are a number of differences between the conditions of the Existing Bonds and the New Bonds, including those specified in the "Comparison Between Certain Provisions of the Existing Bonds and the New Bonds" paragraph. The conditions of the New Bonds are set out in the Base Prospectus, (comprising the Universal Registration Document dated 2 November 2021 and a securities note dated 26 November 2021) as supplemented by the First Supplement dated 5 May 2022, the Issue Specific Summary and the Final Terms. Bondholders should review the Base Prospectus, including the Supplements, the Issue Specific Summary and the Final Terms in their entirety before making a decision whether to offer Existing Bonds for exchange. In particular, attention is also drawn to the risk factors described in the Base Prospectus, as supplemented.

Completion, termination and amendment

Until the Issuer announces whether it has decided to accept valid offers of Existing Bonds for exchange pursuant to the Exchange Offer, no assurance can be given that the Exchange Offer will be completed. This may depend upon the satisfaction or waiver of the conditions of the Exchange Offer. Existing Bonds that are not successfully offered for exchange pursuant to the Exchange Offer will remain outstanding.

Exchange Orders Irrevocable

Once a Bondholder has submitted an Exchange Order, such Exchange Order cannot be revoked by the Bondholder.

In addition, subject to applicable law and as provided in this Exchange Offer Memorandum, the Issuer may, in its sole discretion, extend, re-open, amend or terminate any Exchange Offer at any time before and may, in its sole discretion, waive any of the conditions to the Exchange Offer.

Responsibility to consult advisers

The Issuer does not make any recommendation to any Bondholder as to whether the Bondholder should tender its Existing Bonds, or refrain from taking any action in the Exchange Offer. Bondholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax or accounting consequences of participating in the Exchange Offer and an investment in the New Bonds. The Issuer has not made or will not make any assessment of the merits of the offer or of the impact of the Exchange Offer on the interests of Bondholders either as a class or as individuals.

This Exchange Offer Memorandum does not discuss the tax consequences for Bondholders arising from the exchange of Existing Bonds pursuant to the Exchange Offer for New Bonds, or in relation to the New Bonds. Bondholders are urged to consult their own professional advisers regarding these possible tax consequences under the laws of the jurisdictions that apply to them or to the exchange of their Existing Bonds and the receipt pursuant to the Exchange Offer of New Bonds. Bondholders are liable for their own taxes and have no recourse to the Issuer with respect to taxes arising in connection with the Exchange Offer.

ISSUER

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