

## FINAL TERMS

23 May 2017

Fastned B.V.

### Issue of €3,300,000.- Bonds due 2022 (the "Bonds") under the €10,000,000 Bonds Programme

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 22 May 2017 which constitutes a base prospectus for the purposes of the Prospectus Directive (together, the "Prospectus"). This document constitutes the Final Terms of the Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive (2003/71/EC) and must be read in conjunction with the Prospectus. In order to get the full information both the Prospectus and the Final Terms must be read in conjunction. 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/obligaties](http://www.fastned.nl/obligaties) (Dutch) & [www.fastnedcharging.com/bonds](http://www.fastnedcharging.com/bonds) (English). During normal business hours at James Wattstraat 77-79, 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:

- |     |                               |  |
|-----|-------------------------------|--|
| 1.  | Issuer:                       | Fastned B.V.   |
| 2.  | Series number:                | 20171  |
| 3.  | Total nominal amount:         | €3,300,000   |
| 4.  | Issue Date:                   | 6 June 2017  |
| 5.  | Maturity Date:                | 6 June 2022  |
| 6.  | Interest rate:                | 6% per cent. per annum.  |
| 7.  | Annual yield to maturity:     | 6%   |
|     |                               | 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.                   |
| 8.  | Interest Payment Dates:       | 6 September, 6 December, 6 March and 6 June in each year up to and including the Maturity Date. The first Interest Payment Date shall fall on 6 September 2017 |
| 9.  | Start of Subscription Period: | 23 May 2017  |
| 10. | End Subscription Period.      | 6 June 2017  |

Signed on behalf of Fastned B.V.:

By Michiel Langezaal, CEO



## Appendix: Issue specific summary

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary together with an indication that such Element is 'not applicable'.

### 1.1 Section A – Introduction and warnings

A.1	Introduction and warnings	<p>This summary should be read as introduction to the Prospectus and the applicable Final Terms.</p> <p>Any decision to invest in the Bonds should be based on consideration of this Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States of the European Economic Area, have to bear the costs of translating this Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.</p>
A.2	Financial intermediaries	Not applicable; the Issuer does not consent to the use of this Prospectus for any subsequent sale or final placement of the Bonds by financial intermediaries.

### 1.2 Section B – Issuer

B.1	Legal and commercial name of the issuer	Fastned B.V. The commercial name is Fastned. Fastned has no other trade names.
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B.2	Domicile, legal form, legislation, country of incorporation	Fastned B.V. ("Fastned" or the "Issuer") was founded as a private company with limited liability under Dutch law by deed of 24 February 2012, executed before civil-law notary N. van Buitenen in Utrecht, the Netherlands. Fastned is seated in Amsterdam and operates under Dutch law.
B.4.b	Recent trends	<p>We are currently experiencing the breakthrough of the EV. Practically all car manufacturers are introducing mass produced EVs to the market. Both range and charging speed are improving rapidly making them ever more useful to drivers. Moreover, the cost of batteries is decreasing whilst at the same time durability is improving. This is quickly making EVs cheaper and therefore more accessible to more people.</p> <p>Many European countries have ambitious targets regarding the number of EVs on the road, have incentives in place to accelerate the adoption of EVs or are looking to introduce such incentives in the future.</p> <p>Furthermore, as part of its obligation to reduce carbon emissions, the EU is setting ever stricter regulations on emission of greenhouse gasses by cars.</p> <p>As a result of these developments there will be increasing demand for charging infrastructure for EVs, including Fast Charging stations at high traffic locations. This is where people want to recharge quickly to resume their journeys. When more charging locations become operational and drivers become confident that they can fast-charge their cars anywhere, this - in turn - is likely to further increase demand for EVs.</p>
B.5	Group	<p>Fastned B.V. forms together with its 100% subsidiaries, Fastned Beheer B.V. and Fastned Products B.V., the Fastned Group.</p> <p>100% of the Shares of Fastned are owned by Fastned Administratie Stichting ("FAST"), that in turn has issued one Depository Receipt per Share.</p>
B.9	Profit forecast	Not applicable
B.10	Qualifications in the audit report	<p>Not applicable. There are no qualifications in the audit report on the historical financial information.</p> <p>The audit report for 2016 includes an emphasis of matter stating that no audit committee has been appointed. Fastned therefore does not comply with the 'het besluit instelling auditcommissie'. On quarterly basis, the Fastned figures are discussed with the board of Stichting FAST.</p>

B.12	Historic Financial Information / material adverse changes	For the year ended 31 December	
		<b>2016</b> (IFRS)	<b>2015</b> (IFRS)
	<b>Revenues</b>	<b>227,613</b>	<b>75,889</b>
	<b>Results before taxes</b>	<b>(5,086,733)</b>	<b>(3,971,486)</b>
	Fixed Assets	14,792,983	13,788,872
	Current Assets	897,675	217,755
	Cash/cash equivalents	2,955,471	2,694,541
	<b>Total Assets</b>	<b>18,646,129</b>	<b>16,701,167</b>
	Shareholders' equity	(3,331,131)	(1,716,095)
	Long-term debt	16,635,944	13,448,560
	Provisions	1,103,941	904,914
	Current liabilities	3,736,032	4,063,788
	<b>Tot. Equity &amp; Liabilities</b>	<b>18,646,129</b>	<b>16,701,167</b>
	<u>Cash flow statement (in EUR)</u>		
		For the year ended 31 December	
		<b>2016</b> (IFRS)	<b>2015</b> (IFRS)
	Cash flow from operations	(3,782,978)	40,808
	Cash flow from Investments	(1,770,441)	(6,580,197)
	Cash flow from financing	5,814,348	9,131,982
	Total cash flows	260,929	2,592,593
	The financial statement of Fastned for the year ended 31 December 2016 is prepared in accordance with IFRS accountancy standards. There has been no material adverse change in the prospects of the Issuer since.		
B.13	Recent events	Not applicable; there are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.	
B.14	Dependence on other entities within the group	Not applicable; there is no dependency of Fastned on the other group entities.	

B.15	Principal activities of the Issuer	Fastned's principal activity is the development and operation of a network of Fast Charging stations for EVs.
B.16	Control	100% of the Shares of Fastned are owned by FAST, that in turn has issued one Depository Receipt per Share. The Depository Receipts are listed on the Nxchange stock exchange (www.nxchange.com).
B.17	Rating	Not applicable; the Issuer is not rated. The Bonds are not rated and the Issuer does not intend to request a rating for the Bonds.

### 1.3 Section C - Bonds

C.1	Description of the Bonds	<p>The Bonds will have a nominal amount of EUR 1,000,- each.</p> <p>The Bonds will be issued at an issue price of 100% of their nominal amount price of EUR 1,000.-</p> <p>The Bonds will be issued in registered form.</p> <p><b>Issue specific summary:</b> The Bonds are 6 per cent. Bonds due 2022</p>
C.2	Currency	EUR
C.5	Restrictions on transferability	<p>Not Applicable – There are no restrictions on the free transferability of the Bonds.</p> <p>The Bonds have a limited tradability. At Issue 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.</p>
C.8	Rights attached to the Bonds including ranking and limitations on	<p>Bonds issued under the Programme will have terms and conditions described in the Conditions relating to, among other matters:</p> <p><b>Status and ranking</b> The Bonds will rank <i>pari passu</i> (i.e. equally in right of payment), without any preference between themselves. The Bonds are direct,</p>

	those rights	<p>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 outstanding.</p> <p><b>Taxation</b> All payments of principal and interest by or on behalf of the Issuer in respect of the Bonds shall be made subject to withholding or deduction for, any taxes or duties of whatever nature imposed, levied or collected by or on behalf of The Netherlands or any authority therein or thereof having power to tax and no additional amount shall be paid to the Bondholders.</p> <p><b>Change of terms and conditions</b> Changes in respect of the Conditions relation to a Series of Bonds are only possible at the initiative of the Issuer and after the Bondholders of such Series have had the opportunity to object to any proposed change(s) in writing or by digital means to the Issuer. The Bondholders of a Series are deemed to have had such opportunity if 30 calendar days have passed after they have been notified by the Issuer in accordance with Condition 10 in respect of such proposed change(s). Any proposed change to the Conditions in relation to a Series is not possible if Bondholders representing at least 25% of the aggregate nominal amount outstanding of such Series, within 30 calendar days after having received notice by the Issuer in accordance with the above, have notified the Issuer to object to such proposed change.</p> <p><b>Events of Default</b> The terms of the Bonds will contain the following events of default:</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• 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;</li> <li>• 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 ((<i>voorlopige</i>) <i>surseance van betaling</i>), or for bankruptcy (<i>faillissement</i>);</li> <li>• the Issuer has requested bankruptcy or becomes bankrupt; or</li> <li>• the Issuer has taken any corporate action or other steps have been taken or legal proceedings have been instituted against it for its dissolution (<i>ontbinding</i>) and liquidation (<i>vereffening</i>) or</li> </ul>
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		<p>ceases to carry on the whole of its business otherwise</p> <p><b>Governing Law and Jurisdiction</b></p> <p>The Bonds are governed by the laws of The Netherlands. The courts of Amsterdam, the Netherlands, shall have exclusive jurisdiction to settle any dispute arising out of or in connection with the Bonds.</p>
C.9	Interest/Redemption/Representative	<p><b>Interest</b></p> <p>The Bonds bear a fixed rate of interest.</p> <p><b>Issue specific summary:</b></p> <p>The Bonds bear interest at 6 per cent per annum from, and including, 6 June 2017 to, but excluding, the earlier of 6 June 2022 or at the relevant Call Date. The yield of the Bonds is 6 per cent per annum. Interest will be paid quarterly in arrears on 6 September, 6 December, 6 March and 6 June in each year. The first interest payment will be made on 6 September 2017.</p> <p><b>Redemption</b></p> <p>The terms under which Bonds may be fully redeemed (including the Maturity Date and the price at which they will be redeemed on the Maturity Date as well as any provisions relating to early redemption) will be determined by the Issuer at the time of issue of the relevant Bonds. In case the issuer redeems the Bonds early, the Bondholder will be informed per email of such an event at least 14 days prior to redemption.</p> <p><b>Issue specific summary:</b></p> <p>Subject to any purchase and cancellation or early redemption, the Bonds will be redeemed on 6 June 2022 at 100 per cent of their nominal amount.</p> <p>The Bonds may be redeemed early at the option of the Issuer at any time at 100 per cent of their nominal amount.</p> <p><b>Representative of Bondholders</b></p> <p>Not Applicable – No representative of the Bondholders has been appointed by the Issuer.</p>
C.10	Derivative component in the interest payment	Not applicable.

C.11	Listing and admission to trading	At Issue, the Bonds will not be listed and admitted to trading on any regulated exchange or on any other exchange.
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#### 1.4 Section D - Risks

D.2	Key risks relating to the issuer	<p>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 deem not to be material may become material as a result of the occurrence of events outside the Issuer's control. The Issuer has identified a number of factors which could materially adversely affect its business and ability to make payments due. These factors include:</p> <p><b>Risks relating to Fastned and the industry in which it operates in general</b></p> <p><u>Macro-economic risk</u> Adverse macro-economic circumstances could result in limited incentives for EVs and (as a result) in limited numbers of EVs being sold. This could result in limited numbers of EVs on the road which could have a negative impact on Fastned's Revenues. This in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.</p> <p><u>Market risks</u> Fastned is positioning itself in a new market. How this market will develop is uncertain. Poor market conditions such as limited numbers of EVs on the road, price &amp; margin erosion, alternative charging behaviour, rapid technological development, uncertainty relating to alternative technologies, and alternative infrastructure development could have a negative impact on Fastned's Revenues which in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.</p> <p><u>Network development risks</u> There is a risk to investors that Fastned will be confronted with a revokement of WBR permits for certain locations, the refusal of a building permit for a certain location and/or other factors which could block the realisation of a charging station.</p>
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There is a risk to investors that municipalities refuse to provide building permits for the realisation of charging stations at certain locations. If this happens Fastned would not be able to build a charging station at such a location, although in that case it could still install fast chargers without the typical roof.

These eventualities could have a negative impact on the growth of Fastned's network and therefore could have a negative impact on Fastned's Revenues. This in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.

#### Operational risks

There is a risk to investors that Fastned will be confronted with higher prices for products and services it purchases, such as a higher price for electricity. These eventualities could have a negative impact on Fastned's margins and as a result could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.

#### Fiscal risks

There is a risk to investors that limited incentives for EVs and high electricity taxation could lead to limited numbers of EVs on the road and limited demand for (fast) charging. Both situations could have a negative impact on Fastned's Revenues which in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.

#### Legal risks

Fastned is involved in two legal disputes. There is a risk to investors that Fastned will not be allowed to offer additional services such as coffee or toilets at her locations. Also, there is a risk as that petrol stations that are situated on the same service areas as Fastned stations will be allowed to realise charging poles as an additional service. Both events could have a negative impact on Fastned's Revenues which in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.

#### Reputation risk

The expansion of Fastned is dependent on raising additional funds. If the reputation of Fastned is tarnished, this could reduce the ability to acquire additional funds, which could limit future expansion. The risk to investors is that the network will remain limited in size, which could have a negative impact on Fastned's Revenues which in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.

		<p>Solvability risk Fastned has three outstanding loans that Fastned may not be able to redeem at maturity (due December 2018). In case Fastned is not able to repay the loans and/or negotiate an extension, (partially) convert the loans into certificates of shares Fastned and/or (partially) repay the loans, this would result in a default on these loans. Fastned's ability to continue as a going concern is highly contingent on the willingness of the lenders to continue the aforementioned loans. A default on either loan could have a negative impact on the viability of Fastned, could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.</p> <p><b>Risks specifically relating to the business and circumstances of Fastned</b></p> <p><u>Fastned is active in one sector only</u> Fastned is active in one sector only and therefore cannot fall back on other activities. As a result, an investment in Fastned is strongly dependent on increasing numbers of EVs and their drivers making use of Fastned charging stations. The risk to investors is that if the future plays out differently Fastned may not be able to adapt. This could have a negative impact on Fastned's Revenues which in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.</p> <p>Of all factors listed above, Fastned believes that the most important risk to investors is limited growth of the number of EVs. This would result in limited demand for (fast) charging services which could have a negative impact on Fastned's Revenues. This in turn could have a negative impact on Fastned's ability to pay interest on the Bonds as it becomes due and/or redeem the principal at maturity.</p>
D.3	Key risks specific to the Bonds	<p>The Bonds may not be a suitable investment for all investors due to but not limited to the following risks:</p> <p><u>Risk of non-redemption of the (full) principal at maturity</u> Insufficient Revenues and/or subsequent investments (refinancing) might lead to the principal amount not being (completely) repaid at maturity. This could result in a delay of repayment or in worst case, the principal not being (fully) repaid at all.</p> <p><u>Risk of non-payment of the interest due on the Bonds</u> Insufficient Revenues and/or subsequent investments (refinancing) might lead to interest not being (completely) paid when it is due. This could result in a delay of interest payments or in worst case, the interest not being (fully) paid out.</p>

The value of Bonds may be adversely affected by movements in market interest rates

The risk to investors is that in case market interest rates changes (whilst at the same time risk perception of the Bonds does not significantly improve), this could affect the market value of the Bonds (whilst it will not change the redemption value of the Bonds at maturity).

The Bonds may be subject to withholding taxes and the Issuer is not obliged to make gross up payments

The risk to investors is that in case of additional/new taxes imposed, levied or collected by or on behalf of The Netherlands or any authority therein or thereof having power to tax, no additional amount shall be paid to the Bondholders. This could have a negative impact on the return on investment.

Risk of early redemption of the Bonds at the Issuer's option

The risk to investors is that there is no guarantee that their investment in the Bonds will generate 6% interest per annum for the duration of 5 years. In case of early redemption investors may choose to reinvest at which point they may not be able to receive a similar return on their investment.

Risk of changes in governing law

There is a risk to investors that changes to the law may have an adverse impact on their investment and/or on the return on their investment.

Risk of limited tradability of the Bonds

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 contain provisions which may permit their modification without the consent of all investors

There is a risk to investors that the Conditions relating to the Bonds will be changed by the Issuer without consent of all bondholders. This could have a negative impact on the value of the Bonds.

Of the above, Fastned believes that the most important risks to investors is Fastned not being able to pay the interest due on the Bonds as it becomes due, due to the fact that Fastned is currently cash-flow negative and will be making losses for some time to come. The speed at which Fastned will move towards break-even is strongly dependent on the development of the number of EVs on the road in the Netherlands

(see key risk in D.2).

## 1.5 Section E - Offer

E.2b	Reasons for offer	<p>The Issuer intends to use the net proceeds from the offering of the Bonds entirely to finance expansion and operation of the Fastned network of fast charging stations.</p> <p>The expected aggregate net proceeds from the Issue of Bonds under the Programme will be in the range of EUR 3.33 million to EUR 10 million. The costs involved with each Issue will amount to approximately EUR 85,000.</p>
E.3	Terms and conditions of the offer	<p>Subscription to the offer is only possible during an offering period as specified in the applicable Final Terms. The subscription process takes place through the Website <a href="http://www.fastned.nl/obligaties">www.fastned.nl/obligaties</a> (Dutch) &amp; <a href="http://www.fastnedcharging.com/bonds">www.fastnedcharging.com/bonds</a> (English). The issuance of the Bonds is conditional upon the corresponding payment being made by the investor as part of the subscription. Payment is done via iDeal or Bank transfer. The Issuer has the right to refuse a subscription without disclosure of any reason. The Issuer can extend, shorten or suspend the offering period during or prior to the offering period.</p> <p>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.</p>
E.4	Material and conflicting interests	<p>There is a potential conflict of interest between the duties of Bart Lubbers as a director of the Company and his private interests and/or other duties. One potential conflict of interest arises from the € 10 million convertible loan that Breesaap B.V (where Bart Lubbers is Managing Director) has provided to Fastned, which includes a right to request the vesting of security rights (<i>het recht om zekerheden te vestigen</i>) to the charging stations as collateral. The potential collateral is equal to the investment related to the stations built with the proceeds of this loan.</p> <p>A second potential conflict of interest arises from the € 5 million working capital facility that Wilhelmina-Dok B.V (the holding company of Bart Lubbers) has provided to Fastned, which includes a right to request the vesting of security rights (<i>het recht om zekerheden te vestigen</i>) over</p>

		<p>assets not given in security to other parties.</p> <p>A third potential conflict of interest may arise from the fact that Mr. Lubbers and Mr. Langezaal hold a large number of Depository Receipts and as such their interests may not always coincide with the interests of the other Depository Receipt Holders. The latter potential conflict of interest has been foreseen and is minimised by transfer of all shares to the FAST foundation. The Board of FAST will supervise if the mission of Fastned (rolling out a network of fast chargers) is being fulfilled.</p> <p>So far as the Issuer is aware, no other persons involved in the offer of the Bonds has an interest material to the offer. There are no conflicts of interest which are material to the offer of the Bonds.</p>
E.7	Fees charged	<p>An issuance fee of 0.5% will apply to the issue of the Bonds.</p> <p>The issue fee will be waived for any investor who invests in 50 Bonds or more.</p> <p>The Issuer has the right to waive the issuance fee applicable to an investor at its discretion.</p> <p>The issuance fee will be deducted from the first interest payment(s) in respect of a Series of Bonds.</p>