

5 May 2026

Agenda and Explanatory Notes of Ebusco Holding N.V.'s Annual General Meeting of Shareholders on 16 June 2026

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 Ebusco, Vuurijzer 23, 5753 SV Deurne, the Netherlands, on 16 June 2026 at 13:30 (CET). In-person registration will open at 12:30 (CET).

The meeting will be held in English.

Agenda

1. Opening
2. Business update
3. Annual Report 2025 and financial statements
 - a) Report of the Management Board for the financial year 2025
 - b) Remuneration report for the financial year 2025 (advisory vote)
 - c) Proposal to adopt the financial statements for the financial year 2025 (voting item)
4. Discharge from liability
 - a) Proposal to discharge the members of the Management Board from liability (voting item)
 - b) Proposal to discharge the members of the Supervisory Board from liability (voting item)
5. Composition of the Supervisory Board
 - a) Proposal to appoint Mr. Jacques Smolenaars as member of the Supervisory Board (voting item)
6. Proposal to authorize the Management Board to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive rights (voting item)
7. Amendment of the Articles of Association of the Company (voting item)
8. Proposal to authorize the Management Board to resolve that the Company may acquire its own shares (voting item)
9. Any other business
10. Closing.

Explanatory Notes to the agenda

Item 2. Business update

A business update for FY 2025 will be given.

Item 3(a). Report of the Management Board for the financial year 2025

The Management Board will give a presentation on the performance of Ebusco in 2025. Subsequently, the General Meeting of Shareholders will be invited to discuss the Report of the Management Board. Questions may also relate to the report of the Supervisory Board for the financial year 2025. Reference is made to the annual report for the financial year ended 31 December 2025 (the Annual Report 2025) as published by Ebusco on 30 April 2026.

Item 3(b). Remuneration report for the financial year 2025 (advisory vote)

In accordance with Dutch legislation (Section 2:135b of the Dutch Civil Code), the remuneration report 2025 is discussed with the shareholders and put to the General Meeting of Shareholders for an advisory vote. It is proposed to approve the remuneration report for the financial year 2025. The remuneration report can be found on page 70 up to and including page 73 of the Annual Report 2025.

Item 3(c). Proposal to adopt the financial statements for the financial year 2025 (voting item)

It is proposed to adopt the Company's financial statements for the financial year 2025. The financial statements can be found on page 74 up to and including page 115 of the Annual Report 2025.

The loss ('Result for the year') as shown in the consolidated financial statements for the financial year 2025 amounts to EUR 71.0 million and has been recognized as a decrease in retained earnings.

Item 4(a). Proposal to discharge the members of the Management Board from liability (voting item)

It is proposed to the General Meeting of Shareholders to discharge the current and former members of the Management Board from all liability in relation to the exercise of their duties in the financial year 2025, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements for the financial year 2025. The scope of the release from liability shall be subject to limitations by virtue of the law.

Item 4(b). Proposal to discharge the members of the Supervisory Board from liability (voting item)

It is proposed to the General Meeting of Shareholders to discharge the current and former members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2025, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements for the financial year 2025. The scope of the release from liability shall be subject to limitations by virtue of the law.

Item 5(a). Proposal to appoint Mr. Jacques Smolenaars as member of the Supervisory Board (voting item)

It is proposed to the General Meeting of Shareholders to appoint Mr. Jacques Smolenaars as member of the Supervisory Board, based on a nomination by the Supervisory Board, as per 1 July 2026, for a term of four years ending at the end of the AGM to be held in 2030.

Mr. Smolenaars (1961) has extensive international experience in industrial businesses, corporate development and mergers & acquisitions (M&A). He is currently Managing Director of Formosa Europe B.V., representing Formosa Plastics Group in the EMEA region. Formosa Plastics Group is a global industrial group from Taiwan with activities ranging from raw materials plastics to battery-cells and systems. Mr. Smolenaars is also the Managing Director of Green Innovation International B.V., which is fully owned by Green Innovation International Co., Ltd, which is a shareholder of Ebusco Holding N.V. currently holding more than 10% of the issued share capital of Ebusco (33,742,331 shares, representing 15.55% of the issued share capital).

Previously, Mr. Smolenaars held senior management and M&A roles at, among others, Johnson Matthey, where he combined responsibility for global marketing and sales of stationary emission control catalysts with M&A activities. Earlier in his career, he co-founded and scaled HyGear, a company active in hydrogen and fuel cell technology, from a start-up to a mature technology company, exiting as shareholder after multiple investment rounds.

The Supervisory Board believes that Mr. Smolenaars' deep understanding of industrial value chains, international operations, strategic transactions and restructuring will be highly valuable to Ebusco, particularly in the context of industrial partnerships, operational scaling and long-term strategic positioning. On this basis, the Nomination Committee determined that he meets the profile and advised the Supervisory Board to nominate Mr. Smolenaars for appointment as member of the Supervisory Board.

In light of his relationship with Green Innovation International Co., Ltd., which is a shareholder of Ebusco Holding N.V. as referred to above, Mr. Smolenaars is not considered independent within the meaning of the Dutch Corporate Governance Code.

Mr. Smolenaars' remuneration will be in conformity with the Remuneration Policy of the Company.

Mr. Smolenaars holds 12,000 shares in Ebusco. He does not hold options in the capital of Ebusco.

Item 6. Proposal to authorize the Management Board to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive rights (voting item)

The proposal is submitted to the General Meeting of Shareholders to designate the Management Board as the corporate body authorized, subject to the approval of the Supervisory Board, to issue new shares, which includes the granting of rights to subscribe for shares (as provided for in Article 6 of the Company's Articles of Association) and to limit or exclude the pre-emptive rights of existing shareholders (as provided for in Article 7 of the Company's Articles of Association), for a period of 18 months following the date of the AGM, i.e. until and including 16 December 2027, up to a maximum of the authorized share capital of the Company as it will read after the amendment of the Articles of Association referred to in agenda item 7. The resolution of the General Meeting on this agenda item 6 will become effective under the condition precedent (*opschortende voorwaarde*) of the execution of the notarial deed of amendment of the Articles of Association referred to in agenda item 7.

The issued share capital of the Company currently amounts to EUR 10,846,217.30, consisting of 216,924,346 shares with a nominal value of EUR 0.05 each. The authorized share capital of the Company currently amounts to EUR 16,367,500, consisting of 327,350,000 shares with a nominal value of EUR 0.05 each.

The aforementioned authority will enable the Company to comply with its obligations in connection with:

1. the bond agreement dated 13 December 2023 between the Company and CVI Investments, Inc., an entity managed by Heights Capital Management, Inc. (**Heights**), as amended (the **Heights Bond Agreement**). Under the Heights Bond Agreement, there currently is approximately EUR 6,145,600 of notes outstanding, and convertible over time in quarterly instalments, with the upcoming instalment due on 21 June 2026 and the last instalment due on 21 September 2026;
2. the right of Heights to convert the approximately EUR 4.6 million bank loan that it took over from ING Bank N.V. in August 2025, into new Ebusco shares at a conversion price which is the lower of (i) EUR 0.40 and (ii) a 10% discount to the 5-day VWAP prior to 19 August 2026;
3. the EUR 7.1 million working capital bridge loan agreement dated 1 April 2026 between Ebusco, Ebusco B.V., Heights, De Engh B.V., Peter Bijvelds Holding Erp B.V. and N-Works B.V. This loan matures on 1 December 2026 and, if not repaid before that time, converts into new Ebusco shares at a 15% discount to the 5-day VWAP prior to 1 December 2026; and
4. the approximately EUR 9.64 million convertible loan agreement dated 31 March 2026 between Ebusco, Ebusco B.V. and Gotion GmbH. This loan matures on 1 December 2026 and, if not repaid before that time, converts into new Ebusco shares at a 15% discount to the 5-day VWAP prior to 1 December 2026.

This designation shall replace any designation previously given to the Management Board by the General Meeting of Shareholders.

Item 7. Amendment of the Articles of Association of the Company (voting item)

The current authorized share capital of the Company may not allow for the issuance of the shares as set out under item 6 above, which will partly depend on the Ebusco share price level at the time of the conversion of the various loans. It is therefore proposed to set the new authorized share capital at EUR 25,000,000 (divided into 500,000,000 shares). The proposed amendments read as follows:

Current text:	New text:
<p>Article 4. Authorized capital and shares.</p> <p>4.1 The authorized share capital of the Company amounts to sixteen million three hundred sixty-seven thousand five hundred euro (EUR 16,367,500).</p>	<p>Article 4. Authorized capital and shares.</p> <p>4.1 The authorized share capital of the Company amounts twenty-five million euro (EUR 25,000,000).</p>

<p>4.2 The authorized share capital of the Company is divided into three hundred twenty-seven million three hundred fifty thousand (327,350,000) Shares with a nominal value of five eurocent (EUR 0.05) each.</p> <p>4.3 All Shares will be registered Shares. No share certificates will be issued.</p>	<p>4.2 The authorized share capital of the Company is divided into five hundred million (500,000,000) Shares with a nominal value of five eurocent (EUR 0.05) each.</p> <p>4.3 All Shares will be registered Shares. No share certificates will be issued.</p>
<p>In Dutch:</p> <p>Huidige tekst:</p> <p>Artikel 4. Maatschappelijk kapitaal en aandelen</p> <p>4.1 Het maatschappelijk kapitaal van de vennootschap bedraagt zestien miljoen driehonderd zevenenzestigduizend vijfhonderd euro (EUR 16.367.500).</p> <p>4.2 Het maatschappelijk kapitaal is verdeeld in driehonderd zevenentwintig miljoen driehonderd vijftigduizend (327.350.000) aandelen met een nominaal bedrag van vijf eurocent (EUR 0,05) elk.</p> <p>4.3 Alle aandelen luiden op naam. Aandeelbewijzen worden niet uitgegeven.</p>	<p>Voorgestelde nieuwe tekst:</p> <p>Artikel 4. Maatschappelijk kapitaal en aandelen</p> <p>4.1 Het maatschappelijk kapitaal van de vennootschap bedraagt vijftientwintig miljoen euro (EUR 25.000.000).</p> <p>4.2 Het maatschappelijk kapitaal is verdeeld in vijfhonderd miljoen (500.000.000) aandelen met een nominaal bedrag van vijf eurocent (EUR 0,05) elk.</p> <p>4.3 Alle aandelen luiden op naam. Aandeelbewijzen worden niet uitgegeven.</p>

The proposed amendment to the Articles of Association of the Company also includes authorizing every member of the Management Board and each (deputy) civil law notary and notarial assistant at Allen Overy Shearman Sterling LLP, attorneys at law, civil law notaries and tax consultants, in Amsterdam, each of them severally, to have the deed of amendment to the Articles of Association executed.

Item 8. Proposal to authorize the Management Board to resolve that the Company may acquire its own shares (voting item)

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 110% of the market price of the shares on Euronext Amsterdam, whereby the market price will be the average of the highest price on each of the five days of trading prior to the date on which the agreement to acquire the shares is entered into, as shown in the Official Price List of Euronext Amsterdam, for a period of 18 months from the date of this AGM, i.e., until and including 16 December 2027. There is currently no intention to use this authorization.