

Audit Committee Charter

1. Task of the Audit Committee

- 1.1. The Fastned B.V. (the **Company**) supervisory board (the **Supervisory Board**) shall appoint from among its members an Audit Committee (the **Committee**) is appointed by the Supervisory Board. The Audit Committee undertakes preparatory work for the Supervisory Board's decision-making regarding the supervision of the integrity and quality of the Company's financial reporting and the effectiveness of the Company's internal risk management and control systems.
- 1.2. The members of the Committee are not employees of the Company and are not responsible for the audit or conducting or performing other auditing or accounting procedures for the Company.
- 1.3. In fulfilling its duties and responsibilities, the Committee shall be given full access to the Company's management board (the **Management Board**), the Supervisory Board, and the external auditor shall have the authority to obtain advice and assistance from outside legal, accounting, financial, or other advisors.

2. Organisation

- 2.1. The Committee shall consist of at least one member of the Supervisory Board.
- 2.2. The members, the secretary and the chairman of the Committee (the **Chairman**) shall be appointed by the Supervisory Board. The Chairman shall not be the chairman of the Supervisory Board or a former member of the Management Board. The majority of the members of the Committee must be independent within the meaning of the Corporate Governance Code.
- 2.3. The Committee members as a whole shall have competence relevant to the sector in which the Company operates. At least one member of the Committee shall have competence in accounting.
- 2.4. The members of the Committee shall serve until a successor is duly elected or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by the Supervisory Board. The Chairman shall report to the Supervisory Board on the activities, deliberations, findings and recommendations of the Committee. Reports can be verbal or written.

3. Meetings

- 3.1. The Committee shall meet as often as required for a proper functioning of the Committee, but in any event at least four times a year and additionally whenever one or more members have requested a meeting. In addition, the Committee must meet at least before the publication of the annual results.
- 3.2. Meetings are in principle called by the secretary of the Committee in consultation with the chairman of the Committee. The external auditor may, under special circumstances, request a special meeting with the Committee to be held. Subject to applicable law and regulations, the Committee may occasionally decide at its sole discretion not to comply with the charter of the Committee.
- 3.3. Meetings of the Committee may be held physically, or by telephone or via videoconferencing facilities provided that each member of the Committee taking part in such meeting is able to hear the deliberations and can be heard by the other members of the Committee.

4. Responsibilities and Duties

- 4.1. Without prejudice to the provisions of this Charter, the Committee's policies and procedures should remain flexible in order to best react to changing conditions and help ensure that the Company's accounting and reporting practices accord with all legal requirements and are of the highest quality.
- 4.2. According to the charter of the Committee, the Committee undertakes preparatory work for the Supervisory Board's decision-making regarding the supervision of the integrity and quality of the Company's financial

reporting and the effectiveness of the Company's internal risk management and control systems. It focuses on, among others things,

Monitoring the Management Board with regard to:

- 4.2.1. relations with, and compliance with recommendations and the following up of comments by, the internal and external auditors.
- 4.2.2. the funding of the Company.
- 4.2.3. the application of information and communication technology by the Company, including risks relating to cyber-security.
- 4.2.4. the Company's tax policy.

Other focus area's

- 4.2.5. informing the Management Board or the Supervisory Board of the outcome of the statutory audit, including an explanation of the manner in which the statutory audit has contributed to the integrity of financial reporting and the role of the Committee in that process.
- 4.2.6. Monitoring the financial reporting process and making proposals to ensure the integrity of the process.
- 4.2.7. Monitoring the effectiveness of the internal control system, the internal audit system (if any) and the risk management system in relation to the financial reporting of the Company.
- 4.2.8. Monitoring the statutory audit of the annual accounts and the consolidated accounts, in particular the performance of the audit, taking into account the assessment of the AFM in accordance with article 26, paragraph 6 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities.
- 4.2.9. Reviewing and monitoring the independence of the external auditors or the audit firm, in particular the provision of additional services to the Company.
- 4.2.10. Determining the procedure for the selection of the external auditor or the audit firm and the nomination of the performed statutory audits.
- 4.2.11. Making recommendations to the Supervisory Board regarding the appointment and dismissal of the senior internal audit function, and annually formulate an opinion to the Management Board regarding the way in which the internal audit function fulfils its responsibility.

5. Reporting

- 5.1. The Committee shall report regularly (i) following meetings of the Committee and (ii) with respect to such recommendations as the Committee may deem appropriate. The Chairman shall report on the activities, findings and recommendations of the Committee. Reports can be verbal or in writing.
- 5.2. The Committee reports annually regarding:
 - 5.2.1. The execution of the Committee's duties and responsibilities.
 - 5.2.2. The result of the audit of the annual accounts, highlighting in which manner the audit has attributed to the integrity of the financial reporting and the role of the Committee;
 - 5.2.3. Material considerations regarding financial reporting.
 - 5.2.4. The manner in which material risks and uncertainties relevant to the expectation of the Company's continuity for the period of twelve months after preparation of the Management Board Report have been analysed and discussed, along with a description of the Committee's most important findings; and
 - 5.2.5. the functioning of, and developments in, the relationship with the external auditor.

5.3. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

6. Annual Performance Evaluation

The Committee will annually review and evaluate the performance of the Committee and its members, including the review of the compliance of the Committee with this Charter, relative to the Committee's purpose, duties and responsibilities outlined herein. In addition the Committee will annually review and assess the adequacy of this charter and recommend to the Supervisory Board any improvements to this charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. In addition, the annual assessment of the workings of the Committee and the performance of its members form a part of the annual overall assessment of the Supervisory Board and its members.

7. Miscellaneous

- 7.1. This Charter may only be amended by the Supervisory Board.
- 7.2. This Charter and the composition of the Committee shall be published on the website of the Company.