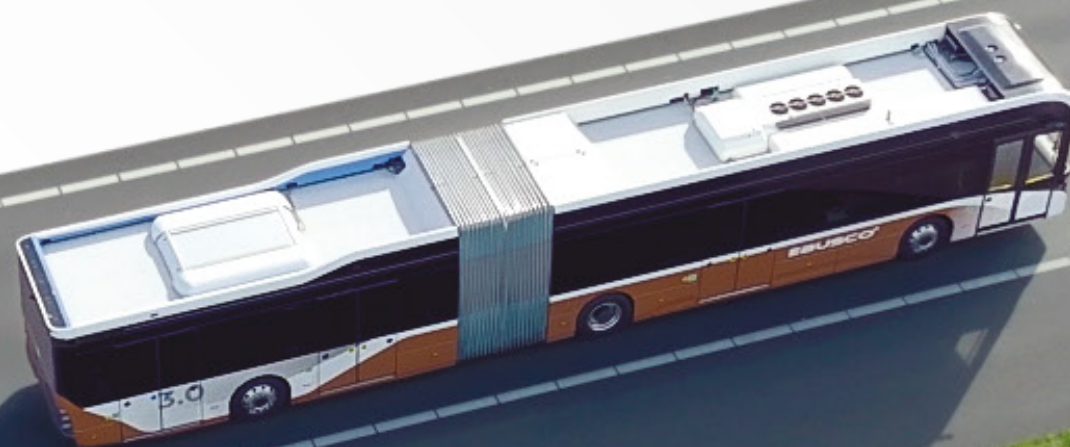


# EBUSCO®

MADE TO MOVE PEOPLE



ANNUAL REPORT **2024**



# CONTENT

## INTRODUCTION 3

Ebusco at a glance 3

## MANAGEMENT BOARD REPORT \* 6

Message from the CEO 7

Composition of the Management Board 8

Strategy 9

Operational review 13

Financial review 15

Our sustainability journey 18

Risk management and internal control 31

Management statement 40

## GOVERNANCE 41

Corporate governance\* 42

Composition of the Supervisory Board 48

Report of the Supervisory Board 49

Remuneration report 54

## FINANCIAL STATEMENTS 59

Consolidated statement of profit or loss  
and other comprehensive income 60

Consolidated statement of financial position 61

Consolidated statement of changes in equity 62

Consolidated statement of cash flows 63

Notes to the consolidated financial statement 64

## COMPANY FINANCIAL STATEMENTS 94

Company statement of profit or loss 94

Company statement of financial position 95

Notes to the company financial statements 96

## OTHER INFORMATION 100

Provisions of the articles of association  
relating to profit appropriation 101

Update on Independent auditor's report 102

Shareholder information\* 103

Five year overview 104

Non-IFRS measures 105

Organisation Ebusco 107

### DISCLAIMER

This document is only a "website version" and is not the official annual financial reporting. The official annual financial reporting is included in the single report package which can be found via <https://investors.ebusco.com/financial-reports-and-presentations/>. In case of any discrepancies between the website version and the official annual financial reporting, the aforementioned official annual financial reporting prevails.

\* The chapters marked with a \* are part of the report of the Management Board as defined in article 2:391 of the Dutch Civil Code

# EBUSCO AT A GLANCE

**Ebusco is a developer and distributor of zero emission buses as well as a supplier of complementary battery powered solutions, primarily in the transportation industry. Its dedication for sustainable transportation drives the company to engineer and deliver buses and energy storage systems that provide value across their lifecycle and set standards in zero-emission transportation.**

For the past 12 years, Ebusco has been dedicated to advancing the transportation sector with the goal of making sustainable, emission-free transport the norm rather than the exception. The company offers products such as electric public transport buses, the Ebusco 2.2 and 3.0, as well as energy solutions such as Mobile Energy Containers (MEC).

Ebusco has consistently focused on making electric bus operations more affordable by focusing on energy efficiency resulting in a low Total Cost of Ownership (TCO). The Ebusco 2.2 was the company's first widely implemented electric bus and has been performing reliably for several years, showcasing solid performance and a low TCO. Building on this foundation, Ebusco developed the Ebusco 3.0, featuring a light-weight, fully composite body that enables a longer range and reduced energy consumption, further optimizing TCO efficiency. The Ebusco 3.0, with currently more than 100 buses on the road, is showing great real-road performance.

Ebusco offers comprehensive After Sales support for the buses that are in operation. With a data-driven approach, the company not only ensures efficient support but also gains valuable insights to drive product improvements.

Both models are on the road throughout Europe and are providing sustainable public transport in Denmark, the Netherlands, Germany, Belgium, France, Switzerland and Spain.

Ebusco also provides energy solutions and throughout 2024 successfully implemented maritime energy solutions on various ships, supporting sustainable boating.

Ebusco is headquartered in Deurne, the Netherlands and had an additional facility in Venray. The company announced that, these facilities will be merged, reducing the locations in the Netherlands to one facility. The decision has been made to reallocate the Venray facility to Deurne. Ebusco also has a production facility in Cléon – France. For the assembly of the buses, Ebusco cooperates with various contract manufacturers.

On 31 December 2024, the company had a workforce of 522 FTE's. The shares of Ebusco are listed and traded on Euronext Amsterdam (AMS:EBUS) since 22 October 2021.



# PRODUCT OFFERING

## EBUSCO

### EBUSCO 2.2

The Ebusco 2.2 is the first widely implemented electric bus of Ebusco and has been engineered by the company and refined over the last years. The Ebusco 2.2 offers a range of up to 550 kilometers on a single charge, supporting efficient daily operations while reducing time and infrastructure demands. It comes in various sizes—12 meters, 13 meters, and 18 meters—and offers configurations for low-floor or low-entry designs, allowing for tailored solutions to suit diverse operational needs.

### EBUSCO 3.0

The Ebusco 3.0 is a lightweight electric bus, designed with a composite body to maximize efficiency and performance, offering a range of up to 700 kilometers.

The lightweight structure of the Ebusco 3.0 makes this bus highly cost efficient and allows for the use of single tires, reducing material costs while creating a wider and more accessible aisle for passengers. This design enhances both passenger comfort and overall accessibility. This bus currently comes in 12 and 18 meter models and offers configurations for low-floor or low-entry designs, allowing for tailored solutions to suit diverse operational needs.

### AFTERSALES

Ebusco provides comprehensive support to ensure efficient operations for its clients. This includes pre-delivery training and detailed operational and service instructions. The Ebusco Live system offers real-time monitoring of charging activities, battery status, and other service-related aspects of the bus.

Ebusco also offers a range of service contracts tailored to different needs, such as full-service contracts, spare parts supply, preventive maintenance, and high-voltage system maintenance. To address operational disruptions, the Company operates a 24/7 helpdesk and provides remote diagnostic capabilities to facilitate rapid issue resolution.



EBUSCO 2.2



EBUSCO 3.0



## EBUSCO ENERGY

### MOBILE ENERGY CONTAINERS – MEC

These MEC's are movable energy storage units that are applicable for various situations, for example in the maritime sector, enabling ships to operate on hybrid or fully electric power along designated routes by using these swappable energy containers, and affiliated docking stations.

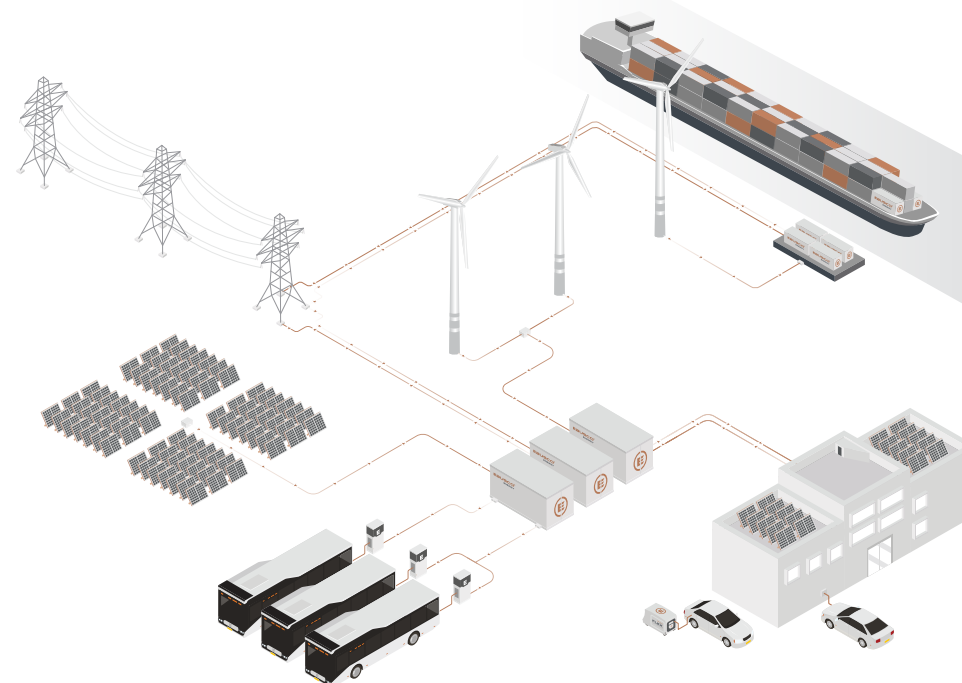
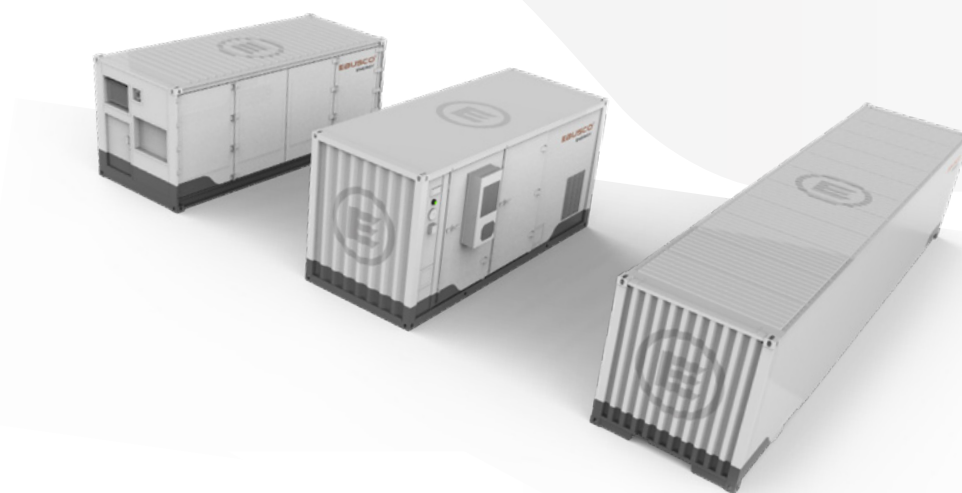
### MARITIME BATTERIES

Ebusco Energy provides heavy-duty battery packs certified for maritime applications, making them ideal for inland shipping. These batteries are available in single or multiple pack configurations.

All the above-mentioned Ebusco Energy solutions feature LFP batteries, providing stable performance, high energy density, and enhanced safety as well as a Battery Management System (BMS) providing real live performance data of the batteries.

### EBUSCO ENERGY FLEX

The Ebusco Energy Flex is a mobile fast-charging system designed for electric and hybrid vehicles, including cars, trucks, and buses. In addition to this charging system, it can also be used as an energy storage system. Its ability to move and be remotely controlled gives it a unique level of mobility. The Energy Flex can be recharged through the electrical grid or sustainable sources such as solar panels and wind turbines, can temporarily store power, and distribute it when needed.



COMPLETE ECOSYSTEM

# MANAGEMENT BOARD REPORT

## CONTENT

Message from the CEO	7
Composition of the Management Board	8
Strategy	9
Operational review	13
Financial review	15
Our sustainability journey	18
Risk management and internal control	31
Management statement	40



# MESSAGE FROM THE CEO

**2024 has been an extremely challenging year for Ebusco, and 2025 continues to be challenging. While we have already taken significant steps, we recognize that there is still a long way ahead and the liquidity situation is still a major challenge. It won't be a surprise that my first months as CEO of Ebusco have been very intensive. I joined Ebusco at a critical moment, in the midst of a massive and urgent turnaround, operationally and financially.**

Let me start with a positive observation. Since joining the company, my confidence in the unique strength of the Ebusco 3.0 has deepened even further. Its lightweight design, floor-loaded battery, and superior engineering deliver exceptional quality, as demonstrated by its outstanding real-world performance. Therefore, despite the tough road ahead with several challenges and uncertainties still lingering, I can see a path forward, if we succeed in managing our liquidity challenges and in the meantime getting production and the supply chain under control, Ebusco's unparalleled offering in a growing market does present opportunities. And rebuilding trust with our customers, suppliers, partners, and shareholders will be key.

When I started in September, my top priority was to improve liquidity and reduce working capital while thoroughly assessing root causes and validating strategic choices. This effort has resulted in a clear, actionable roadmap—comprising several projects for immediate impact along with strategic pillars to guide long-term progress, including the decision to transition to an OED model.

An OED model enables us to operate more capital-efficiently and reduce our risk profile. By leveraging our strengths—our top-tier product design and engineering capabilities—while outsourcing processes that have hindered our ability to scale, we

can enhance our performance. Combined with other strategic choices, such as simplifying our portfolio to standard bus sizes and focusing on European markets. We are positioning the company to navigate the challenges ahead and ultimately become resilient again.

On the short term, our focus was, and is, on managing liquidity, delivering outstanding orders, reassigning buses from canceled orders and monetizing our inventory to generate cash. In addition, we diligently work on strengthening our ties with all our partners and redesigning our processes to regain control over our supply chain.

The strategic changes require our organization to transition from a full fledge production company to a support organization, bringing a shift in roles and skills sets. Furthermore, in alignment with the need to establish a leaner and more efficient company structure, we had to make the difficult decision to significantly reduce Ebusco's workforce. Although necessary for the company's future, these decisions are undoubtedly painful as they impact many of our colleagues.

The past year has presented significant challenges for the entire organization, demanding extraordinary perseverance from all employees. I extend my

sincere appreciation for the continued commitment, resilience, and loyalty shown throughout this difficult period.

The changes also extend to the company's management. I am very pleased to have Michel van Maanen on board to oversee Ebusco's core process at Ebusco and implement the new operating model, bringing invaluable expertise from his proven track record in similar transformations. I would like to thank Jan Piet Valk for his support and guidance as interim CFO. Jan Piet has played a key role for the company in this turbulent period.

Despite all progress, efforts and envisioned plans, we must acknowledge that even after fully implementing the Turnaround Plan, Ebusco will need a strong partner to be able to scale the business and be sustainably successful.

This also applies to our growing, but still small, Energy storage business. Backed by our strong partner and shareholder Gotion, we see a business case for the Maritime niche market, where we are well positioned as one of the few certified companies.

We believe both businesses deserve focus, and we are currently exploring strategic options to ensure both businesses can thrive under the right governance.

Although the future holds many uncertainties, I believe we are on the right path. Market fundamentals are strong with the electrification trend ongoing. And the market continues to value our product.

# COMPOSITION OF THE MANAGEMENT BOARD IN 2024

## CEO

### CHRISTIAN SCHREYER (1968)

**As of September 2024**

**Current term expires in 2028**

Christian Schreyer has over 25 years of experience within the public transport and logistics sector. Throughout his career, he has held various management positions at Deutsche Bahn and served as CEO for DB Schenker Rail Poland, Transdev North and Central Europe, and Go Ahead Group.

Christian Schreyer is a German national and holds a master's degree in law degree from Ludwig-Maximilians-Universität Munich and pursued a General Management Programme at Harvard Business School in Boston USA.

## CFO

### JURJEN JONGMA (1971)

**Employed until November 2024\***

Jurjen Jongma was CFO at Versuni, formerly known as Philips Domestic Appliances. Prior to that, he held financial positions within Royal Philips for over 25 years, including in the role of CFO for various Philips business units, as well as Head of Internal Audit for Royal Philips.

Jurjen Jongma is a Dutch national and holds a master's degree in economics from Tilburg University, as well as an executive master's in finance & control from Maastricht University.

\* Mr. Jongma stepped down as CFO of Ebusco as per 30 November 2024. As of 25 November, Jan Piet Valk has taken on the role of interim CFO. He is not a formal member of the Management Board. Ebusco is actively seeking a (permanent) candidate for this role.

## COO

### ROALD DOGGE (1970)

**Employed until December 2024\***

Roald Dogge worked as the COO at NTS Group and has many years of experience as head of production overseeing 10 locations in both Europe and Asia. Prior to that, he worked for more than a decade in the automotive sector, where he occupied various roles at Volvo, including Technical Director, Business Development Manager, and Brand Director at Volvo Bus.

Roald Dogge is a Dutch national and holds a degree from HTS in mechanical engineering & technical commerce.

\* Mr. Dogge stepped down as COO of Ebusco as per 31 December 2024. As of 1 January 2025, Michel van Maanen has taken on the role of COO. He was appointed as member of the Management Board at the EGM on 26 March 2025.

## FOUNDER

### PETER BIJVELDS (1978)

**Current term expires in 2025**

Peter Bijvelts established Ebusco in 2012. Peter Bijvelts has over 20 years of experience in the automotive sector.

Peter Bijvelts is a Dutch national and he has in-depth knowledge of the (public) transport market and its constituents and strong expertise across the full electric bus value chain.

## COMPOSITION OF THE MANAGEMENT BOARD ON 30 APRIL 2025

Christian Schreyer – *CEO*

Michel van Maanen – *COO*

Peter Bijvelts – *Founder*



# STRATEGY

**Ebusco contributes to a more sustainable world by decarbonizing public transport. The company focuses exclusively on zero-emission solutions and strives to help its customers achieve their environmental goals with efficient and cost-effective solutions. Ebusco focuses on engineering and delivering buses and energy storage systems that provide value across their lifecycle. In addition to providing zero-emission buses and products, the company's strategy is to minimize the lifetime environmental footprint of its products and solutions from cradle to grave.**

Since its inception, Ebusco has focused on delivering the most efficient electric buses to the market. In its early years, the company focused on research, development, and engineering, while collaborating closely with contract manufacturers to produce its buses externally. During this period, Ebusco also developed the innovative Ebusco 3.0, a lightweight bus with a composite body.

As full in-house production did not meet the anticipated output, the company adopted a hybrid production model for the Ebusco 3.0 in 2023, combining in-house manufacturing with external contract manufacturing. However, by mid-2024, it became clear that the hybrid model was not meeting its delivery and cost objectives. In response, Ebusco is in the process of transitioning to an Original Equipment Design (OED) production model, retaining in-house design and development while outsourcing production and assembly to contract manufacturers.

## THE OED MODEL

This shift to an OED production model aims to improve performance and reliability of the manufacturing process and to reduce inventory requirements of the company. Ebusco's ongoing focus is on optimization of its production footprint while

maintaining full flexibility. Ebusco can produce its casco monoparts either inhouse at its own facility or through its contract manufacturer for casco production.

Bus assembly, as it is phased out in the Netherlands as of early 2025, will be solely handled by contract manufacturers. Currently Ebusco works together with various contract manufacturers for the assembly of the Ebusco 3.0.

At Pre Delivery Inspection (PDI), buses are finalized and inspected in-house in the Netherlands and France as this process involves close collaboration with the customer, enabling Ebusco to review the buses together and implement any necessary improvements or adjustments.

As part of this production setup, contract manufacturers play a bigger role in the procurement of components and overall planning and control of the supply chain. Ebusco intends to increase direct shipments of components to these contract manufacturers, thereby reducing the number of components supplied by the company. However, Ebusco remains heavily involved in the product and supplier selection and for the essential products.

Clear roles, governance, and responsibilities between the company and its partners aims to ensure efficient operations and reliable production outcomes. As a result of this change to the OED model, the workforce is further reduced, following a reorganization that is implemented in the first months of 2025. The production and warehousing are being phased out and other departments were rightsized.

## SALES AND MARKETING STRATEGY

While previously Ebusco intended to expand globally, the company has chosen to focus on the European market, allowing Ebusco to allocate resources more efficiently and capitalize on the European market's growth opportunities. The company's primary target groups are Public Transport Authorities (PTAs) and Public Transport Operators (PTOs), as both play key roles in decision-making for the procurement of public transport buses. All of Ebusco's products and services are authorized for sale in its target areas. Besides this European focus market, Ebusco has the aim of licensing the technology of the lightweight 3.0 bus outside Europe.

In addition to these focus areas and groups, Ebusco will, as part of its commercial plan, evaluate each tender it intends to enter even more critically to ensure that the requested customizations and modifications are feasible within its current capabilities and resources. Ebusco's capacity planning will be based on production slots available, meaning in practice that orders will only be accepted if there are available production slots that can accommodate the production requirements within the desired timeframe of customer delivery.

Ebusco expects that this will lead to a lower level of customization, further standardization and streamli-

ning of production, and a more reliable output, especially for the Ebusco 3.0.

## STRATEGIC PARTNERSHIP WITH GOTION

In November 2024, Ebusco agreed a strategic partnership with Gotion. Gotion has been a longstanding battery supplier to Ebusco.

The partnership envisages mobilizing Gotion's advanced battery technology, allowing the further development of Ebusco's lightweight buses with a substantially longer range battery, supporting Ebusco in exploring possibilities to license out its Ebusco 3.0 lightweight technology in Asia, and cooperation in relation to the expansion of Ebusco's maritime offering.

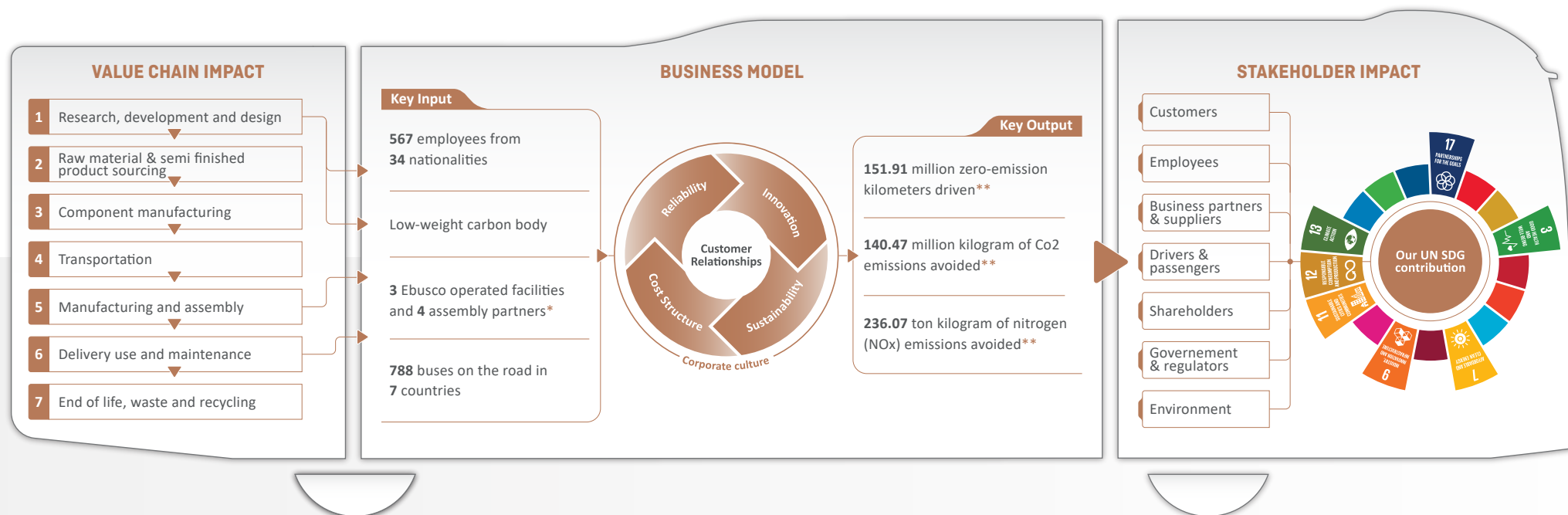
## EBUSCO ENERGY

Ebusco has identified strong demand for its Ebusco Energy product portfolio and is leveraging its high-value, hard-to-obtain maritime certificates to capitalize on this high-barrier market. To ensure the efficiency, effectiveness, and growth of its Energy Solutions activities, Ebusco has established a dedicated team focused exclusively on these operations. This team optimizes the entire value chain, from sales and engineering to operations and after-sales. Additionally, Ebusco enhances its product offerings and accelerates time-to-market through strategic partnerships. This is demonstrated by the recently signed strategic partnership with Gotion, which envisions to jointly explore further opportunities to grow Ebusco's energy solutions. Ebusco and Gotion have already taken successful first steps in the field of maritime energy solutions with multiple mobile battery solutions implemented.

# OUR VALUE CREATION MODEL

Founded more than a decade ago on the strong belief that electrification is the future, Ebusco is an industry pioneer with innovation in its DNA. Ebusco aims to contribute to the energy transition in public transportation.

We contribute to sustainable public transportation and align our goals with the United Nations Sustainable Development Goals.



\* As announced in 2024, Ebusco will rationalize its production footprint leading to a reduced number of locations

\*\* Cumulative, since the founding of Ebusco (not assured).

# STAKEHOLDERS

As good corporate citizens aligned with the Dutch Corporate Governance Code, we nurture our alliances with various stakeholders and consider their interests when making strategic business decisions. As part of our business model, we have many strategic partnerships with various stakeholders. Engaging with our stakeholders is crucial to identify important trends and developments in our markets at an early stage. Open dialogue enables early recognition of opportunities and risks and ensures that we remain responsive to the needs of our various stakeholders.

The following stakeholder matrix provides an overview of our stakeholders and why they are relevant to us.

INTRODUCING OUR STAKEHOLDERS	THEIR KEY EXPECTATIONS OF EBUSCO	OUR ENGAGEMENT AND OUTCOMES
Our customers are mainly public transit operators (PTO), public transit authorities (PTA) and parties operating in heavy duty energy consumption, who contract with us through procurement and tender processes.	Customers expect Ebusco to deliver buses on time and according to specifications agreed, and to comply with regulatory requirements. In addition, they expect a good after-sales setup.	We engage with customers and regulators to understand their requirements and processes. Our customers can reach us 24/7
End 2024 we had 522 FTE. We rely on highly skilled people, such as composite, electrical, industrial, and automotive engineers.	Employees value an inspiring, safe working environment as well as fair and competitive remuneration and benefits.	Our employees are our most important assets. We engage with our employees through our internal communication initiatives and directly through the HR cycle. We have a remuneration policy that aims to attract, motivate and retain qualified employees.
Our business partners and suppliers strengthen the innovative nature and quality of our offering. We build solid, long-lasting partnerships with our business partners that are essential to our success.	Suppliers' long-term planning and product development take Ebusco's business plans into account. We engage with our suppliers through alignment with our ethical and sustainable behavior standards. We also engage with our suppliers through alignment with our ethical and sustainable behavior standards.	We share data and insights with our business partners and suppliers for mutual benefit and development. We involve suppliers in our future developments in support of our future roadmap.
Drivers and passengers are the daily users of our buses. They require affordable, available, safe and reliable transport.	Our role is to provide safe, convenient and sustainable public transport.	We engage with bus drivers through our training programs. We receive continuous customer feedback about bus performance and how this impacts users.
As a listed company, we have shareholders who have invested in Ebusco shares.	Shareholders invest in Ebusco to receive a long-term return on investment in a transparent setting. Shareholders expect us to communicate timely, clearly and accurately.	We engage with shareholders at the annual general meeting, through Euronext notices and via press releases and other information on our websites. Our management engages with shareholders and potential investors through road shows and investor conferences.
Government and regulators develop laws and regulations relating to public transport contracts' award, administration, performance, and procurement processes. They also issue policies and regulations to support and accelerate the green transition.	Governments expect public transport buses in public transport to be efficient, economical and easily accessible to everybody, including people with disabilities. Governments expect us to contribute to the green transition by providing economically viable electric bus transport.	We engage with national and international public parties by responding to public consultation processes (before laws are materializing). We are subject to periodic audits and reviews by various government agencies.
The environment provides us with the natural resources needed to manufacture, assemble and operate buses. This includes energy, water and raw materials.	We aim to reduce the depletion of natural resources.	Our zero-emission buses offer a sustainable alternative to diesel buses, contributing to the energy transition. Additionally, we are committed to reducing the environmental footprint of our own operations.
Banks support Ebusco by facilitating financial transactions, including Letters of Credit, which are essential for procurement and project financing.	Banks expect financial stability, transparency, and compliance with regulatory requirements. They seek timely repayments and risk management in financial dealings.	We maintain open communication with banks, providing financial disclosures and risk assessments.

# OUR MATERIALITY ASSESSMENT

We are committed to making Ebusco more sustainable and are working to integrate Environmental, Social & Governance (ESG) practices into our core business.

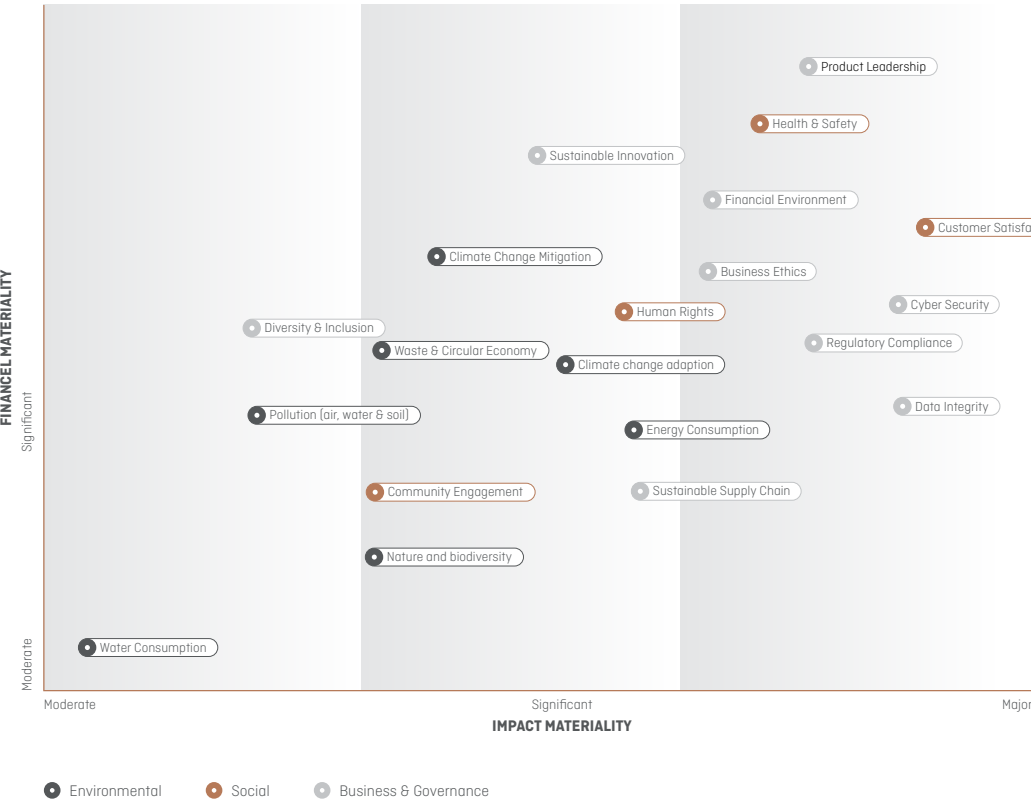
In 2022 we established our double-materiality approach and continued this in 2023, providing insight

into our impact on ESG related issues (impact materiality) and how these issues affect Ebusco’s performance and financial position (financial materiality). This resulted in the materiality matrix below. In 2025 we will review the materiality assessment based on the strategic shift to the OED model.

# MATERIALITY AND KEY PERFORMANCE INDICATORS

In 2023 we did a CSRD/ESRS gap analysis, which we performed together with an independent consultant to identify our non-financial reporting needs in terms of KPIs. First actions were taken to bridge the reporting gap that was identified. That same year we also took further steps in validation and assurance as an auditor provided limited assurance on six of our main non-financial KPIs. In 2024 Ebusco's focus was fully on its Turnaround Plan, as a consequence there were no actions taken regarding CSRD reporting (as further clarified on page 18) and validation and assurance. We will continue this exercise in 2025.

In 2025, we will work towards setting targets for the main performance indicators.





# OPERATIONAL REVIEW

## INTRODUCTION

**2024 was another extremely challenging year in many aspects. While in the past few years the company focused on growth and hence scaling up its production, in 2024, the strategic shift from an OEM to an OED operating model required a company-wide turnaround. As a consequence, many operational functions have been or will be outsourced to contract manufacturers. Hence, this turnaround also involves aligning the operational structure and the workforce accordingly.**

## PRODUCTION

In 2023 Ebusco introduced a hybrid manufacturing model, combining in-house manufacturing with contract assembly to enhance efficiency. Despite these efforts, the anticipated delivery output was still not met. This resulted in delivery penalties due to not meeting contractually agreed delivery dates.

In 2024, Ebusco operated three locations: two in the Netherlands, in Deurne and Venray, and one in Cléon, France. The location in Deurne, at the company's headquarters, focused on casco manufacturing and bus assembly, while Venray served as the sole Pre-Delivery Inspection (PDI) location. Cléon functioned as the second casco manufacturing site.

Production, sales and inventory were impacted by several factors in 2024, including start-up inefficiencies during the transition of the assembly process, the insufficient set-up of the supply chain to contract manufacturers and industry wide supply chain challenges. These factors strongly affected Ebusco's ability to satisfy contracts related to the delivery of buses, mobile energy containers and energy storage systems, resulting in late delivery penalties. This consequently hampered Ebusco's performance and deepened delivery issues, with

production nearly coming to a standstill in the second half of 2024.

In 2024 Ebusco has decided to fully adopt an Original Equipment Design (OED) manufacturing model, in which buses are designed and engineered by Ebusco, but assembled by contract manufacturers, instead of being produced in-house.

This shift will simplify the supply chain and work-flows of the Ebusco 3.0 in particular, as it reduces the number of production locations. Bus assembly will be handled solely by contract manufacturers and Ebusco's in-house bus assembly will be fully phased out. In 2024, Ebusco collaborated with three contract manufacturers for the assembly of the Ebusco 3.0. The Turnaround Plan envisions partnering with only two contract manufacturers for bus assembly and one contract manufacturer for casco production. Pre delivery inspection (PDI), continues to be done inhouse by Ebusco in Europe.

The Ebusco 2.2 and the Ebusco 3.0 partially differ from an outsourcing perspective. The contract manufacturer of the Ebusco 2.2 is allowed to make its own choices in terms of production and procurement as opposed to the Ebusco 3.0. After bus assembly, the

buses are shipped to Ebusco's facilities in Europe, where it performs post-production activities and pre delivery inspection.

The Management Board has clearly defined roles and responsibilities between Ebusco and its contract manufacturers in the OED manufacturing model, including a clear governance structure and a better 'build' methodology, in order to control output.

## ORDERBOOK DEVELOPMENT

Ebusco ended 2024 with an order book of 581<sup>1</sup> buses. Throughout the year, Ebusco delivered 157 buses and signed contracts for 48 buses.

Due to Ebusco's financial situation, production nearly came to a standstill in the second half of 2024, resulting in delayed deliveries and the cancellation of 361 bus orders by customers in 2024. The production of the majority of these cancelled buses was not yet initiated, and their cancellation ultimately led to a more realistic production planning.

The cancelled buses that were in an advanced stage of production have been prioritised by Ebusco as these buses can contribute to the working capital in a relatively short period of time. As a result, during 2024, the company reallocated 21 canceled buses to NIAG and 22 buses to Rouen. In February 2025, an additional 31 buses were allocated to EBS. In 2025 to date, Ebusco has received cancellation notices for a total of 55 buses.

<sup>1</sup> Ebusco's Management Board has made an assessment of the likelihood of outstanding options being converted into fixed contracts. As a result, the previously announced figures have been restated, excluding options from the orderbook. With this adjustment, Ebusco aims to provide a more accurate picture of its order book given the situation the company is in currently.

Most of these buses are not yet in an advanced stage of production and therefore, are expected to be assigned to other customers, and arrangements to this effect are already underway. The company expects to reallocate

19 cancelled buses that are in a more advanced stage of production to existing customers in the second half of 2025. The table below shows a summary of the bus orders by end of year 2024.

	Contract	Call off <sup>2</sup>	Options	Total
Ebusco 2.2	79	168		247
Ebusco 3.0	257		77	334
<b>Total</b>	<b>336</b>	<b>168</b>	<b>77</b>	<b>581</b>

Ebusco Energy contributes with various energy storage products, such as 20 Mobile Energy Containers.

The table below shows a summary of the Ebusco Energy order book and contains Mobile Energy Containers (MEC), Ebusco Maritime Battery (EMB) and Ebusco Charging Systems (ECS).

	Fixed	Option
Mobile Energy Containers (MEC)	20	
Ebusco Maritime Battery (EMB)	2	
Ebusco Charging Systems (ECS)	7	5
<b>Total</b>	<b>29</b>	<b>5</b>

## STAFFING

Per 31 December 2024, we employed 567 people across 6 countries, of which 88.6% worked in the Netherlands. Our workforce represents 34 nationalities.

As part of the Turnaround Plan, Ebusco has significantly reduced FTEs and took initiatives to create a leaner organization. This process is being implemented in a well-structured way to minimise disruptions. Over time, the number of FTEs has come down from 893 FTEs as per year-end 2023 to 522 FTEs per year-end 2024. Additionally, on 31 December 2024, the company announced an organizational restructuring, set to be largely implemented in the first quarter of 2025. This additional restructuring involves a further reduction of 102 FTEs, mainly related to the production, warehouse, and facility departments.

In addition to the reduced workforce, Ebusco introduced a revised management setup. In order to achieve a leaner organization, the company decided to dissolve the Executive Committee and to manage the company directly from the Management Board. In the new setup the COO is fully responsible for the core process of the organization from bus sale, engineering, production, to after sales. This will lead to clearer, more reliable processes and responsibilities and, ultimately, a stronger cooperation with all partners throughout the entire value chain. For the organizational setup as per 1 January 2025, we refer to page 107.

<sup>2</sup> There is no guarantee that these call-off orders will be converted into fixed orders as customers may not be successful in winning tenders or for other reasons. However, if the customer orders an electric bus, it is contractually obliged to ask Ebusco to deliver it first.



# FINANCIAL REVIEW

## INTRODUCTION

2024 was marked by significant strategic realignments and operational challenges which resulted in disappointing financial results. Revenue decreased from €102.4 million in 2023 to €10.7 million which is mainly due to the cancellation of certain bus contracts, for which the Company was required to reverse previously recognized revenues, and production halts as a result of liquidity constraints.

The operating loss increased from €103.8 million in 2023 to €196.4 million in 2024. The increase compared to prior year is mostly the result of write-offs of inventory also driven by the referred to contract cancellations and fixed asset impairments following the Company's change from an OEM to OED model. This had a total impact of approximately €80 million.

## RESULTS OF OPERATIONS

The following table summarises the Group's financial performance for the years ended 31 December 2024 and 2023.

(€ thousands)	year ended 31 December	
	(Unaudited) 2024	2023
Revenue	10,665	102,440
Cost of materials	(45,267)	(109,288)
<b>Gross profit*</b>	<b>(34,602)</b>	<b>(6,848)</b>
Employee benefit expenses	(42,501)	(38,467)
Amortization and depreciation	(63,747)	(8,136)
Other operating expenses	(55,532)	(50,418)
<b>Operating expenses, excluding cost of materials</b>	<b>(161,780)</b>	<b>(97,021)</b>
<b>Operating result (EBIT)*</b>	<b>(196,382)</b>	<b>(103,869)</b>
Finance expenses, net	(3,305)	(932)
Share of result of an associate	(1,156)	(871)
<b>Result before tax</b>	<b>(200,573)</b>	<b>(105,672)</b>
<b>Operating result (EBIT)*</b>	<b>(196,382)</b>	<b>(103,869)</b>
Amortization and depreciation expenses	(63,747)	(8,136)
<b>EBITDA*</b>	<b>(132,635)</b>	<b>(95,733)</b>

\*For further information and calculation of the non-IFRS measures, reference is made to page 105-106.

## COMPARISON OF THE YEARS ENDED 31 DECEMBER 2023 AND 2024

### REVENUE

Full-year 2024 revenue arrived at €10.7 million. As communicated, the Company received several bus order cancellations mostly in the second half of 2024 as a result of the Group's failure to deliver the contract buses in the required timeframe. Due to applied revenue recognition accounting policy for these cancelled contracts, it was required to reverse the previously (in both 2023 and the first half of 2024) recorded revenue in 2024. Although the Group was able to reassign these cancelled orders, this does not further contribute to the 2024 revenue and subsequent financial result.

In addition, the Company's production had nearly come to a standstill in the second half of 2024 which resulted in minimal bus deliveries and subsequent revenues.

### GROSS PROFIT

Gross profit decreased by €27.8 million to €34.6 million negative in 2024 from €6.8 million negative in 2023. The gross profit is significantly impacted by the increase in the Company's inventory obsolescence reserve of €26.2 million during 2024. The Company considered the impact of the bus contract cancellations and the results of its inventory sales when determining the reserve per 31 December 2024.

Ebusco's cost of materials includes costs of materials (including parts and other components), cost of contracted work (relating to third-party production partners) and other external costs, including transportation costs, import duties, and spare parts. Furthermore, the Group's inventory allowance and warranty provisions are also included in the gross profit.

For further information and calculation of gross profit, reference is made to the non-IFRS measures on page 105-106.

### EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses increased by €4 million from €38.5 million in 2023 to €42.5 million in 2024. This increase is mainly due to the increase in the average number of full-time employees. The average number of full-time employees (excluding temporary employees) increased by 3% from 502 FTEs in 2023 to 517 FTEs in 2024. In addition, the Group's total remuneration of its key management increased by €1.4 million.

### AMORTIZATION AND DEPRECIATION

Amortization increased from €2.3 million for 2023 to €45.7 million in 2024. The increase mainly relates to the goodwill (related to the Pondus acquisition in 2021) impairment of €39.3 million as a result of the Company's annual impairment test. In addition, an impairment was recorded for the implementation of a new ERP system. The Company decided, also driven by its liquidity constraints, to continue with its current ERP system.

Depreciation increased from €5.8 million in 2023 to €18 million in 2024. Both the depreciation of property, plant and equipment and right-of-use assets

were significantly impacted by the Turnaround Plan as the Company decided to shift from an OEM to an OED model and to merge the two Dutch Ebusco locations (Venray and Deurne) into one, being Deurne. The latter resulted in a partial impairment of the right-of-use asset for the lease of the facility in Venray for €1 million. Furthermore, the strategic OEM to OED shift involves Ebusco focusing on designing and engineering its buses while outsourcing the assembly process to contract manufacturers. This however also results in the Group no longer requiring part of its (specialized) manufacturing equipment and machinery. The assessment results in an impairment of €8.4 million.

## OTHER OPERATING EXPENSES

The following table summarises the Group's other operating expenses for the periods indicated.

Other operating expenses (In thousands of euro)	year ended 31 December	
	(Unaudited) 2024	2023
Cancellation settlement expenses	12,105	-
General expenses	11,683	7,599
Temporary employees	16,600	24,696
Distribution expenses	5,080	5,247
IT expenses	3,796	3,584
Marketing expenses	255	1,156
Facility expenses	3,661	4,088
Office expenses	302	384
Other operating expenses	2,050	3,664
<b>Total</b>	<b>55,532</b>	<b>50,418</b>

Other operating expenses increased by €5.1 million from €50.4 million in 2022 to €55.5 million in 2024. The increase is mostly driven by the settlement expenses related to the earlier referred to contract cancellations. The general expenses mostly contain audit, advisory, insurance fees. The increase is mostly due to the Company incurring additional advisory expenses as

part of the set-up of its Turnaround Plan. The increase is offset by the decrease in temporary employees, which is also mostly the result of the Company's shift in its business model.

## OPERATING RESULT (EBIT)

Considering the elements driving the negative gross profit, the significant impairments and contract cancellation expenses, the operating result amounts to a loss of €196.4 million for 2024 (2023: loss of €103.9 million).

For further information and calculation of the EBIT, reference is made to the non-IFRS measures on page 105-106.

## EARNINGS PER SHARE

The Company restated its earnings per share for 2023 following both the 5 to 1 share consolidated (conducted in October 2024) and successfully completed rights issue in November 2024. The earnings per share per 31 December 2024 amounts to a negative €10.79 from a negative €24.39 which is mostly due to the increase in the weighted average number of shares to 18,602,405 from the (restated) 11,843,492.

## LIQUIDITY AND CAPITAL RESOURCES

### OVERVIEW

The Group's primary use of liquidity is for the day-to-day operation of its business relating to the production and assembly of buses, capital expenditures and other investments is further detailed below and on the next pages

### CASH FLOWS

The following table presents a summary of the Group's cash flows for the periods indicated, which have been extracted from the Financial Statements.

(€ thousands)	year ended 31 December	
	(Unaudited) 2024	2023
Net cash flows from operating activities	(43,175)	(103,799)
Net cash flow from investment activities	(16,933)	(20,071)
Net cash flows from financing activities	34,586	56,576
<b>(Decrease)/Increase in cash and cash equivalents</b>	<b>(25,521)</b>	<b>(67,293)</b>
Exchange gains/(losses) on cash and cash equivalents	2	(1)
Cash and cash equivalents at the start of the period	27,918	95,212
<b>Cash and cash equivalents at the end of the period</b>	<b>2,399</b>	<b>27,918</b>

## COMPARISON OF THE YEARS ENDED 31 DECEMBER 2023 AND 2024

### CASH FLOWS FROM OPERATING ACTIVITIES

Net cash outflow from operating activities for 2024 was €43.2 million, compared to a net cash outflow of €103.8 million for 2023. The decrease is most significantly driven by the Company purchasing less inventory considering its inventory built up during previous years. Furthermore, the Group received additional customer prepayments during 2024 which caused the contract liabilities to increase compared to 2023.

### CASH FLOWS FROM INVESTING ACTIVITIES

Net cash outflow from investing activities for 2024 was €16.9 million compared to €20.1 million for 2023. The decrease was mainly due to less investments in intangible fixed assets as a result of the discontinuation of the Company's EPR implementation and a lower capital contribution in its associate Zero Emission Services B.V.

### CASH FLOWS FROM FINANCING ACTIVITIES

Net cash inflow from financing activities for 2024 was €34.6 million (2023: €56.6 million), which is most significantly driven by the proceeds from the successfully completed rights issue in November 2024 for €36 million.

### FREE CASH FLOW

Free cash flow amounts to €61.6 million negative compared to €123.5 million negative in 2023. The difference is mainly caused by the decrease from operating activities by €60 million.

For further information and calculation of the free cash flow, reference is made to the non-IFRS measures on pages 105-106.

### NET WORKING CAPITAL

The Group calculates net working capital as inventories, including contract assets, plus trade receivables minus trade payables and contract liabilities.

As of 31 December 2024, the net working capital amounted to €61.3 million (31 December 2023: €144.0 million). The decrease in net working capital of €82.6 million is mainly caused by the development in inventories/contract assets and contract liabilities. As a result of the earlier referred to contract cancellations the Company reclassified the respective contract assets (related to these cancelled contracts) to its inventory (work-in-progress), although the impact is partially offset by the impact of the addition to the inventory allowance reserve of €26.2 million. In addition, the Company's contract liabilities increased from



€18.9 million to €44.4 million as a result of customer prepayments, mostly relating to the Company's energy storage business. Finally, the accounts receivable position decreased from €19.3 million to €5.5 million.

For further information and calculation of net working capital, reference is made to the non-IFRS measures on pages 105-106.

#### CAPITAL EXPENDITURE

Investments in property, plant and equipment amounted to €14.5 million, mainly related to its office in Deurne and production facilities in Venray and Rouen (France).

#### NET (CASH)/DEBT

The Group's net debt position, excluding lease liabilities, per 31 December 2024 was €20.8 million, an increase of €14.2 million compared to a net debt position of €6.6 million per 31 December 2023. The increase in the net debt position is mainly due to the decrease in cash and cash equivalents for an amount of €25.5 million, partly offset by decrease in loans and borrowings.

The following table presents the Group's net (cash)/debt (including and excluding lease liabilities) as per 31 December 2024 and 2023.

(€ thousands)	(Unaudited)	
	31 December 2024	31 December 2023
Debts to credit institutions	5,359	1,348
Debt to a third party	17,845	33,126
<b>Sub-total loans and borrowings</b>	<b>23,204</b>	<b>34,474</b>
Lease liabilities	24,511	16,598
Cash and cash equivalents	(2,399)	(27,918)
<b>Net (cash)/debt including lease liabilities</b>	<b>44,920</b>	<b>23,154</b>
Lease liabilities	(24,511)	(16,598)
<b>Net (cash)/debt excluding lease liabilities</b>	<b>20,805</b>	<b>6,556</b>

For further information and calculation of the net (cash)/debt, reference is made to the non-IFRS measures on pages 105-106.

#### EQUITY

Total equity decreased by €150.8 million to €27.5 million as at 31 December 2024 (2023: €178.3 million), mainly due to the net loss for the year of €200.8 million partly offset by the share capital increase of €54.1 million following the rights issue and (share) repayments of the convertible bonds as issued in December 2023.

#### CAPITAL EMPLOYED

Capital employed decreased by €145.0 million from €194.1 million as at 31 December 2023 to €49 million as at 31 December 2024 mainly due to a decrease of the Company's total assets following the earlier mentioned impairments of fixed assets and addition to the inventory obsolescence reserve.

For further information and calculation of capital employed, reference is made to the non-IFRS measures on pages 105-106.

#### DIVIDEND POLICY AND PROPOSED DISTRIBUTION

Pursuant to article 31 of the articles of association of the Company, the Management Board, with the approval of the Supervisory Board, may decide that profits realized during a financial year are fully or partially appropriated to increase and/or from reserves (article 31.1). The profits remaining shall be put at the disposal of the General Meeting. The Management Board, with the approval of the Supervisory Board, shall make a proposal for that purpose. A proposal to pay a dividend shall be dealt with as a separate agenda item at the General Meeting of Shareholders (article 31.2).

The Company does not intend to declare or pay dividends for the financial year ending 31 December 2024 or in the medium term.

The net loss attributable to equity holders of the Group for 2024 of €200.7 million (2023: net loss of €119.2 million) will be deducted from retained earnings.

# OUR SUSTAINABILITY JOURNEY

**Founded more than a decade ago on the strong belief that electrification is the future, Ebusco is an industry pioneer with sustainable innovation in its DNA. Ebusco aims to contribute to the energy transition in public transportation. We have started on our sustainability journey, integrating a first seven priority SDGs (see our Value Creation Model, page 10), the material topics identified in our materiality assessment and current sustainability priorities.**

In 2024, we took further steps to prepare for the upcoming CSRD reporting requirements. However, amid a challenging year and ongoing difficult circumstances, we were not able to dedicate as much attention to sustainability as we had initially envisioned. We recognize that our current reporting does not yet include a detailed description of sustainability-related goals in relation to key groups of products and

services, customer categories, geographical regions, or stakeholder relationships. Similarly, disclosures regarding the assessment of current significant products and services, significant markets, and customer groups in relation to sustainability-related goals, as well as elements of strategy that relate to or impact sustainability matters, that we have been working on but are not yet in place.

Dependent on how and when the CSRD regulations will apply to Ebusco, we continue to prepare our readiness to report in accordance with the CSRD requirements. In addition, we will work towards setting targets for our main performance indicators.

Next to the CSRD compliance we have the following priorities for 2025:

- We will review the life-cycle assessment (LCA) given the changed production set-up, shifting to an OED model.
- We will use the outcomes of the LCA and the Environmental Product Declaration (EPD) we disclosed in Q1 2024 for current and future tenders.
- We will work with our suppliers to further implement value chain risk analyses, including moving

towards compliance with minimum safeguards to protect human rights as part of the EU Taxonomy (and in line with CSDDD), for which we use external data and tooling, and apply audits based on high-risk areas.

- We will calculate our scope 3 emissions to understand potential opportunities to reduce emissions in our supply chain.
- We will review our policy and align targets and actions accordingly.
- We will continue integrating and extending the UN SDG's into the different layers of our organization.

The next chapters describe how we aim to contribute to the three sustainability pillars, environmental, social and governance and how we have set up the governance of our sustainability efforts and organisation.



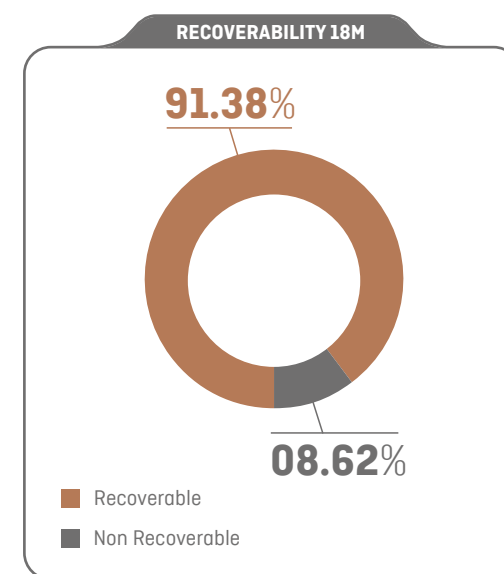
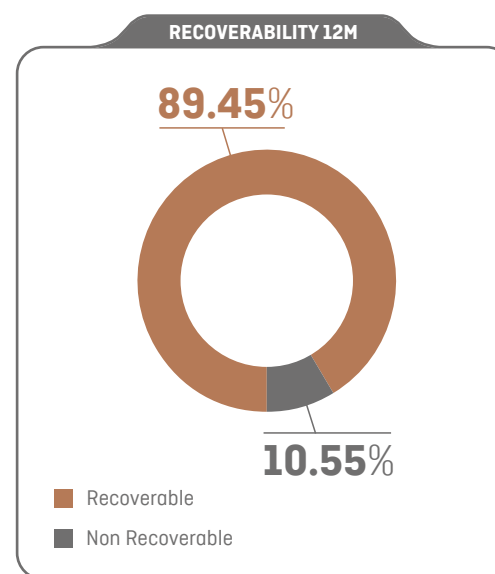
# ENVIRONMENTAL

Our zero-emission buses contribute to reducing emissions in public transport and also reduce negative effects of pollution in cities.

- **Reduced energy consumption:** The lightweight composite body of the Ebusco 3.0 bus, combined with a highly efficient driveline and high isolation value, results in industry-leading low energy consumption per kilometer driven. Combined with its range (up to 700 km), the Ebusco 3.0 offers a compelling proposition.
- **Data-driven operational optimization:** Real-time fleet data allow for operational optimization: We monitor the operational performance of our buses through a digital, real-time fleet management system. The data provide information and insights on the basis of which we can further optimize operational performance, including scheduling predictive maintenance, and implement design

improvements. These operational and design improvements contribute to a further reduction of GHG emissions.

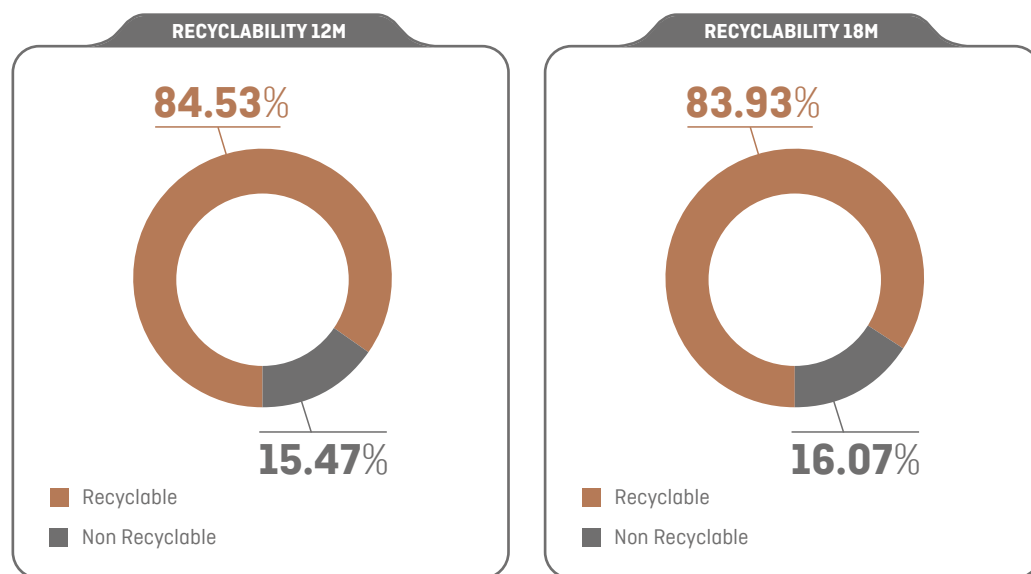
- **Longer lifespan and recoverability:** Effective integration of composite material minimizes the use of steel. Composites age considerably slower than steel. This takes the expected lifespan of our casco to 25 years, which is more than double that of conventional buses. However, during the use phase of the bus, parts such as the interior or batteries will need to be refurbished. The costs and environmental impact are significantly lower compared to assembling a new bus. Damage to the body can be repaired modularly, simply and cheaply by either the operator at their own workshop or by Ebusco. All this has a positive impact on the environmental footprint of the bus. Our recoverability rate (ability to recover in %) for the 3.0 12m and 18m bus is displayed below:



## END OF LIFE, WASTE AND RECYCLING

As the Ebusco 3.0 body is based on composites, there is less corrosive impact. Ebusco buses can have an expected technical life cycle up to 25 years (including battery replacement and refurbishment), resulting in a lower total cost of ownership, resource intensity and its overall footprint. When decommissioned, parts are reused where possible. In the case of composites, we

also work with partners to improve recyclability and alternative uses. With regards to battery circularity, they can sometimes get a second life in our energy storage systems. Part of the Life-Cycle Assessment (LCA) and Environmental Product Declaration (EPD) analyses was to calculate the recyclability rate (ability to recycle the materials in %) of the 3.0 12m and 18m bus, which are displayed below:



## LIFE-CYCLE ASSESSMENT ON THE 3.0

(AS BUS FULLY MANUFACTURED IN DEURNE)

*In what phase of its life cycle does a zero-emission bus cause the biggest environmental impact?*

Many people assume this happens during the production phase or when a bus is decommissioned. In fact, most CO<sub>2</sub> is produced in the “use phase” of the bus, which highlights the need to strive for lower energy consumption while driving, which in turn emphasises the importance of lower weight and increased heating or cooling efficiency. To establish this fact, we completed a life-cycle assessment (LCA) analysis in 2023 for the 3.0 12-meter and 18-meter bus and battery. These have been executed by TNO, a well-known Dutch independent research institute. The LCA is a holistic evaluation of environmental impacts and resource use from the raw materials used to the bus’s end of life. The LCA is based on the ISO 14040/14044 guidelines and is externally verified by an auditor. The LCA used a cradle-to-grave approach that included battery production, usage and waste treatment. The results showed that the ‘use phase’ of the bus had the highest contribution to the carbon footprint and many other environmental impact categories, followed by ‘material production’. For impacts related to toxicity and resource scarcity, ‘material production’ has the highest contribution. The assessment results help to prioritise improvements. Two areas of improvement emerged:

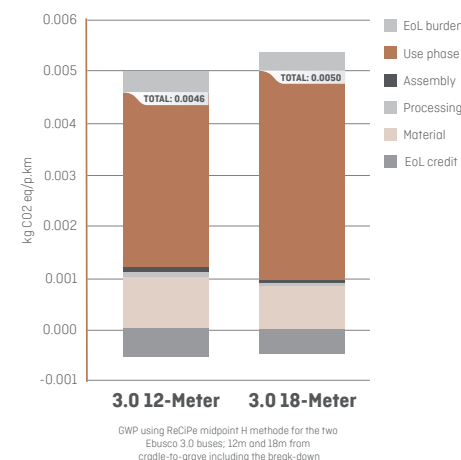
- Electricity use during the use phase of the bus, to further reduce its carbon footprint (for example, by increasing efficiency or

lifetime travel distance and using dedicated renewable energy sources)

- The material composition of the battery, to reduce toxicity and address resource scarcity.

After the completion of the LCA, we have successfully developed and verified an Environmental Product Declaration (EPD). The EPD, disclosed in Q1 2024, helps our clients, and other relevant stakeholders, to assess and compare our product footprint results and put them in perspective relative to our competitors.

The new production set-up might have an impact on the LCA, notably expected in the assembly and processing phase. We will review the LCA to further assess the impact of the changes.





# THE ENVIRONMENTAL IMPACT OF OUR OPERATIONS

The image below shows a simplified overview of key elements of the adjusted production set-up of the Ebusco 3.0 and 2.2. In this future set-up Ebusco works with only three assembly partners. The production process consists of three main steps, namely Casco production, Bus Assembly and Pre-Delivery Inspection (PDI). Under the new production strategy, with assembly to take place at contract manufacturers, Ebusco intends to grow direct shipments of components to these contract manufacturers, thereby reducing the number of components shipped and supplied by the Company.

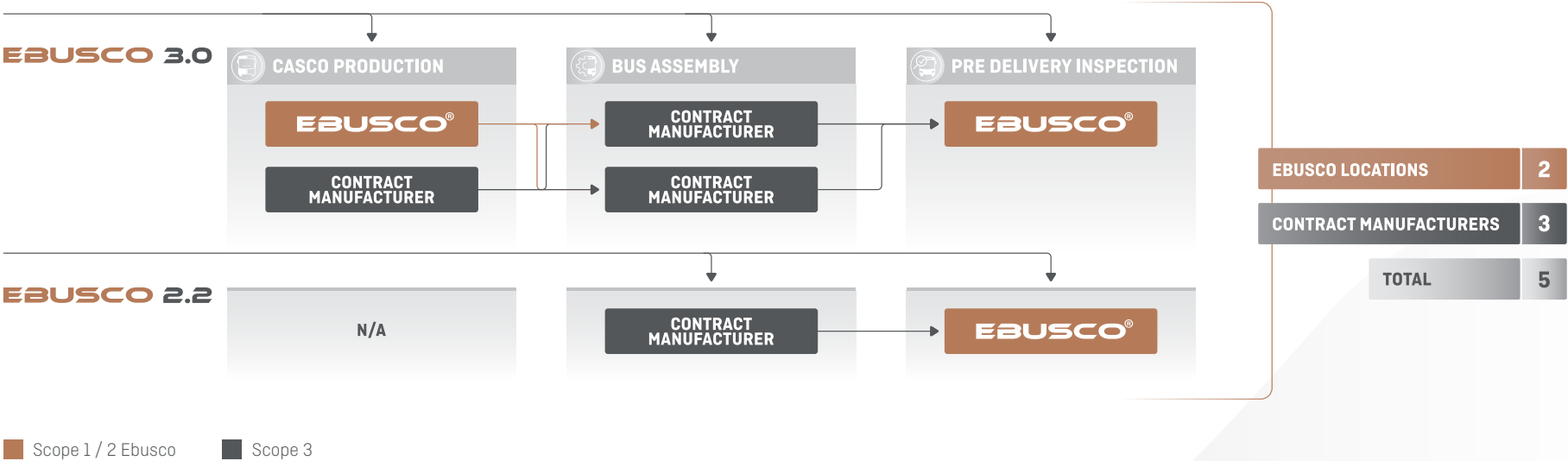
The production setup:

- 1 Casco production in 2024 was handled at the Ebusco site in Deurne (the Netherlands), and Cleon (France) and casco assembly was performed as well as at a contract manufacturer site. As part of the ongoing optimization of Ebusco's production footprint and in order to maintain full flexibility, Ebusco can also produce casco monoparts at its contract manufacturer for casco production, while at the same time maintaining the ability and therewith the option to operate the full casco production inhouse at one of its own facilities. This

phase is only applicable for the Ebusco 3.0 as the Ebusco 2.2's traditional steel body is constructed within the bus assembly process.

- 2 Bus assembly was handled at Ebusco's site in Deurne as well as at contract manufacturers. In 2024 Ebusco worked together with three contract manufacturers for the assembly of the Ebusco 3.0. For the future, Ebusco decided to discontinue bus assembly in Deurne and has the aim to down-size to two contract manufacturers.
- 3 The PDI (Pre-Delivery Inspection) was handled at one location at Ebusco's site in the Netherlands.

The Scope 1 (direct greenhouse (GHG) emissions that occur from sources that are controlled or owned by an organization) and 2 (indirect GHG emissions associated with the purchase of electricity) CO<sub>2</sub> emission impact is shown in the Ebusco copper color, scope 3 (emissions that are the result of activities from assets not owned or controlled by the reporting organization, but that the organization indirectly affects in its value chain) impact is shown in anthracite.



## OUR OWN OPERATIONS

We continuously strive to minimize the impact of Ebusco's activities on the environment through the responsible use of raw and ancillary materials and by reducing waste, water discharge and emissions. We started designing and manufacturing buses in Deurne in 2019, which allowed us to avoid the burden of legacy assets and processes.

- **Energy:** Due to the unique carbon design of the bus our energy consumption is lower compared to competitors. Hence, this results in relative low

emissions for a production facility. We use electricity from the grid at our plants in Cléon, Venray and Deurne. For our location in Deurne 100% is compensated through green certificates. In Venray we also have solar panels on our roof that cater for a fair amount of our electricity usage.

- **Gas:** we use a limited amount of gas in our office facilities, and in certain production processes in Cléon, Venray and Deurne, which in total amounted to 244,409 m<sup>3</sup> for the entire year.

### KEY PERFORMANCE INDICATORS\*

**642.50**

Tons of CO<sub>2</sub>eq scope 1 ghg emissions  
(2023: 376.70)

**585.59**

Tons of gross location-based CO<sub>2</sub>eq scope 2 ghg emissions  
(2023: 922.82)

**85.57**

Tons of gross market-based CO<sub>2</sub>eq scope 2 ghg emissions  
(2023: 111.89)

**41.39**

Total energy consumption per net revenue (in 100k)  
(2023: 4.74)\*

**8.43**

GHG emissions per net revenue (in 100k)  
(2023: 0.71)\*

**4,414.10**

MWH total energy consumption for own operations  
(2023: 4,891.48)

\* Emissions and fuel consumption for the in-house casco and bus assembly still active in 2024 are also included in the figures. Scope 1 emissions have almost doubled in 2024 compared to 2023 due to more company cars and fuel use and scope 2 reduced slightly due to use of green energy (wind). Since the 2024 revenue was a fraction of the 2023 revenue, this also impacts the KPI's related to the revenue.



# SOCIAL

The expertise and capabilities of our employees play a critical role in the development, production, and commercialisation of innovative mobility solutions. We recognise that maintaining a healthy and safe work environment is essential.

## TURNAROUND PLAN AND REORGANIZATIONS

The year 2024 was exceptionally challenging for Ebusco and for our employees. As part of the Turnaround Plan aimed at creating a more streamlined and efficient organization and a better alignment with the new production (OED) model, a reorganization was implemented. This restructuring led to a reduced workforce, with the number of employees decreasing from nearly 900 to just over 500 full-time equivalents (FTEs) over the course of the year. In the

first quarters of 2025 the execution of an additional restructuring took place, reducing the workforce by another 102 FTEs. These steps are obviously difficult for the employees affected, but necessary to improve Ebusco's (financial) performance. Social plans are in place and we strive to balance efficient decision-making with ongoing care and support for our employees.

## CULTURE AND CORE VALUES

Our core values define our culture and guide us in the way we act and work together. Everyone in the company is responsible for living up to these values. The core values are embedded in the code of conduct. We placed significant focus on reinforcing our core values, ensuring that our employees' conduct aligned with these values at all times.

### KEY PERFORMANCE INDICATORS

**84%**

**Employee retention rate\***  
(in 2023: 90%)

**5.21%**

**Absenteeism**  
(in 2023: 4.49%)

**41.11%**

**Employee turnover**  
(in 2023: 21.03%)

**28**

**Interns per year**  
(in 2023: 39)

**119.09**

**Average working hours per month**  
(in 2023: 100,983)

**133**

**Temporary employees hired**  
(in 2023: 509)

**23%**

**Engineer or R&D professionals,  
of total workforce**  
(in 2023: 19.2%)

**1.21%**

**Employees with WAO or WIA status,  
of total workforce**  
(in 2023: 1.15%)

\* Retention rate over the year based on employees who voluntarily resigned.

# HEALTH AND SAFETY

We strive to ensure a safe and healthy work environment for our employees while designing products that meet the highest standard of customer safety.

Our approach to health and safety is set out in the Ebusco Code of Conduct. All employees are jointly responsible for health, safety and the environment at the sites where they perform their work activities. This means being mindful of their conduct and how it might affect other team members. As such, employees receive formal training and are trained to suspend work in unsafe situations and report this to their supervisors. These guidelines are set out in the health and safety manual and the internal reporting process.

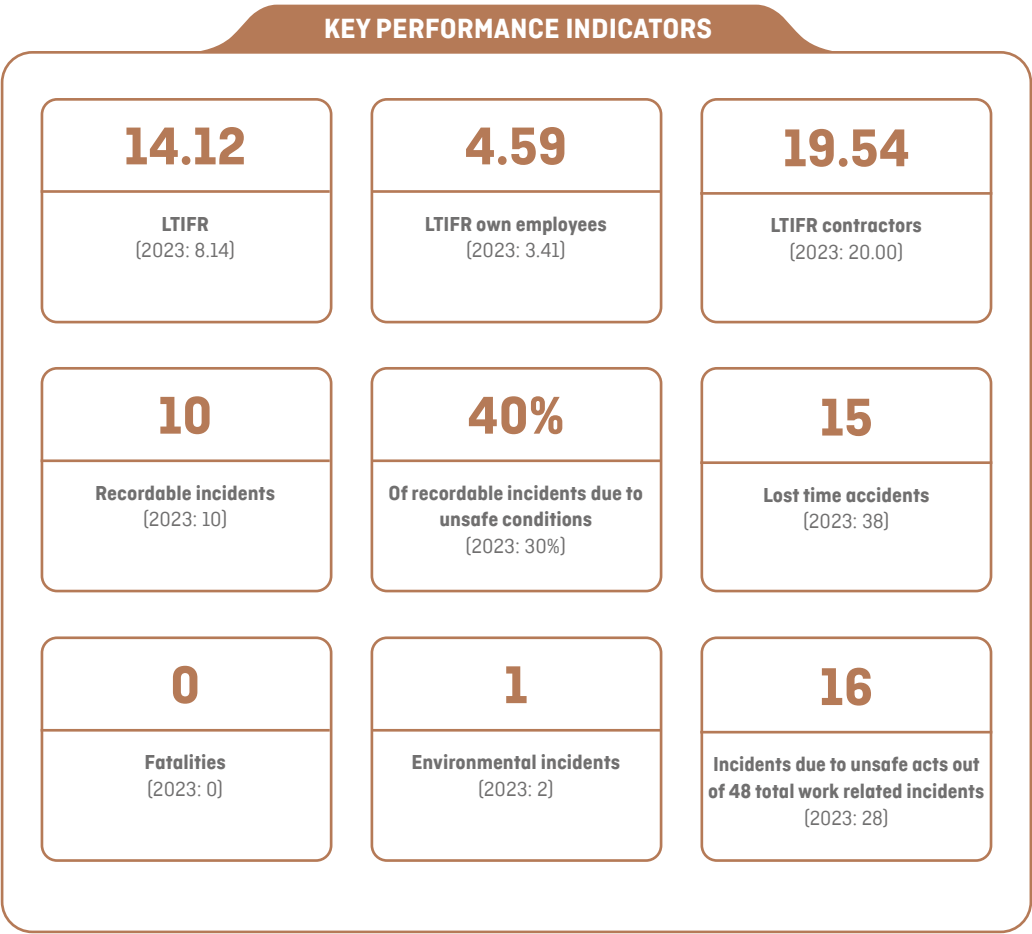
The following internal arrangement” support the health and safety guidelines:

- Employees have access to voluntary consultations aimed at preventing health problems.
- A full risk inventory and evaluation is performed at least every four years or more frequently when extensive production changes are implemented. The most recent verified and approved version is of last year.
- An emergency response team is in place, consisting of trained employees that are able to implement Ebusco’s emergency roadmap.

In the event of an environmental incident, our employees are expected to immediately report to both their supervisor and the Quality, Health & Safety, Sustainability and Environment (QHSSE) Director and to take appropriate measures to prevent a dangerous situation. In such situations, employees

must always follow the instructions of the inhouse or external emergency response officer. Employees complete compulsory safety training before starting their jobs and have access to a health and safety manual as further guidance.

In Q1 2025, we have successfully completed the stage 1 audit on ISO45001, with the certification audits planned end of Q2 resulting in certification in Q3. This in addition to maintain our certification, with audit procedures, on ISO 9001 and ISO 14001.







## DIVERSITY AND INCLUSION

At Ebusco we are committed to offer equal opportunities for everyone in all aspects of employment. When discussing promotions or lateral moves, we focus solely on skills and motivation, regardless gender, nationality or other factors not related to the job at hand. Moreover, we have zero tolerance for discrimination based on age, race, skin colour, religion, gender, national origin, sexual orientation, disability, or any other protected class. We have a Diversity Policy in place aimed at fostering diversity in the entire workforce. Employees are expected to contribute to a respectful and inclusive

working environment, free from inappropriate behaviour or attitudes such as sexual harassment, aggression and violence, discrimination, stalking, bullying, abuse of power, insults and slander.

At the end of 2024 19% of our workforce is female and 81% is male (2023: 19% female and 81% male). The table below reflects the division between female and male of our own employees (excluding temporary employees and reported as headcount), spread over age groups.

Age	Female	Male	%Female	%Male	Total
<19	1	4	20%	80%	5
20 - 29	20	79	20%	80%	99
30 - 39	46	142	24%	76%	188
40 - 49	18	79	19%	81%	97
50 - 59	9	75	11%	89%	84
60 - 69	2	35	5%	95%	37
70 - 80	1	4	20%	80%	5
<b>Total</b>	<b>97</b>	<b>418</b>	<b>19%</b>	<b>81%</b>	<b>515</b>



# GOVERNANCE

As we develop a sustainable sourcing strategy focused on local markets, we plan to further integrate social and environmental criteria in the supplier engagement process. This will include addressing material aspects such as human rights, ethics, cyber security and compliance.

## BUSINESS ETHICS

We developed a governance and risk management structure to ensure that employees, contractors and suppliers comply with all laws and regulations in terms of corruption, bribery, human rights, tax and anti-competition.

Ebusco's Code of Conduct outlines our commitment to achieving competitive advantage through superior performance and never through unethical or unlawful business practices. Ebusco's policy is to fully comply with all applicable legislation and regulations.

No Ebusco employee or service provider is allowed to offer, promise, give, provide or demand bribes or other inappropriate benefits, directly or indirectly, to win or retain business. This includes giving civil servants or supplier employees an inappropriate monetary or other advantage.

All employees as well as the Supervisory Board members, are required to confirm in writing that they have read and taken due note of the Code of Conduct, understand it and will comply with it. Non-compliance may lead to disciplinary measures being imposed by the Management Board.

Our suppliers' general terms and conditions include an ethical code of conduct section. Suppliers are required to uphold the highest ethical business

standards when conducting business. Furthermore, we published our Supplier Code of Conduct at the end of 2023.

## HUMAN RIGHTS

We are committed to respecting human rights and labor standards, aligning our practices with the leading international standards; the UN Guiding Principles on Business and Human Rights and the OECD Due Diligence Guidelines for multinational enterprises on Responsible Business Conduct. This commitment is reflected in our Human Rights Policy that is published on our investor website.

In addition, our Human Rights policy and the Ebusco Code of Conduct explicitly prohibit direct or indirect employment of children, in accordance with the International Labor Organization (ILO) Conventions 138 (the Minimum Age Convention) and 182 (the Worst Forms of Child Labor Convention). We do not employ children and strictly prohibit any forced labor.

We realise that our responsibility towards upholding human rights is not limited to our own operations. In every stage of our value chain, human rights can be at risk, and we acknowledge our responsibility to use the relationships that we have with our suppliers, customers and other business partners to promote that human rights are respected. In addition to that, we are constantly working to prevent or mitigate potential adverse human rights impacts that are connected to our business operations, products or services.

Aligned with our commitment to upholding human rights, we started with the implementation of a human rights due diligence process. Together with

external experts, we conducted a corporate human rights risk assessment, in which we identified the most severe human rights risks in each step of our value chain. This analysis systematically identified both actual and potential impacts across the entire value chain, ranging from those associated with the extraction of raw materials to those inherent in the design of our buses and extending to considerations at the end of the product life cycle.

This assessment helps us pinpoint the areas of risk that require heightened attention. To illustrate this, we are aware of the specific human rights risk associated with battery production and the mining of metals and minerals and hence we conducted an external audit on our battery production supplier in China, in collaboration with the German auditing firm TÜV SÜD. The results have been shared with our supplier and resulted in a corrective action plan from their side, through which we together, by heavily engaging on a regular basis, will further mitigate the risks.

As a next step, we will engage with our external stakeholders to validate our findings and determine our most salient human rights issues, with the overarching goal to prioritize topics and formulate a targeted action plan addressing the identified human rights risks. In 2025 Ebusco will start adding compliance checks in the auditing for key suppliers.

We acknowledge this to be an ongoing process and will continuously work on improvements and refinement of our due diligence process.

At Ebusco we have the following governance related policies in place. These policies are also available at our investor website.



### WHISTLEBLOWER POLICY

If an employee discovers an event or behaviour that is in conflict with our Code of Conduct or any legal requirements, they have several options to report this. We encourage them to raise concerns. Internally, this can be done via their line manager, colleagues they trust or the company secretary. Employees can also use a special reporting website, [www.ebusco.com/speak-up/](http://www.ebusco.com/speak-up/), where they can log a report anonymously. The website also provides details for internal and external confidential advisers. The whistleblowing facility and speak up policy were launched this year and communicated via a video from the CEO. No whistleblowing reports were received this year. Should Ebusco receive a report, the company secretary will establish a team to investigate, depending on the nature of the report. External assistance can be sourced if needed. The Supervisory Board has to be informed of any whistleblowing reports.

### INSIDER TRADING POLICY

The insider trading policy guides employees in terms of the ownership of, and transactions in, Ebusco shares. It also requires Ebusco to keep a list of persons who, on a regular or incidental basis, may have insider information. The policy promotes compliance with the relevant obligations and restrictions under the applicable securities law and limits reputational risk that can harm Ebusco's business integrity.

### TAX POLICY

The Ebusco tax policy serves as a guideline for the conduct, responsibilities and transparent interaction with external parties such as tax and customs authorities and external tax consultants. We consider tax as a contribution to the community in which we operate and are aware that the success of

our business is dependent on public infrastructure, access to skilled labor and public administration. At Ebusco, tax follows the business instead of the other way around.

### CODE OF CONDUCT

The Ebusco Code of Conduct guides employees, managers and directors in Ebusco, all wholly owned Ebusco businesses and all joint ventures under Ebusco's control, on working in accordance with its core values and general business principles. It is a guideline to ensure integrity in Ebusco's dealings and decisions. It gives direction on how to interact, serve customers and relate to significant stakeholders. The rules of conduct cover legislation, fair competition, accounting and financial control, discrimination and bullying, health and safety, quality assurance, environment, use of company assets and politics. It also sets out enforcement steps.

### SUPPLIER CODE OF CONDUCT

Our Supplier Code of Conduct, published in 2023, defines how we request all our suppliers, by having them sign up to it before being onboarded, on ESG criteria, with reference to our Code of Conduct and Human Rights policy.

### DIVERSITY AND INCLUSION POLICY

The Diversity and Inclusion Policy demonstrates how we promote diversity amongst our employees, and how we set targets for the composition of our Management and Supervisory Board.

### HUMAN RIGHTS POLICY

Our first Human Rights policy has been published in 2023, explaining how we screen our value and supply chain based on international standards and regulations with regards to topics such as child-labor, social working conditions and labor rights.

## REGULATORY COMPLIANCE

We are committed to full compliance with applicable regulations, both geographically and sector-wide.

According to the EU Commission's directorate on mobility and transport, the main objectives of European public transport policy are to provide safe, efficient and high-quality passenger transport services through regulated competition. It considers social, environmental and regional development factors to guarantee transparency and performance. Ebusco's zero emission buses are fully aligned with the EU objectives.

We require all representatives of Ebusco to respect and comply with the national and international laws, regulations, and instructions of cities, states and countries where Ebusco is active.

### CYBER SECURITY

Ebusco developed an information technology (IT) infrastructure that is robust, reliable and ensures safe data storage. The manufacturing, sales, procurement and planning for our products and services rely on data. We collect data in many ways, including through Ebusco Live and internal systems. Customer telematics and charging data are some of the key inputs into our operations and help us optimize after-sales service, inventory and more.

### ALERT AND AWARE

According to the Ebusco Code of Conduct, all employees must handle information obtained by virtue of their function with care and maintain strict confidentiality. We prohibit the processing of any information, whether confidential or not, in a digital environment that is not managed by Ebusco. We also emphasize that portable devices such as laptops, tablets, smartphones and flash drives pose a security risk. Any information breaches have to be

promptly reported to the first line of IT support and management. Ebusco acts in accordance with the letter and spirit of the laws and regulations in terms of personal data protection. Cyber security in terms of our products, specifically buses, is managed through a product life cycle management (PLM) system. The system connects our buses, chargers and energy containers. Buses, in turn, operate using different software options depending on the customer's requirements.

### CYBER CERTIFICATION FOR EBUSCO BUSES

We have started preparing for UN Regulation No R155 and R156, which requires all bus manufacturers to have implemented a functioning Cyber Security Management System by July 2024. Based on this implementation, Ebusco obtains audited certification that will be a requirement to continue selling buses in the European Economic Community. As the certification will require that we provide proof that our third-party suppliers are also compliant, we will engage with our suppliers to ensure compliance throughout the supply chain. The regulation intends to ensure that our buses and their functions are protected from cyber threats to electrical or electronic components. In addition, Ebusco is ISO 21434:2021 Road vehicles — Cybersecurity engineering certified.

### COMPLIANCE IN OUR VALUE CHAIN

We select suppliers on the basis of an internal quality control process that includes engineering validation, quality, cost, delivery and lead-time criteria. We maintain close relationships with our key suppliers, including those for LFP (Lithium iron phosphate) batteries, drivetrain components, charging systems, heating systems, bus body components, axles, brakes, air systems, compressors and systems for online monitoring of buses.

According to Ebusco's general terms and conditions, suppliers must operate in full compliance with applicable legislation and generally accepted international norms and regulations. This includes goods supplied in accordance with procedures that comply with the requirements of e.g. ISO 9001, ISO 14001 or ISO 45001. All products have to be supplied in accordance with all rules and regulations regarding safety, environmental and working conditions, such as REACH, RoHS and Conflict Minerals regulations. We are currently working with a tooling solution to screen/execute ESG due diligence on our suppliers. All in accordance with ESG supply chain regulations such as the Norwegian Transparency Act, the German Supply Chain Act, and the European equivalent: Corporate Sustainability Due Diligence Directive (CSDDD).

A formal supplier audit plan, including site visits, has been developed in 2023. The priority-setting for these supplier audits is on a risk-based approach. In 2023, a first human rights audit was conducted by an external auditor on our battery supplier in China.

### SUSTAINABILITY GOVERNANCE

The Management Board is responsible for the sustainability strategy and implementation. Previously, sustainability was managed as a separate function with a dedicated Sustainability Manager. From the end of the year, it was integrated under the responsibility of the Director QHSSE, ensuring environmental compliance, resource efficiency, and corporate responsibility align with overall safety and regulatory goals.

# THE EU TAXONOMY REGULATION

The EU Taxonomy is set up to provide all stakeholders with appropriate definitions for which economic activities can be considered environmentally sustainable. In this way, it should create security for investors, protect private investors from greenwashing, help companies to become more climate-friendly, mitigate market fragmentation and help shift investments where they are most needed.

The EU Taxonomy Regulation has established six environmental objectives, and the EU has adopted delegated acts.

1. Climate change mitigation
2. Climate change adaptation
3. The sustainable use and protection of water and marine resources
4. The transition to a circular economy
5. Pollution prevention and control
6. The protection and restoration of biodiversity and ecosystems

Under the requirements of the EU Taxonomy, companies currently in scope of Directive 2014/95/EU on the disclosure of non-financial information, need to disclose the proportion of Taxonomy-aligned and

non-Taxonomy aligned economic activities in their total turnover (hereafter referred to as revenue), capital expenditures (Capex) and operating expenses (Opex) including certain qualitative information. Ebusco does not meet (yet) the criteria of Directive 2014/95/EU on the disclosure of non-financial information during this reporting year 2024.

For an economic activity to be classed as ‘environmentally friendly’ under the EU Taxonomy, it must first be determined whether it is ‘Taxonomy-eligible’ and then whether it is ‘Taxonomy-aligned’. Only activities that are described in the delegated act are ‘Taxonomy-eligible’. The second step is to conduct an analysis to establish if an activity is aligned. This alignment determines whether the eligible activities are sustainable (or not).

To evaluate Ebusco’s eligible activities, the complete list of activities listed in the EU taxonomy Delegated Act related to climate change mitigation and climate change adaptation have been assessed and compared to Ebusco’s core activities. Hence, the below activities, and related numbering (i.e. ‘3.3’), relate to the Taxonomy classification model itself.

ACTIVITY	DESCRIPTION	EBUSCO	KPI
3.3 Manufacture of low-carbon technologies for transport	Manufacture, repair, maintenance, retrofitting, repurposing and upgrading of low carbon transport vehicles, rolling stock and vessels.	Ebusco develops and produces fully electric city and regional buses (PRODCOM code 29.10.30) and contracts for ancillary services and goods, which support the customer’s use of zero-emission buses (aftersales).	Revenue Opex Capex
3.6 Manufacture of other low carbon technologies	Manufacture of technologies aimed at substantial GHG emission reductions in other sectors of the economy, where those technologies are not covered in Sections 3.1 to 3.5 of this Annex.	Ebusco offers the installation of charging stations for clients which are manufactured to allow the operation of their zero-emission buses. Furthermore, Ebusco’s Energy Storage Systems (ESS) for both land and marine use and charging products.	Revenue Opex Capex
6.5 Transport by motorbikes, passenger cars and light commercial vehicles	Purchase, financing, renting, leasing and operation of vehicles designated as category M1, N1, both falling under the scope of Regulation (EC) No 715/2007 of the European Parliament and of the Council <sup>234</sup> , or L (2- and 3-wheel vehicles and quadricycles).	Ebusco’s company cars, owned or leased under IFRS 16 correspond with this category 6.5.	Opex Capex
7.7 Acquisition and ownership of buildings	Buying real estate and exercising ownership of that real estate.	Ebusco’s buildings, owned or leased under IFRS 16 correspond with this category 7.7	Opex Capex





The EU Taxonomy reporting is based on the financial figures of 2024. The Taxonomy-eligible KPIs have been calculated as:

- Taxonomy-eligible revenue KPI = eligible revenue / total revenue
- Taxonomy-eligible Capex KPI = eligible Capex / total Capex
- Taxonomy-eligible Opex KPI = eligible Opex / total Opex

The denominator for the eligibility KPIs has been defined as:

- Total revenue as stated in Note 5 Revenue, cost of materials and segment reporting of the Annual Report.

- Total Capex (additions) as stated in Note 11 Property, plant and equipment and Note 12 Intangible assets and note 21 Leases of the Annual Report.
- Total Opex related to R&D, building renovation measures, short term lease, repair and maintenance and other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment.

Ebusco allocated the revenue, capital expenditures and operational expenditures to the Taxonomy-eligible activities (the nominator of the Taxonomy-eligibility KPIs). This allocation is based on the general ledger description of the financial system, which also forms the basis for Ebusco's external financial reporting. The below table reflects the percentage of our revenue, capital expenditure and operational expenditures related to these eligible activities:

(€ thousands)	Revenue	Capex	Opex
Scope of activity	10,665	4,722	3,894
of which:			
Eligible	100.0%	96.3%	100.0%
Non Eligible	0.0%	3.7%	0.0%
Aligned	0.0%	0.0%	0.0%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

In 2024, we have focused on our EU Taxonomy-eligibility assessment again, and we have started to formalize our EU Taxonomy-alignment processes such as the minimum safeguards. At this stage it is unclear how to define the best-performing alternative on the market, for Ebusco's energy storage system and electrical vehicle chargers. More clarification of the technical screening criteria of activity 3.6: 'Manufacture

of other low-carbon technologies' and examples is preferably needed to assess the substantial contribution for these specific products. We have not yet formalized all our EU Taxonomy-alignment processes such as the minimum safeguards and the Do No Significant Harm principles. Therefore, we concluded that we are not yet EU Taxonomy-aligned per 2024 but will further prepare ourselves for this in 2025.





# RISK MANAGEMENT AND INTERNAL CONTROL

## RISK MANAGEMENT GOVERNANCE

**In conducting our business, we face risks that may interfere with our business objectives. It is important to understand the nature, likelihood and potential impact of these risks. The company sees adequate risk management as an integral element of good business practice. The Management Board is responsible for the organisation, implementation and functioning of the internal risk management and control systems that are geared to Ebusco's business activities. The Management Board is aware that risk management and control systems cannot provide an absolute guarantee with respect to achieving the business objectives and preventing significant errors, losses, fraud or the violation of laws or regulations.**

The scope of the Supervisory Board's supervision includes the design and operation of the internal risk management and control systems as well as the monitoring of the effectiveness of the internal control system. The Audit Committee supports the Supervisory Board in the performance of this supervision.

## RISK PROFILE

Ebusco's approach to risk management is aimed at finding the right balance between maximizing the business opportunities while at the same time managing the risks involved. The most important

risks have been identified and clustered into four categories: strategic risks, operational risks, financial and reporting risks and compliance risks.

The company is prepared to accept risks associated with doing business in the continuously changing market environment in a responsible and well-considered way, as well as in line with the interests of its internal and external stakeholders.

It is the duty of the Management Board to weigh the business opportunities against the expectations and interests of employees, shareholders, financial

institutions, supervisors and other strategic stakeholders. Decisions regarding changes or fine-tuning of our business models are taken by the Management Board in accordance with the risk appetite of the company. Considering strategic risks, a balance is explicitly sought between acceptable risk on the one hand and the entrepreneurship conducted in the context of long-term value creation on the other hand. Operational risks must be controlled as good as possible, and the company will review the effectiveness and efficiency of its operational processes for this purpose. Next to this, financial and reporting risks need to be controlled as well to avoid errors in our financial reporting. Compliance with laws, regulations and our Code of Conduct is fundamental to Ebusco's reputation which implies a zero approach; we do not accept any risk of violation.

## RISK MANAGEMENT SYSTEM

Ebusco's risk management policies have been developed to identify and analyze the risks faced by the company, to set appropriate risk limits and controls, to monitor risks and adherence to limits and to assess the effectiveness of the internal controls. Ebusco furthermore regularly reassesses risk management protocols and frameworks to align with evolving

market dynamics and operational endeavors. The internal control processes aim to identify and address risks in a timely and consistent way. Our risk management objective is that the risks we face are properly evaluated and mitigated, and that management is provided with the information necessary to make informed decisions in a timely manner. Ebusco's risk management system consists of quality controls, management information systems, policies and an internal control framework.

## QUALITY CONTROLS

The company has adopted an integrated, end-to-end approach to quality control, meaning that the company performs multiple quality inspections during both the production and the pre-delivery inspection (PDI) phase, and the company continuously provides feedback of the outcome of quality checks to its development and engineering teams to increase quality in the design and production process. The company has strategies and a dedicated team using the FRACAS system (Failure Reporting, Analysis, and Corrective Action System) to identify and correct any defects at each stage of the design, supplier development, production, and field performance of Ebusco's zero emission buses.



### MANAGEMENT INFORMATION SYSTEMS

The heart of our internal risk management and control system on our periodic performance is formed by our reporting cycle and management information systems. Our mid-term plan and objectives form the basis on which our yearly budget is made.

### POLICIES

Ebusco has a Code of Conduct that has been determined by the Management Board and approved by the Supervisory Board. The Code of Conduct applies to all Ebusco employees, including temporary employees, and is published on the corporate website. In addition, Ebusco has a Whistleblower policy that has been published on the corporate website and ensures that possible violations of existing policies and procedures can be reported without any negative consequences for the person reporting the violation.

### INTERNAL CONTROL FRAMEWORK

The company acknowledges the need for an effective internal control framework (ICF). Ebusco established a blueprint for its ICF during previous years which was set for further enhancement and implementation. However, due to the continued operational and financial challenges, the further design and implementation of the ICF has not obtained the required level of attention and the company therefore believes the ICF operating effectiveness is still below par. Considering the transition of Ebusco's business model, the Company will assess the implications on the designed blueprint and further roll-out of its ICF.

### INTERNAL AUDIT

Given the operational and financial challenges, the internal auditor has not been assigned with an engagement during 2024. The company however engaged an external consultancy party to assess critical processes within the organization which were considered most important due to the referred to operational and financial challenges. The company aims to reinstall the role of internal audit in 2025.

### RISK APPETITE

Our risk appetite depends on the nature of the risk, the likelihood and the potential impact on our business. Ebusco's risk appetite, the level of risk Ebusco is willing to accept to achieve its objectives, may vary based on specific risks and is divided into five levels: very low, low, medium, high and very high. Our approach is geared toward mitigating the risks to the levels defined in our risk appetite. Ebusco's risk appetite is visualized in the table below. The risk categories are not classified in order of importance.

### RISK OVERVIEW – OUR KEY RISKS

The table on the next page is a summary of key risks that, alone or in combination with other events or circumstances, could have a material adverse effect on the Group's business, financial condition, results of operations or prospects. Although management believes that the risks and uncertainties described below are the most material risks, Ebusco may face other (unsurfaced) risks as well. All of these risk factors and events are contingencies which may or may not occur. The Group may face a number of these risks simultaneously and some risks may

be interdependent. In making the selection, the Group has considered circumstances such as the probability of the risk materializing on the basis of the current state of affairs, the potential impact which the materialization of the risk could have on the Group's business, financial condition, results of operations or prospects, and the attention that management would, on the basis of current expectations, have to devote to these risks if they were to materialize.

The key risk faced by the Group is its liquidity risk—the risk that the company is unable to meet its short-term financial obligations as they fall due. For a comprehensive assessment of the Group's liquidity risk, reference is made to its Going Concern disclosure in note 2.3 in its consolidated financial statements.

On 17 October 2024 a pre-judgment attachment was placed on some of Ebusco's bank accounts by one of its customers. The Group and the customer reached an agreement on the matter on 24 October 2024 after which the customer lifted the pre-judgement attachment.

Furthermore, the Group incurred late delivery penalties and order cancellations during 2024 as a result of the Group's failure to deliver the contracted buses within the required timeframe, giving the customers the right to terminate the contracts. These cancellations and penalties had a significant negative impact on the Group's financial result and liquidity position.

RISK APPETITE	VERY LOW	LOW	MEDIUM	HIGH	VERY HIGH
Behaviour towards risk	Averse	Prudent	Balanced	Considerable	Seeking
Strategic					
Operational					
Financial & reporting					
Compliance					

RISK AREA	RISK	RISK DESCRIPTION	RISK TREND	RISK APPETITE
STRATEGIC	Geopolitical environment	Geopolitical and macroeconomical changes and disruptions could materially adversely affect the Group's business, financial conditions, results of operations or prospects.	▲	●
	Industrial operations including supply chain	Supply chain disruptions or shortages and other events that may affect the Group's supply chain may materially adversely affect the Group's business and profitability.	▲	●
	Competitive environment	The Group faces strong competition in the transit bus market from both new and established competitors alike. If it were not able to compete successfully against them, the Group's revenue growth and market share could be materially adversely affected.	▲	●
	Intellectual property	Failure to adequately protect Ebusco's intellectual property rights could affect the Group's business, financial condition, result of operations or prospects.	=	●
	Technological developments	Failure to anticipate or adapt to technological disruptions could adversely affect our competitiveness and financial performance.	▲	●
OPERATIONAL	Late delivery and non-availability penalties and order cancellations	Late deliveries of the Group's goods may result in penalties imposed by clients or partners, negatively affecting Ebusco's financial performance and reputation.	▲	●
	Legal proceedings	Legal proceedings and claims expose the Group to potential financial and reputational risks.	▲	●
	Quality control	The Group faces inherent risks associated with potential product defect claims, which may involve allegations of inadequate safety measures, design flaws, or manufacturing errors. The financial implications of such claims could significantly impact the Group's financial performance and market standing.	▲	○
	Cost inflation and price increases	The Group's financial performance could be negatively impacted if it is unable to compensate for higher costs through increased prices on products and services sold.	▲	●
	Safety & Incidents	The main safety risks in our operations involve high-voltage electricity, epoxy resin chemicals, work at heights, and hot surfaces. International expansion may heighten our vulnerability in these areas.	=	○
	IT & Security	The Group's systems are susceptible to breaches or damage from viruses, cyberattacks, natural disasters, or unauthorised access. Constantly evolving threats pose risks, potentially impacting product safety as digital integration expands. Breaches could lead to malfunctions, safety issues, and legal liabilities. Sensitive data associated with Ebusco's buses is also at risk, threatening confidentiality and operational integrity. Incidents could disrupt operations, leak data, and damage our reputation, causing financial losses.	▲	●
	Staff	The Group's success depends on its ability to retain, attract and hire individuals for its Management Board and other highly skilled personnel.	▲	●
FINANCIAL AND REPORTING	Liquidity risk	Liquidity risk poses a significant concern for the company, especially in the face of the financial challenges that may impede the Group's ability to meet short-term obligations.	▲	●
	Currencies	Foreign exchange risk arises due to Ebusco's exposure to foreign currencies.	▲	●
	Credit risk	The Group risks a financial loss resulting from a counterparty failing to meet its contractual payment obligations.	=	●
	Reporting	Risk that Ebusco's reporting contains material errors.	=	○
COMPLIANCE	Legal & regulatory	Damage (including reputation) due to violation of legislation and regulations including export and sanctions regulations, unfair competition, fraud, corruption and bribery.	=	○
	ESG	The importance of environmental, social and governance (ESG) to our overall strategic and operational objectives is rapidly increasing. We may however be unable to achieve our ESG objectives, targets and market expectations.	▲	○
	Tax	Damage (including reputation) due to violation of tax legislations and regulations.	=	○

## Legend

▲ increased

= equal

○ avoiding

● low

● medium

# 1. STRATEGIC RISKS

## TURNAROUND PLAN

### RISK

To address the Group's operational challenges and improve its overall performance and delivery reliability, a comprehensive turnaround plan has been developed by the Management Board as announced on 24 October 2024. Under the Turnaround Plan, the Group will adopt an Original Equipment Design (OED) manufacturing model, being a model in which buses are designed and engineered by the Group, but assembled by contract manufacturers, instead of in-house by the Group. With the Turnaround Plan, the Group aims to address the core issues and challenges that it has faced over the last few years resulting from (i) the unsuccessful in-house production and assembly strategy for the Ebusco 3.0 bus and (ii) the subsequent hybrid (contract manufacturing and in-house production) model approach that has not led to the anticipated outcome. The primary objective of the Turnaround Plan is to improve the overall performance of the Group and to restore and retain the confidence of stakeholders in the Group as a reliable and valued business partner. While the Group is committed to implementing the Turnaround Plan, there is no assurance that the Turnaround Plan will be successfully implemented, or at all, or that it will be implemented as currently anticipated. If the implementation is not successful, this could affect the Group's business, financial condition, result of operations or prospects.

### RISK MITIGATION

The Group has designed a governance structure, led by the CEO, COO (and Transformation Director) and CFO, to implement the elements of the Turnaround Plan in a structured and diligent fashion. To safeguard company wide support for the Turnaround

Plan, each workstream is owned and sponsored by a member of the Management, and reports to the CEO on a weekly basis. Each workstream has milestones, goals and targets and these will be tracked and traced on a regular basis, and these are subject to review by the Management Board. The COO is tasked with the day-to-day oversight of the Turnaround Plan. In order to successfully implement the Turnaround Plan, the Group is working to implement the following actions: (i) the Group must establish an experienced management team, clarify and improve working arrangements with contract manufacturers and address the start-up inefficiencies for Ebusco 3.0; (ii) the Group must only accept orders with realistic customization needs and perform capacity planning based on available production slots only, in order to improve its delivery reliability and timely output to customers; (iii) the Group must reduce inventory levels in planned future projects, create production flow and improve the Group's cash position by attracting additional bank guarantee facilities, and reduce the number of production facilities; and (iv) the Group must set up a dedicated team with full focus on the Energy Solutions operations, to improve the delivery reliability of its MECs.

## GEOPOLITICAL ENVIRONMENT

### RISK

Ebusco's result of operations can be impacted by (geo)political instability, civil unrest and armed conflicts. The changing geopolitical situation, potential trade sanctions and/or decoupling economies may also give rise to further tariffs and other trade restrictions and barriers being imposed, which can negatively impact Ebusco's production system and ability to conduct its operations. For instance, delays due to disruptions in the maritime transport as a

result of Houthi-rebels blocking the Red Sea which require vessels to take an alternative route/detour which results in longer lead-times. Further, on 2 April 2025, extensive import tariffs were imposed by the USA on a broad range of countries, with counter-tariffs by some of these countries reasonably likely or already announced, as is the case for China. The factors described above, or other factors which may impact conditions relevant to Ebusco's business environment, are difficult to predict and may have a material adverse impact on the Group's business, financial condition and operating results.

### RISK MITIGATION

Ebusco, via its Management Board, monitors economic, political and general societal changes and, where necessary, develops response strategies to such events. The Management Board monitors these changes as they specifically relate to the implementation of the Turnaround Plan and equally, where necessary, develops response strategies to such events.

## INDUSTRIAL OPERATIONS INCLUDING SUPPLY CHAIN

### RISK

Ebusco's ability to deliver in accordance with market demand and product quality expectations depends significantly on a timely and adequate supply of materials, components and other vital services. Disturbances in the supply chain and industrial system can arise from a variety of factors, including continued or additional shortages of material, single sourcing, supplier insolvency, shortages of (skilled) labor, strikes, pandemics, geopolitical tensions and conflicts or climate hazards such as extreme weather, which each or in combination could result in stoppages and other interferences in production

and deliveries, which may impair our ability to meet our customers' orders, and thus negatively affect Ebusco's business and results from operations.

### RISK MITIGATION

Under the new production strategy as outlined in the Turnaround Plan, the involvement of contract manufacturers in the procurement of components and overall planning of the supply chain increases; the Group intends to grow direct shipments of components to these contract manufacturers, thereby reducing the number of components supplied by Ebusco. This would simplify the Group's supply chain. In addition, the Group, its contract manufacturer and (the Group's) preferred supplier will engage in a three-party agreement for the key components to ensure both the required quality and the pricing of these components.

## COMPETITIVE ENVIRONMENT

### RISK

Ebusco operates in a highly competitive market, and thus faces intense competition from global and local industry peers. Many of the Group's current and potential competitors are traditional automobile and bus suppliers with strong brand recognition, loyal customer bases, longer operating histories with established track records of service and greater financial and marketing means. In addition, Ebusco's competitors that also produce diesel-hybrid and compressed natural gas vehicles may have an advantage with existing and prospective customers that are interested in exploring diesel alternatives without committing to zero emission vehicles or that wish to pursue a gradual zero emission or electrification strategy with the same supplier. Ebusco also encounters competition from new market entrants,



seeking to offer lower total cost ownership, new and/or alternative technologies and/or new business models. In this market environment, there can be no assurance that new or current competitors will not be more successful than Ebusco in offering new products and services to the market, in implementing new technologies or collaboration models or in offering more attractively priced products or services. This could affect the Group's business, results of operations, market share and financial position.

#### RISK MITIGATION

Throughout the last 12 years, Ebusco has worked to improve electric driving and make it economically attractive. The introduction of the Ebusco 3.0, with a lightweight carbon fiber composite body based on aerospace technology, has been a gamechanger in this respect. Combined with its (cobalt free) battery technology, the Ebusco 3.0 is more cost efficient than other electric bus competitors, as well as diesel bus competitors. Ebusco is strongly committed to staying ahead of the curve.

#### INTELLECTUAL PROPERTY

##### RISK

Ebusco primarily relies on a combination of trade secrets, contractual rights (such as non-disclosure agreements and the assignment of certain employees/ consultants' intellectual property rights) and intellectual property licenses to establish and protect its technology. The Group might be required to spend significant resources to monitor, maintain and protect its intellectual property rights. Failure to adequately protect Ebusco's intellectual property rights could result in its competitors offering similar products, potentially resulting in the loss of some of Ebusco's competitive advantage, which could materially adversely affect its business, financial condition, result of operations or prospects.

#### RISK MITIGATION

The Group has a combination of patents, trademarks, and other forms of intellectual property rights. The Group's IP is monitored.

#### TECHNOLOGICAL DEVELOPMENTS

##### RISK

The electric vehicle industry is heavily dependent on advancements in battery technology. Rapid developments in battery chemistry, energy density, and charging infrastructure could lead to the emergence of new competitors or superior products, potentially eroding the Group's market share. Failure to anticipate or adapt to these technological disruptions could adversely affect the Group's competitiveness and financial performance.

#### RISK MITIGATION

Ebusco maintains relationships with multiple tier-one battery suppliers to both reduce dependency on a single source and mitigate the risk of supply chain disruptions and to ensure its goods are up to date with latest technological developments. In addition, the Group continuously monitors technological developments to stay abreast of the latest advancements and emerging trends in the industry, which enables Ebusco to anticipate if required. Finally, the Group entered in November 2024 into a strategic partnership with its longstanding battery supplier Gotion. Gotion is a leading technology-based company, focused on power battery technology research, development and innovation. The Group aims to strengthen its position as an innovative frontrunner in the rapidly expanding market of electric buses and associated ecosystems.





## 2. OPERATIONAL RISKS

### LATE DELIVERY AND NON-AVAILABILITY PENALTIES AND ORDER CANCELLATIONS

#### RISK

The timely delivery of goods is crucial for the success of Ebusco's operations, and any delay in meeting delivery deadlines poses a significant risk to the Group's business. Late deliveries may result in penalties imposed by clients or partners, negatively affecting Ebusco's financial performance and reputation. These penalties could include contractual fines or the possibility of losing future business opportunities. In addition, under the Group's contracts with its customers, late delivery of buses entitles the relevant customer to cancel the order of buses and terminate the contract, even if these buses are in an advanced stage of production. Ebusco therefore may be exposed to order cancellations in each case where, under a customer contract, delivery has not been made by the contractually stipulated time. Order cancellations could affect the Group's business, results of operations, financial position and prospects. The Group received contract cancellations for 96 buses, the majority of which were at an advanced stage of production in the last quarter of 2024, which subsequently resulted in a working capital shortfall during the first quarter of 2025.

#### RISK MITIGATION

Ebusco has reevaluated its production strategy with the objective of substantially increasing both manufacturing and assembly capacities. The anticipated outcome of this capacity enhancement is the restoration of the reliability of Ebusco's delivery of goods, thereby avoiding any potential imposition of late delivery penalties and order cancellations. Concurrently, the Group diligently evaluates each claim on an individual basis and engages in ongoing

discussions with its clients to amicably resolve any concerns without incurring immediate financial repercussions. In addition, if the Group would receive contract cancellations it aims to reallocate these buses to new customers or existing contracts.

### LEGAL PROCEEDINGS

#### RISK

Ebusco could be confronted with various legal proceedings and claims. The legal proceedings and claims could relate to a large number of topics, including product defects, intellectual property rights (especially patent infringement lawsuits), supplier and other contractual relationships, warranty claims and employment-related disputes. Such legal proceedings and claims expose Ebusco to potential financial and reputational risks. The product defects-related claims may involve allegations of inadequate safety measures, design flaws, or manufacturing errors. Intellectual property disputes, particularly patent infringement lawsuits, could result in substantial damages and injunctions that may affect our ability to produce or sell certain products. Legal actions related to supplier and contractual relationships may arise from disputes over terms, delivery failures, or quality issues. Additionally, warranty claims may lead to financial liabilities and impact customer satisfaction. Employment-related disputes pose risks to the company's workplace reputation. Lastly, environmental matters may result in compliance-related litigation and financial penalties.

#### RISK MITIGATION

Ebusco is committed to diligently manage these legal challenges through proactive risk mitigation strategies, internal and external legal expertise, and adherence to ethical business practices to safeguard our stakeholders' interests.

### QUALITY CONTROL

#### RISK

The Group faces inherent risks associated with potential product defect claims, which may involve allegations of inadequate safety measures, design flaws, or manufacturing errors. Instances of product defects, whether due to insufficient safety features, inherent design weaknesses, or manufacturing inaccuracies, could lead to legal disputes, regulatory scrutiny, and reputational damage. Allegations of inadequate safety measures may arise if products fail to meet industry standards or pose risks to consumer safety. Similarly, design flaws could result in product malfunctions or failures, leading to customer dissatisfaction and potential liability. Manufacturing errors, such as defects in materials or assembly processes, may further exacerbate the risk of product defects and associated claims. The financial implications of such claims, including legal expenses, settlements, and potential damage to brand reputation, could significantly impact the Group's financial performance and market standing.

#### RISK MITIGATION

The Group has established comprehensive quality assurance protocols throughout the product development and manufacturing processes, in cooperation with its contract manufacturers. This includes thorough testing procedures, quality control checkpoints, and regular inspections to identify and rectify potential defects before products reach the market. In addition, the Group aims to foster a culture of continuous improvement and innovation to drive ongoing enhancements in product quality, safety, and reliability.

### COST INFLATION AND PRICE INCREASES

#### RISK

Inflationary trends continued during 2024 which resulted in increased prices for raw materials and freight and higher labor costs. The ability to pass on such higher costs into price increases for products and services may be limited by prices already committed to customers in order books or by competitive pressure. The Group's financial performance could be negatively impacted if it is unable to compensate for the higher costs through increased prices on products and services sold.

#### RISK MITIGATION

Ebusco is continuously monitoring the development of purchase prices for goods and services required on the short, medium and long-term basis. As certain raw materials and components are purchased on the world market, Ebusco enters negotiations with both new and existing suppliers to mitigate the risk to the extent possible. Furthermore, as part of the Group's Turnaround Plan, it aims to involve its contract manufacturers in the sourcing of its required components which supports in mitigating the risk.

### SAFETY & INCIDENTS

#### RISK

In the Group's operations, safety risks relate mainly to using high-voltage electricity, chemicals such as epoxy resin, working at heights and with hot surfaces. Increasingly specific expertise and training capacity are required in order to protect against this risk.

#### RISK MITIGATION

The Group's approach to health and safety is set out in the Ebusco Code of Conduct. All employees

are jointly responsible for health, safety and the environment at the sites where they normally perform their work activities. This means being aware of their conduct and how it might impact other team members. Employees receive formal training and they are aware that they should suspend work in unsafe situations and report this to their supervisors, as set out in the health and safety manual and the internal reporting process.

## IT & SECURITY

### RISK

Despite the measures that the Group has implemented, including those related to cybersecurity, our systems could be breached or damaged by computer viruses and systems attacks, natural or man-made incidents, disasters or unauthorized physical or electronic access. Cybersecurity threats are constantly evolving. The Group remains potentially vulnerable to additional known or yet unknown threats, as in some instances, the Group, its customers, and its suppliers may be unaware of an incident or its magnitude and effects. The Group recognizes the inherent risk associated with cybersecurity threats that have the potential to impact product safety. As the Group's products increasingly integrate digital technologies, any compromise of cybersecurity breaches poses a direct threat to the safety and functionality of the Group's products. Unauthorized access or manipulation of product systems could lead to malfunctions, safety breaches, or the compromise of critical safety features. Such incidents not only jeopardize the well-being of end-users but also expose the Group to regulatory scrutiny, legal liabilities, and reputational damage. Furthermore, Ebusco is exposed

to cybersecurity threats concerning the sensitive data associated with its buses. The potential for unauthorized access, data breaches, or cyber-attacks is a pertinent concern. Cybersecurity threats could compromise the confidentiality, integrity, and availability of critical information, including operational data, maintenance records, and proprietary technology. The Group also faces the risk that it exposes its customers to cybersecurity attacks through the systems it delivers to its customers, including in the form of malware or other types of attacks as described above, which could harm the Group's customers. Furthermore, the level of remote working has increased within the Group's organization, which increases the risks of cybersecurity incidents. Events or incidents caused by vulnerabilities in the Group's operations or products could cause disruptions of operations, loss or leakage of data, reputational risk and financial losses.

### RISK MITIGATION

Ebusco has contracted a specialized external cyber security company which fulltime monitors the IT environment and reports and acts upon threats together with the Group's IT department. Furthermore, according to the Code of Conduct, all employees must be careful in treating information they obtain by virtue of their function and maintain confidentiality. The Group prohibits the processing of information, confidential or otherwise, in a digital environment that is not managed by Ebusco. The Group has also provided formal employee trainings for which the focus topics contained attacks and scams, insider training and reporting, ransom-ware, classification and protection, malicious software and social networks.

## STAFF

### RISK

Ebusco's success depends, in part, on its continuing ability to identify, hire, attract, train, develop and retain highly skilled personnel, which is currently at risk (mostly) due to the Group's financially distressed situation. (Key) Employees may leave due to the uncertainty about job and subsequent financial security. This uncertainty may also lead to a low morale in the Group's workforce, reduced productivity and increase illness rates. Departing employees could result in losing deep knowledge of systems, clients and processes. Furthermore, a tarnished reputation or negative media coverage can deter potential candidates, especially in competitive job markets. If the Group is not able to attract and retain employees, it is required to attract external employees. These risks, individually and in aggregate, may result negatively affect the Group's business, results of operations and financial position.

### RISK MITIGATION

Ebusco has put in place a retention programme for key personnel to ensure the possession of valuable knowledge about the Group's processes and culture. In addition, Ebusco has talent management programs in place. By recognizing and rewarding (key) employees by offering competitive compensation and benefits, the Group can reduce the risk of losing key talent to competitors.

# 3. FINANCIAL AND REPORTING

## LIQUIDITY

Liquidity risk is the risk that Ebusco will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk poses a significant concern for Ebusco, For a comprehensive assessment of the Group's liquidity risk, reference is made to its Going Concern disclosure in note 2.3 in its consolidated financial statements.

## CURRENCIES

### RISK

Foreign exchange risk arises due to Ebusco's exposure to foreign currencies. This exposure results from the Group's involvement in foreign operations, such as the cooperation with the contract manufacturers, or trade in foreign currency (buy and sell).

### RISK MITIGATION

Ebusco has risk management policies and procedures in place for managing its foreign exchange risk. The Group is mainly exposed to the Chinese renminbi (RMB). Ebusco, whenever possible, manages its foreign currency risk by hedging transactions with suitable financial instruments (predominantly currency forwards) that are expected to occur within a maximum 24-months period for hedges of forecasted purchases and sales.

## CREDIT RISK

### RISK

Credit risk describes the risk of financial loss resulting from a counterparty failing to meet its contractual

payment obligations. Credit risk includes both the direct risk of default and the risk of a deterioration in credit-worthiness. If several larger customers fail to meet their undertakings, Ebusco could suffer significant losses.

### RISK MITIGATION

Ebusco performs credit assessments before it enters into contracts with customers. In addition, the most significant part of the Group's customer base are (semi)-governmental organizations which have a relatively low probability of default.

## REPORTING

### RISK

Accurate reporting and disclosures provide internal and external stakeholders with significant information for a better understanding of Ebusco's business. Failures in reporting and/or disclosure notes, could create market uncertainty regarding the reliability of the information (including financial data) presented and could have a negative impact on the price of Ebusco shares. In addition, the reliability of revenue and expenditure data is key for steering the business and for managing top-line and bottom-line growth.

### RISK MITIGATION

In order to mitigate the risk of incomplete or inaccurate reporting, Ebusco has developed and implemented company-specific accounting guidelines, which set the standard for proper accounting. Key components of our guidelines are our accounting principles and checklist, which are both IFRS compliant. Finally, Ebusco's annual financial statements are audited by an external auditor.





## 4. COMPLIANCE

### LEGAL & REGULATORY

#### RISK

Non-compliance due to violation of legislation and regulations and internal guidelines can result in damage (including to reputation). Changes in regulations that apply to our business can increase compliance costs and the risk of non-compliance. In case of non-compliance, this could result in significant penalties and reputational harm. Furthermore, additional regulations could impact or limit our ability to sell buses in specific jurisdictions.

#### RISK MITIGATION

The Group's employed legal professionals provide ongoing advice, interpret complex regulations and help the company navigate through compliance challenges. Where necessary, the Group engages the services of external legal and compliance advisers to assist with this function.

### ESG

#### RISK

The importance of environmental, social and governance (ESG) to our overall strategic and operational objectives is rapidly increasing. We may, however, be unable to achieve our ESG objectives and targets, or unable to adapt, respond and comply timely with emerging ESG expectations, needs and regulations. Ebusco could be exposed to the risk of non-compliance with ESG reporting disclosure requirements. Failure to meet these requirements could adversely affect Ebusco's reputation and brand. Further, it could adversely impact Ebusco's financial position or operating result through lost revenue as a result of losing tenders or due to the additional cost of any required remedial actions, penalties or claims.

#### RISK MITIGATION

Ebusco is currently embedding the ESG requirements into its governance structures, (reporting) processes, corporate policies and practices. The Group furthermore screens its supply on ESG criteria by conducting regular (supplier) audits. Next, internal and external assessments of its ESG performance are carried out to identify areas for improvement and ensure ongoing compliance with emerging ESG expectations and regulations. In addition, it actively engages with stakeholders, including customers, employees, regulators, investors, public authorities and communities, to understand their expectations regarding ESG practices.

### TAX

#### RISK

Ebusco is exposed to tax risks which could result in double taxation, penalties and interest payments. The source of the risks could originate from local tax rules and regulations as well as international and EU regulatory frameworks. These include but are not limited to transfer pricing risks on internal cross-border deliveries of goods and services, as well as tax risks relating to changes in the transfer pricing model. The risks may have a significant impact on local financial tax results, which, in turn, could adversely affect Ebusco's financial condition and operating results.

#### RISK MITIGATION

Ebusco's tax advisors provide tax advice, ensures tax compliance, including accounting and reporting, to ensure adherence to tax policies.



# MANAGEMENT STATEMENT

**The Management Board is responsible for the design and effectiveness of the internal systems for risk management and control. The purpose of these systems is to identify and effectively manage significant risks to which the company is exposed. However, they can never provide an absolute guarantee that the company will achieve its objectives and cannot entirely prevent major errors or losses, incidents, fraud or actions in breach of laws and regulations.**

Ebusco established a blueprint for its Internal Control Framework (ICF) during previous years which was set for further enhancement and implementation. However, due to the continued operational and financial challenges, the further design and implementation of the ICF has not obtained the required level of attention and the company therefore believes the ICF operating effectiveness is still below par.

The very challenging business circumstances that Ebusco has gone through in the last months, and those which Ebusco continues to face and the transformation the company is going through, including its refinancing and restructuring efforts, have placed significant demands on the time and resources of the company.

As a result, the drafting of the 2024 financial statements and consequently, the external auditor's audit process, have experienced delays, which prevented completion of the audit within the expected timeframe. Consequently, the financial statements included in this annual report as published today, are unaudited.

The Management Board has assessed the strategic, operational, financial and reporting risks and compliance risks, as well as the design and effective-

ness of the internal risk management and control systems as described in the section on 'Risk Management'. The effectiveness and functioning of the internal risk management and control systems have been discussed with the Audit Committee and the Supervisory Board. Taking into account the aforementioned risks and the measures designed to manage them, and in accordance with the best practice provision 1.4.3. of the Dutch Corporate Governance Code, the Management Board declares that to the best of its knowledge:

- the report provides sufficient insights in the effectiveness of the internal risk management and control systems and into any failings thereof, as further disclosed in the Risk Management and Internal Control section;
- despite the concerns in the aforementioned systems, the figures in this report have been prepared with the utmost care, but can be subject to change;
- the financial reporting is prepared on a going concern basis; and
- the section on risk management in the report, when read in conjunction with note 2.3 of the Financials Statements, state those material uncertainties and risks that are relevant to the expectation of the company's continuity for the period of twelve months after the preparation of the report.

With reference to Section 5:25c paragraph 2, sub c of the Financial Markets Supervision Act (Wet op het financieel toezicht), the Management Board declares that to the best of its knowledge:

- The financial statements provide a fair view of the assets, liabilities, financial position and profit or loss of Ebusco and of the companies included in the consolidation taken as a whole.
- The Management Board Report provides a fair view of the situation on 31 December 2024 and of the developments during 2024 of Ebusco and of its affiliated companies whose information have been included in the consolidated financial statements;
- and that the Management Board Report describes the material risks and uncertainties that Ebusco faces.

**Deurne, the Netherlands, 30 April 2025**

## Management Board

C. Schreyer, *Chief Executive Officer*

M. Van Maanen, *Chief Operations Officer*

P. Bijvelds, *Founder and member of the Management Board*



# GOVERNANCE



## CONTENT

Corporate governance	42
Composition of the Supervisory Board	48
Report of the Supervisory Board	49
Remuneration report	54



# CORPORATE GOVERNANCE

## INTRODUCTION

**Ebusco is a public limited liability company (naamloze vennootschap) under the laws of the Netherlands. The company is domiciled in the Netherlands and has its registered seat in Deurne, the Netherlands.**

Ebusco is listed on the Euronext Amsterdam, ticker EBUS:AS. It has a two-tier board structure, with a Management Board and a Supervisory Board. The company's highest authority is the General Meeting of Shareholders, which is convened at least once a year.

As a responsible corporate citizen, Ebusco acknowledges the importance of good corporate governance and open and transparent communications with all its stakeholders.

## CAPITAL STRUCTURE

Following the approval of the General Meeting on 24 October 2024, the authorized share capital of the Company has been amended from €2,200,000, divided into 220,000,000 Ordinary Shares with a nominal value of €0.01 each, to €3,400,000, divided into 68,000,000 Ordinary Shares<sup>1</sup> with a nominal value of €0.05 each. As a result of the Share Consolidation, the number of shares outstanding at that date was adjusted from 73,088,382 before the Share Consolidation to 14,617,677 following the Share Consolidation. On 20 November 2024 a capital increase via a rights issue took place, consisting of 43,853,031 new ordinary shares. Furthermore 7.0 million shares were issued to CVI Investments, Inc., on 25 November 2024 under the restructuring of the repayment terms of the convertible bond

issues in December 2023. As a result, the company's issued share capital increased and amounted to €640,393.80 consisting of 65,470,708 ordinary shares on 31 December 2024 with a nominal value of €0.05 each.

Moreover, on 18 November 2024, the company executed an investment agreement with Gotion in which it committed to subscribe for any rump shares in the aforementioned rights issue for an amount of EUR 5 million, which would represent a shareholding in the Company of approximately 9.3% at the Settlement Date of the Rights Issue in the event Gotion would be allocated all of its rump shares. In the event Gotion would subscribe for any rump shares, the proceeds would be used by Ebusco to set-off an outstanding accounts payable position it has with Gotion. To this effect, the company called an Extraordinary General Meeting of Shareholders on 26 March 2025 to ask for approval for a separate share issuance to Gotion, which approval was granted. Under the investment agreement, the company and Gotion agreed that Gotion is granted the right to nominate a representative in both Ebusco's Supervisory Board and Management Board. The Extraordinary General Meeting resolved the appointments Mr. Chen Li as member of the Supervisory Board and Mr. Duan Wei as member of the Management Board as per the conversion of the accounts payable by Gotion. At the date of this report, the conversion has not yet taken place.

Each ordinary share carries one vote. A shareholder may cast their vote in person, by proxy or at the General Meeting of Shareholders. Ebusco has not issued any shares to which special rights of control are attached and there are no restrictions on the voting rights attached to the shares in Ebusco.

All ordinary shares have equal entitlement to the profits and general reserves attributable to the shareholders.

Ebusco does not cooperate with the issuance of depository receipts for its shares, nor does the company apply any restrictions on the transfer of its shares. The company is to the best of its knowledge not aware of any agreement between shareholders of the company which could result in a possible restriction on the transfer of shares or voting rights.

All resolutions of the General Meeting of Shareholders are passed with an absolute majority of the votes cast, unless a larger majority is required by law or pursuant to the company's Articles of Association.

The Articles of Association of the company do not include specific provisions with respect to so-called protection measures in case of a take-over bid. The company has not entered into agreements pursuant to which a change of control would have an effect. All operational agreements have been concluded by a participating company, in most cases Ebusco B.V.

The shareholders of the company prior to IPO, each having an interest of 10% or more, entered into a cooperation agreement. Pursuant to this agreement, every single shareholder having at least 10% of the outstanding shares is entitled to nominate a candi-

date for the Supervisory Board which agreement is still valid.]

The management service agreements between Ebusco Holding N.V. and each of the members of the Board do not provide for a payment, either in cash or otherwise, in the event of the conclusion of an offer on all or part of the shares in the company or a subsidiary.

## ISSUANCE OR ACQUISITION OF SHARES

The company is entitled to acquire its own fully paid-up shares with due observance of the relevant legal and statutory provisions.

Acquisition of own shares is only permitted if the General Meeting of Shareholders has authorized the Management Board to do so. Such authorization will be valid for a period not exceeding 18 months. This authorization was provided during the General Meeting of Shareholders in May 2024. In the resolution the General Meeting of Shareholders must determine the number of shares that the Management Board may acquire for valuable consideration, the manner in which they may be acquired, and the limits within which the price must be set. In addition, the approval of the Supervisory Board is required for any such acquisition. Furthermore, during the EGM on 26 March 2025, the Management Board received authorization to issue up to 16 million new shares and exclude pre-emptive rights for 18 months until 26 September 2026.

The company may, without authorization by the General Meeting of Shareholders, acquire its own shares for the purpose of transferring such shares to employees of the company or of a group company under a scheme applicable to such employees.

<sup>1</sup> During the EGM of March 26, 2025, the authorized capital of the company was increased to EUR 16,367,500, divided over 327,350,000 shares with a nominal value of EUR 0.05 each.



## SHAREHOLDERS' MEETINGS

General Meetings of Shareholders are convened by the Management Board and the Supervisory Board. A legal term of at least 42 calendar days applies between the convocation date and the actual date of the meeting. A meeting must be convened by posting the notice and relevant materials required for consideration and decisions by the shareholders on the company's website.

At least one General Meeting of Shareholders is to be held within six months following the close of the financial year of the company. In 2024, the General Meeting of Shareholders took place on 14 May. In 2025, the General Meeting of Shareholders is scheduled for 16 June.

Other General Meetings of Shareholders will be held whenever and as often as the Management Board or the Supervisory Board deems necessary. On 29 January 2024 an EGM took place to authorize the Management Board to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive rights, in relation to the senior convertible notes that were issued in December 2023. On 24 October 2024 an EGM took place to appoint Mr. Schreyer and to approve the share consolidation and to authorize the Management Board to issue shares under the Rights Issue. On 26 March 2025 an EGM took place to appoint both Mr. van Maanen and provisionally Mr. Wei as member of the Management Board, to provisionally appoint Mr. Li as member of the Supervisory Board and to authorize the Management Board to issue up to 16 million new shares and exclude pre-emptive rights for 18 months until 26 September 2026. Furthermore, amendments to the Articles of Association were approved so that the authorized share capital has been set at the statutory maximum of five times the issued share capital as of the EGM convocation date.

General Meetings of Shareholders will also be held if the Management Board or Supervisory Board is requested to that effect in writing by one or more shareholders individually or jointly representing one-tenth or more of the company's issued capital, specifying in detail the subjects to be discussed, unless such a request is unreasonable. If neither the Management Board nor the Supervisory Board have taken the necessary steps to ensure that a General Meeting can be held within eight (8) weeks of receiving such a request, the requesting shareholder(s) may seek authorization from a judge of the court to convene a General Meeting.

Each shareholder, either in person or by written proxy, is entitled to attend, speak and vote at a General Meeting of Shareholders. Those shareholders who individually or jointly represent at least three percent (3%) of the company's issued share capital may request items to be added to the agenda of the General Meeting of Shareholders. Such a request is granted if it is received in writing at least 60 days before the meeting, stating the reasons for said request.

Each share carries one vote. The company cannot vote on shares that it holds in its own capital.

The Management Board and Supervisory Board must ensure that the General Meeting of Shareholders is adequately provided with all information required for a shareholder to decide and vote on the subject matter presented.

The draft minutes of the (Extraordinary) General Meeting of Shareholders must be published on the company's website within three months of the date of the meeting. Shareholders are invited to submit comments to the draft minutes within this three-month period. After this period the Chairman and Secretary of the General Meeting of Shareholders will formally adopt and subsequently sign the minutes, taking into consideration any comments received.



MANAGEMENT BOARD  
RESPONSIBILITIES AND REPORTING LINE

The Management Board is the executive body entrusted with the management of the company and responsible for ensuring its continuity under the supervision of the Supervisory Board. The Management Board's responsibilities include setting the company's management agenda, developing a view on long-term value creation, enhancing the performance of the company, developing a strategy, identifying, analyzing, and managing the risks associated with the company's strategy and activities, and establishing and implementing internal procedures which safeguard that all relevant information is made known to the Management Board and the Supervisory Board in a timely manner.

In fulfilling their responsibilities, the members of the Management Board must act in the interest of the company and pay specific attention to the relevant interests of the company's employees, shareholders, lenders, customers, suppliers, and other stakeholders.

The Management Board reports to the Supervisory Board and the General Meeting of Shareholders.

COMPOSITION, DIVISION OF DUTIES AND REMUNERATION

The number of members of the Management Board is determined by the Supervisory Board in consultation with the Management Board.

The members of the Management Board are appointed by the General Meeting of Shareholders. The Supervisory Board will nominate one or more candidates for a vacant position for the approval of the General Meeting of Shareholders. In turn, the General Meeting of Shareholders may resolve to appoint someone other than the person(s) nominated by the Supervisory Board, provided an absolute majority of the votes cast representing at least one-third of the outstanding capital. If a proposal to appoint a person not nominated by

the Supervisory Board is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the outstanding capital of the company, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the percentage of the company's issued capital present or represented at that meeting.

Any new member of the Management Board is appointed for a maximum period of four years per term. Members of the Management Board may be reappointed for a term of no more than four years at a time, which reappointment should be arranged in a timely fashion. The company's diversity policy, as drawn up by the Supervisory Board, will be considered in the event of an appointment or reappointment.

During 2024, Ebusco had an Executive Team, which consisted of the Management Board and an Executive Committee. At the end of 2024, within the Management Board, no seats were taken by women and three seats by men. At the end of 2024, the Executive Committee had 3 seats, one seat was taken by a woman, two seats by a man. As part of the Turnaround plan, in order to achieve a leaner organization, the company decided to dissolve the Executive Committee. Therefore, as of 1 January 2025, the company will be managed directly by the Management Board.

When setting the gender balance target for the Management Board, the technology environment Ebusco operates in, with a thinly populated engineering talent pool, making it challenging to recruit female talent is taken into consideration. Nonetheless, the Supervisory Board set a gender balance target for the Management Board to have at least one-third female in 2026.

For 2024, the Management Board set a gender balance target for the Executive Committee to have at least one-third female and one-third male. Given the composition of the Executive Committee

this target was met in 2024. With the elimination of the Executive Team as announced on 18 December 2024, the broader management layer is defined as the direct reports of the Management Board. This leadership team consists of 14 people, three of whom are women. When directors are replaced, active efforts are made to improve the gender distribution with the goal to have at least one-third female and one-third male.

The Articles of Association of the company stipulate that a member of the Management Board may be suspended or dismissed by the General Meeting of Shareholders. A resolution of the General Meeting of Shareholders to suspend or remove a member of the Management Board other than pursuant to a proposal by the Supervisory Board requires an absolute majority of the votes cast representing at least one-third of the company's issued capital. If a resolution as referred to in the previous sentence is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the company's issued capital, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the percentage of the Company's issued capital represented at the meeting.

A member of the Management Board may be suspended by the Supervisory Board. A suspension by the Supervisory Board may be reversed by the General Meeting of Shareholders.

The Management Board is collectively responsible for all actions of each individual member of the Management Board. The division of duties within the Management Board as well as the Management Board's operating procedures are set out in the company's Articles of Association and the Management Board By-laws. The Articles of Association and the Management Board Bylaws are published on the company's website.

The Management Board comprised of the following individuals in 2024:

Name	Position	Nationality	Gender	End of Term
C. Schreyer*	CEO	German	Male	2028 AGM
J. Jongma**	CFO	Dutch	Male	2027 AGM
R. Dogge***	COO	Dutch	Male	2028 AGM
P. Bijvelds	Founder	Dutch	Male	2025 AGM

\* Mr Schreyer joined the company as CEO of Ebusco as of September 2024 and was officially appointed as Management Board member at the 24 October 2024 EGM

\*\* Mr. Jongma stepped down as CFO of Ebusco as per November 2024. As of 25 November, Jan Piet Valk has taken on the role of interim CFO. He is not a member of the Management Board.

\*\*\*Mr. Dogge stepped down as COO as per 31 December 2024. Michel van Maanen was appointed as his successor at the 26 March 2025 EGM.

The Remuneration Policy and based thereon, the remuneration and terms and conditions of the members of the Management Board have been established by the General Meeting of Shareholders prior to the company being listed. Since the date of the initial public offering, the Supervisory Board has reviewed the remuneration and other terms and conditions for each member of the Managing Board. Any remuneration or amendment there to as established by the Supervisory Board will be in compliance with the company's Remuneration Policy. Any amendment thereto will require a resolution of the General Meeting of Shareholders by an absolute majority of the votes cast. At least every four (4) years, the Remuneration Policy will be submitted to the General Meeting of Shareholders for approval.

SUPERVISORY BOARD  
RESPONSIBILITIES AND REPORTING LINE

The Supervisory Board supervises the Management Board's management of the company, the company's general course of affairs, and its affiliated business. The Supervisory Board is accountable for these matters to the General Meeting of Shareholders. The Supervisory Board also provides advice to the Management Board. In performing their duties, the members of the Supervisory Board are required to focus on the effectiveness of the company's internal risk management and control systems as well as the integrity and quality of the company's financial reporting. In the fulfilment of their duties, the members of the Super-





visory Board must act in the interest of the company and pay specific attention to the relevant interests of the company's employees, shareholders, lenders, customers, suppliers, and other stakeholders.

The Supervisory Board monitors the internal control structure and procedures and the assessment of the risks faced by the company and its subsidiaries. The company acknowledges the need for an effective internal control framework (ICF). However, due to the continued operational and financial challenges, the further design and implementation of the ICF has not obtained the required level of attention in the past years and the company therefore believes the ICF operating effectiveness is still below par. Ebusco however established a blueprint for its ICF which the company reassesses and will implement in 2025.

In accordance with the Supervisory Board By-laws, the Supervisory Board is responsible for decision-making in dealing with transactions (1) that constitute an existing or potential conflicts of interest between an individual member of the Management Board, or an individual member of the Supervisory Board on one hand, and the company on the other hand, or (2) which are between the company and a shareholder having at least one percent (1%) of the outstanding issued capital. Both types of transactions are qualified as related party transactions pursuant to the provisions of the Dutch Financial Supervision Act (Wet op het financieel toezicht) and EU-IFRS. Said regulations also state the requirement of market conformity of these transactions. In the course of the 2024 financial year five related party transactions occurred. One relates to the normal course of business. The Group engaged in transactions with ING Bank N.V., including loan facilities and issuance of letters of credit. All transactions are carried out at arms-length.

The Supervisory Board reports to the General Meeting of Shareholders.

## COMPOSITION, DIVISION OF DUTIES AND REMUNERATION

In accordance with the Company's Articles of Association, the Supervisory Board consists of at least three natural persons who are appointed by the General Meeting of Shareholders. The actual number of members is established by the Supervisory Board. On 26 October 2021, when Ebusco became a public limited liability company, the Supervisory Board comprised five members. In 2024, the Supervisory Board started with six members and ended with four members, as Ruud Spoor resigned from the Supervisory Board for health reasons and Saskia Schatteman resigned from the Supervisory Board for personal reasons, both on August 30 2024. In 2025, the Supervisory Board consists of three members after Jeroen Drost resigned from the Supervisory Board as announced on 7 February 2025.

The Supervisory Board is composed in such a way that its members can operate independently and be critical of each other, the Management Board, and any interest group. A pre-IPO shareholder holding at least ten percent (10%) of the outstanding issued capital has the right to nominate a candidate for the Supervisory Board. Any nomination should in itself qualify, taking into consideration the composition of the Supervisory Board and its committees, the company's diversity policy, the profile for a specific position within the Supervisory Board, and any other criteria deemed relevant by the Supervisory Board at any time.

In the beginning of 2024, the Supervisory Board comprised of six members, three members of the Supervisory Board were nominated by a respective shareholder authorized to nominate a candidate for appointment by the General Meeting of Shareholders. These three members are considered dependent within the meaning of the Dutch Corporate Governance Code. Three members of the Supervisory Board are qualified as independent within the meaning of best practice provision 2.1.8. of the Dutch Corporate Governance Code.



Within the current composition of the Supervisory Board, comprising of three members, two members are independent (Carin Gorter and Derk Haank) and one is dependent (Roelf de Boer).

The members of the Supervisory Board are appointed by the General Meeting of Shareholders. The Supervisory Board nominates one or more candidates for each vacant position. Each nomination for appointment or proposal for reappointment of a member must be supported on sufficient grounds, and in the event of a reappointment the performance and operation of the member up for reappointment must also be taken into consideration. The Articles of Association and Supervisory Board By-laws stipulate that a member can be appointed for a term not exceeding four years and reappointed once for a similar term. After this period a member can be reappointed once more, albeit for a term not exceeding two years, as well as for one subsequent term not exceeding two years.

A resolution of the General Meeting of Shareholders to appoint a Supervisory Board member other than in accordance with a nomination by the Supervisory Board requires a majority of the votes cast representing at least one-third of the company's issued capital. If a proposal to appoint a person not nominated by the Supervisory Board is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the company's issued capital, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the percentage of the company's issued capital represented at the meeting.

Supervisory Board members may be suspended or removed by the General Meeting of Shareholders at any time. A resolution of the General Meeting of Shareholders to suspend or remove a Supervisory Board member other than pursuant to a proposal by the Supervisory Board requires an absolute majority of the votes cast representing at least one-third of the

company's issued capital. If a resolution as referred to in the previous sentence is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the company's issued capital, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the percentage of the company's issued capital represented. Any suspension may be extended one or more times but may not last longer than three months in the aggregate. If at the end of that period, no decision has been taken on termination of the suspension or on removal, the suspension is lifted.

The Supervisory Board members will retire their membership in accordance with a rotation plan drawn up by the Supervisory Board.

In 2024 the Supervisory Board comprised the following individuals\*:

Name	Position	Nationality	Gender	End of Term
Derk Haank	Chair	Dutch	Male	2025 AGM
Jeroen Drost*	Vice-chair/ Nomination Committee chair	Dutch	Male	2028 AGM
Carin Gorter	Member/Audit Committee chair	Dutch	Female	2028 AGM
Ruud Spoor**	Member	Dutch	Male	2025 AGM
Roelf de Boer	Member/ Remuneration Committee chair	Dutch	Male	2025 AGM
Saskia Schatteman**	Member	Belgium	female	2027 AGM

\* as per 7 February 2025, Jeroen Drost stepped down from the Supervisory Board

\*\* as per 30 August both Ruud Spoor and Saskia Schatteman stepped down from the Supervisory Board.

The members of the Supervisory Board are remunerated in accordance with the Remuneration Policy.

The Remuneration Policy is published on the company's website.

## SUPERVISORY BOARD COMMITTEES

The Supervisory Board has established three committees, being

- the Audit Committee;
- the Nomination Committee; and
- the Remuneration Committee.

## THE AUDIT COMMITTEE

The function of the Audit Committee is to assist in the decision-making of the Supervisory Board. According to its charter, the Audit Committee undertakes preparatory work for the Supervisory Board's decision-making regarding the supervision of the integrity and quality of the company's financial reporting and the effectiveness of the Company's internal risk management and control systems. The Audit Committee is specifically responsible for:

- monitoring the financial reporting process and drafting proposals to safeguard the integrity of the process;
- monitoring the effectiveness of the internal control system, the internal audit system (if applicable), and the risk management system in relation to the company's financial reporting;
- monitoring the statutory audit of the financial statements;
- reviewing and monitoring the independence of the external auditor or audit firm, in particular, the provision of additional services to the company;
- adopting a procedure for the selection of the external auditor and the nomination for appointment of the external auditor with respect to the statutory audit of the financial statements;
- performing preparatory work for the Supervisory Board's decision-making regarding the supervision of the integrity and quality of the company's financial reporting and the effectiveness of the company's internal risk management and control systems;
- establishing the independence of the external auditor;

h and monitoring cashflow development and treasury.

## THE NOMINATION COMMITTEE

The purpose of this committee is to assist in the decision-making of the Supervisory Board. According to its charter, the Nomination Committee undertakes preparatory work for the Supervisory Board's decision-making regarding the selection and appointment of members of the Management Board and Supervisory Board.

The Nomination Committee is specifically responsible for:

- drafting selection criteria and appointment procedures for members of the Management Board and Supervisory Board;
- assessing at least once a year the size and composition of the Management Board and Supervisory Board;
- making proposals for the Supervisory Board profile;
- assessing at least once a year the functioning of each individual member of the Management Board and Supervisory Board, and reporting their findings to the Supervisory Board;
- drafting a plan for the succession of members of the Management Board and Supervisory Board aimed at retaining a balance in the requisite expertise, experience, and diversity;
- making proposals for the appointment (and reappointment) of members of the Management Board and Supervisory Board;
- supervising the policy of the Management Board on the selection criteria and appointment procedures for senior management;
- and performing preparatory work for the Supervisory Board's decision-making regarding (i) the acceptance by a member of the Management Board of membership to the Supervisory Board or to the position of non-executive director of a listed company and (ii) with regard to any conflict of interest that may arise from Supervisory Board members accepting ancillary positions.

## THE REMUNERATION COMMITTEE

The purpose of this committee is to assist in the decision-making of the Supervisory Board. According to the Remuneration Committee's charter, the Remuneration Committee undertakes preparatory work for the Supervisory Board's decision-making regarding the remuneration policy.

The Remuneration Committee is specifically responsible for:

- a submitting a clear and understandable proposal to the Supervisory Board for the remuneration policy to be pursued for the members of the Management Board;
- b making proposals concerning the remuneration of the individual members of the Management Board in accordance with the remuneration policy;
- c preparing the company's remuneration report, and
- d making proposals to the Supervisory Board for the remuneration of the individual members of the Supervisory Board.

## CORPORATE GOVERNANCE

With respect to the 2024 financial year, Ebusco is reporting on compliance with the Governance Code. Ebusco fully endorses the core principles of the Governance Code and is committed to fully complying with the Governance Code's best practice provisions where possible within the organization. However, in consideration of the company's own interests and the interests of its stakeholders, we deviate from a limited number of best practice provisions, as specified and explained below.

Best practice provision	Non Compliance	Measures to address non-compliance
<b>2.1.5</b> Policy on Diversity and Inclusion (D&I)	At the beginning of fiscal year 2024 the Supervisory Board was in compliance with the Act on a more balanced ratio of men and women on Management and Supervisory Board with two women and four men. However, with the stepping down of Saskia Schatteman and Ruud Spoor per 30 August 2024, the composition per year-end was not in compliance with only one woman and three men.	The provisional appointment of Mr. Chen Li as per the 26 March 2025 EGM will not improve the gender balance. However, the Supervisory Board is of the opinion that exceptional circumstances apply here, since the relationship with Gotion – including the right to nominate a Supervisory Board member of its choosing – is strategically of critical importance to Ebusco. For future nominations to the Supervisory Board, the nomination committee shall take the Act on a more balanced ratio of men and women into account.
<b>2.1.7ii:</b> majority of Supervisory Board is independent	The composition of the Supervisory Board is not in compliance with best practice provision 2.1.7. (ii) which requires that more than half of the Supervisory Board members are independent as defined in the Governance Code. Under the Existing Relationship Agreement, each of the current Shareholders holding ten percent (10%) or more in the total outstanding issued capital has the right to nominate a candidate for the Supervisory Board. In addition, an investment agreement has been in place with Gotion since 17 November 2024, giving Gotion a nomination right for one Supervisory Board seat. During 2024 50% of the Supervisory Board was not independent within the context of the Governance Code.	The nomination right of a shareholder having at least 10% of the outstanding capital will cease once the shareholder's interest falls below that threshold. This is, however, outside the company's control.
<b>2.3.4:</b> Composition of the committees. More than half of the members of the committees should be independent within the meaning of best practice provision 2.1.8	In 2024 and on the date of this report the composition of the committees was not in compliance with best practice provision 2.3.4.	

## DIVERSITY AND INCLUSION POLICY

Ebusco has a Diversity and Inclusion Policy (D&I Policy) in place, the purpose of which is to ensure that the composition of the Supervisory Board and Management Board is diverse within the meaning of the policy.

With respect to the Supervisory Board, the Act on a more balanced ratio of men and women on Management and Supervisory Boards' (Wet evenwichtige verhouding man/vrouw in het bestuur en de raad

van commissarissen), stipulates that any vacancy should be filled by a member of the sex not already equally represented.

The D&I Policy for the Leadership Team (subtop) and other employees is still under development. The purpose of this Policy is to achieve that the composition of the employees of the company as a whole is as diverse as possible, taking into consideration a variety of non-discriminatory factors.

The Policy is aimed not only at achieving a balance in terms of gender but also in a more general sense in terms of skills, experience, background, nationality, age, ethnicity, sexual orientation, religious beliefs, physical ability, and other characteristics.

## EXTERNAL AUDITOR

At the AGM 2023, the General Meeting appointed Ernst & Young Accountants LLP as the company's external auditor for the financial years 2024 – 2026. EY Accountants B.V. replaced Ernst & Young Accountants LLP as the company's external auditor as from 29 June 2024. The external auditor may be questioned by shareholders and people representing a shareholder at the General Meeting of Shareholders on matters regarding its independent auditor's report. The external auditor is therefore obliged to attend, and allowed to address, the General Meeting of Shareholders.

## CORPORATE GOVERNANCE STATEMENT

The Governance Code requires companies to publish a statement concerning their approach to corporate governance and compliance with the Dutch Corporate Governance Code. This is referred to in Article 2a of the Decree on additional requirements for Board reports ('Besluit inhoud bestuursverslag'). The information required to be included in this Corporate Governance Statement as described in articles 3, 3a, 3b and 3d of the Decree can be found in this annual report under the Corporate Governance and Shareholder Information chapters.

## Deurne, the Netherlands, 30 April 2025

C. Schreyer, *Chief Executive Officer*  
M. van Maanen, *Chief Operations Officer*  
P. Bijvelds, *Founder and member of the Management Board*

# COMPOSITION OF THE SUPERVISORY BOARD IN 2024

## CHAIR

### DERK HAANK

**Chair, member of the Nomination Committee, member of the Remuneration Committee**

Derk Haank was CEO of Springer Nature, a worldwide publishing firm of scientific journals. Prior to that, he was CEO of academic publishing company Elsevier and a board member of Reed Elsevier (both predecessors of publicly listed RELX Group), and CEO of publishing company Misset. He currently is the chair of the supervisory board of navigation technology developer TomTom and a non-executive board member at online gaming and advertising company Azerion.

Derk Haank holds a bachelor's degree in economics and a master's degree in business administration, both from the University of Amsterdam in the Netherlands.

## VICE-CHAIR

### JEROEN DROST

**Vice-chair, chair of the Nomination Committee\***

Jeroen Drost was CEO of Dutch trading company SHV Holdings. He is still member of several boards of SHV-related companies. He started his career at ABN AMRO where he held various positions in the Netherlands and internationally. Subsequently he was CEO of Dutch commercial bank NIBC and CEO of investment firm NPM Capital. He currently holds various supervisory board positions at Dutch listed companies, including employment agency Randstad and lighting company Signify.

Jeroen Drost holds a bachelor's degree in economics and a master's degree in business economics, both from the Erasmus University in Rotterdam in the Netherlands.

\* Jeroen Drost stepped down from the Supervisory Board as per 7 February 2025.

## MEMBER

### CARIN GORTER

**Member, chair of the Audit Committee**

Carin Gorter started her career at a predecessor of accountancy firm EY Nederland. Subsequently, she held various management positions at Rabobank and ABN AMRO. She currently holds various supervisory board positions including, technology firm TKH Group, gym chain Basic-Fit (both Dutch listed companies) and legal and financial services provider DAS Holding.

Carin Gorter holds a master's degree in business economics and a postgraduate degree in accountancy, both from the University of Groningen in the Netherlands. Furthermore, she is Supervisory Board member of Nederlandse Transplantatie Stichting.

## MEMBER

### ROELF DE BOER

**Member, chair of the Remuneration Committee, member of the Audit Committee**

Roelf de Boer started his career as an officer in the Royal Netherlands Marine Reserve Corps and subsequently held various positions in the port and transport industry, amongst others at Royal Nedlloyd Group. Furthermore, he held various public and semi-public positions including as minister of Transport, Public Works and Water Management of the Netherlands and president of the Rotterdam Chamber of Commerce.

## MEMBER

### RUUD SPOOR

**Member, member of the Audit Committee**

Ruud Spoor has 40 years of experience in banking and finance include ten years in private equity. He started his career at ABN AMRO and subsequently held positions at various investment and consultancy firms. Ruud Spoor holds a Bachelor of Commerce degree from the HES Rotterdam in the Netherlands.

\* Ruud Spoor stepped down from the Supervisory Board as per 30 August 2024.

## MEMBER

### SASKIA SCHATTEMAN

Member Saskia Schatteman has extensive experience in both the public and private sector, amongst others at Microsoft, Telenet and Procter & Gamble. In her role as a member of the Supervisory Board at Ebusco, she builds on extensive knowledge of the public transport market (at De Lijn and NMBS).

\* Saskia Schatteman stepped down from the Supervisory Board as per 30 August 2024.

## COMPOSITION OF THE SUPERVISORY BOARD ON 30 APRIL 2025

Derk Haank - Chair  
Carin Gorter  
Roelf de Boer

# REPORT OF THE SUPERVISORY BOARD

## MESSAGE FROM CHAIR OF THE SUPERVISORY BOARD

**It has been an intense and eventful year for Ebusco. A year in which tough decisions had to be made. It was also a year in which we, as Supervisory Board, were heavily involved and in close and frequent consultation with management.**

In the second half of 2023, the adjusted assembly strategy was implemented in order to scale up production with the support of third-party assembly partners. However, in the first half of 2024, it became evident that this step alone was insufficient. Management, in consultation with the Supervisory Board, began developing a comprehensive Turnaround Plan, which included the shift from an OEM model towards an OED model. In September, the intention to launch a Rights Issue was announced to enable the execution of the Turnaround Plan.

The Turnaround Plan is aimed at ensuring a stable and timely operational output, enhancing overall efficiency and improving Ebusco's working capital position. It includes a rationalization of the value chain, simplification of processes and a further standardization of the company's buses and their

manufacturability. As the Supervisory Board, we have been closely monitoring the development of the Turnaround Plan. In the last quarter of the year, with the launch of the Rights Issue, daily consultations took place.

Over the past year, several management changes have taken place, also affecting the structure of the Management Board. In light of evolving circumstances, we have decided to appoint a new CEO to effectively lead the turnaround process. We are very pleased with the appointment of Christian Schreyer to this role. He has extensive experience within the Public Transport and logistics sector, deep industry expertise and a strong track record in leading massive company turnarounds.

As Transformation Director Michel van Maanen played an important role in the development of

the Turnaround plan. In December we announced the intention to nominate him as COO and he was appointed at the EGM in March 2025. The new set up requires different competencies which align well with Michel's extensive expertise in public transport. He will also remain heavily involved in the implementation of the Turnaround Plan.

Towards the end of the year, CFO Jurjen Jongma announced that he would step down following the completion of the Rights Issue. Jan Piet Valk took on the role of interim CFO as of the end of November.

Furthermore, it was decided to dissolve the Executive Committee and to manage the company directly from the Management Board to achieve a leaner organization.

The Rights Issue has also led to significant changes in the shareholder structure, with Gotion and CVI Investment joining as new major shareholders. The changes in the shareholder base have also influenced the composition of the Boards. Mr. Jeroen

Drost stepped down as Supervisory Board member as per 7 February 2025. Furthermore, under the Investment Agreement with Gotion they are entitled to a representative on both the Management and Supervisory Board. As per the EGM on 26 March, Mr. Duan Wei and Mr. Chen Li were provisionally appointed, subject to the conversion of the Accounts Payable by Gotion, as members of the Management and Supervisory Boards respectively.

During the year, Ruud Spoor and Saskia Schatteman stepped down as Supervisory Board members. As of the date of the report the Supervisory Board now consists of 3 members. The term of both Roelf de Boer and myself will end as per the 2025 AGM and we will not be available for reappointment. Therefore, this will be my last message as chair of Ebusco.

We are pleased to have the new management team in place under Christian Schreyer's leadership. Significant steps have been taken to establish the necessary conditions for the critical transition Ebusco must undertake.

Derk Haank  
Chair



## GENERAL

### This report provides an overview of the approach and activities undertaken by the Supervisory Board in the year under review.

In carrying out its duties, the Supervisory Board is guided by the Dutch Civil Code, the Dutch Corporate Governance Code, the company's Articles of Association, the Management Board By-laws, insofar specific tasks and duties are designated to the Supervisory Board, the Supervisory Board By-laws, the charters of the respective committees of the Supervisory Board, the various company policies and the overall interests of the entire Ebusco group, the enterprises associated with it and its various stakeholders.

## COMPOSITION, INDEPENDENCE AND EDUCATION

The Supervisory Board consists of knowledgeable individuals with outstanding reputations and experience in supervisory roles. The Supervisory Board profile is aligned with the profile and strategy of Ebusco, with a balanced distribution of specific expertise in relation to its business activities,

strategy and long-term goals. Ebusco aims to have a balanced Supervisory Board.

In 2022 the Dutch law provided a mandatory gender quota, requiring that at least one-third of the Supervisory Board members are women and at least one-third are men, came into effect. The quota is applicable to the appointment of new Supervisory Board members. The quota is not applicable to the re-appointment of acting board members within eight years following their initial appointment. Diversity, including in terms of gender, is an important consideration in the selection process for the appointment and reappointment of members of the Supervisory Board going forward. Starting 2024, the gender quota was fulfilled. However, following the departures of Saskia Schatteman and Ruud Spoor as per 30 august 2024, Ebusco's Supervisory Board

currently consists of three members, with a composition of 33% female and 67% male. The provisional appointment of Mr. Chen Li as per the 26 March EGM does not improve the gender balance. However, the Supervisory Board is of the opinion that exceptional circumstances apply here, since the relationship with Gotion – including the right to nominate a Supervisory Board member of its choosing – is strategically of critical importance to Ebusco. If and when another vacancy arises in the coming years, the Supervisory Board will take the gender quota into account, next to the Supervisory Board profile, Dutch law and the Governance Code.

The Supervisory Board strongly believes the overriding principle for its composition that its members make a valuable contribution in terms of experience and expertise. In the opinion of the Supervisory Board, its size and composition meet the specifications laid down in the Supervisory Board profile. The Supervisory Board profile forms an integral part of the Supervisory Board by-laws.

## SUPERVISORY BOARD COMPOSITION

Name	Nationality	Gender	Financial expertise	Number of supervisory board* position held
Derk Haank	Dutch	Male		2
Jeroen Drost**	Dutch	Male	Yes	3
Carin Gorter	Dutch	Female	Yes	4
Ruud Spoor***	Dutch	Male	Yes	1
Roelf de Boer	Dutch	Male		2
Saskia Schatteman***	Belgium	Female		1

Name	First appointment	Term expiration	Independent	Number of supervisory board* position held
Derk Haank	26 October 2021	AGM 2025	X	Nomination Committee, Remuneration Committee
Jeroen Drost**	26 October 2021	AGM 2028		Nomination Committee (chair)
Carin Gorter	26 October 2021	AGM 2028	X	Audit Committee (chair)
Ruud Spoor***	26 October 2021	AGM 2025		Audit Committee
Roelf de Boer	26 October 2021	AGM 2025		Remuneration Committee (chair), audit committee
Saskia Schatteman***	17 May 2023	AGM 2027	X	

\* Number of current supervisory board positions at listed and large entities, including Ebusco.

\*\* Jeroen Drost stepped down from the Supervisory Board as per 7 February 2025.

\*\*\* Ruud Spoor and Saskia Schatteman stepped down from the Supervisory Board as per 30 August 2024.

During the 2024 AGM, the shareholders reappointed Mr. Roelf de Boer, Mr. Jeroen Drost, and Mrs. Carin Gorter as members of the Supervisory Board, effective from the date of the AGM. Their terms are respectively one year for Roelf de Boer and four years for Jeroen Drost and Carin Gorter.

The current term of Derk Haank and Roelf de Boer, both Supervisory Board members, will end per the 2025 AGM. Derk Haank and Roelf de Boer will not be available for reappointment.

EVALUATION

Although the Supervisory Board recognizes the importance of conducting an evaluation, more urgent matters had to be prioritized during the meetings. As a result, the formal evaluation was not completed this year for the Management Board as well for the Supervisory Board. The Supervisory Board remains committed to resuming the Evaluation process in the future to ensure ongoing reflection and improvement.

SUPERVISORY BOARD ENGAGEMENT 2024

The Supervisory Board met officially 9 times in 2024. Except for a limited number of occasions, and for valid reasons, Supervisory Board members attended all Supervisory Board meetings in 2024. In addition, the chairman of the Supervisory Board was in regular and informal contact with the CEO(s) and the chairman of the Audit Committee stayed in regular, informal, contact with the CFO.

The meetings addressed routine commercial, financial and operational matters. The Supervisory Board devoted considerable time and dedicated meetings to discussing and assessing the company's financial status, cashflow and treasury. In addition, the company's performance was an important topic in many meetings, as well as developments in the company's production capacity and the adaption in the production strategy. Furthermore, the capital increase by means of a Rights Issue was extensively discussed.

Besides the regular business and financial updates, the following topics were discussed during the meetings throughout the year:

- Results 2024
- Status ZES
- Financial Updates, cashflow and treasury
- Cash forecasts
- Amendments to articles of association
- Proposal nominations
- External audit plan
- Composition Supervisory Board
- Composition of the Management Board
- Turnaround Plan
- Annual report 2023 and planning annual report 2024
- Auditors report 2023
- Internal audit
- AGM and EGM's 2024
- Quarterly updates
- Renegotiations claims
- Update ESG and related reporting
- Update legal and compliance
- Update IT and cyber security
- Update on LC extension
- Re-start production
- Rights Issue
- New structure organization

In response to the developments throughout 2024 the Supervisory Board held an additional 39 update calls and had several separate meetings to ensure they received adequate information.

ATTENDANCE 2024

Except for a limited number of occasions, and for valid reasons, Supervisory Board members attended all Supervisory Board meetings in 2024. All Supervisory Board members made adequate time available to give sufficient attention to matters concerning the Company.

Board attendance	Held	Attended	%
Derk Haank	9	9	100%
Jeroen Drost	9	6	67%
Carin Gorter	9	9	100%
Ruud Spoor*	6	5	83%
Roelf de Boer	9	9	100%
Saskia Schatteman*	6	6	100%

\* Percentage calculated based on their duration of service as members of the Supervisory Board.

ACTIVITIES OF THE SUPERVISORY BOARD COMMITTEES

There are three committees that support the Supervisory Board: the Audit Committee, the Nomination Committee and the Remuneration Committee. Each committee addresses relevant topics, and the chairman of the committee reports to the Supervisory Board on the discussions held within the committee and its main recommendations to the Supervisory Board as a whole.

For all committee meetings, the supervisory Board members, not being members of the committee, received a standing invitation. For some occasions, supervisory board members made use of the invitation to participate as guests in these committee meetings.

AUDIT COMMITTEE

The Audit Committee consisted of three members, Carin Gorter (chair), Roelf de Boer and Ruud Spoor until August 30, when Ruud Spoor stepped down from the Supervisory Board. The Audit Committee's main role is to perform preparatory work for the Supervisory Board's decision making regarding the supervision of the integrity and quality of the Company's financial reporting and the effectiveness of the Company's internal risk management and control systems with respect to financial reporting. The charter of the Audit Committee is available on the Company's corporate website.

The Audit Committee met officially 11 times in 2024. All meetings were in the presence of the CFO and almost all meetings were attended by the CEO. Almost all meetings were attended by the external auditor. In response of the continues operational and financial challenges throughout 2024 the Audit Committee held next to the official meetings 14 conference calls. Furthermore, the chair of the Audit Committee had frequent contact with the external auditor.

Major topics discussed at the meetings included:

- Cashflow development, financing and treasury
- External audit plan, materiality thresholds and management letter
- Annual report including financial statements
- Auditor's report and key audit matters
- Accounting and internal control update
- Quarterly financial updates
- IT and cybersecurity
- Legal and compliance
- Fraud risk assessment
- Tax.

Focus was given to cash management, working capital and financing. Independent reviews were requested on the supply chain and operations processes and the forecasts made.

The Audit Committee concluded that, due to ongoing operational and financial challenges, the internal control and risk management frameworks have not been given sufficient attention. Furthermore, the frameworks have not been aligned with the new way of working as an OED yet and, as a result, must still be considered below par. The very challenging business circumstances that Ebusco is has gone going through in the last months, and those which Ebusco continues to face, and the transformation the company is going through, including its refinancing and restructuring efforts, have placed significant demands on the time and resources of the company.

As a result, the drafting of the 2024 financial statements and consequently, the external auditor's audit process, have experienced delays, which prevented completion of the audit within the expected time-frame. Consequently, the financial statements included in this annual report as published today, are unaudited.

A plan to align the internal control framework towards the new business model is currently developed and will be presented to the Audit Committee.

In 2024 the internal audit function was not operational. The Company will re-install the internal audit function in the course of 2025.

Furthermore, the accounting changes have been discussed whereby the revenues for new bus production moves from percentage of completion towards point in time. Also, the financial impact of the cancellations of buses has been discussed. The Audit Committee discussed revenue recognition and the valuation and impairment of assets including goodwill, intangibles, right of use assets, tangible fixed assets and inventories.

At every meeting attention has been paid to the legal developments and in particular the potential financial effects of claims and penalties due to logistical issues.

The implementation plan for CSRD was discussed in the Audit Committee and the double materiality analysis. Due to the developments in the company, including the shift from an OEM to the OED model, it became clear in the course of 2024 that full compliance with the CSRD could not be reached in 2024 and therefor limited assurance by the external auditor was not in reach.

### NOMINATION COMMITTEE

In 2024, the Nomination Committee consisted of two members: Jeroen Drost (chairman), and Derk Haank. The main responsibility of the committee is to assist the Supervisory Board and Management Board with the selection and appointment (and reappointment) procedures for members of the Supervisory Board and the Management Board. The charter of the Nomination Committee is available on the company's corporate website.

The Nomination Committee met 5 times in 2024. Per the 2024 AGM, the appointment term of Bob Fleuren, COO, expired. Mr. Fleuren informed the Supervisory Board that he was not available for reappointment. Following a search process, the Committee recommended Mr. Roald Dogge to the Supervisory Board for nomination as COO. Despite Ebusco's intention to arrive at a gender-balanced Management Board, no female candidates were available for the position of COO. At the Annual General Meeting on 14 May 2024 Roald Dogge was appointed as a member of the Management Board (COO) for a term of 4 years as of 1 June 2024.

In parallel, the Nomination Committee explored a permanent solution for the Co-CEO role, which had been temporarily filled by Frank Meurs and later by Michiel Peters. After careful consideration, the Supervisory Board concluded that a single CEO structure would better serve the company's needs and nominated Mr. Christian Schreyer as CEO. At the Extraordinary General Meeting (EGM) on 24 October 2024, Christian Schreyer was appointed as

a member of the Management Board (CEO) for a term ending at the 2028 AGM.

Additionally, Mr. Jurjen Jongma, CFO and Mr. Roald Dogge, COO announced their decision to leave the company at the end of 2024, prompting the Nomination Committee to swiftly address the CFO and COO vacancy. For the COO role, Michel van Maanen was nominated and at the Extraordinary General Meeting on 26 March 2025 appointed as a member of the Management Board (COO) for a term of 4 years. The CFO role is temporarily filled by Mr. Jan Piet Valk on an interim basis.

The composition of the Management Board in 2024 was not in compliance with the gender balance target set for 2026.

Per the 2025 AGM, the appointment term of Peter Bijvelds, Founder and member of the Management Board, will expire. Peter has expressed his commitment to continue in his position and will be available for re-election.

Other topics discussed included the self-assessment of the Supervisory Board and the succession planning of the Supervisory Board. Furthermore, the Nomination Committee prepared the evaluation of the composition, performance and succession planning of the Management Board.

### REMUNERATION COMMITTEE

The Remuneration Committee consists of two members: Roelf de Boer (chairman) and Derk Haank. The main responsibility of the committee is to assist the Supervisory Board and Management Board in the establishment of an appropriate remuneration scheme for members of the Supervisory Board, members of the Management Board and, if so desired by the Management Board, members of the Management Team or other key figures within the organization. The charter of the Remuneration Committee is available on the company's corporate website.

The Remuneration Committee met 3 times in 2024. The Committee reviewed and approved the remuneration report as included in the annual report 2024 and prepared the proposal for the Management Board remuneration for 2025.

An addition to the remuneration policy was proposed for the remuneration of Mr. Roald Dogge and Mr. Christian Schreyer.

### INDEPENDENCE

The Supervisory Board confirms that from 1 January 2024 until 30 August 2024 the Supervisory Board existed of six members. Three Supervisory Board members were independent and three Supervisory Board members were considered not to be independent referring to best practice provision 2.1.8 vi of the Dutch Corporate Governance Code. This concerns the following Supervisory Board members. Ruud Spoor was nominated by Peter Bijvelds, Founder and member of the Management Board of Ebusco, as pre-IPO shareholder. Following Ruud Spoor's resignation from the Supervisory Board, Peter Bijvelds did not have representation on the board for a significant portion of 2024. Jeroen Drost has been nominated by ING, as pre-IPO shareholder. Roelf de Boer has been nominated by VDVI, as pre-IPO shareholder.

From 30 August (after the resignation of Ruud Spoor and Saskia Schatteman, until the end of 2024, the Supervisory Board existed of 4 members of which two members were independent (Derk Haank and Carin Gorter) and two were considered not to be independent (Jeroen Drost and Roelf de Boer).

The Supervisory Board is of the opinion that the Board complies with the following articles of the best practice provisions of the Corporate Governance Code. 2.1.7 regarding independence of the Supervisory Board, except for 2.1.7 ii (more than half of the total number of Supervisory Board members should be considered independent) and 2.1.9



In 2024 the composition of the committees was not in compliance with best practice provision 2.3.4, as half of the members were considered not to be independent.

## 2024 FINANCIAL STATEMENTS

The very challenging business circumstances that Ebusco has gone through in the last months, and those which Ebusco continues to face, and the transformation the company is going through, including its refinancing and restructuring efforts, have placed significant demands on the time and resources of the company.

As a result, the drafting of the 2024 financial statements and consequently, the external auditor's audit process, have experienced delays, which prevented completion of the audit within the expected time-frame. Consequently, the financial statements included in this annual report as published today, are unaudited.

Ebusco will publish audited financial statements when they are available. The General Meeting of Shareholders, to be held on June 16, 2025, will be asked to adopt the audited financial statements. In addition, it recommends that the members of the Management Board and Supervisory Board be discharged from liability for their respective management and supervisory activities performed in 2024.

**Deurne, the Netherlands, 30 April 2025**

Derk Haank  
Carin Gorter  
Roelf de Boer





# REMUNERATION REPORT

**This report describes how the Remuneration Policies of the Management Board and Supervisory Board were implemented in 2024.**

This report was prepared by the Management Board and the Remuneration Committee of the Supervisory Board. The Remuneration Committee makes recommendations to the Supervisory Board regarding the remuneration policy, as adopted by the General Meeting, for the Management Board and how to apply this policy to the remuneration of the individual Management Board members.

This remuneration report combines the requirements that the Remuneration Committee must adhere to when preparing a remuneration report in line with the best practice provisions of the Dutch Corporate Governance Code (the 'Code') and with the requirements as contained in Article 2:135b and Article 2:145 paragraph 2 of the Dutch Civil Code. This remuneration report is published on the company's corporate website as part of the annual report and will be submitted to the Annual General Meeting of Shareholders (AGM) on **16 June 2025** for an advisory vote. During the AGM held on 14 May 2024, the advisory vote on the 2023 Remuneration Report received 99.23% of the votes cast in favor.

This remuneration report is based on the current remuneration policy that was approved by and became effective following the General Meeting on 17 October 2021, prior to the company's public listing on Euronext. Any subsequent changes to the remuneration policy are subject to the approval of the General Meeting of Shareholders.

Consistent with the best practice principles of the Code, the first part of this remuneration report

describes the remuneration policy for the members of the Management Board, while the second part sets out how the remuneration policy was implemented in 2024. The report concludes with the details of the remuneration policy of the Supervisory Board and how this remuneration policy was implemented in 2024.

## REMUNERATION POLICY

The remuneration policy aims to attract, retain and reward highly qualified executives with the required background, skills, and experience needed for a company the size and complexity of Ebusco. The policy is transparent and aligns with the interests of the company's shareholders and other stakeholders. Pursuant to the remuneration policy, the remuneration packages of the members of the Management Board consist of fixed and variable components. The variable remuneration is linked to predetermined, assessable, and influenceable targets, which are predominantly of a long-term nature. The remuneration policy is in keeping with the entrepreneurial culture of Ebusco and aims to achieve a good balance between fixed and variable income, whereby the base compensation is relatively low and the variable compensation, provided that targets have been achieved, relatively high. Account was taken of scenario analyses in drafting the remuneration policy.

## PEER GROUP

In 2021, in anticipation of the listing, the company commissioned an independent remuneration consulting firm to provide advice on the remuneration of the Management Board and Supervisory Board

within the framework of the proposed remuneration policy. Based on this external advice Ebusco decided to set a base salary level around the median figure of the base salaries of the companies comprising the AScX Index whilst the annual cash bonus (STI) and performance share bonus (LTI) would be based upon the upper 25 percentile of the AScX Index companies. These compensation levels were consistent with the characteristics of Ebusco as well as in line with Ebusco's growth perspective.

The remuneration of the Management Board consists of five elements:

- Fixed compensation - annual base salary
- Short-term incentive - annual cash bonus plan
- Long-term incentive - annual performance share plan
- Pension allowance and other benefits (e.g. expense reimbursements)
- Severance payments

## FIXED REMUNERATION

The annual base salary of the Management Board members is a fixed compensation set by the Supervisory Board that considers a variety of factors. Based on the peer group benchmark, the fixed compensation of the members of the Management Board was adjusted on 17 October 2021.

In determining the remuneration of the Management Board, the Supervisory Board also considers the impact of the overall remuneration of the Management Board on the pay differential within Ebusco. In line with the Code Ebusco considered the internal pay ratios within the organization when formulating the remuneration policy and when determining the remuneration of individual members of the Management Board.

The Supervisory Board can make discretionary adjustments to the outcome of variable remuneration, if the outcome is deemed unfair. In that case, the Supervisory Board can deviate from the policies set out above, when the members of the Supervisory Board consider this necessary or desirable in specific individual cases.

## SHORT-TERM INCENTIVE (STI)

The STI is an annual cash bonus. The objective is to incentivize strong financial and personal performance, in line with Ebusco's strategy and annually defined targets.

The bonus for the members of the Management Board may vary from 0% to 50% of the annual fixed base salary, with 30% being applicable when targets are achieved, for both financial and non-financial personal targets. The payout at the threshold level is 15%, and 50% in the event of outperformance, to be determined for each separate target. These bonus percentages are at the high end of the upper 25 percentile of the AScX companies.

Targets are set annually by the Supervisory Board based on the budget and with a view to the company's strategic ambitions. Financial targets comprise 70% of the bonus, while non-financial or individual targets make up the remaining 30%.

A performance zone is set for each of the financial targets, with no bonus below the threshold level and the maximum bonus when the performance exceeds the upper end of the performance zone, in accordance with the following parameters:

Financial target		Payout (% of annual base salary)
Threshold	80% achievement of Roll-Out Plan target	15%
At Target	100% achievement of Roll-Out Plan target	30%
Out performance	120% achievement of Roll-Out Plan target	50%

The Supervisory Board may change the percentages and targets from time to time.

### LONG TERM INCENTIVE (LTI)

The purpose of the long-term incentive plan is to align the interests of the company, shareholders and the Management Board for the medium and long term, to foster and reward sustainable performance and to provide an incentive for long-term commitment, thus promoting Management Board retention. Under the company's long-term incentive plan members of the Management Board may be awarded conditional performance share units from the 2024 financial year onwards. The LTI is related to the performance on the company goals, which are defined on the following metrics; revenues, EBITDA margin and development and implementation of

ESG strategy. The overall PSU vesting is subject to meeting the ESG target. In case the ESG target will not be met, no PSU's will vest irrespective of financial performance.

For all members of the Management Board the at-target value of the award may amount to 100% of their annual fixed base salary in the respective year. When considered appropriate, the Remuneration Committee may apply at its discretion a performance incentive zone between 0% and 150% of the at-target value of the award depending on the long-term and sustainable performance achieved during the performance period. Furthermore, the Remuneration Committee has the discretion to introduce a non-financial target as an underpin to ensure sustained long-term performance (e.g. relating to ESG).

Performance conditions measured over the 3 year performance period	PSU Vesting percentage
<b>Threshold:</b> <80% achievement of the company goals	<b>0%</b>
Between 80 - 100% achievement of the company goals	Between 1% and 100% on a straight-line basis
<b>At target:</b> 100% achievement of the company goals related to the Roll-Out Plan	<b>100%</b>
Between 100 -120 achievement of the company goals	Between 100% and 150% on a straight-line basis
<b>Out performance:</b> 120% achievement of the company goals related to the Roll-Out Plan	<b>150%</b>

Awards of performance share units will vest at the end of a three-year performance period subject to (i) the achievement of predetermined revenue growth targets consistent with the creation of long-term company value; and (ii) the continued service as a Management Board member with the company. The performance shares are subject to a holding period of two more years after vesting date.

Where required to ensure an appropriate reflection of performance, the Supervisory Board may at its discretion amend the level of vesting of performance share units, with the understanding that the award may not be increased in excess of the performance incentive zone. Any such discretionary amendment which would result in an increase in pay-out of more than 25% is subject to prior approval by the General Meeting of Shareholders.

### PENSION ALLOWANCE AND OTHER BENEFITS

The members of the Management Board have been granted a pension allowance of an amount that is between 11% and 16% of their base salary, excluding any allowances and bonus payments.

Other benefits include 25 days of paid vacation per calendar year. Furthermore, the members of the Management Board receive a car and/or housing allowance or company car. Apart from these benefits, no other benefits are granted.

### SEVERANCE PAYMENT

The service agreements with the Management Board stipulate a notice period of six months and include a severance payment of six months of fixed base salary in the event of involuntary termination. No severance payment will be made in the event of serious imputable or negligent behavior. This is compliant with the best practice provision of the Dutch Corporate Governance Code on severance pay.

### CLAW-BACK AND ULTIMUM REMEDIUM

Variable remuneration may be adjusted or recovered from a member of the Management Board, in accordance with the relevant provisions in the Dutch Civil Code, as amended from time to time.

### AMENDMENT REMUNERATION POLICY

On 15 May 2024, the Supervisory Board, following the advice of the Remuneration Committee, requested the approval of the AGM regarding the below mentioned individual change to the current remuneration policy. 98.39% of votes cast in favor of the advisory vote on this adjustment.

This individual adjustment was required to align the policy with the remuneration package of Mr R. Dogge who was appointed COO on 15 May 2024 and stepped down as of 31 December 2024. The deviating element meant that Mr. Dogge was granted a one-off advance of EUR 225,000, which was planned to be repaid by offsetting the advance against the Short-Term Incentive (STI). The exception only applied to Mr. Dogge and does not affect the remuneration of the other members of the Management Board. The other features of the remuneration package were in line with the policy.

On 24 October 2024, the Supervisory Board, following the advice of the Remuneration Committee, requested the approval of the EGM regarding the below mentioned individual change to the current remuneration policy. 99.94% of votes cast in favor of the advisory vote on this adjustment.

This individual adjustment was required to align the policy with the remuneration package of Mr C. Schreyer who was appointed CEO on 24 October 2024. The deviating element means that Mr. Schreyer will be granted 60,000 Ebusco shares that will vest in three years after his appointment by the

EGM provided that Mr. Schreyer is still working for the Company in the role of CEO at that time. The exception only applies to Mr. Schreyer 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 policy.

Mr. C. Schreyer was granted an advance service fee payment of six months (EUR 225.000 gross), which will be set off against the pro-rated Service Fee that is due during the following six months of providing the services.

Due to the change in role of Mr. P. Bijvelds in the Management Board his annual base service fee has been reduced as of 1 September 2024 by 5%.

### MANAGEMENT BOARD REMUNERATION 2024

The total remuneration of each individual member of the Management Board recognized and paid by the company in 2024 is as follows.

	Fixed base salary	Pension allowance	STI	LTI	Other*	Total	Fixed compensation as % of total	Variable compensation as % of total
Peter Bijvelds and Christian Schreyer (CEO)**	€498,480	€54,454	€0	€0	€24,073	€573,857	100%	0%
Jurjen Jongma (CFO)***	€272,552	€44,600	€0	€0	€192,015	€508,176	100%	0%
Bob Fleuren and Roald Dogge (COO)****	€283,325	€46,362	€0	€0	€243,070	€586,099	100%	0%
Peter Bijvelds (Founder)*****	€132,501	€21,570	€0	€0	€7,586	€162,793	100%	0%
<b>Total</b>	<b>€1,198,666</b>	<b>€166,985.67</b>	<b>€0</b>	<b>€0</b>	<b>€466,744</b>	<b>€1,830,924</b>	<b>100%</b>	<b>0%</b>

\* "Other" includes car allowance, settlements and other compensations

\*\* The remuneration of the CEO includes the remuneration of Peter Bijvelds (stepped down as CEO on 2 September 2024) and Christian Schreyer (CEO and member of the management board as from 24 October 2024).

\*\*\* The remuneration of the CFO includes the remuneration of Jurjen Jongma until 30 November 2024. As the Board Member agreement with Jurjen Jongma was terminated with immediate effect, the service fee for the six months' notice period was paid out.

\*\*\*\* The remuneration of the COO includes the remuneration of Bob Fleuren (resigned as COO on 14 May 2024) and Roald Dogge (COO and member of the management board from 1 June 2024 until 31 December 2024) including the one-off advance that was waived as part of the severance payment.

\*\*\*\*\* As from September 2024.

The total remuneration of each individual member of the Management Board recognized and paid by the company in 2023 is as follows:

	Fixed base salary	Pension allowance	STI	LTI	Other	Total	Fixed compensation as % of total	Variable compensation as % of total
Peter Bijvelds (CEO)	€410,220	€65,635	€0	€0	€16,256	€492,112	100%	0%
Paul van Beers, Björn Krook, Jurjen Jongma (CFO*)	€292,063	€31,666	€0	€0	€40,933	€364,662	100%	0%
Bob Fleuren (COO)	€291,500	€46,640	€0	€0	€18,058	€356,198	100%	0%
<b>Total</b>	<b>€993,783</b>	<b>€143,942</b>	<b>€0</b>	<b>€0</b>	<b>€75,248</b>	<b>€1,212,972</b>	<b>100%</b>	<b>0%</b>

\* Paul van Beers (resigned as CFO on 31 March 2023), Björn Krook (ad interim CFO between 1 April 2023 and 6 September 2023) and Jurjen Jongma (CFO per 7 September 2023)

### FIXED COMPENSATION

For the financial year 2024, these annual base salaries have been increased by 2% for the 2024 financial year. The Remuneration Committee also reviewed whether the remuneration policy is still suitable for the level and size of the company, and more specifically, if the remuneration level is in line with the market. In 2024, the Remuneration Committee concluded that the remuneration of the members of the Management Board was in line with market practices and within the boundaries of the remuneration policy.

### SHORT-TERM INCENTIVE (STI)

For the 2024 short-term incentive the supervisory board set the targets based on the following elements:

The financial targets (70%, equal weighting for each target) relate to:

- Orderbook (# of buses): The orderbook is defined as all orders for which a signed contract is in place, an option for another order within an existing contract and call-off contracts.
- Deliveries (# of buses): Deliveries are defined as delivery to and acceptance by the customer.
- EBITDA

The non-financial and personal targets (30%) relate to:

- Execution of the roll-out plan (20%)
- Continuous cost price reduction (20%)
- People, processes and procedures (40%)
- Personal targets (20%)

No STI was granted for 2024.



## LONG-TERM INCENTIVE: PERFORMANCE SHARE PLAN

With the start of the three-year performance period in 2024, members of the Management Board became eligible for conditional performance share units as part of the company's long-term incentive plan. Similar to the STI, no shares were granted under the performance share plan in 2024.

## PAY RATIO

With a view to transparency and clarity, Ebusco calculated the internal pay ratios based on the remunera-

tion included in the consolidated financial statements. Ebusco's CEO pay ratio is calculated as the total CEO remuneration divided by the average remuneration of all employees, excluding the remuneration of Management Board members. For the purposes of this calculation, all remuneration elements are included in the total remuneration for the CEO based on the information provided in note 7.1 - Remuneration Key Management. Average employee remuneration is based on total employee benefit expenses excluding benefit expenses of the Management Board and Supervisory Board as disclosed in note 7 - Employee benefits expense, and

the total average number of employees in FTEs as also disclosed in note 7, Employee benefits expense.

Ebusco's calculated CEO pay ratio in 2024 was 7.3 (2023: 6.6). These internal pay ratios are closely monitored by the Remuneration Committee.

## HISTORIC PERSPECTIVE

The following table summarizes the remuneration of the members of the Management Board and accompanying pay ratios in previous years and the change from 2023 to 2024 (in absolute numbers and in percentages):

			Change Yoy				
	2024	2023	in EUR	in %	2022	2021	2020
Remuneration Management Board (in EUR)							
Total remuneration CEO	573,857	492,112	81,745	17%	459,996	286,602	281,689
Total remuneration CFO	508,176	364,662	143,514	39%	338,001	5,315,497	316,477
Total remuneration COO	586,099	356,198	229,901	65%	336,261	212,546	0
Total remuneration Founder	162,793	0	162,793	N/A	0	0	0
Ebusco performance (all in EUR millions)							
Revenue	10.7	102.4	[91.8]	[90%]	111.6	24.3	100.0
EBITDA	[132.6]	[95.7]	[36.9]	39%	[34.8]	[20.5]	27.1
Free Cash Flow	[61.7]	[123.5]	61.7	[50%]	[107.5]	[25.6]	[15.9]
Pay ratio							
Pay ratio CEO	7.3	6.6	0.7	10%	7.2	4.7	4.6
Average total remuneration Ebusco employees	78,666	74,144	4,522	6%	63,720	60,452	60,868





REMUNERATION MANAGEMENT BOARD IN 2025

The base salary remuneration of the members of the Management Board will not be increased for the 2025 financial year. With regard to the variable remuneration components, targets will be set for the STI as well as the LTI which may be granted in 2025 pending performance.

SUPERVISORY BOARD REMUNERATION 2024

The remuneration of Supervisory Board members consists of fixed annual fees for their role as Supervisory Board members. In addition, the chair and members of the Nomination Committee, Audit Committee and Remuneration Committee receive a fixed annual fee for these roles. Ebusco does not grant variable remuneration, shares or options to members of the Supervisory Board. Ebusco pays company-related travel and accommodation expenses related to meetings. The remuneration policy of Supervisory Board members is considered market conform.

ANNUAL FEES PER FUNCTION IN THE SUPERVISORY BOARD

Function	Remuneration
Chair	50,000
Member	40,000

ANNUAL FEES PER FUNCTION IN SUPERVISORY BOARD COMMITTEES

Function	Remuneration
Chair	50,000
Member	40,000
Audit committee - Chairman	10,000
Audit Committee - Member	7,000
Nomination Committee - Chairman	7,000
Nomination Committee - Member	4,000
Remuneration Committee - Chairman	7,000
Remuneration Committee - Member	4,000

FEES OF SUPERVISORY BOARD MEMBERS IN 2024

Function	2024	2023
Derk Haank	58,000	58,000
Roelf de Boer	54,000	55,750
Carin Gorter	50,000	50,000
Jeroen Drost	47,000	47,000
Ruud Spoor	31,333	47,000
Saskia Schatteman	31,333	40,000

OTHER INFORMATION

TOTAL REMUNERATION

The total annual remuneration for the members of the Management Board and Supervisory Board as recognized by the company during 2024 amounts to €2,102,590 [2023: €1,510,722].

OTHER ARRANGEMENTS

No remuneration has been granted and allocated by subsidiaries or other companies whose financials are consolidated by Ebusco, since all members of the Management Board and Supervisory Board are paid directly by Ebusco Holding N.V.

No (personal) loans have been granted to the members of the Management Board and the Supervisory Board and no guarantees have been provided to any of the members of the Management Board and Supervisory Board.

No variable remuneration has been clawed-back.



# FINANCIAL STATEMENTS



## CONTENT

Consolidated statement of profit or loss and other comprehensive income	60
Consolidated statement of financial position	61
Consolidated statement of changes in equity	62
Consolidated statement of cash flows	63
Notes to the consolidated financial statement	64
Company statement of profit or loss	94
Company statement of financial position	95
Notes to the company financial statements	96



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

In thousands of euro, unless stated otherwise

	Notes	(Unaudited) 2024	2023
Revenue	5.1	10,665	102,440
Cost of materials	5.2	(45,267)	(109,288)
Employee benefit expenses	6	(42,501)	(38,467)
Amortization and depreciation expenses	11, 12, 21	(63,747)	(8,136)
Other operating expenses	7	(55,532)	(50,418)
<b>Operating expenses</b>		<b>(207,047)</b>	<b>(206,309)</b>
<b>Operating result</b>		<b>(196,382)</b>	<b>(103,869)</b>
Finance expenses, net	8	(3,035)	(932)
Share of result of an associate	13	(1,156)	(871)
<b>Result before tax</b>		<b>(200,573)</b>	<b>(105,672)</b>
Income tax credit/(expense)	9	(198)	(14,474)
<b>Result for the year</b>		<b>(200,771)</b>	<b>(120,146)</b>
<b>Result for the year attributable to:</b>			
Equity holders of the Group		(200,632)	(119,159)
Non-controlling interests		(139)	(987)

	Notes	(Unaudited) 2024	2023
<b>Result for the year</b>		<b>(200,771)</b>	<b>(120,146)</b>
<b>Other comprehensive income</b>			
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods</i>			
Exchange differences on translation of foreign operations		8	(4)
Net gain/(loss) on cash flow hedges		-	3,679
Tax effect of changes in cash flow hedges		-	332
Net change in costs of hedging		-	-
Tax effect of changes in cost of hedging		-	-
<b>Other comprehensive income/(loss)</b>		<b>8</b>	<b>4,007</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>(200,763)</b>	<b>(116,139)</b>
<b>Total comprehensive income/(loss) for the year attributable to:</b>			
Equity holders of the Group		(200,624)	(115,152)
Non-controlling interests		(139)	(987)
<b>Basic earnings per share (in euros) for result attributable to shareholders of the Group*</b>	10	<b>(10.79)</b>	<b>(10.06)</b>
<b>Diluted earnings per share (in euros) for result attributable to shareholders of the Group*</b>	10	<b>(10.79)</b>	<b>(10.06)</b>

\*The Group's 2023 earnings per share have been restated for which it further refers to Note 10.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

In thousands of euro

	Notes	(Unaudited)As at 31 December 2024	As at 31 December 2023
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	11	11,715	22,398
Right-of-use assets	21	22,270	15,902
Intangible assets	12	5,376	49,888
Deferred tax assets	9	-	-
Investments in associates	4, 13	3,036	2,547
Non-current financial assets		634	614
		<b>43,031</b>	<b>91,349</b>
<b>Current assets</b>			
Inventories	14	117,677	106,541
Trade receivables	15	5,494	19,285
Contract assets	5	7,569	67,640
Other current assets	16	3,893	7,098
Cash and cash equivalents	17	2,399	27,918
		<b>137,032</b>	<b>228,482</b>
<b>Total assets</b>		<b>180,063</b>	<b>319,831</b>

	Notes	(Unaudited)As at 31 December 2024	As at 31 December 2023
<b>Equity</b>			
Share capital		3,274	640
Share premium		388,880	337,379
Reserves		11,920	23,085
Retained earnings		(376,572)	(181,281)
<b>Equity attributable to equity holders of the Group</b>	<b>18.1</b>	<b>27,502</b>	<b>179,823</b>
<b>Non-controlling interests</b>	<b>18.2</b>	<b>-</b>	<b>(1,526)</b>
<b>Total Equity</b>	<b>18</b>	<b>27,502</b>	<b>178,297</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Provisions	22	222	1,133
Non-current lease liabilities	20, 21	19,854	14,216
Other non-current liabilities		1,465	491
		<b>21,541</b>	<b>15,840</b>
<b>Current liabilities</b>			
Loans and borrowings	20	5,359	1,348
Convertible bond – debt	19, 20	14,079	28,161
Convertible bond – embedded derivative	19, 20	3,766	4,965
Provisions	22	11,145	8,654
Trade payables	23	24,981	30,518
Contract liabilities	5	44,430	18,939
Other current liabilities	23	22,913	30,602
Current lease liabilities	20, 21	4,261	2,382
Income tax payable	9	86	125
		<b>131,020</b>	<b>125,694</b>
<b>Total liabilities</b>		<b>152,561</b>	<b>141,534</b>
<b>Total equity and liabilities</b>		<b>180,063</b>	<b>319,831</b>



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

In thousands of euro

	Equity attributable to Equity holders of the Group								Non-controlling interests	Total Equity	
	Notes	Share capital	Share premium	Translation reserve	Cash flow hedge reserve	Cost of hedging reserve	Other reserve	Retained Earnings			Total Equity attributable to Equity holders of the Group
Balance as at 1 January 2023		590	315,324	14	966	-	15,354	(58,251)	273,997	(539)	273,458
Result for the year		-	-	-	-	-	-	(119,159)	(119,159)	(987)	(120,146)
Other comprehensive income	18	-	-	(4)	4,011	-	-	-	4,007	-	4,007
Total comprehensive income for the year	18	-	-	(4)	4,011	-	-	(119,159)	(115,152)	(987)	(116,139)
Shares issued	18	50	24,950	-	-	-	-	-	25,000	-	25,000
Share issuance expenses	9, 18	-	(2,895)	-	-	-	-	-	(2,895)	-	(2,895)
Share based payment expenses	6	-	-	-	-	-	185	-	185	-	185
Transfer to/from legal reserve	18	-	-	-	-	-	3,871	(3,871)	-	-	-
Transfer of cash flow hedge reserve		-	-	-	(1,313)	-	-	-	(1,313)	-	(1,313)
Balance as at 31 December 2023		640	337,379	10	3,664	-	19,411	(181,281)	179,823	(1,526)	178,297
Balance as at 1 January 2024		640	337,379	10	3,664	-	19,411	(181,281)	179,823	(1,526)	178,297
Result for the year		-	-	-	-	-	-	(200,632)	(200,632)	(139)	(200,771)
Other comprehensive income	18	-	-	8	-	-	-	-	8	-	8
Total comprehensive income for the year	18	-	-	8	-	-	-	(200,632)	(200,624)	(139)	(200,763)
Shares issued	18	2,633	52,936	-	-	-	-	-	55,569	-	55,569
Share issuance expenses	9, 18	-	(1,435)	-	-	-	-	-	(1,435)	-	(1,435)
Share based payment expenses	6	-	-	-	-	-	(348)	-	(348)	-	(348)
Acquisition of non-controlling interest	18	-	-	-	-	-	(152)	(1,665)	(1,817)	1,665	(152)
Transfer to/from legal reserve	18	-	-	-	-	-	(7,006)	7,006	-	-	-
Transfer of cash flow hedge reserve		-	-	-	(3,664)	-	-	-	(3,664)	-	(3,664)
Balance as at 31 December 2024 (Unaudited)		3,274	388,880	18	-	-	11,902	(376,572)	27,502	-	27,502

# CONSOLIDATED STATEMENT OF CASH FLOWS

In thousands of euro

	Notes	(Unaudited) 2024	2023
<b>Cash flows from operating activities</b>			
Profit/(Loss) before tax		(200,573)	(105,672)
<b>Non-cash adjustments:</b>			
Depreciation of property, plant and equipment and right-of-use assets	11, 21	18,008	5,736
Amortization of intangible assets	12	45,707	2,325
Gain/(Loss) on disposal of property, plant and equipment	11	-	75
Share based payment expenses	6	(283)	185
Net loss on derivative instruments at fair value through profit or loss	27	(1,200)	-
Additions to/(release from) provisions	22	13,653	9,519
Finance expenses, net	8	3,094	974
Share of results of an associate	13	1,156	871
<b>Movements in working capital:</b>			
Inventories	14	(11,136)	(59,099)
Receivables and other financial assets	15, 16, 17	16,580	8,376
Contract assets/liabilities	5	85,562	5,358
Payables and other current liabilities	23	(1,631)	28,277
<b>Cash generated from operations</b>		<b>(31,062)</b>	<b>(103,075)</b>
Payment from provisions	22	(12,073)	(656)
Income tax paid	9	(39)	(69)
<b>Net cash flows from operating activities</b>		<b>(43,175)</b>	<b>(103,799)</b>

	Notes	(Unaudited) 2024	2023
<b>Cash flows from investment activities</b>			
Investments in property, plant and equipment	11	(14,462)	(15,018)
Investments in intangible assets	12	(805)	(2,102)
Investment in financial assets		(20)	(601)
Investment in associates	13	(1,645)	(2,350)
<b>Net cash flows from investment activities</b>		<b>(16,933)</b>	<b>(20,071)</b>
<b>Cash flows from financing activities</b>			
Net proceeds from issuance of share capital	18	35,999	24,602
Acquisition of non-controlling interest	18	(152)	-
Proceeds from borrowings	20	5,359	54,961
Repayments of borrowings	20	(1,348)	(20,000)
Payment of principal portion of lease liabilities	21	(3,270)	(1,932)
Interest received	8	79	276
Interest and similar expenses paid	8	(2,081)	(1,331)
<b>Net cash flows from financing activities</b>		<b>34,586</b>	<b>56,576</b>
<b>(Decrease)/Increase in cash and cash equivalents</b>		<b>(25,521)</b>	<b>(67,293)</b>
Exchange losses/gains on cash, cash equivalents and bank overdrafts	8	2	(1)
Cash and cash equivalents at 1 January	17	27,918	95,212
<b>Cash and cash equivalents at 31 December</b>	<b>17</b>	<b>2,399</b>	<b>27,918</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. CORPORATE INFORMATION

Ebusco Holding N.V. is a public limited Company under Dutch law, incorporated and domiciled in the Netherlands and registered at the Chamber of Commerce in the Netherlands under number 75407922. Ebusco Holding N.V. is the ultimate parent company of the group of legal entities (together, “the Group”) and is listed on Euronext Amsterdam. The Group is a developer, manufacturer and distributor of zero emission buses and charging systems, as well as a supplier of ancillary services to the electric vehicle ecosystem and manufacturer and supplier of Energy Storage Systems (ESS) and Mobile Energy Containers (MECs).

The Group has its headquarters and registered office located at Vuurijzer 23, 5753 SV Deurne, The Netherlands. The very challenging business circumstances that Ebusco has gone through in the last months, and those which Ebusco continues to face and the transformation the company is going through, including its re-financing and restructuring efforts, have placed significant demands on the time and resources of the company. As a result, the drafting of the 2024 financial statements and consequently, the external auditor's audit process, have experienced delays, which prevented completion of the audit within the expected timeframe. Consequently, the financial statements included in this annual report as published today, are unaudited.

## 2. MATERIAL ACCOUNTING POLICIES

### 2.1 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Parent and its subsidiaries (or ‘group companies’) as at 31 December 2024 with comparative information for the year ended 31 December 2023.

Subsidiaries are fully consolidated from the date the Group acquires control and ceases when the Group loses control of the subsidiary. The Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee;
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. All intra-group assets and liabilities, equity, income and expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. When the Group loses control over a subsidiary, it derecognizes the related assets

(including goodwill), liabilities, and other components of equity, while any resulting gain or loss is recognized in profit or loss.

The following table provides an overview of the consolidated subsidiaries which the Parent controls:

Entity	Registered office	Date of incorporation	Ownership interest (%)	Ownership interest (%)
			31 December 2024	31 December 2023
Ebusco B.V.	Deurne, Netherlands	3 September 2012	100%	100%
Ebusco Energy B.V.	Deurne, Netherlands	18 July 2019	100%	100%
Ebusco Manufacturing B.V.	Deurne, Netherlands	15 July 2020	100%	100%
Pondus Operations B.V.*	Deurne, Netherlands	16 March 2017	-	90%
Ebusco Deutschland GmbH	Emmerich am Rhein, Germany	13 June 2016	100%	100%
Ebusco Norway A/S	Dal, Norway	2 February 2017	100%	100%
Ebusco Australia Pty Ltd	Tasmania, Australia	18 July 2019	100%	100%
Ebusco France Manufacturing SAS	Paris, France	9 November 2020	100%	100%
Ebusco France Sales SAS**	Paris, France	11 October 2023	-	100%
Ebusco North America LLC***	Delaware, United States	19 August 2021	-	100%
Ebusco New Energy (Xiamen) Co Ltd	Xiamen, China	17 September 2021	100%	100%
Ebusco Canada Inc.***	Toronto, Canada	February 9, 2022	-	100%
Ebusco Sweden AB	Göteborg, Sweden	March 8, 2022	100%	100%
Ebusco Denmark ApS	Kopenhagen, Denmark	April 7, 2022	100%	100%
Ebusco Italy S.r.l.	Turin, Italy	June 20, 2022	100%	100%
Ebusco Spain SL	Barcelona, Spain	August 18, 2022	100%	100%

\* Ebusco B.V. acquired the remaining 10% during 2024 and merged Pondus Operations B.V. into Ebusco B.V. as of 1 July 2024.  
\*\* Ebusco France Sales SAS has been merged into Ebusco France Manufacturing SAS per 31 December 2024.  
\*\*\* Ebusco North America LLC and Ebusco Canada Inc. have been liquidated during 2024.

### 2.2 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with IFRS accounting standards as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union (EU) and with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code.

The financial statements were signed and authorized for issuance by the Supervisory Board and Management Board on 30 April 2025.

The consolidated financial statements have been prepared on a historical cost basis, except when otherwise indicated.

All amounts are stated in thousands of EUR, unless otherwise stated.

## 2.3 GOING CONCERN

Ebusco faced significant operational and financial challenges throughout 2024, including production inefficiencies, order cancellations, and liquidity constraints. In response, the Group initiated a comprehensive Turnaround Plan aimed at improving performance and restoring stakeholder confidence.

A pivotal component of this plan is the strategic shift from an Original Equipment Manufacturer (OEM) model to an Original Equipment Design (OED) model, transitioning from in-house production to utilizing contract manufacturers. This move aims to streamline operations and reduce costs on the mid- and long-term. For the year-ended 31 December 2024 the Group incurred a net loss before tax of €200.6 million (2023: €105.7 million), resulting in net cash outflow from operating activities of €43.2 million (2023: €103.8 million). As of 31 December 2024, the Group had negative retained earnings of €376.6 million and a net equity position of €27.5 million, versus negative €181.3 million and €178.3 million, as of 31 December 2023, respectively.

Given the Group's financial situation, it currently depends on third-party suppliers agreeing to payment schedules and alternative settlement options on overdue accounts. Considering the overdue accounts payable position (as at the date of this report) significantly exceeds the Group's current liquidity position, there is a possibility that suppliers could file for bankruptcy at any given moment which the Group cannot address directly and would trigger an insolvency event. One of the Group's suppliers actually already filed a petition for bankruptcy due to (amongst others) non-payment of overdue invoices. The court case is scheduled for 6 May 2025.

The Group is therefore dependent upon a significant short-term liquidity injection in order to be able to continue as a going concern. The Group is currently in the progress of finding a strategic investor and in obtaining refinancing. Although the Group is putting significant effort into both solutions, it is uncertain whether such investor or financing can be timely attracted. If the Group is not able to (timely) attract the required liquidity injection it could directly face insolvency.

After the balance sheet date, the Group obtained debt financing commitments for a total amount of €22 million from Green Innovation International Co. Ltd. (€10 million, of which the Groups still needs to receive €5 million), CVI Investments Inc., an entity managed by Heights Capital Management, Inc. (€10 million) and De Engh B.V. (€2 million) in Q1 2025. These loans (including interest of €2.2 million) must be fully repaid by Ebusco by 15 August 2025. In addition, Green Innovation International Co. Ltd. and De Engh have agreed an option to convert the full loan amount plus the fee at their election into Ebusco shares. If the Group would be able to attract the referred short-term liquidity injection it aims to further roll-out its Turnaround Plan and improve both its operating and financial performance and to repay these loans. If the short-term liquidity injection is not timely obtained and/or , the Turnaround Plan is not executed adequately or the Group runs into

other unforeseen circumstances, the Group is dependent upon the conversion of the loans into shares by the referred to financing parties.

In addition, the Group's business model is dependent on letters of credit (LCs) from its banks for the payment of finished products being provided to its contract manufacturers and as such allowing the Group to receive the finished products and deliver them to customers before payment is due to the contract manufacturers. Although the Group has confirmation of continuation of the current outstanding letters of credit facilities for €9 million until 14 August 2025, by which time these facilities must in any event be fully repaid, the Group, however has triggered events of default with its existing agreement with the banks. One of the events of default is the non-payment of Green Innovation of the full loan since only €5 million was transferred instead of the agreed upon €10 million. It is currently unclear if and when Green Innovation will transfer the €5 million to the Group. This payment is material to the Group's liquidity position, and the absence of this payment currently constitutes a material uncertainty regarding the Group's ability to continue as a going concern. Due to the non-payment, the Group furthermore was not able to reopen other letters of credits. The banks have subsequently reserved their right to not allow further utilizations of the facilities which could, when executed, negatively impact the Group's liquidity position and outlook. The Group is in discussions with the banks to come to a solution but the discussions have not been finalized yet. The Group is exploring options to find an alternative LC or other working capital provider however to date has not found such solution.

Although the Group is putting significant effort in finding a strategic investor and/or obtaining refinancing, the above disclosed uncertainties, both individually and in aggregate, create a material uncertainty regarding the Group's ability to continue as going concern.

Regarding the operational outlook and assuming the Group successfully attracts short-term liquidity, the primary focus will be on production and delivery of the existing order book in combination with a continuation of right sizing the cost base of the organization. The Group implemented cost measures, including through an FTE reduction, which are expected to result in lower operational expenditures for 2025. The Group will continue to closely monitor these measures and subsequent liquidity impact as this is vital for its ability to continue as a going concern.

## 2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES

### Functional and presentation currency

The Group's consolidated financial statements are presented in euros, which is also the Parent's functional currency.

The financial statements of entities that have a functional currency different from that of the Parent ("foreign operations") are translated into euros as follows:

\* The current ratio is calculated by dividing the total current assets by the total current liabilities (excluding the convertible bond -debt and convertible bond - embedded derivative).



Group companies:

- Foreign currency differences resulting from translation of subsidiaries are recognized in other comprehensive income.

Transactions and balances:

- Assets, equity and liabilities - at the closing rate at the date of the statement of financial position.
- Income and expenses - at the average rate of the period (as this is considered a reasonable approximation of the actual rates prevailing at the transaction dates).

### CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period

Or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period

Or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### FINANCIAL INSTRUMENTS AND FAIR VALUE

This section relates to all financial assets and financial liabilities of the Group, including financial instruments associated with the Group's hedge accounting.

#### FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market for

the asset or liability. The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Derivatives held by the Group are classified and recorded at fair value. All other financial instruments on the balance sheet are classified and recorded at (amortized) cost. Other financial assets are initially measured at fair value plus transaction costs and subsequently at amortized cost less impairments based on the expected credit loss ("ECL") approach. Fair value of trade receivables and cash and cash equivalents approximates the carrying amount due to the short duration. Other financial liabilities are initially measured at fair value less transaction costs and subsequently at amortized cost. Fair value of current financial liabilities approximates the carrying amount due to the short duration.

#### CLASSIFICATION

The Group classifies its financial instruments either at:

- Fair value through profit or loss ("FVPL"); or
- Amortized cost.

The classification of financial assets is dependent on the business model of the contractual terms of the cash flows and the terms and conditions of the financial assets. Gains and losses on financial assets classified and subsequently measured at FVPL shall be recorded in the profit or loss.

## MEASUREMENT

The Group measures financial assets at initial recognition at fair value plus transaction costs. The transaction costs of financial assets classified at FVPL are expensed in profit or loss at initial recognition.

## DEBT INSTRUMENTS

Subsequent measurement of debt instruments depends on the classification of the debt instruments by the Group. The Group measures its debt instruments as follows:

- Amortized cost: Interest income from these financial assets is included in finance income using the effective interest method.
- FVPL: A gain or loss is subsequently measured at FVPL and gains or losses are recognized in profit or loss and presented net within other gains and losses for the period in which it arises.

## FINANCIAL LIABILITIES – EMBEDDED DERIVATIVES

The Group measures its embedded derivatives at FVPL.

## FINANCIAL LIABILITIES – NOT DERIVATIVES

The Group measures its financial liabilities at amortized cost using the effective interest method.

## IMPAIRMENT

The Group assesses on a forward-looking basis the ECL associated with its debt instruments carried at amortized cost. The Group implements one ECL approach for financial assets (the simplified ECL approach).

The Group applies the simplified ECL approach to qualifying trade receivables and IFRS 15 contract assets.

The Group determines its expected credit losses on trade receivables based on the historical weighted average credit losses on trade receivables that the Group holds, while incorporating any known information which could affect credit losses in the future. These weights are based on the duration of the trade receivables (current number of days outstanding). The Group will use the historical default information of trade debtors in order to attempt to have an unbiased probability weighted amount of the expected credit losses. Expected credit losses are calculated by multiplying the probability of default based on historical data, loss given default and the current lifetime of the trade receivable. This leads to a weighted ECL based on debtors with an outstanding receivable of:

- 0-30 days
- 31-60 days
- 61-90 days
- Longer than 90 days

This practical application of the lifetime ECL on trade receivables is labeled as the provision matrix by the Group. The provision matrix is used to form the provision for bad debtors and thus impair trade receivables.

## OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

## REVENUE

### REVENUE FROM CONTRACTS WITH CUSTOMERS

In determination of its recognition of revenue, the Group applies the 5-step model in line with IFRS 15.

Revenue is recognized if the Group has entered into a contract with a customer in which the performance obligations can be identified, the terms of the transaction are clear, and it is probable that the customer will pay. Revenue is recognized for each contract.

If a contract involves several performance obligations, revenue is separately attributed to the performance obligations based on relative stand-alone selling prices. Revenue is recognized over time if the customer simultaneously receives and consumes the benefit of the Group's performance or if the Group produces an asset without alternative use which it is contractually obligated to deliver to the customer and for which the Group has an enforceable right to payment for performance completed to date. Revenue is recognized at a point in time if it does not meet the criteria to be satisfied over time.

If a contract contains a significant financing component, the Group adjusts the revenue accordingly. This is not done if the time between the fulfilment of the performance obligation and the payment of the consideration is less than one year.

If the results from a contract cannot be determined reliably, contract revenue is only recognized to the extent of costs incurred.

Expected contract losses are recognized immediately in the statement of profit or loss. In measuring the amount of provisions for losses, the Group proceeds on the basis of the economic benefits expected to be received compared with the unavoidable costs of the contract.

The Group has three main types of revenue from contracts:

1. Contracts for the sale of zero emission buses: the Group sells zero emission buses and related charging systems. The Group negotiates with each customer according to the needs of the customer and charges a transaction price based on the type and number of buses ordered. Contracts are fulfilled, on average, within six to twelve months. Revenue for sales of zero emission buses is recognized over time when the Group produces a bus without an alternative use which the Group is contractually obligated to deliver and for which the Group has an enforceable right to payment for performance completed to date. The revenue

relating to work in progress is recognized in the statement of profit or loss based on percentage of completion of the project. The stage of completion is assessed by reference to the proportion of costs recorded in relation to the total expected costs to the extent that the costs incurred are representative of the progress made in the transfer of goods/services to the client. Inefficiencies are disregarded in determining the stage of completion. In-progress contracts are recorded as contract assets.

Although the buses the Group manufactures will always maintain a certain level of customization, the Group's product design and processes reached a more standardized state. Due to this (product) development, Ebusco is now able to redirect the bus for another use without incurring significant costs to rework the asset. For such bus contracts, the Group recognizes revenues at a point in time when control of the bus transfers to the customer, which is generally upon customer acceptance. The assessment of whether an asset has an alternative use to the Group is made at contract inception. In-progress contracts for which revenue is recognized at a point in time are recorded as work-in-progress (under inventories) to the extent the costs are recoverable.

- 2 Contracts for charging systems and ancillary services and goods: the Group also sells items and services in addition to its zero emission buses. These goods and services consist of additional parts for the Group's buses or represent services, including repair and maintenance services, and service type warranty, which support the customer's use of zero emission buses sold by the Group. Revenue is recognized either at a point in time or over time based on the nature of the good or service in accordance with the Group's revenue recognition policy. Typically, spare parts and charging systems are recognized at a point in time whilst services are recognized over time. If applicable, service-type warranties are accounted for as separate performance obligations in accordance with IFRS 15 and are recorded as contract liabilities (as appropriate) and recognized as the Group performs its obligation.
- 3 Contracts from the sale of energy storage systems: as part of the Group's vision of a complete EV ecosystem from start to finish, it has developed both Energy Storage Systems (ESS) and Mobile Energy Containers (MEC). Whereas the ESS can be used for grid alignment, the MECs can be used for hybrid electric barges. Revenue is recognized at a point in time for both the ESS as the MEC. For financial year 2024, revenue is recognized solely for the sale of ESS.

The accounting policies regarding trade receivables, contract assets, and contract liabilities are set out in the corresponding notes (refer to Note 15 for trade receivables and below for contract assets and liabilities).

#### TRANSACTION PRICE AND STAND-ALONE SELLING PRICES

Transaction prices are determined per individual contract, based on goods and services ordered by each customer. Payment terms vary per contract. The performance obligation that significantly affects the determination of the transaction price is the supply of zero-emission buses. Revenue is either recognized at a point in time when control of the buses is transferred to the Group's customers or recognized over time.

#### CONTRACT ASSETS AND CONTRACT LIABILITIES

The Group recognizes a contract asset for services or goods transferred to a customer to which the Group has a right to receive consideration. The Group reclassifies contract assets to trade receivables when performance obligations are satisfied and the right to consideration becomes unconditional.

The Group recognizes a contract liability when a payment is received from a customer or is due before the Group transfers the related goods or services. Contract liabilities are recognized as revenue when the Group performs its obligations.

Contract assets and receivables generally have a term of less than 12 months.

#### SEGMENT REPORTING

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses. The operating results of each segment are regularly reviewed by the entity's Chief Operating Decision Maker ("CODM") in order to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. The Group reports separate information about an operating segment if the reported revenue, profit or loss or assets exceed 10 per cent of the total of the Group, or if the Management Board believes that information about the segment would be useful to the users of the financial statements.

#### EMPLOYEE BENEFIT EXPENSES

Employee benefits are all forms of consideration given by the Group in exchange for services rendered by employees or for the termination of employment.

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees rendered the related service.

Post-employment benefits are employee benefits (other than termination benefits and short-term employee benefits) that are payable after the completion of employment.

#### GOVERNMENT GRANTS

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to assets, it shall be presented in the statement of financial position by deducting the grant in arriving at the carrying amount of the asset.

#### SHARE-BASED PAYMENTS

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value is included in employee benefit expenses in the vesting period during which the expected employee services are received. The same amount is credited to shareholders' equity. The

cumulative expenses recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

Ebusco has opted to recognize the increase in equity as a result of the equity-settled share-based payment transactions in other capital reserves.

Service conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. No expenses are recognized for awards that ultimately do not vest because service conditions have not been met.

## PENSIONS

The Group has a defined contribution plan (which is capped at an annual pensionable salary of €115). For the defined contribution plan, the group pays contributions to a public or privately administered pension insurance plan on a mandatory or contractual basis. The Group has no legal or constructive obligations to pay additional contribution if the fund does not hold sufficient assets to pay all employees the benefits relating to the employee service in the current and prior periods. The contribution is recognized as employee benefit expense when it is due. Prepaid contribution is recognized as an asset to the extent that a cash refund or a reduction in the future payments is available and can be contractually enforced.

## OTHER OPERATING EXPENSES

Other operating expenses are recorded on a historical basis and allocated to the reporting period when they occur.

## FINANCE (INCOME)/EXPENSE

The costs are determined on a historical basis and allocated to the reporting period to which they relate.

## INCOME TAX

### CURRENT INCOME TAX

Current tax is the expected tax payable/receivable on the taxable income or loss for the year, using applicable tax rates at the end of the reporting period, and any adjustment to tax payable/receivable in respect of previous years.

### DEFERRED INCOME TAX

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable

profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## EARNINGS PER SHARE

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. The calculation for the earnings per share is as follows:

- Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.
- Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

## PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment ("PPE") are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Items of PPE are depreciated over their useful life on a straight-line basis. Any change in the useful life and depreciation period shall be accounted for as a change in accounting estimates. PPE is tested for impairment whenever events or changes in circumstances occur indicating that the carrying amount may not be recoverable.

PPE includes equipment and office inventory, transportation and assets under construction. The estimated useful life of the aforementioned PPE is between 3 and 5 years. Assets under construction refer to assets which are not available for use yet and therefore not depreciated.

For right-of-use assets reference is made to the accounting policy of Leases.



## INTANGIBLE ASSETS

The intangible assets for the Group consist of goodwill, development assets, software and assets under construction.

### BUSINESS COMBINATIONS AND GOODWILL

Goodwill represents the excess of the cost of an acquisition over the fair value of the identifiable net assets acquired at the acquisition date. All business combinations are accounted for by applying the acquisition method as at the acquisition date.

Goodwill is measured as the difference between:

- the aggregate of the (a) the value of the consideration transferred (generally at fair value), (b) the amount of any non-controlling interest and (c) in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree, and
- the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortized but tested annually for impairment.

### DEVELOPMENT ASSETS

Development assets are internally generated intangible assets. The costs capitalized consist of salaries, materials and services directly attributable to the development activities.

Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment annually. Impairment assessments have been performed and no indications of impairment have been identified.

Research costs are expensed as incurred.

### AMORTIZATION AND IMPAIRMENT TESTING

Goodwill is subject to annual impairment testing, irrespective of whether indications of impairment exist. Goodwill allocated to a cash-generating unit ("CGU") is impaired when its carrying amount of the cash-generating unit exceeds the recoverable amount. The recoverable amount is, in turn, defined as the higher of the

fair value less cost of disposal and the value in use; where the value in use is the present value of the future cash flows. In the value in use model estimates of future cash flows shall only include projections of cash inflows from the continuing use of the asset. The fair value less cost of disposal shall be determined in accordance with the fair value accounting policy.

Any intangible asset not yet available for use must be tested annually because its ability to generate sufficient future economic benefits to recover its carrying amount is usually subject to greater uncertainty before the asset is available for use than after it is available for use. For intangible assets which form part of the assets within a CGU the procedures relevant to testing a CGU as set out above apply.

Intangible assets with finite lives are amortized over the useful economic life on a straight-line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The intangible assets are amortized over a period of 3-5 years. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit or loss.

## INVESTMENT IN ASSOCIATES

### ASSOCIATES

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights.

Investments in associates are accounted for using the equity method of accounting (see below), after initially being recognized at cost.

On acquisition of the investment, any difference between the cost of the investment and the entity's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:

- Goodwill relating to an associate or a joint venture is included in the carrying amount of the investment.
- Any excess of the entity's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate or joint venture's profit or loss in the period in which the investment is acquired.

### EQUITY METHOD

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the group's share of the post-acquisition profits or losses of the investee in profit or loss, and the group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group. The carrying amount of equity-accounted investments is subject to impairment testing. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognizes the loss within 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

### NON-CURRENT FINANCIAL ASSETS

Financial assets are initially recognized at fair value and subsequently measured at amortized cost less impairments based on the general expected credit loss approach. The Group's non-current financial assets consist of long-term deposits.

### INVENTORIES

Inventories are assets sold in the ordinary course of business. Inventories are measured at the lower of cost and net realizable value. The cost price of the inventory is determined based on the first-in, first-out method. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### TRADE RECEIVABLES

Trade receivables are classified at amortized cost, initially recognized at transaction price and subsequently measured at amortized cost less impairments based on the simplified expected credit loss (ECL) approach for trade receivables that do not contain a significant financing component.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits which are defined in accordance with this assessment. Outstanding customer receivables and contract assets are regularly reviewed.

The Group applies the simplified expected credit loss approach using a provision matrix based on historic inputs to determine the expected losses. This approach takes into account forward looking information that might have an impact on the way the trade receivables will be settled in the future. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic condi-

tions. Generally, trade receivables are written-off if past due for more than one year and which are not subject to enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, given its customers profile.

### OTHER CURRENT FINANCIAL ASSETS

Other receivables and accrued assets are initially recognized at fair value and subsequently measured at amortized cost less impairments based on the simplified expected credit loss approach.

### CASH AND CASH EQUIVALENTS

The Group considers cash and cash equivalents the cash at bank and in hand, bank balances and deposits with terms of less than three months. Due to the short term and the fundamentally lower credit risk of the financial instrument, it is assumed that their fair values are equal to the carrying amounts.

### IMPAIRMENT OF NON-FINANCIAL ASSETS

Further disclosures relating to impairment of non-financial assets are also provided in the following accounting policies:

- Property, plant and equipment
- Intangible assets, including goodwill
- Right-of-use-assets
- Significant accounting judgements, estimates and assumptions (note 3)

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired.

If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

The Group assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. Although the introduction of such legislation would also result in a higher demand for the Group, these risks in relation to climate-related matters would be included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash flow forecasts in assessing value-in-use amounts.

## EQUITY

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of the ordinary shares are netted, net of tax, from the proceeds.

The Group evaluates its equity instruments, including its preferred shares. Certain instruments contain aspects which would require their classification as either liabilities or compound instruments which would contain both equity and liability components, including whether or not the Group has a contractual obligation to deliver cash or financial asset to another party. Equity classification is only appropriate if the Group has an unconditional right to avoid delivering cash or other financial instruments.

## NON-CURRENT FINANCIAL LIABILITIES (NON-DERIVATIVES)

Financial liabilities (non-derivatives) are initially measured at fair value less transaction costs and subsequently measured at amortized cost.

## LEASES (THE GROUP AS A LESSEE)

The Group assesses whether a contract is or contains a lease at the inception of the contract to determine whether an asset is identifiable, and the lessee has control to direct its use, and receives all economic benefits related to the asset.

The Group recognizes a right-of-use asset ("ROU asset") and a corresponding lease liability with respect to all lease arrangements in which it is a lessee. The lease liability is initially measured by calculating the present value of all future lease payments, discounted by the incremental borrowing rate. All future lease payments are fixed in nature with exception of yearly indexations. The interest on the lease liability for each period from the discount rate is recognized in the profit or loss statement for the year. At initial recognition, the ROU asset amounts to the initial lease liability adjusted for any initial direct costs or the expected costs for dismantling. In case of changes in the lease term or other conditions, the Group will reassess the discount rate and the remaining lease payments. The Group shall remeasure the carrying amount of the lease liability to reflect a reassessment or lease modification, using a revised discount rate, if any.

ROU assets are depreciated on a straight-line basis over the shorter of the lease term and useful life and tested for impairment whenever events or changes in circumstances indicates that the carrying amount may not be recoverable.

## PROVISIONS

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. By nature, provisions include uncertainty and if the actual outcome differs from the assumptions, the estimated provision will be revised, and this could have an effect on the financial position and results of the Group.

### PROVISION FOR WARRANTIES

Provisions for warranties are recognized when: (a) the Group has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources will be required to settle the obligation; and (c) the amount can be reliably estimated.

Assurance-type warranties are not distinct within customer contracts. Service-type warranties are accounted for as separate performance obligations in accordance with IFRS 15 and are recorded as contract liabilities (as appropriate) and recognized as the Group performs its obligation.

Provisions related to assurance-type warranties are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

### PROVISION FOR ONEROUS CONTRACTS

If the Group has a contract that is onerous, the present obligation under the contract is recognized and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognizes any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

### RESTRUCTURING PROVISIONS

Restructuring provisions are recognized only when the Group has a constructive obligation, which is when: (i) there is a detailed formal plan that identifies the business or part of the business concerned, the location and number of employees affected, the detailed estimate of the associated costs, and the timeline; and (ii) the employees affected have been notified of the plan's main features.

### CURRENT FINANCIAL LIABILITIES (NON-DERIVATIVES)

The financial liabilities (non-derivatives) are initially measured at fair value and subsequently at amortized cost. The fair value of the current financial liabilities approximates the book value due to its short-term nature.

### CURRENT FINANCIAL LIABILITIES (DERIVATIVES)

The financial liabilities (derivatives) are initially measured at fair value and subsequently through profit or loss.

### RELATED PARTY TRANSACTIONS

A related party is a person or an entity that is related to the reporting entity:

- A person or a close member of that person's family is related to the Group if that person has control, joint control, or significant influence over the Group or is a member of its key management personnel.
- An entity is related to the Group if, among other circumstances, it is a parent, subsidiary, fellow subsidiary, associate, or joint venture of the Group, or it is controlled, jointly controlled, or significantly influenced or managed by a person who is a related party.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

The Group discloses the nature of the related party relationship as well as information about the transactions and outstanding balances necessary for understanding of the potential effect of the relationship on the financial statements. These disclosures are made separately for each category of related parties.

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Group, directly or indirectly, including any directors (whether executive or otherwise) of the Group.

### COMMITMENTS, CONTINGENT ASSETS AND LIABILITIES

Contingent liabilities and assets do not meet the recognition criteria.

The Group discloses a contingent liability if there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events that are not wholly within the control of the Group. The liability is not recognized because it is not probable that an outflow of resources will take place to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability. When the possibility of an outflow of resources is remote, no contingent liability is disclosed.

The Group discloses a contingent asset if there is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. The asset is only disclosed when the possibility of an inflow of resources is probably.

## 2.5 CHANGES IN ACCOUNTING POLICIES

The Group has consistently applied the accounting policies to all periods presented in these Consolidated Financial Statements. A number of new standards and amendments are effective as from 1 January 2024. They do not have a material effect on the Group's Consolidated Financial Statements. These new standards and amendments are as follows:

- Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7
- Classification of Liabilities as Current or Non-current - Amendments to IAS 1
- Non-current Liabilities with Covenants - Amendments to IAS 1

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

Below is a summary of the Group's significant accounting judgements, estimates, and assumptions.

### REVENUE FROM CUSTOMER CONTRACTS

In determining the stage of completion, the Group makes a critical estimate of the remaining cost. This estimation requires a consistent judgment (forecast) of the final outcome of the project, including costs to come and variance analyses of divergences compared with earlier assessment dates. Estimates are an inherent part of this assessment and actual future outcome may deviate from the estimated outcome. Historical experience has also shown that estimates are, on the whole, sufficiently reliable. Estimates and judgements are made relating to a number of factors when assessing contracts. These primarily include the program of work throughout the contract period and an assessment of future costs after considering any changes in the scope of work. The Group reviews its estimates for its contracts with customers for buses, which are recorded under the percentage of completion method and, based on the data available to the Group, may record adjustments to its calculations as appropriate.

Additionally, a significant estimate is applied in the determination of revenue relates to variable considerations inherent in certain customer contracts. Variable considerations mainly refers to maintenance and repair contracts and penalties arising from late deliveries which may impact the transaction price. The estimation of variable consideration requires judgment based on the assessment of expected outcomes, including consideration of historical experience, current contractual terms, and future events that may affect the amount of consideration to which the Group expects to be entitled. Changes in the estimate of variable consideration are recognized as adjustments to revenue in the period in which the estimate changes. Such adjustments may result from changes in circumstances, including changes in the Groups' expectations regarding the likelihood or amount of variable consideration or changes in the underlying assumptions used in the estimation process. Reference is made to Note 5.1 for further details.



## IMPAIRMENT OF GOODWILL

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on the fair value hierarchy that categorizes the inputs of valuation techniques used to measure fair value into three levels. Level 3 input is a Discounted Cash Flow ("DCF") model in which the cash flows are derived from the forecast for the next five years and includes the cash flows of the future investments that will enhance the performance of the assets of the CGU being tested. As the Group continues to invest significantly in the future growth, the fair value less costs of disposal model is considered the most reliable estimate of the price at which an orderly transaction to sell the asset would take place between market participants at the measurement date under current market conditions. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognized by the Group. The key assumptions used to determine the recoverable amount, including a sensitivity analysis, are disclosed and further explained in Note 12.

## ESTIMATION USEFUL LIFE OF INTANGIBLE ASSETS

The Group has made a significant estimate of the useful life of Development assets and Software. Uncertainty about this estimate could result in significant changes in the reported amount of amortization expenses and, subsequently, in result for the year. The estimated useful life of intangible assets is between 3 - 5 years. Reference is made to Note 12.

## PROVISION FOR WARRANTIES

Typically the Group provides a 2 year assurance-type warranty on the buses that it sells to customers. The Group generally bears the risk that products/components will bear any manufacturing defect and/or defect in material. Back-to-back warranty from suppliers may only apply as additional assurance in case the Group can, for whatever reason, not fulfil their liabilities of the battery warranty to the customer. In addition, the Group generally has back-to-back guarantees in place for key spare parts.

The production of zero emission buses is based on new technology for a relatively small customer base for which relatively limited historical information regarding warranty expenses is available, whether from the Group's experience or based on similar publicly available information from industry peers. A warranty provision is recognized for the products sold to which the warranty period has not yet expired. The Group included the best estimate of the projected costs to repair or replace items under warranties and recalls if identified. These estimates are based on actual historical warranty claims incurred to date and an estimate of the nature, frequency and costs of future claims. These estimates are inherently uncertain given the relatively short history of sales and products and the lack of historical data for the full warranty period and for all prod-

ucts. Changes to the historical or projected warranty experience may cause material changes to the warranty provision in the future. Further details are disclosed in Note 22.

## CONVERTIBLE BOND

Determining the fair value of the embedded derivative within the convertible bond at the reporting date is considered a significant estimate. Significant assumptions used in the fair value analysis include the Group's share price, volatility rate, risk-free rate and expected dividend yield. For further elaboration the Group refers to Note 19 in the financial statements.

## NET REALIZABLE VALUE

The determination of the net realizable value of inventory is a critical accounting estimate that involves judgement, particularly in assessing whether inventory items are sold below cost mostly due to obsolescence or (customer specific) slow-moving stock. At each reporting date, the Group reviews its inventory to determine whether it is carried at the lower of cost and net realizable value. This assessment requires management to make assumptions regarding the expected value and applicability of its inventory. The Group has considered the impact of cancelled contracts and the results of inventory sales in estimating the net realizable value of inventory. Any changes in these assumptions could result in further adjustments to the carrying amount of inventory in future periods.

# 4. CAPITAL CONTRIBUTION IN ZERO EMISSION SERVICES (ZES) B.V.

Ebusco Energy B.V. acquired an additional 0,17% of the voting shares of Zero Emission Services B.V., a provider of all-in concepts for emission-free inland shipping in the Netherlands, for an amount of €1,645 in May 2024.

The Group accounts for this as an investment in an associate over which the Group has significant influence. The investment in ZES is accounted for using the equity method in the consolidated financial statements. At acquisition date, the additional investment of €1,645 to achieve a shareholding of 49,56% (2023: 49,39%) is accounted for at costs. Reference is made to Note 13 for subsequent measurement.

# 5. REVENUE, COST OF MATERIALS AND SEGMENT REPORTING

The activities of the Group primarily consist of the sale of zero emission buses and ancillary services and goods, including charging systems, related to the electric vehicle ecosystem.

## 5.1 REVENUE

### REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group earns the majority of its revenue from its single performance obligation of the sale and supply of zero emission buses. The other primary performance obligations include a sale and supply of zero emission

bus chargers, a guarantee to provide a complete change of batteries, repair and maintenance services and extended warranty. Performance obligations for other services and goods, including supply of bus charging systems, are ancillary and supportive of the performance obligation of the sale and supply of zero emission buses. In addition, the Group earns revenue from its sale of energy storage systems.

During the financial year ended 31 December 2024, the Group recognized a revenue reversal of €16 million, initially recorded in the financial year ended 31 December 2023, following the cancellation of certain bus contracts. These cancellations occurred as a result of the Group's failure to deliver the contracted buses within the required timeframe, giving the customers the right to terminate the contracts without further compensation to the Group. In 2023, the Group evaluated the relevant contracts and concluded that revenue should be recognized over time for all of them, including those that were subsequently terminated. All contract terminations were accounted for prospectively as the terminations were formally communicated and agreed by both Ebusco and the respective customers in the second half of 2024. This resulted in negative revenue from the sale of zero emission buses for the year ended 31 December 2024. Finally, at 31 December 2023, the Group did not consider a significant reversal to be highly probable as it had not received any indication of contract cancellations. Furthermore, the Group does not a significant reversal to be probable in 2025 as, based upon its current contract assessments, all revenue from the supply of zero emission buses is recognized at a point in time which is upon customer acceptance.

Finally, the Group recorded app. €18 million of revenues in the first half of 2024 which were reversed following the referred to contract cancellations.

The breakdown of the revenue based on type is presented below:

Revenue type	(Unaudited) 2024	2023
Revenue from zero emission buses – excluding reversals	12,850	92,115
Reversed 2023 revenue from zero emission buses – cancelled contracts	(16,156)	-
Revenue from charging systems and ancillary services and goods	13,726	10,127
Revenue from energy storage systems	245	198
<b>Total</b>	<b>10,665</b>	<b>102,440</b>

Revenue recognized over time pertains to contracts for the sale of zero-emission buses and related support services, where, upon contract assessment, the Group determined that the buses have no alternative use beyond their manufacture for the specific customer and that the Group possesses an enforceable right to payment under the contract. Conversely, revenue recognized at a point in time primarily arises from contracts for the sale of charging systems, spare parts, and energy storage systems. Additionally, revenue is recognized at a point in time for contracts involving the sale of zero-emission buses where, at contract inception, the Group assessed that the buses have an alternative use beyond the specific customer.

Revenue recognition	(Unaudited) 2024	2023
Revenue recognized over time	17,218	96,456
Reversed 2023 over time revenue – cancelled contracts	(16,156)	-
Revenue recognized at point in time	9,603	5,984
<b>Total</b>	<b>10,665</b>	<b>102,440</b>

As at 31 December 2024 the remaining performance obligations amount to €19.4 million (2023: €72.2 million). The Group estimates 12% (2023: 70%) of these anticipated revenues are expected to be recognized during the next 12 months. This revenue relates primarily to customer contracts for zero emission buses.

In general the Group is exposed to penalty clauses for late delivery of the buses under its sales contracts. These penalties are generally capped at a percentage of the contractual selling price. As the Group experienced operational standstills due to its liquidity shortages during 2024 which resulted in delay in its delivery schedule, it could face penalty charges for late delivery. At 31 December 2024, the Group concluded that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Reference is made to Note 22 for further details of the provision recorded for assurance-type warranties under customer contracts.

## CONTRACT ASSETS AND CONTRACT LIABILITIES

Contract assets / (liabilities) – 31 December	(Unaudited) 2024	2023
Contract assets (positive balance of work in progress)	7,569	67,640
Contract liabilities (negative balance of work in progress)	(44,430)	(18,939)
<b>Balance of contract assets and liabilities</b>	<b>(36,861)</b>	<b>48,701</b>

The contract assets balance as per 31 December 2024 is €7.6 million (2023: €67.7 million). Contract assets are measured taking account of expected credit losses in a way similar to the method used for trade and other receivables; no material expected credit losses have been recorded for contract assets for the periods presented.

Revenue received in advance (contract liability) as per 31 December 2024 amounts to €44.4 (2023: €18.9 million). The increase in the contract liabilities in 2024 is mostly explained by the upfront payment of one customer related to the Group's energy storage systems. The Group expects to release the contract liabilities to profit or loss within 12 months after 31 December 2024.

## 5.2 COST OF MATERIALS

Cost of materials are recognized and presented in the statement of profit or loss. These costs include amounts paid to the supplier for zero emission bus contracts, costs for parts included in zero emission bus contracts, transportation costs, import duties and warranty expenses.

## 5.3 SEGMENT REPORTING

The Group has identified the Management Board, which consists of the CEO, CFO, COO and Founder as the chief operating decision makers (CODM). The operating results and performance of the total Group are regularly reviewed by the entity's CODM in order to make decisions about resources to be allocated to the Group. Discrete financial information is available for the total Group. The total business of selling zero emission buses and ancillary revenue streams from these buses has been identified as a single operating segment.

The following table summarises the Group's geographical breakdown of its revenue, based on the location of the external customers for the periods indicated:

Revenue – Geographical breakdown	(Unaudited) 2024	2023
DACH *1	12,561	48,959
Nordics *2	[9,365]	31,936
Benelux	4,062	17,186
Spain	846	1,427
France	2,614	2,932
Rest of the World (RoW)	[52]	-
<b>Total</b>	<b>10,665</b>	<b>102,440</b>

\*1: DACH is an acronym for Germany (D), Austria (A) and Switzerland (CH).

\*2: Nordics is an acronym for Denmark, Sweden, Norway and Finland.

In 2024, the revenues from external customers attributed to the entity's country of domicile (the Netherlands) amounted to €4.0 million (31 December 2023: €15.8 million).

## LARGE CUSTOMERS

In 2024, one customer generated 62% of the Group's total revenue. In 2023, one customer (a different one) generated 12% of total revenue.

## 6. EMPLOYEE BENEFIT EXPENSES AND REMUNERATION KEY MANAGEMENT

### EMPLOYEE BENEFIT EXPENSES AND PENSIONS

The table below gives a breakdown of the employee benefit expenses recognized in respect of short-term employee benefits and post-employment benefits:

Employee benefit expenses	(Unaudited) 2024	2023
Wages and salaries	31,935	27,711
Social security charges	4,948	4,586
Other staff expenses	3,547	3,811
Pension costs	1,907	1,573
Car expenses	447	601
Share based payments expenses	[283]	185
<b>Total</b>	<b>42,501</b>	<b>38,467</b>

Wages and salaries includes a research and development grant for the 3.0 bus for an amount of €600 (2023: €347) and various other grants of €51 (2023: €188).

The increase in wages and salaries is mainly driven by the increase in average number of full-time employees (see table below).

Car expenses relate to short-term rental expenses, fuel, insurance and repairs costs. Long-term car lease contracts for employees are included in Note 21 – Leases.

Other staff expenses include employee costs that are not directly related to salaries and social security charges, including travel and related expenses.

The average number of full-time employees for the period active within, respectively outside the Netherlands is as follows:

Full-time employees	(Unaudited) 2024	2023
Active within the Netherlands	466	476
Active outside the Netherlands	51	27
<b>Total</b>	<b>517</b>	<b>503</b>

### SHARE BASED PAYMENTS

The Group initiated one share-based compensation plan that will be settled in ordinary shares: a 'One-off Appreciation and Retention Plan'. For the share-based compensation plan of the management board reference is made to Note 6.1.

Under the One-off Appreciation and Retention Plan, certain senior employees have been granted Restricted Share Units (RSU's) on 11 February 2022, which have vested on 11 February 2024 for the employees which were still employed by the Group on that date.

The fair value of these share-based compensations, calculated on grant date, is based on Ebusco's share price (observable input).

Details of the share-based compensation plan during the year are as follows:

Restricted Share Units (RSU's)	(Unaudited) 2024		2023	
	Number of shares	Fair value	Number of shares	Fair value
Outstanding at the beginning of the year	15,570	22,10	17,000	22,10
Released during the year	15,570	3,86	1,250	-
Granted during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>-</b>	<b>-</b>	<b>15,750</b>	<b>22,10</b>

The realization of the service conditions was (rounded) 93%. Dividends declared on the underlying shares while the RSU is unvested were nil, subsequently no amount has been deducted from the grant-date price of the Group's share in estimating the fair value.

## 6.1 REMUNERATION KEY MANAGEMENT

The Group's key management consists of the CEO, Founder, CFO (a/i) and COO per 31 December 2024. During 2024 the former co-CEOs, CTO, CCO and HR Director also were part of the Group's key management. Total remuneration for the Group's key management amounted to €3,044 for 2024 (2023: €1,638). Key management are those persons having authority and responsibility for planning, directing and controlling the activities of the entity (directly or indirectly) including any directors.

The table below provides the remuneration of the Management Board for the years ended 31 December 2024 and 2023. The overview includes only the statutory Management Board members.

	(Unaudited) 2024					2023				
	Base salary	Pension and other costs	Severance payments	Other compensation	Total	Base salary	Pension and other costs	Severance payments	Other compensation	Total
Peter Bijvelds (Founder) <sup>1</sup>	406	88	-	-	<b>494</b>	410	82	-	-	<b>492</b>
Christian Schreyer (CEO) <sup>2</sup>	225	14	-	3	<b>242</b>	-	-	-	-	-
Paul van Beers (CFO)	-	-	-	-	-	73	12	-	5	<b>90</b>
Björn Krook (CFO)	-	-	-	-	-	126	5	-	6	<b>137</b>
Jurjen Jongma (CFO) <sup>3</sup>	445	61	173	3	<b>508</b>	93	21	-	25	<b>138</b>
Bob Fleuren (COO) <sup>4</sup>	108	25	-	-	<b>356</b>	292	47	-	18	<b>356</b>
Roald Dogge (COO) <sup>5</sup>	187	42	225	-	<b>435</b>					
<b>Total</b>	<b>1,199</b>	<b>228</b>	<b>398</b>	<b>6</b>	<b>1,830</b>	<b>994</b>	<b>166</b>	<b>-</b>	<b>54</b>	<b>1,213</b>

1 Resigned as CEO on 31 August 2024 and entered into the function of President.

2 Appointed as CEO and member of the Management Board as from 24 October 2024

3 Resigned as CFO on 30 November 2024.

4 Resigned as COO on 14 May 2024

5 Appointed as COO and member of the Management Board per 1 July 2024 and resigned on 31 December 2024

### BASE SALARY

The base salary consists of the annual fixed salary. For the Group's current CEO this also involves a prepayment for this first five months of 2025.

### PENSION AND OTHER COSTS

The members of the Management Board have been granted a pension allowance equal to an amount of approximately 16% of their fixed base salary, excluding any allowances and bonus payments. Other benefits include 25 days of paid vacation leave per calendar year. Furthermore, the members of the Management Board receive a car allowance or company car in accordance with the Group's car policy. The CEO furthermore receives a housing allowance. No other benefits are granted.



## SEVERANCE PAYMENTS

The Group and its former CFO entered into a termination agreement which contained a termination fee equal to six months' salary, holiday allowance and pension provision. The severance payment of €173 was transferred in 2024. In addition, the Group's former COO received a bonus prepayment of €225. The Group and the former COO agreed to use this amount as part of the agreed upon termination agreement.

## OTHER COMPENSATION

Upon his installment, the Group's current CEO was granted a signing bonus in the form of a share package. The package consists of 60.000 shares with a lock-up period of three years. The fair value of the signing bonus, calculated on grant date, is based on Ebusco's share price (observable input) and is set at €0.89 per share. The initially granted package was issued on 24 October 2024 and will vest on 24 October 2027, only if the CEO is still in service of the Group on that particular date. The expected realization is set at 100%. No amount has been deducted from the grant-date price of the Group's share price in estimating the fair value.

## 6.2 SUPERVISORY BOARD REMUNERATION EXPENSES

	Fixed		Other compensation		Total	
	(Unaudited) 2024	2023	(Unaudited) 2024	2023	(Unaudited) 2024	2023
<b>In euro</b>						
Derk Haank <sup>1</sup>	58,000	58,000	6,347	-	64,347	58,000
Carin Gorter <sup>2</sup>	50,000	50,000	2,400	1,650	52,400	51,650
Jeroen Drost <sup>3</sup>	47,000	47,000	600	600	47,600	47,600
Ruud Spoor <sup>4</sup>	31,333	47,000	2,250	1,800	33,583	48,800
Roelf de Boer <sup>5</sup>	54,000	55,750	2,700	2,400	56,700	58,150
Saskia Schatteman <sup>6</sup>	31,333	40,000	1,050	900	32,283	40,900
<b>Total</b>	<b>271,667</b>	<b>297,750</b>	<b>9,000</b>	<b>7,350</b>	<b>286,913</b>	<b>305,100</b>

1 Derk Haank has been appointed as Chair of the Supervisory Board and member of the Nomination and Remuneration Committee

2 Carin Gorter has been appointed as Chair of the Audit Committee and member of the Supervisory Board

3 Jeroen Drost has been appointed as Chair of the Nomination Committee and member of the Supervisory Board

4 Ruud Spoor resigned as a member of the Supervisory Board as per 30 August 2024.

5 Roelf de Boer has been appointed as Chair of the Remuneration Committee, member of the Audit Committee and member of the Supervisory Board

6 Saskia Schatteman resigned as a member of the Supervisory Board as per 30 August 2024.

## 7. OTHER OPERATING EXPENSES

Other operating expenses comprise general, distribution, marketing and other expenses.

Other operating expenses	(Unaudited) 2024	2023
Cancellation settlement expenses	12,105	-
General expenses	11,683	7,599
Temporary employees	16,600	24,696
Distribution expenses	5,080	5,247
IT expenses	3,796	3,584
Marketing expenses	255	1,156
Facility expenses	3,661	4,088
Office expenses	302	384
Other expenses	2,050	3,664
<b>Total other operating expenses</b>	<b>55,532</b>	<b>50,418</b>

\*Temporary employee expenses have been reclassified from employee benefit expenses to other operating expenses per 31 December 2024

The other operating expenses increased significantly due to the contractual (settlement) penalties the Group incurred as a result of delayed deliveries and subsequent contract cancellations during 2024. Other general expenses mainly include audit, advisory, insurance fees and changes to the provision for doubtful debts. The increase in general expenses is driven by the Group incurring additional advisory expenses relative to 2023. Marketing expenses are costs which include marketing and promotional costs and costs associated with making products available for delivery to customers. Facility expenses include costs for short-term rent, utilities, and other non-rent related expenses associated with the Group's facilities. Office expenses include telecom expenses, office supplies, and subscriptions. IT expenses include software maintenance costs and license costs, as well as other IT services. Other expenses mainly consist of various expenses that are incurred as part of the Group's daily operations. The Group has R&D expenditures of €53 recognized as an expense during the reporting periods (2023: €148).

## 8. FINANCE EXPENSES, NET

Finance costs	(Unaudited) 2024	2023
Foreign currency exchange rate results, including (gains)/losses on derivatives	(3,865)	(220)
Interest and similar expenses on loans and borrowings	7,368	1,697
Interest income	(79)	(276)
Revaluation of embedded derivative	(1,200)	(594)
Interest on lease liabilities	811	325
<b>Total</b>	<b>3,035</b>	<b>932</b>

The foreign currency result is related to a currency swap to hedge the currency exposure of a sales contract in Norwegian Krone. The swap expired during the previous year and the Group was not able to renew the hedge. As the sales contract was cancelled during 2024 the gain has been recognized in the profit and loss.

The Group issued convertible bonds in December 2023 which resulted in an increase in the interest expenses in 2024. For the revaluation of the embedded derivative the Group refers to Note 19.

## 9. INCOME TAX

The major components of income tax expense for the years ended 31 December 2024 and 31 December 2023 are presented below.

Income tax expense	(Unaudited) 2024	2023
<i>Current tax (expense)/benefit:</i>		
Relating to current year	(198)	(136)
Adjustment prior year	-	-
	<b>(198)</b>	<b>(136)</b>
<i>Deferred tax (expense)/benefit:</i>		
Relating to origination and reversal of temporary differences	(477)	927
Relating to tax losses	42,548	26,200
Relating to limitation interest deduction	-	-
Relating to (de)recognition DTA/unrecognized DTA	(42,071)	(41,480)
Adjustment prior year and others	-	14
	<b>-</b>	<b>(14,339)</b>
<b>Income tax (expense)/benefit reported in the statement of profit or loss</b>	<b>(198)</b>	<b>(14,474)</b>

Deferred tax (expense)/benefit related to items recognized in equity during the year	(Unaudited) 2024	2023
Derivatives (OCI)	-	332
Share issuance expenses (equity)	-	(2,359)
<b>Deferred tax charged through equity</b>	<b>-</b>	<b>(2,027)</b>

The operations of the Group are subject to income taxes in the Netherlands and in the other countries where the Group is conducting a business.

Ebusco Holding N.V. is the head of the Dutch fiscal unity for both income tax and VAT; all Dutch subsidiaries are part of the fiscal unity except ZES (49.56%).

A reconciliation of the statutory income tax rate of the Netherlands to the effective income tax rate is as follows:

Effective tax rate	(Unaudited) 2024	2023
Accounting profit before tax	(200,573)	(105,659)
Domestic income tax rate	25.8%	25.8%
<b>Theoretical income tax (expense)/benefit</b>	<b>51,748</b>	<b>27,260</b>
<i>Tax effect of:</i>		
Deviating rates	7	10
Share of results of an associate	-	-
Non-deductible expenses, tax exempt income and other permanent differences	-	-
Benefit from previously unrecognized and unused tax losses	-	-
Effect of (de)recognition DTA/unrecognized DTA	(42,071)	(41,480)
Effect of unrecognized and unused tax losses	-	-
Effect of permanent differences	(9,882)	(256)
Other effects including adjustments prior year	-	(8)
<b>Total income tax (expense)/benefit</b>	<b>(198)</b>	<b>(14,474)</b>
<b>Effective tax rate</b>	<b>(0.1%)</b>	<b>(13.7%)</b>

The enacted income tax rate in the Netherlands is set at 25.8%, similar as last year.

The effect of permanent differences relate to the goodwill impairment (for which reference is made to Note 12) and the share issuance expenses (for which reference is made to Note 18).

Non-deductible expenses, tax exempt income and other permanent differences in 2024 and 2023 mainly include the tax effect of tax exempt income from associates, non-deductible employee benefit expenses related share based payments, non-deductible advisory fees related to the acquisition of Zero Emission Services B.V. and interest deduction limitations for the convertible bond including changes in the accompanied embedded derivatives.

The balances and movements for current tax and deferred tax for the years ended 31 December 2024 and 31 December 2023 are presented below:

Current income tax liabilities	(Unaudited) As at 31 December 2024	As at 31 December 2023
Income tax payable	86	125

The deferred tax position of the Group as per 31 December 2024 and 31 December 2023 mainly relates to tax losses carried forward, limitation of interest deduction, right-of-use assets and lease liability positions resulting from the application of IFRS 16, the depreciation and the convertible bond. However, as a result of the Group's history of losses the (net) deferred tax position has not been recognized in 2024.

	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Deferred tax assets</b>		
Property, plant and equipment	73	58
Right-of-use assets	(3,720)	(4,004)
Derivatives	-	110
Lease liabilities	4,060	4,136
Tax losses carried forward	87,270	44,722
Limitation of interest deduction	743	173
Convertible bond (embedded derivative)	972	1,281
Convertible bond (debt)	(983)	(1,335)
Write-off deferred tax positions	(88,415)	(45,141)
<b>Total net deferred tax asset</b>	-	-

	(Unaudited) 2024	2023
<b>Changes in deferred tax assets and (liabilities), net</b>		
Carrying amount as at 1 January	-	16,365
<i>Changes:</i>		
Recognized in income statement	-	(14,339)
Recognized in other comprehensive income	-	332
Recognized in share premium	-	(2,359)
Other	-	1
<b>Balance as at 31 December</b>	-	-

Tax losses carried forward available as at 31 December 2024 amount to €338.3 million (31 December 2023: €173.5 million) which can be carried forward indefinitely.

Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

## 10. EARNINGS PER SHARE

The Group's equity structure as per 31 December 2024 consists of 65,470,708 (2023: 64,039,380) ordinary shares with a nominal value of €0.05 (2023: €0.01).

Earnings per share can be specified as follows:

Share information	(Unaudited) 2024	Restated – 2023	2023
Net profit attributable to ordinary shareholders (in euro thousands)	(201,132)	(119,159)	(119,159)
Weighted average number of ordinary shares for the period*	18,602,405	11,843,492	59,217,462
Dilutive number of shares	-	-	-
Total number of dilutive ordinary shares	18,602,405	11,843,492	59,217,462
Basic earnings per share (in euro's)**	(10.79)	(10.06)	(2.01)
Dilutive earnings per share (in euro's)**	(10.79)	(10.06)	(2.01)
Basic earnings per share (in euro's)***	(10.79)	(24.39)	(2.01)
Dilutive earnings per share (in euro's)***	(10.79)	(24.39)	(2.01)

\*The 5 to 1 share consolidation has been considered for the full year weighted average number of ordinary shares calculation.

\*\*The Group's 2023 earnings per share has been restated following the 5 to 1 share consolidation which was effectuated on 30 October 2024.

\*\*\* The Group's 2023 earnings per share has been restated following the rights issue successfully completed on 20 November 2024.

Upon joining the Group, the current CEO received a signing bonus in the form of a share package. The package consists of 60,000 shares with a vesting period of three years. The expected vesting is set at 100% and the effect of the expected exercise of the shares has not been included in the dilutive earnings per share as the earnings per share are loss making.

At 31 December 2024, 10,620,154 dilutive number of shares relating to the convertible bond (2023: 5,888,000) have been excluded from the dilutive number of shares calculation as, due to the loss for the period, their effect would have been anti-dilutive. Further details on the convertible bond are set out in Note 19.

In addition, the Group successfully completed a rights issue in November 2024 which involved the issuance of 43,853,031 new ordinary shares at an issue price of €0.8209 per share, generating gross proceeds of €36 million. Prior to the issuance, the total number of outstanding shares was 14,617,677. Following the completion of the rights issue, the total number of shares outstanding increased to 58,470,708.

The theoretical ex-rights price (TERP) was calculated at €1.589 per share, and the bonus factor derived from the rights issue is 41,25%. This results in an adjusted prior-period earnings per share (EPS) of €24.39 loss per share based upon the restated earnings per share following the 5 to 1 share consolidation.

## 11. PROPERTY, PLANT AND EQUIPMENT

	Equipment and office inventory	Transportation	Assets under construction	Total
<b>Property, plant and equipment</b>				
<b>Balance as of 1 January 2024</b>				
Cost	21,321	6,123	5,304	32,748
Accumulated depreciation	(5,573)	(4,776)	-	(10,349)
<b>Net book value</b>	<b>15,747</b>	<b>1,347</b>	<b>5,304</b>	<b>22,398</b>
<i>Change in net book value:</i>				
Additions	1,026	45	2,086	3,157
Disposals	-	-	(18)	(18)
Transfer to inventory	-	-	(7)	(7)
Transfer from assets under construction	2,775	1,157	(3,932)	-
Depreciation	(4,548)	(620)	-	(5,167)
Impairment	(5,524)	(139)	(2,722)	(8,385)
Translation differences	1	-	(3)	(2)
<b>Total changes</b>	<b>(6,246)</b>	<b>433</b>	<b>(4,881)</b>	<b>(10,683)</b>
Balance as of 31 December 2024 (Unaudited)				
Cost	19,622	7,186	426	27,234
Accumulated depreciation	(10,120)	(5,396)	(3)	(15,519)
<b>Net book value</b>	<b>9,502</b>	<b>1,790</b>	<b>423</b>	<b>11,715</b>
<b>Balance as of 1 January 2023</b>				
Cost	9,709	4,668	2,280	16,796
Accumulated depreciation	(2,577)	(3,900)	-	(6,342)
<b>Net book value</b>	<b>7,132</b>	<b>1,042</b>	<b>2,280</b>	<b>10,454</b>
<i>Change in net book value:</i>				
Additions	11,351	946	4,079	16,376
Disposals	(60)	(15)	-	(75)
Transfer to inventory	-	(148)	(191)	(339)
Transfer from assets under construction	321	398	(719)	-
Depreciation	(2,996)	(874)	-	(3,870)
Impairment	-	-	(145)	(145)
Translation differences	-	(2)	-	(2)
<b>Total changes</b>	<b>8,616</b>	<b>305</b>	<b>3,024</b>	<b>11,945</b>
<b>Balance as of 31 December 2023</b>				
Cost	21,321	6,123	5,304	32,748
Accumulated depreciation	(5,573)	(4,776)	-	(10,349)
<b>Net book value</b>	<b>15,747</b>	<b>1,347</b>	<b>5,304</b>	<b>22,398</b>

The Group has performed an assessment with regard to its property, plant and equipment assets, especially considering the transitioning from an Original Equipment Manufacturer (OEM) to an Original Equipment Designer (OED) model. This strategic shift involves Ebusco focusing on designing and engineering its buses while outsourcing the assembly process to contract manufacturers. The mentioned shift however also results in the Group no longer requiring part of its (specialized) manufacturing equipment and machinery. The assessment results in an impairment of €8.4 million.

## 12. INTANGIBLE ASSETS

	Goodwill	Development assets	Software	Assets under construction	Total
<b>Intangible assets</b>					
<b>Balance as of 1 January 2024</b>					
Cost	39,258	15,029	1,832	6,872	62,991
Accumulated amortization	-	(11,519)	(1,584)	-	(13,103)
<b>Net book value</b>	<b>39,258</b>	<b>3,510</b>	<b>248</b>	<b>6,872</b>	<b>49,888</b>
<i>Change in net book value:</i>					
Additions	-	587	-	610	1,197
Transfer from assets under construction	-	982	581	(1,564)	-
Amortization	-	(1,322)	(131)	-	(1,453)
Impairment	(39,258)	-	-	(4,996)	(44,254)
<b>Total changes</b>	<b>(39,258)</b>	<b>247</b>	<b>450</b>	<b>(5,950)</b>	<b>(44,511)</b>
<b>Balance as of 31 December 2024 (Unaudited)</b>					
Cost	39,258	16,598	2,415	5,918	64,190
Accumulated amortization	(39,258)	(12,841)	(1,718)	(4,996)	(58,813)
<b>Net book value</b>	<b>-</b>	<b>3,757</b>	<b>697</b>	<b>922</b>	<b>5,376</b>
<b>Balance as of 1 January 2023</b>					
Cost	39,258	14,793	1,832	3,267	59,161
Accumulated amortization	-	(10,324)	(1,231)	-	(11,566)
<b>Net book value</b>	<b>39,258</b>	<b>4,469</b>	<b>601</b>	<b>3,267</b>	<b>47,595</b>
<i>Change in net book value:</i>					
Additions	-	236	-	4,697	4,933
Transfer to inventory	-	-	-	(314)	(314)
Amortization	-	(1,195)	(353)	-	(1,548)
Impairment	-	-	-	(778)	(778)
<b>Total changes</b>	<b>-</b>	<b>(959)</b>	<b>(353)</b>	<b>3,605</b>	<b>2,293</b>
<b>Balance as of 31 December 2023</b>					
Cost	39,258	15,029	1,832	6,872	63,002
Accumulated amortization	-	(11,519)	(1,584)	-	(13,114)
<b>Net book value</b>	<b>39,258</b>	<b>3,510</b>	<b>248</b>	<b>6,872</b>	<b>49,888</b>



## 12.1 GOODWILL

The goodwill recognized is related to the Pondus acquisition in 2021. The Group assessed the recoverable amount of the cash-generating unit (CGU) for annual goodwill impairment testing purposes. The CGU is the Ebusco business in total. Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use (VIU).

For the annual goodwill impairment analysis of 2024, the Group determined the recoverable amount of the CGU by applying the VIU method (based on a discounted cashflow model) based on management-approved cash flow projections for a five-year period. A terminal growth rate of 2% was applied to estimate cash flows beyond this period, reflecting the expected long-term economic outlook and inflationary trends.

Key assumptions used in the VIU model included:

- The Group applied cashflow projections for a five-year period in its value-in-use calculation of which the first two years are derived from its business plan and for which growth assumptions have been included for the final three years. The growth rate assumptions are based upon published industry research.
- Cashflows beyond the five-year period have been extrapolated using an estimated 2% growth rate, which is consistent with the growth rate disclosed in the 2023 annual report. Adjustments to growth estimates may be necessary in the future.
- The Group assumes it is able to return to a gross margin between 30% and 35% as of FY2026. The assumption is based upon the recently designed Turnaround Plan.
- The Group applied a discount rate of 20.42% and was estimated based on the weighted average cost of capital (pre-tax WACC) for the Group of 27.36%.

As a result of the impairment test, the carrying amount, including goodwill, exceeded its recoverable amount of €71 million. Consequently, a goodwill impairment loss of €39 million was recognized in the consolidated statement of profit or loss for the period. The impairment is mostly the result of the Group's revised (compared to previous periods) forecasted bus deliveries as the Group's order book declined following the recent contract cancellations. Furthermore, the Group has been (and still is) faced with liquidity constraints which resulted in production standstills during 2024. The latter is negative impacting the further roll-out of the Group's Turnaround Plan. Following the impairment, the carrying amount of goodwill is €0.

### SENSITIVITY ANALYSIS

Management has performed sensitivity analyses on the key assumptions used in the VIU model. A further reduction in forecast EBITDA margins or an increase in the WACC could result in additional impairment. For example, a 1% increase in the WACC or a 0.5% reduction in forecast EBITDA margins would, respectively, result in a €3 million and €0 million decrease in the Group's recoverable amount.

## 12.2 DEVELOPMENT ASSETS

Development assets mainly refer to the design, construction and testing of a chosen alternative for the new low floor bus which is 100% electrically powered. This project was taken into use in 2021. The Group furthermore finalized a cybersecurity certification program during 2024.

## 12.3 SOFTWARE

Software mainly refers to the Group's after sales and inventory management system, acquired from and developed by third party suppliers. In addition, the Group finalized the implementation of its Product Lifecycle Management (PLM) system in August 2024.

## 12.4 ASSETS UNDER CONSTRUCTION

Assets under construction relate to the development of the Group's energy storage systems, more specifically to a Mobile Energy Container (MEC). These containers can be used in hybrid electric barges, providing a fully green alternative requiring significantly less fuel and emitting significantly less CO<sub>2</sub> than conventional diesel-powered barges.

The intangible assets which are not yet in use were tested for impairment. Due to the Group's transition from an OEM to an OED model it impaired the intangible assets specifically related to its in-house production process (€ 1 million). The Group furthermore stopped the implementation of a new ERP system to which the remainder of the impaired amount relates.

## 13. INVESTMENT IN AN ASSOCIATE

The Group increased its interest in Zero Emission Services (ZES) B.V. during 2024 to 49.56% (2023: 49.39%). ZES offers a complete range of products and services, based on interchangeable battery containers charged with renewable power, charging stations, technical support and an innovative pay per use concept for ship owners.

The Group's interest in ZES is accounted for using the equity method in the consolidated financial statements. At acquisition date, the investment is accounted for at costs, which is equal to the fair value of the Group's investment in ZES. The following table illustrates the summarized financial information of the Group's investment in ZES:

Investment in an associate	(Unaudited) 2024	2023
Current assets	19,030	26,964
Non-current assets	28,124	6,938
Current liabilities	(41,012)	(28,733)
Non-current liabilities	(5)	(13)
<b>Equity</b>	<b>6,137</b>	<b>5,156</b>
<b>Group's carrying amount of the investment (49.56%)*</b>	<b>3,036</b>	<b>2,547</b>
Revenue from contracts with customers	509	106
Cost of sales	(919)	(249)
Administrative expenses	(2,120)	(1,977)
Finance income	206	225
<b>Profit/(loss) before tax</b>	<b>(2,324)</b>	<b>(1,895)</b>
Income tax expense	-	-
<b>Profit/(loss) for the year (continuing operations)</b>	<b>(2,324)</b>	<b>(1,895)</b>
Other comprehensive income/loss		
<b>Total comprehensive income for the year (continuing operations)</b>	<b>(2,324)</b>	<b>(1,895)</b>
Group's share of the loss	(1,156)	(871)

\*In 2023 the Group had a 49.39% share in ZES.

## 14. INVENTORIES

Inventories relate to trade goods ready for sale, materials waiting to be used in the production process and spare parts to service zero emission electric buses sold by the Group.

Inventories	(Unaudited) As at 31 December 2024	As at 31 December 2023
Materials waiting to be used in the production process	78,649	96,154
Goods under construction	50,441	-
Spare parts	5,043	5,855
Trade goods ready for sale	12,554	7,386
<b>Inventories, gross</b>	<b>146,678</b>	<b>109,395</b>
Allowance for obsolescence	(29,010)	(2,854)
<b>Inventories, net</b>	<b>117,677</b>	<b>106,541</b>

The amount of write down of inventories recognized as an expense during 2024 amounts to €26 million (2023: €2.3 million). The Group has received contract cancellation notices during the final quarter of 2024 and the

first quarter of 2025 which have been considered by the Group when determining the obsolescence reserve per 31 December 2024. The Group furthermore also planned to sell inventories not allocated to its current orderbook during 2024. The results of this offering have also been taken into account when determining the reserve per 31 December 2024. The write down of inventories predominantly relate to materials waiting to be used in the production process and to a lesser extent to goods under construction and spare parts.

## 15. TRADE RECEIVABLES

Trade receivables	(Unaudited) As at 31 December 2024	As at 31 December 2023
Trade receivables	5,735	19,737
Doubtful debtor provision	(241)	(452)
<b>Net trade debtors</b>	<b>5,494</b>	<b>19,285</b>

The doubtful debtor provision consists of a provision for individual debtors with objective evidence of impairment of €228 (2023: €392) and the allowance for expected credit losses €14 (2023: €60). In total €211 (2023: €145) has been released from the doubtful debtor provision in 2024 and no usage occurred (2023: €267).

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Due to the short duration of the receivables (average less than 3 months) the fair value approximates the carrying value. Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using the provision matrix:

	Contract assets	31 December 2024 (Unaudited)				
		Trade receivables - Days past due				Total
		<30 days	30-60 days	60-90 days	>91 days	
Expected credit loss rate	0,0%	0,1%	0,1%	0,1%	0,3%	
Estimated total gross carrying amount at default	7,569	1,717	361	403	3,252	<b>5,735</b>
Expected credit loss	-	1	1	1	10	<b>13</b>

	Contract assets	31 December 2023				
		Trade receivables - Days past due				Total
		<30 days	30-60 days	60-90 days	>91 days	
Expected credit loss rate	0,05%	0,1%	0,2%	7,7%	0,2%	
Estimated total gross carrying amount at default	67,640	15,099	2,536	106	1,995	<b>19,737</b>
Expected credit loss	30	12	5	8	5	<b>60</b>

## 16. OTHER CURRENT ASSETS

Other current assets	(Unaudited) As at 31 December 2024	As at 31 December 2023
Taxes and social securities	1,821	4,301
Derivatives	-	94
Other accrued assets	2,051	2,685
Income tax receivable	21	18
<b>Total other current financial assets</b>	<b>3,893</b>	<b>7,098</b>

Due to the short duration of the non-derivative current financial assets the fair value approximates the carrying value.

## 17. CASH AND CASH EQUIVALENTS

Cash and cash equivalents	(Unaudited) As at 31 December 2024	As at 31 December 2023
Cash at hand	0	0
Cash at bank	2,399	27,918
<b>Total cash and cash equivalents</b>	<b>2,399</b>	<b>27,918</b>

The majority of commercial banks where cash and cash equivalents are held have a credit rating in the A categories of Moody's/S&P. No defaults occurred during the year and management does not expect any losses from non-performance by these counterparties. The risk of default of the counterparty is assessed to be low taking into account the credit rating. The resulting expected credit loss is estimated to be insignificant. Ebusco maintained bank guarantee credit facilities for a total of €40 million with ING Bank N.V. (€20 million), Coöperatieve Rabobank U.A. (€20 million) per 31 December 2024.

At 31 December 2024 an amount of €16,067 of the bank guarantee credit facilities has been utilised at ING Bank N.V. related to outstanding letter of credit amounts (€9,675) and outstanding bank guarantees (€6,401). In addition, an amount of €9,391 has been utilised at Coöperatieve Rabobank U.A. for outstanding letter of credit amounts. Finally, the Group had a negative cash balance on one of its bank accounts per 31 December 2024 for an amount of €2.4 million which has been presented under the loans and borrowings for which it refers to Note 20.

Ebusco has breached (a/o) payment obligations under the (uncommitted) bank guarantee credit facility. The banks have therefore demanded security rights being:

- A right of pledge over the shares in Ebusco B.V.
- A right of pledge over any receivables from Ebusco B.V. and Ebusco Holding N.V.
- A right of pledge over any movable assets of Ebusco B.V. and Ebusco Holding N.V.
- A right of pledge over any intellectual property rights held by Ebusco B.V. and Ebusco Holding N.V.

Although a right of pledge over the shares in Ebusco B.V. was granted to the banks, the Group concluded that it retained control on Ebusco B.V. as the Group (by means of its Management Board) was (and still is) making the (key) operational and strategic decisions without interference of the banks.

At 31 December 2023 an amount of €18,125 of the bank guarantee credit facilities has been utilised at ING Bank N.V. related to outstanding letter of credit amounts (€9,304) and outstanding bank guarantees (€8,821). In addition an amount of €19,181 has been utilised at Coöperatieve Rabobank U.A. for outstanding letter of credit amounts.

## 18. EQUITY

### 18.1 EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE GROUP

For the purpose of the Group's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to safeguard the ability to continue as going concern and to provide return for shareholders and benefits to other stakeholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants, if applicable. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

#### ISSUED AND PAID IN ORDINARY SHARE CAPITAL

The issued and paid in ordinary share capital amounts to €3,274 as at 31 December 2024 (31 December 2023: €640) based on 65,470,708 ordinary shares with a nominal value of €0.05. The Group performed a 5 to 1 share consolidation on 30 October 2024. The Group reported in its Annual Report 2023 64,039,380 ordinary shares with a nominal value of €0.01. Following the share consolidation this has been adjusted to 12,807,876 ordinary shares with a nominal value of €0.05.

The Group issued 52,662,832 ordinary shares with a nominal amount of €0.05 during 2024. As a result, issued and paid in ordinary share capital increased by €2,633 and share premium by €52,936 (net of share issuance costs in the amount of €1,435 net of tax (tax rate: 25.8%).

#### LEGAL RESERVES

The Group has recorded cash flow reserve as a result of application of hedge accounting, linked to its foreign currency risk management policy as at 31 December 2024 of nil (2023: €3.7 million).

In addition, the Group has recorded a legal (non-distributable) reserve as required by Dutch law in respect of:

- capitalized development assets excluding development assets acquired through business combinations (classified as Other reserve) as at 31 December 2024 of €4,603 (2023: €11,609) as required by Dutch law.
- the remeasurement gain of €7,450 in 2021 as a result of remeasuring the carrying amount of its 20% investment in Pondus associates' at fair value.

The share-based payment reserve of €3 (2023: €351) is used to recognize the value of equity-settled share-based payments provided to the Group's CEO. Refer to Note 6 for further details of these plans.

## 18.2 NON-CONTROLLING INTERESTS

The Group acquired the remaining 10% of the voting shares of Pondus Operations B.V. in February 2024 for an amount of approximately €152 from its minority shareholders. The non-controlling interest has subsequently been transferred to the Group's retained earnings. The Group has subsequently merged Pondus Operations B.V. with Ebusco B.V. as per 1 July 2024.

## 19. CONVERTIBLE BOND

In December 2023, the Group issued convertible bonds ('the Bonds') of €36.8 million to an entity managed by Heights Capital Management LLC, a global equity and equity-linked focused investor. The Bonds were issued at 93% par value with total net proceeds of €34.2 million and accrue interest at an annual rate of 5% payable quarterly in arrears.

The bonds contain various conversion and redemption features. The Bonds have a maturity of three years, and were initially repayable in 12 quarterly repayments, of principal and interest over the three-year term, in either cash or in new ordinary shares at the Group's option. The amortization schedule of the bonds has been adjusted during 2024 under the existing conditions of the bond agreement and three principal payments initially due in 2025 are scheduled to become payable on the final maturity date (21 December 2026). If in shares, the repayment is (since November 2024) at the lower of the conversion price of (post-share consolidation) €1,73602 (2023: €6.25 per share, which was pre-share consolidation) or a 10% discount to the volume weighted average price (VWAP) in the six-day trading period prior to election date.

The bond agreement contains embedded derivatives in conjunction with an ordinary host debt facility. As a result, the convertible bonds are shown in the Consolidated Statement of Financial Position in two separate components, being 'Convertible bond – debt' and 'Convertible bond – derivative'. At issuance, the total inception value was €36.8 million, being the principal amount of the Bonds, with the initial carrying amount of the debt liability element being the difference between the inception value of the convertible bond and the fair value at inception of the derivative element. Given the option of the bondholder to convert the bond at all times at their discretion for the conversion price, the debt and derivative liability elements have been classified as current liabilities.

The derivative element has been measured at fair value using a Black-Scholes option pricing model, which estimates the fair value based on the underlying asset's price, volatility, time to expiration, risk-free interest rate, and dividend yield. This therefore falls under Level 3 of the fair value hierarchy. The fair value at year-end was measured to be €3.8 million (2023: €5 million), resulting in a revaluation gain of the derivative being recognized of €1.2 million. The amount is recorded in the revaluation of the embedded derivative within the Finance expenses, net (Note 8).

Significant assumptions used in the fair value analysis include the Group's share price, volatility rate, risk-free rate and expected dividend yield (which was set at 0%). A share price of €1.74 per share per 31 December 2024 was used in determination of the fair value of the derivative element, an increase of 10% would have resulted in an increase in fair value by €622, while a reduction of 10% would have resulted in a decrease in fair value of €808. A volatility of 84.0% was used in the determination of the fair value of the derivative element per 31 December 2024, an increase of 5% would have resulted in an increase in the fair value by €305, while a reduction of 5% would have resulted in a decrease in the fair value by €309.

The Group considers the determination of the fair value of the embedded derivative within the convertible bond, both at inception and at the reporting date, as a significant estimate.

Convertible bond	Convertible bond - debt	Convertible bond – embedded derivative
<b>Balance per 1 January 2023</b>	<b>27,920</b>	<b>5,560</b>
Interest expense and similar expenses	241	-
Principal repayments	-	-
Revaluation of embedded derivative	-	(594)
<b>Balance per 31 December 2023</b>	<b>28,161</b>	<b>4,965</b>
Interest expense and similar expenses	5,542	-
Principal repayments	(19,570)	-
Revaluation	(51)	(1,120)
<b>Balance per 31 December 2024 (Unaudited)</b>	<b>14,079</b>	<b>3,766</b>

## 20. LOANS AND BORROWINGS (LONG-TERM AND SHORT-TERM)

### FINANCIAL LIABILITIES

Loans and borrowings consist of the following:

Loans and borrowings	(Unaudited) As at 31 December 2024			As at 31 December 2023		
	Non-current	Current	Total	Non-current	Current	Total
Debt to credit institutions	-	5,359	5,359	-	1,348	1,348
Debt to a third party	-	17,845	17,845	-	33,126	33,126
<b>Total</b>	<b>-</b>	<b>23,204</b>	<b>23,204</b>	<b>-</b>	<b>34,474</b>	<b>34,474</b>



## DEBT TO CREDIT INSTITUTIONS

The outstanding balance of €5,359 at 31 December 2023 (2023: €1,348) includes letter of credits entered into with Rabobank and ING.

## DEBT TO A THIRD PARTY

For the debt to a third party reference is made to the convertible bond under Note 19.

The following table sets out the reconciliation from the net cash flows from financing activities (excluding the convertible bond) with the financing positions of loans and borrowings as at 31 December 2024 and 2023.

	Debt to credit institutions	Debt to a third party	Debt to shareholders	Leases	Total
<b>Balance as at 1 January 2024</b>	<b>1,348</b>	<b>33,126</b>	<b>-</b>	<b>16,598</b>	<b>51,072</b>
<b>Changes from financing cash flows</b>					
Proceeds from loans and borrowings	5,359	-	5,000	-	10,359
Repayment of loans & borrowings	(1,348)	(18,363)	(5,000)	-	(24,711)
Payment of lease liabilities	-	-	-	(4,081)	(4,081)
Interest and similar expenses paid	-	(1,207)	-	-	(1,207)
<b>Total changes from financing cash flows</b>	<b>4,011</b>	<b>(19,570)</b>	<b>-</b>	<b>(4,081)</b>	<b>(19,640)</b>
<b>Other changes</b>					
Additions and remeasurements	-	-	-	11,301	11,301
Disposals	-	-	-	(518)	(518)
Finance expense/(income)	-	(1,253)	-	-	(1,253)
Interest and similar expense	-	5,542	175	815	6,532
<b>Total liability-related other changes</b>	<b>-</b>	<b>4,289</b>	<b>175</b>	<b>11,598</b>	<b>16,062</b>
<b>Balance as at 31 December 2024 (Unaudited)</b>	<b>5,359</b>	<b>17,845</b>	<b>175</b>	<b>24,115</b>	<b>47,495</b>

	Debt to credit institutions	Debt to a third party	Debt to shareholders	Leases	Total
<b>Balance as at 1 January 2023</b>	<b>-</b>	<b>486</b>	<b>-</b>	<b>7,761</b>	<b>8,247</b>
<b>Changes from financing cash flows</b>					
Proceeds from loans and borrowings	1,348	34,099	20,000	-	55,447
Repayment of loans & borrowings	-	(486)	(20,000)	-	(20,486)
Payment of lease liabilities	-	-	-	(1,932)	(1,932)
Interest and similar expenses paid	-	-	(1,076)	-	(1,076)
<b>Total changes from financing cash flows</b>	<b>1,348</b>	<b>33,613</b>	<b>(1,076)</b>	<b>(1,932)</b>	<b>31,953</b>
<b>Other changes</b>					
Additions and remeasurements	-	(620)	-	10,463	10,463
Disposals	-	-	-	(20)	(20)
Finance expense/(income)	-	(594)	800	-	800
Interest and similar expense	-	241	276	325	601
<b>Total liability-related other changes</b>	<b>-</b>	<b>(973)</b>	<b>1,076</b>	<b>10,769</b>	<b>10,872</b>
<b>Balance as at 31 December 2023</b>	<b>1,348</b>	<b>33,126</b>	<b>-</b>	<b>16,598</b>	<b>51,072</b>

## 21. LEASES

	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Lease liability</b>		
Lease liability (non-current)	19,854	14,216
Lease liability (current)	4,261	2,382
<b>Total</b>	<b>24,115</b>	<b>16,598</b>

The Group has several lease agreements in which it acts as a lessee. The main leases concern a contract for office and manufacturing space in Deurne (the Netherlands) with a lease term of 5 years ending 30 September 2028 and a contract for the production facility in Rouen (France) with a lease term of 10 years ending 28 August 2033. The Group also entered into a five-year lease term for a production facility in Venray as per July 2024. The Group however decided that, due to the strategic shift from an OED to an OEM model, it would merge both Dutch facilities. The Group therefore decided to continue in Deurne and subsequently terminate the lease in Venray, which resulted in an impairment of €1 million.

The Group also has lease contracts which consist of cars for company personnel. The lease term for the aforementioned lease contracts is between 4 and 5 years. No lease contracts for the personnel cars contain an extension option. New car lease contracts and remeasurements resulted in an increase of both the ROU asset and lease liabilities by €138 (2023: €218) and €134 (2023: €207) respectively.

All lease contracts have fixed lease payments and are only adjusted for indexation. None of the lease agreements contain a termination option.

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the period:

Right-of-use assets	Land and buildings	Cars	Total
<b>Balance as of 1 January 2024</b>	<b>15,523</b>	<b>380</b>	<b>15,902</b>
<i>Change in net book value:</i>			
Additions and remeasurements	11,166	139	11,305
Disposals	(420)	(64)	(484)
Depreciation	(3,302)	(115)	(3,417)
Impairment	(1,034)	-	(9,934)
<b>Total changes</b>	<b>6,409</b>	<b>(41)</b>	<b>6,369</b>
<b>Balance as of 31 December 2024 (Unaudited)</b>	<b>21,930</b>	<b>340</b>	<b>22,270</b>
<b>Balance as of 1 January 2023</b>	<b>6,902</b>	<b>353</b>	<b>7,255</b>
<i>Change in net book value:</i>			
Additions and remeasurements	10,245	218	10,462
Disposals	-	(19)	(19)
Depreciation	(1,624)	(172)	(1,796)
<b>Total changes</b>	<b>8,621</b>	<b>27</b>	<b>8,647</b>
<b>Balance as of 31 December 2023</b>	<b>15,523</b>	<b>380</b>	<b>15,902</b>

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period the Group refers to Note 20:

Lease liabilities	(Unaudited) 2024	2023
<b>As at 1 January</b>	<b>16,598</b>	<b>7,761</b>
Additions and remeasurements	11,301	10,463
Accretion of interest	815	325
Payments	(4,081)	(1,932)
Disposal	(518)	(20)
<b>As at 31 December</b>	<b>24,115</b>	<b>16,598</b>

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases (less than 12 months) and low-value assets. Short-term (less than 12 months) and small value lease contracts are expensed in the statement of profit or loss and other comprehensive income on a straight-line basis over the lease term. The amount of expense incurred in 2024 is €1.8 million in total (2023: €2.8 million). The decrease is mostly related to the lease for the Group's production facility in Venray which was still a short-term lease during 2023 and therefore not accounted as a lease under IFRS 16.

The future cash outflows relating to leases that have not yet commenced are disclosed in Note 25: Commitments and contingencies (if applicable).

For interest expenses on leases where the Group is a lessee, we refer to Note 8: Finance expenses, net.

## 22. PROVISIONS

Details of the provisions are presented in the table below:

Provisions	(Unaudited) As at 31 December 2024			As at 31 December 2023		
	Non-current	Current	Total	Non-current	Current	Total
Provision for restructuring	-	321	321	-	-	-
Provision for warranties	221	6,319	6,540	1,133	2,710	3,843
Provision for contractual claims	-	4,505	4,505	-	3,369	3,369
Provision for onerous contracts	-	-	-	-	2,575	2,575
<b>Total</b>	<b>222</b>	<b>11,145</b>	<b>11,366</b>	<b>1,133</b>	<b>8,654</b>	<b>9,787</b>

As per below the movement schedule per provision is presented as well:

Provision movement schedule	Provision for restructuring	Provision for warranties	Provision for contractual claims	Provision for onerous contracts	Total
<b>As at 1 January</b>	-	3,843	3,369	2,575	9,787
Additions and remeasurements	321	4,177	15,041	-	19,539
Usage	-	(568)	(11,505)	-	(12,073)
Release		(912)	(2,399)	(2,575)	(5,886)
<b>As at 31 December (Unaudited)</b>	<b>321</b>	<b>6,540</b>	<b>4,505</b>	<b>-</b>	<b>11,366</b>

### PROVISION FOR ASSURANCE-TYPE WARRANTIES

The Group issues diverse assurance-type warranties, wherein it typically assures the performance of delivered buses and bus-related products and rendered services for a specified period. The estimated provision for these warranties encompasses anticipated expenses for contractual warranty claims, as well as anticipated costs for goodwill concessions and recall campaigns. These estimates are based on actual historical warranty claims incurred to date and an estimate of the nature, frequency and costs of future claims. These estimates are inherently uncertain given the relatively short history of sales and products and the lack of historical data for the full warranty period and for different type of buses. Changes to the historical or projected warranty experience may cause material changes to the warranty provision in the future. The utilization period of these warranties is contingent on the occurrence of warranty claims and may extend throughout the entire duration of the product warranties and the goodwill period.

The main assumption is the expected warranty claims as a percentage of sales, which is based on the historical warranty claims for buses of which the warranty period expired at 31 December 2024. A change of the claims as percentage of revenue by 0.25% would result in a change in the provision of €187. The effect of discounting is immaterial.

In addition to the above, the Group recognizes additional provisions for warranty claims necessitating repairs on multiple buses across its driving fleet. The estimated provisions are inherently uncertain as these are determined and evaluated on a case-by-case basis based upon the readily information available. The amounts are subject to estimation and the actual costs can deviate from the estimated provision.

#### PROVISION FOR CONTRACTUAL CLAIMS

The provision for contractual claims mainly refers to direct damages resulting from late deliveries and product quality claims. Late deliveries may lead to reimbursement of costs to customers, when specified in customer contracts. Product defect claims may involve costs associated with replacing or repairing defective products, reimbursing customers for damages, or legal expenses related to resolving disputes. The provision is based on the contractual obligations and the amounts claimed by third parties.

#### PROVISION FOR ONEROUS CONTRACTS

The two customer contracts for which the Group recognized provisions for onerous contracts as per 31 December 2023 have been cancelled during the course of 2024. The provisions have therefore been released as per 31 December 2024.

#### PROVISION FOR RESTRUCTURING

On 31 December 2024 the Group announced a restructuring of its organization to optimize the organization and change to the Original Equipment Designer (OED) model. Approximately 102 FTE's will be impacted by this restructuring. The restructuring provision contains employee termination benefits of which the related cash-outflows will mostly occur in the first half of 2025.

## 23. TRADE PAYABLES AND OTHER CURRENT FINANCIAL LIABILITIES

The breakdown of the trade creditors and other current liabilities is as follows:

	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Trade payables and other current liabilities</b>		
Trade payables	24,981	30,518
Pension funds liabilities	-	3
Taxes and social securities	2,751	1,144
Derivates	-	81
Other current liabilities	20,162	29,374
<b>Total</b>	<b>47,894</b>	<b>61,120</b>

Trade payables are non-interest bearing and are on average settled on a 45-days term. Due to the short duration of the payables, the fair value approximates the carrying value. The other current liabilities mostly consists of contract cancellation settlements for which payment schedules have been agreed upon. Other current liabilities are non-interest bearing.

## 24. RELATED PARTY TRANSACTIONS

The Group identifies a related party as a person or entity that is related to the Group. These include both people and entities that have, or are subject to, the influence or control of the Group. Note 2 provides information about the Group's structure, including details of the subsidiaries and the holding company.

The Group engages with its shareholders in certain related party transactions disclosed in this and other notes in these financial statements. The Group holds receivables and payables from its shareholders who represent related parties.

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation.

Transactions and balances with related parties can be specified as follows:

Entity / person with significant influence	Year	Purchases from related party	Interest owed by/(to) related party	Amounts owed by related parties	Amounts owed to related parties
Peter Bijvelds Holding Erp BV <b>(Unaudited)</b>	2024	-	(122)	-	-
	2023	-	-	-	-
ING Bank N.V. <b>(Unaudited)</b>	2024	-	(34)	-	-
	2023	-	(947)	-	-

## SALES AND PURCHASES TO RELATED PARTIES

Ebusco increased its share in Zero Emission Services B.V. during 2024 to 49.56% (2023: 49.39%) by means of a cash contribution of €1.645. At year-end all investments were settled with Zero Emission Services B.V. For more background reference is made to Note 4.

Other purchases from related parties are within the normal course of the business.

## INTEREST OWED TO RELATED PARTIES

During the normal course of business, the Group engages in transactions with ING Bank N.V., mainly related to the issuance of letters of credit and bank guarantees for which it incurs interest and similar expenses. All transactions are carried out at arms-length. During 2023 the Group incurred interest and similar expenses mainly related to the finance facility that was entered into and repaid during the respective financial year. Reference is made to Note 20: Loans and Borrowings.

## CONVERTIBLE BOND

In December 2023, the Group issued convertible bonds ('the Bonds') of €36.8 million to an entity managed by Heights Capital Management LLC, a global equity and equity-linked focused investor. The Bonds have a maturity of three years and can either be repaid in new ordinary shares or in cash, which is at the Group's option. Until date, all repayment installments have been performed in new ordinary shares, thereby making it a related party to the Group. During 2024 the Group issued 16,049,003 shares to repay the convertible bond. For further information reference is made to Note 19: Convertible bonds.

## SHAREHOLDER LOANS

The Group entered into a shareholder loan through Peter Bijvelds Holding Erp B.V. (€3,500), ING Bank N.V. (€1,000) and VDVI B.V. (€500) for a total amount of €5,000. The respective shareholders have converted their shareholder loan into equity by means of participation in the Rights Issue at the issue price (€0.8209 per share). The incurred interest have been presented in the table above. The shareholder loan was carried out at arms-length.

## TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

For compensation of key management personnel of the Group reference is made to Note 6. Furthermore the Group entered into the shareholder loan with Peter Bijvelds as disclosed in the previous paragraph.

# 25. COMMITMENTS AND CONTINGENCIES

## PURCHASE COMMITMENTS

The Group has open purchase orders for approximately €28.5 million.

## OTHER DISPUTES

During December 2020, the Group delivered four buses to a customer, generating €2.0 million of revenues. After the transfer of control of the buses, the customer's facility experienced fire damage and the buses were destroyed. The Group asserts that control and ownership of the buses was transferred before the event and the amounts receivable for the delivered buses are owed to the Group. The customer disputes the Group's assertion and disputes the amount payable to the Group for the buses. The matter is still under dispute and the Group plans to pursue collection of the amount receivable. The outcome is neither probable nor estimable and no provision is recorded.

## CONTINGENT ASSET

In 2021 the Group held a supplier of climate systems liable for the delivery of a non-conforming climate system. Due uncertainty no receivable as per 31 December 2024 is recognized in the balance sheet.

# 26. RISK MANAGEMENT OBJECTIVES AND POLICIES

The operations of the Group expose the Group to various financial risks, including liquidity risk, market risk, and credit risk. The risk management is the responsibility of the Management Board of the Group. The main financial risks are described below together with the approach taken to assess and mitigate the relevant financial risk. For a broader and more extensive description of all risks the Group faces it refers to the Risk Management and Internal Control section in its board report.



Risk type (Unaudited)	Risk description	Risk assessment and mitigation	Remaining risk
<b>Liquidity risk</b>	<i>Liquidity risk</i> is the risk that the Group is not able to pay its short-term liabilities.	The Group refers to Note 2.3 for further elaboration on its liquidity risk.	<b>High</b>
<b>Market risks</b>	Foreign exchange risk is the part of the market risk that arises due to exposure of the Group to foreign currencies. This exposure arises from the Group's involvement in foreign operations or trade in foreign currency (buy and sell).	<p>The Group has risk management policies and procedures in place for managing its foreign exchange risk. The foreign currencies the Group has exposure to are the Chinese Yuan (Renminbi) (RMB), Norwegian Krone (NOK), Swedish Krone (SEK) and Danish Krone (DKK) based on:</p> <ul style="list-style-type: none"> <li>• Sales in NOK, RMB, SEK and DKK</li> <li>• Trade and other receivables denominated in NOK,, SEK, RMB and DKK</li> <li>• Purchases in RMB, SEK, NOK and DKK</li> <li>• Trade and other payables denominated in RMB, SEK, NOK and DKK</li> </ul> <p>For its RMB and NOK transactions the Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted purchases. The Group's DKK sales are immaterial.</p> <p>The Group accepts the limited remaining risk.</p>	<b>Limited</b>
	<i>Inflation risk</i> is the part of the market risk that arises due to (unexpected) price increased of goods and services purchased by the Group.	<p>The ongoing inflation is resulting in an increase in cost levels for the Group.</p> <p>The Group is continuously monitoring the development or purchase prices for goods and services required on the short, medium and long-term basis. Based on expected price development the Group engages in purchase contracts and/or strategic inventory purchases in order to mitigate the risk of unexpected price increases as much as possible.</p> <p>On the other hand, the Group is also able to recharge (a part of) the increase in cost levels to its customers via increased sales prices.</p>	<b>Medium</b>
	<i>Interest rate risk</i> is the part of the market risk that arises due to movements in interest rates.	<p>The Group is exposed to changes in interest rates resulting from the following:</p> <ul style="list-style-type: none"> <li>• Long term liabilities</li> <li>• The interest rate implicit in the lease</li> </ul> <p>However, no long-term liabilities have variable interest rates and outstanding amounts are limited in size. The Group's cash position, due to its short-term nature, has limited exposure to interest rate risk. The resulting residual interest rate risk is considered to be limited.</p>	<b>Limited</b>
	<i>Order risk</i> is the part of the market risk that the Group's order intake will be less than anticipated.	Due to the Group's current reputation in the market as a result of the Group's failure to timely deliver its buses followed by contract cancellations and liquidity constraints, there is a risk that the Group's order intake is (materially) below plan.	<b>High</b>
<b>Credit risk</b>	Credit risk for the Group mainly consists of the default of trade debtors and contract assets.	The Group reflects on the credit risks of trade debtors on a forward-looking basis, based on the simplified ECL approach. Furthermore, the Group determined that the customers (municipalities) of the Group, based on historic performance and entity nature, have a low default probability. The credit risk on other financial assets is considered to be low. Therefore, the Group accepts the residual remaining credit risks.	<b>Limited</b>

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments, including interest and dividend on cumulative preference shares.

As at 31 December 2024 (Unaudited)	Carrying amount	Total Cash flows	0 to 3 months	3 to 12 months	1 - 5 years	More than 5 years
Debt to a credit facility	5,359	5,359	-	5,359	-	-
Convertible bond (assuming no conversion)	17,845	20,307	-	-	20,307	-
Lease liabilities	24,115	26,922	1,289	3,868	18,565	3,200
Trade creditors	24,981	24,981	24,981	-	-	-
Contract liabilities	44,430	44,430	-	44,430	-	-
Other non-current liabilities	1,465	1,465	32	96	1,337	-
Other current liabilities	22,913	22,913	11,252	11,661	-	-
<b>Total</b>	<b>141,108</b>	<b>146,377</b>	<b>37,555</b>	<b>65,414</b>	<b>40,209</b>	<b>3,200</b>
Derivatives	-	-	-	-	-	-

As at 31 December 2023	Carrying amount	Total Cash flows	0 to 3 months	3 to 12 months	1 - 5 years	More than 5 years
Debt to a credit facility	1,348	1,348	-	1,348	-	-
Convertible bond (assuming no conversion)	33,126	36,800	3,067	9,200	24,533	-
Lease liabilities	16,598	19,247	740	2,220	11,887	4,400
Trade creditors	30,518	30,518	28,777	762	979	-
Contract liabilities	18,939	18,939	-	18,939	-	-
Other non-current liabilities	491	491	-	-	491	-
Other current liabilities	30,602	30,602	28,034	2,468	100	-
<b>Total</b>	<b>131,622</b>	<b>137,945</b>	<b>60,618</b>	<b>34,937</b>	<b>37,990</b>	<b>4,400</b>
Derivatives	(13)	(13)	5	(18)	-	-

## 27. FINANCIAL INSTRUMENTS - HEDGE ACCOUNTING

The Group applies hedge accounting. At the moment of entering into a hedge relationship, this is documented by the Group. By means of a test, the Group periodically assesses the effectiveness of the hedge relationship. This may be achieved by comparing the critical characteristics of the hedge instrument with those of the covered position or by comparing the change in fair value of the hedge instrument and the covered position. If applicable, the ineffective share of the value adjustment of the currency futures contracts is accounted for in the profit and loss account under financial income and expenses.

### USE OF DERIVATIVES

The Group is exposed to financial market risk in the normal course of its business operations. The Group uses derivatives for economic hedging purposes to manage its foreign currency risk. The primary objective of the Group's hedging activities is to manage the potential year-on-year volatility caused by foreign-currency movements on its net earnings by hedging the anticipated net exposure of foreign currencies resulting from foreign-currency purchases. The objective of economic hedging is to enter into positions with an opposite risk profile to an identified risk exposure to reduce that exposure. The single risk which is being hedged is foreign currency exchange rate risk. This risk is primarily hedged with foreign exchange forwards/swaps. The Group's hedging activities do not have an effect on timing or amount of forecasted transactions.

### CASH FLOW HEDGE ACCOUNTING

Derivatives that qualify for hedge accounting under IFRS are classified and accounted for in accordance with the nature of the hedged exposure and the type of IFRS hedge accounting model that is applicable. The three models applicable under IFRS are: fair value hedge accounting, cash flow hedge accounting, and hedge accounting of a net investment in a foreign operation. The Group applies cash flow hedge accounting to highly probably future cash flows, namely forecasted purchases in a currency other than the Group's functional currency (€).

The Group enters into foreign exchange forwards and swaps to protect against volatility caused by foreign-currency movements on its net earnings by hedging the anticipated net exposure of foreign currencies resulting from foreign-currency purchases. The Group hedges the net anticipated exposures up to the date on which the forecasted transaction is expected to occur. The amounts and timing of future cash flows are projected based on contractual terms. These projected cash flows form the basis for identifying the notional amount subject to foreign currency exchange rate risk that is designated under cash flow hedge accounting. From the derivatives, the Group decides on a contract basis to either allocate the instrument its entirety or to split the spot and the forward element and only designate the spot element as a hedge instrument.

The Group determines an economic relationship between the cash flows of the hedged item and the hedging instrument based on an evaluation of the qualitative characteristics of these items and the hedged risk. The Group considers whether the critical terms of the hedged item and hedging instrument closely align when assessing the presence of an economic relationship. The Group evaluates whether the cash flows of the hedged item and the hedging instrument respond similarly to the hedged risk, such as changes in the foreign exchange rates.

At the moment of entering into a hedge relationship, this is documented by the Group. The Group periodically assesses the effectiveness of the hedge relationship and analysis the identified potential sources of ineffectiveness. The Group has identified the following potential sources of ineffectiveness:

- Differences in timing of cash flows of the hedged item(s) and hedging instrument(s);
- Incidental notional over-hedging;
- The lack of collateralisation of the derivatives, and the resulting counterparty credit risk;
- Difference between hedged on-shore and hedging off-shore foreign currency exchange rate;
- The Group assumes that the fair value of the hedging instrument is nil at inception of the hedge. Should the fair value of the hedging instrument not be zero at the inception of the hedge, ineffectiveness may arise.

The ineffectiveness portion is accounted for in the consolidated statement of profit or loss under Finance expenses, net.

The hedge ratio is the ratio between the amount of hedged item and the amount of hedging instrument.

The Group uses the following derivative financial instruments in a cash flow hedge accounting relationship:

	(Unaudited) As at 31 December 2024	As at 31 December 2023
Carrying amount hedging instruments	-	13
Notional amount hedging instruments	-	28,622

No derivatives were in place as at 31 December 2024.

The derivatives used for cash flow hedge accounting are included in the statement of financial position line-item Other current financial assets respectively liabilities.

Derivatives	(Unaudited) 2024	2023
Other current financial assets	-	94
Other current financial liabilities	-	(81)
<b>As at 31 December</b>	<b>-</b>	<b>13</b>

The following table shows the cash flow hedge accounting impact on profit or loss and comprehensive income, excluding tax impact:

Cash flow hedging – impact of hedging instruments on the statement of profit or loss and other comprehensive income	Hedging gains (+) or losses (-) (OCI)	Hedge ineffectiveness recognized in the statement of profit or loss, gain (+) / loss (-)	Amount reclassified from cash flow hedge reserve
<b>As at 31 December 2024</b>			
<b>(Unaudited)</b>			
FX	-	-	
<b>As at 31 December 2023</b>			
FX	13	3	-43

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

Fair value measurement hierarchy for assets as at 31 December 2024 and 2023	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Foreign exchange forward/swaps contracts	(Unaudited) 31 December 2024	-	-		
Foreign exchange forward/swaps contracts	31 December 2023	13	-	13	

There were no transfers between Level 1 and Level 2 during 2024 and 2023.

The valuation technique used in the measurement of the Level 2 securities is based on observable market data. The inputs used in the measurement represent FX and interest rate curves.

Fair value measurement hierarchy for liabilities as at 31 December 2024 and 2023	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Embedded derivative	(Unaudited) 31 December 2024	3,766	-	-	3,766
Embedded derivative	31 December 2023	4,965	-	-	4,965

There were no transfers between Level 1 and Level 2 during 2024 and 2023.

The valuation technique used in the measurement of the Level 3 is based upon unobservable inputs. The inputs used in the measurement represent the Group's share price, volatility, time to expiration, risk-free interest rate, and dividend yield.

## 28. EVENTS AFTER THE BALANCE SHEET DATE (UNAUDITED)

### FINANCING DEVELOPMENTS

In the beginning of 2025 the Group obtained debt financing of €22 million in total from Green Innovation International Co. Ltd., a Taiwanese company in the business of battery production machines (Green Innovation), CVI Investments Inc., an entity managed by Heights Capital Management, Inc. (Heights) and De Engh B.V. (De Engh). Green Innovation, Heights and De Engh provided a debt financing of €10.0 million, €10.0 million and €2.0 million, respectively, to the Group (the Loans). The Group however still needs to obtain €5 million of Green Innovation. The Loans must be fully repaid by Ebusco by 15 August 2025 and contain customary terms and conditions for a loan of this nature. Under the Loans, €2.2 million in fees (in aggregate) will be payable on the maturity date. In addition, Green Innovation and De Engh have agreed an option to convert the full loan amount plus the fee at their election into Ebusco shares at any time at either (i) a conversion price of EUR 0.50 or (ii) a conversion price that is equal to the Group's closing share price on the day that is five (5) business days before either Green Innovation or De Engh elects to convert, as the case may be. Green Innovation obtained the right to nominate a member to the Group's Management Board in the event it elects to convert the full amount of its Loan into equity.

In order to facilitate the Loan from Heights, Ebusco has agreed to an amendment of the convertible bonds held by Heights, as follows:

- Reset of the conversion price from €1.7360 to €0.75;
- Reinstatement of the amortized payment amounts initially scheduled for payment on 21 June 2025, 21 September 2025 and 21 December 2025 (which, for purposes of the rights issue in November 2024, were deferred to December 2026) to such dates (i.e. reversal of this deferral); and
- Extension of the equity raise reset period (being the period during which any equity raise with proceeds exceeding €5 million causes a reset of the conversion price to the placing price of such equity raise) by 12 months from the date of the loan being advanced.

The Groups' business model is furthermore dependent on letters of credit (LCs) from its banks (ING and Rabobank) for the payment of finished products being provided to its contract manufacturers and as such allowing the Group to receive the finished products and deliver them to customers before payment is due. Ebusco has been in a continuous dialogue with its banks over the last weeks, which have now confirmed a continuation of specific letters of credit facilities until 14 August 2025, subject to the satisfaction of all conditions precedent, by which time these facilities must be fully repaid. The Group however has triggered events of default with its existing agreement with its banks. The banks have subsequently reserved their right to not allow further utilizations of the facilities which could, when executed, negatively impact the Group's liquidity position and outlook. The Group is in discussions with the banks to come to a solution but the discussions have not been finalized yet.

Finally, at the time of the rights issue, under an investment agreement, Gotion was granted the right to appoint one representative to the management board and one representative to the supervisory board, and the Group was in turn required to convene an EGM for this to be voted on. This EGM was held on 26 March 2025 and the general meeting resolved to appoint Mr. Duan Wei as member of the management board, and Mr. Chen Li as member of the supervisory board, both conditional on conversion of €4.01 million of outstanding accounts payable position into share, which would result in a shareholding of Gotion in the Group of just over 10%.

### COURT CASE

In April 2025, one of the Group's suppliers filed a petition for the Group's bankruptcy due to (amongst others) non-payment of overdue invoices. The court case is scheduled for 6 May 2025.

### LOCATION DEVELOPMENTS

As part of the Group's Turnaround Plan it decided to merge its facility in Deurne and Venray into one location. In 2025 it reached an agreement with its landlord to terminate the lease in Venray.





# COMPANY STATEMENT OF PROFIT OR LOSS

In thousands of euro

	Notes	(Unaudited) 2024	2023
Other operating income	B	939	789
<b>Total operating income</b>		<b>939</b>	<b>789</b>
Employee benefit expenses	C	(1,833)	(1,620)
Amortization and depreciation expenses		(39,278)	(31)
Other operating expenses	D	(4,839)	(3,643)
<b>Total operating expenses</b>		<b>(45,950)</b>	<b>(5,294)</b>
<b>Operating result</b>		<b>(45,011)</b>	<b>(4,505)</b>
Finance income/(expenses), net	E	(367)	528
<b>Result before income tax</b>		<b>(45,378)</b>	<b>(3,977)</b>
Income tax credit/(expense)	F	-	(2,713)
Share of result of an associate		-	-
Result from group companies	G	(155,302)	(112,469)
<b>Result after income tax</b>		<b>(200,680)</b>	<b>(119,159)</b>

# COMPANY STATEMENT OF FINANCIAL POSITION

Before appropriation of profit, in thousands of euro

	Notes	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Assets</b>			
Right-of-use assets		-	71
Intangible assets		28	41
Investments in group companies	<b>G</b>	-	128,184
Loans to group companies associates	<b>H</b>	5,304	4,946
Deferred tax assets	<b>F</b>	-	-
<b>Non-current assets</b>		<b>5,332</b>	<b>133,242</b>
Receivables from group companies	<b>I</b>	111,584	81,756
Other current assets	<b>J</b>	1,953	174
Cash and cash equivalents	<b>K</b>	-	-
<b>Current assets</b>		<b>113,537</b>	<b>81,930</b>
<b>Total assets</b>		<b>118,869</b>	<b>215,172</b>

	Notes	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Equity</b>			
Share capital		3,274	640
Share premium		388,880	337,379
Legal reserves		12,070	22,733
Other reserves		3	351
Retained earnings		(175,893)	(62,121)
Net result		(200,680)	(119,159)
<b>Total Equity</b>	<b>L</b>	<b>27,502</b>	<b>179,823</b>
Lease liabilities		-	63
<b>Non-current liabilities</b>			<b>63</b>
Provisions	<b>G</b>	71,650	-
Convertible bond – debt		14,079	28,161
Convertible bond – embedded derivative		3,766	4,965
Trade payables		937	577
Other current liabilities	<b>M</b>	822	1,571
Current lease liabilities		-	12
<b>Current liabilities</b>		<b>91,367</b>	<b>35,286</b>
<b>Total liabilities</b>		<b>91,367</b>	<b>35,349</b>
<b>Total equity and liabilities</b>		<b>118,869</b>	<b>215,172</b>

# NOTES TO THE COMPANY FINANCIAL STATEMENTS

## A. ACCOUNTING POLICIES FOR THE COMPANY FINANCIAL STATEMENTS

The Company financial statements of Ebusco Holding N.V. (hereafter 'the Company') have been prepared in accordance with Part 9, Book 2 of the Dutch Civil Code. In accordance with article 362 (8), Book 2 of the Dutch Civil Code, the Company's financial statements have been prepared on the basis of the accounting principles for recognition, measurement and determination of profit, as applied in the consolidated financial statements. These principles also include the classification and presentation of financial instruments, being equity instruments or financial liabilities.

The ordinary shares of Ebusco Holding N.V. are listed on Euronext Amsterdam.

All amounts are stated in thousands of EUR, unless otherwise stated.

The accounting policies used in the preparation of the Company Financial Statements are the same as those used in the preparation of the Consolidated Financial Statements (in accordance with article 362 (8), Part 9 of Book 2 of the Dutch Civil Code). See the notes to the Consolidated Financial Statements.

In addition to these accounting policies, the following accounting policy applies to the Company financial statements:

Investments in group companies are presented using the equity method. Goodwill paid upon acquisition of investments in group companies is included in the net equity value of the investment and is not shown separately on the face of the balance sheet. The Company recognizes a provision which makes use of the option to eliminate intercompany expected credit losses against the book value of loans and receivables to group companies, instead of elimination against the investments in group companies

Loans provided to group companies are stated at amortized cost, less impairment.

## B. OTHER OPERATING INCOME

Other operating income relates to the recharge of the remuneration expenses of the Management Board members to Ebusco B.V.

## C. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses can be specified as follows:

Employee benefit expenses	(Unaudited) 2024	2023
Wages and salaries	1,785	1,189
Pension costs	167	142
Share based payments expenses	(283)	185
Temporary staff	109	77
Car expenses	38	24
Other staff expenses	18	3
<b>Total</b>	<b>1,833</b>	<b>1,620</b>

The number of persons with an employment contract at 31 December 2024 was 3 (31 December 2023: 3), including all members of the Management Board; all persons have their place of residence in the Netherlands except for the CEO as his place of residence is in Germany.

Further reference is made to Note 6 of the consolidated financial statements.

## D. OTHER OPERATING EXPENSES

Other operating expenses mainly consist of insurance expenses, audit and advisory fees.

## E. FINANCE INCOME/(EXPENSES), NET

Finance expenses, net can be specified as follows:

Finance expenses, net	(Unaudited) 2024	2023
Net foreign exchange result	-	(4)
Intercompany interest income	3,960	1,413
Revaluation of embedded derivative	1,200	594
<b>Financial income</b>	<b>5,160</b>	<b>2,003</b>
Interest expense intercompany	-	-
Interest expense third party	(13)	(277)
Interest on lease liabilities	(3)	(4)
Other finance expenses	(5,511)	(1,194)
<b>Total</b>	<b>(5,527)</b>	<b>(1,475)</b>
<b>Finance expenses, net</b>	<b>367</b>	<b>528</b>

## F. INCOME TAX

As the Group suffered a history of losses no deferred tax asset has been recognized per 31 December 2024.

## G. INVESTMENTS IN GROUP COMPANIES

Group companies are all entities (including intermediate holding companies) over which the Company has control. The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the group company and has the ability to affect those returns through its power over the group company. Group companies are recognized from the date on which control is transferred to the Company or its intermediate holding entities. They are derecognized from the date that control ceases.

The Company applies the acquisition method to account for the acquisition of group companies, consistent with the approach identified in the consolidated financial statements. The consideration transferred for the acquisition of a group company or business comprises the fair value of assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired, and liabilities and contingent liabilities assumed, in an acquisition are initially measured at their fair values at the acquisition date and are subsumed in the net asset value of the investment in consolidated group companies. Goodwill paid upon acquisition of investments in group companies is included in the net equity value of the investment and is not shown separately on the face of the balance sheet. Acquisition-related costs are expensed as incurred.

Investments in group companies are measured using the equity method. The measurement of the financial fixed assets under the equity method is based on the measurement principles of assets, provisions and liabilities, and the determination of profit as applied in the consolidated financial statements.

When group companies have an equity deficit they are measured at zero under the equity method, unless the Company has given a liability undertaking or any other guarantee for the consolidated group company. In case of the latter, the Company recognizes a provision in the statement of financial position equal to the present value of the expected outflows required to settle the obligation.

The Company has direct and indirect interests in the group companies listed in Note 2 of the consolidated financial statements. Set out below are the carrying amounts of the investment in consolidated group companies and the movements during the period:

Investments in group companies	(Unaudited) 2024	2023
<b>As at 1 January</b>	<b>128,184</b>	<b>237,968</b>
Foreign exchange differences	10	(13)
Non-controlling interest	(1,817)	
Result of group companies	(155,302)	(112,469)
Reclassification to/(from) provision participations in group companies	71,763	-
Cash flow hedge, net of tax	(3,580)	2,698
Goodwill impairment	(39,258)	-
<b>As at 31 December</b>	<b>-</b>	<b>128,184</b>

## H. LOANS TO GROUP COMPANIES

A loan to Pondus Operations B.V. is included of €5,500 as at 31 December 2021 including accrued interest of €245 (interest rate: 7%). The loan to Pondus Operations B.V. has been provided in April 2021 at the time the Company acquired 60% of the voting shares in Pondus Holding B.V. to enable Pondus Operation B.V. to redeem the RVO loan received from the Dutch government. In 2022 part of the loan was repaid by Pondus Operations B.V. (€1,237) and additional interest accrued of €350. In 2023, additional accrued interest amounted to €358 (2023: €333). As Pondus Operations B.V. was merged into Ebusco B.V., the loan has been adjusted towards Ebusco B.V.

Loans to group companies can be specified as follows:

	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Loans to group companies</b>		
Loan receivable from Ebusco B.V.	5,304	-
Loan receivable from Pondus Operations B.V.	-	4,946
<b>Total</b>	<b>5,304</b>	<b>4,946</b>

The movement schedule of loans to group companies can be specified as follows:

	(Unaudited) 2024	2023
<b>Loans to group companies</b>		
As at 1 January	4,946	4,613
Repayment	-	-
Interest	358	333
<b>Total</b>	<b>5,304</b>	<b>4,946</b>

## I. RECEIVABLES FROM GROUP COMPANIES

Receivables from group companies can be specified as follows:

	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Receivables from group companies</b>		
Current account Ebusco B.V.	109,501	78,150
Current account Pondus Operations B.V.	-	1,778
Current account Ebusco Manufacturing B.V.	325	325
Current account Ebusco Energy B.V.	1,758	1,503
<b>Total</b>	<b>111,584</b>	<b>81,756</b>

## J. OTHER CURRENT ASSETS

Other current assets as at 31 December 2024 mainly include refundable VAT of €410 (2023: €103) and prepaid expenses of €1,357 related to insurances (2023: €71).

## K. CASH AND CASH EQUIVALENTS

Cash and cash equivalents are all freely available to the Company. The cash and cash equivalents at 31 December 2024 is nil as excess cash is paid to the cash pool in Ebusco B.V.

## L. EQUITY

For a breakdown of equity attributable to equity holders, see the Consolidated Statement of Changes in Equity and related notes including Note 18 of the consolidated financial statements.

### LEGAL RESERVES

Based on Dutch law, a legal reserve needs to be established for currency translations, cash flow hedges, and capitalized costs of development assets. The legal reserve cannot be used for dividend distribution and is therefore restricted in usage (see paragraph below).

	(Unaudited) As at 31 December 2024	As at 31 December 2023
<b>Legal reserves</b>		
Foreign exchange differences	17	10
Hedge reserves	-	3,664
Revaluation reserve	7,450	7,450
Development assets at subsidiaries	4,603	11,609
<b>Total</b>	<b>12,070</b>	<b>22,733</b>

### LIMITATIONS IN THE DISTRIBUTION OF SHAREHOLDERS' EQUITY

As at 31 December 2024, pursuant to Dutch law, certain limitations exist relating to the distribution of shareholders' equity. Such limitations relate to legal reserves required by Dutch law of €12,070 (2023: €22,733).

### OTHER RESERVES

In 2024 the Company established a share based payment reserve of €3 (2023: €351).

As the Company incurred a loss in 2024, it is proposed to the Annual General Meeting of Shareholders to charge the loss attributable to the equity holders of the Group to the retained earnings and not to pay any dividend relating to the financial year 2024.

## M. OTHER CURRENT LIABILITIES

Other current liabilities as at 31 December 2024 mainly consists of expenses incurred for the placement of payroll taxes €315 and audit fees €600.



## N. REMUNERATION KEY MANAGEMENT

Reference is made to Note C to the Company financial statements and Note 6 to the consolidated financial statements.

## O. RELATED PARTIES

In addition to Note 24 of the consolidated financial statements, all companies within the Group are also considered to be related parties of Ebusco Holding N.V.

## P. COMMITMENTS AND CONTINGENCIES

Reference is made to Note 25 to the consolidated financial statements.

Pursuant to the provisions of section 403, Part 9, Book 2 of the Netherlands Civil Code, the Company has assumed joint and several liability for the debts arising out of legal transactions of the following group companies:

- Ebusco B.V.
- Ebusco Energy B.V.
- Ebusco Manufacturing B.V.
- Pondus Operations B.V.

The joint and several liability for Pondus Operations B.V. ceased to exist at the time of the merger into Ebusco B.V. as disclosed in Note 2 of the consolidated financial statements.

Being the head of the Ebusco Holding N.V. tax entity, the company is liable for the income tax and VAT liability of the fiscal unity as a whole.

## Q. DIVIDEND

No dividends have been paid in both 2024 and 2023.

## R. AUDITORS’ FEES

Audit, Other assurance and Other non-audit fees incurred related to the financial years 2024 and 2023 can be specified as follows:

	(Unaudited) 2024			2023		
	EY Accountants B.V.	EY network firms in the Netherlands	Total	Ernst & Young Accountants LLP	EY network firms in the Netherlands	Total
Total fees in € '000						
Audit services	969	-	969	681	-	681
Other assurance services	-	-	-	60	-	60
Other non-audit services	-	-	-	-	-	-
Total	969	-	969	741	-	741

## S. SUBSEQUENT EVENTS

For information regarding subsequent events, reference is made to Note 28 to the consolidated financial statements.

## OTHER NOTES

As approved for publication, Deurne, 30 April 2025

### Management Board

P.H.A.M. Bijvelds, *Founder*  
C. Schreyer, *Chief Executive Officer*  
M. van Maanen, *Chief Operating Officer*

### Supervisory Board

D.J. Haank, *Chairman*  
C.W. Gorter  
R.H. de Boer



# OTHER INFORMATION



## CONTENT

Provisions of the articles of association relating to profit appropriation	101
Update on Independent auditor's report	102
Shareholder information	103
Five year overview	104
Non-IFRS measures	105
Organisation Ebusco	107



# OTHER INFORMATION

## PROVISIONS OF THE ARTICLES OF ASSOCIATION RELATING TO PROFIT APPROPRIATION

Pursuant to article 31 of the articles of association of the Company, the Management Board, with the approval of the Supervisory Board, may decide that profits realized during a financial year are fully or partially appropriated to increase and/or from reserves (article 31.1). The profits remaining shall be put at the disposal of the General Meeting. The Management Board, with the approval of the Supervisory Board, shall make a proposal for that purpose. A proposal to pay a dividend shall be dealt with as a separate agenda item at the General Meeting of Shareholders (article 31.2).

The Company does not intend to declare or pay dividends for the financial year ending 31 December 2024 or in the medium term.

The net loss attributable to equity holders of the Group for 2024 of €200.6 million (2023: net loss of €119.2 million) will be deducted from retained earnings.



## UPDATE ON INDEPENDENT AUDITOR'S REPORT

The very challenging business circumstances that Ebusco has gone through in the last months, and those which Ebusco continues to face and the transformation the company is going through, including its refinancing and restructuring efforts, have placed significant demands on the time and resources of the company.

As a result, the drafting of the 2024 financial statements and consequently, the external auditor's audit process, have experienced delays, which prevented completion of the audit within the expected timeframe. Consequently, the financial statements included in this annual report as published today, are unaudited.

# SHAREHOLDER INFORMATION

## SHARE INFORMATION

Ebusco Holding N.V. is listed on the official stock market of Euronext Amsterdam (EBUS.AS) since 22 October 2021. On 31 December 2024, the number of issued ordinary Ebusco Holding N.V. shares amounted to 65,470,708 with a nominal value of €0.05. Each share in the capital of Ebusco Holding N.V. gives entitlement to cast one vote.

## SHARE PERFORMANCE REVIEW

The performance of Ebusco’s ordinary shares on Euronext Amsterdam:

	2024	2023
Closing ordinary share price at calendar year-end (in EUR)	1.14	4.79
Highest closing ordinary share price (in EUR)	10.09	14.75
Lowest closing ordinary share price (in EUR)	0.78	4.27
Average daily trading volume (in shares)	516,807	177,027
Highest daily trading volume (in shares)	6,335,319	1,175,781
Market capitalisation (EUR million).	74.6	306.7

## MAJOR SHAREHOLDERS

In line with the Dutch Financial Supervision Act, holders of shares of Ebusco Holding N.V. are required to update information on their holdings when they reach, exceed, or fall below the thresholds of 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95% reach. As far as Ebusco is aware and on the basis of the AFM register of substantial holdings, the following investors held a holding of 3% or more in Ebusco at the date of this report.

Shareholders	Participation in %*	Date of last report
ING Groep N.V.	8.89	November 2024
P.H.A.M. Bijvelds**	17.57	November 2024
Heights Capital Management, Inc.***	42.40	April 2025
B.V. Beleggings-fonds “Hoogh Blarick”****	4.36	November 2024
Gotion High-Tech Co., Ltd.	3.30	November 2024

\* The percentages below are, to the best of Ebusco’s knowledge and based on the AFM register Notification of Control, the sum of shares and potential shares.

\*\* The shares are held by Peter Bijvelds Holding Erp B.V., which shares are held by Stichting Administratiekantoor Peter Bijvelds Holding Erp, for the benefit and account of P.H.A.M. Bijvelds.

\*\*\* The shares and potential shares are held by Heights Capital Management, Inc., which shares are held by CVI Investments, Inc., for the benefit and account of Heights Capital Management, Inc..

\*\*\*\* The shares are held by B.V. Beleggingsfonds “Hoogh Blarick”, which shares are held by Beleggingsmaatschappij “De Engh “BV, for the benefit and account of B.V. Beleggingsfonds “Hoogh Blarick”.

## DIVIDEND POLICY

Ebusco does not intend to declare or pay dividends for the financial year ending 31 December 2024 or in the medium term. The company anticipates that for the foreseeable future it will retain all its future earnings for use in the development of its business, its international expansion strategy and for general corporate purposes.

## INVESTOR RELATIONS

Ebusco is committed to maintaining an open and constructive dialogue with its current and potential shareholders (jointly the Investors) and analysts. Conversations with investors and analysts, both in (annual or extraordinary) general meetings and on bilateral basis outside of such general meetings (e.g. investor calls, road shows, broker conferences etc.), form an integral part of this dialogue.

Ebusco aims to keep the investors and analysts updated by informing them equally, simultaneously, clearly and accurately about Ebusco’s strategy, performance and other matters and developments that could be relevant to Investors’ decisions either via meetings, presentations, conference calls etc. as referred to in best practice provision 4.2.3 of the Dutch Corporate Governance Code or otherwise. The company website [www.ebusco.com](http://www.ebusco.com) provides relevant information (press releases, financial data) for investors.

Ebusco observes a closed period during which no discussions are held with investors and analysts. This pertains to a period of 45 calendar days prior to the publication of the yearly results and 30 calendar days prior to the publication of half yearly results. Furthermore, the closed period is 10 calendar days prior to the publication of pre-scheduled trading updates.

## PREVENTION MISUSE OF INSIDER INFORMATION

Ebusco has rules governing the reporting of transactions involving Ebusco Holding N.V. securities by its Supervisory Board, Management Board and other appointed persons, including staff, the management and a number of permanent advisors. The Insider Trading Policy is published on the corporate website [investors.ebusco.com](http://investors.ebusco.com). Ebusco has also appointed the corporate secretary as compliance officer. The compliance officer is responsible for supervising compliance with the rules and regulations, and communication with the AFM.





# FIVE YEAR OVERVIEW

	2024	2023	2022	2021	2020
<b>Results</b> (in thousands of euro)					
Revenue	10,665	102,440	111,617	24,265	99,994
Gross profit <sup>1/2</sup>	(34,602)	(6,848)	15,633	1,220	39,657
Result for the year	(200,771)	(120,146)	(32,193)	(26,797)	16,659
Result for the year attributable to Equity holders of the Group	(200,632)	(119,159)	(31,717)	(26,388)	16,659
EBITDA <sup>2/3</sup>	(132,635)	(95,733)	(34,808)	(34,240)	27,135
EBIT <sup>2/4</sup>	(196,382)	(103,869)	(40,435)	(39,571)	23,776
Capital expenditure <sup>2/5</sup>	(15,266)	(17,119)	(9,725)	(4,932)	(3,814)
Net cash flow from operating activities	(43,175)	(103,799)	(99,058)	(19,390)	(11,427)
Net cash flow from investing activities	(16,933)	(20,071)	(8,496)	(27,284)	(3,994)
Net cash flow from financing activities	34,586	56,576	(5,172)	227,734	39,473
Free cash flow <sup>2/6</sup>	(61,733)	(123,452)	(107,526)	(25,574)	(15,878)
<b>Balance sheet (in thousands of euro)</b>					
Total Assets	180,063	319,831	320,616	332,715	104,459
Total Equity	27,502	178,297	273,458	303,948	28,042
Net debt, excluding lease liabilities <sup>2/7</sup>	20,805	6,556	(94,726)	(207,245)	31,203
Net debt, including lease liabilities <sup>2/8</sup>	44,920	23,154	(86,965)	(198,863)	32,985
Net working capital <sup>2/9</sup>	61,329	144,009	106,299	41,321	58,540
Capital employed <sup>2/10</sup>	49,044	194,137	279,903	311,662	42,298
<b>Ratios</b>					
Gross profit as % of revenue	(324.4%)	(6.7%)	14.0%	5.0%	39.7%
EBITDA as % of revenue	(1243.6%)	(93.50%)	(31.2%)	(141.1%)	27.1%
EBIT as % of revenue	(1841.4%)	(101.40%)	(36.2%)	(163.1%)	23.8%

	2024	2023	2022	2021	2020
<b>Non-financial</b>					
Orders received (# buses) <sup>13</sup>	48	530	414	240	39
Buses delivered (# buses)	157	178	75	139	103
km (in millions) driven	152	105	70	39	17
Full-time employees per year-end, excluding temporary employees	478	557	418	219	124
Full-time employees yearly average, excluding temporary employees	517	503	321	171	106
Full-time employees per year-end, including temporary employees	522	893	607	309	145
Full-time employees yearly average, including temporary employees	708	798	446	227	122
<b>Number of shares outstanding (in thousands)</b> <sup>14,15</sup>					
At year-end <sup>11</sup>	65,471	64,039	59,039	59,039	44,999
On average <sup>11</sup>	18,602	59,217	59,039	47,502	44,999
<b>Per ordinary share</b> <sup>14,15</sup>					
Basic earnings per share <sup>11</sup>	(10.79)	(2.01)	(0.54)	(0.56)	0.37
Highest share price <sup>12</sup>	10.09	14.75	27.00	31.30	-
Lowest share price <sup>12</sup>	0.78	4.27	13.06	21.85	-
Share price at year-end <sup>12</sup>	1.14	4.79	13.17	27.00	-

**Notes:**

- 1 Gross profit is defined as the Group's top-line earnings, being total revenue, less cost of materials (being the direct costs of goods sold).
- 2 These items are non-IFRS Measures. For further information about these non-IFRS Measures, and the reasons why we believe they are important for an understanding of the performance of our company, please refer to our commentary on non-IFRS Measures on page 105-106.
- 3 EBITDA is defined as operating result plus depreciation and amortization costs.
- 4 EBIT is defined as operating result.
- 5 Capital expenditure is defined as the sum of "investments in property, plant and equipment" and "investments in intangible assets" from the Consolidated Statement of Cash Flows.
- 6 Free cash flow is defined as the sum of net cash from operating and investing activities, excluding the acquisition and disposal of subsidiaries, associates and other equity investments, and dividends from associates; including repayment of lease liabilities.
- 7 Net debt excluding lease liabilities is defined as the non-current and current loans and borrowings minus cash and cash equivalents.
- 8 Net debt including lease liabilities is defined as the non-current and current loans and borrowings, including lease liabilities, minus cash and cash equivalents.
- 9 Net working capital is defined as inventories plus trade receivables and contract assets minus trade payables and contract liabilities.
- 10 Capital employed is defined as total assets less current liabilities.
- 11 The number of ordinary shares outstanding in 2019 and 2020 has been adjusted for the capital restructuring in 2021 in preparation for the Initial Public Offering.
- 12 The share price represents the price at closing.
- 13 Ebusco received orders for 121 buses, however 73 were cancelled during the remainder of the year.
- 14 The 2024 share data reflect the 5 to 1 share consolidation which was effectuated as per 24 October and capital increases through a rights issue (20 November 2024) and issued shares in relation to the repayment of the convertible bond
- 15 Following the amendment of the authorized share capital as approved by the EGM of 24 October, the nominal value of each Ordinary Share was changed from €0.01 to €0.05 as per that date

# NON-IFRS MEASURES

## GENERAL

Certain discussions and analyses set out in this Annual Report include measures which are not defined by IFRS. We believe this information, along with comparable IFRS-measures, is useful to investors and other stakeholders because it provides a basis for measuring our operating performance. The Management Board also uses these measures, along with the most directly comparable IFRS-measures, in evaluating operating performance.

## GROSS PROFIT

Gross Profit is defined as the Group's top-line earnings, being total revenue, less cost of materials (being the direct costs of goods sold, excluding employee expenses). We believe this measure provides valuable additional information because it allows investors and other stakeholders to analyze the gross margin of our buses sold. In addition, Gross Profit is a key measure used internally to evaluate (sales) performance.

Gross profit is calculated as follows (in thousands of euro):

	2024	2023
Revenue	10,665	102,440
Cost of materials	(45,267)	(109,288)
<b>Gross profit</b>	<b>(34,602)</b>	<b>(6,848)</b>

## EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION (EBITDA)

EBITDA is result for the year before net finance costs, the net income tax expense, depreciation and amortization. EBITDA is defined as operating result plus depreciation and amortization expenses. We believe this measure provides valuable additional information because it allows investors and other stakeholders to analyze the profitability between companies and industries by eliminating the effect of non-operating decisions like interest expenses, tax rates and non-cash items like depreciation and amortization, hence facilitating focus on operating performance. In addition, EBITDA is a key measure used internally to evaluate performance.

The reconciliation of profit before tax to EBITDA is as follows (in thousands of euro):

	2024	2023
<b>Profit before tax</b>	(200,573)	(105,672)
Amorization & depreciation expenses	63,747	8,136
Finance expenses (net)	3,035	932
Share of result from associates	1,156	871
<b>EBITDA</b>	<b>(132,635)</b>	<b>(95,733)</b>

## EARNINGS BEFORE INTEREST AND TAXES (EBIT)

EBIT is result for the year before net finance costs and the net income tax expense. EBIT is defined as operating result. We believe this measure provides valuable additional information because it allows investors and other stakeholders to analyze the profitability between companies and industries by eliminating the effect of non-operating decisions like interest expenses and tax rates, hence facilitating focus on operating performance. The reconciliation of profit before tax to EBIT for the year is as follows (in thousands of euro):

	2024	2023
<b>Profit before tax</b>	(200,573)	(105,672)
Finance expenses (net)	3,035	932
Share of result from associates	1,156	871
<b>EBIT</b>	<b>(196,382)</b>	<b>(103,869)</b>

## FREE CASH FLOW

Free cash flow is defined as the sum of the cash from operating and investing activities, excluding the acquisition and disposal of subsidiaries, associates and other equity investments, and dividends from associates, including repayment of lease liabilities. Free cash flow reflects an additional way of assessing our liquidity that we believe is useful to investors and other stakeholders because it represents cash flows that could be used to fund our strategic initiatives, including the scale-up of the manufacturing of the Ebusco 3.0.

The breakdown of free cash flow is as follows (in thousands of euro):

	2024	2023
Net cash from operating activities	(43,175)	(103,799)
Net cash from investing activities	(16,933)	(20,071)
Payment of principal portion of lease liabilities	(3,270)	(1,932)
Investment in subsidiaries, associates	1,645	2,350
<b>Free cash flow</b>	<b>(61,733)</b>	<b>(123,452)</b>

## NET DEBT, EXCLUDING LEASE LIABILITIES

Net debt, excluding lease liabilities is defined as the non-current and current loans and borrowings minus cash and cash equivalents. Our net debt reflects our ability to meet our debt obligations if these were due immediately.

The net debt, excluding lease liabilities is calculated as follows (in thousands of euro):

	2024	2023
Loans and borrowings - non-current	-	-
Loans and borrowings - current	5,359	1,348
Convertible bond - debt	14,079	28,161
Convertible bond - embedded derivative	3,766	4,965
Cash and cash equivalents	(2,399)	(27,918)
<b>Net debt excluding lease liabilities</b>	<b>20,805</b>	<b>6,556</b>

### NET DEBT, INCLUDING LEASE LIABILITIES

Net debt, including lease liabilities is defined as the non-current and current loans and borrowings, plus lease liabilities minus cash and cash equivalents. Our net debt reflects our ability to meet our debt obligations if these were due immediately.

The net debt, including lease liabilities is calculated as follows (in thousands of euro):

	2024	2023
Loans and borrowings - non-current	-	-
Lease liabilities - non-current	19,854	14,216
Loans and borrowings - current	5,359	1,348
Convertible bond - debt	14,079	28,161
Convertible bond - embedded derivative	3,766	4,965
Lease liabilities - current	4,261	2,382
Cash and cash equivalents	(2,399)	(27,918)
<b>Net debt including lease liabilities</b>	<b>44,920</b>	<b>23,154</b>

### NET WORKING CAPITAL

Our net working capital is defined as inventories plus trade receivables and contract assets minus trade payables and contract liabilities. We believe this measure provides valuable additional information to investors and other stakeholders because it represents Ebusco's liquidity and the short-term financial health of the company. In addition, net working capital is a key measure used internally to evaluate (short-term) liquidity.

Net working capital is calculated as follows (in thousands of euro):

	2024	2023
Inventories	117,677	106,541
Trade receivables	5,494	19,285
Contract assets	7,569	67,640
Trade payables	(24,981)	(30,518)
Contract liabilities	(44,430)	(18,939)
<b>Net working capital</b>	<b>61,329</b>	<b>144,009</b>

### CAPITAL EMPLOYED

Capital employed is defined as total assets less current liabilities. This key figure provides valuable insight into how well the company is investing its money to generate profits.

Capital employed is calculated as follows (in thousands of euro):

	2024	2023
Total assets	180,063	319,831
Current liabilities	(131,019)	(125,694)
<b>Capital employed</b>	<b>49,044</b>	<b>194,137</b>

### GROSS PROFIT AS % OF REVENUE

Gross profit as % of revenue is calculated as follows (gross profit and revenue in thousands of euro):

	2024	2023
Gross profit	[34,602]	[6,848]
Revenue	10,665	102,440
<b>Gross profit % of revenue</b>	<b>(324.4%)</b>	<b>(6.7%)</b>

### EBITDA AS % OF REVENUE

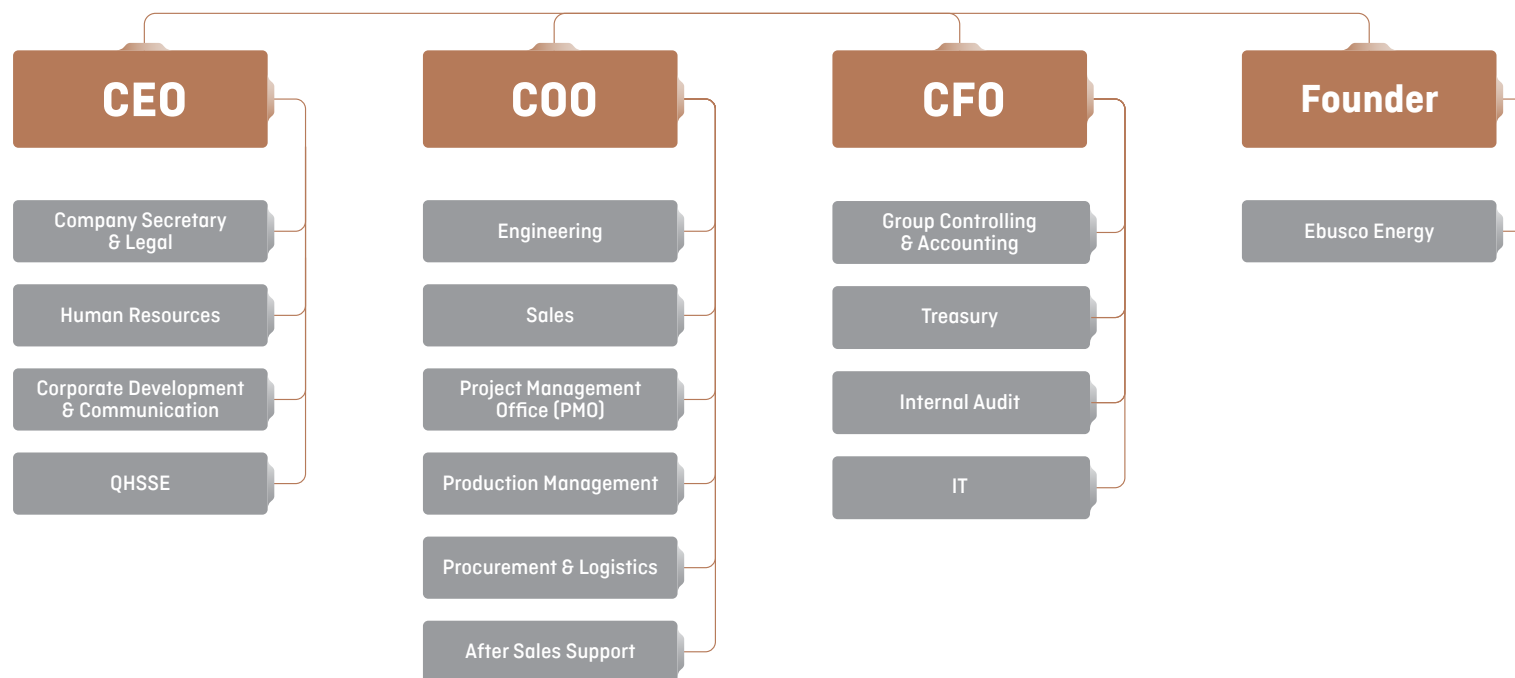
EBITDA as % of revenue is calculated as follows (EBITDA and revenue in thousands of euro):

	2024	2023
EBITDA	(132,635)	(95,733)
Revenue	10,665	102,440
<b>EBITDA % of revenue</b>	<b>(1243.6%)</b>	<b>(93.5%)</b>

### EBIT AS % OF REVENUE

EBIT as % of revenue is calculated as follows (EBIT and revenue in thousands of euro):

	2024	2023
EBIT	(196,382)	(103,869)
Revenue	10,665	102,440
<b>EBIT % of revenue</b>	<b>(1841.4%)</b>	<b>(101.4%)</b>



The top layer, shown in copper, represents the Management Board. The CFO role was up and until 30 April held on an interim basis by Jan Piet Valk, who is not a formal member of the Management Board. Once a permanent candidate is appointed, the CFO position will become part of the Management Board. The layer illustrated in grey represents the Leadership Team, whose members report directly to the Management Board.

## COLOPHON

This annual report is a publication by Ebusco.

Ebusco

Vuurijzer 23

5753 SV Deurne

The Netherlands

T +31 (0)88 1100 200

E [info@ebusco.nl](mailto:info@ebusco.nl)

[www.ebusco.nl](http://www.ebusco.nl)

### **Editing and texts**

Ebusco

Lindner & van Maaren

### **Design and layout**

Monter, Amsterdam