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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2025

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-39572

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**EVgo Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

85-2326098  
(I.R.S. Employer Identification Number)

1661 East Franklin Avenue, El Segundo, CA 90245  
(Address of Principal Executive Offices)

(877) 494-3833  
(Registrant's telephone number)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company," in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/> Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> Smaller reporting company	<input checked="" type="checkbox"/> Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Class A common stock, \$0.0001 par value per share	EVGO	The Nasdaq Global Select Market
Redeemable warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	EVGOW	The Nasdaq Global Select Market

As of July 29, 2025, the Registrant had 134,690,908 shares of Class A common stock and 172,800,000 shares of Class B common stock outstanding.

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## FREQUENTLY USED TERMS

Unless expressly indicated or the context indicates otherwise, the terms “EVgo,” “the Company,” “we,” “us,” and “our” in this Quarterly Report refer to EVgo Inc., a Delaware corporation, and where appropriate, its subsidiaries. We have also used several other terms in this Quarterly Report, the condensed consolidated financial statements and accompanying notes included herein, many of which are defined below and certain of which are defined throughout this Quarterly Report, and, unless expressly indicated or the context indicates otherwise, have the following meanings when used in this Quarterly Report:

“*30C income tax credits*” means the alternative fuel refueling property credit under Section 30C of the Internal Revenue Code.

“*Annual Report*” means our Annual Report on Form 10-K for the year ended December 31, 2024.

“*ASC*” means Accounting Standards Codification.

“*ASC 606*” means FASB ASC Topic 606, *Revenue from Contracts with Customers*.

“*ATM Program*” means the program by which the Company may sell up to \$200 million of shares of Class A common stock in “at the market” transactions at prevailing market prices.

“*Availability Period*” means, with respect to the DOE Loan, the period beginning on the date all conditions precedent set forth in the Guarantee Agreement are met or waived and ending on the earliest of (i) the fifth anniversary of the first Advance, (ii) August 31, 2031 and (iii) the date of any termination of obligations under the Guarantee Agreement following an event of default.

“*Borrowing*” means a Loan borrowed under the Credit Agreement.

“*Business Combination Agreement*” means that business combination agreement entered into on January 21, 2021 by and among CRIS, Thunder Sub, EVgo OpCo, EVgo Holdco and EVgo Holdings.

“*Class A common stock*” means Class A common stock of EVgo Inc., par value \$0.0001 per share.

“*Class B common stock*” means Class B common stock of EVgo Inc., par value \$0.0001 per share.

“*common stock*” means Class A common stock and Class B common stock.

“*Company Group*” means EVgo Inc., Thunder Sub or any of their subsidiaries (other than EVgo OpCo and its subsidiaries).

“*Credit Agreement*” means the credit agreement (as it may be amended from time to time) by and among Voyager Borrower, SMBC, as administrative agent, and the Voyager Lenders and other parties thereto from time to time.

“*Commitments*” means the \$225 million committed term loan facility under the Credit Agreement.

“*CRIS*” means Climate Change Crisis Real Impact I Acquisition Corporation.

“*CRIS Business Combination*” means the transactions contemplated by the Business Combination Agreement.

“*CRIS Close Date*” means the closing of the CRIS Business Combination on July 1, 2021.

“*DC*” means direct current.

“*DCFC*” means direct current fast charging.

“*Delta*” means Delta Electronics, Inc.

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*"Delta Charger Supply Agreement"* means the General Terms and Conditions for Sale of EV Charger Products, dated as of July 12, 2022, by and between us and Delta.

*"DOE"* means the U.S. Department of Energy.

*"DOE Loan"* means the loan guarantee issued by the DOE on behalf of Swift Borrower pursuant to the Guarantee Agreement, with respect to the term loan facility established between Swift Borrower and FFB.

*"EGC"* means emerging growth company.

*"EV"* means electric vehicle.

*"EVgo"* means, prior to the CRIS Close Date, EVgo Holdings and its subsidiaries and, following the CRIS Close Date, EVgo Inc. and its subsidiaries.

*"EVgo Holdco"* means EVgo Holdco, LLC, a Delaware limited liability company.

*"EVgo Holdings"* means EVgo Holdings, LLC, a Delaware limited liability company.

*"EVgo OpCo"* means EVgo OpCo, LLC, a Delaware limited liability company.

*"EVgo OpCo A&R LLC Agreement"* means the amended and restated limited liability company agreement of EVgo OpCo entered into on July 1, 2021.

*"EVgo OpCo Units"* means the equity interests of EVgo OpCo.

*"EVgo Public Network"* means the publicly available chargers and charging stations that we own and operate on our network.

*"EVgo Services"* means EVgo Services LLC, a Delaware limited liability company.

*"EVSE"* means EV supply equipment.

*"Exchange Act"* means the Securities Exchange Act of 1934, as amended.

*"FFB"* means the Federal Financing Bank.

*"GAAP"* means accounting principles generally accepted in the U.S., consistently applied, as in effect from time to time.

*"Guarantee Agreement"* means the Loan Guarantee Agreement, dated as of December 12, 2024, by and between Swift Borrower and the DOE.

*"GWh"* means gigawatt-hour, a unit of energy that represents one billion watt-hours and is equal to one million kilowatt-hours.

*"IIJA"* means the Infrastructure Investment and Jobs Act.

*"Incremental Facility"* means a \$75 million uncommitted incremental term loan facility under the Credit Agreement.

*"Initial Public Offering"* means CRIS's initial public offering of units consummated on October 2, 2020.

*"IRA"* means the Inflation Reduction Act of 2022.

*"IT"* means information technology.

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*"JOBS Act"* means the Jumpstart Our Business Startups Act of 2012, as amended.

*"kWh"* means kilowatt-hour.

*"LCFS"* means Low Carbon Fuel Standard.

*"Loan"* means a loan under the Credit Agreement.

*"NACS"* means North American Charging Standard.

*"OBBA"* means H.R. 1 – 117<sup>th</sup> Congress (2019 – 2020), which is also referred to as the One Big Beautiful Bill Act of 2020.

*"OEM"* means original equipment manufacturer.

*"Pilot Company"* means Pilot Travel Centers LLC.

*"Pilot Infrastructure Agreement"* means the Charging Infrastructure Agreement, dated as of July 5, 2022, by and among us, the Pilot Company and GM, as amended from time to time.

*"PlugShare"* means PlugShare LLC, a California limited liability company.

*"Private Placement Warrants"* means the 6,600,000 warrants purchased by the Sponsor in a private placement simultaneously with the closing of the Initial Public Offering, each of which is exercisable for one share of Class A common stock at \$11.50 per share, at a price of \$1.00 per warrant, generating gross proceeds of \$6,600,000.

*"Public Warrants"* means the 11,499,988 redeemable warrants sold as part of the units in the Initial Public Offering.

*"Purchase Order"* means the initial purchase order entered into pursuant to the Delta Charger Supply Agreement.

*"Quarterly Report"* means this Quarterly Report on Form 10-Q for the period ended June 30, 2025.

*"SEC"* means the U.S. Securities and Exchange Commission.

*"Secondary Offering"* means the underwritten public offering of 23,000,000 shares of Class A common stock undertaken pursuant to the underwriting agreement entered into as of December 16, 2024, by and among EVgo, EVgo Holdings, J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC and Evercore Group L.L.C., as representatives of several underwriters, which closed on December 18, 2024.

*"Securities Act"* means the Securities Act of 1933, as amended.

*"Site Hosts"* means, collectively, commercial or public-entity property owners, landlords and/or tenants.

*"SMBC"* means Sumitomo Mitsui Banking Corporation.

*"Sponsor"* means CRIS's sponsor, Climate Change Crisis Real Impact I Acquisition Holdings, LLC, a Delaware limited liability company.

*"SSP"* means stand-alone selling prices.

*"Swift Borrower"* means EVgo Swift Borrower LLC, a Delaware limited liability company and subsidiary of the Company.

*"Tax Receivable Agreement"* means the tax receivable agreement, entered into on the CRIS Close Date, by and among CRIS, Thunder Sub, EVgo Holdings and LS Power Equity Advisors, LLC, as agent.

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*"Thunder Sub"* means CRIS Thunder Merger LLC, a Delaware limited liability company and wholly owned subsidiary of EVgo Inc.

*"TRA Holders"* means EVgo Holdings, along with permitted assigns.

*"U.S."* means the United States of America.

*"Voyager Availability Period"* means, with respect to the Credit Agreement, the period beginning on the Voyager Closing Date and ending on the earliest of (i) the third anniversary of the Voyager Closing Date, (ii) the date on which Loans have been made in an amount greater than or equal to 95% of the original aggregate amount of the Commitments as of the Voyager Closing Date, and (iii) the date the Commitments are otherwise terminated under the Credit Agreement.

*"Voyager Borrower"* means EVgo Voyager Borrower LLC, a Delaware limited liability company and subsidiary of the Company.

*"Voyager Closing Date"* means July 23, 2025.

*"Voyager Lenders"* means the lenders party to the Credit Agreement.

*"Warrants"* means the Private Placement Warrants and the Public Warrants.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report, including Management's Discussion and Analysis of Financial Condition and Results of Operations in Part I, Item 2, contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. All statements contained in this document other than statements of historical fact, including, without limitation, statements regarding future financial performance, business strategies, market size and opportunity, expansion plans, future results of operations, factors affecting our performance, estimated revenues, losses, projected costs, prospects, plans and objectives of management, are forward-looking statements. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this Quarterly Report, words such as "ability," "build," "develop," "drive," "goal," "likely," "maintain," "may," "will," "might," "should," "could," "would," "can," "expect," "elect," "plan," "objective," "seek," "grow," "position," "possible," "potential," "outlook," "forecast," "strategy," "budget," "target," "if," "predict," "anticipate," "intend," "believe," "estimate," "continue," "project" and the negative of such terms or other similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements are based on our current expectations, estimates, projections and beliefs, as well as a number of assumptions concerning future events, and are not guarantees of performance. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including the risk factors described in our filings with the SEC. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for us to predict all risks, nor can it assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this document may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Forward-looking statements in this Quarterly Report may include, without limitation, statements about:

- changes adversely affecting our business;
- our dependence on the widespread adoption of EVs and growth of the EV and EV charging markets;
- our reliance on the DOE Loan and the Credit Agreement for the growth of our business, our ability to fully draw on the DOE Loan and the Credit Agreement, and our ability to comply with covenants and other terms of the DOE Loan and the Credit Agreement;
- competition from existing and new competitors;
- our ability to expand into new service markets, grow our customer base and manage our operations;
- the risks associated with cyclical demand for our services and vulnerability to industry downturns and regional or national downturns;
- fluctuations in our revenue and results of operations;
- unfavorable conditions or disruptions in the capital and credit markets and our ability to obtain additional financing on commercially reasonable terms;
- our ability to generate cash, service indebtedness, and incur additional indebtedness;
- evolving domestic and foreign government laws, regulations, rules and standards that impact our business, results of operations and financial condition, including regulations impacting the EV charging market and government programs designed to drive broader adoption of EVs and any reduction, modification or elimination of such programs, such as the enactment of the OBBBA, which addresses, among other things, the termination of the 30C income tax credit, other changes in policy under the current administration and 119<sup>th</sup> Congress and the potential changes in tariffs or sanctions and escalating trade wars;
- our ability to adapt our assets and infrastructure to changes in industry and regulatory standards and market demands related to EV charging;
- impediments to our expansion plans, including permitting and utility-related delays;
- our ability to integrate any businesses we acquire;
- our ability to recruit and retain experienced personnel;
- risks related to legal proceedings or claims, including liability claims;

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- our dependence on third parties, including hardware and software vendors and service providers, utilities and permit-granting entities;
- supply chain disruptions, elevated rates of inflation and other increases in expenses, including as a result of the implementation of tariffs by the U.S. and other countries;
- safety and environmental requirements or regulations that may subject us to unanticipated liabilities or costs;
- our ability to enter into and maintain valuable partnerships with Site Hosts, OEMs, fleet operators and suppliers;
- our ability to meet charger and other infrastructure installation targets, including those required under partnership agreements;
- our ability to maintain, protect, and enhance our intellectual property;
- our ability to identify and complete suitable acquisitions or other strategic transactions to meet our goals and integrate key businesses we acquire;
- the impact of general economic or political conditions, including associated changes in monetary policy such as elevated interest rates, evolving tariff or other changes in trade policy, and geopolitical events such as the conflicts in Ukraine and the Middle East region, on us and our industry, including our ability to manage such matters and their effects on consumers and customers; and
- other factors detailed under the section entitled Part II, Item 1A, “Risk Factors” and in our other periodic filings with the SEC.

Our SEC filings are available publicly on the SEC’s website at [www.sec.gov](http://www.sec.gov). The forward-looking statements contained in this Quarterly Report are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Forward-looking statements in this Quarterly Report and in any document incorporated herein by reference should not be relied upon as representing our views as of any subsequent date and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities laws.

## USE OF TRADEMARKS

This Quarterly Report includes trademarks, service marks, and trade names owned by us. These include Connect the Watts™, EVgo®, EVgo Advantage®, EVgo Basic™, EVgo eXtend™, EVgo Inside™, EVgo Optima™, EVgo PlusMAX™, EVgo ReNew™, EVgo Reservations™, EVgo Rewards®, EVgo Access®, Pay with PlugShare™, PlugShare®, PlugShare Premium™, PlugShare Inside™, PlugShare Advantage™, PlugShare DataTool™, PlugInsights™, PlugScore™, and Electronic Plug Design®. Our trademarks and service marks are either registered, are in the process of being registered, or have been used as common law marks by us. This Quarterly Report may contain additional trademarks, service marks, and trade names of others, which are, to our knowledge, the property of their respective owners. Solely for convenience, trademarks, service marks, and trade names referred to in this Quarterly Report appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks, service marks, and trade names. We do not intend our use of other parties’ trademarks, service marks, or trade names to imply, and such use or display should not be construed to imply a relationship with, endorsement from, or sponsorship of us by such other parties.

#### AVAILABLE INFORMATION

As soon as reasonably practicable after they are filed electronically with the SEC, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are available without charge on our website, *investors.evgo.com*. We also use the investor relations section of our website and our social media channels as tools to disclose important information about us and comply with our disclosure obligations under Regulation Fair Disclosure. We encourage investors and others to review the information we make public on the investor relations section of our website and our social media channels, as such information could be deemed material information. We are providing the address to our website solely for the information of investors. We do not intend the address to be an active link or to otherwise incorporate the contents of the website into this Quarterly Report.

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements.

#### EVgo Inc. and Subsidiaries

#### Condensed Consolidated Balance Sheets

<i>(in thousands)</i>	<u>June 30, 2025</u> <i>(unaudited)</i>	<u>December 31, 2024</u>
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 154,468	\$ 117,273
Restricted cash, current	22,425	3,239
Accounts receivable, net of allowance of \$1,292 and \$1,196 as of June 30, 2025 and December 31, 2024	31,860	45,849
Accounts receivable, capital-build	16,239	17,732
Prepays and other current assets	27,386	21,282
Total current assets	252,378	205,375
Restricted cash, noncurrent	6,484	—
Property, equipment and software, net	415,714	414,968
Operating lease right-of-use assets	93,879	89,295
Other assets	30,273	24,321
Intangible assets, net	34,877	38,750
Goodwill	31,052	31,052
Total assets	<u>\$ 864,657</u>	<u>\$ 803,761</u>
<b>Liabilities, redeemable noncontrolling interest and stockholders' deficit</b>		
Current liabilities		
Accounts payable	\$ 9,828	\$ 13,031
Accrued liabilities	53,381	42,953
Operating lease liabilities, current	7,039	7,326
Deferred revenue, current	45,890	46,258
Other current liabilities	2,013	1,842
Total current liabilities	118,151	111,410
Operating lease liabilities, noncurrent	87,792	83,043
Asset retirement obligations	25,597	23,793
Capital-build liability	53,273	51,705
Deferred revenue, noncurrent	70,609	70,466
Earnout liability, at fair value	374	942
Warrant liabilities, at fair value	4,036	9,740
Other long-term liabilities	7,705	8,931
Long-term debt	96,540	—
Total liabilities	<u>464,077</u>	<u>360,030</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Balance Sheets (continued)**

	<u>June 30, 2025</u>	<u>December 31, 2024</u>
<i>(in thousands, except share data)</i>	<i>(unaudited)</i>	
Commitments and contingencies (Note 10)		
Redeemable noncontrolling interest	\$ 630,720	\$ 699,840
Stockholders' deficit		
Preferred stock, \$0.0001 par value; 10,000,000 shares authorized as of June 30, 2025 and December 31, 2024; none issued and outstanding	—	—
Class A common stock, \$0.0001 par value; 1,200,000,000 shares authorized as of June 30, 2025 and December 31, 2024; 133,526,365 and 129,973,698 shares issued and outstanding (excluding 718,750 shares subject to possible forfeiture) as of June 30, 2025 and December 31, 2024, respectively	13	13
Class B common stock, \$0.0001 par value; 400,000,000 shares authorized as of June 30, 2025 and December 31, 2024; 172,800,000 shares issued and outstanding as of June 30, 2025 and December 31, 2024	17	17
Accumulated deficit	(230,170)	(256,139)
Total stockholders' deficit	(230,140)	(256,109)
Total liabilities, redeemable noncontrolling interest and stockholders' deficit	<u>\$ 864,657</u>	<u>\$ 803,761</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EVgo Inc. and Subsidiaries**
**Condensed Consolidated Statements of Operations**  
**(unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
<i>(in thousands, except per share data)</i>				
<b>Revenue</b>				
Charging, retail	\$ 32,779	\$ 22,336	\$ 62,794	\$ 40,662
Charging, commercial	8,573	6,176	16,356	11,283
Charging, OEM	7,908	3,638	13,166	6,370
Regulatory credit sales	2,450	1,749	5,236	3,783
Network, OEM	118	1,627	1,374	5,050
Total charging network	51,828	35,526	98,926	67,148
eXtend	37,385	27,667	60,873	46,818
Ancillary	8,817	3,426	13,518	7,811
Total revenue	98,030	66,619	173,317	121,777
<b>Cost of sales</b>				
Charging network	32,545	23,056	62,154	41,766
Other	37,235	26,016	57,635	45,264
Depreciation, net of capital-build amortization	14,342	11,149	30,297	21,508
Total cost of sales	84,122	60,221	150,086	108,538
Gross profit	13,908	6,398	23,231	13,239
<b>Operating expenses</b>				
General and administrative	40,596	33,827	79,224	68,053
Depreciation, amortization and accretion	4,124	4,958	8,219	9,943
Total operating expenses	44,720	38,785	87,443	77,996
Operating loss	(30,812)	(32,387)	(64,212)	(64,757)
<b>Other income (expense)</b>				
Interest expense	(909)	—	(1,426)	—
Interest income	1,718	2,064	3,412	4,337
Other income (expense), net	5	(8)	—	(17)
Change in fair value of earnout liability	(180)	101	568	309
Change in fair value of warrant liabilities	360	677	5,704	2,395
Total other income, net	994	2,834	8,258	7,024
Loss before income tax expense	(29,818)	(29,553)	(55,954)	(57,733)
Income tax expense	(3)	(57)	(94)	(70)
Net loss	(29,821)	(29,610)	(56,048)	(57,803)
Less: net loss attributable to redeemable noncontrolling interest	(16,823)	(19,233)	(31,688)	(37,593)
Net loss attributable to Class A common stockholders	\$ (12,998)	\$ (10,377)	\$ (24,360)	\$ (20,210)
Net loss per share to Class A common stockholders, basic and diluted	\$ (0.10)	\$ (0.10)	\$ (0.18)	\$ (0.19)

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Stockholders' Deficit**  
**For the Six Months Ended June 30, 2025**  
**(unaudited)**

(in thousands)	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<b>Balance, December 31, 2024</b>	129,974	\$ 13	172,800	\$ 17	\$ —	\$(256,139)	\$(256,109)
Share-based compensation	—	—	—	—	5,879	—	5,879
Issuance of Class A common stock under share-based compensation plans	3,558	0	—	—	0	—	—
Shares withheld for taxes	(220)	0	—	—	(528)	—	(528)
Net loss <sup>1</sup>	—	—	—	—	—	(11,362)	(11,362)
Redeemable noncontrolling interest adjustment to fair value	—	—	—	—	—	225,346	225,346
<b>Balance, March 31, 2025</b>	133,312	13	172,800	17	5,351	(42,155)	(36,774)
Share-based compensation	—	—	—	—	7,529	—	7,529
Issuance of Class A common stock under share-based compensation plans	216	0	—	—	0	—	—
Shares withheld for taxes	(2)	0	—	—	(1)	—	(1)
Net loss <sup>2</sup>	—	—	—	—	—	(12,998)	(12,998)
Redeemable noncontrolling interest adjustment to fair value	—	—	—	—	(12,879)	(175,017)	(187,896)
<b>Balance, June 30, 2025</b>	<u>133,526</u>	<u>\$ 13</u>	<u>172,800</u>	<u>\$ 17</u>	<u>\$ —</u>	<u>\$(230,170)</u>	<u>\$(230,140)</u>

<sup>1</sup> Excludes \$14.9 million of net loss attributable to redeemable noncontrolling interest.

<sup>2</sup> Excludes \$16.8 million of net loss attributable to redeemable noncontrolling interest.

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Stockholders' Deficit**  
**For the Six Months Ended June 30, 2024**  
**(unaudited)**

(in thousands)	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<b>Balance, December 31, 2023</b>	102,936	\$ 10	195,800	\$ 20	\$87,928	\$(248,547)	\$(160,589)
Share-based compensation	—	—	—	—	4,831	—	4,831
Issuance of Class A common stock under share-based compensation plans	2,501	1	—	—	(1)	—	—
Net loss <sup>1</sup>	—	—	—	—	—	(9,833)	(9,833)
Redeemable noncontrolling interest adjustment to fair value	—	—	—	—	—	191,266	191,266
<b>Balance, March 31, 2024</b>	105,437	11	195,800	20	92,758	(67,114)	25,675
Share-based compensation	—	—	—	—	5,692	—	5,692
Issuance of Class A common stock under share-based compensation plans	308	0	—	—	0	—	—
Net loss <sup>2</sup>	—	—	—	—	—	(10,377)	(10,377)
Redeemable noncontrolling interest adjustment to fair value	—	—	—	—	(7,395)	—	(7,395)
<b>Balance, June 30, 2024</b>	<u>105,745</u>	<u>\$ 11</u>	<u>195,800</u>	<u>\$ 20</u>	<u>\$91,055</u>	<u>\$( 77,491)</u>	<u>\$ 13,595</u>

<sup>1</sup> Excludes \$18.4 million of net loss attributable to redeemable noncontrolling interest.

<sup>2</sup> Excludes \$19.2 million of net loss attributable to redeemable noncontrolling interest.

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Cash Flows**  
**(unaudited)**

<i>(in thousands)</i>	<b>Six Months Ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (56,048)	\$ (57,803)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities		
Depreciation, amortization and accretion	38,516	31,451
Net loss on disposal of property and equipment, net of insurance recoveries, and impairment expense	4,518	5,497
Share-based compensation	12,525	10,103
Change in fair value of earnout liability	(568)	(309)
Change in fair value of warrant liabilities	(5,704)	(2,395)
Paid-in-kind interest, amortization of deferred debt issuance costs, net of capitalized interest	1,401	—
Gain on sales-type lease	(2,500)	—
Other	83	5
Changes in operating assets and liabilities		
Accounts receivable, net	13,988	112
Prepays and other current assets and other assets	(4,643)	1,324
Operating lease assets and liabilities, net	(121)	(3)
Accounts payable	(4,875)	6,130
Accrued liabilities	8,737	(5,764)
Deferred revenue	(224)	5,461
Other current and noncurrent liabilities	(1,242)	(335)
Net cash provided by (used in) operating activities	<u>3,843</u>	<u>(6,526)</u>
<b>Cash flows from investing activities</b>		
Capital expenditures	(41,191)	(45,267)
Proceeds from insurance for property losses	24	152
Net cash used in investing activities	<u>(41,167)</u>	<u>(45,115)</u>
<b>Cash flows from financing activities</b>		
Proceeds from long-term debt	94,180	—
Proceeds from capital-build funding	9,051	6,139
Payments of withholding tax on net issuance of restricted stock units	(529)	—
Payments of deferred debt issuance costs	(2,513)	(908)
Net cash provided by financing activities	<u>100,189</u>	<u>5,231</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	62,865	(46,410)
<b>Cash, cash equivalents and restricted cash, beginning of period</b>	<u>120,512</u>	<u>209,146</u>
<b>Cash, cash equivalents and restricted cash, end of period</b>	<u>\$ 183,377</u>	<u>\$ 162,736</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EVgo Inc. and Subsidiaries**

**Condensed Consolidated Statements of Cash Flows (continued)**  
**(unaudited)**

<i>(in thousands)</i>	<b>Six Months Ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>Reconciliation of cash, cash equivalents and restricted cash to condensed consolidated balance sheets</b>		
<b><u>Beginning of period</u></b>		
Cash and cash equivalents	\$ 117,273	\$ 208,674
Restricted cash, current	3,239	472
Total cash, cash equivalents and restricted cash, beginning of period	<u>\$ 120,512</u>	<u>\$ 209,146</u>
<b><u>End of period</u></b>		
Cash and cash equivalents	\$ 154,468	\$ 162,264
Restricted cash, current	22,425	472
Restricted cash, noncurrent	6,484	—
Total cash, cash equivalents and restricted cash, end of period	<u>\$ 183,377</u>	<u>\$ 162,736</u>
<b>Supplemental disclosure of noncash investing and financing activities</b>		
Non-cash adjustments to redeemable noncontrolling interest	\$ 37,450	\$ 183,871
Capital expenditures in accounts payable and accrued liabilities	\$ 15,651	\$ 17,979
Deferred debt issuance costs in accounts payable, accrued liabilities, other current liabilities and other liabilities	\$ 10,864	\$ 1,274
Non-cash increase in capital-build	\$ 7,641	\$ 9,788
Property and equipment derecognized for net investment in sales-type lease	\$ 2,769	\$ —
Paid-in-kind interest	\$ 2,360	\$ —
Non-cash increase in asset retirement obligations	\$ 1,756	\$ 848
Interest capitalized in property, equipment and software	\$ 1,641	\$ —
Share-based compensation capitalized to property, equipment and software	\$ 901	\$ 630

The accompanying notes are an integral part of these condensed consolidated financial statements.

**EVgo Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements  
(unaudited)**

**Note 1 — Description of Business and Nature of Operations**

EVgo Inc. (“EVgo” or the “Company”) owns and operates a public direct current (“DC”) fast charging network for electric vehicles (“EVs”) in the United States (“U.S.”). EVgo’s network of charging stations provides EV charging infrastructure to consumers and businesses. Its network is capable of charging all EV models and charging standards currently available in the U.S. EVgo partners with automotive original equipment manufacturers (“OEMs”), fleet and rideshare operators, retail hosts such as grocery stores, shopping centers, gas stations, parking lot operators, governments and other organizations and property owners in order to locate and deploy its EV charging infrastructure. EVgo Services LLC (“EVgo Services”) was formed in October 2010 as NRG EV Services, LLC, a Delaware limited liability company and wholly owned subsidiary of NRG Energy, Inc., an integrated power company based in Houston, Texas (“NRG”). On June 17, 2016, NRG sold a majority interest in EVgo Services to Vision Ridge Partners.

On January 16, 2020, EVgo Holdco, LLC (“EVgo Holdco”), a Delaware limited liability company and a subsidiary of LS Power Equity Partners IV, L.P. (“LS Power”), completed an acquisition of EVgo Services pursuant to the merger agreement among EVgo Services, its investors and EVgo Holdco, whereby EVgo Services became a wholly-owned subsidiary of EVgo Holdco, resulting in a change in control of EVgo Services (the “Holdco Merger”). LS Power formed EVgo Holdings, LLC (“EVgo Holdings”) and EVgo Holdco as part of the transaction.

EVgo Inc. was incorporated in Delaware on August 4, 2020 under the name “Climate Change Crisis Real Impact I Acquisition Corporation” (“CRIS”) and was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. On October 2, 2020, the Company completed its initial public offering (the “Initial Public Offering”). Simultaneously with the closing of the Initial Public Offering, the Company completed the sale of the 6,600,000 warrants (the “Private Placement Warrants”) at \$1.00 in a private placement to Climate Change Crisis Real Impact I Acquisition Holdings, LLC (the “Sponsor”).

On July 1, 2021 (the “CRIS Close Date”), the Company consummated the business combination (the “CRIS Business Combination”) with CRIS, CRIS Thunder Merger LLC (“Thunder Sub”), EVgo Holdings, EVgo Holdco and EVgo OpCo, LLC (“EVgo OpCo” and together with EVgo Holdings and EVgo Holdco, the “EVgo Parties”) pursuant to the business combination agreement dated January 21, 2021. Following the CRIS Close Date, the combined company was organized in an “Up-C” structure in which the business of EVgo Holdco and its subsidiaries are held by EVgo OpCo and continue to operate through the subsidiaries of EVgo Holdco and in which the Company’s only direct assets consist of equity interests in Thunder Sub, and the only assets of Thunder Sub are the common units in EVgo OpCo (“EVgo OpCo Units”).

On May 22, 2023, in connection with an underwritten equity offering, EVgo Member Holdings, LLC, an affiliate of EVgo Holdings, the Company’s controlling stockholder, purchased 5,882,352 shares of the Company’s Class A common stock, par value \$0.0001 per share (“Class A common stock”).

As the sole managing member of EVgo OpCo, Thunder Sub operates and controls all of the business and affairs of EVgo OpCo and through EVgo OpCo and its subsidiaries, conducts its business. Accordingly, the Company consolidates the financial results of EVgo OpCo and records a redeemable noncontrolling interest in its condensed consolidated financial statements to reflect the EVgo OpCo Units that are owned by EVgo Holdings. Each EVgo OpCo Unit, together with one share of Class B common stock, is redeemable, subject to certain conditions, for either one share of Class A common stock, or, at EVgo OpCo’s election, the cash equivalent to the market value of one share of Class A common stock, pursuant to the Amended and Restated LLC Agreement of EVgo OpCo dated July 1, 2021 (the “EVgo OpCo A&R LLC Agreement”).

**Note 2 — Summary of Significant Accounting Policies**

***Basis of Presentation and Consolidation***

The accompanying condensed consolidated financial statements are presented in accordance with accounting principles generally accepted in the U.S. ("GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). References to GAAP issued by the Financial Accounting Standards Board ("FASB") in these notes to the condensed consolidated financial statements are to the FASB Accounting Standards Codification ("ASC"). The condensed consolidated financial statements include the accounts of the Company and its subsidiaries and all intercompany transactions have been eliminated in consolidation.

The results of operations for the three and six months ended June 30, 2025 are not necessarily indicative of the operating results for the full year ending December 31, 2025, or any other period. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Annual Report.

GAAP defines subsequent events as events or transactions that occur after the balance sheet date but before financial statements are issued or are available to be issued. Based on their nature, magnitude and timing, certain subsequent events may be required to be reflected in the condensed consolidated financial statements at the balance sheet date and/or be required to be disclosed in the notes to the condensed consolidated financial statements. The Company has evaluated subsequent events accordingly.

***Use of Estimates***

The condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of EVgo's condensed consolidated financial statements requires the Company to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and related disclosures of contingent assets and liabilities. Significant estimates made by management include, but are not limited to, variable consideration estimates and stand-alone selling prices ("SSP") for performance obligations for revenue, valuation allowances for deferred tax assets, depreciable lives of property and equipment and intangible assets, costs associated with asset retirement obligations, the fair value of operating lease right-of-use ("ROU") assets and liabilities, share-based compensation, earnout liability and warrant liabilities, and the fair value of long-term debt. Management bases these estimates on its historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results experienced may vary materially and adversely from EVgo's estimates. Revisions to estimates are recognized prospectively.

***Concentration of Business and Credit Risk***

The Company maintains its cash accounts in commercial banks. Cash balances held in a commercial bank are secured by the Federal Deposit Insurance Corporation up to \$250,000. A portion of deposit balances may exceed federal insurance limits. The Company has not experienced any losses on such accounts. The Company mitigates its risk with respect to cash by maintaining its deposits at high-quality financial institutions and monitoring the credit ratings of those institutions.

The Company had one customer that comprised 25.6% of the Company's total net accounts receivable as of June 30, 2025. The Company had two customers that collectively comprised 41.7% of the Company's total net accounts receivable as of December 31, 2024. For the three months ended June 30, 2025 and 2024, one customer represented 38.2% and 41.5%, respectively, of total revenue. For the six months ended June 30, 2025 and 2024, one customer represented 35.1% and 38.3%, respectively, of total revenue.

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For the three months ended June 30, 2025 and 2024, one vendor and two vendors provided 92.8% and 93.5% of EVgo's total charging equipment, respectively. For the six months ended June 30, 2025 and 2024, two vendors provided 91.1% and 89.5% of EVgo's total charging equipment, respectively.

### ***Reclassifications***

During the fourth quarter of 2024, we reclassified revenues earned through our dedicated charging solutions to fleets from commercial charging revenue to ancillary revenue. In addition, the associated costs for those revenues were reclassified from charging network cost of sales to other cost of sales. Previously reported amounts have been updated to conform to the current period presentation.

### ***Cash, Cash Equivalents and Restricted Cash***

Cash and restricted cash, current and noncurrent, include cash held in cash depository accounts in major banks in the U.S. and are stated at cost. Cash equivalents are carried at fair value and are primarily invested in money market funds. Cash that is held by a financial institution and has restrictions on its availability to the Company is classified as current and noncurrent restricted cash.

As of June 30, 2025 and December 31, 2024, the Company had \$28.4 million (of which \$6.5 million was noncurrent) and \$2.8 million, respectively, of restricted cash associated with a loan guarantee entered into with the U.S. Department of Energy ("DOE") (see Note 8). The Company had unused letters of credit, which were collateralized with cash classified as restricted cash on the Company's condensed consolidated balance sheets of \$0.4 million as of June 30, 2025 and December 31, 2024, associated with the construction of its charging stations. The Company also had \$0.1 million in restricted cash as of June 30, 2025 and December 31, 2024, related to a credit card agreement.

### ***Accounts Receivable and Allowance for Doubtful Accounts***

Accounts receivable are amounts due from customers under normal trade terms. Payment terms for accounts receivable related to capital-build agreements are specified in the individual agreements and vary depending on the counterparty. Management reviews accounts receivable on a recurring basis to determine if any accounts receivable will potentially be uncollectible. The Company reserves for any accounts receivable balances that are determined to be uncollectible in the allowance for doubtful accounts. After all attempts to collect an account receivable have failed, the account receivable is written off against the allowance for doubtful accounts. Unbilled contract receivables, for which performance obligations have been met, were \$2.3 million and \$5.8 million as of June 30, 2025 and December 31, 2024, respectively.

### ***Lease Accounting – Sales Type Leases***

Gain (loss) from sales-type leases, which is recognized at lease commencement when control transfers to the lessee and collectibility is considered probable, equals the sales price (fair value or lease receivable, if lower) less the carrying value of the asset and deferred initial direct costs (cost of sales). The sales price is included in ancillary revenue and the related cost of sales is included in other cost of sales. If collectibility is not considered probable at lease commencement, the asset is not derecognized and lease payments received are recorded as a deposit liability until either: (a) collectibility becomes probable, or (b) the lease is terminated or the asset is repossessed and payments are nonrefundable. At that point, the asset and liability are derecognized, and a net investment in lease and sale income (loss) is recognized. If collectibility is initially probable but the lessee's credit quality later deteriorates, the net investment in lease is assessed for impairment, and a charge may be recorded.

### ***Segment Reporting***

The Company's chief operating decision-maker ("CODM") is its Chief Executive Officer. Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed

by its CODM in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources and evaluating financial performance. As such, the Company has determined that it operates in one operating and reportable segment. The following table presents disaggregated general and administrative expenses:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Operations/network operations	\$ 15,470	\$ 14,588	\$ 28,106	\$ 27,799
Other general and administrative	10,086	8,260	21,977	18,800
Technology and development	9,784	7,141	19,140	14,236
Sales and marketing	5,256	3,838	10,001	7,218
General and administrative expenses	<u>\$ 40,596</u>	<u>\$ 33,827</u>	<u>\$ 79,224</u>	<u>\$ 68,053</u>

#### **Newly Adopted Accounting Standards**

In March 2024, the FASB issued Accounting Standards Update ("ASU") 2024-01, ASC Subtopic 718 "*Compensation – Stock Compensation*" ("ASU 2024-01") to provide illustrative examples to determine whether profits interest awards are share-based payment arrangements in the scope of ASC 718, or cash bonus or profit-sharing arrangements in the scope of ASC 710, *Compensation*. The Company adopted ASU 2024-01 on January 1, 2025, on a prospective basis and the adoption of this standard did not have any impact on the Company's condensed consolidated financial statements.

#### **Recently Issued Accounting Standards**

In December 2023, the FASB issued ASU 2023-09, ASC Subtopic 740 "*Income Taxes – Improvements to Income Tax Disclosures*" ("ASU 2023-09"), as clarified by ASU 2025-01, ASC Subtopic 205-01 "*Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date*," which increases transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the effect that the adoption of this ASU will have on its condensed consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, ASC Subtopic 220 "*Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures*" ("ASU 2024-03") which requires that, in each interim and annual reporting period, an entity disclose more information about the components of certain expense captions than is currently disclosed in the financial statements. In January 2025, the FASB issued ASU 2025-01, ASC Subtopic 220 "*Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures*" ("ASU 2025-01"), which clarified the effective date of ASU 2024-03, in which the amendments in ASU 2024-03 are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

In July 2025, the FASB issued ASU 2025-05, ASC Subtopic 326 "*Financial Instruments – Credit Losses*" ("ASU 2024-03") provides a practical expedient that allows companies to assume that current conditions as of the balance sheet date do not change for the remaining life of the asset. ASU 2025-05 is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within annual reporting periods. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

**Note 3 — Revenue Recognition**

The following table provides information about contract assets and liabilities from contracts with customers:

(dollars in thousands)	June 30, 2025	December 31, 2024	Change	
			\$	%
Contract assets	\$ 4,102	\$ 1,383	\$ 2,719	197 %
Contract liabilities	\$ 116,499	\$ 116,724	\$ (225)	0 %

The balance of contract assets is driven by the difference in timing of when revenue is recognized from performance obligations satisfied in the current reporting period and when amounts are invoiced to the customer. The balance of contract liabilities is driven by the difference in timing between when cash is received pursuant to a contract and when the Company's performance obligations under the contract are satisfied. The following table provides the activity for the contract liabilities recognized:

(in thousands)	June 30, 2025
Beginning balance	\$ 116,724
Additions	92,725
Recognized in revenue	(92,478)
Changes in estimate of transaction price	(472)
Ending balance	<u>\$ 116,499</u>

Revenues include the following:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Amounts included in the beginning of period contract liabilities balance	\$ 8,057	\$ 4,474	\$ 20,115	\$ 16,885
Amounts associated with performance obligations satisfied in previous periods	\$ 3,448	\$ —	\$ 3,484	\$ 42

It is anticipated that deferred revenue as of June 30, 2025 will be recognized in the following periods ending December 31:

(in thousands)	
2025	\$ 10,365
2026	13,950
2027	18,544
2028	23,905
2029	20,207
	<u>\$ 86,971</u>

As of June 30, 2025, there was \$19.0 million in consideration received for charging credits, for which the timing of revenue recognition is uncertain. The Company expects to recognize revenue for these amounts as customers use their charging credits over the next 2.8 years.

ASC 606 does not require disclosure of the transaction price to remaining performance obligations if the contract contains variable consideration allocated entirely to a wholly unsatisfied performance obligation. Under many customer contracts, each unit of product represents a separate performance obligation and therefore future volumes are wholly unsatisfied and thus disclosure of the transaction price allocated to a wholly unsatisfied performance obligation is not required. Under these contracts, variability arises as both volume and pricing are not known until the product is

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delivered. As of June 30, 2025 and December 31, 2024, there was \$10.6 million and \$8.6 million, respectively, in variable consideration for wholly unsatisfied performance obligations, which is included in deferred revenue on the condensed consolidated balance sheets.

**Note 4 — Lease Accounting**

**Lessee Accounting**

The Company has entered into agreements with Site Hosts, which allow the Company to operate charging stations on the Site Hosts' property. Additionally, the Company leases offices, a warehouse and laboratory space under agreements with third-party landlords. The agreements with the Site Hosts and landlords are deemed to be operating leases. Original lease terms generally range from one to 15 years, and most leases contain renewal options that can extend the term for up to an additional five years and certain leases have renewal options for up to an additional 30 years. The Company has not entered into any finance leases.

The Company has estimated operating lease commitments of \$38.5 million for leases where the Company has not yet taken possession of the underlying asset as of June 30, 2025. As such, the related operating lease ROU assets and operating lease liabilities have not been recognized in the Company's condensed consolidated balance sheet as of June 30, 2025. The Company's lease costs consisted of the following:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
<b>Operating lease costs</b>				
Charging network cost of sales	\$ 2,784	\$ 1,987	\$ 5,445	\$ 3,761
Other cost of sales	696	734	1,386	1,389
General and administrative expenses	953	1,099	2,082	2,173
<b>Variable lease costs</b>				
Charging network cost of sales	653	667	1,183	1,113
General and administrative expenses	33	42	46	66
	<u>\$ 5,119</u>	<u>\$ 4,529</u>	<u>\$ 10,142</u>	<u>\$ 8,502</u>

As of June 30, 2025, the maturities of operating lease liabilities for the periods ending December 31, were as follows:

(in thousands)	
2025	\$ 7,087
2026	16,729
2027	16,495
2028	16,390
2029	16,394
2030	15,793
Thereafter	50,923
Total undiscounted operating lease payments	139,811
Less: imputed interest	(44,980)
Total discounted operating lease liabilities	<u>\$ 94,831</u>

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Other supplemental and cash flow information consisted of the following:

(dollars in thousands)	Six Months Ended June 30,	
	2025	2024
Weighted-average remaining lease term (in years)	8.5	8.9
Weighted-average discount rate	9.4 %	9.4 %
Cash paid for amounts included in measurement of operating lease liabilities	\$ 8,990	\$ 3,800
ROU assets obtained in exchange for new operating lease liabilities	\$ 10,073	\$ 12,656

**Lessor Accounting**

Operating Leases

The Company leases charging equipment, charging stations and other technical installations, and subleases properties leased from Site Hosts to third parties. Initial lease terms are generally one to 10 years and may contain renewal options.

For operating leases, the underlying asset is carried at its carrying value as property and equipment, net, or included in operating lease ROU assets on the condensed consolidated balance sheets. The Company's operating lease income consisted of the following components:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Ancillary revenue				
Operating lease income	\$ 1,459	\$ 746	\$ 3,530	\$ 1,309
Sublease income	71	213	108	480
	<u>\$ 1,530</u>	<u>\$ 959</u>	<u>\$ 3,638</u>	<u>\$ 1,789</u>

As of June 30, 2025, future minimum rental payments due to the Company as lessor under operating leases (including subleases) for the periods ending December 31, were as follows:

(in thousands)	
2025	\$ 1,208
2026	1,879
2027	1,637
2028	1,318
	<u>\$ 6,042</u>

The components of charging equipment, charging stations, and subleased host sites leased to third parties under operating leases, which are included within the Company's property and equipment, net, and operating lease ROU assets were as follows as of:

(in thousands)	June 30, 2025	December 31, 2024
Charging station equipment and installation costs	\$ 15,007	\$ 7,233
Less: accumulated depreciation	(3,169)	(2,419)
Property and equipment, net	<u>\$ 11,838</u>	<u>\$ 4,814</u>
Operating lease ROU assets	\$ 3,159	\$ 7,915

[Table of Contents](#)Sales-Type Leases

The Company enters into sales-type leases with third-parties for charging equipment and charging stations. The Company did not have any sales-type leases prior to 2025. The following table presents amounts included in the condensed consolidated statements of operations related to income (loss) generated from sales-type leases:

		Three and Six Months Ended June 30, 2025
<i>(in thousands)</i>		
Ancillary revenue	\$	5,269
Other cost of sales		2,769
Gross margin	\$	<u>2,500</u>

Minimum discounted lease payments due under sales-type leases were as follows as of June 30, 2025 for the periods ending December 31:

<i>(in thousands)</i>		
2025	\$	289
2026		578
2027		578
2028		578
2029		578
2030		578
Thereafter		2,191
Total expected sales-type lease payments		<u>5,370</u>
Less: imputed interest		<u>(341)</u>
Total net investment in sales-type leases	\$	<u>5,029</u>

The following table presents amounts included in the condensed consolidated balance sheets related to sales-type leases:

<i>(in thousands)</i>		June 30, 2025
Prepaid and other current assets		
Net investment in lease, current	\$	578
Other assets		
Net investment in lease, noncurrent		4,451
Total sales-type lease assets	\$	<u>5,029</u>

During the three and six months ended June 30, 2025, the Company derecognized \$2.8 million of leased assets and recognized net investment in lease of \$5.3 million under sales-type lease arrangements. No impairments of net investment in lease were recognized during the three and six months ended June 30, 2025.

**Note 5 — Property, Equipment and Software, Net**

Property, equipment and software, net, consisted of the following:

<i>(in thousands)</i>	June 30, 2025	December 31, 2024
Charging station installation costs	\$ 292,717	\$ 278,069
Charging station equipment	187,740	177,221
Construction in process	52,105	53,144
Charging equipment	41,744	35,739
Software	27,211	22,286
Office equipment, vehicles and other	1,619	1,533
Total property, equipment and software	603,136	567,992
Less accumulated depreciation and amortization	(187,422)	(153,024)
Property, equipment and software, net	<u>\$ 415,714</u>	<u>\$ 414,968</u>

Depreciation, amortization, impairment expense and loss on disposal of property and equipment, net of insurance recoveries, consisted of the following:

<i>(in thousands)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Cost of sales				
Depreciation of property and equipment	\$ 17,527	\$ 13,379	\$ 36,370	\$ 25,754
Amortization of capital-build liability	(3,185)	(2,230)	(6,073)	(4,246)
General and administrative expenses				
Depreciation of property and equipment	75	139	159	256
Amortization of software	1,448	1,795	2,882	3,653
Impairment expense	3,713	1,756	4,616	4,061
(Gain) loss on disposal of property and equipment, net of insurance recoveries	(394)	1,001	(98)	1,436
	<u>\$ 19,184</u>	<u>\$ 15,840</u>	<u>\$ 37,856</u>	<u>\$ 30,914</u>

**Note 6 — Intangible Assets, Net**

Intangible assets, net, consisted of the following as of June 30, 2025:

<i>(in thousands)</i>	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Remaining Weighted Average Amortization Period
Site Host relationships	\$ 41,500	\$ (18,881)	\$ 22,619	6.6 years
Developed technology	14,000	(5,170)	8,830	9.0 years
User base	11,000	(10,933)	67	0.1 years
Trade name	5,000	(1,639)	3,361	11.0 years
	<u>\$ 71,500</u>	<u>\$ (36,623)</u>	<u>\$ 34,877</u>	

Amortization of intangible assets was \$1.9 million and \$2.5 million for the three months ended June 30, 2025 and 2024, respectively. Amortization of intangible assets was \$3.9 million and \$5.2 million for the six months ended June 30, 2025 and 2024, respectively.

**Note 7 — Asset Retirement Obligations**

Asset retirement obligations represent the present value of the estimated costs to remove the commercial charging stations and other equipment and restore the sites to the condition prior to installation. The Company reviews estimates of removal costs on an ongoing basis. Asset retirement obligation activity was as follows:

<i>(in thousands)</i>	June 30, 2025
Beginning balance	\$ 23,793
Liabilities incurred	834
Accretion expense	1,306
Change in estimate	923
Liabilities settled	(1,259)
Ending balance	<u>\$ 25,597</u>

**Note 8 — Long-Term Debt**

On December 12, 2024, EVgo Swift Borrower LLC (“Swift Borrower”), a Delaware limited liability company and subsidiary of the Company, entered into a guarantee agreement with the DOE as guarantor (the “Guarantee Agreement”) for a term loan facility entered into by Swift Borrower with the Federal Financing Bank (“FFB”) (the “DOE Loan”). As of June 30, 2025, the outstanding balance under this loan was \$96.5 million, which includes \$2.4 million in paid-in-kind interest. As of June 30, 2025, Swift Borrower had \$960.2 million of principal remaining available to borrow under the Guarantee Agreement, subject to the satisfaction of customary conditions. As of December 31, 2024, there were no amounts outstanding under the DOE Loan.

As of June 30, 2025, payments due on long-term debt for the periods ending December 31, were as follows:

<i>(in thousands)</i>	
2030	\$ 2,360
Thereafter	94,180
Long-term debt	<u>\$ 96,540</u>

Amortization of debt issuance costs, net of capitalized interest, is included in interest expense in the condensed consolidated statements of operations for the three and six months ended June 30, 2025. As of June 30, 2025 and December 31, 2024, \$24.0 million and \$23.2 million, respectively, in deferred issuance costs was included in prepaids and other current assets and other assets on the condensed consolidated balance sheets in connection with the DOE Loan and the credit agreement entered into in July 2025 (see Note 17). Annual amortization of the DOE Loan costs is \$1.4 million until maturity of the DOE Loan. The weighted average interest rate on the Company’s borrowings for the three and six months ended June 30, 2025 was 5.76% and 5.80%, respectively. There was no interest expense related to debt issuance costs during the three and six months ended June 30, 2024. Interest expense related to the Company’s long-term debt consisted of the following:

<i>(in thousands)</i>	June 30, 2025	
	Three Months Ended	Six Months Ended
Paid-in-kind interest	\$ 1,355	\$ 2,360
Amortization of deferred debt issuance costs	341	682
Capitalized interest	(808)	(1,641)
Total interest expense	<u>\$ 888</u>	<u>\$ 1,401</u>

**Note 9 — Equity**

***ATM Program***

On November 10, 2022, EVgo entered into a Distribution Agreement with J.P. Morgan Securities LLC, Evercore Group L.L.C. and Goldman Sachs & Co. LLC as sales agents, pursuant to which the Company may sell up to \$200.0 million of shares of Class A common stock in “at the market” transactions at prevailing market prices (the “ATM Program”). As of June 30, 2025, the Company had \$183.5 million of remaining capacity under the ATM Program.

**Note 10 — Commitments and Contingencies**

***Pilot Infrastructure Agreement***

On July 5, 2022, EVgo entered into a charging infrastructure agreement (the “Pilot Infrastructure Agreement”) and an operations and maintenance agreement (the “Pilot O&M Agreement”) with Pilot Travel Centers LLC (the “Pilot Company”) and General Motors LLC (“GM”) to build, operate, and maintain up to 2,000 stalls served by DC chargers that the Pilot Company will own. The stalls will be located at the Pilot Company sites across the U.S.

Pursuant to the Pilot Infrastructure Agreement, EVgo is required to meet certain construction milestones measured by the number of sites commissioned, and the Pilot Company is required to make certain payments each month based on completion of pre-engineering and development work, the progress of construction at each site and for each charger that EVgo procures. Subject to extensions of time for specified excusable events, if EVgo is unable to meet its commissioning obligations, the Pilot Company will be entitled to liquidated damages calculated per day, subject to a cap of \$30,000 at each site. The Pilot Infrastructure Agreement includes customary events of default such as those resulting from insolvency, material breaches, and extended unexcused noncompliance, in each case subject to applicable notice and cure periods and other customary limitations on the parties’ ability to seek available remedies, including early termination. Additional provisions that may permit or cause early termination include the Pilot Company’s right to terminate after 1,000 stalls have been completed, the inability of EVgo to secure certain chargers and a material increase in the price of chargers due to a change in law. If the Pilot Company elects to terminate the Pilot Infrastructure Agreement after 1,000 stalls have been completed, the Pilot Company must pay EVgo a termination fee per stall for those not built; such fee varies based on the number of stalls already built. If EVgo is wholly or partially unable to perform its obligations under the Pilot Infrastructure Agreement due to certain circumstances outside its control, including delays by permitting authorities and utilities or certain force majeure events, such inability will not be considered a breach or default under the Pilot Infrastructure Agreement.

Under the Pilot O&M Agreement, EVgo is required to perform operations, maintenance and networking services on stalls built and commissioned under the Pilot Infrastructure Agreement in exchange for payment of a monthly fee by the Pilot Company to EVgo. Similar to the Pilot Infrastructure Agreement, the Pilot O&M Agreement includes customary events of default and related remedies.

***Delta Charger Supply Agreement and Purchase Order***

On July 12, 2022, EVgo entered into a General Terms and Conditions for Sale of EV Charger Products (the “Delta Charger Supply Agreement”) with Delta Electronics, Inc. (“Delta”), including an initial purchase order (the “Purchase Order”), pursuant to which EVgo will purchase and Delta will sell EV chargers manufactured by Delta in specified quantities at certain delivery dates. EVgo expects to use a portion of the chargers purchased under the Purchase Order to meet the requirements of the Pilot Infrastructure Agreement. EVgo is required to purchase a minimum of 1,000 chargers from Delta under the Purchase Order and may, at EVgo’s election, increase the number of chargers it purchases from Delta to 1,100. The Purchase Order was amended in August 2023 to provide for certain Delta chargers to be manufactured in Delta’s facility in Plano, Texas rather than in Taiwan.

### ***General Motors Agreement***

On July 20, 2020, EVgo entered into a contract with GM (as amended from time to time, the “GM Agreement”) to build fast charger stalls that EVgo will own and operate as part of the Company’s public network. The GM Agreement has been amended several times, to among other things, expand the overall number of charger stalls to be installed from 2,750 to 2,850, adjust charger stall installation targets, extend the completion deadline to June 30, 2028, provide for a payment of \$7,000,000 in December 2022 in exchange for EVgo’s agreement to apply certain branding decals on the fast chargers funded by GM pursuant to the GM Agreement and additional payments for changes to GM’s charger branding, and maintain a specified uptime percentage (described below) over the term of the agreement. A certain portion of the charger stalls that EVgo is required to build are required to have additional specifications including increased stall count, hardware requirements, canopies and other features agreed between GM and EVgo (“Flagship Stalls”). Pursuant to the GM Agreement, EVgo is required to meet certain quarterly milestones measured by the number of charger stalls installed, and GM is required to make certain payments based on charger stalls installed.

Under the GM Agreement, EVgo is required to install a total of 2,850 charger stalls by June 30, 2028, 79.3% of which were required to be installed by June 30, 2025. As of June 30, 2025, the Company had 42 stalls left to install in order to meet its quarterly charger-installation milestone. The discrepancy came as a result of the Company’s transition to supplying Flagship Stalls and it expects to meet its cumulative charger-installation milestone by December 31, 2025. The Company has shared its plan build expectations with GM and did not receive a deficiency notice within 30 days of June 30, 2025. Meeting the quarterly milestones will require additional funds beyond the amounts committed by GM, and EVgo may face delays in construction, commissioning or aspects of installation of the charger stalls the Company is obligated to develop. EVgo is also required to maintain network availability (i.e., the percentage of time a charger is operational and available on the network) of at least 97% across Flagship Stalls and 95% across the rest of the GM network. In addition to the capital-build program, EVgo is committed to providing GM EV customers with reservations and certain EVgo services at a discounted rate and branding on chargers. The contract is accounted for under ASC 606, which includes performance obligations related to reservations, memberships, and branding. The capital-build program is considered a set-up activity and not a performance obligation under ASC 606.

The GM Agreement is subject to early termination in certain circumstances, including in the event EVgo fails to meet the quarterly charger stall-installation milestones or maintain the specified level of network availability. If GM opts to terminate the agreement, EVgo may not be entitled to receive continued payments from GM and instead may be required to pay liquidated damages to GM. In the event EVgo fails to meet a charger stall-installation milestone or maintain the required network availability in a calendar quarter, GM has the right to provide EVgo with a notice of such deficiency within 30 days of the end of the quarter. If the same deficiency still exists at the end of the quarter immediately following the quarter for which a deficiency notification was delivered, GM may immediately terminate the agreement and seek pre-agreed liquidated damages. As of June 30, 2025, the potential amount of liquidated damages is estimated to be \$3.9 million.

It is possible that EVgo will not meet the charger stall-installation milestones under the GM Agreement in the future, particularly as a consequence of delays in permitting, commissioning and utility interconnection, and delays associated with industry and regulatory adaptation to the requirements of high-powered charger installation, including slower than expected third-party approvals of certain site acquisitions and site plans by utilities and landowners, and supply chain issues.

### ***Indemnifications and Guarantees***

In the normal course of business and in conjunction with certain agreements, the Company has entered into contractual arrangements through which it may be obligated to indemnify the other party with respect to certain matters. These arrangements can include provisions whereby the Company has joint and several liability in relation to the performance of certain contractual obligations along with third parties also providing services and products for a specific project. In addition, the Company’s arrangements may include warranties that its services will substantially operate in accordance with the stated requirements. Indemnification provisions are also included in arrangements under

which EVgo agrees to hold the indemnified party harmless with respect to third-party claims related to such matters as title to assets sold or licensed or certain intellectual property rights.

The Company also has indemnification obligations to other parties, including customers, lessors, and parties to other transactions with EVgo, with respect to certain matters. EVgo has agreed to indemnify against losses arising from a breach of representations or covenants or out of intellectual property infringement or the occurrence of certain specified conditions or other claims made against certain parties. These agreements may limit the time or circumstances within which an indemnification claim can be made and the amount of the claim. Historically, indemnity payments made by the Company have not had a material effect on its condensed consolidated financial statements. In addition, the Company has entered into indemnification agreements with its officers and directors, and its Amended and Restated Bylaws contain similar indemnification obligations to its agents.

To date, EVgo has not been required to make any significant payment under any of the arrangements described above. The Company has assessed the current status of performance/payment risk related to arrangements with limited guarantees, warranty obligations, unspecified limitations, indemnification provisions, letters of credit and surety bonds, and believes that any potential payments would be immaterial to the condensed consolidated financial statements, as a whole.

### ***Legal Proceedings***

In the ordinary course of the Company's business, the Company may be subject to lawsuits, investigations, claims and proceedings, including, but not limited to, contractual disputes with vendors and customers and liabilities related to employment, health and safety matters. The Company accrues for losses that are both probable and reasonably estimable. Loss contingencies are subject to significant uncertainties and, therefore, determining the likelihood of a loss and/or the measurement of any loss can be complex and subject to change.

Contingent liabilities arising from ordinary course litigation are not expected to have a material adverse effect on the Company's financial position. However, future events or circumstances, currently unknown to management, may potentially have a material effect on the Company's financial position, liquidity or results of operations in any future reporting period.

### ***Purchase Commitments***

As of June 30, 2025, EVgo had \$61.6 million in outstanding purchase order commitments to EVgo's contract manufacturers and component suppliers for charging equipment, of which \$58.2 million were short-term in nature. In certain instances, EVgo is permitted to cancel, reschedule or adjust these orders.

### **Note 11 — Fair Value Measurements**

The fair value of the Company's financial assets and liabilities reflects management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities).

The carrying values of certain accounts such as cash, restricted cash, accounts receivable, prepaid expenses and other current assets, accounts payable and accrued expenses are deemed to approximate their fair values due to their short-term nature. There were no assets measured on a recurring basis using significant unobservable inputs (Level 3) as of June 30, 2025 and December 31, 2024.

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The estimated fair value of the Company's long-term debt was based on Level 3 inputs, which are comprised of interest rates currently available to the Company for the issuance of debt with similar terms and remaining maturities as a discount rate for the remaining principal payments. As of June 30, 2025, the fair value of long-term debt was \$98.1 million compared to the carrying value of \$96.5 million, which excludes deferred debt issuance costs and includes paid-in-kind interest. The long-term debt was valued using a discounted cash flow model. Assumptions used in the valuation of the long-term debt were as follows as of June 30, 2025:

	June 30, 2025
Interest payment frequency	Quarterly
First interest payment date	March 15, 2030
Credit spread (semi-annual)	1.37 %
Risk-free interest rate	U.S. Constant Maturity Treasury

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis and indicates the level within the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

	June 30, 2025		December 31, 2024	
	Level	Balance	Level	Balance
<i>(in thousands)</i>				
<b>Cash equivalents</b>				
Money market funds	1	\$ 108,125	1	\$ 101,125
<b>Liabilities</b>				
Earnout liability	3	\$ 374	3	\$ 942
Warrant liability — Public Warrants	1	3,289	1	7,987
Warrant liability — Private Placement Warrants	3	747	3	1,753
Total liabilities		<u>\$ 4,410</u>		<u>\$ 10,682</u>

The earnout liability was valued using the Monte Carlo simulation methodology. Assumptions used in the valuation of the earnout liability were as follows as of:

	June 30, 2025	December 31, 2024
Stock price	\$ 3.65	\$ 4.05
Risk-free interest rate	4.0 %	4.2 %
Expected restriction period (in years)	1.0	1.5
Expected volatility	90 %	90 %
Dividend rate	— %	— %

The warrants are accounted for as liabilities in accordance with ASC 815 and are presented as warrant liabilities on the condensed consolidated balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within change in fair value of warrant liabilities in the condensed consolidated statements of operations. The closing price of the Public Warrants was used as its fair value as of each relevant date.

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As of June 30, 2025 and December 31, 2024, the Private Placement Warrants were valued using the Monte Carlo simulation methodology, which is considered a Level 3 fair value measurement. Assumptions used in the valuation of the Private Placement Warrant liability using the Monte Carlo method simulation methodology are as follows:

	June 30, 2025	December 31, 2024
Stock price	\$ 3.65	\$ 4.05
Risk-free interest rate	4.0 %	4.2 %
Expected term (in years)	1.0	1.5
Expected volatility	97 %	105 %
Dividend rate	— %	— %
Exercise price	\$ 11.50	\$ 11.50

The following table presents a reconciliation for all liabilities measured and recognized at fair value on a recurring basis using significant unobservable inputs (Level 3):

	Earnout Liability	Private Placement Warrant Liability
(in thousands)		
Fair value as of December 31, 2024	\$ 942	\$ 1,753
Change in fair value of liability	(568)	(1,006)
Fair value as of June 30, 2025	\$ 374	\$ 747

**Note 12 — Income Taxes**

The provision for income taxes consists primarily of income taxes related to federal and state jurisdictions where business is conducted through the Company's ownership in EVgo OpCo. All income (loss) before income taxes is generated in the U.S. The Company's provision for income taxes reflects the impact of a full valuation allowance on its deferred tax assets and a significant portion of income (loss) being allocated to a nontaxable partnership.

The Company records a valuation allowance to reduce deferred tax assets when it is more likely than not that the tax benefit will not be realized. Management considers all available material evidence, both positive and negative, in assessing the appropriateness of a valuation allowance for the Company's deferred tax assets, including the generation of future taxable income, the timing of the reversal of deferred tax liabilities and other available material evidence. After consideration of all available evidence, management believes that significant uncertainty exists with respect to the future realization of the Company's deferred tax assets and has therefore established a full valuation allowance against its net deferred tax assets as of June 30, 2025 and December 31, 2024.

The Company files income tax returns in the U.S. federal, state and local jurisdictions and is subject to examination by the various taxing authorities for all periods since its inception due to its tax loss carryforwards. As of June 30, 2025 and December 31, 2024, there were no unrecognized tax benefits for uncertain tax positions, nor any amounts accrued for interest and penalties.

On July 4, 2025, H.B. 1, 119<sup>th</sup> Congress (2025), also referred to as the One Big Beautiful Bill Act ("OBBBA") was enacted in the U.S. The OBBBA includes significant provisions, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act of 2017, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. In particular, OBBBA will lead to a sunset of federal incentives for EV purchases after September 30, 2025, and the federal tax credits for alternative fuels such as EV charging will terminate for any locations placed in service after June 30, 2026. EVgo does not expect OBBBA to have a material impact on its condensed consolidated financial statements due to the full valuation allowance currently being maintained.

**Note 13 — Tax Receivable Agreement Liability**

In connection with the CRIS Business Combination, EVgo entered into a tax receivable agreement (the “Tax Receivable Agreement”) with EVgo Holdings (along with permitted assigns, the “TRA Holders”) and LS Power Equity Advisors, LLC, as agent. The Tax Receivable Agreement generally provides for payment by the Company, Thunder Sub or any of their subsidiaries other than EVgo OpCo and its subsidiaries (“Company Group”) to the TRA Holders of 85% of the net cash savings, if any, in U.S. federal, state and local income tax and franchise tax that the Company actually realizes (or is deemed to realize in certain circumstances) as a result of (i) certain increases in tax basis that occur as a result of the Company Group’s acquisition (or deemed acquisition for U.S. federal income tax purposes) of all or a portion of EVgo OpCo Units pursuant to any exercise of the Redemption Right and (ii) imputed interest deemed to be paid by the Company as a result of, and additional tax basis arising from, any payments the Company makes under the Tax Receivable Agreement. The Company Group will retain the benefit of any remaining net cash savings. If the Company Group elects to terminate the Tax Receivable Agreement early (or it is terminated early due to the Company Group’s failure to honor a material obligation thereunder or due to certain mergers, asset sales, other forms of business combinations or other changes of control), the Company Group is required to make an immediate payment equal to the present value of the anticipated future payments to be made by it under the Tax Receivable Agreement (based upon certain assumptions and deemed events set forth in the Tax Receivable Agreement, including (i) that the Company Group has sufficient taxable income on a current basis to fully utilize the tax benefits covered by the Tax Receivable Agreement and (ii) that any EVgo OpCo Units (other than those held by the Company Group) outstanding on the termination date or change of control date, as applicable, are deemed to be redeemed on such date).

The redemption of EVgo OpCo Units that occurred in December 2024 is expected to produce favorable tax attributes for the Company. These tax attributes would not be available to the Company in the absence of the redemption. Amounts payable by the Company under the Tax Receivable Agreement are initially accrued against additional paid-in capital when it is probable that a liability has been incurred and the amount is estimable. Any subsequent changes to the liability are recorded as non-operating income (loss). If the liability is considered probable and estimable and is established for the first time as part of a reversal of a valuation allowance against deferred tax assets, the initial liability is accrued through non-operating income (loss).

As of June 30, 2025, the Company does not expect any cash tax benefit from the tax attributes produced by the redemption and therefore no amounts have been accrued as the liability is not deemed probable. The unrecorded tax liability related to the redemption is estimated at \$33.8 million as of June 30, 2025.

**Note 14 — Share-Based Compensation**

The following table sets forth the Company’s total share-based compensation expense included in the Company’s condensed consolidated statements of operations:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Other cost of sales	\$ 109	\$ 111	\$ 201	\$ 198
General and administrative expenses	6,922	5,291	12,324	9,905
Total share-based compensation expense	<u>\$ 7,031</u>	<u>\$ 5,402</u>	<u>\$ 12,525</u>	<u>\$ 10,103</u>

**2021 Long Term Incentive Plan**

On July 1, 2021, concurrent with the closing of the CRIS Business Combination, the 2021 Long Term Incentive Plan (the “2021 Incentive Plan”), which had been previously approved by stockholders and the Board of Directors, became effective. The 2021 Incentive Plan reserved 33,918,000 shares of the Company’s Class A common stock for issuance to employees, non-employee directors and other service providers pursuant to equity awards granted under the 2021 Incentive Plan. On May 15, 2025, the Company’s stockholders approved an amendment to the 2021 Incentive Plan to

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reserve an additional 25,000,000 shares of the Company's Class A common stock. As of June 30, 2025, there were 26,739,853 shares of Class A common stock available for grant. The nonvested performance-based restricted stock units ("PSUs") previously issued under the 2021 Incentive Plan are subject to under- and over-achievement thresholds. The number of shares remaining available for grant as disclosed in this paragraph was determined based on the number of PSUs whose vesting conditions were considered probable of achievement as of June 30, 2025. Unless earlier terminated by action of the Company's Board of Directors, the 2021 Incentive Plan will terminate on March 26, 2031.

**Stock Options**

The following table summarizes stock option activity:

<i>(shares in thousands)</i>	Shares Underlying Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding as of December 31, 2024	457	\$ 7.55	7.8 years	\$ 153
Forfeited	(21)	\$ 7.79		
Outstanding and expected to vest as of June 30, 2025	<u>436</u>	\$ 7.53	7.7 years	\$ 105
Exercisable as of June 30, 2025	283	\$ 8.80	7.5 years	\$ 35

As of June 30, 2025, the Company's unrecognized share-based compensation expense related to stock options was \$0.1 million, which is expected to be recognized over a weighted average period of 0.8 years. No stock options were granted or exercised during the three and six months ended June 30, 2025.

**Restricted Stock Units****Service-Based Awards**

The table below represents the Company's restricted stock units ("RSU") activity:

<i>(shares in thousands)</i>	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2024	12,265	\$ 3.88
Granted	9,021	\$ 2.60
Vested	(3,747)	\$ 4.40
Forfeited	(839)	\$ 3.51
Nonvested and outstanding as of June 30, 2025	<u>16,700</u>	\$ 3.09

The total fair value of RSUs vested during the three and six months ended June 30, 2025 were \$0.6 million and \$16.5 million, respectively. As of June 30, 2025, the Company's unrecognized share-based compensation expense related to unvested RSUs was \$28.5 million, which is expected to be recognized over a weighted average period of 1.5 years.

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Market-Based Awards

The table below represents the Company's market-based restricted stock units ("MSU") activity:

<i>(shares in thousands)</i>	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2024	942	\$ 2.34
Granted	285	\$ 1.97
Vested	(27)	\$ 2.35
Nonvested as of June 30, 2025	1,200	\$ 2.25
Expected to vest as of June 30, 2025	236	\$ 2.54

No MSUs vested during the three months ended June 30, 2025. The total fair value of MSUs that vested during the six months ended June 30, 2025 was \$0.1 million. As of June 30, 2025, the Company's unrecognized share-based compensation expense related to unvested MSUs was \$1.2 million, which is expected to be recognized over a weighted average period of 1.5 years. The grant date fair value for the MSUs was estimated using a Monte Carlo simulation that incorporates option-pricing inputs covering the period. The following assumptions were used for the MSU grants issued during the six months ended June 30, 2025.

Risk-free interest rate	4.1 %
Expected dividend yield	— %
Expected volatility	87 %
Cost of equity	14 %
Remaining time to performance period end date (in years)	5.0

Performance-Based Awards

The Company has granted certain PSUs, which vest based on achievement of certain performance-based vesting conditions and subject to a three-year service condition. The number of shares that may ultimately vest with respect to each award may range from 0% up to 188% of the target number of shares based on achievement of certain performance-based vesting conditions related to stall counts and Adjusted EBITDA over a one-year period and a relative total stockholder return ("rTSR") performance relative to the rTSR of a select group of companies in the Clean Edge Green Energy Index over a three-year period. The maximum number of PSUs that may vest is determined based on actual Company achievement with vesting subject to continuous service over a three-year period and achievement of the performance conditions. Compensation expense is recognized when performance targets are defined, the grant date is established, and it is considered probable that the performance objectives will be met. The table below represents the Company's PSU activity under the 2021 Incentive Plan:

<i>(shares in thousands)</i>	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2024	1,694	\$ 3.05
Granted	2,432	\$ 2.45
Forfeited	(415)	\$ 3.05
Nonvested as of June 30, 2025	3,711	\$ 2.65
Expected to vest as of June 30, 2025	3,313	\$ 2.68

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There were no PSUs that vested during the three and six months ended June 30, 2025. As of June 30, 2025, the Company's unrecognized share-based compensation expense related to unvested PSUs was \$6.7 million, which is expected to be recognized over a weighted average period of 2.3 years. The grant date fair value for PSUs was calculated based on the closing price of the Company's Class A common stock on the grant date.

***EVgo Management Holdings, LLC Incentive Units***

Following the Holdco Merger and prior to the CRIS Business Combination, all employees of EVgo Services employed at that time received share-based compensation in the form of units in EVgo Management Holdings, LLC ("EVgo Management") designed to track incentive units issued by EVgo Holdings to EVgo Management ("Incentive Units"). The EVgo Holdings LLC provides for the issuance of 1,000,000 Incentive Units. Each Incentive Unit grants a profits interest in EVgo Holdings, which can generally be described as a participation interest whose right to receive distributions is determined by the cumulative amount of distributions (cash or in-kind) received by each outstanding Capital Unit in EVgo Holdings up to and including the date of a distribution. Distributions to the Incentive Unit holders are made solely from cash or property of EVgo Holdings. Incentive Unit holders have no claim as to the cashflow or assets of EVgo Holdco or EVgo Services. Presented below is a summary of the activity of the Company's Incentive Units:

<i>(units in thousands)</i>	Units	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2024	62	\$ 24.81
Vested	(7)	\$ 51.11
Forfeited	(1)	\$ 51.11
Nonvested as of June 30, 2025	54	\$ 21.00

The time vesting Incentive Units ("Time Vesting Incentive Units") were fully vested in January 2025. The total grant-date fair value of the Time Vesting Incentive Units that vested during the six months ended June 30, 2025 was \$0.4 million. As of June 30, 2025, the Company has recognized all share-based compensation expense related to Time Vesting Incentive Units. As of June 30, 2025, unrecognized share-based compensation expense related to unvested sale vesting Incentive Units ("Sale Vesting Incentive Units") was \$1.1 million, which is contingent upon the occurrence of a sale event.

***Note 15 — Net Loss Per Share***

Basic and diluted earnings per common share ("EPS") are computed using the two-class method, which is an earnings allocation formula that determines EPS for each class of common stock and participating securities, according to dividends declared and participation rights in undistributed earnings. The Company's unvested Earnout Shares are considered participating securities because they are legally issued on the grant date and holders have a non-forfeitable right to receive dividends.

Basic EPS is generally calculated by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS is generally calculated by dividing net income (loss) attributable to common stockholders adjusted for the effects of any dilutive securities by the weighted average number of common shares outstanding plus the additional dilution for all potentially dilutive securities. During loss periods, diluted loss per share is based on the weighted average number of common shares outstanding (basic), because the inclusion of common stock equivalents would be antidilutive.

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The following table sets forth the computation of basic and diluted net income loss per share:

(in thousands, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
<b>Numerator</b>				
Net loss	\$ (29,821)	\$ (29,610)	\$ (56,048)	\$ (57,803)
Less: net loss attributable to redeemable noncontrolling interest	(16,823)	(19,233)	(31,688)	(37,593)
Net loss attributable to Class A common stockholders	(12,998)	(10,377)	(24,360)	(20,210)
Less: net loss attributable to participating securities	(70)	(70)	(131)	(137)
Net loss attributable to Class A common stockholders, basic and diluted	<u>\$ (12,928)</u>	<u>\$ (10,307)</u>	<u>\$ (24,229)</u>	<u>\$ (20,073)</u>
<b>Denominator</b>				
Weighted average Class A common stock outstanding	134,203	106,303	133,363	105,849
Less: weighted average unvested Earnout Shares outstanding	(719)	(719)	(719)	(719)
Weighted average Class A common stock outstanding, basic and diluted	<u>133,484</u>	<u>105,584</u>	<u>132,644</u>	<u>105,130</u>
Net loss per share to Class A common stockholders, basic and diluted	\$ (0.10)	\$ (0.10)	\$ (0.18)	\$ (0.19)

The Company's potentially dilutive securities consist of the Company's Public Warrants, Private Placement Warrants, RSUs, stock options and unvested Earnout Shares. For the periods in which EPS is presented, the Company excluded the following potential shares, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to Class A common stockholders since their impact would have been antidilutive:

(in thousands)	Three and Six Months Ended June 30,	
	2025	2024
Public Warrants	14,949	14,949
Private Placement Warrants	3,149	3,149
RSUs	16,700	13,274
MSUs	236	1,558
PSUs	2,229	—
Stock options	436	567
	<u>37,699</u>	<u>33,497</u>

Additionally, 718,750 unvested Earnout Shares were excluded from the computation of diluted EPS since the volume-weighted average price of the share did not equal or exceed at least \$15.00 as of June 30, 2025 and 2024. There were 1.0 million and 0.9 million MSUs that were excluded from the computation of diluted EPS as their market vesting conditions had not yet been met as of June 30, 2025 and 2024. There were 1.5 million PSUs that were excluded from the computation of diluted EPS as their performance conditions would not have been met as of June 30, 2025.

**Note 16 — Redeemable Noncontrolling Interest**

On December 16, 2024, EVgo Inc. entered into a stock and unit purchase agreement (the "SPA") with EVgo OpCo and EVgo Holdings. Pursuant to the SPA, EVgo Inc. and EVgo OpCo agreed to redeem from EVgo Holdings 23,000,000 units of EVgo OpCo Units and 23,000,000 shares of Class B common stock. In exchange for the EVgo OpCo Units and shares of Class B common stock, EVgo Inc. and EVgo OpCo agreed to transfer 23,000,000 newly issued shares of Class A common stock to EVgo Holdings. In connection with the SPA, EVgo Inc. entered into an underwriting agreement with J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC and Evercore Group L.L.C., as representatives of several underwriters, and EVgo Holdings, as selling stockholder, relating to an underwritten public offering (the

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“Secondary Offering”) of 23,000,000 shares of Class A common stock at a public offering price of \$5.00 per share, pursuant to which, all 23,000,000 shares of Class A common stock were sold by EVgo Holdings. The number of shares of Class A common stock issued pursuant to the Secondary Offering equaled the number of shares of Class A common stock issued to EVgo Holdings, pursuant to the redemption of their EVgo OpCo Units and shares of Class B common stock. The Secondary Offering closed on December 18, 2024.

As of June 30, 2025 and December 31, 2024, EVgo Holdings held 172,800,000 EVgo OpCo Units in EVgo OpCo (reflecting the exclusion of 718,750 shares of Class A common stock held by other entities that were subject to possible forfeiture) and the same number of shares of Class B common stock, representing a 56.4% and 56.9% interest, respectively, in the Company. EVgo Holdings is entitled to one vote per share of Class B common stock but is not entitled to receive dividends or any assets upon liquidation, dissolution, distribution or winding-up of the Company. Each EVgo OpCo Unit is redeemable, together with one share of Class B common stock, for either one share of Class A common stock or, at EVgo OpCo’s election, the cash equivalent market value of one share of Class A common stock in accordance with the terms of the EVgo OpCo A&R LLC Agreement (see Note 9). The following is a reconciliation of changes in the redeemable noncontrolling interest.

*(in thousands)*

Balance as of December 31, 2024	\$	699,840
Equity-based compensation attributable to redeemable noncontrolling interest		18
Net loss attributable to redeemable noncontrolling interest		(31,688)
Adjustment to revise redeemable noncontrolling interest to its redemption value at period-end		(37,450)
Balance as of June 30, 2025	\$	630,720

### **Note 17 – Subsequent Events**

#### **Credit Agreement**

On July 23, 2025 (the “Voyager Closing Date”), EVgo Voyager Borrower LLC (the “Voyager Borrower”), a subsidiary of the Company, entered into a credit agreement (as it may be amended from time to time, the “Credit Agreement”) with Sumitomo Mitsui Banking Corporation (“SMBC”), as administrative agent and the lenders (the “Lenders”) and other parties thereto from time to time.

The Credit Agreement provides for a term facility of up to \$300 million, consisting of (i) a \$225 million committed term loan facility (the “Commitments”) with a maturity date of July 23, 2030 and (ii) a \$75 million uncommitted incremental term loan facility (the “Incremental Facility”). The Borrower may borrow a loan (each, a “Loan”) on a monthly basis under the Credit Agreement (each, a “Borrowing”) at any time beginning on the Closing Date and ending on the earliest of (i) the third anniversary of the Closing Date, (ii) the date on which Loans have been made in an amount greater than or equal to 95% of the original aggregate amount of the Commitments as of the Closing Date, and (iii) the date the Commitments are otherwise terminated under the Credit Agreement (the “Voyager Availability Period”). Borrowings under the Credit Agreement are subject to the satisfaction of customary conditions, including contribution to Voyager Borrower by EVgo Services of the electric vehicle fast charging stalls (the “Stalls”) to which the applicable Borrowing relates, delivery of a Borrowing notice and the ongoing accuracy of certain representations and warranties. Voyager Borrower submitted its first request for a Borrowing of approximately \$48.4 million on the Closing Date and received such Borrowing on July 24, 2025 (the “Initial Borrowing”).

All proceeds from the Credit Agreement will be used to reimburse EVgo Services for up to 60% of certain costs associated with the construction, installation and deployment of the Stalls contributed to Voyager Borrower by EVgo Services pursuant to the terms of the Credit Agreement and pay for certain transaction costs. The Loans are expected to support more than 1,900 Stalls nationwide (the “Project”), including the buildout of more than 1,500 new Stalls and 400 Stalls that EVgo Services contributed from its existing public network to Voyager Borrower as collateral in connection with the Initial Borrowing. Under the terms of the Credit Agreement, EVgo Services may contribute additional Stalls or

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cash to Voyager Borrower from time to time during the Voyager Availability Period. EVgo Services will provide charge point operator services to Voyager Borrower in connection with the Project for the duration of the Credit Agreement.

Beginning on the last business day of the first full calendar quarter to occur after the Voyager Closing Date, Voyager Borrower will be required to make quarterly payments of principal and/or interest to the Lenders. Loans under the Credit Agreement may, at the election of Voyager Borrower, be in the form of a SOFR Loan or an ABR Loan (each as defined in the Credit Agreement). SOFR Loans bear interest a rate per annum equal to Term SOFR (as defined in the Credit Agreement) plus (i) 3.250% for the period from the Voyager Closing Date until and excluding the fourth anniversary of the Voyager Closing Date and (ii) 3.500% for the period from and including the fourth anniversary of the Voyager Closing Date and thereafter. ABR Loans bear interest at a rate per annum equal to ABR (as defined in the Credit Agreement) plus (i) 2.250% for the period from the Voyager Closing Date until and excluding the fourth anniversary of the Voyager Closing Date and (ii) 2.500% for the period from and including the fourth anniversary of the Voyager Closing Date and thereafter. Subject to certain conditions, including the existence of no events of default, Voyager Borrower may voluntarily prepay any or all of the principal outstanding under the Credit Agreement. Additionally, upon the occurrence of certain mandatory prepayment events set forth in the Credit Agreement, Voyager Borrower may be required to prepay certain amounts outstanding under the Credit Agreement. Voyager Borrower's obligations to the Lenders under the Credit Agreement are required to be secured by a first priority security interest (subject to customary exceptions and permitted liens) in, among other things, the assets of Voyager Borrower and the equity interests of Voyager Borrower.

### 30C Tax Credits

In August 2025, the Company transferred EVgo OpCo's 2024 30C income tax credits for gross cash proceeds of approximately \$17.4 million.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provide information that we believe is relevant to an assessment and understanding of our consolidated results of operations and financial condition. The discussion should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes thereto as of June 30, 2025 and December 31, 2024 and for the three and six months ended June 30, 2025 and 2024 included elsewhere in this Quarterly Report and the audited consolidated financial statements and related notes thereto as of and for the year ended December 31, 2024 and 2023 contained in the Annual Report. In addition to historical information, this discussion contains forward-looking statements that involve numerous risks, uncertainties, and assumptions that could cause our actual results to differ materially from our expectations due to a number of factors, including those discussed in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in this Quarterly Report.

### Overview

We are one of the nation's leading public EV fast charging providers. With more than 1,100 fast charging stations across over 40 states, we strategically deploy localized and accessible charging infrastructure by partnering with leading businesses across the U.S., including retailers, grocery stores, restaurants, shopping centers, gas stations, rideshare operators and autonomous vehicle companies. At our Innovation Lab, we perform extensive interoperability testing and have ongoing technical collaborations with leading automakers and industry partners to advance the EV charging industry and deliver a seamless charging experience.

The foundation of our business is building, owning and operating EV fast charging sites that deliver charging to EVs driven by individuals, commercial drivers, and fleet operators. Our core revenue stream is from the provision of charging services for EVs of all types on our network. In addition, a variety of business-to-business commercial relationships provide us with revenue or cash payments based on commitments to build new infrastructure, provide guaranteed access to charging, and provide marketing, data and software-driven services. We also earn revenue from the sale of regulatory credits generated through sales of electricity and our operation and ownership of our DCFC network. We believe this combination of revenue streams can drive long-term margin expansion and customer retention.

Specifically, charging network revenue is earned through the following streams:

- *Charging Revenue, Retail:* We sell electricity directly to drivers who access our publicly available networked chargers. Various pricing plans exist for customers and drivers have the choice to charge through a subscription offering or a variety of pay-as-you-go plans. Drivers locate the chargers through our mobile application, their vehicle's in-dash navigation system, or third-party databases, such as PlugShare, that license charger-location information from us. Our chargers are generally installed in parking spaces owned or leased by commercial or public-entity Site Hosts that desire to provide charging services at their respective locations. Commercial Site Hosts include retail and grocery stores, offices, medical complexes, airports and convenience stores. Our offerings are well aligned with the goals of Site Hosts, as many commercial businesses increasingly view charging capabilities as essential to attracting tenants, employees, customers and visitors, and achieving sustainability goals. Site Hosts are generally able to obtain these benefits at no cost when partnering with us through our owner and/or operator model, in which we are responsible for the development, construction, and operation of chargers located on Site Hosts' properties. In many cases, Site Hosts will earn revenue from license payments in the form of parking space rental fees that we pay in exchange for use of the site.
- *Charging Revenue, Commercial:* High volume fleet customers, such as transportation networking companies or delivery services and rideshares, can access our charging infrastructure through our vast public network. Pricing for charging services is most often negotiated directly with the fleet owner based on the business needs and usage patterns of the fleet. In these arrangements, we contract with and bill either the fleet owner directly or an individual fleet driver utilizing our chargers.

- *Charging Revenue, OEM:* We offer OEM charging programs with revenue models to meet a wide variety of OEM objectives related to the availability of charging infrastructure and the provision of charging services for EV drivers. We contract directly with OEMs to provide charging services to drivers who have purchased or leased such OEMs' EVs and who access our public charger network. Other related services currently provided to OEMs by us include co-marketing, data services and digital application services. Our OEM relationships are a core customer-acquisition channel.
- *Regulatory Credit Sales:* As a charging station owner and operator, we earn regulatory credits, such as LCFS credits and other regulatory credits, in states where such programs are enacted currently, including the Fast Charging Infrastructure program in California. These credits are generated through charging station operations based on the volume of kWh sold. We earn additional revenue through the sale of these credits to buyers obligated to purchase the credits to comply with the program mandates.
- *Network Revenue, OEM:* This revenue stream represents revenue related to contracts that have significant charger infrastructure build programs, which represent set-up costs under ASC 606. Proceeds from these contracts are allocated to performance obligations including branding, memberships, reservations and the expiration of unused charging credits. Revenues from branding are recognized over time as the services are performed and measurement is recognized straight-line over the performance period. For memberships and reservations, revenue is recognized over time and measured based on the charging activity of subscriber members at each measurement period. Any unused charging credits are recognized as breakage using the proportional method or, for programs where there is not enough information to determine the pattern of rights exercised by the customer, the remote method.

We generate non-charging network revenue from the following streams:

- *eXtend Revenue:* Through EVgo eXtend, we provide hardware, design, and construction services for charging sites, as well as ongoing operations, maintenance and networking and software integration solutions, while customers purchase and retain ownership of the charging assets. Existing customers with EVgo accounts are able to access eXtend chargers through our mobile app, among other options. For some EVgo eXtend customers, we also provide grant application support and related services.
- *Ancillary Revenue:* In addition to offering access to our public network, we offer dedicated charging solutions to autonomous vehicle and other fleets. Through our fleet offerings, we develop, build, and service charging assets for fleets, including through off-site charging hubs that we have secured without requiring a fleet to directly incur capital expenditures. We offer a variety of pricing models for dedicated charging solutions, including a mix of volumetric commitments and variable and fixed payments for provision of charging services. We enter into operating and sales-type leases with our dedicated fleet customers. We also offer a variety of software-driven digital, development and operations services to customers. These offerings currently include customization of digital applications, charging data integration, loyalty programs, access to chargers behind parking lot or garage pay gates, microtargeted advertising and charging reservations as well as all services provided under PlugShare such as data, research and advertising services.

### **Key Components of Results of Operations**

#### **Revenue**

Our revenue is generated across various business lines. The majority of our revenue is generated from the sale of charging services, which are comprised of retail, commercial and OEM business lines, and our eXtend offering. In addition, we generate ancillary revenue through services provided to dedicated fleets, which includes both operating and sales-type lease structures, the sale of data services and consumer retail services. We also offer network services to

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OEM customers, including branding and memberships. Finally, as a result of owning and operating the EV charging stations, we earn regulatory credits such as LCFS credits, which are sold to generate additional revenue.

### **Cost of Sales**

*Charging Network.* Charging network cost of sales consists primarily of energy usage fees, site operating and maintenance expenses, network charges, warranty and repair services, and site lease and related expenses associated with the EVgo Public Network.

*Other.* Other cost of sales is primarily related to costs associated with the eXtend and dedicated charging businesses, the sale of data services, and other ancillary services.

*Depreciation, Net of Capital-Build Amortization.* Depreciation, net of capital-build amortization, consists of depreciation related to property and equipment associated with charging equipment and installation and is partially offset by the amortization of capital-build liabilities associated with third-party funding received for charging stations and other programs.

### **Gross Profit (Loss) and Gross Margin**

Gross profit (loss) consists of our revenue less our total cost of sales. Gross margin is gross profit (loss) as a percentage of revenue.

### **Operating Expenses**

*General and Administrative.* General and administrative expenses primarily consist of payroll and related personnel expenses, IT and office services, customer service, office rent expense and professional services. We expect our general and administrative expenses to increase in absolute dollars as we continue to grow our business. We also expect to continue to incur additional expenses related to compliance and reporting obligations pursuant to the rules and regulations of the SEC and the DOE Loan, general insurance and directors' and officers' insurance, investor relations and other professional services.

*Depreciation, Amortization and Accretion.* Depreciation, amortization and accretion consists of depreciation related to property, equipment and software not associated with charging equipment and, therefore, not included in the depreciation, net of capital-build amortization expenses recorded in cost of sales. This also includes amortization of intangible assets and accretion related to our asset retirement obligations.

### **Operating Profit (Loss) and Operating Margin**

Operating profit (loss) consists of our gross profit (loss) less total operating expenses. Operating margin is operating profit (loss) as a percentage of revenue.

### **Interest Expense**

Interest expense consists of interest expense from the amortization of deferred debt issuance costs and interest expense incurred on long-term debt, net of amounts capitalized.

### **Interest Income**

Interest income consists primarily of interest earned on cash, cash equivalents and restricted cash.

***Change in Fair Values of Warrant and Earnout Liabilities***

The change in the fair values of the warrant and earnout liabilities reflects the mark-to-market adjustments associated with Warrants to purchase shares of our common stock and earnout liabilities for each reporting period.

***Income Taxes***

Our provision for income taxes consists primarily of income taxes related to federal and state jurisdictions where business is conducted related to our ownership in EVgo OpCo.

***Net Earnings (Loss) Attributable to Redeemable Noncontrolling Interest***

Net earnings (loss) attributable to redeemable noncontrolling interest represents the share of net earnings or loss that is attributable to the holder of our Class B common stock, which is EVgo Holdings.

**Key Performance Indicators**

Our management uses several performance metrics to manage the business and evaluate financial and operating performance:

***Network Throughput on the EVgo Public Network***

Network throughput represents the total amount of GWh consumed on the EVgo Public Network. We typically monitor GWh sales by three components: business line, customer and customer type. We believe monitoring of component trends and contributions is the appropriate way to monitor and measure business-related health.

***Number of DC Stalls on the EVgo Public Network***

One stall can charge one vehicle at a time. There are certain configurations of our sites where one DC charger is capable of charging only one vehicle at a time; all chargers at such a site are counted as one stall per one charger. There are certain configurations of our sites where one DC charger is capable of charging two vehicles simultaneously; all chargers at such a site are counted as two stalls per one charger.

The following table presents network throughput and the number of DC Stalls on the EVgo Public Network:

	June 30,	
	2025	2024
Network throughput on the EVgo Public Network (GWh) for the three months ended <sup>1</sup>	88	65
Network throughput on the EVgo Public Network (GWh) for the six months ended <sup>1,2</sup>	172	117
Number of DC Stalls on the EVgo Public Network (in thousands) as of	3.5	3.1

<sup>1</sup> During the fourth quarter of 2024, network throughput and DC Stalls were updated to represent the EVgo Public Network. Previously reported amounts have been updated to conform to the current presentation.

<sup>2</sup> Numbers may not recalculate on a year-to-date basis due to rounding.

**Factors Affecting Our Operating Results**

We believe that our performance and future success depend on a number of factors, including those discussed below and in Part II, Item 1A, “Risk Factors.”

### ***EV Sales***

Our revenue growth is largely a result of the adoption and continued acceptance and usage of passenger and commercial EVs, which we believe drives the demand for electricity, charging infrastructure and charging services. The market for EVs is still rapidly evolving and, although demand for EVs has grown in recent years, there is no guarantee of such future demand. Additionally, as demand increases, the supply must keep pace for adoption to continue to accelerate at a rapid pace. Factors impacting the adoption of EVs include perceptions about EV features, quality, safety, performance and cost; perceptions about the limited range over which EVs may be driven on a single battery charge; availability of services for EVs; consumers' perception about the convenience, speed, reliability and cost of EV charging; volatility in the price of gasoline and diesel; EV supply chain shortages and disruptions including, but not limited to, availability of certain components (e.g., semiconductors and critical raw materials necessary for the production of EVs and EV batteries), the ability of EV OEMs to ramp-up EV production and/or allocate sufficient quantities of EV models to the U.S. market; domestic content requirements or other policy constraints; availability of batteries and battery materials; availability, cost and desirability of other alternative fuel vehicles, including plug-in hybrid EVs and high fuel-economy gasoline and diesel-powered vehicles; increases in fuel efficiency; regulations applicable to vehicle emissions and fuel economy; and availability of federal and state credits for EV purchases. In addition, macroeconomic factors could impact demand for EVs, particularly since the sales price of EVs can be more expensive than traditional gasoline-powered vehicles. If the market for EVs does not develop as expected or if there is any slowdown or delay in overall adoption of EVs, our business, financial condition and results of operations may be materially and adversely affected.

### ***Electrification of Fleets***

We face competition in the emerging fleet electrification segment, including from certain fleet customers who may opt to install and own charging equipment on their property; however, we believe our unique set of offerings to fleets and our existing charging network position us advantageously to win business from fleets. Fleet owners are generally more sensitive to the total cost of ownership of a vehicle than private-vehicle owners. As such, electrification of vehicle fleets may occur more slowly or more rapidly than management forecasts based on the cost to purchase, operate and maintain EVs and the general availability of such vehicles relative to those of internal combustion engine vehicles. Our ability and our competitors' ability to offer competitive charging services and value-added ancillary services may impact the pace at which fleets electrify and may impact our ability to capture market share in fleets. Additionally, federal, state and local government support and regulations directed at fleets (or lack thereof) may accelerate or delay fleet electrification and increase or reduce our business opportunity.

### ***Competition***

The EV charging industry is increasingly competitive. The principal competitive factors in the industry include charger count, locations, accessibility and reliability; charger connectivity to EVs and ability to charge widely adopted standards; speed of charging relative to expected vehicle dwell times at a location; DCFC network reliability, scale and local density; software-enabled service offerings and overall customer experience; operator brand, track record and reputation; access to equipment vendors and service providers; policy incentives; and pricing. Existing competitors may expand their product offerings and sales strategies, new competitors may enter the market and certain fleet customers may choose to install and operate their own charging infrastructure. If our market share decreases due to increased competition, our revenue and ability to generate profits in the future may be impacted.

### ***Geopolitical and Macroeconomic Environment***

The current administration has initiated, and may continue to initiate, a series of new policies, including but not limited to tariffs and global trade initiatives, tax laws and environmental policies, which may impact our business. During the last several years, the global economy has experienced disruption and sustained volatility due to a number of factors, such as the conflicts in Ukraine and the Middle East, which have led to disruptions, instability and volatility in global

markets and industries and will likely continue to lead to geopolitical instability, market uncertainty and supply disruptions.

Additionally, uncertainties in trade policy, including the implementation of tariffs and the resulting creating or expansion of potential trade wars between countries in which we source our components, and recent inflationary pressures have resulted in, and may continue to result in, increases to the costs of charging equipment and personnel, which could in turn cause capital expenditures and operating costs to rise. We continue to analyze the impact that existing tariffs have on our business and actions we can take to minimize their impact, while also monitoring for any changes to such tariffs or implementation of potential new tariffs. We remain vigilant of factors that may have the effect of raising the cost of capital and depressing economic growth.

The current economic environment remains uncertain, and the extent to which our operating and financial results for future periods will be impacted by the conflicts in Ukraine, Iran, Israel and the broader Middle East region, rates of inflation, instability in the financial services sector, supply-chain disruptions, governmental implementation of tariffs or other changes in restrictions on trade and efforts to reduce inflation and any recession will largely depend on future developments, which are highly uncertain and cannot be reasonably estimated at this time. In addition, continued long lead times of grid equipment such as transformers may impact our development cycle.

#### ***Government Mandates, Incentives and Programs***

The U.S. federal government and some state and local governments, as well as utilities, provide incentives to end users and owners of EVs and EV charging stations in the form of rebates, tax credits, low-cost funding and other financial incentives, such as payments for regulatory credits. These governmental rebates, tax credits and other financial incentives significantly lower the effective price of EVs and EV charging stations and to otherwise financially support these industries. However, these incentives may expire on a particular date, end when the allocated funding is exhausted, or may be reduced or terminated as a matter of regulatory or legislative policy, which if pursued, could impact the availability or value of these grants and/or tax provisions. Any reduction in rebates, tax credits or other financial incentives available to EVs or EV charging stations could negatively affect the EV market and adversely impact our business operations and expansion potential.

The OBBBA, signed into law on July 4, 2025, makes permanent key elements of the Tax Cuts and Jobs Act of 2017, including 100% bonus depreciation, domestic research cost expensing, and the business interest expense limitation. We are currently do not expect the OBBBA to have a material impact on our condensed consolidated financial statements.

#### ***Government EV Initiatives***

The U.S. federal government and some state and local governments provide incentives to end users and owners of EVs and EV charging stations in the form of rebates, tax credits, low-cost funding and other financial incentives that promote EV adoption and related EV charging infrastructure. However, tax incentives may expire, grant programs will end when the allocated funding from the IIJA or other funding sources are exhausted or may be impacted as a matter of potential change in regulatory or legislative policy. In particular, OBBBA will lead to a sunset of federal incentives for EV purchases after September 30, 2025, and the federal tax credits for alternative fuels such as EV charging will terminate for any locations placed in service after June 30, 2026.

In addition to state and federal incentives, utilities offer rebates or other incentive programs, typically called “make-ready” programs, to incentivize the development of EV charging infrastructure. These are not impacted by changes in federal policy.

### ***Technology Risks***

We rely on numerous internally developed technologies, including through a joint development agreement with Delta, and externally sourced hardware and software technologies to operate our network and generate earnings. We engage a variety of third-party vendors for non-proprietary hardware and software components and software-as-a-service elements. Our ability to continue to integrate our technology stack with technological advances in the wider EV ecosystem including EV model characteristics, charging standards, charging hardware, software and battery chemistries and value-added customer services will determine our sustained competitiveness in offering charging services. There is a risk that some or all of the components of the EV technology ecosystem will become obsolete and that we will be required to make significant investments to continue to effectively operate our business. For example, SAE International, a standards-developing organization for automotive engineering professionals, has recently approved the SAE J3400 industry standard (also known as NACS) for production. We began adding NACS connectors to our fast-charging network in early 2025 and intend to continue this effort; however, continued integration of NACS connectors in future charger installations and on certain existing chargers will require investment and management attention to select chargers which properly balance expectations of existing customers while attracting new users who prefer to use NACS connectors.

Management believes that our business model is well-positioned to enable us to remain technology-, vendor- and OEM-agnostic over time and allow the business to remain competitive regardless of long-term technological shifts in EVs, batteries or modes of charging.

### ***Sales of Regulatory Credits***

We derive revenue from selling regulatory credits earned for participating in LCFS programs, or other similar carbon or emissions trading schemes, in various jurisdictions in the U.S. The sale of these credits is based on market prices. These credits are exposed to various market and supply and demand dynamics which can drive price volatility and which are difficult to predict. Price fluctuations in credits may have a material effect on future results of operations. The availability of such credits depends on continued governmental support for these programs. If these programs are modified, reduced or eliminated, our ability to generate this revenue in the future would be adversely impacted. We are currently monitoring the impact of a set of amendments to strengthen California's LCFS program, which went into effect on July 1, 2025. In addition to California, we are also monitoring implementation of New Mexico's program and a number of Clean Fuels proposals being contemplated in state legislatures across the U.S.

### ***Seasonality***

We believe that EV charging is subject to seasonality related to driving, travel and economic activity that impacts demand for charging. For example, Americans typically drive more miles in the summer months and fewer in the winter months, especially in January and February. Our rideshare drivers also typically experience lower activity levels in the first quarter. Lastly, we experience seasonality in our electric costs as many electric utilities charge higher rates in the summer (typically defined as a four-month period starting in June), than the rest of the year.

**Results of Operations for the Three Months Ended June 30, 2025 and 2024**

The table below presents our results of operations:

(in thousands)	Three Months Ended June 30,		Change	
	2025	2024	\$	%
Revenue				
Charging, retail	\$ 32,779	\$ 22,336	\$ 10,443	47 %
Charging, commercial <sup>1</sup>	8,573	6,176	2,397	39 %
Charging, OEM	7,908	3,638	4,270	117 %
Regulatory credit sales	2,450	1,749	701	40 %
Network, OEM	118	1,627	(1,509)	(93)%
Total charging network	51,828	35,526	16,302	46 %
eXtend	37,385	27,667	9,718	35 %
Ancillary <sup>1</sup>	8,817	3,426	5,391	157 %
Total revenue	98,030	66,619	31,411	47 %
Cost of sales				
Charging network <sup>1</sup>	32,545	23,056	9,489	41 %
Other <sup>1</sup>	37,235	26,016	11,219	43 %
Depreciation, net of capital-build amortization	14,342	11,149	3,193	29 %
Total cost of sales	84,122	60,221	23,901	40 %
Gross profit	13,908	6,398	7,510	117 %
Operating expenses				
General and administrative	40,596	33,827	6,769	20 %
Depreciation, amortization and accretion	4,124	4,958	(834)	(17)%
Total operating expenses	44,720	38,785	5,935	15 %
Operating loss	(30,812)	(32,387)	1,575	5 %
Other income (expense)				
Interest expense	(909)	—	(909)	*
Interest income	1,718	2,064	(346)	(17)%
Other income (expense), net	5	(8)	13	163 %
Change in fair value of earnout liability	(180)	101	(281)	(278)%
Change in fair value of warrant liabilities	360	677	(317)	(47)%
Total other income, net	994	2,834	(1,840)	(65)%
Loss before income tax expense	(29,818)	(29,553)	(265)	(1)%
Income tax expense	(3)	(57)	54	95 %
Net loss	(29,821)	(29,610)	(211)	(1)%
Less: net loss attributable to redeemable noncontrolling interest	(16,823)	(19,233)	2,410	13 %
Net loss attributable to Class A common stockholders	<u>\$ (12,998)</u>	<u>\$ (10,377)</u>	<u>\$ (2,621)</u>	<u>(25)%</u>
Gross margin	14.2 %	9.6 %		
Operating margin	(31.4) %	(48.6) %		
Network throughput (GWh) on the EVgo Public Network	88	65		
Number of DC Stalls on the EVgo Public Network (in thousands) as of	3.5	3.1		

\* Percent not meaningful.

<sup>1</sup> During the fourth quarter of 2024, we reclassified revenues earned through our dedicated charging solutions to fleets from commercial charging revenue to ancillary revenue. In addition, the associated costs for those revenues were reclassified from charging network cost of sales to other cost of sales. Previously reported amounts have been updated to conform to the current period presentation.

## **Revenue**

Total revenue for the three months ended June 30, 2025 increased \$31.4 million, or 47%, to \$98.0 million compared to \$66.6 million for the three months ended June 30, 2024. As further discussed below, the increase in revenue was primarily due to a \$10.4 million increase in retail charging revenue, a \$9.7 million increase in eXtend revenue, and a \$5.4 million increase in ancillary revenue, and a \$4.3 million increase in OEM charging revenue.

*Charging Revenue, Retail.* Charging revenue, retail, for the three months ended June 30, 2025 increased \$10.4 million, or 47%, to \$32.8 million compared to \$22.3 million for the three months ended June 30, 2024. Period-over-period growth was primarily due to increases in pricing and an overall increase in throughput volume from a greater number of customers.

*Charging Revenue, Commercial.* Charging revenue, commercial, for the three months ended June 30, 2025 increased \$2.4 million, or 39%, to \$8.6 million compared to \$6.2 million for the three months ended June 30, 2024. Period-over-period growth was primarily due to higher charging volumes from a greater number of public fleet customers, more throughput per customer and increases in pricing.

*Charging Revenue, OEM.* Charging revenue, OEM, for the three months ended June 30, 2025 increased \$4.3 million, or 117%, to \$7.9 million compared to \$3.6 million for the three months ended June 30, 2024. Period-over-period growth was primarily due to a greater number of customer enrollments from our OEM partners.

*Regulatory Credit Sales.* Regulatory credit sales for the three months ended June 30, 2025 increased \$0.7 million, or 40%, to \$2.5 million compared to \$1.7 million for the three months ended June 30, 2024 due to increased throughput resulting in additional credit generation.

*Network Revenue, OEM.* Network revenue, OEM, for the three months ended June 30, 2025 decreased \$1.5 million, or 93%, to \$0.1 million compared to \$1.6 million for the three months ended June 30, 2024. The period-over-period decrease was primarily due to decreased breakage realized during the three months ended June 30, 2025 related to an OEM program that ended during the three months ended June 30, 2025.

*eXtend Revenue.* eXtend revenue for the three months ended June 30, 2025 increased \$9.7 million, or 35%, to \$37.4 million compared to \$27.7 million for the three months ended June 30, 2024. The increase was primarily due to a \$9.9 million increase in equipment sales and a \$0.6 million increase in consulting revenue, partially offset by \$1.4 million decrease in lower construction projects in process or completed in the current period compared to the same prior-year period.

*Ancillary Revenue.* Ancillary revenue for the three months ended June 30, 2025 increased \$5.4 million, or 157%, to \$8.8 million compared to \$3.4 million for the three months ended June 30, 2024. The increase was primarily due to \$5.3 million of revenue recognized from a sales-type lease arrangement with a dedicated fleet customer during the three months ended June 30, 2025 combined with a \$0.7 million increase in other revenue for dedicated fleet customers, partially offset by a \$0.3 million decrease in research revenue and a \$0.2 million decrease in licensing revenue compared to the same prior-year period.

## **Cost of Sales**

*Charging Network.* Charging network cost of sales for the three months ended June 30, 2025 increased \$9.5 million, or 41%, to \$32.5 million compared to \$23.1 million for the three months ended June 30, 2024. The increase in charging network cost was primarily due to a \$5.9 million increase in energy costs resulting from increased throughput, a \$2.2 million increase in maintenance costs, and a \$0.9 million increase in fixed site-related costs due to the growth of our charging network.

*Other.* Other cost of sales for the three months ended June 30, 2025 increased \$11.2 million, or 43%, to \$37.2 million compared to \$26.0 million for the three months ended June 30, 2024. The increase in other cost of sales was primarily due to an \$8.4 million increase to support our eXtend revenue and a \$2.8 million in costs for a sales-type lease arrangement with a dedicated fleet customer, which were partially offset by a \$0.3 million decrease in costs related to ancillary construction revenue.

*Depreciation, Net of Capital-Build Amortization.* Depreciation, net of capital-build amortization, for the three months ended June 30, 2025 increased \$3.2 million, or 29%, to \$14.3 million compared to \$11.1 million for the three months ended June 30, 2024 due to the growth of our charging network.

#### **Gross Profit and Gross Margin**

Gross profit for the three months ended June 30, 2025 increased \$7.5 million to \$13.9 million, compared to \$6.4 million for the three months ended June 30, 2024. Gross margin for the three months ended June 30, 2025 and 2024 was 14.2% and 9.6%, respectively.

#### **Operating Expenses**

*General and Administrative Expenses.* General and administrative expenses for the three months ended June 30, 2025 increased \$6.8 million, or 20%, to \$40.6 million compared to \$33.8 million for the three months ended June 30, 2024. The increase was primarily driven by a \$4.3 million increase in payroll costs due to the increase in headcount, a \$2.0 million increase in impairment expense, and a \$0.9 million increase in software costs.

*Depreciation, Amortization and Accretion.* Depreciation, amortization and accretion expenses for the three months ended June 30, 2025 decreased \$0.8 million, or 17%, to \$4.1 million compared to \$5.0 million for the three months ended June 30, 2024. The decrease was primarily due to \$0.7 million in decreased amortization related to intangible assets, and a \$0.3 million decrease in amortization related to software.

#### **Operating Loss and Operating Margin**

During the three months ended June 30, 2025, we had an operating loss of \$30.8 million, an improvement of \$1.6 million, or 5%, compared to \$32.4 million for the three months ended June 30, 2024. Operating margin for the three months ended June 30, 2025 was negative 31.4% compared to negative 48.6% for the three months ended June 30, 2024 primarily due to improved gross margin and improved leveraging of operating expenses.

#### **Interest Expense**

Interest expense for the three months ended June 30, 2025 was \$0.9 million, due to \$1.4 million in paid-in-kind interest and \$0.3 million from the amortization of deferred debt issuance costs related to our DOE Loan entered into in December 2024, partially offset by capitalized interest of \$0.8 million. There was no interest expense incurred during the three months ended June 30, 2024.

#### **Interest Income**

Interest income for the three months ended June 30, 2025 decreased \$0.3 million, or 17%, to \$1.7 million compared to \$2.1 million for the three months ended June 30, 2024. The decrease was primarily due to the decreased cash held by us and lower interest rates during the three months ended June 30, 2025 compared to the same prior-year period.

#### **Other Income (Expense), Net**

Other income (expense), net, for the three months ended June 30, 2025 and 2024 was de minimis.

***Changes in Fair Values of Warrant and Earnout Liabilities***

For the three months ended June 30, 2025, there was a \$0.2 million gain resulting from the change in fair values of warrant and earnout liabilities compared to a \$0.8 million gain for the three months ended June 30 2024. The change between periods was primarily due to a smaller decrease in the fair value of the warrant and earnout liabilities during the three months ended June 30, 2025 compared to the same prior year period. See “*Part I, Item 1: Financial Statements – Note 11 – Fair Value Measurements*” for more information.

***Income Taxes***

For the three months ended June 30, 2025 and 2024, our income taxes and effective tax rates were de minimis. As of June 30, 2025 and 2024, we maintained a full valuation allowance on our net deferred tax assets.

***Net Loss Attributable to Class A Common Stockholders***

Net loss attributable to Class A common stockholders for the three months ended June 30, 2025 was \$13.0 million, compared to \$10.4 million for the three months ended June 30 2024. The increase was primarily driven by a \$2.4 million decrease in net loss attributable to redeemable noncontrolling interest as a result of their decreased ownership percentage impacted by the redemption of OpCo Units, which occurred in December 2024 and a \$1.8 million decrease in other income, net, partially offset by the \$1.6 million improvement in our operating loss compared to the same prior-year period.

**Results of Operations for the Six Months Ended June 30, 2025 and 2024**

The table below presents our results of operations:

(dollars in thousands)	Six Months Ended June 30,		Change	
	2025	2024	\$	%
<b>Revenue</b>				
Charging, retail	\$ 62,794	\$ 40,662	\$ 22,132	54 %
Charging, commercial <sup>1</sup>	16,356	11,283	5,073	45 %
Charging, OEM	13,166	6,370	6,796	107 %
Regulatory credit sales	5,236	3,783	1,453	38 %
Network, OEM	1,374	5,050	(3,676)	(73)%
Total charging network	98,926	67,148	31,778	47 %
eXtend	60,873	46,818	14,055	30 %
Ancillary <sup>1</sup>	13,518	7,811	5,707	73 %
Total revenue	173,317	121,777	51,540	42 %
<b>Cost of sales</b>				
Charging network <sup>1</sup>	62,154	41,766	20,388	49 %
Other <sup>1</sup>	57,635	45,264	12,371	27 %
Depreciation, net of capital-build amortization	30,297	21,508	8,789	41 %
Total cost of sales	150,086	108,538	41,548	38 %
Gross profit	23,231	13,239	9,992	75 %
<b>Operating expenses</b>				
General and administrative	79,224	68,053	11,171	16 %
Depreciation, amortization and accretion	8,219	9,943	(1,724)	(17)%
Total operating expenses	87,443	77,996	9,447	12 %
Operating loss	(64,212)	(64,757)	545	1 %
<b>Other income</b>				
Interest expense	(1,426)	—	(1,426)	*
Interest income	3,412	4,337	(925)	(21)%
Other expense, net	—	(17)	17	100 %
Change in fair value of earnout liability	568	309	259	84 %
Change in fair value of warrant liabilities	5,704	2,395	3,309	138 %
Total other income, net	8,258	7,024	1,234	18 %
Loss before income tax expense	(55,954)	(57,733)	1,779	3 %
Income tax expense	(94)	(70)	(24)	(34)%
Net loss	(56,048)	(57,803)	1,755	3 %
Less: net loss attributable to redeemable noncontrolling interest	(31,688)	(37,593)	5,905	16 %
Net loss attributable to Class A common stockholders	\$ (24,360)	\$ (20,210)	\$ (4,150)	(21)%
<b>Gross margin</b>	13.4 %	10.9 %		
<b>Operating margin</b>	(37.0)%	(53.2)%		
<b>Network throughput (GWh) on the EVgo Public Network</b>	172	117		
<b>Number of DC Stalls on the EVgo Public Network (in thousands) as of</b>	3.5	3.1		

\* Percent not meaningful.

<sup>1</sup> During the year ended December 31, 2024, the Company reclassified revenues earned through its dedicated charging solutions to fleets from commercial charging revenue to ancillary revenue. In addition, the associated costs for those revenues were reclassified from charging network cost of sales to other cost of sales. Previously reported amounts have been updated to conform to the current period presentation.

## **Revenue**

Total revenue for the six months ended June 30, 2025 increased \$51.5 million, or 42%, to \$173.3 million compared to \$121.8 million for the six months ended June 30, 2024. As further discussed below, the increase in revenue was primarily due to a \$22.1 million increase in retail charging revenue, a \$14.1 million increase in eXtend revenue, a \$6.8 million increase in OEM charging revenue, a \$5.7 million increase in ancillary revenue, and a \$5.1 million increase in commercial charging revenue.

*Charging Revenue, Retail.* Charging revenue, retail, for the six months ended June 30, 2025 increased \$22.1 million, or 54%, to \$62.8 million compared to \$40.7 million for the six months ended June 30, 2024. Period-over-period growth was primarily due to an overall increase in throughput volume from a greater number of customers and more throughput per customer.

*Charging Revenue, Commercial.* Charging revenue, commercial, for the six months ended June 30, 2025 increased \$5.1 million, or 45%, to \$16.4 million compared to \$11.3 million for the six months ended June 30, 2024. Period-over-period growth was primarily due to higher charging volumes from a greater number of public fleet customers and more throughput per customer.

*Charging Revenue, OEM.* Charging revenue, OEM, for the six months ended June 30, 2025 increased \$6.8 million, or 107%, to \$13.2 million compared to \$6.4 million for the six months ended June 30, 2024. Period-over-period growth was primarily due to a greater number of customer enrollments from our OEM partners and higher throughput per customer.

*Regulatory Credit Sales.* Regulatory credit sales for the six months ended June 30, 2025 increased \$1.5 million, or 38%, to \$5.2 million compared to \$3.8 million for the six months ended June 30, 2024 due to increased throughput resulting in additional credit generation.

*Network Revenue, OEM.* Network revenue, OEM, for the six months ended June 30, 2025 decreased \$3.7 million, or 73%, to \$1.4 million compared to \$5.1 million for the six months ended June 30, 2024. The period-over-period decrease was primarily due to decreased breakage realized during the six months ended June 30, 2025 related to an OEM program that ended in 2025.

*eXtend Revenue.* eXtend revenue for the six months ended June 30, 2025 increased \$14.1 million, or 30%, to \$60.9 million compared to \$46.8 million for the six months ended June 30, 2024. The increase was primarily due to a \$10.4 million increase due to more construction projects in process or completed and, to a lesser extent, an increase due to the recognition of certain construction change order costs that were incurred in a prior year, an increase of \$1.9 million in equipment sales, a \$0.9 million increase in operating and maintenance revenue, and a \$0.9 million increase in consulting revenue compared to the same prior-year period.

*Ancillary Revenue.* Ancillary revenue for the six months ended June 30, 2025 increased \$5.7 million, or 73%, to \$13.5 million compared to \$7.8 million for the six months ended June 30, 2024. The increase was primarily due to \$5.3 million of revenue recognized from a sales-type lease arrangement with a dedicated fleet customer during the six months ended June 30, 2025 combined with a \$3.0 million increase in other revenue from dedicated fleet customers, partially offset by a \$1.4 million decrease in equipment sales and a \$0.7 million decrease in construction revenue compared to the same prior-year period.

## **Cost of Sales**

*Charging Network.* Charging network cost of sales for the six months ended June 30, 2025 increased \$20.4 million, or 49%, to \$62.2 million compared to \$41.8 million for the six months ended June 30, 2024. The increase in charging network cost was primarily due to a \$13.2 million increase in energy costs resulting from increased throughput, a \$3.9

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million increase in maintenance costs, and a \$2.3 million increase in site-related costs due to the growth of our charging network.

*Other.* Other cost of sales for the six months ended June 30, 2025 increased \$12.4 million, or 27%, to \$57.6 million compared to \$45.3 million for the six months ended June 30, 2024. The increase in other cost of sales was primarily due to a \$10.8 million increase in costs to support our eXtend revenue and \$2.8 million of cost of sales recognized from a sales-type lease arrangement with a dedicated fleet customer, which were partially offset by a \$1.7 million decrease in costs related to ancillary construction and equipment sales compared to the same prior-year period.

*Depreciation, Net of Capital-Build Amortization.* Depreciation, net of capital-build amortization, for the six months ended June 30, 2025 increased \$8.8 million, or 41%, to \$30.3 million compared to \$21.5 million for the six months ended June 30, 2024 due to the growth of our charging network.

### **Gross Profit and Gross Margin**

Gross profit for the six months ended June 30, 2025 increased \$10.0 million to \$23.2 million, compared to \$13.2 million for the six months ended June 30, 2024. Gross margin for the six months ended June 30, 2025 and 2024 was 13.4% and 10.9%, respectively.

### **Operating Expenses**

*General and Administrative Expenses.* General and administrative expenses for the six months ended June 30, 2025 increased \$11.2 million, or 16%, to \$79.2 million compared to \$68.1 million for the six months ended June 30, 2024. The increase was primarily driven by a \$10.9 million increase in payroll costs due to an increase in headcount and a \$1.4 million increase in software costs compared to the same prior-year period.

*Depreciation, Amortization and Accretion.* Depreciation, amortization and accretion expenses for the six months ended June 30, 2025 decreased \$1.7 million, or 17%, to \$8.2 million compared to \$9.9 million for the six months ended June 30, 2024. The decrease was primarily due to a \$1.3 million decrease in amortization related to intangible assets and a \$0.8 million decrease in amortization related to software.

### **Operating Loss and Operating Margin**

During the six months ended June 30, 2025, we had an operating loss of \$64.2 million, an improvement of \$0.5 million, or 1%, compared to \$64.8 million for the six months ended June 30, 2024. Operating margin for the six months ended June 30, 2025 was negative 37.0% compared to negative 53.2% for the six months ended June 30, 2024 primarily due to improved gross margin and improved leveraging of operating expenses.

### **Interest Expense**

Interest expense for the six months ended June 30, 2025 was \$1.4 million, due to \$2.4 million in paid-in-kind interest and \$0.7 million from the amortization of deferred debt issuance costs related to our DOE Loan, which was entered into in December 2024, partially offset by capitalized interest of \$1.6 million. There was no interest expense incurred during the six months ended June 30, 2024.

### **Interest Income**

Interest income for the six months ended June 30, 2025 decreased \$0.9 million, or 21%, to \$3.4 million compared to \$4.3 million for the six months ended June 30, 2024. The decrease was primarily due to the decreased cash held by us and lower interest rates during the six months ended June 30, 2025 compared to the same prior-year period.

***Other Expense, Net***

Other expense, net, for the six months ended June 30, 2025 and 2024 was de minimis.

***Changes in Fair Values of Warrant and Earnout Liabilities***

For the six months ended June 30, 2025, there was a \$6.3 million gain resulting from the change in fair values of warrant and earnout liabilities compared to a \$2.7 million gain for the six months ended June 30, 2024. The change between periods was primarily due to a larger decrease in the fair value of the warrant and earnout liabilities during the six months ended June 30, 2025 compared to the same prior year period.

***Income Taxes***

For the six months ended June 30, 2025 and 2024, our income taxes and effective tax rates were de minimis. As of June 30, 2025 and 2024, we maintained a full valuation allowance on our net deferred tax assets.

***Net Loss Attributable to Class A Common Stockholders***

Net loss attributable to Class A common stockholders for the six months ended June 30, 2025 was \$24.4 million, compared to \$20.2 million for the six months ended June 30, 2024. The increase was primarily driven by the decreased net loss attributable to redeemable noncontrolling interest as a result of their decreased ownership percentage impacted by the redemption of OpCo Units, which occurred in December 2024, partially offset by the \$1.2 million increase in other income, net.

**Non-GAAP Financial Measures**

This Quarterly Report includes the following non-GAAP financial measures, in each case as defined below: “Charging Network Gross Profit,” “Charging Network Gross Margin,” “Adjusted Cost of Sales,” “Adjusted Cost of Sales as a Percentage of Revenue,” “Adjusted Gross Profit (Loss),” “Adjusted Gross Margin,” “Adjusted General and Administrative Expenses,” “Adjusted General and Administrative Expenses as a Percentage of Revenue,” “EBITDA,” “EBITDA Margin,” “Adjusted EBITDA,” “Adjusted EBITDA Margin,” and “Capital Expenditures, Net of Capital Offsets.” With respect to Capital Expenditures, Net of Capital Offsets, pursuant to the terms of certain OEM contracts, we are paid well in advance of when revenue can be recognized, and usually, the payment is tied to the number of stalls that commence operations under the applicable contractual arrangement while the related revenue is deferred at the time of payment and is recognized as revenue over time as we provide charging and other services to the OEM and the OEM’s customers. Our management therefore uses these measures internally to establish forecasts, budgets, and operational goals to manage and monitor our business, including the cash used for, and the return on, our investment in our charging infrastructure. We believe that these measures are useful to investors in evaluating our performance and help to depict a meaningful representation of the performance of the underlying business, enabling us to evaluate and plan more effectively for the future.

Charging Network Gross Profit, Charging Network Gross Margin, Adjusted Cost of Sales, Adjusted Cost of Sales as a Percentage of Revenue, Adjusted Gross Profit (Loss), Adjusted Gross Margin, Adjusted General and Administrative Expenses, Adjusted General and Administrative Expenses as a Percentage of Revenue, EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin and Capital Expenditures, Net of Capital Offsets are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. These measures should not be considered as measures of financial performance under GAAP and the items excluded from or included in these metrics are significant components in understanding and assessing our financial performance. These metrics should not be considered as alternatives to net income (loss) or any other performance measures derived in accordance with GAAP.

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We define Charging Network Gross Profit as total charging network revenue less charging network cost of sales. We define Charging Network Gross Margin as Charging Network Gross Profit divided by total charging network revenue. We define Adjusted Cost of Sales as cost of sales before: (i) depreciation, net of capital-build amortization, and (ii) share-based compensation. We define Adjusted Cost of Sales as a Percentage of Revenue as Adjusted Cost of Sales as a percentage of revenue. We define Adjusted Gross Profit (Loss) as revenue less Adjusted Cost of Sales. We define Adjusted Gross Margin as Adjusted Gross Profit (Loss) as a percentage of revenue. We define Adjusted General and Administrative Expenses as general and administrative expenses before (i) share-based compensation, (ii) loss on disposal of property and equipment, net of insurance recoveries, and impairment expense, (iii) bad debt expense (recoveries), and (iv) certain other items that we believe are not indicative of our ongoing performance. We define Adjusted General and Administrative Expenses as a Percentage of Revenue as Adjusted General and Administrative Expenses as a percentage of revenue. We define EBITDA as net income (loss) before (i) depreciation, net of capital-build amortization, (ii) amortization, (iii) accretion, (iv) interest expense, (v) interest income, and (vi) income tax expense (benefit). We define EBITDA Margin as EBITDA as a percentage of revenue. We define Adjusted EBITDA as EBITDA plus (i) share-based compensation, (ii) loss on disposal of property and equipment, net of insurance recoveries, and impairment expense, (iii) loss (gain) on investments, (iv) bad debt expense (recoveries), (v) change in fair value of earnout liability, (vi) change in fair value of warrant liabilities, and (vii) certain other items that we believe are not indicative of our ongoing performance. We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of revenue. We define Capital Expenditures, Net of Capital Offsets as capital expenditures adjusted for the following capital offsets: (i) all payments under OEM infrastructure agreements excluding any amounts directly attributable to OEM customer charging credit programs and pass-through of non-capital expense reimbursements, (ii) proceeds from capital-build funding and (iii) proceeds from the transfer of 30C income tax credits, net of transaction costs. The tables below present quantitative reconciliations of these measures to their most directly comparable GAAP measures as described in this paragraph.

The following unaudited table presents a reconciliation of Charging Network Gross Profit and Charging Network Gross Margin to the most directly comparable GAAP measures:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
<i>(dollars in thousands)</i>				
GAAP total charging network revenue <sup>1</sup>	\$ 51,828	\$ 35,526	\$ 98,926	\$ 67,148
GAAP charging network cost of sales <sup>1</sup>	32,545	23,056	62,154	41,766
Charging Network Gross Profit	<u>\$ 19,283</u>	<u>\$ 12,470</u>	<u>\$ 36,772</u>	<u>\$ 25,382</u>
Charging Network Gross Margin	<b>37.2%</b>	<b>35.1%</b>	<b>37.2%</b>	<b>37.8%</b>

<sup>1</sup> During the fourth quarter of 2024, we reclassified revenues earned through our dedicated charging solutions to fleets from commercial charging revenue to ancillary revenue. In addition, the associated costs for those revenues were reclassified from charging network cost of sales to other cost of sales. Previously reported amounts have been updated to conform to the current period presentation.

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The following unaudited table presents a reconciliation of Adjusted Cost of Sales, Adjusted Cost of Sales as a Percentage of Revenue, Adjusted Gross Profit and Adjusted Gross Margin to the most directly comparable GAAP measures:

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
GAAP revenue	\$ 98,030	\$ 66,619	\$ 173,317	\$ 121,777
GAAP cost of sales	84,122	60,221	150,086	108,538
GAAP gross profit	<u>\$ 13,908</u>	<u>\$ 6,398</u>	<u>\$ 23,231</u>	<u>\$ 13,239</u>
GAAP cost of sales as a percentage of revenue	85.8%	90.4%	86.6%	89.1%
GAAP gross margin	14.2%	9.6%	13.4%	10.9%
Adjusted Cost of Sales adjustments				
Depreciation, net of capital-build amortization	\$ 14,342	\$ 11,149	\$ 30,297	\$ 21,508
Share-based compensation	109	111	201	198
Total Adjusted Cost of Sales adjustments	<u>\$ 14,451</u>	<u>\$ 11,260</u>	<u>\$ 30,498</u>	<u>\$ 21,706</u>
Adjusted Cost of Sales	<u>\$ 69,671</u>	<u>\$ 48,961</u>	<u>\$ 119,588</u>	<u>\$ 86,832</u>
Adjusted Cost of Sales as a Percentage of Revenue	71.1%	73.5%	69.0%	71.3%
Adjusted Gross Profit	\$ 28,359	\$ 17,658	\$ 53,729	\$ 34,945
Adjusted Gross Margin	28.9%	26.5%	31.0%	28.7%

The following unaudited table presents a reconciliation of Adjusted General and Administrative Expenses and Adjusted General and Administrative Expenses as a Percentage of Revenue to the most directly comparable GAAP measures:

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
GAAP revenue	\$ 98,030	\$ 66,619	\$ 173,317	\$ 121,777
GAAP general and administrative expenses	\$ 40,596	\$ 33,827	\$ 79,224	\$ 68,053
GAAP general and administrative expenses as a percentage of revenue	41.4%	50.8%	45.7%	55.9%
Less adjustments:				
Share-based compensation	\$ 6,922	\$ 5,291	\$ 12,324	\$ 9,905
Loss on disposal of property and equipment, net of insurance recoveries, and impairment expense	3,319	2,757	4,518	5,497
Bad debt expense	58	81	651	311
Other <sup>1</sup>	—	66	140	2,218
Total adjustments	<u>10,299</u>	<u>8,195</u>	<u>17,633</u>	<u>17,931</u>
Adjusted General and Administrative Expenses	<u>\$ 30,297</u>	<u>\$ 25,632</u>	<u>\$ 61,591</u>	<u>\$ 50,122</u>
Adjusted General and Administrative Expenses as a Percentage of Revenue	30.9%	38.5%	35.5%	41.2%

<sup>1</sup> For the six months ended June 30, 2025, comprised primarily of nonrecurring professional fees related to the Secondary Offering, which closed on December 18, 2024. For the six months ended June 30, 2024, comprised primarily of costs related to the reorganization of our resources previously announced by us on January 17, 2024.

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The following unaudited table presents a reconciliation of EBITDA, EBITDA Margin, Adjusted EBITDA, and Adjusted EBITDA Margin to the most directly comparable GAAP measure:

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
GAAP revenue	\$ 98,030	\$ 66,619	\$ 173,317	\$ 121,777
GAAP net loss	\$ (29,821)	\$ (29,610)	\$ (56,048)	\$ (57,803)
GAAP net loss margin	(30.4%)	(44.4%)	(32.3%)	(47.5%)
EBITDA adjustments:				
Depreciation, net of capital-build amortization	14,417	11,288	30,456	21,764
Amortization	3,330	4,342	6,754	8,805
Accretion	719	477	1,306	882
Interest expense	909	—	1,426	—
Interest income	(1,718)	(2,064)	(3,412)	(4,337)
Income tax expense	3	57	94	70
EBITDA	(12,161)	(15,510)	(19,424)	(30,619)
EBITDA Margin	(12.4%)	(23.3%)	(11.2%)	(25.1%)
Adjusted EBITDA Adjustments:				
Share-based compensation	7,031	5,402	\$ 12,525	\$ 10,103
Loss on disposal of property and equipment, net of insurance recoveries, and impairment expense	3,319	2,757	4,518	5,497
Loss on investments	—	—	—	5
Bad debt expense	58	81	651	311
Change in fair value of earnout liability	180	(101)	(568)	(309)
Change in fair value of warrant liabilities	(360)	(677)	(5,704)	(2,395)
Other <sup>1</sup>	—	66	140	2,218
Total Adjusted EBITDA adjustments	10,228	7,528	11,562	15,430
Adjusted EBITDA	\$ (1,933)	\$ (7,982)	\$ (7,862)	\$ (15,189)
Adjusted EBITDA Margin	(2.0%)	(12.0%)	(4.5%)	(12.5%)

<sup>1</sup> For the six months ended June 30, 2025, comprised primarily of nonrecurring professional fees related to the Secondary Offering, which closed on December 18, 2024. For the six months ended June 30, 2024, comprised primarily of costs related to the reorganization of our resources previously announced by us on January 17, 2024.

The following unaudited table presents a reconciliation of Capital Expenditures, Net of Capital Offsets, to the most directly comparable GAAP measure:

(dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
GAAP capital expenditures	\$ 26,199	\$ 24,196	\$ 41,191	\$ 45,267
Less capital offsets:				
OEM infrastructure payments	\$ 1,898	\$ 5,956	\$ 6,873	\$ 11,782
Proceeds from capital-build funding	7,180	4,459	9,051	6,139
Total capital offsets	9,078	10,415	15,924	17,921
Capital Expenditures, Net of Capital Offsets	\$ 17,121	\$ 13,781	\$ 25,267	\$ 27,346

### **Liquidity and Capital Resources**

We have a history of operating losses and negative operating cash flows. As of June 30, 2025, we had \$183.4 million of cash, cash equivalents and restricted cash and working capital of \$134.2 million. As of December 31, 2024, we had \$120.5 million of cash, cash equivalents and restricted cash and working capital of \$94.0 million. Our net cash inflow for the six months ended June 30, 2025 was \$62.9 million. We believe our cash, cash equivalents, and restricted cash on hand as of June 30, 2025 are sufficient to meet our current working capital and capital expenditure requirements for a period of at least twelve months from the filing date of this Quarterly Report.

To date, our primary sources of liquidity have been cash flows from the CRIS Business Combination, revenues from our various revenue streams, government grants, proceeds from the transfer of 30C income tax credits, proceeds from sales of our Class A common stock, including under the ATM Program and an underwritten equity offering, loans and equity contributions from our previous owners, and borrowings under long-term debt arrangements. Our primary cash requirements include operating expenses, satisfaction of commitments to various counterparties and suppliers and capital expenditures (including property and equipment). Our principal uses of cash in recent periods have been funding our operations and investing in capital expenditures, including the purchase of EV chargers for installation.

#### ***DOE Loan***

On December 12, 2024, Swift Borrower entered into the Guarantee Agreement with the DOE as guarantor. See Part I, Item 1, “Financial Statements — Note 8 — Long-Term Debt” for additional information. The DOE Loan is structured as a senior secured loan facility of up to \$1.248 billion, consisting of \$1.05 billion of principal and up to \$193 million of capitalized interest. The DOE Loan provides that Swift Borrower may draw on the DOE Loan, each such draw, an Advance, at any time during the Availability Period. Advances under the DOE Loan are subject to the satisfaction of customary conditions, including certification of compliance with the loan documents and specified legal requirements and the ongoing accuracy of representations and warranties. As the current administration continues to review and adopt policies that impact the EV sector, there is a risk that changes in regulatory, executive or legislative policy could result in delays or otherwise unduly affect our ability to obtain further Advances under the DOE Loan.

As of June 30, 2025, Swift Borrower has \$960.2 million of principal remaining available to it that it can borrow, subject to the satisfaction of customary conditions. All proceeds from the DOE Loan will be used to reimburse us for up to 80% of certain costs associated with the construction, installation and deployment of approximately 7,500 new DC Stalls nationwide. At the closing of the DOE Loan, we contributed 1,594 DC Stalls from our existing public network to Swift Borrower as collateral and we may be required to contribute additional DC Stalls or cash to Swift Borrower from time to time. We, through our subsidiary, EVgo Services, will provide charge point operator services to Swift Borrower for the duration of the DOE Loan. Cash received from revenues generated from the contributed DC Stalls is restricted to ensure that we have sufficient funds to keep the contributed stations operational and make our required debt service and fee payments.

The DOE Loan matures on January 7, 2042. Beginning on March 15, 2030 and March 15, 2032, Swift Borrower will be required to make quarterly payments of interest and principal, respectively, to the FFB. Interest rates are fixed at the applicable long-dated U.S. Treasury rate plus a combined liquidity spread and risk-based charge of approximately 1.2% in the aggregate, and accrued interest is capitalized until the end of the Availability Period. Subject to certain conditions, including the existence of no events of default, Swift Borrower may voluntarily prepay any or all of the principal outstanding under the DOE Loan. Additionally, in the event of a Mandatory Prepayment Event (as defined in the Guarantee Agreement), Swift Borrower shall be required to prepay certain amounts outstanding under the DOE Loan. Swift Borrower’s obligations to the DOE and FFB under the DOE Loan are secured by a first priority security interest (subject to customary exceptions and permitted liens) in, among other things, the assets of Swift Borrower and the equity interests of Swift Borrower.

### ***Credit Agreement***

On July 23, 2025, Voyager Borrower entered into the Credit Agreement. The Credit Agreement provides for a term facility of up to \$300 million, consisting of (i) the Commitment and (ii) the Incremental Commitment. Voyager Borrower may make Borrowings under the Credit Agreement at any time during the Voyager Availability Period. Borrowings under the Credit Agreement are subject to the satisfaction of customary conditions, including contribution to Voyager Borrower by EVgo Services of the electric vehicle fast charging stalls to which the applicable Borrowing relates, delivery of a Borrowing notice and the ongoing accuracy of certain representations and warranties. Voyager Borrower submitted its first request for a Borrowing of approximately \$48.4 million on the Closing Date and received such Borrowing on July 24, 2025.

All proceeds from the Credit Agreement will be used to reimburse EVgo Services for up to 60% of certain costs associated with the construction, installation and deployment of the stalls contributed to Voyager Borrower by EVgo Services pursuant to the terms of the Credit Agreement and pay for certain transaction costs. The Loans are expected to support more than 1,900 stalls nationwide, including the buildout of more than 1,500 new stalls and 400 stalls that EVgo Services contributed from its existing public network to Voyager Borrower as collateral in connection with the initial borrowing. Under the terms of the Credit Agreement, EVgo Services may contribute additional stalls or cash to Voyager Borrower from time to time during the Voyager Availability Period. EVgo Services will provide charge point operator services to Voyager Borrower in connection with the project for the duration of the Credit Agreement.

Beginning on the last business day of the first full calendar quarter to occur after the Voyager Closing Date, Voyager Borrower will be required to make quarterly payments of principal and/or interest to the Lenders. Loans under the Credit Agreement may, at the election of Voyager Borrower, be in the form of a SOFR Loan or an ABR Loan (each as defined in the Credit Agreement). SOFR Loans bear interest a rate per annum equal to Term SOFR (as defined in the Credit Agreement) plus (i) 3.250% for the period from the Voyager Closing Date until and excluding the fourth anniversary of the Voyager Closing Date and (ii) 3.500% for the period from and including the fourth anniversary of the Voyager Closing Date and thereafter. ABR Loans bear interest at a rate per annum equal to ABR (as defined in the Credit Agreement) plus (i) 2.250% for the period from the Voyager Closing Date until and excluding the fourth anniversary of the Voyager Closing Date and (ii) 2.500% for the period from and including the fourth anniversary of the Voyager Closing Date and thereafter. Subject to certain conditions, including the existence of no events of default, Voyager Borrower may voluntarily prepay any or all of the principal outstanding under the Credit Agreement. Additionally, upon the occurrence of certain mandatory prepayment events set forth in the Credit Agreement, Voyager Borrower may be required to prepay certain amounts outstanding under the Credit Agreement. Voyager Borrower's obligations to the Lenders under the Credit Agreement are required to be secured by a first priority security interest (subject to customary exceptions and permitted liens) in, among other things, the assets of Voyager Borrower and the equity interests of Voyager Borrower.

### ***30C Credits***

The Company has historically benefitted from the availability of 30C income tax credits, which effectively subsidizes the cost of placing our charging stations in service. The IRA revised the 30C income tax credits to extend the credit until December 31, 2032, introduce the concept of transferability of such tax credits, expand the credit such that it is capped at \$100,000 per item and increase eligibility requirements to require installation of EV charging stations in certain census tracts along with meeting prevailing wage and apprenticeship requirements, among other changes. The OBBBA accelerated the phase-out of IRA credits and 30C income tax credits are now scheduled to expire early on June 30, 2026 for any property placed in service after that date. In August 2025, the Company transferred EVgo OpCo's 2024 30C income tax credits for gross cash proceeds of approximately \$17.4 million.

### ***Delta Charger Supply Agreement***

In July 2022, we entered into the Delta Charger Supply Agreement and the Purchase Order with Delta, pursuant to which we will purchase and Delta will sell EV chargers manufactured by Delta from time to time in specified quantities at certain delivery dates over a period of four years. We are obligated to purchase at least 1,000 chargers (which will

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enable the construction of 2,000 stalls) pursuant to the Delta Charger Supply Agreement and the Purchase Order with the option, at our election, to increase the number of chargers purchased to 1,100. Under the terms of the Purchase Order, we are required to make full payment on such chargers within 60 days of receipt. Our obligations under the Purchase Order are take-or-pay obligations; however, our liability is capped at a maximum of the greater of \$30.0 million or 50% of the value of any outstanding firm orders. We entered into the Delta Charger Supply Agreement and Purchase Order in order to meet our obligations under the Pilot Infrastructure Agreement, other potential contractual commitments and our own needs and we intend to fund the capital expenditure required under the Delta Charger Supply Agreement and Purchase Order with proceeds from the Pilot Infrastructure Agreement as well as cash, cash equivalents and restricted cash on hand.

**Tax Receivable Agreement**

The term of the Tax Receivable Agreement commenced upon the completion of the CRIS Business Combination and will continue until all tax benefits that are subject to the Tax Receivable Agreement have been utilized or expired and all required payments are made, unless the Tax Receivable Agreement is terminated early (including upon a change of control). The actual timing and amount of any payments that may be made under the Tax Receivable Agreement are unknown at this time and will vary based on a number of factors. However, the Company Group expects that the payments that it will be required to make to TRA Holders in connection with the Tax Receivable Agreement will be substantial. Any payments made by the Company Group to TRA Holders under the Tax Receivable Agreement will generally reduce the amount of cash that might have otherwise been available to us or EVgo OpCo. To the extent EVgo OpCo has available cash and subject to the terms of any current or future debt or other agreements, the EVgo OpCo A&R LLC Agreement will require EVgo OpCo to make pro rata cash distributions to holders of EVgo OpCo Units, including Thunder Sub, in an amount sufficient to allow the Company Group to pay its taxes and to make payments under the Tax Receivable Agreement. We generally expect EVgo OpCo to fund such distributions out of available cash. However, except in cases where the Company Group elects to terminate the Tax Receivable Agreement early, the Tax Receivable Agreement is terminated early due to certain mergers or other changes of control, or the Company Group has available cash but fails to make payments when due, generally the Company Group may elect to defer payments due under the Tax Receivable Agreement if it does not have available cash to satisfy its payment obligations under the Tax Receivable Agreement or if its contractual obligations limit its ability to make these payments. Any such deferred payments under the Tax Receivable Agreement generally will accrue interest at the rate provided for in the Tax Receivable Agreement and such interest may significantly exceed the Company Group's other costs of capital. In certain circumstances (including an early termination of the Tax Receivable Agreement due to a change of control or otherwise), payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, the Company Group realizes in respect of the tax attributes subject to the Tax Receivable Agreement. In the case of such an acceleration in connection with a change of control, where applicable, we generally expect the accelerated payments due under the Tax Receivable Agreement to be funded out of the proceeds of the change of control transaction giving rise to such acceleration, which could have a significant impact on our ability to consummate a change of control or the proceeds received by our stockholders in connection with a change of control. However, the Company Group may be required to fund such payment from other sources and, as a result, any early termination of the Tax Receivable Agreement could have a substantial negative impact on our liquidity or financial condition.

**Cash Flows**

The following table summarizes our consolidated cash flows:

(in thousands)	Six Months Ended June 30,	
	2025	2024
Cash flows provided by (used in) operating activities	\$ 3,843	\$ (6,526)
Cash flows used in investing activities	(41,167)	(45,115)
Cash flows provided by financing activities	100,189	5,231
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>\$ 62,865</u>	<u>\$ (46,410)</u>

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### Operating Activities

Cash provided by operating activities for the six months ended June 30, 2025 was \$3.8 million compared to cash used in operating activities of \$6.5 million for the six months ended June 30, 2024. The year-over-year change primarily reflected a \$14.5 million increase in cash flows from accrued liabilities, a \$13.9 million increase in cash flows from accounts receivable, net, and a \$7.1 million increase in depreciation, amortization and accretion. This was offset by an \$11.0 million decrease in cash flows from accounts payable, a \$6.0 million decrease in cash flows from prepaids and other current assets and other assets and a \$5.7 million decrease in cash flows from deferred revenue.

### Investing Activities

Cash used in investing activities for the six months ended June 30, 2025 was \$41.2 million, compared to \$45.1 million for the six months ended June 30, 2024. The decrease was primarily driven by a decrease in capital expenditures.

### Financing Activities

Cash provided by financing activities for the six months ended June 30, 2025 was \$100.2 million compared to \$5.2 million for the six months ended June 30, 2024. The increase was driven primarily by \$94.2 million in proceeds from long-term debt and an increase of \$2.9 million in proceeds from capital build funding received during the six months ended June 30, 2025 compared to the same prior-year period.

### **Working Capital**

Our working capital as of June 30, 2025 was \$134.2 million, compared to \$94.0 million as of December 31, 2024. The increase was driven primarily by a \$37.2 million increase in cash and cash equivalents, a \$19.2 million increase in restricted cash, current, and a \$6.1 million increase in prepaids and other current assets, partially offset by a \$14.0 million decrease in account receivable, net, a \$10.4 million increase in accrued liabilities, and a \$1.5 million decrease in accounts receivable, capital-build.

### **Contractual Obligations and Commitments**

We have material cash requirements for known contractual obligations and commitments in the form of operating leases, purchase commitments and certain other liabilities that are disclosed in Part I, Item 1, “*Financial Statements — Note 10 — Commitments and Contingencies*.” We generally expect to fund these obligations through our existing cash, cash equivalents and restricted cash, draws under the DOE Loan, and future financing or cash flows from operations.

### Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our financial statements requires us to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and related disclosures of contingent assets and liabilities. Management bases these estimates on our historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results experienced may vary materially and adversely from our estimates. Revisions to estimates are recognized prospectively. See Part I, Item 1, “*Financial Statements — Note 2 — Summary of Significant Accounting Policies*” for additional description of the significant accounting policies that have been followed in preparing our condensed consolidated financial statements.

The accounting policy described below is considered to be the most critical to an understanding of our financial condition and results of operations and that require the most complex and subjective management judgment. We consider our critical accounting estimates to be those related to our revenue recognition, which is described below.

### **Revenue Recognition**

We have elected not to use the practical expedient that allows you to combine non-lease components from lease components, which provide the customer with the right to use an identified asset, in the measurement of liabilities for all asset classes. The right to use an underlying asset is a separate lease component if (1) the lessee can benefit from the right to use the underlying asset either on its own or together with other resources that are readily available, and (2) the right to use the underlying asset is neither highly dependent on nor highly interrelated with other rights to use other underlying assets in the arrangement. We recognize revenue from lease components of lease contracts in accordance with ASC 842, *Leases*, and non-lease components of lease contracts and customer contracts in accordance with ASC 606, *Revenue from Contracts with Customers*. Contract consideration for lease contracts is generally allocated between non-lease and lease components based on the relative SSP.

### **Lease Accounting**

As a lessor, we enter into agreements to lease charging equipment, charging stations and other technical installations to third parties. At the inception of a lease contract, we determine whether it is an operating, sales-type or direct financing lease. The leases generally provide for fixed monthly payments and sometimes include provisions for contingent variable rent. Fixed payments received under lease agreements for lease components of operating leases are recognized on a straight-line basis over the lease term and are reported in ancillary revenue in the condensed consolidated statements of operations.

Income (loss) on sales associated with sales-type leases are recognized when control of the underlying asset is transferred to the lessee ("commencement date") and collection of the lease payments is considered probable. The income (loss) on sale is calculated as (1) the fair value of the underlying asset (or the sum of the lease receivables and any prepaid lease payments by lessee, if lower) ("sales price"); minus (2) the carrying amount of the underlying asset net of any unguaranteed residual asset; minus (3) any deferred initial direct costs of the lessor (2 and 3 are collectively referred to as the "cost of sales"). The sales price is reported in ancillary revenue and the cost of sales is reported in other cost of sales in the condensed consolidated statements of operations.

If collectibility of the financing receivables is not considered probable at the commencement date, we will not derecognize the underlying asset but will recognize lease payments received, including variable lease payments, as a deposit liability until the earlier of either of the following: (a) collectibility of the lease payments, plus any amount necessary to satisfy a residual value guarantee provided by the lessee, becomes probable; or (b) either of the following events occurs: (i) the contract has been terminated and the lease payments received from the lessee are nonrefundable; or (ii) we have repossessed the underlying asset, we have no further obligation under the contract to the lessee, and the lease payments received from the lessee are nonrefundable. We will then derecognize the carrying amount of the underlying asset, derecognize the carrying amount of any deposit liability recognized, recognize a net investment in the lease on the basis of the remaining lease payments and remaining lease term, using the rate implicit in the lease determined at the commencement date, and recognize the income (loss) on sale.

If collectibility of the financing receivables is considered probable at the commencement date, any subsequent deterioration in the lessee's credit quality would require that the net investment in lease be subject to an impairment analysis, which may result in recording an impairment charge.

### **Non-Lease Accounting**

Recording revenue may require judgment, including determining whether an arrangement includes multiple performance obligations, whether any of those obligations are distinct and cannot be combined and allocation of the transaction price to each performance obligation based on the relative SSP. Revenue for performance obligations can be recognized over time or at a point in time depending on the nature of the performance obligation. Changes to the

elements in an arrangement or, in our determination, to the relative SSP for these elements, could materially affect the amount of earned and unearned revenue reflected in our condensed consolidated financial statements.

Understanding the complex terms of some of our agreements and determining the appropriate time, amount and method under which we should recognize revenue for the related transactions requires significant judgment. We exercise judgment in determining which promises in a contract constitute performance obligations rather than set-up activities. We determine which activities under a contract transfer a good or service to a customer rather than activities that are required to fulfill a contract but do not transfer control of a good or service to the customer. Determining whether obligations in a contract are considered distinct performance obligations that should be accounted for separately or as a single performance obligation requires significant judgment. In reaching our conclusion, we assess the nature of each individual service offering and how the services are provided in the context of the contract, including whether the services are significantly integrated which may require judgment based on the facts and circumstances of the contract. We do not disclose the transaction price allocated to remaining performance obligations for (i) contracts for which we recognize revenue at the amount to which it has the right to invoice and (ii) contracts with variable consideration allocated entirely to a single performance obligation. Our remaining performance obligations under these contracts include providing charging services, branding services, and maintenance services, which will generally be recognized over the contract term. Our customer contracts may include variable consideration such as that due to the unknown number of users that will receive charging credits or an unknown number of sites that will receive maintenance services. For such variable consideration, we have determined it is not necessary to estimate variable consideration as the uncertainty resolves itself monthly in accordance with the contracts' revenue recognition pattern. The timing and amount of revenue recognition in a period could vary if different judgments were made. We may also estimate variable consideration under the expected value method or the most likely amount method.

Additionally, where there are multiple performance obligations, judgment is required to determine revenue for each distinct performance obligation. Determining the relative SSP for contracts that contain multiple performance obligations requires significant judgment to appropriately determine the suitable method for estimating the SSP. We determine SSP using observable pricing when available, which takes into consideration market conditions and customer specific factors.

At contract inception, we determine whether we satisfy the performance obligation over time or at a point in time. Revenues from charging — OEM are primarily recognized ratably over time or as fee-bearing usage occurs. Revenues from charging — retail, charging — commercial and LCFS are usage-based services and recognized over time or at a point in time upon the delivery of the charging products or services. eXtend and ancillary revenues are recognized over time based on a time-based or cost-based approach or at a point in time as performance obligations are satisfied.

#### ***Recent Accounting Pronouncements***

For a discussion of our recently adopted accounting pronouncements, see Part I, Item 1, *"Financial Statements — Note 2 — Summary of Significant Accounting Policies"* as of and for the three and six months ended June 30, 2025 and 2024.

#### **JOBS Act**

On April 5, 2012, the JOBS Act was signed into law. The JOBS Act includes provisions that, among other things, relax certain reporting requirements for qualifying public companies. Following the CRIS Business Combination, we qualified as an EGC under the JOBS Act and, as a result, are permitted to comply with new or revised accounting pronouncements based on the effective date for private (i.e., not publicly traded) companies. We elected to delay the adoption of new or revised accounting standards and as a result, we may not comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

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As an EGC, we are not required to, among other things, (a) provide an auditor's attestation report on our system of internal control over financial reporting, (b) provide all of the compensation disclosure that may be required of non-EGC public companies, (c) comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements (auditor discussion and analysis) and (d) disclose comparisons of the chief executive officer's compensation to median employee compensation. These exemptions will apply for a period of five years following the completion of the Initial Public Offering or until we otherwise no longer qualify as an EGC.

Additionally, following the CRIS Business Combination, we qualified as an SRC as defined under the Exchange Act. As of June 30, 2025, the market value of shares of our common stock held by non-affiliates was more than \$250 million, and our annual revenue during the most recently completed fiscal year was more than \$100 million. Thus, as of July 1, 2025, we no longer qualified as an SRC. However, we expect to continue to rely on exemptions from certain disclosure requirements that are available to SRCs through the Annual Report on Form 10-K for the year ending December 31, 2025, consistent with the SEC's rules and related guidance under the Exchange Act.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are relying on the scaled disclosure requirements available to SRCs. As a result, pursuant to Item 305(e) of Regulation S-K, we are not required to provide the information required by this Item 3.

### **Item 4. Controls and Procedures**

#### **Management's Evaluation of Disclosure Controls and Procedures**

Per Rules 13a-15(e) and 15d-15(e) under the Exchange Act, the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including our Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision of our Board of Directors and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, or the "certifying officers", we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in and pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2025. The certifying officers concluded that, as a result of the material weakness in internal control over financial reporting described below, our disclosure controls and procedures were not effective as of June 30, 2025; accordingly, we are implementing additional policies and procedures to remediate these shortcomings as outlined in Part II, Item 9A, "Controls and Procedures" in our Annual Report on Form 10-K for year ended December 31, 2024.

Notwithstanding the identified material weakness, we believe the condensed consolidated financial statements included in this Quarterly Report present fairly, in all material respects, our financial position, results of operations and cash flows as of and for the periods presented, in accordance with U.S. GAAP.

#### **Changes in Internal Control Over Financial Reporting**

Other than the remediation progress described in Part II, Item 9A, "Controls and Procedures" in the Annual Report, there has been no change in our internal control over financial reporting during the quarter ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

On December 31, 2025, we will no longer qualify as an emerging growth company and will be subject to the provisions of Section 404(b) of the Sarbanes-Oxley Act. In connection with our annual report on Form 10-K for the fiscal year ending December 31, 2025, our independent registered public accounting firm will formally attest to the effectiveness of our internal controls over financial reporting.

**Existing Material Weakness in Internal Control over Financial Reporting**

We previously identified a material weakness in our internal control over financial reporting, as identified below and disclosed in Part II, Item 9A, “Controls and Procedures” in the Annual Report. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

The following material weakness in internal control over financial reporting was identified: due to an ineffective information and communication process to ensure the completeness and accuracy of underlying data and reports, we did not effectively design, implement and operate process-level controls and effective general IT controls relevant to our financial reporting processes.

## **PART II — OTHER INFORMATION**

### **Item 1. Legal Proceedings**

From time to time, we may be a party to legal proceedings or subject to claims arising in the ordinary course of business. We are not currently a party to any material legal proceedings.

### **Item 1A. Risk Factors**

In the course of conducting our business operations, we are exposed to a variety of risks, any of which have affected or could materially adversely affect our business, financial condition, and results of operations. The market price of our securities could decline, possibly significantly or permanently, if one or more of these risks and uncertainties occur. Before you make a decision to buy our securities, in addition to the risks and uncertainties discussed above under “Cautionary Statement Regarding Forward-Looking Statements,” you should carefully consider the specific risk factors set forth in the “Risk Factors” section in the Annual Report. There have been no material changes to the risk factors disclosed in Part I, Item 1A of the Annual Report.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

### **Item 3. Defaults Upon Senior Securities**

Not applicable.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

#### **Rule 10b5-1 Trading Plans**

During the three months ended June 30, 2025, no Section 16 officers adopted, modified or terminated a “Rule 10b5-1 trading arrangement” (as defined in Item 408 of Regulation S-K of the Exchange Act).

There were no “non-Rule 10b5-1 trading arrangements” (as defined in Item 408 of Regulation S-K of the Exchange Act) adopted, modified or terminated during the three months ended June 30, 2025 by any of our Section 16 officers or directors.

**Item 6. Exhibits**

See Exhibit Index.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<u>Third Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 22, 2023).</u>
3.2	<u>Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 8, 2022).</u>
4.1	<u>Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1 (Registration No. 333-248718), filed with the Securities and Exchange Commission on September 10, 2020).</u>
4.2	<u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-1 (Registration No. 333-248718), filed with the Securities and Exchange Commission on September 10, 2020).</u>
4.3	<u>Warrant Agreement, dated September 29, 2020, between the Company and Continental Stock Transfer &amp; Trust Company (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 5, 2020).</u>
31.1*	<u>Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1†	<u>Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document — the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

\* Filed herewith.

† Furnished herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**EVgo Inc.**

Date: August 5, 2025

By: /s/ Badar Khan

Name: Badar Khan

Title: Chief Executive Officer  
*(Principal Executive Officer)*

Date: August 5, 2025

By: /s/ Paul Dobson

Name: Paul Dobson

Title: Chief Financial Officer  
*(Principal Financial Officer and Principal Accounting Officer)*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a) AS ADOPTED  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Badar Khan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EVgo Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2025

By: /s/ Badar Khan

Name: Badar Khan

Title: Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a) AS ADOPTED  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul Dobson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EVgo Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2025

By: /s/ Paul Dobson  
Name: Paul Dobson  
Title: Chief Financial Officer  
(Principal Financial Officer)

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**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned, in the capacities and on the date indicated below, hereby certify, that, to their knowledge:

- (1) The Quarterly Report on Form 10-Q for the period ended June 30, 2025 (the "Report") of EVgo Inc. (the "Company") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2025

By: /s/ Badar Khan  
Name: Badar Khan  
Title: Chief Executive Officer  
(Principal Executive Officer)

Date: August 5, 2025

By: /s/ Paul Dobson  
Name: Paul Dobson  
Title: Chief Financial Officer  
(Principal Financial Officer)

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