

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>Markelewicz Robert J. Jr.</u> (Last) (First) (Middle) C/O ABPRO HOLDINGS, INC. 68 CUMMINGS PARK DRIVE (Street) WOBURN MA 01801 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Abpro Holdings, Inc. [ABP]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Medical Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/13/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock option (right to buy) | \$1.73 | 11/13/2024 | | A | | 24,300 ⁽¹⁾ | | (2) | 12/19/2038 | Common Stock, par value \$0.0001 per share | 24,300 | \$0 | 24,300 | D | |
| Stock option (right to buy) | \$1.73 | 11/13/2024 | | A | | 538,600 ⁽¹⁾ | | (2) | 09/28/2028 | Common Stock, par value \$0.0001 per share | 538,600 | \$0 | 538,600 | D | |
| Stock option (right to buy) | \$1.63 | 11/13/2024 | | A | | 29,800 ⁽¹⁾ | | (2) | 04/19/2031 | Common Stock, par value \$0.0001 per share | 29,800 | \$0 | 29,800 | D | |
| Stock option (right to buy) | \$1.67 | 11/13/2024 | | A | | 40,800 ⁽¹⁾ | | (2) | 06/19/2030 | Common Stock, par value \$0.0001 per share | 40,800 | \$0 | 40,800 | D | |
| Stock option (right to buy) | \$1.63 | 11/13/2024 | | A | | 41,700 ⁽¹⁾ | | (3) | 04/19/2031 | Common Stock, par value \$0.0001 per share | 41,700 | \$0 | 41,700 | D | |
| Stock option (right to buy) | \$1.73 | 11/13/2024 | | A | | 74,600 ⁽¹⁾ | | (2) | 12/19/2028 | Common Stock, par value \$0.0001 per share | 74,600 | \$0 | 74,600 | D | |
| Stock option (right to buy) | \$1.63 | 11/13/2024 | | A | | 10,200 ⁽¹⁾ | | (4) | 02/18/2032 | Common Stock, par value \$0.0001 per share | 10,200 | \$0 | 10,200 | D | |

Explanation of Responses:

1. Reflects the issuance by Abpro Holdings, Inc. (f/k/a Atlantic Coastal Acquisition Corp. II) (the "Issuer") of rollover stock options awards in connection with the closing of the business combination between Issuer and Abpro Corporation, a Delaware corporation ("Abpro"), pursuant to a Business Combination Agreement, dated as of December 11, 2023 (as amended by Amendment No. 1 to Business Combination Agreement, dated September 4, 2024, the "Business Combination Agreement"), among the Issuer, Abpro Merger Sub Corp, a Delaware corporation, and Abpro.

2. This stock option award is 100% vested.

3. This stock option award was initially granted by Abpro to the reporting person on April 14, 2021. The sock option award vests as follows: twenty-five percent (25%) the shares subject to the option vested on April 14, 2022, and the remaining seventy-five percent (75%) of the total number of shares subject to the option vest in thirty-six (36) substantially equal monthly installments thereafter, subject to the reporting person's continuous service to the Issuer through such date.

4. This stock option award was initially granted by Abpro to the reporting person on February 18, 2022. The sock option award vests as follows: twenty-five percent (25%) the shares subject to the option vested on February 18, 2023, and the remaining seventy-five percent (75%) of the total number of shares subject to the option vest in thirty-six (36) substantially equal monthly installments thereafter, subject to the reporting person's continuous service to the Issuer through such date.

/s/ Nelson Mullins Riley &
Scarborough LLP, Attorney-in-
Fact 11/15/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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