

## GOGORO WARRANT FAQs

### **What does “Public Warrants” refer to?**

These FAQs refer only to the warrants of Gogoro Inc. (“Gogoro” or the “Company”) that are publicly traded on the Nasdaq under the ticker symbol “GGROW” (the “Public Warrants”). Each Public Warrant entitles the holder to purchase one ordinary share of the Company (“Ordinary Shares”). The Ordinary Shares are publicly traded on the Nasdaq under the ticker symbol “GGR.”

Details regarding the Public Warrants can be found [here](#).

### **What is the exercise price of the Public Warrants?**

The Public Warrants have an exercise price of \$11.50 per Ordinary Share (the “Exercise Price”), subject to adjustment as described [here](#).

### **When can I exercise my Public Warrants?**

The Public Warrants are exercisable on or after June 16, 2022, the date on which the Company’s registration statement on Form F-1 registering the Ordinary Shares issuable upon exercise of the Public Warrants was declared effective by the Securities and Exchange Commission (“SEC”).

### **Did Gogoro file a registration statement covering the registration of the Ordinary Shares issuable upon exercise of the Public Warrants.**

Gogoro filed a registration statement on Form F-1 (File No. 333-264619) on May 2, 2022 to register the Ordinary Shares issuable upon exercise of the Public Warrants, which is available [here](#). On June 16, 2022, the registration statement on Form F-1 was declared effective by the SEC. The final prospectus is available [here](#).

### **What is the deadline for exercising Public Warrants?**

Holders of Public Warrants wishing to exercise must do so prior to 5:00 p.m., New York City time, on April 4, 2027 (the “Expiration Date”), unless they are redeemed earlier by the Company (see below for more information about redemption). Note that, if you hold Public Warrants through a broker, you should contact your broker to determine your broker’s procedure for exercising your Public Warrants.

### **What is the CUSIP number for the outstanding Public Warrants?**

The CUSIP Number is G9491K 113.

### **What do I have to do to exercise my Public Warrants?**

The easiest way is to contact your brokerage firm. In order to exercise your Public Warrants, your brokerage firm will contact the Depository Trust Company (“DTC”), who will in turn deliver to the Company’s warrant agent, Continental Stock Transfer & Trust Company (“Continental”), the \$11.50 per share Exercise Price paid by you and the exercise instruction. (The exercise is not “cashless” – you will have to pay \$11.50 per share to effect the exercise.) The brokerage firm will notify DTC of your desire to exercise the warrants and should be able to provide both DTC and Continental the necessary documents. Warrants will be deemed to be exercised on the business day upon which your broker instructs through DTC and receives the Exercise Price remittance in cleared funds. If you are holding the warrants directly on the register, rather than with a broker, please send a completed and signed notice of exercise to the address below, enclosing a certified check or good bank draft payable to the order of Continental for the Exercise Price. The Exercise Price may also be remitted by wire transfer of immediately payable funds. Public Warrants will be deemed to be exercised on the date upon which the Public Warrant is surrendered and Continental receives the Exercise Price in cleared funds. If the date of such surrender and payment is a date when

the book-entry system of Continental is closed, you will be deemed to have become the holder of the Ordinary Shares at the close of business on the next succeeding date on which the book-entry system is open.

Continental Stock Transfer & Trust Company

ATTN: Shareholder Relations  
1 State Street, 30th Floor  
New York, NY 10004-1561

Shareholder Relations: Hours: 8:30am-5:30pm EST, Monday-Friday, 800.509.5586

Email: [cstmail@continentalstock.com](mailto:cstmail@continentalstock.com)

### **Can the Company redeem my Public Warrants?**

Yes, Gogoro may redeem the Public Warrants any time before the Expiration Date in two scenarios:

Redemption Scenario 1: Gogoro may redeem all the public warrants for \$0.01 per warrant if, among other things, the last reported sale price of our Ordinary Shares for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which we send the notice of redemption (the “Reference Value”) equals or exceeds \$18.00 per share (as adjusted for share splits, share dividends, rights issuances, subdivisions, reorganizations, recapitalizations and similar transactions as set forth in the terms of the warrants).

Redemption Scenario 2: Gogoro may redeem all the public warrants for \$0.10 per warrant if, among other things, the Reference Value equals or exceeds \$10.00 per share (as adjusted for share splits, share dividends, rights issuances, subdivisions, reorganizations, recapitalizations and similar transactions as set forth in the terms of the warrants), and, if the Reference Value is less than \$18.00 per share, we concurrently call for redemption our outstanding private placement warrants on the same terms as the Public Warrants.

In either case, Gogoro must give at least 30-days prior notice of its intent to redeem the Public Warrants.

### **What happens if the Company wants to redeem my Public Warrants?**

Should the Company elect to redeem the Public Warrants, you may (i) exercise your Public Warrants in cash as described above, or (ii) exercise your Public Warrants on a “cashless basis,” rather than paying the Company the Exercise Price in cash. Note, the Public Warrants may only be exercised on a “cashless basis” should the Company deliver a written notice of redemption to the holders.

To effect a cashless exercise, you would be deemed to pay the Exercise Price by surrendering the fair market value of the Ordinary Shares calculated by the reference table set forth in Section 6.2 of the warrant agreement, as amended by the assignment and assumption agreement, which can be found [here](#).

Accordingly, by virtue of the cashless exercise of Public Warrants, exercising warrant holders will receive the net value of a share of Ordinary Shares for each Public Warrant surrendered for exercise, and will not pay any separate cash exercise price to the Company. If any holder of Public Warrants would, after taking into account all of such holder’s Public Warrants exercised at one time, be entitled to receive a fractional interest in a share of Ordinary Shares, the number of shares the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

### **If the Company delivers a notice of redemption, what are the benefits of exercising my Public Warrants on a “cashless basis”?**

Cashless exercise reduces the dilution to the Company’s stockholders by settling the net value of Public Warrants in shares of Ordinary Shares (i.e., by reducing the number of shares of Ordinary Shares issued) without

raising the cash that would be received by the Company in the case of a cash exercise of Public Warrants. Cashless exercise is only available in the event the Company elects to redeem the Public Warrants.

**What are some possible effects of the Company's election to redeem my Public Warrants?**

Redemption of the outstanding warrants could force you to (i) exercise your Public Warrants and pay the Exercise Price therefor at a time when it may be disadvantageous for you to do so, (ii) sell your Public Warrants at the then-current market price when you might otherwise wish to hold your Public Warrants, or (iii) accept the nominal redemption price which, at the time the outstanding warrants are called for redemption, we expect would be substantially less than the market value of your warrants.

**Where can I read more about the Company's Public Warrants?**

Additional information concerning the Company's warrants can be found in the Company's final prospectus (Registration No. 333-261181) dated March 17, 2022, under the section titled "Description of Gogoro's Share Capital and Articles of Association", which can be found [here](#)., or in the warrant agreement, as amended by the assignment and assumption agreement, which can be found [here](#).