

FINAL TERMS
20 October 2020
Fastned B.V.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 20 November 2019 and the Supplement to it dated 23 June 2020, 30 June 2020, 16 July 2020 and 21 October 2020 which together constitutes a base prospectus for the purposes of the Prospectus Regulation (together, the "Prospectus"). This document constitutes the Final Terms of the Bonds described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all the relevant information. A summary of the individual issue is annexed to these Final Terms. The Prospectus and these Final Terms are available for viewing and for downloading at www.fastned.nl (Dutch and www.fastnedcharging.com (English)). During normal business hours at James Wattstraat 77R, Amsterdam copies may be obtained free of charge.

In addition to the Conditions set out in Prospectus, the following terms and conditions apply to the Bonds:

Include whichever of the following apply or specify as "Not Applicable". Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs.

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|-------------------------------------|--|
| 1. Issuer: | Fastned B.V. |
| 2. Series number: | 20202 |
| 3. Total nominal amount: | N/a |
| 4. Expected aggregate net proceeds: | N/a |
| 5. Issue Date: | 19 November 2020 |
| 6. Maturity Date: | 19 November 2025 |
| 7. Interest rate: | 6% per annum. |
| 8. Yield to maturity: | 30%
The yield is calculated at the last day of the Subscription Period on the basis of the Issue Price. It is not an indication of future yield. |
| 9. Interest Payment Dates: | 19 February, 19 May, 19 August and 19 November in each year up to and including the Maturity Date. The first Interest Payment Date shall fall on 19 February 2021. |
| 10. Start of Subscription Period: | 22 October 2020 |
| 11. End Subscription Period: | 19 November 2020 |
| 12. ISIN Code: | NL0014095093 |

Signed on behalf of Fastned B.V.:
Niels Korthals Altes



Summary of the Fastned Base Prospectus including supplements relating to the Bond Programme.

1 INTRODUCTION AND WARNINGS

1.1 Introduction

Fastned will issue bonds under the bond programme prospectus (the **Prospectus**), the supplement of 23 June 2020 (the **first Supplement**), the supplement of 30 June 2020 (the **second Supplement**), the supplement of 16 July 2020 (the **third Supplement**) and the supplement of 21 October 2020 (the **fourth Supplement**) (the first Supplement, the second Supplement, the third Supplement and the fourth Supplement hereinafter the **Supplements**) and under the final terms (the **Final Terms**) with ISIN code NL0014095093 (hereinafter the **Bonds**). The Final Terms will be published on the website: <http://www.fastned.nl/obligaties> and www.fastnedcharging.com/bonds.

Fastned is a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands and is domiciled in the Netherlands. Fastned has its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands with its registered office at James Wattstraat 77-79, 1097 DL, Amsterdam, the Netherlands, www.fastnedcharging.com, phone: +31 (0)20 7055380, KvK: 54606179, LEI: 72450008JJ8CE1L8G60.

The Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*, the “**AFM**”) is the competent authority approving the Prospectus and the Supplement. The AFM has its office at Vijzelgracht 50, 1017 HS, Amsterdam, the Netherlands, www.afm.nl/nl-nl/over-afm/contact, phone: +31 (0)20 797 2000.

The Prospectus has been approved by the AFM on the 20th of November 2019. The first Supplement has been approved by the AFM on the 23th of June 2020. The second Supplement has been approved by the AFM on the 30th of June 2020. The third Supplement has been approved by the AFM on the 16th of July 2020. The fourth Supplement has been approved by the AFM on the 21st of October 2020.

1.2 Warnings

This summary should be read as an introduction to the Prospectus (including the Supplements).

Any decision to invest in the Bonds should be based on a consideration of the Prospectus (including the Supplements) as a whole, including any documents incorporated by reference and the Final Terms. An investor in the Bonds could lose all or part of the invested capital.

Where a claim relating to information contained in the Prospectus (including the Supplements) is brought before a court, the plaintiff may, under national law where the claim is brought, be required to bear the costs of translating the Prospectus (including the Supplements) before the legal proceedings are initiated.

Civil liability attaches only to the Issuer solely on the basis of this summary, including any translation of it, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus (including the Supplements) or where it does not provide, when read together with the other parts of the Prospectus (including the Supplements), key information in order to aid investors when considering whether to invest in the Bonds.

2 KEY INFORMATION ON THE ISSUER

2.1 Who is the Issuer of the securities?

Domicile and Legal Form

Fastned is a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands and is domiciled in the Netherlands. Fastned has its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands with its registered office at James Wattstraat 77R, 1097 DL, Amsterdam, the Netherlands, www.fastnedcharging.com, phone: +31 (0)20 7055380, KvK: 54606179, LEI: 72450008JJ8CE1L8G60.

Principal Activities

Fastned's mission is to provide freedom to drivers of fully electric vehicles (**FEVs**) and accelerate the transition to sustainable mobility. To this end, Fastned works on the realisation and exploitation of a network of fast charging stations, with the fastest chargers, at high traffic locations in the Netherlands and the rest of Europe, where all FEVs can charge with electricity from the sun and the wind.

Major Shareholders

100 % of the shares of Fastned (the **Shares**) are owned by the Fastned Administratie Stichting (the **Foundation**), that in turn has issued one depository receipt per Share (the **Depository Receipt**). The Depository Receipts are listed on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V.. The main tasks and purpose of the Foundation is to (i) make sure that Fastned is working towards its mission, (ii) monitor the continuity of Fastned, and (iii) safeguard the interests of the Depository Receipt holders (the **DR Holders**). These three tasks – in that order – form the guiding principles of the board of the Foundation.

Largest DR Holders are Wilhelmina-Dok B.V. (Holding of Bart Lubbers – founder of Fastned and chair of the Fastned supervisory board) and Carraig Aonair Holding B.V. (Holding of Michiel Langezaal – Founder, CEO and Chair of the Fastned management).

Management Board and Supervisory Board

Directors of Fastned are Michiel Langezaal (Founder, CEO and Chair of the Fastned management), Victor van Dijk (CFO) and Niels Korthals Altes (CCO). Members of the Fastned supervisory board are Bart Lubbers (Founder and Chair of the supervisory board), Hans Michels (member), Marieke Bax (member), and Marije van Mens (member).

Independent Auditor

Deloitte Accountants B.V. is the independent auditor as per April 2019. The address of Deloitte is Wilhelminakade 1, 3072 AP, Rotterdam, the Netherlands

Grant Thornton, independent auditors, has audited the Issuer's Financial Statements of the financial years ended 31 December 2018 and 31 December 2017.

Outstanding bonds under separate bond programmes

Fastned has multiple outstanding loans in the form of bonds, issued under separate bond programmes. Fastned raised EUR 2.5 million in December 2016, EUR 7.7 million in June 2017, EUR 12.3 million in December 2017, EUR 11.6 million in October 2018, EUR 10.6 million March 2019, EUR 12.2 million in December 2019 and EUR 16.2 million in July 2020 through the issue of bonds that bear 6% interest and have a maturity of five years.

In July 2020 the offer was made to investors with bonds maturing in December 2021 and June 2022 to extend these investments by exchanging them for bonds under the July 2020 issue. More than a quarter of bonds from these earlier two issues (on average) have now been converted to bonds from this issue, reducing the repayment obligation for Fastned in 2021 with 0.5 million euro and in 2022 with 2.2 million euro.

2.2 What is the key financial information regarding the Issuer?

Selected financial information

The following tables set out the income statement and cash flow statement of Fastned together with its subsidiaries (the Group), for the periods indicated. The selected financial information set forth below has been derived from the audited financial statements of the Group as of and for each of the years ended 31 December 2018 and 2019.

Summary Key financials (in '000 EUR)

Income statement	<i>For the six months ended 30 June</i>		<i>For the year ended 31 December</i>	
	<i>H1 2020 (unaudited)</i>	<i>H1 2019 (unaudited)</i>	<i>2019 IFRS</i>	<i>2018 IFRS</i>
Revenue related to charging	2,682	1,779	4,548	1,638

Revenue from station construction as part of service concessions	357	1,003	1,850	
Total Revenue	3,039	2,782	6,398	1,638
Cost of sales related to charging	(488)	(369)	(867)	(410)
Cost of sales from station constr. as part of service concessions	(358)	(1,192)	(1,966)	-
Total cost of sales	(846)	(1,561)	(2,833)	(410)
Gross profit	2,193	1,221	3,565	1,228
<i>Other Operating income</i>	-	-	(264)	665
<i>Selling and distribution expenses</i>	(1,069)	(616)	(1,548)	(969)
<i>Administrative expenses</i>	(3,791)	(2,874)	(7,762)	(3,813)
<i>Other operating expenses</i>	(843)	(1,888)	(3,286)	(1,796)
Operating loss	(3,690)	(4,157)	(9,295)	(4,685)
Results before taxes	(5,629)	(5,364)	(12,034)	(6,269)
Balance Sheet	<i>30 Jun 2020</i>	<i>30 Jun 2019</i>	<i>31 Dec 2018</i>	<i>31 Dec 2018</i>
Non-current Assets	38,844	34,021	35,500	24,972
Current Assets excluding cash/cash equivalents	1,085	2,177	2,802	5,784
Cash/cash equivalents	13,521	15,311	19,327	9,898
Total Assets	53,450	51,509	57,629	40,654
Shareholders' equity	(13,092)	(2,318)	(7,533)	2,787
Interest-bearing loans and borrowings	56,968	44,791	56,968	34,102
Non-current lease liabilities	3,417	2,886	3,288	-
Provisions & Deferred revenues	2,590	2,720	2,520	2,412
Current liabilities excluding leases	3,079	2,955	1,942	1,353
Current lease liabilities	488	475	444	

Tot. Equity & Liabilities	53,450	51,509	57,629	40,654
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Strongly increasing sales, driven by the growing adoption of FEV's in the Netherlands and Germany and the increasing number of Fastned charging stations, combined with stable network operation costs is leading to steadily improving operational performance. Also, as planned, Fastned is heavily investing in expansion of its network through site acquisition and development of the pipeline of prospect sites. During 2019, Fastned reported a net loss of €12,034k.

Included in the 2019 results are a number of exceptional expenses: (i) Fastned incurred an accounting loss on the construction of stations, as part of a service concession of €116k, which is regarded as exceptional. (ii) Other expenses relate to a loss on defective solar panels (€264k) which were removed, without at year-end having any definitive resolution on replacement under warranty. The removal costs for the defective solar panels caused an additional exceptional loss of €76k within selling and distribution expenses, (iii) Administrative expenses include costs for staff share option plans of €1,583k that arose when the first two milestones of the 2018 option plan were reached, and cost for options issued under the 2015 option plan, (iv) Within other operating expenses, legal, listing and advisory costs (€1,037k) related to the change of listing location of Fastned depository receipts to Euronext.

As of the date of this Supplement, there has been a significant change in the financial performance and the financial position of Fastned since 30 June 2020 due to the issue of EUR 13.4 million bonds per 28 July 2020. In addition, part of the investors in the existing December 2021 and June 2022 bonds have exchanged (part of) their bonds for new bonds (EUR 2.7 million). As a result of these exercises, total debt increased by EUR 13.4 million, liquidity increased by EUR 11.4 million and net financial indebtedness remained the same compared to the capitalisation per 30 June 2020.

Lock-down measures as a result of the COVID-19 virus outbreak have significant impact on the industry in which Fastned operates. The demand for (fast) charging services is closely linked to traffic intensity and FEV adoption. Therefore, the lock-down measures have an adverse change on the Fastned short term prospects. As lock-down measures are reduced, people start travelling again, resulting in increased traffic, and an increased demand for charging. Subsequent increases in lock-down measures have the opposite impact.

Based on available information as per 30 March, the liquidity forecasts for the upcoming 12-18 months show adequate funds available for Fastned to continue as a going concern.

The auditor issued an unqualified auditor's report on the financial statements of Fastned for the year ended 31 December 2018 and 31 December 2019. The 2019 audit report includes an emphasis of matter related to the financial position and impact of Corona virus disease 2019 (COVID-19) as described in notes 1 and 25 of the 2019 financial statements. For a better understanding of Fastned's financial position and result and of the scope of the audit, the annual financial statements and the auditor's report on these financial statements should be read. As of June 2019 the function of audit committee is fulfilled by the Supervisory Directors of Fastned B.V.

2.3 What are the key risks that are specific to the Issuer?

Any decision to invest in the Bonds should be based on consideration of this Prospectus (including the Supplement) as a whole by the investor. In purchasing Bonds, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Bonds.

There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer may not be aware of all relevant factors and certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the Issuer's control. The Issuer has identified the following factors which could materially adversely affect its business, results of operations and prospects, thereby potentially negatively impacting the ability to make payments due.

Risks related to Fastned's industry:

- Fastned's growth depends on the growth of the number of full electric Vehicles (FEVs) on the road. A slower than anticipated increase, or even a decrease, in the growth of FEVs may therefore slow down

Fastned's growth and have a material adverse effect on Fastned's business, results of operations and prospects.

- Alternative charging behaviour may lead to less customers and therewith could have a material adverse effect on Fastned's business, results of operations and prospects.
- Fastned operates in a market that could become increasingly competitive. This could result in lower margins or in a loss of market share and may thus have a material adverse effect on Fastned's business, results of operations and prospects.
- Fastned's growth may not be sustainable, as the demand for fast charging stations depends on the continuation of certain trends and stagnation of these trends may have a material adverse effect on Fastned's business, results of operations and prospects.
- Constantly evolving technology could render Fastned's business less competitive and may have an impact on the competitiveness of the Fastned network and may thus have a material adverse effect on Fastned's business, results of operations and prospects.

Risks related to Fastned's business:

- Fastned may be unable to successfully execute its growth strategy in existing markets and expanding into additional markets such as Belgium, Switzerland and France which could have a material adverse effect on Fastned's business, results of operations and prospects.
- Disruption of back and front office software systems may lead to errors in the payment of the delivered electricity and has a negative influence on the turnover which could have a material adverse effect on Fastned's results of operations, financial condition and prospects.

Risks related to the regulatory and legal environment in which Fastned operates:

- Pending legal procedures may have an impact on the Fastned business case, take up management time, and result in internal management and legal counsel costs.
- Risk of revocation, expiry and unsuccessful retender of operating permits may have an adverse effect on the location portfolio of Fastned which could have an adverse effect on its business, results of operations and prospects.

Risks Relating to the Financial Environment in which Fastned operates:

- Continued or new lock-down measures related to the COVID-19 virus outbreak could have an adverse effect on Fastned's revenues and Fastned's financial position resulting in increased losses, negatively impacting Fastned's financial condition.
- Fastned has recorded losses in recent periods and may not achieve profitability in the future, this could have a material adverse effect on Fastned's financial condition.
- Fastned may not be able to secure additional financing in the future to implement its growth strategy. Not being able to implement its growth strategy could have a material adverse effect on the business, results of operations, financial condition and prospects of Fastned.
- Failure to comply with the interest terms as mentioned in the Final Terms of the bonds issued by Fastned could result in an event of default. Any failure to repay or refinance the outstanding bonds when due could materially and adversely affect the business, results of operations, financial condition and prospects of Fastned.
- Fastned's inability to obtain subsidies for building its fast charging stations and/or receive payments under such subsidies could have a material adverse effect on Fastned's financial condition.
- Fastned has limited flexibility to adjust the operating costs of the business which could have a material adverse effect on Fastned's financial condition and prospects.

3 KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the securities?

Type, Class and ISIN

Under the Programme, Bonds will be issued with a nominal value of EUR 1,000, a maturity of five years, and interest of 6 % per annum (the **Issue**). The yield of the Bonds is 30 %. The interest will be payable in arrear at the end of each quarter after the relevant Issue Date (as defined below), with a fixed interest rate of 1.5 % per quarter. The first interest payment will be specified in the applicable Final Terms. The Bonds will be governed by the laws of the Netherlands.

The Bonds will be issued in registered form by Fastned and shall not be deposited with a clearing system.

The Bonds will not be rated and Fastned does not intend to request a rating for the Bonds.

At the relevant issue date of the Bonds under this Prospectus (the **Issue Date**), the Bonds will not be listed and admitted to trading on any regulated exchange or on any other exchange.

Rights attached to the Bonds

The Bonds will constitute, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank pari passu 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 Fastned, from time to time outstanding.

Taxation

All payments in respect of the Bonds will be made without deduction for or on account of withholding taxes imposed by the Netherlands.

Issuer's negative pledge

The terms of the Bonds will not contain a negative pledge provision.

Events of default

The terms of the Bonds contain, amongst others, the following events of default:

- the Issuer fails to perform or observe any of its obligations under the Bond and such failure continues for a period of 14 days after the Bondholder has notified the Issuer about the failure;
- the Issuer fails in the due repayment of the borrowed money, or states that it will fail in the due repayment of borrowed money when becoming due;
- the Issuer has taken any corporate action or any steps have been taken or legal proceedings have been instituted against it for its entering into (preliminary) suspension of payments ((voorlopige) surseance van betaling), or for bankruptcy (faillissement);
- the Issuer has requested bankruptcy or becomes bankrupt;
- the Issuer has taken any corporate action or other steps have been taken or legal proceedings have been instituted against it for its dissolution (ontbinding) and liquidation (vereffening) or ceases to carry on the whole of its business otherwise.

Redemption

Subject to any purchase and cancellation or early redemption, the Bonds will be redeemed at its nominal amount on the maturity date of the Bonds under this Issue as specified in the applicable Final Terms (the **Maturity Date**).

The Bonds may be redeemed early at the option of the Issuer at its nominal amount as further specified in the Conditions and the applicable Final Terms.

Restrictions on Free transferability of the Bonds

There are no restrictions under the articles of association of the Foundation or Fastned or Dutch law that will limit the right of holders of the Bonds to hold the Bonds. The transfer of the Bonds to persons who are located or resident in, citizens of, or have a registered address in jurisdictions other than the Netherlands may, however, be subject to specific regulations or restrictions according to their securities laws.

3.2 Where will the securities be traded?

The Bonds will have a limited tradability. At the relevant Issue Date, the Bonds will not be listed or admitted to trading on any regulated exchange or on any other exchange. Investors can sell and purchase the Bonds without involvement of the Issuer. The Issuer will provide a contract template for such a transfer at request. The transfer of the Bonds will only take place after the Issuer has received the transfer contract signed by both the purchaser and seller, and after the purchaser has paid a fee of EUR 100.- for each transaction to the Issuer.

3.3 What are the risks that are specific to the securities?

The following is a summary of selected key risks that relate to the Bonds:

- Fastned may not generate sufficient revenues and/or be able to generate subsequent investments (refinancing) to be able to repay the principal amount of the Bond(s) at maturity. In such event, the principal amount may not be (completely) repaid at maturity. This could result in a delay of repayment or in the worst case, the principal not being (fully) repaid at all.
- Fastned may not generate sufficient revenues and/or be able to generate subsequent investments (refinancing) to be able to (completely) make interest payments as they become due. This could result in a delay of interest payments or in worst case, the interest not being (fully) paid out.
- The Bonds have a limited tradability. The risk to investors is that they may not be able to sell Bonds in their possession at a moment they wish to do so, possibly not at any price. As a result, it is possible that investors have to wait until the moment of redemption to redeem the principal amount related to their investment in the Bonds.
- The Conditions of the Bonds do not limit the Fastned's ability to incur additional indebtedness, including indebtedness that ranks senior or pari passu in priority of payment to the Bonds

4 KEY INFORMATION ON THE OFFER OF BONDS

4.1 Under which conditions and during what period can I invest in the Bonds?

Offering Period and Subscription

Subscription to the offer is only possible during the subscription period (the **Subscription Period**). The Subscription Period closes earlier when fully subscribed. The subscription process takes place through the website www.fastnedcharging.com. The issuance of the Bonds is conditional upon the corresponding payment being made by the investor as part of the subscription. The Issuer has the right to refuse a subscription without disclosure of any reason. The Issuer can extend, shorten or suspend the Subscription Period during or prior to the Subscription Period. The board of Fastned can decide at any time during the Subscription Period to increase the number of Bonds of a particular Issue up to the maximum amount of this Prospectus and/or extend the Subscription Period with a maximum of up to two additional weeks. In such a case the Issue Date and the Maturity Date will be extended with the same number of days. Any decision to amend the aforementioned terms of the Issue will be communicated immediately via the Website and any such notification will prevail over the information set out in the applicable Final Terms.

Estimated Expenses

The expenses related to the Issue are estimated at EUR 300,000 and include, among other items, the fees due to the AFM as well as legal and administrative expenses, publication costs, marketing costs, bonus interest and applicable taxes, if any. An issuance fee of 0.5% will be deducted from the first interest payment and this payment only with the exception of (i) investments at or over EUR 50.000, or (ii) when the Issuer decides to waive the fee for a particular investment. Furthermore, a one-off interest bonus of 0.25% will apply to investors who invest in 75 to 99 Bonds, and a one-off interest bonus of 0.50% will apply to investors who invest in 100 Bonds or more. The relevant percentage is calculated over the total investment of the relevant investor in the applicable Issue.

4.2 Why is this Prospectus (including the Supplements) being produced?

Reasons for the Issue

Fastned aims to roll out a network of fast charging stations to provide fast charging capacity to the growing number of electric cars on European roads. The issue is intended to provide financing for capital expenditures and operational expenditures related to the expansion of the network.

Net proceeds

Since Fastned wishes to have flexibility in its funding process there is no expected aggregate net proceeds from the Issue of Bonds stated under this Prospectus. The total amount outstanding bonds may (significantly) change over time. The costs involved with the [each] Issue will amount to approximately EUR 300,000.