

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of October 2024

Commission File Number: 001-41066

Sono Group N.V.

(Registrant's name)

**Waldmeisterstrasse 93
80935 Munich
Germany**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Convening of extraordinary general meeting of shareholders of Sono Group N.V.

On October 23, 2024, Sono Group N.V. (the “Company”) convened the extraordinary general meeting of shareholders to be held on November 7, 2024 (the “EGM”). Exhibit 99.1 attached hereto includes a copy of the convening notice, including the agenda and explanatory notes (collectively, the “Convening Notice”), for the EGM. Exhibit 99.2 attached hereto includes a copy of the voting proxy for the EGM. Exhibits 99.3, 99.4 and 99.5 attached hereto set forth copies of the proposed amendments to the Company’s articles of association, as further described in the Convening Notice.

About This Document

The information contained in this report on Form 6-K, including the documents attached as Exhibits 99.1, 99.2, 99.3, 99.4 and 99.5 to this report on Form 6-K, is hereby incorporated by reference into the Company’s registration statement on Form S-8 (File No. 333-261241), to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

Exhibit Description of Exhibit

[99.1 Convening Notice, including Agenda and Explanatory Notes](#)

[99.2 Voting Proxy](#)

[99.3 Proposed amendment of the Company’s articles of association with Part A \(English translation\)](#)

[99.4 Proposed amendment of the Company’s articles of association with Part B \(English translation\)](#)

[99.5 Proposed amendment of the Company’s articles of association with Part C \(English translation\)](#)

SIGNATURE

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.

Sono Group N.V.

By: /s/ George O'Leary

Name: George O'Leary

Title: Managing Director

Date: October 23, 2024

SONO GROUP N.V.

TO:

ALL SHAREHOLDERS OF SONO GROUP N.V.

Munich, Germany
23 October 2024

Re: Convening notice, agenda with explanatory notes, meeting documents and proxy for the extraordinary general meeting of Sono Group N.V.

Dear Shareholder,

On behalf of the supervisory board (**Supervisory Board**) we herewith invite you to the extraordinary general meeting of Sono Group N.V., a limited liability company (*naamloze vennootschap*), having its corporate seat (*zetel*) at Amsterdam, the Netherlands, and offices at Waldmeisterstrasse 93, 80935 Munich, Germany, and registered with the Dutch Trade Register under number 80683568 (**Company**).

The extraordinary general meeting of the Company is to be held at the offices of DLA Piper Nederland N.V. at Prinses Amaliaplein 3, 1077 XS Amsterdam, the Netherlands, on 7 November 2024 at 12.00 (CET) (**EGM**).

GENERAL INFORMATION

Meeting documents

The agenda with explanatory notes thereto as included in this convening notice, the proposed amendments to the Company's articles of association, as well as the EGM documents are available on the Company's website (<https://ir.sonomotors.com>) as from today. These documents are also available, free of charge, for inspection at the offices of the Company at Waldmeisterstrasse 93, 80935 Munich, Germany.

Record date

For purpose of the EGM, those persons who are shareholders or have voting rights and/or meeting rights with respect to shares in the capital of the Company and who are recorded as such in the shareholders' register of the Company or in the register maintained by the Company's U.S. transfer agent per 10 October 2024 (after processing of settlements on that date) (**Record Date**) are entitled to attend, speak and if applicable vote at the EGM, regardless of whether the shares in the Company are still held by them at the date of the EGM.

Attendance EGM

All shareholders, other persons with voting rights and/or meeting rights or their proxies who wish to attend, speak or if applicable vote at the EGM are required to register their intention to attend the EGM by sending a notification to ir@sonomotors.com, no later than 31 October 2024, 12.00 p.m. (CET). All persons wishing to attend the EGM should be able to identify themselves at the EGM by means of a valid passport, identity card or driver's license. Attendees must produce proof of shareholding or entitlement on the Record Date (together with, if applicable, a written or electronically recorded proxy and, in case of a legal person/entity, evidence of the authority of the person) and will be declined access in case such proof is not produced.

Those who beneficially own shares in the Company's capital in an account at a bank, a financial institution, an account holder or other financial intermediary on the Record Date, must also have their financial intermediary or their agent with whom the underlying shares are on deposit issue a proxy to them which confirms they are authorised to take part in and vote at the EGM.

The Company may ask the relevant person for additional details.

Registration and identification at the venue

Registration for admission to the EGM will take place at the registration desk at the meeting venue between 11.30 am CET and the commencement of the EGM on 7 November 2024. It is not possible to register after this time. Attendees will be asked to produce proof of identity and shareholding on the Record Date (together with, if applicable, a written proxy and, in case of a legal person/entity, evidence of the authority of the person) and may be declined access in case such proof is not produced. The Company may ask the relevant person for additional details.

Live voting and voting in advance

Registered shareholders, other holders of voting rights or their proxies will be allowed to cast their vote during the meeting.

Further, shareholders or other persons with voting rights who wish to cast their votes in advance but not earlier than the Record Date, may send their votes to ir@sonomotors.com no later than 31 October 2024, 12.00 p.m. (CET).

Proxy voting procedure

Shareholders or other persons with voting rights that will not be attending the EGM (either in person or by proxy) but nonetheless wish to participate in the decision-making process, may grant a proxy to the chair of the EGM. By providing the proxy voting instruction, such person grants a proxy to vote on the shares at the EGM in accordance with the instructions. To that effect, the shareholder or other person with voting rights must submit a duly completed and signed proxy voting instruction form to ir@sonomotors.com no later than 31 October 2024, 12.00 p.m. (CET). The proxy voting instruction form is published with this convening notice at the Company's website (<https://ir.sonomotors.com>). This proxy can also be obtained from ir@sonomotors.com by sending a request to that end.

Questions

Shareholders or other persons with voting rights and/or meeting rights may submit questions relating to the EGM agenda items prior to the EGM. Questions must be delivered to ir@sonomotors.com no later than 31 October 2024, 12.00 p.m. (CET). The Company's management board (**Management Board**) or Supervisory Board shall try to answer these questions during the EGM. The answers to the questions shall be included in the minutes of the EGM, which will be published on the Company's website (<https://ir.sonomotors.com>) as soon as possible after the EGM.

Personal data

The Company reserves the right to record the proceedings at the EGM for use in future events, publications, social media or press-related activities connected to the event. Recording may be in the form of photography, video recordings or audio recordings. By attending the event, you consent to being photographed and/or audio and/or video recorded at the event and grant the organisers the perpetual right to use your likeness, image, photo and voice, without financial compensation, for possible use in conjunction with related future events, publications, social media or press-related activities. A copy of the Company's privacy statement can be found [here](#).

AGENDA WITH EXPLANATORY NOTES

The EGM will be opened by the Chief Executive Officer of the Management Board.

The chairman of the EGM will, prior to the EGM, make a record of persons who have submitted (i) proxy voting instructions and (ii) have cast their votes in advance.

The agenda for the EGM is as follows:

1 OPENING AND ANNOUNCEMENTS

2 APPOINTMENT OF MR. OWEN MAY AS MEMBER OF THE SUPERVISORY BOARD (*voting item*)

In accordance with the Company's articles of association, members of the Supervisory Board are appointed by the general meeting of the Company upon a binding nomination of the Supervisory Board. The Supervisory Board unanimously proposes and nominates Mr. Owen May (65) for appointment as a member of the Supervisory Board, for a period up to and including the annual general meeting of the Company in 2026.

The Supervisory Board is impressed by Mr. May's resume and expertise and is convinced that he can add value to the Supervisory Board and the Company. Mr. May is a seasoned investment banker and financial expert and brings more than 40 years of experience. Mr. May is the Chief Executive Officer of MD Global Partners, LLC, an investment bank advisory firm. Mr. May is considered a good addition to the current composition of the Supervisory Board, especially in view of the intended uplisting to Nasdaq. Mr. May is known for his integrity, intelligence, and collaborative nature and the Supervisory Board would welcome Mr. May with open arms.

For more information, please see Mr. May's bio on the Company's website (<https://ir.sonomotors.com>) and at the offices of the Company. Such bio also includes an overview of Mr. May's past and current positions that could be of relevance for his appointment. Mr. May currently does not own shares in the Company and serves a member of the board of Ten North Group, LLC.

3 AMENDMENT OF ARTICLES OF ASSOCIATION PART A TO COMPLY WITH NASDAQ RULES AND SIMPLIFY CEO STRUCTURE (*voting item*)

Reference is made to the letter of our CEO to the shareholders, dated 2 July 2024, in which the Company announced its intention to effect an uplisting of the Company's ordinary shares from OTCQB to Nasdaq. The listing on the Nasdaq exchange provides a significant advantage to the Company as it was previously on the Nasdaq exchange and now on the OTCQB provides limited institutional investment in the Company as many institutional investors are prohibited from investing in an OTCQB listed company. This along with the opportunity for M&A activity is greatly enhanced by having a Nasdaq Listed Company compared to an OTCQB listed company.

As part of the uplisting of Ordinary Shares to Nasdaq, the Management Board will effect the reverse share split shortly after the EGM, whereby the Management Board will resolve on the reverse share split ratio, such within the authorisation granted to the Management Board during the extraordinary general meeting of the Company, held on 31 January 2024 (**January EGM**). The Company will publish an announcement upon implementation of the reverse stock split.

The Company will no longer qualify as a foreign private issuer (**Foreign Private Issuer**) under U.S. Securities Exchange and Commission (**SEC**) rules and the Nasdaq listing rules. As a result, the Company will become subject to the registration, reporting and corporate governance requirements of the SEC and Nasdaq applicable to domestic issuers as of 1 January 2025. This qualification requires that the Company amends its articles of association to align them with and comply with the Nasdaq listing rules.

The verbatim text of the proposal to amend the articles of association Part A has been made available as a separate document on the website of the Company (<https://ir.sonomotors.com>) and at the office of the Company.

The proposed amendments to the Company's articles of association address the technical required Nasdaq listing rules changes as well as a simplification of the co-CEO structure that currently is reflected in our governance into a structure whereby one CEO is appointed, and the CEO is individually authorised to represent the Company. Our current CEO is Mr. George O'Leary.

The aforementioned proposal to amend the articles of association Part A includes the proposal to authorise each managing director of the Company and every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, the Netherlands, acting jointly as well as separately, to execute the notarial deed of amendment and to undertake all other action that the authorised person deems necessary or useful.

4 PROPOSAL TO:

- 4.1 amend the Company's articles of association Part B (*voting item*)
- 4.2 approve the conversion of the YA II PN, Ltd. convertible debenture(s) into preferred shares in the capital of the Company in a ratio to be determined by the Management Board (*voting item*);
- 4.3 authorise the Management Board to issue preferred shares and/or grant the rights to subscribe for preferred shares to the holder of the convertible debenture(s) (*voting item*);
- 4.4 authorise the Management Board to exclude pre-emption rights in relation to the preferred shares and/or the granting of rights to subscribe for preferred shares in respect of the convertible debenture(s) (*voting item*); and
- 4.5 effect and approve the issuance of more than 20% of the Company's outstanding shares upon the conversion of one or more of the convertible debenture(s), in accordance with the requirement of Nasdaq Listing Rules 5635(b) and 5635(d) (*voting item*)

Reference is made to Company's Form 6-K submitted on 27 November 2023 and the convocation notice, including explanatory notes and other meeting documents, of the January EGM. During the January EGM, the general meeting of the Company, among other, resolved and approved (i) to effect a reverse share split of the ordinary shares in the capital of the Company (**Ordinary Shares**) and the high voting shares in the capital of the Company (**High Voting Shares**), with the exchange ratio to be determined by the Management Board of the Company, and (ii) the issuance of convertible debentures by the Company to YA II PN, Ltd. (**Debenture Holder**) (**Debentures**), which may be converted into Ordinary Shares as well as the required corporate authorisations to issue Ordinary Shares upon conversion of the Debentures and exclude pre-emption rights in respect thereof.

Further and as described in the Company's Form 20-F for the financial year 2023, the financial situation of the Company requires the Company to continuously consider and seek to raise additional funds through public or private debt or equity financing or other means in order to fund the Company's business. As part of its financing needs, the Company has agreed with the Debenture Holder to convert the full outstanding principal amount of the Debentures, being a principal amount of approximately USD 30 million, as well as accrued but unpaid interest over the Debentures, into equity of the Company. Opposed to the resolutions approved at the January EGM meeting, the Debenture Holder has indicated to be willing to convert part of the outstanding Debentures into a new, to be created, class of preferred shares in the capital of the Company (**Preferred Shares**), which are not admitted to listing and trading, instead of Ordinary Shares only, which Ordinary Shares are admitted to listing and trading. This proposal deviates from the resolutions adopted during the January EGM. The Management Board and the Supervisory Board consider this new arrangement with the Debenture Holder in the best interest of the Company as it, *inter alia*, materially improves the balance sheet of the Company since the full amount of the Debentures, including accrued but unpaid interest, is converted into equity, the Company will no longer be obliged to pay interest over the principal of the Debentures, and it improves the position of the Company to attract new additional funding.

In order to allow a conversion of the Debentures by the Debenture Holder into Preferred Shares, it is proposed to amend the articles of association of the Company (Part B) to introduce preferred shares as a new class in the capital of the Company. It is proposed that the Preferred Shares are convertible into Ordinary Shares. One Preferred Share is convertible into 30,000 Ordinary Shares. A Preferred Share will be pro rata its nominal value entitled to voting rights and dividend rights. A Preferred Share has a preferred entitlement upon liquidation of the Company.

The Preferred Shares will be convertible into Ordinary Shares. To protect the interests of holders of Ordinary Shares, and in light of regulatory considerations relevant to the Debenture Holder, it is proposed to maximise the number of Ordinary Shares that the Debenture Holder can hold as well as to maximise the number of votes. It is therefore proposed that the Debenture Holder cannot hold more than 9.99% of the issued and outstanding Ordinary Shares until the moment that the Supervisory Board resolves to lift such blocker. In addition, it is proposed that shareholders (in general), holding more than EUR 20,000 of nominal share capital (post reverse stock split) (**Threshold**) are maximised in the number of votes they can exercise in the general meeting of the Company. Such voting blocker effectively means that the Debenture Holder is not allowed to exercise more than 9.99% of the votes in the general meeting of the Company until such blocker is waived in accordance with the articles of association. Due to mandatory Dutch law requirements, the maximised number of votes to be exercised by such a major shareholder applies to all shareholders holding an equal (or larger) aggregate nominal amount of shares. On the date of this notice, the Company has no shareholder holding a nominal amount equal or greater than the Threshold.

In view hereof, and to allow the Company to fulfil its obligations under the updated terms of the Debentures, the Management Board proposes, with the approval of the Supervisory Board, to approve that the Debentures are convertible into Ordinary Shares (to incentive the Debenture Holder) and Preferred Shares (to settle the Debenture), with the exact division between the number of Ordinary Shares and the number of Preferred Shares to be determined by the Management Board, that the Management Board is designated, in accordance with section 2:96 of the Dutch Civil Code, as the corporate body authorised to resolve on the issuance of Ordinary Shares and Preferred Shares to settle the Company's obligations under the Debentures, and/or the granting of rights to subscribe for Ordinary Shares and Preferred Shares. This authorisation will expire 18 months from the date of the EGM.

It is further proposed by the Management Board, with the approval of the Supervisory Board, to designate the Management Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorised to limit or exclude pre-emptive rights in relation to any issuance of Ordinary Shares and Preferred Shares and/or any grant of rights to subscribe for Ordinary Shares and Preferred Shares pursuant to the authorisation provided for under the resolution set out in agenda item 4.3. This authorisation will expire 18 months from the date of the EGM.

Pursuant to Nasdaq Listing Rule 5635(b), shareholders approval is required prior to the issuance of securities that will result in a change of control of a listed company, which for purposes of Nasdaq Listing Rule 5635(b) is generally deemed to occur when an investor or investor group acquires or has the right to acquire 20% or more of a company's outstanding ordinary shares or voting power and such ownership or voting power would be the largest ownership position. Shareholders should note that a "change of control" as described under Nasdaq Listing Rule 5635(b) applies only with respect to the application of such rule and does not constitute a "change of control" for purposes of our organizational documents, or any other purpose. If the Ordinary Shares become listed on Nasdaq, the Company will opt-out of Nasdaq Listing Rule 5635 until it ceases to be a Foreign Private Issuer, but this approval has been included for the sake of completeness.

Pursuant to Nasdaq Listing Rule 5635(d), shareholders approval is required prior to a 20% Issuance at a price that is less than the Minimum Price. For purposes of Nasdaq Listing Rule 5635(d), (A) "20% Issuance" means a transaction, other than a public offering, involving the sale, issuance or potential issuance by the Company of Ordinary Shares (or securities convertible into or exercisable for Ordinary Shares), which alone or together with sales by the Company's officers, directors, or substantial shareholders equals 20% or more of Ordinary Shares or 20% or more of the voting power outstanding before the issuance and (B) "Minimum Price" means a price that is the lower of: (i) the Nasdaq Official Closing Price (as reflected on Nasdaq.com) immediately preceding the signing of the binding agreement; or (ii) the average Nasdaq Official Closing Price of Ordinary Shares (as reflected on Nasdaq.com) for the five trading days immediately preceding the signing of the binding agreement. In determining whether multiple issuances should be aggregated for purposes of Nasdaq Listing Rule 5635(d), Nasdaq will consider several factors, including the timing of the issuances. Shareholders' approval of this proposal will constitute stockholder approval for purposes of Nasdaq Listing Rule 5635(d). If the Ordinary Shares become listed on Nasdaq, the Company will opt-out of Nasdaq Listing Rule 5635 until it ceases to be a Foreign Private Issuer, but this approval has been included for the sake of completeness.

Pursuant to the Dutch Civil Code, the Company has an authorised capital. The authorised capital as stated in the Company's articles of association sets the maximum number of shares in the capital of the Company that can be issued. Under the Dutch Civil Code, at least 20% of the authorised capital must be issued. In view of the proposals under agenda this agenda item 4, it is proposed to amend the authorised capital of the Company in such manner that, post-consummation of the Debentures conversion transaction and the proposed reverse stock split, the Company's authorised capital complies with Dutch mandatory corporate law.

The verbatim text of the proposal to amend the articles of association Part B has been made available as a separate document on the website of the Company (<https://ir.sonomotors.com>) and at the office of the Company.

It is proposed to authorise the Management Board to determine the appropriate numbers and composition of the authorised capital. The number of shares of the authorised capital in the verbatim text has been left blank, as that will correspond to the number of shares actually issued. The proposed ratio of the issued shares in the Company versus the authorised capital of the Company is not less than 1:5, as Dutch law provides that at least one fifth of the Company's authorised capital must be issued.

The aforementioned proposal to amend the articles of association Part B includes the proposal to authorise each managing director of the Company and every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, the Netherlands, acting jointly as well as separately, to execute the notarial deed of amendment and to undertake all other action that the authorised person deems necessary or useful.

The resolutions under this agenda item 4 are conditional to each other, meaning that if one of the proposed resolutions of this agenda item 4 is not adopted, none of the resolutions will be adopted.

5 AMENDMENT ARTICLES OF ASSOCIATION PART C TO INCREASE AUTHORISED CAPITAL UNDER THE EXISTING AUTHORITY (voting item)

For avoidance of any doubt, the proposed authorisations under this agenda item 4 are in addition to the authorisations granted by the Company's general meeting during the annual general meeting of the Company as held on 31 July 2024, which allows the Supervisory Board to issue up to 105,711,643 Ordinary Shares and to exclude pre-emptive rights in that respect, with such authority being valid until earlier of the annual general meeting in 2025 or 18 months after 31 July 2024 (**Existing Authority**).

The Management Board proposes, with the approval of the Supervisory Board, to amend the authorised capital as stated in the Company's articles of association each time as required to effect an issuance of shares under the Existing Authorisation. For the sake of clarity, this resolution to authorise one or more amendments to the Company's articles of association to increase the Company's authorised capital to facilitate the issue of any and all shares under the Existing Authorisation is irrevocable and will stay into full force and effect for as long as one or more shares could be issued under the Existing Authority.

The verbatim text of the proposal to amend the articles of association Part C has been made available as a separate document on the website of the Company (<https://ir.sonomotors.com>) and at the office of the Company.

The number of shares of the authorised capital therein has been left blank, as that will correspond to the number of shares actually issued. The proposed ratio of the issued shares in the Company versus the authorised capital of the Company is not less than 1:5, as Dutch law provides that at least one fifth of the Company's authorised capital must be issued.

The aforementioned proposal to amend the articles of association includes the proposal to authorise each managing director of the Company and every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, the Netherlands, acting jointly as well as separately, to execute the notarial deed of amendment and to undertake all other action that the authorised person deems necessary or useful.

6 ANY OTHER BUSINESS

Sono Motors N.V. is a Dutch limited liability company (*naamloze vennootschap*).

As of the Record Date and the date of this notice, the Company has issued 105,740,729 Ordinary Shares each of which represents one vote in the general meeting of the Company and 3,000,000 High Voting Shares, each of which represents twenty-five votes in the general meeting of the Company.

For the purpose of the EGM the total number of issued shares in the Company for which votes can be cast is set at the Record Date.

PROXY VOTE INSTRUCTION

Sono Group N.V. (**Company**)

Proxy for Extraordinary General Meeting: 7 November 2024

The undersigned hereby authorises the chairperson of the extraordinary general meeting of the Company (**EGM**), as his/her true and lawful agent and proxy, to represent the undersigned at the EGM to be held on 7 November 2024 at 12.00 (CET), for the purposes set forth below and in the notice of the EGM as issued by the Company, in all matters coming before said meeting and to exercise the voting rights of the undersigned in accordance with the voting instructions below.

Please mark your votes in the below table. If no choice is specified in respect of the sole voting item on the agenda, the proxyholder shall vote "FOR" such agenda item.

The undersigned is holder of (*insert number*) _____ shares on the Record Date.

Agenda item		FOR	AGAINST	ABSTAIN
Item 2	APPOINTMENT OF MR OWEN MAY AS MEMBER OF THE SUPERVISORY BOARD			
Item 3	AMENDMENT OF ARTICLES OF ASSOCIATION PART A (TO COMPLY WITH NASDAQ RULES AND SIMPLIFY CEO STRUCTURE)			
Item 4.1	AMEND THE COMPANY'S ARTICLES OF ASSOCIATION PART B			
Item 4.2	APPROVE THE CONVERSION OF THE YA II PN, LTD. CONVERTIBLE DEBENTURE(S) INTO ORDINARY SHARES AND PREFERRED SHARES IN THE CAPITAL OF THE COMPANY IN A RATIO TO BE DETERMINED BY THE MANAGEMENT BOARD			
Item 4.3	AUTHORISE THE MANAGEMENT BOARD TO ISSUE ORDINARY SHARES AND PREFERRED SHARES AND/OR GRANT THE RIGHTS TO SUBSCRIBE FOR ORDINARY SHARES AND PREFERRED SHARES TO THE CONVERTIBLE DEBENTURE(S) HOLDER			
Item 4.4	AUTHORISE THE MANAGEMENT BOARD TO EXCLUDE PRE-EMPTION RIGHTS IN RELATION TO THE CONVERTIBLE DE-BENTURE(S) AND THE ISSUANCE OF ORDINARY SHARES AND PREFERRED SHARES AND/OR THE GRANTING OF RIGHTS TO SUBSCRIBE FOR ORDINARY SHARES AND PREFERRED			

Item 4.5	EFFECT AND APPROVE THE ISSUANCE OF MORE THAN 20% OF THE COMPANY'S OUTSTANDING SHARES UPON THE CONVERSION OF ONE OR MORE OF THE CONVERTIBLE DEBENTURE(S), IN ACCORDANCE WITH THE REQUIREMENT OF NASDAQ LISTING RULES 5635(B) AND 5635(D)			
Item 5	AMENDMENT THE COMPANY'S ARTICLES OF ASSOCIATION PART C (TO INCREASE AUTHORISED CAPITAL FOR EXISTING AUTHORITY)			

Signature(s): _____

Date: _____

Note: Please provide proof of shareholding / voting rights / meeting rights on the Record Date.

Note: Please sign as name appears below, joint owners should each sign. When signing as authorised representative of a shareholder, attorney, executor, administrator or guardian, please give full title as such and provide evidence of representation authority.

Note: This power of attorney is granted with the power of substitution.

Note: The relationship between the undersigned and the proxyholder under this power of attorney is governed exclusively by the laws of the Netherlands.

Name of shareholder in block letters: _____

Please mark if you would like to attend the EGM meeting:

Yes:

No:

Please return your duly completed and signed proxy to ir@sonomotors.com no later than 31 October 2024, 12.00 p.m. (CET).



PROXY VOTE INSTRUCTION

Sono Group N.V. (**Company**)

Proxy for Extraordinary General Meeting: 7 November 2024

The undersigned hereby authorises the chairperson of the extraordinary general meeting of the Company (**EGM**), as his/her true and lawful agent and proxy, to represent the undersigned at the EGM to be held on 7 November 2024 at 12.00 (CET), for the purposes set forth below and in the notice of the EGM as issued by the Company, in all matters coming before said meeting and to exercise the voting rights of the undersigned in accordance with the voting instructions below.

Please mark your votes in the below table. If no choice is specified in respect of the sole voting item on the agenda, the proxyholder shall vote "FOR" such agenda item.

The undersigned is holder of *(insert number)* _____ shares on the Record Date.

Agenda item		FOR	AGAINST	ABSTAIN
Item 2	APPOINTMENT OF MR OWEN MAY AS MEMBER OF THE SUPERVISORY BOARD			
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Item 4.3	AUTHORISE THE MANAGEMENT BOARD TO ISSUE ORDINARY SHARES AND PREFERRED SHARES AND/OR GRANT THE RIGHTS TO SUBSCRIBE FOR ORDINARY SHARES AND PREFERRED SHARES TO THE CONVERTIBLE DEBENTURE(S) HOLDER			
Item 4.4	AUTHORISE THE MANAGEMENT BOARD TO EXCLUDE PRE-EMPTION RIGHTS IN RELATION TO THE CONVERTIBLE DE-BENTURE(S) AND THE ISSUANCE OF ORDINARY SHARES AND PREFERRED SHARES AND/OR THE GRANTING OF RIGHTS TO SUBSCRIBE FOR ORDINARY SHARES AND PREFERRED			

Item 4.5	EFFECT AND APPROVE THE ISSUANCE OF MORE THAN 20% OF THE COMPANY'S OUTSTANDING SHARES UPON THE CONVERSION OF ONE OR MORE OF THE CONVERTIBLE DEBENTURE(S), IN ACCORDANCE WITH THE REQUIREMENT OF NASDAQ LISTING RULES 5635(B) AND 5635(D)			
Item 5	AMENDMENT THE COMPANY'S ARTICLES OF ASSOCIATION PART C (TO INCREASE AUTHORISED CAPITAL FOR EXISTING AUTHORITY)			

Signature(s): _____

Date: _____

Note: Please provide proof of shareholding / voting rights / meeting rights on the Record Date.

Note: Please sign as name appears below, joint owners should each sign. When signing as authorised representative of a shareholder, attorney, executor, administrator or guardian, please give full title as such and provide evidence of representation authority.

Note: This power of attorney is granted with the power of substitution.

Note: The relationship between the undersigned and the proxyholder under this power of attorney is governed exclusively by the laws of the Netherlands.

Name of shareholder in block letters: _____

Please mark if you would like to attend the EGM meeting:

Yes:

No:

Please return your duly completed and signed proxy to ir@sonomotors.com no later than 31 October 2024, 12.00 p.m. (CET).



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 (Part A)

Sono Group N.V.

Today, the [*] day of [*] two thousand and twenty-four, 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-four before [*], civil-law notary in [*], the Netherlands;
- B. at the proposal of the management board of the Company, in a general meeting of the Company held on [*] two thousand and twenty-four, of which said meeting [a copy of] the minutes has 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; and
 - (iii) authorize the person appearing to execute deed; and
- C. the aforementioned proposal of the management board of the Company to the general meeting of the Company to amend the articles of association of the Company has been approved by the supervisory board of the Company by written resolution of the supervisory board of the Company, adopted on [*] two thousand and twenty-four. [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 a new definition is inserted in alphabetical order, reading as follows:

"**CEO** The chief executive officer of the Company."

Amendment B

Article 17.3 is amended and shall forthwith read as follows:

"17.3 The Supervisory Board shall elect one Managing Director to be CEO. The Supervisory Board may dismiss the CEO, provided that the Managing Director so dismissed shall subsequently continue his term of office as a Managing Director without having the title of CEO."

Amendment C

Article 20.5 is amended and shall forthwith read as follows:

"20.5 Where there is a tie in any vote of the Management Board, the CEO shall have a casting vote, provided that there are at least three Managing Directors in office. Otherwise, the relevant resolution shall not have been passed."

Amendment D

Article 22.2 is amended and shall forthwith read as follows:

"22.2 The power to represent the Company also vests in

- a. the CEO acting individually; and
- b. any two Managing Directors acting jointly."

Amendment E

Article 30.1 is amended and shall forthwith read as follows:

"30.1 The General Meeting shall be chaired by one of the following individuals, taking into account the following order of priority:

- a. by the Chairperson, if there is a Chairperson who is present at the General Meeting;
- b. by another Supervisory Director who is chosen by the Supervisory Directors present at the General Meeting from their midst;
- c. by the CEO;
- d. by another Managing Director who is chosen by the Managing Directors present at the General Meeting from their midst; or
- e. by another person appointed by the General Meeting.

The person who should chair the General Meeting pursuant to paragraphs a. through e. may appoint another person to chair the General Meeting instead of him.

Amendment F

Article 32.3 is amended and shall forthwith read as follows:

"32.3 Unless a greater majority and/or a greater 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 in a General Meeting where at least one third of the entire issued and outstanding share capital is represented. A new meeting as referred to in Section 2:130(3) DCC cannot be convened."

Amendment G

A new transitional provision in a new article 42.2 is added, reading as follows:

"42.2 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 42.2, 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."

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.

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 (Part B) Sono Group N.V.

Today, the [*] day of [*] two thousand and twenty-four, 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-four before [*], civil-law notary in [*], the Netherlands;
- B. at the proposal of the management board of the Company, in a general meeting of the Company held on [*] two thousand and twenty-four, of which said meeting [a copy of] the minutes has 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;
- C. the aforementioned proposal of the management board of the Company to the general meeting of the Company to amend the articles of association of the Company has been approved by the supervisory board of the Company by written resolution of the supervisory board of the Company, adopted on [*] two thousand and twenty-four. [A copy of] the said written resolution has been attached to this deed ; and
- D. 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, has been adopted by written resolution of the management board of the Company on [*] two thousand and twenty-four. [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 new definitions are inserted in alphabetical order, reading as follows:

"Conversion Shares The high voting shares or the preferred shares to which pertains a request for conversion within the meaning of Article 7.

Requesting Shareholder A shareholder who has requested an approval for transfer of Transfer Shares.

Restricted Shareholder A shareholder designated in writing by the Management Board who is not allowed to acquire or hold more than nine ninety-nine/hundredth percent (9.99 %) of all issued and outstanding ordinary shares, within the meaning of Article 16.14.

Transfer Shares The high voting shares or the preferred shares to which pertains a request for approval for transfer within the meaning of Article 16.

Voting Blocker The reduction of votes to be cast in a General Meeting by any shareholder holding shares with an aggregate nominal value exceeding twenty thousand euro (EUR 20,000.00), within the meaning of Article 32.1."

Amendment B

Article 5 is amended and shall forthwith read as follows:

"SHARES – AUTHORISED CAPITAL AND DEPOSITORY RECEIPTS

Article 5

5.1 The Company's authorised share capital amounts to [*] euro (EUR [*]).

5.2 The authorised share capital is divided into:

- a.** [*] ([*]) ordinary shares, each having a nominal value of one eurocent (EUR 0.01);
- b.** [*] ([*]) high voting shares, each having a nominal value of twenty-five eurocents (EUR 0.25); and
- c.** [*] ([*]) preferred shares, each having a nominal value of three hundred euro (EUR 300).

- 5.3 Upon the conversion of one or more high voting shares or preferred shares into ordinary shares in accordance with Article 7, the authorised share capital set out in Article 5.2 shall decrease with the number of high voting shares or preferred shares respectively, so converted and shall increase with the number of ordinary shares into which such high voting shares or preferred shares are converted.
- 5.4 The Management Board may resolve that one or more shares are divided into such number of fractional shares as may be determined by the Management Board. Unless specified differently, the provisions of these articles of association concerning shares and shareholders apply mutatis mutandis to fractional shares and the holders thereof, respectively.
- 5.5 The Company may cooperate with the issue of depository receipts for shares in its capital."

Amendment C

Article 7 is amended and shall forthwith read as follows:

"SHARES – CONVERSION OF HIGH VOTING SHARES AND PREFERRED SHARES

Article 7

- 7.1 Each high voting share can be converted into twenty five (25) ordinary shares and each preferred share can be converted into thirty thousand (30,000) ordinary shares, subject to the provisions of this Article 7. Ordinary shares cannot be converted into high voting shares or preferred shares.
- 7.2 Each holder of one or more high voting shares or preferred shares may request the conversion of all or part of such high voting shares or preferred shares into ordinary shares in the ratio set out in Article 7.1 by means of a written request addressed to the Management Board. Such a request must be signed by the relevant shareholder (or an authorised representative of such shareholder) and must include:
- a. a specification of the number of high voting shares or preferred shares to which the request pertains (Conversion Shares);
 - b. representations by the shareholder concerned that:
 - i. the Conversion Shares are not encumbered with any usufruct, pledge or other encumbrance;
 - ii. no depository receipts or other derivative financial instruments have been issued for the Conversion Shares;
 - iii. the shareholder concerned has full power to dispose over its assets and is authorised to perform the acts described in Article 7.3; and
 - iv. in respect of a conversion of Conversion Shares that are preferred shares, the shareholder will not hold more than nine ninety-nine/hundredth percent (9.99 %) of all issued and outstanding ordinary shares, immediately following the conversion;

- c. an irrevocable undertaking in favour of the Company by the shareholder concerned:
 - i. to take no action (and not to omit taking any action) which would render the representations referred to in paragraph b. above inaccurate or incomplete upon the performance of the acts described in Article 7.3; and
 - ii. to indemnify the Company and hold the Company harmless against any financial losses or damages incurred by the Company and any expense reasonably paid or incurred by the Company in connection with any threatened, pending or completed suit, claim, action or legal proceedings of a civil, criminal, administrative or other nature, formal or informal, in which the Company becomes involved as a result of the conversion so requested, in each case to the extent permitted by applicable law and except to the extent that a competent court or arbitral tribunal has established, without having (or no longer having) the possibility for appeal, that such financial losses, damages, expenses, suit, claim, action or legal proceedings were incurred, arose or were initiated as a result of actions or omissions by the Company which are considered to constitute malice, gross negligence or intentional recklessness attributable to the Company; and
- d. an irrevocable and unconditional power of attorney granted by the relevant shareholder to the Company, with full power of substitution and governed by Dutch law, to perform the acts described in Article 7.3 on behalf of such shareholder.

7.3 Upon receipt of a request referred to in Article 7.2:

- a. the Management Board shall resolve to convert the number of Conversion Shares specified in the request into ordinary shares in the ratio set out in Article 7.1, effective immediately; and
- b. in respect of a conversion of Conversion Shares that are high voting shares, promptly following the conversion referred to in paragraph a. above, the shareholder who made such request shall transfer twenty-four out of every twenty-five ordinary shares into which its high voting shares were converted pursuant to the resolution referred to in paragraph a. above to the Company for no consideration and the Company shall accept such ordinary shares.

7.4 Neither the Management Board nor the Company is required to effect a conversion of Conversion Shares:

- a. if the request referred to in Article 7.2 does not comply with the specifications and requirements set out in Article 7.2 or if the Management Board reasonably believes that the information included in such request is incorrect or incomplete; or
- b. to the extent that the Company would not be permitted under mandatory Dutch law to acquire the relevant number of ordinary shares as described in Article 7.3 paragraph b. in connection with such conversion."

Amendment D

Article 9.1 is amended and shall forthwith read as follows:

"**9.1** Upon an issue of ordinary shares, high voting shares or preferred shares, each shareholder shall have a pre-emption right in proportion to the aggregate nominal value of his ordinary shares, high voting shares or preferred shares respectively."

Amendment E

Article 15.3 is amended and shall forthwith read as follows:

"**15.3** In deviation of Article 15.2:

- a. the holder of a usufruct or pledge on ordinary shares shall have the voting rights attached thereto if this was provided when the usufruct or pledge was created; and
- b. the holder of a usufruct or pledge on high voting shares or preferred shares shall have the voting rights attached thereto if this was provided when the usufruct or pledge was created and this was approved by the Management Board."

Amendment F

Article 16 is amended and shall forthwith read as follows:

"SHARES – TRANSFER RESTRICTIONS

Article 16

"**16.1** A transfer of high voting shares or preferred shares shall require the prior approval of the Management Board. A shareholder wishing to transfer high voting shares and/or preferred shares (**Requesting Shareholder**) must first request the Management Board to grant an approval for the transfer of the relevant high voting shares and/or preferred shares (**Transfer Shares**). A transfer of ordinary shares is not subject to transfer restrictions under these articles of association.

16.2 A transfer of Transfer Shares must take place within three months after the approval of the Management Board has been granted or is deemed to have been granted pursuant to Article 16.3.

16.3 The approval of the Management Board shall be deemed to have been granted:

- a. if no resolution granting or denying the approval has been passed by the Management Board within three months after the Company has received the request for approval; or
- b. if the Management Board, when denying the approval, does not notify the Requesting Shareholder of the identity of one or more interested parties willing to purchase the relevant Transfer Shares.

16.4 If the Management Board denies the approval and notifies the Requesting Shareholder of the identity of one or more interested parties, the Requesting Shareholder shall notify the Management Board within two weeks after having received such notice whether:

- a. he withdraws his request for approval, in which case the Requesting Shareholder cannot transfer the relevant Transfer Shares; or
- b. he accepts the interested party(ies), in which case the Requesting Shareholder shall promptly enter into negotiations with the interested party(ies) regarding the price to be paid for the relevant Transfer Shares.

If the Requesting Shareholder does not notify the Management Board of his choice in a timely fashion, he shall be deemed to have withdrawn his request for approval, in which case he cannot transfer the relevant Transfer Shares.

16.5 If an agreement is reached in the negotiations referred to in Article 16.4 paragraph b. within two weeks after the end of the period referred to in Article 16.4, the relevant Transfer Shares shall be transferred for the agreed price within three months after such agreement having been reached. If no agreement is reached in these negotiations in a timely fashion:

- a. the Requesting Shareholder shall promptly notify the Management Board thereof; and
- b. the price to be paid for the relevant Transfer Shares shall be equal to the value thereof, as determined by one or more independent experts to be appointed by the Requesting Shareholder and the interested party(ies) by mutual agreement.

16.6 If no agreement is reached on the appointment of the independent expert(s) as referred to in Article 16.5 paragraph b. within two weeks after the end of the period referred to in Article 16.5:

- a. the Requesting Shareholder shall promptly notify the Management Board thereof; and
- b. the Requesting Shareholder shall promptly request the president of the district court in whose district the Company has its corporate seat to appoint three independent experts to determine the value of the relevant Transfer Shares.

16.7 If and when the value of the relevant Transfer Shares has been determined by the independent expert(s), irrespective of whether he/they was/were appointed by mutual agreement or by the president of the relevant district court, the Requesting Shareholder shall promptly notify the Management Board of the value so determined. The Management Board shall then promptly inform the interested party(ies) of such value, following which the/each interested party may withdraw from the sale procedure by giving notice thereof to the Management Board within two weeks.

- 16.8** If any interested party withdraws from the sale procedure in accordance with Article 16.7, the Management Board:
- a.** shall promptly inform the Requesting Shareholder and the other interested party(ies), if any, thereof; and
 - b.** shall give the opportunity to the/each other interested party, if any, to declare to the Management Board and the Requesting Shareholder, within two weeks, his willingness to acquire the Transfer Shares having become available as a result of the withdrawal, for the price determined by the independent expert(s) (with the Management Board being entitled to determine the allocation of such Transfer Shares among any such willing interested party(ies) at its absolute discretion).
- 16.9** If it becomes apparent to the Management Board that all relevant Transfer Shares can be transferred to one or more interested parties for the price determined by the independent expert(s), the Management Board shall promptly notify the Requesting Shareholder and such interested party(ies) thereof. Within three months after sending such notice the relevant Transfer Shares shall be transferred.
- 16.10** If it becomes apparent to the Management Board that not all relevant Transfer Shares can be transferred to one or more interested parties for the price determined by the independent expert(s):
- a.** the Management Board shall promptly notify the Requesting Shareholder thereof; and
 - b.** the Requesting Shareholder shall be free to transfer all relevant Transfer Shares, provided that the transfer takes place within three months after having received the notice referred to in paragraph a.
- 16.11** The Company may only be an interested party under this Article 16 with the consent of the Requesting Shareholder.
- 16.12** All notices given pursuant to this Article 16 shall be provided in writing.
- 16.13** The preceding provisions of this Article 16 do not apply:
- a.** to the extent that a holder of high voting shares and/or preferred shares is under a statutory obligation to transfer such shares to a previous holder thereof;
 - b.** if it concerns a transfer in connection with an enforcement of a pledge pursuant to Section 3:248 DCC in conjunction with Section 3:250 or 3:251 DCC; or
 - c.** if it concerns a transfer to the Company, except in the case that the Company acts as an interested party pursuant to Article 16.11.

16.14 The Management Board is authorised, subject to the prior written approval of the Supervisory Board, to designate in writing one or more shareholders who are at all times not allowed to acquire or hold more than nine ninety-nine/hundredth percent (9.99 %) of all issued and outstanding ordinary shares (**Restricted Shareholder**). In the event that a Restricted Shareholder acquires or holds more than nine ninety-nine/hundredth percent (9.99 %) of all issued and outstanding ordinary shares, the Restricted Shareholder is obliged to notify the Management Board and to offer the excess ordinary shares to one or more interested parties designated by the Management Board and willing to purchase the excess ordinary shares. The provisions of Article 16.4 up to and including Article 16.12 shall, to the extent possible, apply accordingly, except, however, that the Restricted Shareholder shall not be authorised to withdraw his offer.

16.15 This Article 16 applies mutatis mutandis in case of a transfer of rights to subscribe for high voting shares or preferred shares."

Amendment G

Articles 20.9j and 20.9k are amended and shall forthwith read as follows:

"j. the making of an interim distribution;

k. the designation of a Restricted Shareholder as referred to in Article 16.14; and"

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

Amendment H

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 Article 32. Any shareholder holding shares with an aggregate nominal value exceeding twenty thousand euro (EUR 20,000.00), can only cast in a General Meeting a reduced number of votes, in total equal to nine ninety- nine/hundredth percent (9.99 %) of the votes attached to all outstanding and issued shares (**Voting Blocker**). Fractional shares of a certain class, if any, collectively constituting the nominal value of a share of that class shall be considered to be equivalent to such share."

Amendment I

Article 33.1e is amended and shall forthwith read as follows:

"e. the making of a distribution on the ordinary shares, the high voting shares and the preferred shares from the Company's profits or reserves;"

Amendment J

Article 34.3 is amended and shall forthwith read as follows:

"**34.3** For Class Meetings of high voting shares or preferred shares, the following shall apply:

- a. Articles 29.3, 29.9, 30.3, 32.1, 32.2 through 32.10 apply mutatis mutandis;
- b. a Class Meeting must be convened no later than on the eighth day prior to that of the meeting;
- c. a Class Meeting shall appoint its own chairperson; and
- d. where the rules laid down by these articles of association in relation to the convening, location of or drawing up of the agenda for a Class Meeting have not been complied with, legally valid resolutions may still be passed by that Class Meeting by a unanimous vote at a meeting at which all shares of the relevant class are represented."

Amendment K

Article 37.3 is amended and shall forthwith read as follows:

"**37.3** Distributions shall be made in proportion to the aggregate number of shares held, with (i) the ordinary shares, the high voting shares and the preferred shares being considered to be shares of the same class, and (ii) one (1) preferred shares being counted as thirty thousand (30,000) shares for the purpose of calculating a distribution."

Amendment L

Article 38.1 is amended and shall forthwith read as follows:

"**38.1** All reserves maintained by the Company shall be attached exclusively to the ordinary shares, the high voting shares and the preferred shares, with those classes of shares being considered to be shares of the same class in respect of distributions from the reserves and entitlements to such distributions."

Amendment M

Article 39.1 is amended and shall forthwith read as follows:

"**39.1** Subject to Article 37.1, the profits shown in the Company's annual accounts in respect of a financial year shall be appropriated as follows, and in the following order of priority:

- a. the Management Board shall determine which part of the profits shall be added to the Company's reserves; and
- b. subject to Article 33, the remaining profits shall be at the disposal of the General Meeting for distribution on the ordinary shares, the high voting shares and the preferred shares."

Amendment N

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 total nominal value of 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 O

A new transitional provision in a new article 42.3 is added, reading as follows:

- "**42.3** The Supervisory Management Board shall be authorised (but not obliged) to pass a resolution to invoke the transitional provision of this Article 42.3 pursuant to which and with effect sixty-five (65) days from the day that that such resolution is adopted, all provisions in these articles of association in respect of the Voting Blocker shall lapse and the Voting Blocker shall cease to have legal effect."

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.

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 (Part C)

Sono Group N.V.

Today, the [*] day of [*] two thousand and twenty-four, 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-four before [*], civil-law notary in [*], the Netherlands;
- B. at the proposal of the management board of the Company, in a general meeting of the Company held on [*] two thousand and twenty-four, of which said meeting [a copy of] the minutes has 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;
- C. the aforementioned proposal of the management board of the Company to the general meeting of the Company to amend the articles of association of the Company has been approved by the supervisory board of the Company by written resolution of the supervisory board of the Company, adopted on [*] two thousand and twenty-four. [A copy of] the said written resolution has been attached to this deed ; and
- D. 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, has been adopted by written resolution of the management board of the Company on [*] two thousand and twenty-four. [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

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

"5.1 The Company's authorised share capital amounts to [*] euro (EUR [*]).

5.2 The authorised share capital is divided into:

- a. [*] ([*]) ordinary shares, each having a nominal value of one eurocent (EUR 0.01);
- b. [*] ([*]) high voting shares, each having a nominal value of twenty-five eurocents (EUR 0.25); and
- c. [*] ([*]) preferred shares, each having a nominal value of three hundred euro (EUR 300)."

Amendment B

A new transitional provision in a new article 42.1 is added, reading as follows:

"42.1 Upon the Company's issued share capital increasing to an amount of at least [*] euro (EUR [*]):

- a. the Company's authorised share capital described in Article 5.1 shall immediately and automatically increase to an amount of [*] euro (EUR [*]); and
- b. the composition of the authorised share capital described in Article 5.2 shall immediately and automatically be adjusted, such that the authorised share capital shall be divided into:
 - i. [*] ([*]) ordinary shares, each having a nominal value of one eurocent (EUR 0.01);
 - ii. [*] ([*]) high voting shares, each having a nominal value of twenty-five eurocents (EUR 0.25); and
 - iii. [*] ([*]) preferred shares, each having a nominal value of three hundred euro (EUR 300)."

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.