



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 Registration Document and a securities note dated 28 November 2022) (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 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 28 November 2022 (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.

ADDITIONS TO THE BASE PROSPECTUS

On 30 March 2023, the Issuer published its annual report 2022 (the “**Annual Report 2022**”). A copy of the Annual Report 2022 has been filed with the Netherlands Authority of the Financial Markets (*Autoriteit Financiële Markten*). By virtue of this Supplement, parts of the Annual Report are incorporated in, and form part of, the Base Prospectus. Any information contained in the Annual Report which is not incorporated by reference is either not relevant to investors or is covered elsewhere in the Base Prospectus, as amended by this Supplement.

On 11 January 2023, the Fastned Founders, Michiel Langezaal and Bart Lubbers as well as investment company Breesaap announced via a press release to gradually sell a small portion of their depositary receipts of ordinary shares in the capital of Fastned (“**DR’s**”). By virtue of this Supplement, the press release is incorporated in, and forms part of, the Base Prospectus.

On 13 April 2023, 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.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below:

In Section 11.5 titled “Incorporation by Reference” on page 134 of the Registration Document, the following new paragraphs shall be inserted after “the Articles of Association (the official Dutch version and the English translation thereof);”:

- the [Q1 2023 Trading Update](#) as published on 13 April 2023;
- the [press release](#) on the sale of a small portion of depositary receipts of ordinary shares in Fastned’s capital (DR’s) of Fastned’s founders on 11 January 2023;
- Pages 95-173 of the [annual report](#) of Fastned for the year ended 31 December 2022 (the 2022 Financial Statements and independent auditor’s report);