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Agenda and Explanatory Notes of Ebusco Holding N.V.'s Extraordinary General Meeting of Shareholders on 9 October 2026

Agenda and Explanatory Notes of the Extraordinary General Meeting of Shareholders (EGM) of Ebusco Holding N.V. (Ebusco or the Company) to be held at Ebusco, Vuurijzer 23, 5753 SV Deurne, the Netherlands, on 9 October 2026 at 10:00 (CET). In-person registration will open at 09:00 (CET).

The meeting will be held in English.

Agenda

1. Opening

2. Business Update

3. Proposal to withdraw the engagement of EY Accountants B.V. (EY) in respect of the financial year 2026 and to appoint CFA – Cravo, Fortes, Antão & Associados, SROC, LDA as external auditor of the Company for the financial years 2026 and 2027 (voting item)

4. Closing

Explanatory Notes to the agenda

Item 2. Business Update

The Management Board will give a short update on the Company's business and financial position. The update will be confined to information that has already been made public, in particular the half-year results published on 14 August 2026. This is not a voting item.

Item 3. Proposal to withdraw the engagement of EY Accountants B.V. (EY) in respect of the financial year 2026 and to appoint CFA – Cravo, Fortes, Antão & Associados, SROC, LDA as external auditor of the Company for the financial years 2026 and 2027 (voting item)

Proposal

It is proposed to the Extraordinary General Meeting to resolve, in a single resolution, (i) to withdraw, with effect from the close of this meeting, the engagement to audit the financial statements of the Company for the financial year 2026 granted by the General Meeting on 17 May 2023, and (ii) to appoint CFA – Cravo, Fortes, Antão & Associados, SROC, LDA (CFA) as the external auditor of the Company charged with the audit of the financial statements for the financial years 2026 and 2027.

The engagement was granted by the General Meeting on 17 May 2023 to Ernst & Young Accountants LLP (EY – now EY Accountants B.V.) for the financial years 2024, 2025 and 2026.

Legal framework

Under article 2:393(2) of the Dutch Civil Code, the General Meeting is authorised to grant the engagement to audit the financial statements, and an engagement granted by the General Meeting may be withdrawn by the General Meeting. A withdrawal requires valid reasons; a difference of opinion on methods of financial reporting or on audit procedures does not constitute a valid reason. The auditor is entitled to be heard by the General Meeting on the withdrawal of an engagement granted to it, or on an intention to that effect made known to it, if the auditor so requests.

EY has been informed of the intention to submit this proposal to the General Meeting. EY has not requested to be heard by the General Meeting.

Reasons for the proposed change

As announced in the Company's press release of 14 August 2026, Ebusco management and the Audit Committee of the Supervisory Board have completed a market assessment of alternative audit solutions. Following that assessment, the Supervisory Board proposes changing the Company's external auditor from EY to CFA.

The proposed change does not arise from any difference of opinion between the Company and EY on accounting policies, methods of financial reporting or audit procedures.

EY has served as the Company's external auditor since 2018. Over that period, Ebusco and EY maintained a constructive and professional relationship. The Company is grateful for EY's professionalism and expertise throughout.

Notification to the AFM

In accordance with article 2:393(2) of the Dutch Civil Code, the Management Board and EY will each notify the Netherlands Authority for the Financial Markets (AFM) of the withdrawal of the engagement, stating the reasons. The Company has notified the AFM of the intended appointment of CFA, as that notification is required before the engagement is granted.

Selection process and nomination

The Audit Committee of the Supervisory Board prepared the selection of the external auditor, took into account the Management Board's observations, and advised the Supervisory Board on the nomination.

The purpose of the tender process was to select an audit firm that is, in the Company's current circumstances, willing, able and suited to perform the audit and to serve the interests of the Company, its shareholders and its other stakeholders in a fair and transparent manner. To that end, a selection committee was established under the guidance of the Chair of the Audit Committee, consisting of the members of the Audit Committee, the CFO and the Head of Finance. The selection committee set the selection criteria and oversaw the process.

The scope of the audit assignment comprises the audit of the consolidated and company financial statements of Ebusco Holding N.V. and the statutory audits of its relevant subsidiaries.

Three audit firms eligible to audit public-interest entities in the Netherlands were invited to tender. One firm informed the Company at an early stage that it did not have sufficient resources available to take on the audit for the financial year 2026. The two remaining firms, GCP Auditors and CFA, submitted written proposals following meetings with management.

The selection criteria included the willingness and capacity to take on the engagement with effect from the financial year 2026, the experience and composition of the proposed audit team, experience with listed companies and with public-interest entities, knowledge of IFRS and of the applicable regulatory requirements, the availability of a Dutch signing auditor and Dutch audit capacity, the international coverage of the firm's network, and the audit fee.

On the basis of the written proposals received and those meetings, the Audit Committee recommended to the Supervisory Board that it propose either GCP Auditors or CFA to the General Meeting for appointment, with a unanimous preference for CFA. CFA was named as the preferred candidate because of the experience of the proposed Dutch audit partner with listed companies, the strength of the proposed audit team and its experience with public-interest entities and with original equipment distributors, IFRS and the applicable regulatory requirements, and CFA's experience in and capacity to perform audit procedures at international level, including in France and China. The Supervisory Board has taken over the recommendation of the Audit Committee and nominates CFA for appointment by the General Meeting.

The recommendation of the Audit Committee has been made free from influence by a third party, and no clause of the kind referred to in article 16(6) of Regulation (EU) No 537/2014 has been imposed upon it. The Supervisory Board confirms that its nomination is free from influence by a third party and that no clause of a contract as referred to in article 16(6) of that Regulation restricts the resolution of the General Meeting.

Information on CFA

CFA is an audit firm established in Aveiro, Portugal. It is registered with the Portuguese Institute of Statutory Auditors (Ordem dos Revisores Oficiais de Contas, OROC) under number 87 and with the Portuguese Securities Market Commission (Comissão do Mercado de Valores Mobiliários, CMVM) under number 20161415. CFA is also registered with the Netherlands Authority for the Financial Markets (AFM) under number 13020158, meeting the requirements of Directive 2006/43/EC for the performance of statutory audits in Member States of the European Union, including statutory audits of public-interest entities. The statutory audit will be carried out by a cross-border Dutch and Portuguese audit team, led by a Dutch Registered Auditor (registeraccountant) with relevant experience.

CFA has confirmed to the Company that it meets the independence requirements applicable to the statutory audit of the Company.

Term of the appointment, engagement and audit fee

The appointment is proposed for the financial years 2026 and 2027. The appointment of the external auditor for subsequent financial years will be submitted to the General Meeting in due course.

Following the appointment, the audit engagement – including its scope, the materiality to be applied and the audit fee – will be determined by the Supervisory Board on a proposal of the Audit Committee. The audit fee will be disclosed in the Company's annual report for the financial year concerned.