Attention! This investment falls outside AFM supervision.
No prospectus required for this activity.

Key information about the investment

Convertible Debt Instrument

from FairPhone B.V.

This document was prepared on 10 August 2026

This document helps you better understand the risks, costs, and returns of the investment.

Please note! This document and offer have not been reviewed by the AFM.

In case of discrepancies, the Dutch version of the information memorandum shall prevail.

What is offered and by whom?

The name of the product is 'Convertible Debt Instrument'.

The Convertible Debt Instruments are offered by Stichting Administratiekantoor Crowdfunders FairPhone (the "**STAK**"). The STAK is not the issuer of the Convertible Debt Instruments. The issuer of the Convertible Debt Instruments is FairPhone B.V. ("**Fairphone**").

Subject to applicable terms and conditions, the Convertible Debt Instruments may be converted into shares in Fairphone. Upon conversion, Fairphone will issue the relevant shares to the STAK. The STAK will subsequently issue corresponding depositary receipts representing those shares to the relevant investors (the "**Depositary Receipts**").

In relation to the Depositary Receipts, the STAK will act as both the issuer and the offeror. As a result, investors will never hold shares in Fairphone directly but will participate indirectly in Fairphone through Depositary Receipts issued by the STAK.

The STAK currently has no activities other than holding shares in Fairphone and issuing depositary receipts representing those shares.

Fairphone's business is to design, develop, manufacture and sell smartphones that are designed and produced in a fairer and more sustainable manner. Fairphone is using commercial strategies to maximize social and environmental impact at every stage of the electronic value chain; from procurement and production to distribution and recycling. Fairphone's mission is to establish a market for ethical consumer electronics and motivate the industry to act more responsibly.

The website of Fairphone is **www.fairphone.com** and the website for this offering is: **https://www.fairphone.com/nl/legal/financial-information**

What are the main risks for you as an investor?

In general, the higher the offered or expected return, the higher the risk. The offered return on the Convertible Debt Instruments consists of interest, the upfront premium and, where applicable, a prepayment premium. Payment of these amounts does not depend on Fairphone's profitability, but on Fairphone's financial position and its ability to satisfy its payment obligations. If the Convertible Debt Instruments are converted into Depositary Receipts, the return on the Depositary Receipts will depend on the share value development of Fairphone and therefore indirectly on its results of operations, business performance and financial position. There is a chance that the profit is lower than expected or that there is even a loss, so you may be paid less return or even lose all or part of your investment. The main reasons why Fairphone may not be able to pay out the offered or expected return or even your deposit are:

- Supply chain disruptions: There is a risk of disruptions in the supply chain because of problems relating to the development, manufacturing, delivery or logistics of the supply chain. In general, electronics supply chains are difficult and following from that, Fairphone's supply chain as well. This has caused issues in the past for availability of parts and thereby the continuity of the production of phones. This means that Fairphone may face challenges including securing adequate volumes to meet demand and adapting supply, defects in products or related software or services and achieving required efficiencies and flexibility. Additionally, adverse events, such as geopolitical disruptions, trade restrictions, natural disasters, or localised manufacturing stoppages may have a profound impact on Fairphone's service delivery or geographically concentrated supplier sites.
- Hampered sales: There is a risk of hampered sales because of general economic and financial market conditions, as well as unpredictable developments, which may destabilize and slow the economies in which Fairphone operates. Examples include macroeconomic pressures affecting inflation, consumer confidence, and household purchasing power. This means that Fairphone's projected revenue could be hampered which in turn may have a negative impact on the value of Fairphone's shares. If the value of the shares in Fairphone declines, the value of the Depositary Receipts also declines.
- Bankruptcy: There is a risk that Fairphone may become insolvent or be declared bankrupt. In such circumstances, Fairphone may not be able to pay interest on the Convertible Debt Instruments or repay the principal amount of the Convertible Debt Instruments when due.
  If Fairphone is declared bankrupt, holders of Convertible Debt Instruments will rank behind any creditors having priority by law or contract. As a result, holders of Convertible Debt Instruments may lose all or part of their investment.
  If the Convertible Debt Instruments have been converted into Depositary Receipts representing shares in Fairphone, the holders of such Depositary Receipts will participate indirectly in Fairphone's share capital through the STAK. In the event of a bankruptcy of Fairphone, depositary receipt holders generally

rank behind creditors and may lose the entire value of their investment.

Convertible Debt Instruments and Depositary Receipts are not tradable on any exchange or platform and therefore have limited marketability. This means that there may be no purchaser for your Convertible Debt Instruments or Depositary Receipts at the time you wish to dispose of your investment. As a result, you may not be able to recover your investment at the time you desire and may be required to hold your investment for a longer period.

Other important risks also exist. More information on these risks can be found in this document under the heading "Further information on the risks" on page 7.

What is the target market for this investment?

The Convertible Debt Instruments will be offered exclusively to existing holders of depositary receipts previously issued by the STAK, including both retail and professional investors.

The Convertible Debt Instruments are suitable for investors who understand that Convertible Debt Instruments are financial products that may cause them lose a part or all of their investment. The Convertible Debt Instruments are suitable for investors who, among others, but not limited to:

- do not need to dispose of their investment in the short term; and
- can afford to lose all or part of their investment, knowing that their investment qualifies as freely available assets on which the investor is not dependent.

Every investor should inform themselves of this entire information document.

Each investor should be aware that, among others, but not limited to:

- future returns are dependent on the growth, operation and profit or loss of Fairphone;
- it is strongly discouraged to purchase Convertible Debt Instruments with debt. The investor should maintain sufficient liquidity to continue to meet its financial obligations in the short, medium and long term, including unforeseen expenses, without depending on the returns from Fairphone;
- the Convertible Debt Instruments constitute a long-term investment and that, if they are converted into Depositary Receipts, such Depositary Receipts do not have a fixed term and do not provide a guaranteed return;
- even the entire investment can be lost;
- the terms of the Convertible Debt Instruments almost completely mirror the terms of an existing convertible loan agreement dated 21 April 2026 between Fairphone and certain existing shareholders (the "**CLA**"). The lenders participating in that CLA may have conducted their own investigations and may have obtained legal, tax, financial and other professional advice before making their investment. Such lenders may have considered different investment objectives, risk factors and investment criteria than investors participating in this offering. Accordingly, each investor should independently assess whether an investment in the Convertible Debt Instruments is suitable for their own circumstances and it is strongly encouraged to obtain independent professional advice before making an investment decision.

The Convertible Debt Instruments are not suitable for investors who including, but not limited to:

- cannot afford to lose all or part of their funds;
- do not meet the risk profile mentioned above;
- have a risk aversion; and
- have not read the underlying information of Fairphone or Convertible Debt Instruments in general.

What kind of investment is this?

You invest in Convertible Debt Instruments issued by Fairphone and offered through the STAK, giving you the right to receive interest. Subject to the applicable terms and conditions as laid down in the Convertible Participation Loan Agreement ("**CPLA**"), these Convertible Debt Instruments may ultimately be converted into Depositary Receipts issued and offered by the STAK, representing an indirect interest in shares in Fairphone.

Investors may subscribe for any amount up to their maximum pro rata allocation. An investor's maximum pro rata allocation is determined by the percentage represented by the investor's Depositary Receipts of the total number of Depositary Receipts issued by the STAK, multiplied by the amount available to the STAK under its Catch-Up Right. Investors may elect to subscribe for less than their maximum pro rata allocation. No minimum investment amount applies to this offering.

The nominal value, intrinsic value and issue price of the Convertible Debt Instruments subscribed for by an investor are equal to the amount invested by that investor under the CPLA.

The expected issue date of the Convertible Debt Instrument is in or around the second week of September 2026. The Convertible Debt Instruments have a term ending on 26 April 2027, with an option for Fairphone to extend by 12 months and a further option to extend by another 12 months (the "**Termination Date**"). Depending on the actual issue date, the term of the Convertible Debt Instruments will be approximately 7 months with an option to extend with a total of 24 months.

Unless repaid (in full) or converted earlier in accordance with their terms or unless Fairphone extends the term of the Convertible Debt Instruments by 12 months, the Convertible Debt Instruments will in principle mature on 26 April 2027. Upon that Termination Date, Fairphone is required to repay the outstanding amount of the Convertible Debt Instruments, unless the Convertible Debt Instruments are converted on or before the Termination Date in accordance with their terms. Investors do not have the right to require conversion of the Convertible Debt Instruments. The circumstances in which a conversion may occur are set out in Article 8 of CPLA.

If the Convertible Debt Instruments are converted, investors will receive Depositary Receipts issued by the STAK. Such Depositary Receipts do not have a fixed maturity date and may therefore remain outstanding indefinitely.

The Convertible Debt Instruments bear interest at a fixed rate of 13.50% per annum. In addition, investors are entitled to a 2.00% upfront premium. If the Convertible Debt Instruments are repaid, investors may be entitled to a prepayment premium, the amount of which depends on the timing of the repayment.

For more information about the offering please contact Katja Vasilyeva of Fairphone (E: investment@fairphone.com and T: +31 (0)6 15 05 88 22). For more information about your rights as an investor of Fairphone, or about the process in general, please contact (E: crowdfunders@fairphone.com; address: Mauritskade 64 1092AD Van Diemenstraat 200, 1013 CP, Amsterdam, the Netherlands).

More information on the return can be found in this document under the heading "Further information on returns" on page 10.

What are the costs for you as an investor?

You do not pay any issuance or subscription costs in addition to your investment.

No costs are payable by investors in connection with the sale or transfer of Convertible Debt Instruments or, following conversion, the transfer or sale of Depositary Receipts issued by the STAK.

Personal bank transfer fees, foreign exchange fees, or independent financial/legal advice incurred by individual investors remain their own responsibility.

Routine operational and administrative costs of the STAK are fully borne by the STAK itself in accordance with the trust conditions.

What will your deposit be used for?

The proceeds of this offering will be used by Fairphone to refinance part of the existing CLA that was entered into by Fairphone and certain existing shareholders and the proceeds of which was used to purchase components required for the production of Fairphone smartphones.

Through this investment, investors get the opportunity to indirectly participate in the financing of Fairphone's business under practically similar conditions as the original CLA lenders.

Of each EUR 1.00 invested, EUR 1.00 will be used for the refinancing described above and EUR 0 will be used to cover costs associated with the offering, including legal, regulatory and administrative costs. These costs will be borne by Fairphone.

More information on the use of the deposit can be found under the heading "Further information on use of proceeds" on page 9.

Further information on the investment

In this section of the document, you will find further information about the offer and the provider. This will help you understand the specific risks, costs, and returns of the offer.

Please note! This document and offer have not been reviewed by the AFM.

You invest in Convertible Debt Instruments issued by Fairphone and offered through the STAK. Subject to the applicable terms and conditions, these Convertible Debt Instruments may ultimately be converted into Depositary Receipts issued and offered by the STAK, representing an indirect interest in shares in Fairphone. It is not sure if the Convertible Debt Instruments will eventually convert into Depositary Receipts.

(I) Convertible Debt Instruments

Further information on the offerer

The offerer of the Convertible Debt Instruments is not the issuer of the Convertible Debt Instruments. The offerer of the Convertible Debt Instruments is STAK.

STAK holds shares in Fairphone and has previously issued depositary receipts representing those shares. The offering is made exclusively to existing holders of such depositary shares.

There is a financial relationship between the offerer (STAK) and the issuer (Fairphone).

The STAK holds shares in Fairphone and issues depositary receipts representing those shares. Under the terms and conditions of the Convertible Debt Instruments, any shares issued upon conversion of the Convertible Debt Instruments will be issued directly to the STAK. The STAK will subsequently issue Depositary Receipts representing those shares to the relevant investors.

The offerer (STAK) is incorporated on 27 December 2018 and domiciled in Amsterdam registered with the Chamber of Commerce under 73457221. The address of the offerer is Van Diemenstraat 200, 1013CP Amsterdam. The website of the offerer is www.fairphone.com.

Contact person of the offerer: Katja Vasilyeva of Fairphone (E: investment@fairphone.com and T: +31 (0)6 15 05 88 22).

The offerer is managed by Monique Lempers.

Further information on the issuer

The issuer of the Convertible Debt Instruments is FairPhone B.V., a company with limited liability, incorporated on 26 July 2013 and domiciled in Amsterdam, registered with the Chamber of Commerce under 55901964. The address of the issuer is Van Diemenstraat 200, 1013CP Amsterdam. The website of the issuer is www.fairphone.com.

The issuer is managed by Raymond van Eck and Oscar Visser.

The issuer has the following trade name: FairPhone B.V.

The issuer trades the following main products: smartphones and audio products that are designed, developed, manufactured and sold in a fair and sustainable manner with a goal of having a lower environmental footprint and better social impact than is common in the industry. In addition, the issuer provides related software services, spare parts, accessories and extended warranty programs to promote product longevity.

The issuer has a (financial) relationship with an affiliated entity and/or person, more specifically with the STAK and its board member. The issuer (Fairphone) supports the STAK financially in connection with this offering and the sole board member of the STAK is also an employee of the issuer.

(II) Depositary Receipts

The offerer (STAK) is also the issuer of the Depositary Receipts.

The issuer is a foundation, incorporated on 24 December 2018 and domiciled in Amsterdam, registered with the Chamber of Commerce under 76646971. The address of the issuer is Van Diemenstraat 200, 1013 CP Amsterdam. The website of the issuer is www.fairphone.com.

Contact person of the issuer: Katja Vasilyeva of Fairphone (E: investment@fairphone.com and T: +31 (0)6 15 05 88 22).

The issuer is managed by Monique Lempers.

These are the main activities of the issuer: The STAK has no activities other than holding the underlying shares of Fairphone and issuing depositary receipts of those shares.

Further information on the risks

The following describes a number of important risks other than the risks described earlier in this Information Memorandum.

Risks associated with Intellectual Property, technology and licensing:
There is a risk that Fairphone becomes subject to claims by third parties about its technology infringing their intellectual property rights, including standards essential patents because of growth of products in Fairphone's target markets, the overlap in functionality of these products and the prevalence of these products. This risk exists because a number of Fairphone's competitors and other third parties have been issued patents, and may have filed patent applications or may obtain additional patents and proprietary rights for technologies similar to those used by Fairphone in its products.
Some of these patents, as well as copyright or other intellectual property rights may grant very broad protection to their owners. This means that Fairphone may receive in the future claims from third parties asserting infringement, claims based on indemnities provided by it, and other related claims. Litigation may be necessary to determine the scope, enforceability and validity of third party proprietary claims or rights or to establish our proprietary claims or rights. Some of Fairphone's competitors have, or are affiliated with companies having substantially greater resources than Fairphone, and these competitors may be able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time than Fairphone could. Fairphone cannot determine with certainty whether any existing third party patents or the issuance of any third party patents and intellectual property rights would require it to alter its technology, obtain licenses or cease certain activities.

Obtaining licenses: There is a risk that Fairphone is prohibited from developing or commercializing certain technologies and products unless we obtain a license from a third party because Fairphone does not own the intellectual property rights for certain technologies and products. This means that if Fairphone does not obtain such a license or not on commercially favorable terms, Fairphone's business, results of operations and financial conditions could be adversely affected and Fairphone could be required to cease related business operations in some markets and to restructure its business to focus on operations in other markets.

Financing risk: Fairphone requires access to external financing to support its ongoing business operations and growth. There is a risk that Fairphone may need additional financing in the future, or may need to refinance existing indebtedness, such as the CLA. There can be no assurance that such financing or refinancing will be available, or available on commercially acceptable terms. The absence of such financing, or the availability of financing only on less favourable terms, could have a material adverse effect on Fairphone's profitability and its ability to make interest or return payments to investors. Furthermore, the Convertible Debt Instruments are contractually subordinated to the claims of Senior Lenders, meaning that in the event of financial difficulties or insolvency, Senior Lenders will be repaid before holders of the Convertible Debt Instruments, which may result in a loss of investment.

Early repayment risk: there is a risk of early repayment because Fairphone may, under certain circumstances and subject to the terms of the CPLA, repay the Convertible Debt Instruments before the Termination Date. This means that, following such repayment, no further interest will accrue on the Convertible Debt Instruments and investors may lose the opportunity to participate in a future conversion into Depositary Receipts.
In the event of an early repayment, investors are entitled to receive the outstanding principal amount together with any accrued but unpaid interest, any unpaid upfront premium and a prepayment premium.
The amount of the prepayment premium depends on the timing of the early repayment.

The prepayment premium equals:

- 15% of the principal amount if repayment occurs on or before 31 December 2026;
- 30% of the principal amount if repayment occurs between 1 January 2027 and 31 March 2027; and
- 100% of the principal amount if repayment occurs after 31 March 2027.

Although the prepayment premium is intended to compensate investors for an early repayment, investors may nevertheless receive a different return than originally anticipated and may lose the opportunity to participate in the future conversion of the Convertible Debt Instruments into the Depositary Receipts.

Ranking of payment risks: Investors' claims under the Convertible Debt Instruments are unsecured, and are contractually subordinated to Fairphone's payment obligations towards its senior lenders under (i) the asset-based financing arrangement between Fairphone and ABN AMRO Asset Based Finance N.V. and (ii) the loan agreement between Fairphone and DALHAP Investments Limited, together with any future senior financing agreed with the consent of the lenders under the CLA (together, the **Senior Lenders**). This means that Fairphone may not make, and investors may not demand, accept or retain, any payment under the Convertible Debt Instruments for as long as any amount owed to a Senior Lender is due and unpaid, except to the extent the Senior Lenders permit. As a result, if Fairphone runs into financial difficulties, its Senior Lenders will be repaid before investors, and investors may receive a smaller payment, a later payment, or no payment at all. This subordination applies on the same terms as apply under the CLA to Loan C, being the financing that this offering indirectly refinances. If Fairphone is unable to pay all investors under the Convertible Debt Instruments in full (together with holders of other, materially identical convertible participation loan agreements), payment will be made on a pro rata basis only, by reference to the amounts owed to each of them; no investor has priority over any other.

Limited equity capital: the issuer's equity is limited in relation to ist debt financing. This means that the issuer has only a small equity buffer, as a result of which it may be unable to meet its obligations under the Convertible Debt Instruments relatively quickly if its financial performance falls short of expectations. Consequently, the risk profile of the Convertible Debt Instruments is comparable to that of shares.

Risks associated with the Depositary Receipts

Risk of dilution: There is a risk that the indirect ownership interest represented by the Depositary Receipts may be diluted over time. This risk exists because Fairphone may issue additional shares in the future, including pursuant to the terms of the CLA, future financing rounds, employee participation plans or other contractual arrangements.
Under the CLA and the CPLA, outstanding amounts may, in certain circumstances, be converted into shares in Fairphone or into Depositary Receipts representing an indirect interest in such shares. Such conversion may include not only the outstanding principal amount, but also accrued interest, the upfront premium and other amounts convertible in accordance with the relevant agreement. In addition, Fairphone may issue further shares or convertible instruments in future financing rounds.
This means that the total number of shares in Fairphone may increase over time. If additional shares are issued, the indirect interest represented by the Depositary Receipts may be diluted, resulting in a lower percentage ownership interest in Fairphone and potentially reducing the value of the Depositary Receipts held by investors.

Transfer restriction risk: If the Convertible Debt Instruments are converted into Depositary Receipts, the transfer restrictions contained in the administration conditions of the STAK will apply. Any transfer of Depositary Receipts requires the prior approval of the board of the STAK. The board of the STAK shall not unreasonably withhold its approval, provided that the transferee agrees to be bound by the administration conditions of the STAK. As a result, you may not be able to transfer your Depositary

Receipts when you wish to do so or only after obtaining the required approvals. The transfer provisions in the administration conditions of the STAK remain applicable.

Further information on use of proceeds

The maximum total proceeds of the offer are EUR 372.764,31. This will be the case if all depositary receipt holders of the STAK have subscribed for the maximum amount they can subscribe for.

The minimum proceeds are EUR 0. This will be the case if no depositary receipt holder of the STAK has indicated it wishes to subscribe to the offering.

The proceeds of the offering will be used by Fairphone to refinance part of the financing provided under Loan C of the CLA.

Loan C was originally provided by certain existing shareholders of Fairphone and was used to finance the purchase of components required to produce smartphones.

Pursuant to the terms of the CLA, the STAK has the right to acquire a portion of Loan C from those shareholders (the "**Catch-up Right**"). The purpose of this offering is to enable existing holders of depositary receipts issued by the STAK to participate in a financing structure that is materially similar to the CLA.

The detailed terms and conditions of this finance structure, which are similar to the CLA regarding Loan C, are laid down in the CPLA between the investor, Fairphone and the STAK. While the principal terms of the CLA have been largely reproduced in the CPLA for readability purposes, certain provisions necessarily refer to the CLA. For completeness, a copy of the CLA is therefore available to investors through Ledgy and may be consulted upon login.

The proceeds of the Convertible Debt Instruments will be used by Fairphone to repay part of the outstanding amount under the CLA. As a result, investors indirectly participate in the financing to purchase components for the production of smartphones.

Of the proceeds EUR 0 is used for costs.

The proceeds will be sufficient to partly repay the shareholders that are lenders of Loan C under the CLA.

Fairphone has other costs besides the costs related to the investment.

These costs consist of costs for service providers that assist with the investor administration and amount to approximately EUR 20.000 and further legal and advisory fees in connection with the STAK administration and management which are expected to amount to approximately EUR 50.000.

These costs are funded by: Fairphone as general operational costs of its business.

In addition, Fairphone has other costs. These costs include, but are not limited to: personnel costs, ICT, costs, administrative and consultancy costs, costs to the business and other operational costs. These costs are funded by Fairphone, primarily from cash flows from operating activities.

Further information on returns

The return on the Convertible Debt Instruments is paid in the form of interest.

The Convertible Debt Instruments bear interest at a rate of 13.50% per annum. For the purpose of calculating interest, the invester will be placed in the same economic position as if it had participated in Loan C under the CLA from 21 April 2026, being the Loan C Utilisation Date.

In addition, investors are entitled to an upfront premium equal to 2.00% of the principal amount of the Convertible Debt Instruments. The upfront premium becomes payable on the Termination Date (as extended, if applicable) or earlier together with the repayment amount or upon conversion of the Convertible Debt Instruments, in accordance with the terms of the Convertible Debt Instruments under the CPLA.

Investors may also be entitled to a prepayment premium, if Fairphone repays the Convertible Debt Instruments before or on the Termination Date. The amount of the prepayment premium depends on the timing of the repayment. The applicable prepayment premium is:

- 15% of the principal amount if repayment occurs on or before 31 December 2026;
- 30% of the principal amount if repayment occurs between 1 January 2027 and 31 March 2027; and
- 100% of the principal amount if repayment occurs after 31 March 2027.

Accordingly, the total return received by an investor depends on whether the Convertible Debt Instruments remain outstanding until the Termination Date, are repaid early, or are converted into Depositary Receipts. In case of conversion into Depositary Receipts, investors are not entitled to a prepayment premium.

Unless repaid or converted earlier, the Convertible Debt Instruments mature on 26 April 2027, with an option for Fairphone to extend by 12 months and a further option to extend by 12 months. Upon the Termination Date, the Convertible Debt Instruments will either be repaid or converted in accordance with their terms in the CPLA. If the Convertible Debt Instruments are repaid, investors will be entitled to receive the outstanding principal amount together with any accrued but unpaid interest, the applicable (p)repayment premium (if any) and any other amounts due under the Convertible Debt Instruments.

The Convertible Debt Instruments may also be converted. Investors do not have the right to choose conversion themselves. Whether a conversion occurs is determined in accordance with the conversion provisions set out in the CPLA. In the event of a conversion, investors will not receive repayment of the Convertible Debt Instruments in cash. Instead, the outstanding principal amount, together with any accrued but unpaid interest, the upfront premiium and any other amounts convertible under the CPLA, will be converted.

Following such conversion, Fairphone will issue shares to STAK at a conversion price of EUR 1.1050 per share, subject to adjustment in accordance with the CPLA. In the event of a stock split, share subdivision or similar event affecting the shares, the conversion price will be adjusted proportionally. Conversely, in the event of a share consolidation, reverse stock split or similar event, the conversion price will be adjusted proportionally so that investors are placed in substantially the same economic position.

The STAK will subsequently issue one Depositary Receipt for each share received by it to the relevant investors in accordance with its constitutional documents. If the conversion would result in a fractional Depositary Receipt, STAK may make a cash payment in lieu of issuing such fraction, in accordance with the CPLA.

The economic return received by investors following conversion will depend on the value of the Depositary Receipts and the performance and value development of Fairphone.

The repayment of the Convertible Debt Instruments and the payment of any interest, upfront premium or prepayment premium depend on Fairphone's financial position and its ability to satisfy its payment obligations when due. Fairphone intends to meet these obligations from its business operations and available financing resources.

The investment does not generate sufficient income before the first payment date to pay the return to all investors solely from that income. The return is not (partially) paid from the deposits of other investors. There are no persons other than the investors who receive income from the investment.

Further information on the financial condition of the issuer

Fairphone has been operating since 25 July 2013. The following financial information is the most recent available.

Balance sheet

The date of this information is 30 June 2026

Shareholders' equity amounts to EUR (221,769) and consists of:
- issued share capital: EUR 1,277;
- share premium: EUR 41,241,904;
- legal reserve: EUR 4,893,861; and
- other reserves: EUR (46,358,811).

The loan capital amounts to EUR 40,216,183 and consists of:
- short-term debt: EUR 19,869,786; and
- long-term debt: EUR 20,346,397.

The equity/debt ratio is 1/99.

Working capital amounts to EUR 13,552,128 and consists of:
- cash: EUR 2,747,544;
- receivables: EUR 9,595,246;
- Iinventories: EUR 21,079,124; and
- current liabilities: EUR 19,869,786.

The total outstanding loan amount, including accrued interest, as at 30 June 2026 is EUR 20,003,324 and consists of:
- shareholder loan: principal of EUR 1,500,000 and accrued interest of EUR 171,250, totalling EUR 1,671,250, repayable by 31 May 2028;
- CLA – Loan A: principal of EUR 5,937,737 and accrued interest of EUR 894,232, totalling EUR 6,831,989;
- CLA – Loan B: principal of EUR 2,000,000 and accrued interest of EUR 257,085, totalling EUR 2,257,085; and
- CLA – Loan C: principal of EUR 9,000,000 and accrued interest of EUR 243,000, totalling EUR 9,243,000.

Collateral

The issuer has no security rights and two bank guarantees granted for a total amount of EUR 225,446.17 which consists of:
- Office space deposit of EUR 175,446.17; and
- Contract performance guarantee of EUR 50,000.

Income statement

The following information relates to 30 June 2026 (12 months rolling) and is the most recently available information.

The turnover for this period is EUR 89,197,968.

Operating expenses for the period amount to EUR 23,309,409.

Other expenses for the period amount to EUR 4,598,259.

The net loss for the period is EUR 121,043.

Further information on the offer and registration

The offer period begins on 11 August 2026 after 16:30 CEST and ends on 25 August 2026 at 17:00 CEST.

The issue date of the Convertible Debt Instruments is in or around The second week of September 2026. Only if Convertible Debt Instruments are converted into Depositary Receipts, new underlying shares will be issued by Fairphone to the STAK.

Investors should subscribe as follows:

- Step 1: By 25 August 2026 at 17:00 CEST (the "**Notification Deadline**"):
    1. Submission of a formal confirmation of participation in Loan C via completion of the Participation Form;
    2. Complete the due diligence checks described below via Reglab.
    3. Once the due diligence is completed, an invitation will be sent from Ledgy.
- Step 2: On 26 August 2026, those who have successfully completed Step 1, will be receiving the signature request via Ledgy for the CPLA with Fairphone and the STAK to conclude their participation.
- Step 3: By 1 September 2026 (the "**Final Payment Date**"): payment of investment amount to Fairphone in full.

Missing the requirements for the Notification Deadline or the Final Payment Date will result in the lapse of your right to purchase or acquire Convertible Debt Instruments under this offering.