

Related Party Transaction Policy Fastned B.V.

1. Scope and definitions

This policy implements best practices regarding Transactions between the Company and:

- a. a Fastned Related Party as long as it solely holds at least 10% of the depositary receipts of shares in the capital of the Company;
- b. legal or natural persons who hold at least:
 - i. 10% of the Shares in the Company;
 - ii. 10% of the depositary receipts of shares in the capital of the Company;or natural persons who are closely related to such natural person;
- c. a member of the Management Board of the Company
- d. (each a **Related Party**),

provided that the Transaction contains information that qualifies as inside information as set out in Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (each a **Related Party Transaction**).

Fastned **Related Party** means:

- a. Wilhelmina-Dok B.V. and/or Carraig Aonair Holding B.V. and any of their group companies, other than the Company and its Subsidiaries (the **Fastned Group**);
- b. any investment vehicle or other entity which is either (a) managed by an entity in the Fastned Group or (b) used to allow Fastned Group's current and/or former employees to participate directly or indirectly in the growth of the value of the Company (together the **Fastned Entities**); and
- c. any company, funds, partnership, investment vehicle or other entity in or through which one or more members of the Fastned Group or Fastned Entities separately or together can exercise significant influence.

Interested Party means the Related Party and:

- a. in case the counterparty is a legal entity, any officer, employee, executive director or supervisory director of such counterparty; or
- b. in case the counterparty is a natural person, any relative of such counterparty,
- c. that is also a member of the Supervisory Board or Management Board.

2. Procedure

- 2.1. No Related Party Transaction shall be undertaken without the approval of the Supervisory Board, which approval includes the affirmative vote of at least one member of the Supervisory Board that is independent in the meaning of the Dutch Corporate Governance Code.
- 2.2. Each member of the Management Board shall promptly notify the CEO of any (potential) Related Party Transaction in respect of which he is an Interested Party or that he is otherwise aware of. The CEO shall in turn notify the Chairman of the Supervisory Board. The CEO shall notify the Chairman of the Supervisory Board directly in respect of any (potential) Related Party Transaction in respect of which he is an Interested Party or that he is otherwise aware of.
- 2.3. Each member of the Supervisory Board shall promptly notify the Chairman of the Supervisory Board of any (potential) Related Party Transaction in respect of which he is an Interested Party or that is otherwise aware of. If the Chairman of the Supervisory Board is an Interested Party to

- any (potential) Related Party Transaction or becomes otherwise aware of any (potential) Related Party Transaction, he shall promptly notify the Vice-Chairman of the Supervisory Board.
- 2.4. The Supervisory Board shall decide whether the Transaction concerned qualifies as a Related Party Transaction.
- 2.5. (Potential) Related Party Transactions shall be subject to review by the Supervisory Board.
- 2.6. Members of the Supervisory Board who qualify as Interested Party shall not participate in the discussion or decision making regarding the (potential) Related Party Transaction concerned.
- 2.7. The Supervisory Board shall review all relevant information available to it concerning the (potential) Related Party Transaction. The Supervisory Board may approve the Related Party Transaction only if it determines in good faith that the Related Party Transaction is fair as to the Company.
- 2.8. A Related Party Transaction that involves the delivery of goods or services shall only be approved if such Transaction is on terms that are customary for arm's-length Transactions.
- 2.9. Before approving the Related Party Transaction, the Supervisory Board shall review and consider:
- (i) the value of the Related Party Transaction;
 - (ii) whether the Related Party Transaction is undertaken in the ordinary course of business of the Company;
 - (iii) whether the proposed terms of the Related Party Transaction are no less favourable to the Company than terms that could have been reached with an unrelated third party;
 - (iv) the purpose of, and the potential benefits to the Company of the Related Party Transaction;
 - (v) the Interested Party's interest in the Related Party Transaction, if any;
 - (vi) the value (positive or negative) of the Interested Party's interest in the Related Party Transaction, if any;
 - (vii) required public disclosure, if any; and
 - (viii) any other information regarding the Related Party Transaction or the Interested Party in the context of the proposed Related Party Transaction that would be material to stakeholders of the Company in light of the circumstances of the Related Party Transaction.
- 2.10. In conducting its review the Supervisory Board may obtain information from members of the Management Board, employees and external advisors of the Company.
- 2.11. If a Transaction has a recurring nature or the Company enters into Transactions with a certain Related Party on a regular basis, the Supervisory Board may establish further guidelines or procedures to follow in its review of such Transactions.
- 2.12. If a Related Party Transaction has not been approved under this policy prior to its consummation (nor been rejected at an earlier stage), the Supervisory Board shall consider all relevant facts and circumstances regarding the Related Party Transaction in accordance with Clauses 2.7 through 2.10 and shall on the basis thereof evaluate all options available to the Company, including ratification (*bekrachtiging*), revision (*wijziging*) or termination (*ontbinding*) of the Related Party Transaction. The Supervisory Board shall also examine the facts and circumstances pertaining to the failure of reporting of such Related Party Transaction under this policy and shall take any such action it deems appropriate.
- 2.13. The absence of the approval under this policy shall not affect the representative authority of the Management Board or its members.

3. Disclosure

- 3.1. The Board shall disclose the Related Party Transactions that have not been concluded on market terms or that have not been concluded in the normal course of business of the Company. Such announcement shall be made by publication on the website of the Company at the latest at the time of the conclusion of the transaction and shall contain at least:
 - (i) the nature of the relation with the Related Party;
 - (ii) the name of the Related Party;
 - (iii) the date of the Related Party Transaction;
 - (iv) the value of the Related Party Transaction; and
 - (v) other information necessary to assess whether or not the transaction is fair and reasonable from the perspective of the Company and of the shareholders who are not a related party.
- 3.2. Related Party Transactions and other Transactions of significant importance that have not been concluded on market terms with a Related Party shall be published in the management report of the Company.
- 3.3. Related Party Transactions shall furthermore be disclosed to the extent required under Dutch law, the Dutch Corporate Governance Code, IAS 24, applicable accounting standards or other applicable Dutch regulations. For the avoidance of doubt, the review or approval of a Transaction pursuant to this policy does not necessarily imply that such Transaction is required to be disclosed.