

Agenda and Explanatory Notes of Ebusco Holding N.V.'s Annual General Meeting of Shareholders on 25 May 2022

Agenda and Explanatory Notes of the Annual General Meeting of Shareholders (**AGM**) of Ebusco Holding N.V. (**Ebusco** or the **Company**) to be held at Vuurijzer 23, 5753 SV Deurne, on Wednesday 25 May 2022 at 11:00 (CET).

Agenda

1. Opening
2. Annual Report 2021 and financial statements
 - (a) Report of the Management Board for the financial year 2021
 - (b) Remuneration report for the financial year 2021 (advisory vote)
 - (c) Proposal to adopt the financial statements for the financial year 2021 (resolution)
3. Discharge from liability
 - (a) Proposal to discharge the members of the Management Board from liability (resolution)
 - (b) Proposal to discharge the members of the Supervisory Board from liability (resolution)
4. Authorisations of the Management Board
 - (a) Proposal to authorize the Management Board to resolve that the Company may acquire its own shares (resolution)
 - (b) Proposal to designate the Management Board to issue shares and to limit or exclude pre-emptive rights (resolution)
5. Any other business
6. Closing

Explanatory Notes to the agenda

Item 2. Annual Report 2021 and financial statements

Item 2a: Report of the Management Board for the financial year 2021

The Management Board will give a presentation on the performance of the Company in 2021. Subsequently, the AGM will be invited to discuss the Report of the Management Board (and the Report of the Supervisory Board) for the financial year 2021. Reference is made to the Annual Report 2021.

Item 2b: Remuneration report for the financial year 2021 (advisory vote)

The remuneration report of Ebusco for the financial year 2021 is presented to the AGM for an advisory vote. The remuneration report can be found on pages 61 through 64 of the Annual Report 2021.

Item 2c: Proposal to adopt the financial statements for the financial year 2021 (resolution)

It is proposed to adopt the Company's financial statements 2021. The financial statements can be found on pages 65 through 116 of the annual report 2021.

The loss as shown in the financial statements 2021, amounts to EUR 26,797,000, and will be deducted in full from the freely distributable reserves.

Item 3. Discharge from liability

Item 3a: Proposal to discharge the members of the Management Board from liability (resolution)

Item 3b: Proposal to discharge the members of the Supervisory Board from liability (resolution)

It is proposed to release the current members of the Management Board and the members of the Supervisory Board from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the Annual Report 2021 or information is otherwise disclosed to the General Meeting prior to the adoption of the financial statements 2021. The scope of the release from liability shall be subject to limitations by virtue of the law. The proposals to release the members of the Management Board and the members of the Supervisory Board from liability for the exercise of their respective duties are separate agenda items.

Item 4: Authorisations of the Management Board

Item 4a: Proposal to authorize the Management Board to resolve that the Company may acquire its own shares (resolution)

It is proposed to authorize the Management Board, subject to the approval of the Supervisory Board, to cause the Company to acquire its own shares up to a maximum of 10% of the issued share capital on the date of the AGM, either through a purchase on a stock exchange or otherwise at a price, excluding expenses, not lower than the nominal value of the shares and not higher than the opening price on Euronext Amsterdam on the day of the repurchase plus 10%, for a period of 18 months following the date of this AGM, i.e. until and including 25 October 2023. The proposed authorization will replace the authorization granted to the Management Board on 17 October 2021 (pre-IPO).

Item 4b: Proposal to designate the Management Board as competent body to issue shares and to limit or exclude pre-emptive rights (resolution)

It is proposed to designate the Management Board, subject to the approval of the Supervisory Board, as competent body to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive rights of existing shareholders up to a maximum of 10% of the issued share capital on the date of the AGM for a period of 18 months following the date of the AGM, i.e. until and including 25 October 2023. The proposed designation will replace the designation of the Management Board resolved upon on 17 October 2021 (pre-IPO).