

TENDER OFFER
FOR THE SHARES OF THE COMPANY



INITIATED BY

GREEN MOBILITY HOLDING S.A.

PRESENTED BY



Presenting bank



BNP PARIBAS

Presenting bank and Guarantor

**INFORMATION RELATING TO THE LEGAL, FINANCIAL AND ACCOUNTING
CHARACTERISTICS OF GREEN MOBILITY HOLDING S.A.**



This document relating to the other information of the company Green Mobility Holding S.A. was filed with the French *Autorité des marchés financiers* (the “AMF”) on 23 November 2021, in accordance with Article 231-28 of the AMF General Regulation and Instruction No. 2006-07 of 25 July 2006 relating to public tender offers. This document has been prepared under the responsibility of Green Mobility Holding S.A.

This document supplements the offer document in respect of the tender offer initiated by Green Mobility Holding S.A. for the shares of Europcar Mobility Group S.A., registered by the AMF on 23 November 2021 under *visa* No. 21-499 pursuant to its compliance decision dated 23 November 2021 (the “**Offer Document**”).

This document and the Offer Document are available on the websites of the AMF (www.amf-france.org) and Volkswagen (www.volkswagenag.com/en/InvestorRelations/news-and-publications/Europcar_offer.html) and may be obtained free of charge from:

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8009 Strassen,
Luxembourg

**Bank of America Europe DAC –
Succursale en France**

51 rue La Boétie
75008 Paris
France

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4 rue d'Antin
75002 Paris
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A press release will be issued, in accordance with Article 231-28 of the AMF General Regulation, at the latest the day before the opening of the tender offer, in order to inform the public of the conditions of availability of this document.

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1. PRESENTATION OF THE MAIN CHARACTERISTICS OF THE OFFER

In accordance with the provisions of Article 231-28 and of AMF instruction No. 2006-07 relating to public tender offers, this document is drawn up by Green Mobility Holding S.A., a limited liability company (*société anonyme*) incorporated under Luxembourg law with a share capital of EUR 30,000, having its registered office at 19-21, route d’Arlon, 8009 Strassen, Luxembourg, registered with the Luxembourg Trade and Companies Register under number B257696 (hereinafter the “**Offeror**”), as part of its public tender offer whereunder the Offeror makes an irrevocable offer to the holders of shares of Europcar Mobility Group S.A., a limited liability company with a board of directors¹ (*société anonyme à conseil d’administration*) incorporated under French law with a share capital of EUR 50,156,400.81, having its registered office at 13 ter boulevard Berthier, 75017 Paris, France, registered with the Trade and Companies Register of Paris under number 489 099 903, the shares of which are traded on compartment C of Euronext Paris under ISIN Code FR0012789949 (“**Europcar Mobility Group**” or the “**Company**”), to acquire all of their Company’s shares listed on Euronext Paris at the price of EUR 0.50 per share of Europcar Mobility Group (the “**Offer Price**”) increased by EUR 0.01 per share of Europcar Mobility Group (the “**Additional Price**”) in case the threshold of 90% of the share capital and voting rights of the Company is reached and under the terms and conditions set forth in the Offer Document. The Offer may be followed by a squeeze-out, if applicable, in accordance with the provisions of Articles 237-1 to 237-10 of the AMF General Regulation (the “**Offer**”).

The Offer is for all the Company’s shares not held by the Offeror²:

- a) that are issued and outstanding as of the date of the Offer Document, excluding however, treasury shares held by the Company (which will not be tendered in the Offer according to the Company’s board decision of September 17, 2021 in the context of its reasoned opinion (*avis motivé*) on the Offer), i.e. to the best knowledge of the Offeror, a maximum total number of 5,007,087,758³ shares of the Company;
- b) that may be issued prior to the closing of the Offer or the Reopened Offer (if applicable and as such term is defined in section 2.13 of the Offer Document), as a result of the vesting and delivery of the shares under the 2019 Free Share Plan (as defined in section 2.5 of the Offer Document), i.e. to the best knowledge of the Offeror as of the date of the Offer Document, a maximum number of 797,000 new shares;

¹ Since 26 February 2021, the Company is a French *société anonyme* with a board of directors instead of a management board and a supervisory board.

² As of the date of the Offer Document, the Offeror does not hold any shares of the Company.

³ On the basis of the Company’s total numbers of shares and theoretical voting rights determined in accordance with article 223-11 of the AMF General Regulation as of 12 November 2021, i.e., 5,015,640,081 shares representing 5,016,678,588 theoretical voting rights. Based on the same information, 8,552,323 shares are held in treasury, representing 0.17% of the share capital and theoretical voting rights.

altogether representing, to the best knowledge of the Offeror, a maximum number of 5,007,884,758 Company's shares.

As at the date of the Offer Document, Trinity Investments, an entity of the Attestor group (a member of the Consortium), holds 641,514,896 shares of the Company, representing 12.79% of the share capital and voting rights, and has committed to tender such shares to the Offer, it being specified that no other entity from the Attestor group holds any shares or voting rights of the Company. Neither the Offeror nor the other members of the Consortium (as such term is defined below) hold any shares or voting rights of the Company, it being specified that no entity from the Volkswagen group or the Pon group hold any shares or voting rights of the Company.

Apart from the 2019 Free Share Plan, the terms of which are described in section 2.5 of the Offer Document, there are, to the best knowledge of the Offeror, no other rights, equity securities or financial instruments giving access, immediately or in the future, to the share capital or voting rights of the Company as of the date of the Offer Document.

The Offer is subject to the caducity threshold referred to in Article 231-9, I of the AMF General Regulation, as described in section 2.10.1 of the Offer Document. The Offer also includes a withdrawal threshold above the caducity threshold, in accordance with Article 231-9, II of the AMF General Regulation, as detailed in section 2.10.2 of the Offer Document.

In addition, as of the date of the Offer Document, the Offer is subject to the condition precedent (as described in section 2.10.3 of the Offer Document) relating to the authorization of the transaction with regard to merger control by the European Commission, pursuant to Article 6.1.b) of EC Regulation No. 139/2004 of 20 January 2004 or the competent national authorities in the European Union, it being specified that the Offeror reserves the right to waive this condition precedent.

The Offer is made on a voluntary basis and will be conducted following the standard procedure pursuant to Articles 232-1 *et seq.* of the AMF General Regulation.

In accordance with Article 231-13 of the AMF General Regulation, the Offer is presented by BNP Paribas and Bank of America Europe DAC – Succursale en France (“**Bank of America**”) (together the “**Presenting Banks**”), it being specified that only BNP Paribas guarantees the terms and the irrevocable nature of the undertakings made by the Offeror in connection with the Offer

2. DESCRIPTION OF THE OFFEROR

2.1. General information about the Offeror

2.1.1. Name

The name of the Offeror is “Green Mobility Holding S.A.”.

2.1.2. Registered office

The registered office of the Offeror is established at 19-21, route d'Arlon, 8009 Strassen, Luxembourg.

2.1.3. Corporate form and nationality

The Offeror is a limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg.

2.1.4. Trade and Companies Register

The Offeror is registered with the Luxembourg Trade and Companies Register under number B257696.

2.1.5. Date of incorporation, date of registration and duration

The Offeror was incorporated on 27 July 2021, for an unlimited period, and was registered on 5 August 2021 with the Luxembourg Trade and Companies Register.

2.1.6. Financial year

The financial year of the Offeror shall begin on the 1st of January of each year and shall end on 31 December of the same year. By way of exception, the Offeror's first financial year began on the date of incorporation of the Offeror (i.e. 27 July 2021) and will end on 31 December 2021.

2.1.7. Purpose

The purpose of the Offeror is the acquisition of participations in Luxembourg and foreign companies or undertakings of any kind, as well as the administration and management of such participations. In particular, the Offeror may acquire stock, participations and other securities, debentures, unsecured bonds, deposit certificates and other securities by way of subscription, purchase or in any other manner, and in general any securities and financial instruments issued by public or private entities of any kind. The Offeror may participate in the incorporation, development, management and control of any company or firm. The Offeror may invest in any way and manage a portfolio of patents or any other intellectual property rights of any nature or any origin whatsoever.

The Offeror may take up loans of any kind. It may issue promissory notes, bonds as well as any kind of debt instruments and equity securities. It may grant loans, including and without restriction of the income from borrowings, to its branches, subsidiaries and other companies. Moreover, the Offeror may grant, pledge, transfer or encumber collateral related to all of its assets or parts thereof, or provide collateral (including collateral not relating to assets) in any other way, including guarantees, in order to fulfil its own commitments and those of other

companies, in general for its own benefit or for the benefit of any other company or person. For the avoidance of doubt, the Offeror is not authorized to carry out any regulated activities relating to the financial sector without the required authorization.

The Offeror may use any procedures, remedies and (financial) instruments, in order to ensure an efficient management of its investments and in order to protect itself against credit risks, exchange rate risks, interest rate risks and other risks.

The Offeror may perform any commercial, financial or industrial activities and transactions related to real estate and movable assets which are directly or indirectly connected with the Offeror's purpose or which may be useful for the accomplishment of its corporate purpose.

2.1.8. Annual accounts

The balance sheet, the profit and loss accounts as well as an inventory of the Offeror's assets and liabilities are drawn up by the management board (*directoire*) in accordance with applicable law for the Offeror.

2.1.9. Dissolution

The Offeror may be dissolved at any time by way of a resolution of the general meeting of shareholders of the Offeror, under the conditions applicable for an amendment of the articles of association.

The general meeting of shareholders of the Offeror shall appoint one or several liquidators in order to carry out the liquidation, and it shall determine their number, powers and remuneration in accordance with the legal provisions in force.

2.2. General information concerning the Offeror's share capital

2.2.1. Issued share capital

As of the date hereof, the Offeror's issued share capital is set at thirty thousand euros (EUR 30,000), represented by three million (3,000,000) fully paid-up shares with a nominal value of one euro cent (EUR 0.01) each.

2.2.2. Authorized share capital

The authorized share capital of the Offeror (including the issued share capital) is set at one hundred million euro (EUR 100,000,000) to be represented by ten billion (10,000,000,000,000) shares, each with a nominal value of one euro cent (EUR 0.01).

The management board, or any delegate(s) duly appointed by the management board, may, subject to the powers of the supervisory board (*conseil de surveillance*), issue shares of the Offeror (or any securities or rights convertible or exchangeable therein or giving right thereto) within the limits of the authorized unissued share capital against contributions in cash (including by way of set-off), contributions in kind or by way of incorporation of any available reserves. The management board is, subject to the powers of the supervisory board, authorized to waive, suppress or limit any and all pre-emptive subscription rights of shareholders of the Offeror provided for by applicable law.

The authorized share capital (and any authorization granted to the management board in relation thereto) shall be valid as from the date of incorporation of the Offeror until the fifth anniversary thereof (unless extended or amended).

2.2.3. Type of shares

The shares of the Offeror are in registered form only. They are registered in the Offeror's register of shares, which is kept at the Offeror's registered office.

2.2.4. Rights and obligations attached to the shares

Each share entitles its holder to one vote. The shares are indivisible *vis-à-vis* the Offeror and the Offeror will recognize only one holder per share.

All communications and notices to be given to a registered shareholder of the Offeror shall be deemed validly made to the latest address communicated by the shareholder to the Offeror.

2.2.5. Transfers of shares

Any transfer of shares is subject to the provisions of the Offeror's articles of association and shall comply with applicable legal provisions.

No shareholder may, directly or indirectly, transfer any of its shares or any interest therein except pursuant to, and in compliance with, the Offeror's articles of association. Any transfer or purported transfer of shares not made in compliance with the Offeror's articles of association shall not be valid or recognized, and shall not be recorded in the share register.

A transfer of shares made in accordance with the provisions of the Offeror's articles of association shall become effective through a registration in the share register, of a declaration

of transfer, signed and dated by the transferor and the transferee or their representatives, or upon due notification of a transfer to, or upon the acceptance of the transfer by, the Offeror.

2.2.6. Other securities or rights giving access to share capital and financial instruments not representing share capital

None.

2.2.7. Allocation of profits

Out of the net profit of the Offeror, five percent (5%) shall be placed into a legal reserve account. This deduction ceases to be compulsory when (and for as long as) this reserve amounts to ten percent (10%) of the issued share capital of the Offeror.

The balance of any net profits as well as any profits carried forward and other distributable reserves may be distributed to the shareholders upon decision of a general meeting or, to the extent permitted by the law, the management board.

Interim dividends may be distributed by the management board in accordance with the law in any form.

2.2.8. Dividend

As the Offeror's first financial year has not ended as of the date of this document, the Offeror has not distributed any dividends since its incorporation.

2.2.9. Distribution of the Offeror's share capital and voting rights

As of the date hereof, the company Volkswagen Finance Luxemburg S.A., a limited liability company (*société anonyme*) incorporated under Luxembourg law, having its registered office at 19-21, route d'Arlon, 8009 Strassen, Luxembourg, registered with the Luxembourg Trade and Companies Register under number B166745 fully owns the Offeror's share capital and voting rights ("VFL").

VFL is a wholly-owned subsidiary of Volkswagen Aktiengesellschaft, a limited liability company (*Aktiengesellschaft*) incorporated under German law, having its registered office at Berliner Ring 2, 38440 Wolfsburg, Germany, registered with the commercial register at the local court of Braunschweig under number HRB 100484, listed on the Frankfurt Stock Exchange and subject to the supervision of the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) ("Volkswagen"). Volkswagen's share capital is held by⁴ Porsche Automobil Holding SE (31.4%), foreign institutional investors (25.9%), Qatar Holding LLC (14.6%), the State of Lower Saxony

⁴ Based on information available on Volkswagen's investor relations website (<https://www.volkswagenag.com/en/InvestorRelations/shares/shareholder-structure.html>).

(11.8%), the remainder being held by other private shareholders and German institutional shareholders (16.3%).

Following the Offer, the Offeror will become jointly owned by:

- VFL, holding 66% of the Offeror’s capital and voting rights;
- Trinity Investments Designated Activity Company, a limited liability company incorporated under Irish law, having its registered office at Fourth Floor, 3 George’s Dock, IFSC, Dublin 1, Ireland, registered with the Ireland Trade and Companies Register under number 535698 (“**Trinity Investments**”), an entity of the Attestor group (“**Attestor**”), held by Attestor Value Master Fund Limited whose general partner is Attestor Master Fund GP Limited, holding 27% of the Offeror’s capital and voting rights; and
- Pon Holdings B.V., a limited liability company (*Besloten Vennootschap*) incorporated under Dutch law, having its registered office at Stadionplein 28, 1076CM Amsterdam, Netherlands, registered with the Dutch Trade and Companies Register under number 08017970 (“**Pon**”), controlled by the Pon family, holding 7% of the Offeror’s capital and voting rights.

(Volkswagen, Attestor and Pon, together the “**Consortium**”).

As mentioned at section 1.3.1 of the Offer Document, Volkswagen considers it beneficial to pursue the development of mobility solutions in the future alongside Attestor and Pon on the basis of an already existing business allowing for an accelerated development towards an integrated mobility platform while generating short-term positive cash flows. Volkswagen will be able to benefit from the strong transformation capabilities of Attestor as well as the mobility and customer management services experience of Pon for a successful transformation of the Company.

2.2.10. Description of the agreements relating to the Offeror’s share capital

a) Transaction Framework Agreement

On 28 July 2021, VFL, Pon, Trinity Investments, Attestor Value Master Fund LP⁵ and the Offeror entered into a Transaction Framework Agreement (the “**TFA**”) setting out, among other things, the terms on which Trinity Investments and Pon shall become shareholders of the Offeror alongside VFL at the latest on the fifth business day following the obtaining of all merger control clearances required in connection with the Offer. The terms of the TFA are further described at section 1.6.1 of the Offer Document.

⁵ An entity of the Attestor group.

b) Shareholders' agreement

A shareholders' agreement, an agreed form draft of which is appended to the TFA, shall be entered into between VFL, Pon, Trinity Investments and Attestor Value Master Fund LP and the Offeror upon Trinity Investments and Pon becoming shareholders of the Offeror. The main terms of the shareholders' agreements (the "SHA") are described at section 1.6.2 of the Offer Document.

2.3. Management, shareholders' decisions and auditors of the Offeror

2.3.1. Management

As of the date hereof, the Offeror is managed by a management board and a supervisory board. The management board shall exercise its functions under the supervision of the supervisory board. The SHA also provides for the establishment of a Consortium Committee.

a) Management board

The management board is granted the broadest powers to manage the business of the Offeror and to authorize and/or perform any disposal, management and administrative measures within the scope of the corporate purpose, subject to the legal provisions and the provisions of the Offeror's articles of association.

The management board is granted all powers not expressly reserved by law or the articles of association to the general meeting or the supervisory board.

Unless otherwise provided by law or by the articles of association, the management board is authorized to take any measures and adopt any provisions necessary or deemed appropriate to implement the corporate purpose of the Offeror.

The management board shall provide a written report to the supervisory board regarding the progress of business transactions and foreseeable business events, at least on a quarterly basis. The management board shall inform the supervisory board, at the latter's request or, in accordance with the law, within a reasonable period of time, of any event that may have a significant impact on the Offeror.

The management board may grant special delegations of authority for specific purposes to one or more delegates.

As of the date hereof, the management board is composed of a single managing director, Mr. Frank Mitschke.

If and when the Offeror is jointly owned by the members of the Consortium as described in section 2.2.9 of this document, it is provided under the terms of the SHA that the management board shall consist of five members, two of whom shall be appointed upon the basis of a proposal by Volkswagen, two upon the basis of a proposal by Attestor, and one upon the basis of a proposal by Pon.

Members of the management board may be dismissed *ad nutum* and replaced by the supervisory board.

The Offeror shall be bound by acts performed under the signature of the sole managing director or, if there is more than one member of the management board, under the joint signatures of at least two members of the management board or the single or joint signature of any person or persons to whom such signatory power has been delegated by the management board (or the sole managing director).

b) Supervisory board

The supervisory board exercises permanent control over the management of the Offeror by the management board, without being authorized to interfere in such management. The supervisory board also has the rights and powers provided for by law and by the Offeror's articles of association. The SHA provides that decisions falling within the competence of the general meeting of shareholders of the Company must be deliberated by the supervisory board prior to the general meeting of the Company.

The supervisory board has an unlimited right to review all of the Offeror's transactions. It may inspect the books, correspondence, minutes and, in general, all records of the Offeror.

The supervisory board may require the management board to provide it with any information it needs to exercise its supervision in accordance with the law and the Offeror's articles of association.

As of the date hereof, the supervisory board is composed of a single member, namely Dr. Christian Dahlheim.

If and when the Offeror is jointly owned by the members of the Consortium as described in section 2.2.9 of this document, it is provided under the terms of the Shareholders' Agreement that the supervisory board shall consist of five members, two of whom shall be appointed upon the basis of the proposal of Volkswagen, two upon the basis proposal of Attestor and one of whom shall be appointed upon the basis of the proposal of Pon.

The members of the supervisory board may be removed *ad nutum* and replaced by a decision of the general meeting of shareholders of the Offeror.

c) Consortium Committee

The SHA provides for the formation of an extra-statutory body called the "Consortium Committee", consisting of five members, two of whom will be nominated by Volkswagen, two by Attestor, and one by Pon. The first members of the Consortium Committee will be the same as the first members of the supervisory board.

The SHA provides that the parties thereto shall use their best efforts to procure that certain topics or measures in respect of the Company (listed in the SHA) shall require a resolution

of the Company's board of directors and that such resolution shall be preceded by a deliberation of the Consortium Committee on the same agenda.

2.3.2. Decision of the shareholders

The decisions of the Offeror's shareholders shall be taken by the general meeting of the shareholders, which shall be competent to decide on all matters relating to the Offeror, subject to the powers exclusively conferred on the management board or the supervisory board by law or by the Offeror's articles of association.

2.3.3. Auditors

Ernst & Young, a limited liability (*société anonyme*) incorporated under Luxembourg law and registered with the Luxembourg Trade and Companies Register under number B47771, has been appointed as approved statutory auditor (*réviseur d'entreprises agréé*) of the Offeror as of 27 July 2021.

Its term of office began on that date and will expire following the approval of the financial statements of the Offeror for the year ending 31 December 2021.

2.4. Descriptions of the Offeror's activities

2.4.1. Main activities of the Offeror and of the Consortium members

The Offeror is a company incorporated under Luxembourg law specifically for the purpose of the Offer and has no other activities as of the date of the Offer Document. As indicated in section 2.2.9, following completion of the Offer the Offeror will be jointly owned by the Consortium members, whose respective businesses are set out below.

a) Overview of Volkswagen's business

The Volkswagen group, headquartered in Wolfsburg, is one of the world's leading car manufacturers and the largest carmaker in Europe. The Group comprises twelve brands from seven European countries: Volkswagen Passenger Cars, Audi, SEAT, ŠKODA, Bentley, Bugatti, Lamborghini, Porsche, Ducati, Volkswagen Commercial Vehicles, Scania and MAN. Each brand has its own character and operates as an independent entity in the market. The product range extends from motorcycles to small cars and luxury vehicles.

In addition, the Volkswagen Group offers a wide range of financial services, including dealer and customer financing, leasing, banking and insurance, fleet management and mobility services.

The Group operates 118 production sites in 20 European countries and in 10 other countries in America, Asia and Africa. 662,575 employees worldwide produce vehicles and work in vehicle-related services and other business areas. The Volkswagen group sells its vehicles in 153 countries.

b) Overview of Attestor's business

Attestor is a London-based asset management company specializing in long-term investments in turnaround situations. The fund was founded in 2012 and currently manages assets of approximately 5.5 billion euros. The majority of the capital comes from university foundations and family offices. In addition to its stake in the Company, Attestor's portfolio includes a stake in Condor, a German airline company. Attestor's investments also include a number of hotels in Italy and the Netherlands.

c) Overview of Pon's business

Based in the Netherlands, Pon is a global player in mobility products, services and solutions. Pon is the largest importer of cars in the Netherlands and has a strong position in the United States of America. Pon is also a top 5 bicycle manufacturer and is well established in the world of marine solutions, excavation, energy supply, flow control (valves and circuit breakers) and industrial services.

2.4.2. Exceptional events and disputes

To the best knowledge of the Offeror, as of the date of this document, there is no significant litigation or exceptional event, other than the Offer and related transactions, that is likely to have an impact on the Offeror's business, assets, earnings or financial position.

2.4.3. Headcount

The Offeror has no employees as of the date of this document.

3. INFORMATION RELATING TO THE ACCOUNTING AND FINANCIAL SITUATION OF THE OFFEROR

3.1. Selected financial data

The Offeror was registered with the Luxembourg Trade and Companies Register on 5 August 2021 with an initial share capital of thirty thousand euros (EUR 30,000). Its first financial year will end on 31 December 2021. The tables below contain, for information purposes, selected financial data corresponding to the balance sheet and profit and loss account of the Offeror as at 30 September 2021.

3.1.1. Balance sheet of the Offeror as at 30 September 2021

	Gross values (€)	Depreciation and amortization (€)	Net values (€)
ASSETS			
<i>Fixed assets</i>			

	Gross values (€)	Depreciation and amortization (€)	Net values (€)
Intangible assets	0	0	0
Property, plant and equipment	0	0	0
Financial assets	0	0	0
<i>Current assets</i>			
Inventories and work in progress	0	0	0
Trade receivables and related accounts	0	0	0
Other receivables	0	0	0
Marketable securities	0	0	0
Cash in banks and cash on hand	30,000	0	30,000
Total assets			30,000
LIABILITIES			
<i>Shareholders' equity</i>			
Subscribed share capital	30,000	0	30,000
Legal reserve	0	0	0
Other reserves	0	0	0
Result for the year	(1,692.35)		(1,692.35)
<i>Other</i>			
Provisions	0	0	0
Financial debts	0	0	0
Other liabilities	1,692.35		1,692.35
Total liabilities			30,000
TOTAL GENERAL			30,000

3.1.2. Profit and loss account of the Offeror between 27 July 2021 and 30 September 2021

	Net values (€)
Turnover	0
Raw materials, consumables and other expenses	(1,503.86)
Other operating expenses	(188.49)
Net Loss for the period	(1,692.35)

3.2. **Costs and financing of the Offer**

3.2.1. Costs of the Offer

The overall amount of the expenses incurred by the Offeror in connection with the Offer is estimated at approximately EUR 19,000,000 (excluding taxes). These costs include, in particular, the fees and other expenses of its financial and legal advisors.

3.2.2. Financing of the Offer

In the event that all of the shares covered by the Offer are tendered to the Offer (including the Reopened Offer, if applicable), the total amount of the cash consideration to be paid by the Offeror (excluding commission and related expenses) to the shareholders who have tendered their shares to the Offer would amount to approximately EUR 2.5 billion (including the Additional Price).

It is expected that this amount will be financed by the Offeror through self-funded equity contributions by VFL, Trinity Investments and Pon to the Offeror in accordance with the TFA. Pursuant to the TFA, these contributions, to be made to the Offeror at the latest three (3) business days before the settlement-delivery of the Offer, will cover 100 % of the Company's shares included in the Offer, multiplied by the sum of the Offer Price and the Additional Price.

4. **PERSONS RESPONSIBLE FOR THIS DOCUMENT**

“I hereby certify that the document containing the information relating to the legal, financial and accounting characteristics of Green Mobility Holding S.A., which was filed on 24 November 2021 and which will be published at the latest on the trading day preceding the day of the opening of the Offer, includes all the information required by article 231-28 of the AMF General Regulations and by the AMF instruction n°2006-07 relating to tender offers, in the context of the Offer. To the best of my knowledge, this information is in accordance with the facts and does not contain any omission likely to alter its scope.”

Green Mobility Holding S.A.

Represented by: Mr. Frank Mitschke

Title: Managing Director