

Agenda and Explanatory Notes of Ebusco Holding N.V.'s Extraordinary General Meeting of Shareholders on 6 September 2023

Agenda and Explanatory Notes of the Extraordinary General Meeting of Shareholders (**EGM**) of Ebusco Holding N.V. (**Ebusco** or the **Company**) to be held Fletcher Kloosterhotel Willibrordhaeghe, Vlierdenseweg 109, 5753 AC Deurne, on Wednesday 6 September 2023 at 11:00 (CET). In-person registration will open at 10:00 and end at 10:45 (CET).

Agenda

1. Opening
2. Proposal to appoint J. Jongma as a member of the Management Board (Chief Financial Officer) (voting item)
3. Proposal to approve a change to the Remuneration Policy with respect to J. Jongma (voting item)
4. Any other business
5. Closing

Explanatory Notes to the agenda

Item 2 Appointment of J. Jongma as a member of the Management Board and Chief Financial Officer

It is proposed to appoint Mr Jurjen Jongma (Dutch nationality, 1971) as a member of the Management Board with the title of Chief Financial Officer (CFO) for a term of 3,5 years (i.e. until the end of the AGM to be held in 2027). The Nomination Committee held extensive discussions with Mr Jongma in the context of his qualifications, ambitions and cultural fit with Ebusco. On this basis, the Nomination Committee determined that he meets the profile.

Prior to joining Ebusco, Mr Jongma was CFO at Versuni, formerly known as Philips Domestic Appliances. Before that, he held multiple financial positions within Royal Philips for over 25 years, including around 15 years in the role of CFO for various Philips' business divisions, as well as Head of Internal Audit for Royal Philips. Jongma holds a master's degree in Economics from Tilburg University and an Executive Master in Management Accounting from Maastricht University. He holds no shares or options in the capital of Ebusco.

The Nomination Committee advised the Supervisory Board to nominate Mr Jongma for appointment. The Supervisory Board followed that advice and advises the General Meeting of Shareholders to appoint Jurjen as a member of the Executive Board. If the General Meeting of Shareholders appoints Mr Jongma as a member of the Executive Board, the Supervisory Board intends to appoint him Chief Financial Officer with effect from the conclusion of the EGM on 6 September 2023.

An insightful overview of the main elements of Mr Jongma's agreement (as a member of the Executive Board) with the company is published on the company's website and partly listed below under agenda item 3.

Item 3 Proposal to approve a change to the Remuneration Policy with respect to J. Jongma

Recently, the Remuneration Committee has spoken with Mr Jongma to discuss his remuneration package. (the 'Remuneration Package'). After approval by the Supervisory Board, these discussions resulted in a final version of the agreement with Mr Jongma (the 'Agreement'). The purpose of the Agreement is to establish a long-term cooperation to secure business continuity. These considerations and discussions resulted in the Agreement with the Remuneration Package (as set out below).

The Supervisory Board is, based on the advice of the Remuneration Committee, of the opinion that it is in the interest of the Company and its stakeholders to appoint Mr Jongma as a member of the Executive Board with the title of Chief Financial Officer (CFO) and thus to offer him the Remuneration Package as set out in the Agreement. A single element in the Agreement deviates from the current Remuneration Policy as adopted by the General Meeting of Shareholders on 17 October 2021. To this end, the Supervisory Board has taken into account the provisions of the Dutch Corporate Governance Code and Articles 2:135 and 2:135a of the Dutch Civil Code.

The Supervisory Board, advised by the Remuneration Committee, therefore believes that it is desirable to propose to the EGM the approval of this addition to the current remuneration policy so that the remuneration package for Mr Jongma fits within the remuneration policy after the approval of the adjustment by the General Meeting of Shareholders.

Specifically, the deviating element means that Mr Jongma will be granted 5,000 shares annually over a period of five years provided that Mr Jongma is still working for the Company in the role of CFO. A lock-up period of one year applies after each share award. The exception only applies to Mr Jongma and does not affect the remuneration of the other members of the Executive Board. The other features of the Remuneration Package are in line with the usual policy.

This amendment does not seek to limit the number of shares/options under the current remuneration policy. This proposal includes the approval of the remuneration elements as described above within the meaning of Article 2:135 paragraph of the Dutch Civil Code.

The Supervisory Board, following the advice of the Remuneration Committee, is of the opinion that it is desirable to seek the approval of the EGM regarding the aforementioned individual change to the current remuneration policy.