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ADVERTISEMENT. This announcement is an advertisement relating to the intention of Ebusco Holding N.V. (the "Company" or together with its subsidiaries the "Group") to proceed with the Rights Issue and the admission to listing and trading of the Rights and the Offer Shares (each as defined below) (the "Admission"). This announcement does not constitute a prospectus. This announcement is for information purposes only and does not constitute, or form part of, an offer by, or invitation by or on behalf of, the Company or any representative of the Company to purchase any securities, or an offer to sell or issue, or the solicitation to buy, securities by any person in any jurisdiction where doing so would constitute a violation of the applicable laws or regulations of such jurisdiction. Further details about the Rights Issue are included in the prospectus for the purposes of the Admission and the prospectus is approved as such under the respective regulation by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten, the "AFM") on 8 November 2024 and available as of that date (the "Prospectus"). The Prospectus has been published and made available at no cost through the website of the Company (<https://investors.ebusco.com/rights-issue/>), subject to securities law restrictions in certain jurisdictions. Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Rights or the Offer Shares. The approval of the Prospectus by the AFM should not be understood as an endorsement of the quality of the Rights or the Offer Shares.

Ebusco signs an investment agreement with Gotion

Deurne, 18 November 2024 – Ebusco (Euronext: EBUS) today announces the execution of an investment agreement with Gotion.

On 8 November 2024, Ebusco announced a proposed strategic partnership with Hefei Gotion High-Tech Power Energy Co. LTD (together with its subsidiaries "Gotion"). Alongside such partnership, Gotion considered strengthening the partnership through an equity participation in the Company, which is now formalized through the execution of an investment agreement on 17 November 2024 between Ebusco, Gotion, Gotion GmbH, a German subsidiary of Gotion, and Peter Bijvelds Holding Erp B.V. ("Peter Bijvelds Holding").

Under the investment agreement, Gotion has committed to subscribe for any rump shares in the Rights Issue (i.e. shares underlying any unexercised rights) 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 will be allocated all of its rump shares. In the event Gotion will subscribe for any rump shares, the proceeds will be used by Ebusco to set-off an outstanding accounts payable position it has with Gotion.

If there are insufficient rump shares available in the Rights Issue (as a result of a high take-up in the Rights Issue) then the Company will call an Extraordinary General Meeting of Shareholders in Q1 2025 (the "2025 EGM") to ask for approval for a separate share issuance to Gotion at the issue price of the Rights Issue (for which the proceeds will also be used to pay down the accounts payable position with Gotion), to strengthen its balance sheet. In the event that no rump shares are allotted to Gotion in the Rights Issue, Gotion will have the right to subscribe in the subsequent share placement for up to the amount of Ebusco's outstanding accounts payable to Gotion.

Under the investment agreement Ebusco and Gotion have agreed that Gotion is granted the right to nominate a representative in both Ebusco's supervisory board (which person will chair the nomination committee) and management board, subject to the approval of the Company's shareholders, to be obtained at the 2025 EGM. Peter Bijvelds Holding and CVI Investments, Inc. (an entity managed by Heights Capital Management, "CVI") have committed to vote in favour of the resolutions to issue shares to Gotion at the Issue Price and to appoint the Gotion nominees to the Company's management and supervisory board. Further, the Company has committed to (i) obtain a voting commitment from ING Corporate Investments Participaties B.V. ("ING CIP") and (ii) use best efforts to obtain voting commitments from shareholders representing more than 50% of the voting rights (including Peter Bijvelds Holding, CVI and ING CIP) required to pass the aforementioned resolutions.

Furthermore, the Company has committed not to issue any shares in its capital to any party other than Gotion following completion of the Rights Issue and prior to any issuing of new shares in Q1 2025, provided, however, that this standstill is conditional upon Gotion's exercise of its option to acquire such new shares within three months of the Rights Issue (this commitment is qualified by any issuance of shares to CVI for purposes of the Notes).

Under the investment agreement, Peter Bijvelds Holding has committed to (i) at the request of Gotion, purchase any Rump Shares acquired by Gotion, at the Issue Price, if the resolutions for the issuance of new shares to Gotion and the appointment of the Gotion nominations are not approved at the 2025 EGM, and (ii) granting Gotion a tag-along right in respect of any sale by Peter Bijvelds Holding of Ordinary Shares representing more than 5% or more of voting rights in the Company.

In the coming period Ebusco and Gotion will be committed to progress the strategic partnership and further cement their already strong relationship.

Commitment from VDMI

Following its indication of interest as announced by the Company on 8 November 2024, VDMI B.V. ("VDMI"), which is an existing shareholder of the Company, has irrevocably committed to the Rights Issue through converting its shareholder loan of EUR 0.5 million at the Issue Price.

The EUR 5 million commitment from Gotion to subscribe for rump shares under the investment agreement, CVI's earlier EUR 6.0 million commitment and the EUR 8.11 million commitments from other large shareholders (including VDMI), combined represent approximately 53% of the Rights Issue.

Key dates of the Rights Issue

Holders of Rights wishing to subscribe for Offer Shares must exercise their Rights during the Exercise Period, which runs until 17:40 CET on Tuesday, 19 November 2024. Holders of Rights wishing to subscribe for Offer Shares under the Excess Application also, must do so during this Exercise Period. Trading in the Rights on Euronext will continue until 17:34 CET today, Monday 18 November 2024.

The Public Offering for retail investors will close at 17:40 CET on Tuesday, 19 November 2024. The Public Offering for institutional investors will close at 17:40 CET on Wednesday, 20 November 2024.

After expiry of the Exercise Period unexercised Rights will lapse without value. Shareholders who do not wish to exercise their Rights should therefore sell the Rights during the rights trading period which closes at 17:34 CET today, Monday 18 November 2024.

Availability of the Prospectus

The Rights Issue is being made only by means of a prospectus, approved by, and filed with, the Dutch Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) (the “AFM”) on 8 November 2024 as competent authority under the Prospectus Regulation (the “Prospectus”). The Prospectus is available electronically, free of charge, via the website of the Company (<https://investors.ebusco.com/rights-issue/>), subject to securities law restrictions in certain jurisdictions.

Supplement Prospectus

Pursuant to article 23 of the Prospectus Regulation, the Company has today published a supplement to the Prospectus, which has been approved by the AFM (the “Supplement”). The Supplement provides further details on the investment agreement with Gotion and the commitments of Peter Bijvelds Holding, ING CIP and VDVI. The Supplement is available on <https://investors.ebusco.com/rights-issue/>. Investors are referred to the Supplement as it contains information on the rights of investors who have exercised their Rights or subscribed for Offer Shares under the Excess Application, to withdraw any such exercise or subscription if they so wish pursuant to the information included in the Supplement.

Capitalized terms used but not defined in this press release have the respective meaning given to them in the Prospectus.

www.ebusco.com

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For press images: www.ebusco.com/press/

About Ebusco

Ebusco is a developer, manufacturer, and distributor of zero emission buses as well as a supplier of ancillary products and services to the electric vehicle ecosystem. As an innovative frontrunner in the development of electric buses and accompanied ecosystems, its mission is to contribute to a better environment by enabling safe, sustainable, emission-free and affordable transportation ecosystems.

Ebusco buses currently operate in multiple countries throughout Europe, and are deployed in major cities such as Amsterdam, Berlin, Munich, and Barcelona. Ebusco was founded in 2012 and had a workforce of 770 full-time employees as at 30 June 2024.

Since 22 October 2021 Ebusco is listed on Euronext Amsterdam.

For more information: www.ebusco.com

This press release contains information that qualifies, or may qualify, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation. This press release was distributed at 07:45 on 18 November 2024.

Disclaimer

These materials are not for release, distribution or publication, whether directly or indirectly and whether in whole or in part, in or into the United States, Australia or Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the securities of Ebusco Holding N.V. (the **Company**, and such securities, the **Securities**) in the United States, Australia or Japan or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States. No public offering of securities is being made in the United States.

The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area and the United Kingdom other than the Netherlands, Belgium and France. With respect to any Member State of the European Economic Area and the United Kingdom, other than the Netherlands, Belgium and France (each a **Relevant Member State**), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in section 2(e) of the Prospectus Regulation; or (ii) in any other circumstances falling within section 1(4) of the Prospectus Regulation. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to purchase or subscribe for the Securities and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant delegated regulations.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The release, publication or distribution of these materials in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

These materials may include statements, including the Company's financial and operational medium-term objectives that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or

"should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made. Each of the Company and any its affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in these materials whether as a result of new information, future developments or otherwise, except to the extent required by applicable law.

This announcement does not constitute a prospectus. An offer to acquire Securities pursuant to the proposed offering will be made, and any investor should make his investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering. When made generally available, copies of the prospectus may be obtained at no cost from the Company or through the website of the Company.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (MiFID II); (b) sections 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the MiFID II Product Governance Requirements), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Securities subject to the Offering have been subject to a product approval process, which has determined that such Securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the **Target Market Assessment**).

Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Securities may decline and investors could lose all or part of their investment; the Securities offer no guaranteed income and no capital protection; and an investment in the Securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Securities.

Each distributor is responsible for undertaking its own target market assessment in respect of the Securities and determining appropriate distribution channels.