

SWI/PSU/11011960-1/15196757

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity.
Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

Amendment of the articles of association (revised) (Part B)(scenario ii)(in the event that the 7 November 2024 Part B amendments have already been implemented) Sono Group N.V.

Today, the [*] day of [*] two thousand and twenty-five, appeared before me, Alexander Joannes Wiggers, civil-law notary in Amsterdam, the Netherlands:

[to be included: details of DLA Piper the Netherlands employee].

The person appearing declared as follows:

- A. the articles of association of **Sono Group N.V.**, a limited liability company (*naamloze vennootschap*) under the laws the Netherlands, having its corporate seat in Amsterdam, the Netherlands, and its registered office at Waldmeisterstrasse 93, 80935 Munich, Federal Republic of Germany and registered with the Trade Register under number 80683568 (**Company**), were lastly established by a deed of amendment executed on [*] two thousand and twenty-five before [*], civil-law notary in Amsterdam, the Netherlands;
- B. at the proposal of the management board of the Company, in a general meeting of the Company held on [the seventh day of November two thousand and twenty-four, as well as] the thirteenth day of August two thousand and twenty-five, of which (a copy of) the minutes have been attached to this deed, it has been resolved to among others:
 - (i) amend the articles of association of the Company as mentioned in this deed;
 - (ii) authorize the management board of the Company to resolve upon and determine the new amount and composition of the Company's authorised capital (*maatschappelijk kapitaal*), as mentioned in this deed; and
 - (iii) authorize the person appearing to execute deed; and
- C. the resolution the management board of the Company to determine the new amount and composition of the Company's authorised capital, as mentioned in this deed, and

to authorize the person appearing to execute deed, have been adopted by written resolution of the management board of the Company on [1] two thousand and twenty-five. [A copy of] the said written resolution has been attached to this deed.

The person appearing, acting in said capacity, declared hereby to partially amend the articles of association of the Company, laying them down as follows:

Amendment A

In article 1.1 the definitions of "**Restricted Shareholder**" and "**Voting Blocker**" are removed.

Amendment B

Articles 5.1 and 5.2 are amended and shall forthwith read as follows:

"Article 5

- 5.1** The Company's authorised share capital amounts to one million five hundred and eighty-two thousand six hundred and euro (EUR 1,582,600.00).
- 5.2** The authorised share capital is divided into:
- a. one hundred and twenty million (120,000,000) ordinary shares, each having a nominal value of one eurocent (EUR 0.01);
 - b. forty thousand and (40,000) high voting shares, each having a nominal value of twenty-five eurocents (EUR 0.25); and
 - c. one thousand two hundred and forty-two (1,242) preferred shares, each having a nominal value of three hundred euro (EUR 300)."

Amendment C

Article 16.14 is removed.

At the same time, Article 16.15 (old) is renumbered Article 16.14 (new).

Amendment D

Article 20.9j is amended and shall forthwith read as follows:

"j. the making of an interim distribution; and"

Amendment E

Article 20.9k is removed.

At the same time, Article 20.9l (old) is renumbered Article 20.9k (new).

Amendment F

Article 32.1 is amended and shall forthwith read as follows:

"32.1 Each ordinary share shall give the right to cast one (1) vote at the General Meeting, each high voting share shall give the right to cast twenty-five (25) votes at the General Meeting and each preferred share shall give the right to cast thirty thousand (30,000) votes at the General Meeting, subject to the other provisions in this Article 32."

Amendment G

Article 40.3 is amended and shall forthwith read as follows:

"40.3 To the extent that any assets remain after payment of all of the Company's debts, those assets shall be distributed as follows, and in the following order of priority:

- a. from the remaining assets shall be distributed to the holders of preferred shares an amount equal to the amount contributed (and not yet repaid) on

- the relevant preferred shares held by such shareholders; and
- b. any remaining assets thereafter, shall be distributed to the holders of ordinary shares, high voting shares and preferred shares (with Article 37.3 applying to such distribution *mutatis mutandis*)."

Amendment H

The transitional provisions of Articles 42.1 and 42.3 are removed and at the same time, article 42.2 (old) is renumbered Article 42 (new), amended and shall read as follows:

"TRANSITIONAL PROVISION

Article 42

Only to the extent that regulations of the NASDAQ Stock Market or any other regulated stock exchange operating in the United States of America, are not applicable to the Company or do not restrict to do so, the Management Board shall be authorised (but shall not be obliged) and subject to the prior approval of the Supervisory Board to pass a resolution to invoke the transitional provision of this Article **Error! Reference source not found.**, pursuant to which and with effect from the time that that such resolution is adopted, the current Article 32.3 shall lapse and a new Article 32.3 shall read as follows: "Unless a greater majority and/or a quorum is required by these articles of association or mandatorily by law, all resolutions of the General Meeting shall be passed by a Simple Majority.""

CHANGES TO THE CAPITAL

- 1.1 Immediately prior to the foregoing amendment of the articles of association taking effect, the issued capital of the Company amounted to forty-eight thousand one hundred and ninety-seven euro and seventy eurocent (EUR 48,197.70), divided into one million four hundred and nine thousand eight hundred and eighty-five (1,409,885) ordinary shares, each with a nominal value of two eurocent (EUR 0.02), and forty thousand (40,000) high voting shares, each with a nominal value of fifty eurocent (EUR 0.50).
- 1.2 In addition, in the aggregate one thousand two hundred and forty-two (1,242) new preferred shares in the capital of the Company, each with a nominal value of three hundred euro (EUR 300), were issued, subject to the condition precedent of the foregoing amendment of the articles of association taking effect.
- 1.3 Upon the foregoing amendment of the articles of association taking effect, and to fully implement the resolution of the general meeting of shareholders of the Company of the thirty-first day of January two thousand and twenty-four, the nominal value of each ordinary share is reduced from two eurocent (EUR 0.02) to one eurocent (EUR 0.01) and the nominal value of each high voting share is reduced from fifty eurocent (EUR 0.50) to twenty-five eurocent (EUR 0.25), and the difference between the previous nominal value and the new nominal value, such difference being an aggregate amount of twenty-four thousand and ninety-eight euro and eighty-five eurocent (EUR 24,098.85), is added to the reserves of the Company, such within the meaning of section 2:100, paragraph 6, of the Dutch

Civil Code.

- 1.4 Therefore, upon the foregoing amendment of the articles of association taking effect, the aggregate amount of the issued capital of the Company is three hundred and ninety-six thousand six hundred and ninety-eight euro and eighty-five eurocent (EUR 396,698.85), divided into one million four hundred and nine thousand eight hundred and eighty-five (1,409,885) ordinary shares, forty thousand (40,000) high voting shares and one thousand two hundred and forty-two (1,242) preferred shares.

END

The person appearing is known to me, civil-law notary.

This deed was executed in Amsterdam, the Netherlands, on the date stated at the beginning of this deed.

The summarised contents of this deed were stated and explained to the person appearing. All parties were informed of the consequences of the contents of this deed. The person appearing declared to dispense with a full reading of the deed, to have taken due note of the content of the deed well before its execution and to agree with its content.

Immediately following the limited reading, this deed was signed by the person appearing and by me, civil-law notary.