# 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 September 30, 2026**
**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 001-41066**

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# Sono Group N.V.

**(Exact name of registrant as specified in its charter)**

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| **The Netherlands** | **98-1828632** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |

**Sono Group N.V.**
**4965 Trinidad Drive**
Land O' Lakes**, FL 34639**
**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: +1 352-502-1191**

**N/A**
**(Former name, former address and former fiscal year, if changed since last report)**

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| **Ordinary Shares** | **SSM** | **The Nasdaq Stock Market LLC** |

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 | ☐ | Accelerated filer | ☐ |
| Non-accelerated filer | ☒ | Smaller reporting company | ☒ |
| | | 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 ☒

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☒ No ☐

As of October 27, 2026, the registrant had 4,095,162 ordinary shares, 40,000 high voting shares and 1,305.0000 preferred shares outstanding.

**Sono Group N.V.**

**FORM 10-Q**

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**SONO GROUP N.V.**
**CONDENSED CONSOLIDATED BALANCE SHEETS**
**(Amounts in thousands, except share and per share amounts)**
**(unaudited)**

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| | KUSD | KUSD |
| **ASSETS** | | |
| **Current Assets** | | |
| Cash | 467 | 205 |
| Digital assets / Bitcoin treasury | 4,442 | — |
| Prepaid taxes and VAT receivables | 14 | — |
| Prepaid expenses and other current assets | 3 | — |
| Assets of discontinued operations classified as held for sale | — | 1,407 |
| **Total current assets** | 4,926 | 1,612 |
| Operating lease right-of-use asset | 610 | — |
| Deposits | 59 | 59 |
| **Total Assets** | 5,595 | 1,671 |
| | | |
| **LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)** | | |
| Current Liabilities | | |
| Accounts payable and accrued expenses | 1,850 | 854 |
| Accrued interest payable | 342 | — |
| Convertible notes payable, net | 4,376 | — |
| Derivative liabilities, written covered Bitcoin call options | 4 | — |
| Operating lease liability, current portion | 94 | — |
| Liabilities of discontinued operations classified as held for sale | — | 943 |
| **Total current liabilities** | 6,666 | 1,797 |
| Operating lease liability, non-current portion | 516 | — |
| **Total Liabilities** | 7,182 | 1,797 |
| | | |
| Commitments and Contingencies (see Note 14) | | |
| | | |
| **Shareholders' Equity (Deficit)** | | |
| Preferred Shares, par value €300.00 per share, 1,357.7745 and 1,401 shares authorized and issued, and 1,341.3338 and 1,401 shares outstanding as of September 30, 2026 and December 31, 2025, respectively | 442 | 456 |
| Ordinary Shares, par value €0.01 per share, 121,296,814 and 120,000,000 shares authorized, 3,005,148 and 1,424,834 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively | 30 | 14 |
| High Voting Shares, par value €0.25 per share, 40,000 shares authorized, 40,000 shares issued and outstanding as of September 30, 2026 and December 31, 2025 | 10 | 10 |
| Additional paid-in capital | 344,059 | 342,084 |
| Accumulated deficit | (338,535) | (333,390) |
| Accumulated other comprehensive income (loss) | (7,593) | (9,300) |
| **Total Shareholders' Equity (Deficit)** | (1,587) | (126) |
| | | |
| **Total Liabilities and Shareholders' Equity (Deficit)** | 5,595 | 1,671 |

*See accompanying Notes to the unaudited Condensed Consolidated Financial Statements.*

**SONO GROUP N.V.**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**
**(Amounts in thousands, except share and per share amounts)**
**(unaudited)**

| | For the three months ended September 30, | | For the nine months ended September 30, | |
|---|---|---|---|---|
| | **2026** | **2025** | **2026** | **2025** |
| | KUSD | KUSD | KUSD | KUSD |
| Revenue | — | — | — | — |
| Digital asset treasury income (loss), net | 729 | — | (161) | — |
| General and administrative expenses | (603) | (797) | (2,896) | (1,995) |
| **Income (loss) from operations** | **126** | **(797)** | **(3,057)** | **(1,995)** |
| | | | | |
| Other Income (Expenses) | | | | |
| Gain on change in fair value of debt and derivative instruments | 1,079 | 243 | 1,541 | 12,434 |
| | | | | |
| Interest expense, including amortization of debt discount | (559) | — | (1,173) | — |
| Foreign currency gain (loss), net | 1 | 253 | 1 | 768 |
| **Total other income (expenses), net** | **521** | **496** | **369** | **13,202** |
| | | | | |
| **(Loss) / Income from continuing operations before income taxes** | **647** | **(301)** | **(2,688)** | **11,207** |
| Income tax expense | — | — | — | — |
| **(Loss) / Income from continuing operations** | **647** | **(301)** | **(2,688)** | **11,207** |
| Loss from discontinued operations, net of tax | — | (1,054) | (2,457) | (3,784) |
| | | | | |
| **Net (Loss) / Income** | **647** | **(1,355)** | **(5,145)** | **7,423** |
| | | | | |
| Net (loss) / income per share to ordinary and high voting shareholders - basic: | | | | |
| Continuing operations | 0.32 | (0.21) | (1.52) | 7.71 |
| Discontinued operations | — | (0.72) | (1.39) | (2.60) |
| **Net (loss)/income per share - basic** | **0.32** | **(0.93)** | **(2.91)** | **5.11** |
| Net (loss) / income per share to ordinary and high voting shareholders - diluted: | | | | |
| Continuing operations | 0.00 | (0.21) | (1.52) | (0.13) |
| Discontinued operations | — | (0.72) | (1.39) | (0.41) |
| **Net (loss)/income per share - diluted** | **0.00** | **(0.93)** | **(2.91)** | **(0.54)** |
| | | | | |
| Weighted average number of ordinary and high voting shares: | | | | |
| Basic | 2,009,771 | 1,463,101 | 1,765,767 | 1,454,361 |
| Diluted | 44,056,678 | 1,463,101 | 1,765,767 | 9,206,350 |

*See accompanying Notes to the unaudited Condensed Consolidated Financial Statements.*

**SONO GROUP N.V.**
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**
**(Amounts in thousands, except share and per share amounts)**
**(unaudited)**

| | For the three months ended September 30, | | For the nine months ended September 30, | |
|---|---|---|---|---|
| | **2026** | **2025** | **2026** | **2025** |
| | KUSD | KUSD | KUSD | KUSD |
| **Net (loss) / income** | 647 | (1,355) | (5,145) | 7,423 |
| **Other comprehensive income (loss):** | | | | |
| Foreign currency translation adjustment | — | 1,540 | 484 | 1,504 |
| Reclassification of cumulative translation adjustment to net loss on deconsolidation of subsidiary | — | — | 1,223 | — |
| **Total other comprehensive income (loss)** | — | 1,540 | 1,707 | 1,504 |
| **Comprehensive (loss) / income** | **647** | **185** | **(3,438)** | **8,927** |

*See accompanying Notes to the unaudited Condensed Consolidated Financial Statements.*

**SONO GROUP N.V.**
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**
**(Amounts in thousands, except share amounts)**
**(unaudited)**

| | Ordinary Shares Outstanding | Ordinary Shares | High Voting Shares Outstanding | High Voting Shares | Preferred Shares Outstanding | Preferred Shares | Paid-in Capital | Accum. Deficit | AOCI | Total Equity (Deficit) |
|---|---|---|---|---|---|---|---|---|---|---|
| | (#) | (KUSD) | (#) | (KUSD) | (#) | (KUSD) | (KUSD) | (KUSD) | (KUSD) | (KUSD) |
| ***Nine months ended September 30, 2025*** | | | | | | | | | | |
| Balance at December 31, 2024 | 1,409,885 | 30 | 40,000 | 21 | — | — | 322,476 | (337,926) | (10,298) | (25,697) |
| Issuance of Ordinary Shares after reverse share split | 36 | — | — | — | — | — | — | — | — | — |
| Issuance of Ordinary Shares under the July 2024 share purchase agreement | 14,265 | — | — | — | — | — | 92 | — | — | 92 |
| Issuance of Preferred Shares in exchange for convertible notes in September 2025 | — | — | — | — | 1,401 | 454 | 19,487 | — | — | 19,941 |
| Reclassification of par value in connection with September 2025 change in nominal share price | — | (15) | — | (11) | — | — | 26 | — | — | — |
| Net income | — | — | — | — | — | — | — | 7,423 | — | 7,423 |
| Other comprehensive income, foreign currency translation adjustment | — | — | — | — | — | — | — | — | 1,504 | 1,504 |
| **Balance at September 30, 2025** | **1,424,186** | **15** | **40,000** | **10** | **1,401** | **454** | **342,081** | **(330,503)** | **(8,794)** | **3,263** |
| ***Nine months ended September 30, 2026*** | | | | | | | | | | |
| Balance at December 31, 2025 | 1,424,834 | 14 | 40,000 | 10 | 1,401 | 456 | 342,084 | (333,390) | (9,300) | (126) |
| Issuance of pre-funded warrant | — | — | — | — | — | — | 1,420 | — | — | 1,420 |
| Issuance of Ordinary Shares in registered direct offering, net of offering costs | 283,500 | 3 | — | — | — | — | 554 | — | — | 557 |
| Conversion of Preferred Shares into Ordinary Shares | 1,296,814 | 13 | — | — | (43.2255) | (14) | 1 | — | — | — |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Preferred Shares surrendered and held in treasury | — | — | — | — | (16.4407) | — | — | — | — | — |
| Net loss | — | — | — | — | — | — | — | (5,145) | — | (5,145) |
| Other comprehensive income, including 1,223 of cumulative translation adjustment released to net loss on deconsolidation | — | — | — | — | — | — | — | — | 1,707 | 1,707 |
| **Balance at September 30, 2026** | **3,005,148** | **30** | **40,000** | **10** | **1,341.3338** | **442** | **344,059** | **(338,535)** | **(7,593)** | **(1,587)** |
| ***Three months ended September 30, 2025*** | | | | | | | | | | |
| Balance at June 30, 2025 | 1,409,921 | 30 | 40,000 | 21 | — | — | 322,476 | (329,148) | (10,334) | (16,955) |
| Issuance of Ordinary Shares under the July 2024 share purchase agreement | 14,265 | — | — | — | — | — | 92 | — | — | 92 |
| Issuance of Preferred Shares in exchange for convertible notes in September 2025 | — | — | — | — | 1,401 | 454 | 19,487 | — | — | 19,941 |
| Reclassification of par value in connection with September 2025 change in nominal share price | — | (15) | — | (11) | — | — | 26 | — | — | — |
| Net loss | — | — | — | — | — | — | — | (1,355) | — | (1,355) |
| Other comprehensive income, foreign currency translation adjustment | — | — | — | — | — | — | — | — | 1,540 | 1,540 |
| **Balance at September 30, 2025** | **1,424,186** | **15** | **40,000** | **10** | **1,401** | **454** | **342,081** | **(330,503)** | **(8,794)** | **3,263** |
| ***Three months ended September 30, 2026*** | | | | | | | | | | |
| Balance at June 30, 2026 | 1,424,834 | 14 | 40,000 | 10 | 1,401 | 456 | 343,504 | (339,182) | (7,593) | (2,791) |
| Issuance of Ordinary Shares in registered direct offering, net of offering costs | 283,500 | 3 | — | — | — | — | 554 | — | — | 557 |
| Conversion of Preferred Shares into Ordinary Shares | 1,296,814 | 13 | — | — | (43.2255) | (14) | 1 | — | — | — |
| Preferred Shares | — | — | — | — | (16.4407) | — | — | — | — | — |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| surrendered and held in treasury | | | | | | | | | | |
| Net income | — | — | — | — | — | — | — | 647 | — | 647 |
| **Balance at September 30, 2026** | **3,005,148** | **30** | **40,000** | **10** | **1,341.3338** | **442** | **344,059** | **(338,535)** | **(7,593)** | **(1,587)** |

*See accompanying Notes to the unaudited Condensed Consolidated Financial Statements.*

**SONO GROUP N.V.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(Amounts in thousands)**
**(unaudited)**

| | For the nine months ended September 30, 2026 | For the nine months ended September 30, 2025 |
|---|---|---|
| | KUSD | KUSD |
| **Cash flows from operating activities** | | |
| Net income (loss) | (5,145) | 7,423 |
| Adjustments to reconcile net income (loss) to net cash used in operating activities: | | |
| Digital asset treasury loss, net (non-cash) | 161 | — |
| Change in fair value of debt and derivative instruments | (1,541) | (12,434) |
| Foreign currency gain (loss), net | (1) | (768) |
| Non-cash interest - amortization of debt discount | 831 | — |
| Loss on deconsolidation of subsidiary | 1,101 | — |
| Loss from discontinued operations, excluding loss on deconsolidation of subsidiary | 1,356 | 3,784 |
| Amortization of right-of-use asset | 35 | — |
| Changes in operating assets and liabilities: | | |
| Accounts payable and accrued liabilities | 731 | (249) |
| Accrued interest payable | 342 | — |
| Prepaid taxes and VAT receivables | (14) | — |
| Prepaid expenses, deposits and other assets | (58) | (29) |
| Operating lease liability | (35) | — |
| Net cash used in operating activities of continuing operations | (2,237) | (2,273) |
| Net cash used in operating activities of discontinued operations | (555) | (3,793) |
| **Net cash used in operating activities** | (2,792) | (6,066) |
| **Cash flows from investing activities** | | |
| Purchases of digital assets | (5,000) | — |
| Proceeds from redemption of digital assets | 400 | — |
| Net cash used in investing activities of continuing operations | (4,600) | — |
| Net cash used in investing activities of discontinued operations, cash of subsidiary derecognized on deconsolidation | (191) | — |
| **Net cash used in investing activities** | (4,791) | — |
| **Cash flows from financing activities** | | |
| Proceeds from issuance of convertible debentures | 5,050 | — |
| Proceeds from pre-funded warrant | 2,000 | — |
| Proceeds from issuance of Ordinary Shares | 757 | 92 |
| Net draws on convertible notes at fair value option | — | 6,705 |
| **Net cash provided by financing activities** | **7,807** | **6,797** |
| Effect of exchange-rate changes on cash | — | 509 |
| **Net increase in cash, including cash of discontinued operations** | 224 | 1,240 |
| Cash, including cash of discontinued operations, beginning of period | 243 | 1,401 |
| **Cash, including cash of discontinued operations, end of period** | 467 | 2,641 |
| Supplemental disclosure: cash paid for interest | — | — |
| Supplemental non-cash items: | | |
| Embedded conversion derivative liabilities recognized at issuance | 1,698 | — |
| Debt discount recognized at issuance | 1,661 | — |
| Right-of-use asset obtained in exchange for operating lease liability | 645 | — |
| Cumulative translation adjustment released on deconsolidation of subsidiary | 1,223 | — |
| Offering costs included in accounts payable and accrued expenses | 200 | — |
| Ordinary Shares issued on conversion of Preferred Shares, nominal value | 13 | — |
| Convertible notes carried at fair value exchanged for Preferred Shares | — | 19,941 |

*See accompanying Notes to the unaudited Condensed Consolidated Financial Statements.*

**1. Organization and Description of Business**

Sono Group N.V. ("Sono N.V.") is a public company with limited liability (naamloze vennootschap) incorporated under the laws of the Netherlands. The Company is registered in the business register at the Netherlands Chamber of Commerce (trade register number: 80683568).

In November 2021, the Company completed its initial public offering, and its ordinary shares commenced trading on The Nasdaq Global Market on November 17, 2021 under the ticker symbol "SEV". On February 15, 2024, Nasdaq filed a Form 25 Notification of Delisting with the U.S. Securities and Exchange Commission (the "SEC") to complete the delisting of the Company's ordinary shares from Nasdaq. On July 2, 2024, the quoting of the Company's ordinary shares commenced on OTCQB under the ticker symbol "SEVCF". On September 4, 2025, the Company received approval to list its ordinary shares on Nasdaq, and the ordinary shares commenced trading on the Nasdaq Capital Market under the ticker symbol "SSM" on September 5, 2025.

The business address of Sono N.V. as of the date of this Quarterly Report is 4965 Trinidad Drive, Land O' Lakes, FL 34639, United States of America. Prior to the May 4, 2026 sale of Sono Motors GmbH, Sono N.V.'s wholly-owned subsidiaries were (i) Sono Motors GmbH, a German limited liability company (Gesellschaft mit beschränkter Haftung) ("Sono Motors GmbH"), registered in the commercial register (Handelsregister) at the local court (Amtsgericht) of Munich, Germany, under HRB 224131, with registered headquarters at Waldmeisterstraße 93, 80935 Munich, Germany, and (ii) Sono Group S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 8 Avenue de la Gare, L-1610 Luxembourg, Grand Duchy of Luxembourg, which was funded with $14,067.60 (€12,000) for purposes of providing share capital and had no operations during the nine months ended September 30, 2026. On May 4, 2026, Sono N.V. sold Sono Motors GmbH pursuant to a Share Purchase and Transfer Agreement, dated May 4, 2026 (the "SPA"), as a result of which Sono N.V. ceased to be the ultimate parent of Sono Motors GmbH on May 4, 2026. Hereinafter, unless otherwise indicated or the context otherwise requires, the terms "Sono Group", "Sono", "the Company", "we", "our", "us" or similar terms, refer to Sono N.V. together with its consolidated subsidiaries for the periods presented.

Sono Group historically intended to develop and manufacture electric vehicles with integrated solar panels (the "Sion passenger car program") and to license its solar technology to other Original Equipment Manufacturers ("OEMs"). On February 24, 2023, the Company announced the decision to terminate the Sion passenger car program and to pivot the business model to exclusively retrofitting and integrating Sono Group's solar technology onto third party vehicles due to lack of available funding. As a consequence, management determined to apply for the opening of self-administration proceedings with respect to Sono N.V. and Sono Motors GmbH (the "Self-Administration Proceedings") on May 15, 2023. Sono N.V. withdrew its application for Preliminary Self-Administration Proceedings on January 31, 2024, and Sono Motors GmbH exited its Self-Administration Proceedings on February 29, 2024. The Company reconsolidated Sono Motors GmbH effective March 1, 2024 following its exit from the Self-Administration Proceedings.

On March 14, 2026, the Company's supervisory board resolved to terminate all current and future funding commitments to Sono Motors GmbH and to exit the legacy solar operations conducted through Sono Motors GmbH, with immediate effect. On the same date, the Company's management board, with the approval of the supervisory board, adopted a digital asset treasury strategy (the "Treasury Strategy"). Under the Treasury Strategy, the principal holding in the Company's treasury reserve on its balance sheet is allocated to digital assets, principally Bitcoin("Bitcoin" or "BTC"), by applying a covered-call yield strategy. In connection with the Treasury Strategy, on March 10, 2026, the Company entered into a 2002 ISDA Master Agreement, a related Schedule and a Credit Support Annex with Blockchain.com (BVI) II Limited ("Blockchain.com"), facilitating the Company to enter into derivative and/or hedging transactions to manage the risk associated with the Treasury Strategy.

On August 31, 2026, the Company and Sports One announced that they had entered into a non-binding letter of intent (the "Letter of Intent") for a proposed business combination. Under the terms of the Letter of Intent, the Company and Sports One intend to enter into a definitive agreement pursuant to which the Company and Sports One would combine, with the former equityholders of both entities holding equity in the combined public company listed on a national stock exchange and with Sports One's existing equityholders owning a super-majority of the equity in the combined company, which is expected to be renamed "Sports One." The final terms of the definitive agreement are subject to the completion of due diligence to the Company's satisfaction. Completion of the proposed business combination is subject to the negotiation and execution of definitive documentation and the satisfaction of customary closing conditions set forth in the Letter of Intent, including the completion of any required regulatory review and the approval of the transaction by the Company's shareholders. As of the date of this Quarterly Report, the Company and Sports One have not entered into a definitive agreement. The Letter of Intent is non-binding, except for limited customary provisions, and there can be no assurance that the parties will enter into a definitive agreement or that the proposed business combination will be completed on the terms or within the timeframe currently contemplated, or at all. Concurrently with the Letter of Intent, the Company entered into a share purchase agreement for the registered direct offering described in Note 12 (Shareholders' Equity (Deficit)).

As of March 31, 2026, management concluded that Sono Motors GmbH met the criteria to be classified as held for sale and that the planned disposition (which was completed on May 4, 2026, as further described in Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale)) represents a strategic shift that has had, or will have, a major effect on the Company's operations and financial results. Accordingly, the results of operations of Sono Motors GmbH have been presented as discontinued operations, and the related assets and liabilities have been presented as assets and liabilities of discontinued operations classified as held for sale, for all periods presented. On May 4, 2026, the Company sold and transferred 100% of the outstanding share capital of Sono Motors GmbH to third-party purchasers. See Note 3 (Liquidity and Going Concern Analysis), Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale), Note 5 (Digital Assets), Note 6 (Written Covered Bitcoin Call Options), and Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) for additional information.

These unaudited condensed consolidated financial statements reflect all adjustments, including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the periods presented in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

On a consolidated basis, the Company's operations during the periods presented are comprised of the parent company, Sono N.V., and, through the May 4, 2026 sale and deconsolidation of Sono Motors GmbH, Sono Motors GmbH. All significant intercompany transactions and balances have been eliminated upon consolidation. Certain amounts in the prior period unaudited condensed consolidated financial statements have been reclassified to conform to the current period presentation, including the presentation of Sono Motors GmbH as a discontinued operation. In addition, effective January 1, 2026, the Company changed its reporting currency from the euro to the U.S. dollar, and all prior-period financial information presented in these unaudited condensed consolidated financial statements has been recast into U.S. dollars as if the U.S. dollar had been the Company's reporting currency since the earliest period presented. See Note 2 (Basis of Presentation, Consolidation and Summary of Significant Accounting Policies) for additional information regarding the change in reporting currency.

**2. Basis of Presentation, Consolidation and Summary of Significant Accounting Policies**

A summary of the significant accounting policies applied in the presentation of the accompanying consolidated financial statements follows:

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and the rules and regulations of the SEC applicable to interim financial information. Accordingly, they do not include all information and footnotes required by U.S. GAAP for annual financial statements and should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments necessary for a fair presentation, consisting of normal recurring adjustments and the non-recurring classification, reporting-currency, fair-value, discontinued-operations and financing-related adjustments described in these notes. Results for the three and nine months ended September 30, 2026 are not necessarily indicative of results for the full fiscal year.

Certain prior-period amounts have been reclassified to conform to the current-period presentation. These reclassifications did not affect total assets, total liabilities, shareholders' equity, net income (loss) or net change in cash.

Reporting Currency and Functional Currency

Effective January 1, 2026, the Company changed its reporting currency from the euro to the U.S. dollar. Management made the change to better align the Company's financial reporting with its U.S.-dollar denominated financing activities, U.S. capital-markets reporting environment, and the Treasury Strategy following the Company's strategic transition. The Company has recast all prior-period financial information presented in these condensed consolidated financial statements into U.S. dollars as if the U.S. dollar had been the Company's reporting currency since the earliest period presented. The change in reporting currency does not by itself change the underlying functional-currency determination for each distinct and separable operation.

Effective January 1, 2026, Sono Group N.V. determined that its functional currency is the U.S. dollar. Through the May 4, 2026 sale of Sono Motors GmbH, Sono Motors GmbH continued to have the euro as its functional currency. Assets and liabilities of euro-functional operations are translated into U.S. dollars at period-end exchange rates, and revenues, expenses, gains and losses are translated at transaction-date rates or appropriate weighted-average exchange rates. Translation effects are recognized as a component of accumulated other comprehensive income (loss) within shareholders' equity.

Correction of Immaterial Errors in Previously Reported Interim Financial Information

In connection with the preparation of these unaudited condensed consolidated financial statements, the Company identified an error in the recast of certain prior-period financial information from euros to U.S. dollars. The balances at December 31, 2025 included the adjustment and are unchanged. The opening balances at December 31, 2024, and the 2025 quarterly balances that followed, as previously reported in the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2026 and June 30, 2026, did not include an adjustment of $9,086 thousand between accumulated deficit and accumulated other comprehensive income (loss). The Company has revised the opening balances at December 31, 2024 presented in the unaudited condensed consolidated statements of changes in shareholders' equity (deficit) to include the adjustment, and the revision carries forward to the 2025 balances presented in those statements. The revision did not affect total shareholders' equity (deficit) at any date, the balances at December 31, 2025, or net income (loss), comprehensive income (loss), net income (loss) per share or cash flows for any period presented. The Company evaluated the error under SEC Staff Accounting Bulletin No. 99, Materiality, and SEC Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements, and concluded that it was not material to any previously issued financial statements. The Company has revised the prior-period balances for consistency with the balances at December 31, 2025. The following table presents the balances as previously reported in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, the revision and the balances as revised (USD in thousands):

| | As previously reported in the Form 10-Q for June 30, 2026 | Revision | As revised |
|---|---|---|---|
| **December 31, 2024** | | | |
| Accumulated deficit | (347,012) | 9,086 | (337,926) |
| Accumulated other comprehensive income (loss) | (1,212) | (9,086) | (10,298) |
| **Total shareholders' equity (deficit)** | **(25,697)** | — | **(25,697)** |
| **December 31, 2025** | | | |
| Accumulated deficit | (333,390) | — | (333,390) |
| Accumulated other comprehensive income (loss) | (9,300) | — | (9,300) |
| **Total shareholders' equity (deficit)** | **(126)** | — | **(126)** |

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Significant estimates include going concern, held-for-sale and discontinued-operations classification and measurement, fair value measurements of digital assets and derivative liabilities, valuation of convertible notes and related debt discount, lease accounting assumptions, and income tax valuation allowances.

Digital Assets and Derivative Instruments

Digital assets consisting principally of Bitcoin are accounted for under ASC 350-60. The Company's Bitcoin holdings are initially recognized at cost and subsequently measured at fair value in accordance with ASC 820, with changes in fair value recognized in net income each reporting period. Digital assets are presented as a separate line item in the condensed consolidated balance sheet. The Company does not present digital asset fair-value changes, realized

digital asset gains or losses, written-call premiums, derivative settlements or related execution fees as revenue from contracts with customers because such activities do not arise from contracts with customers within the scope of ASC 606.

Written covered Bitcoin call options are accounted for as freestanding derivative liabilities under ASC 815 unless a specific scope exception applies. Premiums received are consideration for assuming a derivative obligation and are not recorded as revenue. Each written call is a derivative liability measured at fair value, which equals the premium received at inception; accordingly, premiums received and subsequent changes in the fair value of written calls are recognized together in digital asset treasury income (loss), net, and written calls open at each reporting date are carried at fair value, unless hedge accounting is formally designated and documented. The Company has not designated hedge accounting for the arrangements reflected in these condensed consolidated financial statements. The related economics are presented as digital asset treasury income or loss rather than revenue from contracts with customers.

Convertible Debt, Warrants and Fair Value Measurements

The Company accounts for convertible debentures by recognizing the debt host net of unamortized debt discount and separately recognizing embedded conversion features that require bifurcation as derivative liabilities. Embedded conversion derivative liabilities are measured at fair value at inception and at each reporting date, with changes in fair value recognized in earnings. Debt discount is amortized to interest expense over the expected term of the convertible debentures.

The Company classifies pre-funded warrants in additional paid-in capital when the instruments meet the applicable equity-classification criteria. Cash proceeds from convertible debentures and pre-funded warrants are presented as financing cash inflows in the statement of cash flows, and equity-classified pre-funded warrant amounts are presented within shareholders' equity.

Fair value measurements are categorized within the fair value hierarchy based on the observability of inputs. Bitcoin is measured using the BTC-USD spot price observed at 08:00 UTC on the reporting date from the market in which the Company transacts through Blockchain.com and is classified within Level 1. Written covered Bitcoin call options are classified within Level 2 because they are measured at the mark provided by the counterparty, which is derived from observable Bitcoin options market data. Embedded conversion derivative liabilities are classified within Level 3 because valuation uses significant unobservable inputs, including expected volatility, the credit-adjusted discount rate and probability-weighted settlement assumptions.

The Company measures written covered Bitcoin call options at the mark provided by the counterparty, which is derived from observable Bitcoin options market data, including the Bitcoin spot price, strike price, remaining contractual term and implied volatility. The embedded conversion derivative liabilities are valued using a Monte Carlo simulation model, with key unobservable inputs including expected volatility derived from a peer group, the Company's estimated credit-adjusted discount rate (straight-debt yield) and probability-weighted settlement assumptions. The remaining contractual term and the Company's share price are observable inputs. Changes in these inputs could result in materially different fair value measurements.

Credit Risk and Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, digital assets, collateral arrangements and contractual rights arising from digital asset derivative activity. The Company maintains cash with financial institutions, holds Bitcoin and related rights through digital asset counterparties and custodial arrangements, and monitors counterparty and concentration risk; however, balances may exceed insured or protected limits and are subject to market, custody, liquidity and counterparty risks.

Leases

The Company accounts for leases under ASC 842, Leases. Right-of-use assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Because the Company's leases generally do not provide an implicit rate, the Company uses its incremental borrowing rate based on information available at commencement. Lease expense is recognized on a straight-line basis over the lease term. The Company determined its incremental borrowing rate at the commencement of the Munich lease on May 1, 2026 by reference to the rate at which the Company could borrow funds on a collateralized basis over a similar term and in a similar economic environment to the lease, taking into consideration the Company's credit profile, the EUR-denominated nature of the lease, the going concern conditions existing at the commencement date, and the terms of the Company's outstanding convertible debentures as a market reference point for the Company's cost of borrowing. The Company has elected the short-term lease recognition exemption for leases with terms of twelve months or less. Through May 4, 2026, the Company's lease balances, including right-of-use assets, related to Sono Motors GmbH and were included in discontinued operations and the disposal group classified as held for sale; effective May 1, 2026, the right-of-use asset and lease liability for the Munich lease were re-established within continuing operations.

Income Taxes

The Company accounts for income taxes using the asset and liability method under ASC 740, Income Taxes. Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax balances are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be settled or realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period in which the enactment date occurs. The Company establishes a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. As of September 30, 2026 and December 31, 2025, the Company maintains full valuation allowances against its deferred tax assets, reflecting the uncertainty regarding their realizability given the Company's history of cumulative losses and going concern conditions. The Company does not currently have any unrecognized tax benefits. See Note 11 (Income Taxes) for additional information.

Reporting Operating Segment

The Company operates as one operating and reportable segment. The Company's Chief Executive Officer is the chief operating decision maker ("CODM"). The CODM assesses performance and allocates resources based on consolidated net income (loss), as reported in the condensed consolidated statements of operations, and uses it to monitor results against plan in managing the Treasury Strategy and in deciding how to fund the Company's operations. The significant segment expenses regularly provided to the CODM are the expenses presented in the condensed consolidated statements of operations, and there are no other segment items. Segment assets are total assets as presented in the condensed consolidated balance sheets.

Recently Adopted and Recently Issued Pronouncements

Effective January 1, 2025, the Company adopted ASU 2023-08, Intangibles, Goodwill and Other, Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets. The guidance requires in-scope crypto assets to be measured at fair value, with changes in fair value recognized in net income each reporting period and requires separate presentation and disclosure of crypto assets. The adoption did not have a material impact on the Company's consolidated financial statements upon adoption because the Company did not hold material crypto assets at the adoption date. The guidance is applicable to the Company's Bitcoin holdings acquired in connection with the Company's digital asset treasury strategy (the "Treasury Strategy").

In November 2024, the FASB issued ASU 2024-03, Income Statement, Reporting Comprehensive Income, Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. In January 2025, the FASB issued ASU 2025-01 to clarify the effective date of ASU 2024-03. The guidance requires additional note disclosures about specified categories of expenses included in certain expense captions. The guidance is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is evaluating the effect of the guidance on its disclosures.

The Company has evaluated other recently issued accounting pronouncements and does not expect them to have a material effect on its condensed consolidated financial statements or related disclosures.

**3. Liquidity and Going Concern Analysis**

The Company is required to evaluate whether there is substantial doubt about its ability to continue as a going concern each reporting period, including interim periods. In evaluating the Company's ability to continue as a going concern, management considered the conditions and events that could raise substantial doubt about the Company's ability to continue as a going concern within twelve months after the date these unaudited condensed consolidated financial statements are issued, in accordance with ASC 205-40. Management considered the Company's current financial condition and liquidity sources, including current funds available, forecasted future cash flows, and the Company's obligations due within twelve months after the issuance date of these unaudited condensed consolidated financial statements.

As of September 30, 2026, the Company had cash of $467 thousand, an accumulated deficit of $338.5 million, $4,442 thousand of Bitcoin measured at fair value, $5,050 thousand of convertible debenture principal outstanding and $4,376 thousand of convertible notes payable, net, including bifurcated embedded conversion derivative liabilities. For the nine months ended September 30, 2026, the Company recognized a loss from continuing operations of $2,688 thousand and a net loss of $5,145 thousand. The Company has incurred recurring operating losses and historically negative cash flows from operations since inception, primarily attributable to Sono Motors GmbH. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

During the nine months ended September 30, 2026, management completed financing transactions and strategic actions related to the Company's transition to the Treasury Strategy and its exit from legacy solar operations. The Company raised aggregate gross proceeds of approximately $7.1 million through the issuance of three secured convertible debentures to Yorkville on January 26, 2026, February 19, 2026 and March 10, 2026, respectively, in the aggregate principal amount of $4.35 million (the "Q1 2026 Debentures"), the issuance to Yorkville on March 10, 2026 of a pre-funded warrant for aggregate proceeds of $2.0 million, and the issuance to Yorkville on April 28, 2026 of an additional secured convertible debenture in the aggregate principal amount of $700 thousand (the "April 2026 Debenture"). On September 2, 2026, the Company completed a registered direct offering of 283,500 Ordinary Shares at a purchase price of $2.67 per share for gross proceeds of approximately $757 thousand, before offering expenses of approximately $200 thousand (the "Registered Direct Offering"). A substantial portion of these proceeds was used to implement the Treasury Strategy, including the acquisition of Bitcoin and the establishment of the Company's institutional framework with Blockchain.com under the ISDA Master Agreement and the related Schedule and Credit Support Annex. During the three months ended September 30, 2026, the Company redeemed 6.31136656 BTC for cash proceeds of $400 thousand. Management also terminated all current and future funding commitments to Sono Motors GmbH and completed the Company's exit from the legacy solar operations through the execution and consummation of the SPA pursuant to which Sono Motors GmbH was sold on May 4, 2026, as further described in Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale). These actions are relevant to management's liquidity plans but did not alleviate substantial doubt about the Company's ability to continue as a going concern.

Management considered the financing transactions, including the Registered Direct Offering, implementation of the Treasury Strategy and exit from legacy solar operations in its liquidity analysis. Although these actions may reduce certain cash outflows and provide additional potential liquidity sources, the Company continues to depend on monetization of digital asset holdings, performance of the Treasury Strategy and availability of external financing, and management did not conclude that substantial doubt was alleviated.

Management's plans to address these conditions include obtaining additional financing through further issuances of debt and equity securities, including pursuant to the Company's effective shelf registration statement, sales of a portion of the Company's Bitcoin holdings, and premium income generated from writing covered call options pursuant to the Treasury Strategy. The Company's Bitcoin holdings, consisting of 53.40286810 BTC with a fair value of $4,442 thousand at September 30, 2026, serve as collateral for outstanding written covered call options, which are written on a weekly basis, and are available for sale upon expiration of the applicable options. There can be no assurance that additional financing will be available in amounts or on terms acceptable to the Company, if at all, or that sales of digital assets, at then-prevailing prices, together with premium income, will be sufficient to fund the Company's obligations as they become due. In addition, the Company expects to continue to incur professional fees and other transaction costs in connection with the proposed Redomiciliation Transaction described in Note 16 (Subsequent Events), the completion of which is not assured.

The Company's ability to maintain adequate liquidity remains subject to significant uncertainties, including the price volatility and liquidity characteristics of digital assets, the terms and potential collateral requirements of transactions entered into in connection with the Treasury Strategy pursuant to the Credit Support Annex described in Note 5 (Digital Assets) and Note 6 (Written Covered Bitcoin Call Options), and the maturities of the convertible debentures issued during the nine months ended September 30, 2026, which mature between January and April 2027 and may require refinancing or conversion prior to or at maturity. Based upon this uncertainty, management has concluded that there is substantial doubt that the Company will continue as a going concern.

**4. Discontinued Operations and Assets and Liabilities Held for Sale**

On March 14, 2026, the Company's supervisory board resolved to terminate all current and future funding commitments to Sono Motors GmbH and to exit the legacy solar operations conducted through Sono Motors GmbH with immediate effect. The Company was in negotiations to sell Sono Motors GmbH before March 31, 2026 and executed the SPA on May 4, 2026. Management concluded that Sono Motors GmbH met the criteria to be classified as held for sale as of March 31, 2026 and that the planned disposition (which was completed on May 4, 2026) represents a strategic shift that has had, or will have, a major effect on the Company's operations and financial results.

Management's held-for-sale conclusion was based on the approval of a plan to sell Sono Motors GmbH, management's commitment to the plan, active negotiations with a buyer, the availability of the disposal group for immediate sale in its then-present condition subject only to customary closing conditions, the expectation that the sale would be completed within one year, and the determination that actions required to complete the plan indicated it was unlikely that significant changes would be made or that the plan would be withdrawn.

Management's analysis confirmed satisfaction of each of the six criteria required under ASC 360-10-45-9 for held-for-sale classification as of March 31, 2026: (i) management having the authority to approve the plan committed to a plan to sell the disposal group; (ii) the disposal group was available for immediate sale in its present condition; (iii) an active program to locate a buyer had been initiated; (iv) the sale was probable and expected to be completed within one year; (v) the disposal group was being actively marketed at a price reasonable in relation to its current fair value; and (vi) it was unlikely that significant changes to the plan would be made or that the plan would be withdrawn.

The disposal group was measured at the lower of carrying amount or fair value less cost to sell. Based on the planned sale and nominal consideration subsequently documented in the executed SPA, management recognized a $519 thousand loss on classification as held for sale within discontinued operations, net of tax, during the three months ended March 31, 2026. The shareholder loan receivable from Sono Motors GmbH and corresponding payable of Sono Motors GmbH were intra-entity balances and were eliminated in consolidation while Sono Motors GmbH remained consolidated; accordingly, the shareholder loan was not included as a separate consolidated held-for-sale asset or impairment charge.

The results of operations of Sono Motors GmbH have been presented as discontinued operations for all periods presented. The related assets and liabilities have been presented separately as held for sale in the unaudited condensed consolidated balance sheets. Parent-company public-company costs, SEC reporting costs, financing costs, digital-asset treasury costs and general holding-company overhead remain in continuing operations unless directly attributable to the discontinued component. The discontinued operation was reported within the Company's single reportable segment.

As of December 31, 2025, certain lease-related amounts recorded by Sono N.V. related to lease arrangements associated with Sono Motors GmbH and the legacy solar business; because the right-of-use assets and related lease liabilities were attributable to the discontinued component, those amounts are included in discontinued operations and in the disposal group classified as held for sale. Following the May 4, 2026 sale of Sono Motors GmbH, the Company remained the lessee under the Munich lease, and the related right-of-use asset and lease liability were re-established within continuing operations effective May 1, 2026; see Note 10 (Leases).

| **Major classes of assets of discontinued operations classified as held for sale (USD in thousands)** | **September 30, 2026** | **December 31, 2025** |
|---|---|---|
| Right-of-use assets | — | 673 |
| Inventories | — | 238 |
| Other disposal-group assets | — | 496 |
| **Total assets of discontinued operations classified as held for sale** | **—** | **1,407** |

| **Major classes of liabilities of discontinued operations classified as held for sale (USD in thousands)** | **September 30, 2026** | **December 31, 2025** |
|---|---|---|
| Lease liabilities | — | 673 |
| Other disposal-group liabilities | — | 270 |
| **Total liabilities of discontinued operations classified as held for sale** | **—** | **943** |

| | Three months ended September 30, 2026 | Three months ended September 30, 2025 | Nine months ended September 30, 2026 | Nine months ended September 30, 2025 |
|---|---|---|---|---|
| Revenue | — | 56 | 178 | 113 |
| Cost of revenue | — | (21) | (129) | (64) |
| Personnel expenses | — | (1,032) | (897) | (3,135) |
| Depreciation | — | (18) | (15) | (34) |
| Other operating expenses | — | (423) | (308) | (1,244) |
| Other operating income, including government grants | — | 384 | 338 | 593 |
| Foreign currency loss, net | — | — | (4) | (13) |
| Loss on classification as held for sale | — | — | (519) | — |
| Loss on deconsolidation of subsidiary | — | — | (1,101) | — |
| **Loss from discontinued operations before income taxes** | — | **(1,054)** | **(2,457)** | **(3,784)** |
| Income tax expense | — | — | — | — |
| **Loss from discontinued operations, net of tax** | — | **(1,054)** | **(2,457)** | **(3,784)** |

| **Discontinued operations cash-flow information (USD in thousands)** | Three months ended September 30, 2026 | Nine months ended September 30, 2026 | Nine months ended September 30, 2025 |
|---|---|---|---|
| Cash of discontinued operations, beginning of period | — | 38 | 1,301 |
| Cash funding provided by the parent, eliminated in consolidation | — | 708 | 2,436 |
| Net cash used in operating activities | — | (555) | (3,793) |
| Net cash used in investing activities, cash derecognized at deconsolidation on April 30, 2026 | — | (191) | — |
| Effect of exchange-rate changes on cash | — | — | 112 |
| **Cash of discontinued operations, end of period** | — | — | **56** |

The following table reconciles cash presented in the condensed consolidated balance sheets to total cash, including cash of discontinued operations classified as held for sale, presented in the condensed consolidated statements of cash flows (USD in thousands):

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Cash presented in continuing assets | 467 | 205 |
| Cash of discontinued operations included in assets held for sale | — | 38 |
| **Total cash presented in the condensed consolidated statements of cash flows** | **467** | **243** |

The condensed consolidated statements of cash flows present the cash flows of the Company, including the cash flows of Sono Motors GmbH through its deconsolidation on April 30, 2026, and the beginning and ending cash balances include cash of discontinued operations. The operating and investing cash flows of the discontinued operations are presented separately within those categories. Cash funding provided by the Company to Sono Motors GmbH was an intercompany transaction eliminated in consolidation and is not presented as a cash flow. For the nine months ended September 30, 2025, cash including cash of discontinued operations was $1,401 thousand as of December 31, 2024, including $1,301 thousand of Sono Motors GmbH, and $2,641 thousand as of September 30, 2025, including $56 thousand of Sono Motors GmbH.

Upon the May 4, 2026 sale of Sono Motors GmbH and loss of control of Sono Motors GmbH, the Company deconsolidated Sono Motors GmbH, measured as of April 30, 2026, and recognized a loss on deconsolidation of $1,101 thousand, presented within loss from discontinued operations, net of tax, in the condensed consolidated statements of operations. The loss includes the reclassification of $1,223 thousand of cumulative foreign currency translation adjustments attributable to Sono Motors GmbH from accumulated other comprehensive income (loss) to earnings upon the loss of control, together with the derecognition of the carrying amounts of the assets and liabilities of Sono Motors GmbH and the nominal consideration received under the Share Purchase and Transfer Agreement.

**5. Digital Assets**

During the nine months ended September 30, 2026, the Company acquired Bitcoin as part of the Treasury Strategy, and during the three months ended September 30, 2026, the Company redeemed a portion of its Bitcoin holdings for cash. The Company's digital asset holdings consist of Bitcoin and are presented separately on the face of the unaudited condensed consolidated balance sheets. See Note 2 (Basis of Presentation, Consolidation and Summary of Significant Accounting Policies) for the Company's accounting policies for crypto assets, written covered Bitcoin call options and digital asset treasury income (loss), net, and Note 7 (Fair Value Measurements) for the related fair value measurement disclosures.

The Company's Bitcoin holdings expose the Company to concentration risk in a single digital asset and to market, custody, counterparty, regulatory, execution and liquidity risks. The fair value of Bitcoin may change materially over short periods, and changes in fair value are recognized in earnings each reporting period. Bitcoin holdings may also be affected by written-call option arrangements, collateral requirements, settlement mechanics and restrictions or practical limitations associated with custody or monetization.

| **Digital asset rollforward (USD in thousands, except BTC units and USD price per BTC)** | **BTC units** | **USD amount** |
|---|---|---|
| Bitcoin purchased | 68.49 | 5,000 |
| Option premiums settled in Bitcoin | 6.42 | 323 |
| Bitcoin delivered on calls exercised in the money | (15.20) | (1,157) |
| Bitcoin redeemed for cash | (6.31) | (400) |
| Fair value remeasurement, net | — | 676 |
| **Balance, September 30, 2026 (at $83,184.39 per Bitcoin)** | **53.40** | **4,442** |

BTC units in the table are rounded to the nearest hundredth for presentation. The unit rollforward and ending fair value are calculated using unrounded BTC units from the Company's Bitcoin treasury valuation support; therefore, rounded displayed unit amounts may not recompute exactly. The option premium line represents the value of BTC premiums received on written covered calls. Covered-call option income, net of $320 thousand consists of these premiums and the changes in fair value of written calls open at each reporting date, including the September 30, 2026 written-call liability of $4 thousand.

The digital asset rollforward reflects activity through September 30, 2026. The September 30, 2026 balance of 53.40286810 BTC reflects the original 68.49313568 BTC collateral deposit, plus 6.41936765 BTC of cumulative premiums received on written covered Bitcoin calls, less 15.19826867 BTC delivered in settlement of calls exercised in the money and 6.31136656 BTC redeemed for cash proceeds of $400 thousand. The cost basis of the 53.40286810 BTC held at September 30, 2026 was $3,773 thousand, determined on a weighted-average cost basis, compared with a fair value of $4,442 thousand. At September 30, 2026, all 53.40286810 BTC held, with a fair value of $4,442 thousand, were pledged as collateral to Blockchain.com under the Credit Support Annex to secure the open written covered Bitcoin call option, which had a notional amount of 53.19 BTC and expired on October 2, 2026. Because each written call has a seven-day term, the pledge is short term, and the pledged Bitcoin is released and available for sale when the related call settles or expires, subject to collateral required for any newly written call.

**6. Written Covered Bitcoin Call Options**

The Company writes covered Bitcoin call options and receives option premiums. During the nine months ended September 30, 2026, the Company received 6.41936765 BTC of premiums on written covered Bitcoin call options and delivered 15.19826867 BTC in settlement of written calls that were exercised in the money. Written call options are derivative liabilities while outstanding. Premiums received are not revenue from contracts with customers. Because each premium equals the fair value of the written call at inception, premiums received and subsequent changes in the fair value of written calls are recognized together in covered-call option income, net, and written calls open at each reporting date are carried at fair value. Losses on calls exercised in the money are recognized when the calls are settled by delivery of Bitcoin. The written-call strategy may generate premium income but may also limit the Company's participation in increases in Bitcoin prices and expose the Company to derivative valuation, collateral, counterparty, settlement and liquidity risks.

At September 30, 2026, the Company recognized a $4 thousand derivative liability for the open written covered Bitcoin call position. The liability was measured at fair value using the mark provided by the counterparty, Blockchain.com, at 08:00 UTC on September 30, 2026, rounded to the nearest thousand. The fair value of written-call liabilities may increase with increases in Bitcoin spot price, implied volatility or remaining contractual term.

| **Written covered-call derivative liability rollforward (USD in thousands)** | **Amount** |
|---|---|
| Written-call liabilities recognized at fair value | 81 |
| Liabilities released on expiration or settlement | (77) |
| **Written covered-call liability, September 30, 2026 (contract expiring 10/2/26)** | **4** |

| **Amounts recognized in digital asset treasury income (loss), net** | |
|---|---|
| Covered-call option income, net | 320 |
| Losses on calls exercised in the money - Bitcoin delivered | (1,157) |

**7. Fair Value Measurements**

The Company measures Bitcoin and derivative liabilities at fair value in accordance with ASC 820. For directly held Bitcoin, management identified the market in which the Company transacts through Blockchain.com as the principal market for the Company's Bitcoin treasury transactions. Because Bitcoin trades continuously and does not have a single exchange closing time, the Company measures its period-end Bitcoin position using the BTC-USD spot price observed from that principal market at 08:00 UTC on the reporting date. For September 30, 2026, the spot price used was $83,184.39 per BTC. Bitcoin is classified as Level 1 because the valuation uses an observable quoted price in an active market. Written covered-call derivative liabilities are classified as Level 2 because they are measured at the mark provided by the counterparty, which is derived from observable Bitcoin options market data. Embedded conversion derivative liabilities are classified as Level 3 because valuation includes significant unobservable inputs. The Company had no assets or liabilities measured at fair value on a recurring basis at December 31, 2025. The fair value hierarchy and Level 3 rollforward below present the same September 30, 2026 embedded conversion derivative liability balance as the embedded conversion derivative liability included in convertible notes payable, net on the condensed consolidated balance sheet and in the convertible debt table in Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants).

| **Fair value hierarchy by instrument (USD in thousands)** | **September 30, 2026 total fair value** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|---|
| Bitcoin digital assets | 4,442 | 4,442 | — | — |
| Embedded conversion derivative liabilities | 157 | — | — | 157 |
| Written covered Bitcoin call derivative liability | 4 | — | 4 | — |

| **Level 3 derivative liability rollforward (USD in thousands)** | **Embedded conversion derivative liability** |
|---|---|
| Initial recognition at issuance | 1,698 |
| Change in fair value recognized in earnings, net | (1,541) |
| **Balance, September 30, 2026** | **157** |

| Instrument | Fair value hierarchy | Valuation technique / significant inputs |
|---|---|---|
| Bitcoin | Level 1 | BTC-USD spot price observed from the market in which the Company transacts through Blockchain.com at 08:00 UTC on September 30, 2026; spot price used was $83,184.39 per BTC. |
| Written covered Bitcoin call options | Level 2 | Mark provided by the counterparty, Blockchain.com, for the open written call (contract written September 25, 2026, expiring October 2, 2026, notional 53.19 BTC), derived from Bitcoin options market data at 08:00 UTC on September 30, 2026: 0.00085226 BTC per BTC of notional at a spot price of $83,184.39 per BTC. |
| Embedded conversion derivative liabilities | Level 3 | Monte Carlo simulation for convertible-debenture embedded conversion features using SSM stock price $1.12, expected volatility 117.2%, straight-debt yield 60.0%, remaining terms of 0.32 to 0.58 years, conversion/floor terms and probability-weighted settlement assumptions. The straight-debt yield represents the Company's estimated credit-adjusted discount rate and was determined by reference to three measures: a structural credit model based on the Company's market capitalization, liabilities and equity volatility; the minimum return implied by the debentures' pricing terms; and yields on CCC and lower rated high-yield debt. |

**8. Convertible Notes, Embedded Derivatives and Pre-Funded Warrants**

During the nine months ended September 30, 2026, the Company issued four convertible debentures and one pre-funded warrant to YA II PN, Ltd. The following tables summarize the contractual terms and reconcile the related debt host, embedded conversion derivative liability and accrued interest payable to the balance sheet, statement of operations and statement of cash flows presentation.

| Convertible debenture terms | January Debenture | February Debenture | March Debenture | April Debenture |
|---|---|---|---|---|
| Issue date | Jan. 26, 2026 | Feb. 19, 2026 | Mar. 10, 2026 | Apr. 28, 2026 |
| Principal amount | $600,000 | $750,000 | $3,000,000 | $700,000 |
| Maturity | Jan. 26, 2027 | Feb. 19, 2027 | Mar. 10, 2027 | Apr. 28, 2027 |
| Interest rate | 12%; 18% upon event of default | 12%; 18% upon event of default | 12%; 18% upon event of default | 12%; 18% upon event of default |
| Fixed conversion price (ceiling) | $18.75 | $18.75 | $18.75 | $18.75 |
| Variable conversion price | 85% of lowest daily VWAP over 7 trading days, subject to floor | Same | Same | Same |
| **Floor price** | **$1.42** | **$1.45** | **$1.39** | **$1.28** |

| Convertible debt and related financial statement presentation reconciliation (USD in thousands) | Amount, KUSD |
|---|---|
| Gross convertible notes payable | 5,050 |
| Unamortized debt discount | (831) |
| Convertible notes payable, net of discount | 4,219 |
| Embedded conversion derivative liability | 157 |
| **Convertible notes payable, net, as presented on the condensed consolidated balance sheet** | **4,376** |
| Accrued interest payable | 342 |
| **Nine months ended September 30, 2026:** | |
| Gain on change in fair value of embedded conversion derivatives | 1,541 |
| Coupon interest expense | (342) |
| Amortization of debt discount | (831) |
| **Total interest expense** | **(1,173)** |

The embedded conversion features were bifurcated and recognized as derivative liabilities measured at fair value. Changes in fair value are recognized in earnings. Debt discount is amortized to interest expense over the expected term of the convertible debentures. The balance sheet presents the convertible debt host, net of unamortized discount, together with the bifurcated embedded conversion derivative liabilities in a single caption, convertible notes payable, net. Accrued interest payable is presented separately because it represents separately accrued contractual coupon interest. Cash proceeds from convertible debentures and pre-funded warrants are presented as financing cash inflows, the pre-funded warrant APIC allocation is presented within shareholders' equity, and the embedded conversion derivative liabilities and convertible debt host are presented in a single balance sheet caption, with the components disclosed in the table above.

**9. Accounts Payable and Accrued Expenses**

| Accounts payable and accrued expenses detail (USD in thousands) | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Legal fees | 1,782 | 635 |
| Accounting and auditing fees | 41 | 103 |
| Other accounts payable and accrued expenses | 27 | 116 |
| **Total accounts payable and accrued expenses** | 1,850 | 854 |

**10. Leases**

The Company accounts for leases under ASC 842, Leases. Right-of-use assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Because the Company's lease does not provide an implicit rate, the Company uses its incremental borrowing rate based on information available at commencement. Lease expense is recognized on a straight-line basis over the lease term. The Company has elected the short-term lease recognition exemption for leases with terms of twelve months or less. In addition, the Company elected the practical expedient to combine lease and non-lease components.

The Company's lease balances relate to the office building lease located at Waldmeisterstraße 93, 80935 Munich, Germany, originally associated with Sono Motors GmbH and the legacy solar business. The lease commenced March 1, 2021 with a 122-month term ending April 30, 2031. Through May 4, 2026, the related right-of-use asset and lease obligations were included in assets and liabilities of discontinued operations classified as held for sale because the lease was associated with the discontinued component; lease cost and cash paid for lease liabilities for periods through May 31, 2026, including the May 2026 rent settled through Sono Motors GmbH, related to the discontinued component and are included in the discontinued operations amounts disclosed in Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale). Following the May 4, 2026 sale of Sono Motors GmbH, the Company remained the lessee under the lease, and the related right-of-use asset and lease liability were re-established within continuing operations effective May 1, 2026.

The lease is denominated in euros and provides for fixed monthly payments of EUR 13,954.25. The right-of-use asset and lease liability were re-established at EUR 549,522.12, translated at the April 30, 2026 spot rate of 1.1736, or $645 thousand, and the lease is measured in U.S. dollars from that date at a fixed monthly amount of $16,377 over the 60 months remaining in the lease term at that date, using a weighted-average discount rate of 18.0%. Occupancy charges for parking and waste disposal are not included in the measurement of the lease liability and are recognized as variable lease cost as incurred, together with differences between the fixed U.S. dollar amount and the U.S. dollar cost of the euro payment settled on the payment date. The lease has no renewal options that the Company is reasonably certain to exercise and no residual value guarantees. As of September 30, 2026, the operating lease right-of-use asset and operating lease liability were $610 thousand each.

In connection with the Share Purchase and Transfer Agreement described in Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale), the Company and the buyer agreed to use their best efforts to transfer the Munich lease to Sono Motors GmbH as lessee by no later than June 30, 2026, with a full release of the Company from further liability under the lease. The transfer was not completed as of September 30, 2026. See Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale) for the related disclosures.

Following the May 4, 2026 sale of Sono Motors GmbH, the Company no longer occupies the Munich premises. Management identified the vacancy as a triggering event and evaluated the operating lease right-of-use asset for impairment under ASC 360-10-35. Because the Company retains both the intent and the ability to obtain economic benefit from the leased premises, through a transfer of the lease, a successor lessee or a negotiated termination with the landlord, the right-of-use asset has not been abandoned, and the asset was evaluated under the held and used model. For purposes of the assessment, the right-of-use asset was evaluated as its own asset group because the cash flows expected from the premises are largely independent of the cash flows of the Company's other assets. Management concluded that the carrying amount of the right-of-use asset was recoverable at September 30, 2026, and no impairment was recognized. The assessment requires significant judgment, including estimates of the amount and timing of the cash flows expected from a transfer, a successor lessee or a negotiated termination, and a change in those estimates could result in an impairment charge in a future period.

**Components of Lease Cost**

The components of lease cost recognized in continuing operations were as follows (USD in thousands):

| | Three months ended September 30, 2026 | Nine months ended September 30, 2026 |
|---|---|---|
| Operating lease cost | 49 | 66 |
| Variable lease cost | 6 | 8 |
| Short-term lease cost | 5 | 5 |
| **Total lease cost** | **60** | **79** |

Operating lease cost represents the fixed monthly lease cost of $16 thousand under the U.S. dollar lease schedule for each month recognized in continuing operations, comprising July, August and September 2026 for the three months ended September 30, 2026 and June through September 2026 for the nine months ended September 30, 2026; the May 2026 lease cost was settled through Sono Motors GmbH and is included in loss from discontinued operations, net of tax (Note 4). Variable lease cost represents the parking and waste-disposal occupancy charges and the settlement differences on the monthly payments. Short-term lease cost represents office space used under an arrangement with a term of twelve months or less. Total lease cost is recorded in general and administrative expenses.

**Supplemental Cash Flow and Non-Cash Information**

Supplemental cash flow and non-cash information related to the operating lease were as follows (USD in thousands):

| | Three months ended September 30, 2026 | Nine months ended September 30, 2026 |
|---|---|---|
| Operating cash flows from operating leases | 49 | 66 |
| Right-of-use asset obtained in exchange for new operating lease liability (non-cash) | — | 645 |

**Balance Sheet Classification**

The following table presents the classification of the operating lease right-of-use asset and operating lease liability on the condensed consolidated balance sheet (USD in thousands):

| | September 30, 2026 |
|---|---|
| Operating lease right-of-use asset | 610 |
| Operating lease liability, current portion | 94 |
| Operating lease liability, non-current portion | 516 |
| **Total operating lease liability** | **610** |

The current portion of the operating lease liability represents the principal portion of the 12 monthly payments due within the twelve months following September 30, 2026.

**Maturity Analysis of Operating Lease Liability**

The following table presents the maturity analysis of the Company's operating lease liability at September 30, 2026, and a reconciliation of the undiscounted lease payments to the present value of the lease payments recognized on the condensed consolidated balance sheet (USD in thousands):

| Period ending December 31, | Undiscounted lease payments |
|---|---|
| Remainder of 2026 (three months) | 49 |
| 2027 | 197 |
| 2028 | 197 |
| 2029 | 197 |
| 2030 | 196 |
| 2031 | 65 |
| **Total undiscounted lease payments** | **901** |
| Less: imputed interest | (291) |
| **Present value of lease liability** | **610** |

The present value of lease payments of $610 thousand equals the operating lease liability recognized on the condensed consolidated balance sheet at September 30, 2026. Undiscounted lease payments comprise the 55 monthly payments of $16,377 remaining at September 30, 2026, payable through April 30, 2031.

**Weighted-Average Lease Term and Discount Rate**

| | September 30, 2026 |
|---|---|
| Weighted-average remaining lease term (in years) | 4.58 |
| Weighted-average discount rate | 18.0% |

The weighted-average discount rate of 18.0% reflects the Company's incremental borrowing rate at the May 2026 commencement date of the Munich lease, determined by reference to the Company's current cost of secured borrowing as evidenced by the terms of the convertible debentures issued during 2026, adjusted for the collateralized nature, EUR denomination, and term of the lease obligation, and taking into account the going concern conditions existing at the commencement date.

**11. Income Taxes**

The Company accounts for income taxes under the asset and liability method as described in Note 2 (Basis of Presentation, Consolidation and Summary of Significant Accounting Policies). The Company is subject to income taxation in the Netherlands and, for periods prior to the May 4, 2026 sale of Sono Motors GmbH, in Germany through its subsidiary. The Company recorded no income tax expense or benefit for the three and nine months ended September 30, 2026, or for the three and nine months ended September 30, 2025. The absence of income tax expense reflects the Company's full valuation allowance position against its net deferred tax assets. The Company continues to maintain full valuation allowances against deferred tax assets in all jurisdictions where realization is not more likely than not, reflecting the Company's history of cumulative losses and the uncertainty regarding future taxable income described in Note 3 (Liquidity and Going Concern Analysis). Income tax expense or benefit associated with discontinued operations was not material for the periods presented. The Company does not currently have material unrecognized tax benefits or significant uncertain tax positions.

**12. Shareholders' Equity (Deficit)**

During the nine months ended September 30, 2026, the Company recognized $1,420 thousand of additional paid-in capital related to pre-funded warrants. On September 2, 2026, the Company issued 283,500 Ordinary Shares in the Registered Direct Offering for gross proceeds of $757 thousand and recognized offering costs of $200 thousand as a reduction of additional paid-in capital. During the three months ended September 30, 2026, the Company issued 1,296,814 Ordinary Shares upon the conversion of 43.2255 Preferred Shares, and 16.4407 Preferred Shares were surrendered to the Company and are held in treasury. As of September 30, 2026, 1,357.7745 Preferred Shares were issued, of which 1,341.3338 were outstanding. Under the Company's articles of association, the number of authorized Preferred Shares decreases by the number of Preferred Shares converted, and the number of authorized Ordinary Shares increases by the number of Ordinary Shares issued, on each conversion of Preferred Shares into Ordinary Shares. As a result, authorized Preferred Shares decreased from 1,401 at December 31, 2025 to 1,357.7745 at September 30, 2026, and authorized Ordinary Shares increased from 120,000,000 to 121,296,814. Nominal values of the Company's share capital are denominated in euros under Dutch corporate law.

The accumulated other comprehensive income (loss) column in the statement of shareholders' equity reflects cumulative translation adjustments arising from the change in reporting-currency realignment and the translation of euro-functional operations, as described in Note 2 (Basis of Presentation, Consolidation and Summary of Significant Accounting Policies). Total shareholders' equity in the statement of shareholders' equity reconciles to total shareholders' equity presented in the condensed consolidated balance sheet for each period presented.

| Share capital | Authorized | Outstanding at September 30, 2026 | Outstanding at December 31, 2025 | Nominal value under Dutch corporate law |
|---|---|---|---|---|
| Ordinary shares | 121,296,814 | 3,005,148 | 1,424,834 | EUR 0.01 |
| High voting shares | 40,000 | 40,000 | 40,000 | EUR 0.25 |
| Preferred shares | 1,357.7745 | 1,341.3338 | 1,401 | EUR 300.00 |

**13. Net Income (Loss) Per Share**

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted-average shares outstanding during the period. Basic weighted-average shares outstanding include the 283,367 Ordinary Shares issuable under the pre-funded warrant from its March 10, 2026 issuance date, because the warrant is fully paid and exercisable at any time for nominal consideration. Diluted net income (loss) per share gives effect to potentially dilutive securities when their effect is dilutive. For the three months ended September 30, 2026, the computation of diluted net income per share includes the dilutive effect of the Preferred Shares on an if-converted basis and the convertible debentures on an if-converted basis, and the numerator was adjusted to add back $559 thousand of interest expense on the convertible debentures and to remove the $1,079 thousand gain on the change in fair value of the embedded conversion derivatives, resulting in income of $127 thousand for purposes of the diluted computation. For the nine months ended September 30, 2026 and the three months ended September 30, 2025, potentially dilutive securities were excluded from the computation of diluted net income (loss) per share because the Company reported a net loss for those periods and their inclusion would have been anti-dilutive; diluted weighted-average shares outstanding therefore equal basic for those periods. For the nine months ended September 30, 2025, the computation of diluted net income (loss) per share includes the convertible notes carried at fair value on an if-converted basis, and the numerator was adjusted to remove the $12,434 thousand gain on the change in fair value of the notes, resulting in a loss from continuing operations of $1,227 thousand and a net loss of $5,011 thousand for purposes of the diluted computation. The notes are dilutive because their inclusion reduces income per share from continuing operations. Diluted net income (loss) per share for the nine months ended September 30, 2025 has been revised from the amounts originally reported in the Company's Form 10-Q for the quarter ended September 30, 2025 (continuing operations of $1.22 per share and net income of $0.81 per share), which did not remove the fair value gain from the numerator.

| Net income (loss) per share | Three months ended September 30, 2026 | Three months ended September 30, 2025 | Nine months ended September 30, 2026 | Nine months ended September 30, 2025 |
|---|---|---|---|---|

| | | | | |
|---|---|---|---|---|
| **Numerator:** | | | | |
| Income (loss) from continuing operations | 647 | (301) | (2,688) | 11,207 |
| Loss from discontinued operations, net of tax | — | (1,054) | (2,457) | (3,784) |
| **Net income (loss)** | **647** | **(1,355)** | **(5,145)** | **7,423** |
| **Denominator:** | | | | |
| Weighted average shares outstanding - basic | 2,009,771 | 1,463,101 | 1,765,767 | 1,454,361 |
| Dilutive effect of potential ordinary shares | 42,046,907 | — | — | 7,751,989 |
| **Weighted average shares outstanding - diluted** | **44,056,678** | **1,463,101** | **1,765,767** | **9,206,350** |
| **Net income (loss) per share - basic:** | | | | |
| Continuing operations | 0.32 | (0.21) | (1.52) | 7.71 |
| Discontinued operations | — | (0.72) | (1.39) | (2.60) |
| **Net income (loss) per share - basic** | **0.32** | **(0.93)** | **(2.91)** | **5.11** |
| **Net income (loss) per share - diluted:** | | | | |
| Continuing operations | 0.00 | (0.21) | (1.52) | (0.13) |
| Discontinued operations | — | (0.72) | (1.39) | (0.41) |
| **Net income (loss) per share - diluted** | **0.00** | **(0.93)** | **(2.91)** | **(0.54)** |

**14. Commitments and Contingencies**

From time to time, the Company may be involved in claims and proceedings arising in the ordinary course of business. The Company records a liability for loss contingencies when a loss is probable and reasonably estimable. Management is not currently aware of any matter that it believes would have a material adverse effect on the Company's condensed consolidated financial statements, except as otherwise disclosed in this Quarterly Report.

The Company's commitments and contingencies include matters associated with the exit from Sono Motors GmbH, lease-related obligations included in the discontinued operations disposal group, public-company obligations, financing arrangements and the Treasury Strategy.

*Exit from Sono Motors GmbH.* Matters associated with the May 4, 2026 sale of Sono Motors GmbH, including residual obligations and indemnification matters arising under the sale and purchase agreement. See Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale) for additional information.

*Munich Lease Obligations*. Subsequent to the May 4, 2026 sale of Sono Motors GmbH, the Company remains the lessee under the lease for the Munich premises formerly used by Sono Motors GmbH. In June 2026, preliminary insolvency proceedings were opened with respect to Sono Motors GmbH. As a result, the contemplated transfer of the Munich lease to the new owners of Sono Motors GmbH has not been completed, and the Company continues to be obligated under the lease, which has a remaining term through April 30, 2031 and aggregate undiscounted future payments of $901 thousand at September 30, 2026. The Company is monitoring the status of the insolvency proceedings and their potential impact on the Company's lease obligations. See Note 10 (Leases) for the maturity analysis of the Munich lease liability.

*Public-Company Obligations.* Matters associated with the Company's ongoing public-company reporting obligations, including obligations and costs related to the proposed Redomiciliation Transaction described in Note 16 (Subsequent Events).

*Financing Arrangements.* Matters associated with the Company's convertible debentures issued to Yorkville during 2026, including the debentures' maturity in 2027 and potential obligations upon conversion or at maturity. See Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) and Note 15 (Related Party Transactions) for additional information.

*Treasury Strategy.* Matters associated with the Company's Bitcoin collateral obligations under the ISDA Master Agreement and Credit Support Annex with Blockchain.com, and risks arising from written covered Bitcoin call options. See Note 2 (Basis of Presentation), Note 3 (Liquidity and Going Concern Analysis), Note 5 (Digital Assets) and Note 6 (Written Covered Bitcoin Call Options) for additional information.

**15. Related Party Transactions**

The Company evaluates relationships and transactions for related-party disclosure under applicable SEC and U.S. GAAP requirements. The Company considered its financing arrangements, preferred share arrangements, voting limitations, conversion rights, applicable beneficial-ownership limitations, including the 4.99% limitation, and other contractual arrangements with Yorkville in evaluating related-party disclosure. Based on this evaluation and consistent with the Company's historical treatment of similar arrangements, management identified Yorkville as a related party on the basis that YA II PN, Ltd. held 1,330.0000 of the 1,341.3338 Preferred Shares outstanding at September 30, 2026 (approximately 99% of that class of the Company's issued share capital), following its sale of 71 Preferred Shares to third parties during September 2026, and that Yorkville has maintained a long-standing and material financing relationship with the Company. See Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) and Note 12 (Shareholders' Equity) for additional information. No additional related-party transactions have been identified other than matters disclosed elsewhere in this Quarterly Report relating to financing, governance and the disposition of the legacy solar operations conducted through Sono Motors GmbH.

**16. Subsequent Events**

***Proposed Redomiciliation Transaction***

On July 14, 2026, the Company's management board and supervisory board unanimously approved a proposal to change the legal seat of the Company from the Netherlands, via Luxembourg, to the State of Delaware, to be effected through two substantially concurrent transactions: (i) a cross-border merger of the Company with and into Sono Group S.à r.l., a wholly owned Luxembourg subsidiary of the Company to be transformed into a public limited company (*société anonyme*) prior to the merger ("***Sono Luxembourg***"), with Sono Luxembourg being the surviving entity and succeeding the Company as the SEC registrant (the "***Merger***"), and (ii) as soon as practicable thereafter, the conversion of Sono Luxembourg into a corporation organized under the laws of the State of Delaware under the name "Sono Group, Inc." (collectively, the "***Redomiciliation Transaction***"). On July 15, 2026, Sono Luxembourg filed with the SEC a registration statement on Form S-4 (File No. 333-297478), as amended by Amendment No. 1 to the registration statement filed with the SEC on August 4, 2026, Amendment No. 2 to the registration statement filed with the SEC on September 11, 2026 and, subsequent to September 30, 2026, Amendment No. 3 to the registration statement filed with the SEC on October 8, 2026 and Amendment No. 4 to the registration statement filed with the SEC on October 14, 2026 (the "***Registration Statement***"), which includes a proxy statement/prospectus for the extraordinary general meeting of the Company's shareholders (the "***Special Meeting***"). The Registration Statement was declared effective by the SEC on October 16, 2026, and the definitive proxy statement/prospectus relating thereto (the "***Proxy Statement/Prospectus***") was filed with the SEC on October 16, 2026. The Special Meeting is scheduled to be held on December 11, 2026, at which the Company's shareholders as of the close of business on November 13, 2026 (the record date for the Special Meeting) will be asked to approve, among other matters, the Redomiciliation Transaction and the implementation of the Merger in accordance with the terms of the cross-border merger proposal, dated October 5, 2026, between the Company and Sono Luxembourg. Completion of the Redomiciliation Transaction is subject to, among other things, the Registration Statement having been declared effective by the SEC, receipt of the requisite approval by the Company's shareholders at the Special Meeting, submission of a notification form to the Nasdaq Capital Market, and the lapse of certain mandatory waiting periods and the fulfillment of statutory formalities under Dutch and Luxembourg law, and there can be no assurance as to whether or when the proposed Redomiciliation Transaction will be completed. The Redomiciliation Transaction is structured to preserve shareholders' existing economic and voting interests in the Company, and, if completed, will change only the Company's jurisdiction of incorporation and legal form and is expected to be accounted for as a reorganization of entities under common control, with no significant impact on the Company's consolidated financial statements, other than professional fees and other transaction costs, which are expensed as incurred. For a description of the treatment of each class of the Company's shares in the Redomiciliation Transaction, refer to the Proxy Statement/Prospectus. We expect that the Class A common stock of Sono Group, Inc. will continue to trade under the same symbol on the Nasdaq Capital Market following the Redomiciliation Transaction.

***Conversions of Preferred Shares***

Subsequent to September 30, 2026 and through October 27, 2026, the Company issued 1,090,014 Ordinary Shares upon the conversion of 36.3338 Preferred Shares. As of October 27, 2026, the Company had 4,095,162 Ordinary Shares and 40,000 High Voting Shares issued and outstanding and 1,305.0000 Preferred Shares outstanding, excluding Preferred Shares held by the Company.

***Bitcoin***

On October 16, 2026, the price of Bitcoin was $82,186.20 at 08:00 UTC, approximately 1.2% below the $83,184.39 used to measure Bitcoin at September 30, 2026. At that price, the 53.40286810 BTC held at September 30, 2026 would have had a fair value of $4,389 thousand, compared with $4,442 thousand at September 30, 2026.

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

*You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and related notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2026 (this "Quarterly Report") and our audited consolidated financial statements and related notes thereto for the fiscal year ended December 31, 2025 included in our Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC") on April 1, 2026 (our "2025 Form 10-K"). This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in the section titled "Risk Factors" in Part I, Item 1A of our 2025 Form 10-K and those referred to in Part II, Item 1A of this Quarterly Report, including risks relating to the proposed Redomiciliation Transaction described in Note 16 (Subsequent Events), as updated from time to time in our other filings with the SEC. You should carefully read those sections titled "Risk Factors" to gain an understanding of the important factors that could cause actual results to differ materially from our forward-looking statements. Please also see "Cautionary Note Regarding Forward-Looking Statements" below.*

*During the period from January 1, 2026 through March 14, 2026, Sono Group N.V. ("Sono N.V.") conducted its business through its subsidiary, Sono Motors GmbH, a German limited liability company (Gesellschaft mit beschränkter Haftung) (Sono Motors GmbH). Unless otherwise indicated or the context otherwise requires, the terms "Sono Group", "Sono", "the Company", "we", "our", "us" or similar terms refer to Sono Group N.V. together with its consolidated subsidiaries for the periods presented. On March 14, 2026, the Company's supervisory board resolved to terminate all current and future funding commitments to Sono Motors GmbH and to exit the legacy solar operations conducted through Sono Motors GmbH with immediate effect. On May 4, 2026, the Company sold and transferred 100% of the outstanding share capital of Sono Motors GmbH to third-party purchasers; see "Recent Developments" below and Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report for additional information.*

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that relate to our current expectations and views of future events. These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under "Risk Factors" in Item 1A of Part I of our 2025 Form 10-K, which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, these forward-looking statements can be identified by words or phrases such as "believe," "may," "will," "expect," "estimate," "could," "should," "anticipate," "aim," "intend," "plan," "potential," "forecast," "project," "target," "continue," "is/are likely to" or other similar or comparable expressions (including the negative of any of the foregoing). These forward-looking statements include all matters that are not historical facts and are statements regarding our intentions, beliefs or current expectations. Forward-looking statements involve inherent known and unknown risks, uncertainties and contingencies because they relate to events and depend on circumstances that may or may not occur in the future and could cause our actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements contained in this Quarterly Report include, but are not limited to, statements about:

- our digital asset treasury strategy (the "Treasury Strategy"), including our planned acquisition and holding of Bitcoin, our covered-call yield strategy, our arrangements with Blockchain.com (BVI) II Limited ("Blockchain.com") under the ISDA Master Agreement and related transaction documents, and any associated derivative and hedging transactions;
- the price and volatility of Bitcoin and other digital assets, and the related impact on our financial condition, results of operations and liquidity;
- our exit from the legacy solar operations conducted through Sono Motors GmbH, which was completed on May 4, 2026 through the execution and consummation of the SPA pursuant to which the Company sold Sono Motors GmbH on May 4, 2026;
- the planned solicitation of the ratification by our shareholders of our engagement in the Treasury Strategy at an extraordinary general meeting of shareholders;
- our ability to maintain compliance with the continued listing standards of The Nasdaq Stock Market LLC ("Nasdaq");
- our liquidity and our ability to continue as a going concern;
- the effectiveness of our internal control over financial reporting and disclosure controls and procedures, and our plans to remediate identified material weaknesses; and
- our expectations regarding the regulatory environment for digital assets and the development of the markets in which we operate.

We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions, many of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are neither promises nor guarantees of future performance. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the markets in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Quarterly Report. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risks, uncertainties and assumptions described under "Risk Factors" in Item 1A of Part I of our 2025 Form 10-K, in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report.

Any forward-looking statements made herein speak only as of the date of this Quarterly Report, and you should not rely on forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, performance or achievements reflected in the forward-looking statements will be achieved or will occur. Except as required by applicable law, we undertake no obligation to update any of these forward-looking statements for any reason after the date of this Quarterly Report or to conform these statements to actual results or revised expectations.

Investors and others should note that we may announce material business and financial information using our investor relations website at https://ir.sonomotors.com. We therefore encourage investors and others interested in the Company to review the information that we make available on our website, in addition to following our filings with the SEC, webcasts, press releases and conference calls. Information contained on our website is not part of this Quarterly Report.

**Business Overview**

During the period from January 1, 2026 through March 14, 2026, our business consisted of the legacy solar operations conducted through Sono Motors GmbH.

On March 14, 2026, the Company's supervisory board resolved to terminate all current and future funding commitments to Sono Motors GmbH and to exit the legacy solar operations conducted through Sono Motors GmbH with immediate effect. The Company's decision was driven by Sono Motors GmbH's historical lack of profitability, which has resulted in the Company having to continuously provide funding to Sono Motors GmbH, and thus incur losses, and a determination by our management board that there was not a clear path for Sono Motors GmbH to achieve profitability in a reasonably desirable timeframe, and thereby avoid future losses to the Company. This decision was made in conjunction with the decision on March 14, 2026 by our management board, with the approval of our supervisory board, to adopt the Treasury Strategy effective that same day. Under the Treasury Strategy, the principal holding in our treasury reserve on our balance sheet is allocated to digital assets, principally Bitcoin ("Bitcoin" or "BTC"), by applying a covered-call yield strategy. The Treasury Strategy is projected to generate cash flow for the Company in the first year of its execution. The Company is also exploring other strategic alternatives to maximize shareholder value. We intend to solicit the ratification by our shareholders of our engagement in the Treasury Strategy at an extraordinary general meeting of shareholders. Under Dutch law, the ratification by our shareholders of our engagement in the Treasury Strategy is required to successfully implement the Treasury Strategy.

In connection with the Treasury Strategy, on March 10, 2026, Sono N.V. entered into a 2002 ISDA Master Agreement with Blockchain.com (the "ISDA Master Agreement"), facilitating Sono N.V. to enter into derivative and/or hedging transactions (collectively, the "Transactions") to manage the risk associated with the Treasury Strategy. The derivative and hedging transactions are governed by the ISDA Master Agreement, including the related Schedule executed on March 10, 2026 (the "Schedule"). The structure of the Transactions may include forwards, swaps, futures, options or other derivative transactions in respect of digital assets. In addition, Sono N.V. and Blockchain.com entered into a Credit Support Annex to the Schedule, dated as of March 10, 2026 (the "Credit Support Annex"), which sets forth the terms upon which Sono N.V. is required to deliver additional collateral to Blockchain.com (and Blockchain.com is required to return collateral to Sono N.V.) depending upon the mark-to-market exposure under the ISDA Master Agreement and the value of the collateral. The ISDA Master Agreement, the Schedule and the Credit Support Annex are governed by the laws of England and Wales.

Through May 4, 2026, Sono Motors GmbH was presented as a discontinued operation and disposal group classified as held for sale; on May 4, 2026, Sono Motors GmbH was sold and deconsolidated. Our continuing operations consist of parent-company activities, public-company obligations, financing-related items and our digital asset treasury activities. As a result of these developments, our financial information for the periods presented in this Quarterly Report may in many respects not be comparable to our historical financial information.
We operate as a single business segment.

**Recent Developments**

***Proposed Redomiciliation Transaction***

On July 14, 2026, the Company's management board and supervisory board unanimously approved a proposal to change the legal seat of the Company from the Netherlands, via Luxembourg, to the State of Delaware, to be effected through two substantially concurrent transactions: (i) a cross-border merger of the Company with and into Sono Luxembourg, a wholly owned Luxembourg subsidiary of the Company to be transformed into a public limited company (société anonyme) prior to the merger, with Sono Luxembourg being the surviving entity and succeeding the Company as the SEC registrant, and (ii) as soon as practicable thereafter, the conversion of Sono Luxembourg into a corporation organized under the laws of the State of Delaware under the name "Sono Group, Inc.". Sono Luxembourg has filed with the SEC the Registration Statement, which was declared effective by the SEC on October 16, 2026, and the Proxy Statement/Prospectus dated October 16, 2026 relating to the Special Meeting of the Company's shareholders to be held on December 11, 2026 for the purpose of voting on the Redomiciliation Transaction and the other proposals described in the Registration Statement. Completion of the Redomiciliation Transaction remains subject to the satisfaction of certain conditions, and there can be no assurance as to whether or when the proposed Redomiciliation Transaction will be completed. The Redomiciliation Transaction is structured to preserve shareholders' existing economic and voting interests in the Company, and, if completed, will change only the Company's jurisdiction of incorporation and legal form. The Company expects to continue to incur professional fees and other transaction costs in connection with the Redomiciliation Transaction, which are expensed as incurred. See Note 16 (Subsequent Events) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report for additional information, including the conditions to completion and the expected accounting treatment of the Redomiciliation Transaction, and Part II, Item 1A of this Quarterly Report for information regarding related risk factors.

***Munich Lease and Insolvency of Former Subsidiary Sono Motors GmbH***

In June 2026, preliminary insolvency proceedings (*vorläufiges Insolvenzverfahren*) were opened in Germany with respect to Sono Motors GmbH, the former subsidiary of the Company that was sold on May 4, 2026. The Company holds no ownership interest in, and has no funding commitments to, Sono Motors GmbH, and Sono Motors GmbH's results are not included in the Company's continuing operations. The Company remains the lessee under the lease agreement for the premises in Munich, Germany formerly used by Sono Motors GmbH in the legacy solar operations. The contemplated transfer of the lease to Sono Motors GmbH has not been completed as a result of the preliminary insolvency proceedings, and the Company is pursuing a transfer of the lease, a successor lessee or a negotiated termination of the lease with the landlord, while reserving its claims in respect of Sono Motors GmbH's use of the premises. There can be no assurance as to the timing or outcome of these efforts, and the Company expects to remain obligated under the lease until a transfer, replacement or termination is completed. See Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report for additional information.

***Letter of Intent with Sports One and Registered Direct Offering***

On August 31, 2026, the Company and Sports One announced that they had entered into a non-binding letter of intent (the "Letter of Intent") for a business combination. Sports One was recently formed to operate a sports intelligence business that provides real-time athlete-level data, social media value scoring and quantified data for what each athlete is worth to sponsors, and intends to acquire and hold minority interests in professional sports teams, with a primary focus on the NBA, NFL, MLB and NHL. Under the terms of the Letter of Intent, the Company and Sports One intend to enter into a definitive agreement pursuant to which the Company and Sports One would combine, with the former equityholders of both entities holding equity in the combined public company listed on a national stock exchange and with Sports One's existing equityholders owning a super-majority of the equity in the combined company, which is expected to be renamed "Sports One." The final terms of the definitive agreement are subject to the completion of due diligence to the Company's satisfaction. Completion of the proposed business combination is subject to the negotiation and execution of definitive documentation and the satisfaction of customary closing conditions set forth in the Letter of Intent, including the completion of any required regulatory review and the approval of the transaction by the Company's shareholders. As of the date of this Quarterly Report, the Company and Sports One have not entered into a definitive agreement. The Letter of Intent is non-binding, except for limited customary provisions, and there can be no assurance that the parties will enter into a definitive agreement or that the proposed business combination will be completed on the terms or within the timeframe currently contemplated, or at all.

Concurrently with the entry into the Letter of Intent, on August 31, 2026, the Company entered into a share purchase agreement with certain private purchasers, including investors affiliated with Sports One, for the sale of 283,500 Ordinary Shares, representing 19.9% of the Company's then outstanding Ordinary Shares, at a purchase price of $2.67 per share, equal to the consolidated closing price of the Ordinary Shares on the Nasdaq Capital Market on the day immediately preceding the date of the share purchase agreement, in a registered direct offering pursuant to the Company's effective shelf registration statement on Form S-3 (the "Registered Direct Offering"). The offering closed on September 2, 2026, and the Company received gross proceeds of approximately $757 thousand, before offering expenses of approximately $200 thousand. The Company agreed to use the net proceeds for working capital and general corporate purposes, subject to certain restrictions set forth in the share purchase agreement. In connection with the Letter of Intent, each of the purchasers in the Registered Direct Offering entered into a lock-up agreement with Sports One, pursuant to which such purchaser agreed not to transfer the Ordinary Shares purchased in the Registered Direct Offering for a period of 180 days, subject to waiver upon the satisfaction of certain conditions. The Company is not a party to the lock-up agreements. See Note 12 (Shareholders' Equity (Deficit)) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

***Conversions of Preferred Shares***

During the three months ended September 30, 2026, the Company issued 1,296,814 Ordinary Shares upon the conversion of 43.2255 Preferred Shares. Subsequent to September 30, 2026 and through October 27, 2026, the Company issued an additional 1,090,014 Ordinary Shares upon the conversion of 36.3338 Preferred Shares. See Note 16 (Subsequent Events) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

**Components of Our Results of Operations**

***Revenue***

We did not generate revenue from continuing operations during the three and nine months ended September 30, 2026 or the three and nine months ended September 30, 2025. Revenue generated by the legacy solar operations conducted through Sono Motors GmbH has been presented within discontinued operations for all periods presented.

***Digital Asset Treasury Income (Loss), Net***

Digital asset treasury income (loss), net consists of (i) realized and unrealized fair-value changes on Bitcoin holdings, (ii) realized gains or losses on settlement, expiration or close-out of written covered Bitcoin call options accounted for as freestanding derivative liabilities, and (iii) fair-value changes on open written covered Bitcoin call option positions. Premiums received on written covered call options are consideration for assuming a derivative obligation and are not recorded as revenue from contracts with customers. Because each premium equals the fair value of the written call at inception, premiums and subsequent changes in the fair value of written calls are recognized together in covered-call option income, net. See Note 5 (Digital Assets) and Note 6 (Written Covered Bitcoin Call Options) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

***General and Administrative Expenses***

General and administrative expenses include professional fees (including legal, audit, accounting and financing- and transaction-related fees), public-company and SEC reporting costs, insurance, office and rent expense, software and subscriptions and other holding-company overhead.

***Change in Fair Value of Debt and Derivative Instruments***

Change in fair value of debt and derivative instruments represents period-to-period fair-value remeasurements of (i) certain predecessor convertible notes that were accounted for under the fair-value election and (ii) the embedded conversion derivative liabilities bifurcated from the convertible debentures issued during 2026, which are accounted for using the debt-host plus embedded-derivative model, in each case with changes in fair value recognized in earnings. The fair-value election is not applicable to the convertible debentures issued during 2026; accordingly, remeasurements of convertible notes under the fair-value election are not expected to recur in respect of the convertible debentures issued during 2026. See Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

***Interest Expense, Including Amortization of Debt Discount***

Interest expense, including amortization of debt discount consists of contractual coupon interest accrued on outstanding convertible debentures and amortization of the related debt discount over the term of the instruments.

***Foreign Currency Gain (Loss), Net***

Foreign currency gain (loss), net consists of realized and unrealized gains and losses arising on monetary balances denominated in currencies other than the relevant entity's functional currency.

***Loss From Discontinued Operations, Net of Tax***

Loss from discontinued operations, net of tax represents the results of operations of Sono Motors GmbH, together with the loss on deconsolidation of Sono Motors GmbH, which has been presented as a discontinued operation for all periods presented in connection with our decision to terminate funding to, and exit the legacy solar operations conducted through, Sono Motors GmbH. The loss on deconsolidation of Sono Motors GmbH is measured as the difference between the consideration received and the carrying amount of Sono Motors GmbH's net assets as of April 30, 2026, including the amounts of accumulated other comprehensive income (loss) attributable to Sono Motors GmbH reclassified to earnings, principally cumulative foreign currency translation adjustments, and is not expected to recur. See Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

**Results of Operations**

***Comparison of the three months ended September 30, 2026 and 2025***

The following table summarizes our consolidated results of operations for the period indicated:

| | Three months ended September 30, | | |
|---|---|---|---|
| | **2026** | **2025** | **Change** |
| | **(in thousands)** | | |
| Digital asset treasury income (loss), net | 729 | — | 729 |
| General and administrative expenses | (603) | (797) | 194 |
| **Income (loss) from operations** | **126** | **(797)** | **923** |
| | | | |
| Change in fair value of debt and derivative instruments | 1,079 | 243 | 836 |
| Interest expense, including amortization of debt discount | (559) | — | (559) |
| Foreign currency gain (loss), net | 1 | 253 | (252) |
| **Income (loss) from continuing operations** | **647** | **(301)** | **948** |
| Loss from discontinued operations, net of tax | — | (1,054) | 1,054 |
| **Net income (loss)** | **647** | **(1,355)** | **2,002** |

***Digital Asset Treasury Income (Loss), Net***

For the three months ended September 30, 2026, digital asset treasury income, net was $729 thousand, consisting of fair-value remeasurement gains on Bitcoin holdings of $1,535 thousand and covered-call option income, net of $227 thousand, partially offset by losses of $1,033 thousand on written covered Bitcoin calls exercised in the money and settled by delivery of Bitcoin. We did not hold digital assets and did not write covered Bitcoin call options during the three months ended September 30, 2025.

***General and Administrative Expenses***

For the three months ended September 30, 2026, general and administrative expenses were $603 thousand, compared to $797 thousand for the three months ended September 30, 2025. The decrease principally reflects lower advisory fees, tax services, SEC filing fees and other operating expenses, partially offset by higher audit, legal, payroll and rent expense, including costs associated with the proposed Redomiciliation Transaction described in Note 16 (Subsequent Events) and continuing public-company costs. General and administrative expenses related to the legacy solar operations have been presented within discontinued operations for all periods presented.

***Change in Fair Value of Debt and Derivative Instruments***

For the three months ended September 30, 2026, we recognized a net gain of $1,079 thousand on the change in fair value of debt and derivative instruments, compared to a gain of $243 thousand for the three months ended September 30, 2025. The amounts are not directly comparable between periods. The gain recognized in the 2025 period arose from the fair-value remeasurement of the predecessor convertible debentures, which were accounted for under the fair-value election; the fair-value election is not applicable to the convertible debentures issued during 2026, which are accounted for using the debt-host plus embedded-derivative model, and the amount recognized in the 2026 period accordingly reflects changes in the fair value of the embedded conversion derivative liabilities associated with those debentures. See Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

***Interest Expense, Including Amortization of Debt Discount***

For the three months ended September 30, 2026, interest expense, including amortization of debt discount, was $559 thousand, consisting of accrued coupon interest on the convertible debentures and amortization of the related debt discount. There was no comparable interest expense recognized in continuing operations for the three months ended September 30, 2025, because the predecessor convertible notes were accounted for at fair value, with all changes in fair value recognized within the fair-value line item.

***Foreign Currency Gain (Loss), Net***

For the three months ended September 30, 2026, we recognized net foreign currency gains of $1 thousand within continuing operations. For the three months ended September 30, 2025, we recognized net foreign currency gains of $253 thousand within continuing operations.

***Loss From Discontinued Operations, Net of Tax***

For the three months ended September 30, 2026, we recognized no loss from discontinued operations, compared to a loss from discontinued operations, net of tax of $1,054 thousand for the three months ended September 30, 2025. The decrease reflects the May 4, 2026 sale of Sono Motors GmbH, after which Sono Motors GmbH’s results are no longer included in the Company’s results.

***Net Income (Loss)***

For the three months ended September 30, 2026, we reported net income of $647 thousand, compared to a net loss of $1,355 thousand for the three months ended September 30, 2025. The change principally reflects digital asset treasury income, net of $729 thousand, a higher net gain on the change in fair value of debt and derivative instruments ($1,079 thousand in the 2026 period, compared to $243 thousand in the 2025 period, which is not directly comparable, as described above), the absence of a loss from discontinued operations, compared to $1,054 thousand in the 2025 period, and lower general and administrative expenses (a decrease of $194 thousand, from $797 thousand in the 2025 period to $603 thousand in the 2026 period), partially offset by interest expense of $559 thousand on the convertible debentures issued during 2026 and lower net foreign currency gains ($1 thousand in the 2026 period, compared to $253 thousand in the 2025 period).

***Comparison of the nine months ended September 30, 2026 and 2025***

The following table summarizes our consolidated results of operations for the period indicated:

| | Nine months ended September 30, | | |
|---|---|---|---|
| | **2026** | **2025** | **Change** |
| | **(in thousands)** | | |
| Digital asset treasury income (loss), net | (161) | — | (161) |
| General and administrative expenses | (2,896) | (1,995) | (901) |
| **Loss from operations** | **(3,057)** | **(1,995)** | **(1,062)** |
| | | | |
| Change in fair value of debt and derivative instruments | 1,541 | 12,434 | (10,893) |
| Interest expense, including amortization of debt discount | (1,173) | — | (1,173) |
| Foreign currency gain (loss), net | 1 | 768 | (767) |
| **Income (loss) from continuing operations** | **(2,688)** | **11,207** | **(13,895)** |
| Loss from discontinued operations, net of tax | (2,457) | (3,784) | 1,327 |
| **Net income (loss)** | **(5,145)** | **7,423** | **(12,568)** |

***Digital Asset Treasury Income (Loss), Net***

For the nine months ended September 30, 2026, digital asset treasury loss, net was $161 thousand, consisting of losses of $1,157 thousand on written covered Bitcoin calls exercised in the money and settled by delivery of Bitcoin, partially offset by fair-value remeasurement gains on Bitcoin holdings of $676 thousand and covered-call option income, net of $320 thousand. We did not hold digital assets and did not write covered Bitcoin call options during the three or nine months ended September 30, 2025.

***General and Administrative Expenses***

For the nine months ended September 30, 2026, general and administrative expenses were $2,896 thousand, compared to $1,995 thousand for the nine months ended September 30, 2025. The increase principally reflects higher legal and audit fees associated with the Treasury Strategy, the convertible debenture, pre-funded warrant and Registered Direct Offering financings, the preparation of the proposed Redomiciliation Transaction described in Note 16 (Subsequent Events), the exit from the legacy solar operations and continuing public-company costs, together with higher payroll and rent expense, partially offset by lower advisory fees, tax services and other operating expenses. General and administrative expenses related to the legacy solar operations have been presented within discontinued operations for all periods presented.

***Change in Fair Value of Debt and Derivative Instruments***

For the nine months ended September 30, 2026, we recognized a net gain of $1,541 thousand on the change in fair value of debt and derivative instruments, compared to a gain of $12,434 thousand for the nine months ended September 30, 2025. As described under “Comparison of the three months ended September 30, 2026 and 2025, Change in Fair Value of Debt and Derivative Instruments,” the amounts are not directly comparable between periods: the 2025 gain arose from the fair-value remeasurement of the predecessor convertible debentures under the fair-value election, while the 2026 amount reflects changes in the fair value of the embedded conversion derivative liabilities associated with the convertible debentures issued during 2026, which are accounted for using the debt-host plus embedded-derivative model. See Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

***Interest Expense, Including Amortization of Debt Discount***

For the nine months ended September 30, 2026, interest expense, including amortization of debt discount, was $1,173 thousand, consisting of accrued coupon interest on the convertible debentures and amortization of the related debt discount. There was no comparable interest expense recognized in continuing operations for the three or nine months ended September 30, 2025, because the predecessor convertible notes were accounted for at fair value, with all changes in fair value recognized within the fair-value line item.

***Foreign Currency Gain (Loss), Net***

For the nine months ended September 30, 2026, we recognized net foreign currency gains of $1 thousand within continuing operations, and for the nine months ended September 30, 2025, we recognized net foreign currency gains of $768 thousand within continuing operations.

***Loss From Discontinued Operations, Net of Tax***

For the nine months ended September 30, 2026, loss from discontinued operations, net of tax, including the $1,101 thousand loss on deconsolidation of Sono Motors GmbH, was $2,457 thousand, compared to $3,784 thousand for the nine months ended September 30, 2025. The decrease reflects the wind-down of operating activity at Sono Motors GmbH following our March 14, 2026 decision to terminate funding to, and exit, the legacy solar operations, and the May 4, 2026 sale of Sono Motors GmbH, after which Sono Motors GmbH's results are no longer included in the Company's results. The loss on deconsolidation had no comparable amount in the 2025 period. See Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

***Net Income (Loss)***

For the nine months ended September 30, 2026, we reported a net loss of $5,145 thousand, compared to net income of $7,423 thousand for the nine months ended September 30, 2025. The change from net income to a net loss principally reflects a substantially lower net gain on the change in fair value of debt and derivative instruments ($1,541 thousand in the 2026 period, compared to $12,434 thousand in the 2025 period, which is not directly comparable, as described above), higher general and administrative expenses ($2,896 thousand in the 2026 period, compared to $1,995 thousand in the 2025 period, an increase of $901 thousand), interest expense of $1,173 thousand on the convertible debentures issued during 2026, the digital asset treasury loss, net, of $161 thousand and lower net foreign currency gains ($1 thousand in the 2026 period, compared to $768 thousand in the 2025 period), partially offset by a $1,327 thousand decrease in loss from discontinued operations, net of tax, which includes the $1,101 thousand loss on deconsolidation of Sono Motors GmbH.

**Liquidity and Capital Resources**

As of September 30, 2026, our cash was $467 thousand, compared to $205 thousand as of December 31, 2025. Cash consists of cash in bank accounts.

We do not currently generate revenue from continuing operations and we continue to incur operating expenses related to holding-company overhead and public-company compliance costs. Following the adoption of the Treasury Strategy and the cessation of funding to Sono Motors GmbH in the first quarter of 2026, our liquidity position is principally dependent on the performance of our digital asset holdings and the cash flows generated through the Treasury Strategy, supplemented as necessary by external financing, including equity and equity-linked financings and debt instruments.

***Sources and Uses of Liquidity***

Historically, we have financed our operations through:

- Equity and equity-linked financings, including our initial public offering in November 2021, a follow-on offering in May 2022, sales under a committed equity facility in 2022, and the Registered Direct Offering of 283,500 Ordinary Shares completed on September 2, 2026 for gross proceeds of approximately $757 thousand.

- Convertible debentures issued to Yorkville from 2022 through 2025, which were exchanged for 1,401 Preferred Shares in September 2025 under the Exchange Agreement dated December 30, 2024, as amended. During 2026, the Company issued convertible debentures SEV-8 through SEV-11 to Yorkville in an aggregate principal amount of $5,050 thousand and a pre-funded warrant for gross proceeds of approximately $2.0 million. See Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

- Limited grant funding and revenues from our legacy solar operations, which have been classified within discontinued operations.

Our cash outflows during the nine months ended September 30, 2026 were principally driven by:

- General and administrative expenses, primarily professional fees, public-company and SEC reporting costs and other holding-company overhead.
- Purchases of Bitcoin in connection with the Treasury Strategy.
- Cash used in the operations of Sono Motors GmbH, which have been classified within discontinued operations.

***Liquidity Outlook and Ability to Continue as a Going Concern***

The Company has incurred recurring operating losses and historically negative cash flows from operations since inception, primarily attributable to the operations of Sono Motors GmbH, which has been classified as a discontinued operation for all periods presented; on May 4, 2026, the Company sold and transferred 100% of the outstanding share capital of Sono Motors GmbH to third-party purchasers. For the nine months ended September 30, 2026, the Company recorded a loss from continuing operations of $2,688 thousand and a net loss of $5,145 thousand, and as of September 30, 2026 had cash of $467 thousand, Bitcoin with a fair value of $4,442 thousand and an accumulated deficit of $338.5 million. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

During the nine months ended September 30, 2026, management completed financing transactions and strategic actions related to the Company's transition to the Treasury Strategy and its exit from legacy solar operations. These actions, which are more fully described under "Sources and Uses of Liquidity" above and in Note 3 (Liquidity and Going Concern Analysis), Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale), Note 8 (Convertible Notes, Embedded Derivatives and Pre-Funded Warrants) and Note 12 (Shareholders' Equity (Deficit)) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report, included: (i) raising aggregate gross proceeds of approximately $7.1 million through the issuance of the Q1 2026 Debentures to Yorkville on January 26, 2026, February 19, 2026 and March 10, 2026, respectively, in the aggregate principal amount of $4.35 million, the issuance to Yorkville on March 10, 2026 of a pre-funded warrant for aggregate proceeds of $2.0 million, and the issuance to Yorkville on April 28, 2026 of the April 2026 Debenture in the aggregate principal amount of $700 thousand, together with gross proceeds of approximately $757 thousand from the Registered Direct Offering completed on September 2, 2026; (ii) using a substantial portion of the proceeds to implement the Treasury Strategy, including the acquisition of Bitcoin and entry into an institutional framework with Blockchain.com in the form of the ISDA Master Agreement and the related Schedule and Credit Support Annex; and (iii) terminating all current and future funding commitments to Sono Motors GmbH and completing the Company's exit from the legacy solar operations through the execution and consummation of the SPA pursuant to which Sono Motors GmbH was sold on May 4, 2026, which management expects to reduce certain of the Company's ongoing cash outflows. These actions are relevant to management's liquidity plans and operating strategy, but they did not alleviate substantial doubt about the Company's ability to continue as a going concern.

Management's plans to address these conditions include obtaining additional financing through further issuances of debt and equity securities, including pursuant to the Company's effective shelf registration statement, sales of a portion of the Company's Bitcoin holdings, and premium income generated from writing covered call options pursuant to the Treasury Strategy. The Company's Bitcoin holdings, consisting of 53.40286810 BTC with a fair value of $4,442 thousand at September 30, 2026, serve as collateral for outstanding written covered call options, which are written on a weekly basis, and are available for sale upon expiration of the applicable options. There can be no assurance that additional financing will be available in amounts or on terms acceptable to the Company, if at all, or that sales of digital assets, at then-prevailing prices, together with premium income, will be sufficient to fund the Company's obligations as they become due. In addition, the Company expects to continue to incur professional fees and other transaction costs in connection with the proposed Redomiciliation Transaction described under "Recent Developments" above and in Note 16 (Subsequent Events), the completion of which is not assured.

The Company's ability to maintain adequate liquidity remains subject to significant uncertainties, including, among other things, the price volatility and liquidity characteristics of digital assets, the terms and potential collateral requirements of transactions entered into in connection with the Treasury Strategy pursuant to the Credit Support Annex, the Company's continuing obligations under the lease for the Munich premises formerly used by Sono Motors GmbH, the contemplated transfer of which has not been completed as a result of the preliminary insolvency proceedings opened with respect to Sono Motors GmbH in June 2026, as described under "Recent Developments" above, and the maturities in 2027 of the convertible debentures issued during the nine months ended September 30, 2026, which may require us to negotiate a refinancing or conversion prior to or at maturity. Based upon this uncertainty, management has concluded that there is substantial doubt that the Company will continue as a going concern.

See Note 3 (Liquidity and Going Concern Analysis) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report for additional information.

**Cash Flows**

The table below summarizes our cash flows (used in) from operating, investing and financing activities for the nine months ended September 30, 2026 and 2025.

| | For the nine months ended September 30, | |
|---|---|---|
| **Cash provided by (used in):** | **2026** | **2025** |
| Operating activities | (2,792) | (6,066) |
| Investing activities | (4,791) | — |
| Financing activities | 7,807 | 6,797 |
| Effect of exchange-rate changes on cash | — | 509 |
| **Net increase in cash, including cash of discontinued operations** | **224** | **1,240** |
| Cash, including cash of discontinued operations, beginning of period | 243 | 1,401 |
| **Cash, including cash of discontinued operations, end of period** | **467** | **2,641** |

***Net Cash Provided by / (Used in) Operating Activities***

Net cash used in operating activities was $2,792 thousand for the nine months ended September 30, 2026, compared to $6,066 thousand for the nine months ended September 30, 2025, and included $555 thousand and $3,793 thousand, respectively, used in the operating activities of Sono Motors GmbH, which are presented as discontinued operations. Net cash used in operating activities of continuing operations was $2,237 thousand for the 2026 period, reflecting a net loss of $5,145 thousand adjusted for noncash items, including the $1,356 thousand loss from discontinued operations, the $1,101 thousand loss on deconsolidation of Sono Motors GmbH, $831 thousand of amortization of debt discount, $161 thousand of digital asset treasury loss, net and the $1,541 thousand net gain on change in fair value of debt and derivative instruments, together with a $731 thousand increase in accounts payable and accrued liabilities and $342 thousand of accrued interest payable. Net cash used in operating activities of continuing operations was $2,273 thousand for the 2025 period, reflecting net income of $7,423 thousand adjusted for the $12,434 thousand noncash gain on change in fair value of convertible notes payable carried at fair value, $768 thousand of foreign currency gain, net and the $3,784 thousand loss from discontinued operations, together with the changes in operating assets and liabilities presented in the unaudited condensed consolidated statements of cash flows.

Net cash used in operating activities includes the operating cash flows of Sono Motors GmbH through its deconsolidation on April 30, 2026, which are presented separately as discontinued operations. Cash funding provided by the Company to Sono Motors GmbH was eliminated in consolidation. See Note 4 (Discontinued Operations and Assets and Liabilities Held for Sale) for cash flow information related to the discontinued operations of Sono Motors GmbH.

***Net Cash Used in Investing Activities***

Net cash used in investing activities was $4,791 thousand for the nine months ended September 30, 2026, reflecting purchases of Bitcoin of $5,000 thousand in connection with the Treasury Strategy, partially offset by $400 thousand of proceeds from the redemption of Bitcoin. The 2026 period also includes $191 thousand of cash of Sono Motors GmbH derecognized upon its deconsolidation on April 30, 2026, which is presented within discontinued operations. Investing activities provided no cash flows for the nine months ended September 30, 2025.

***Net Cash Provided by Financing Activities***

Net cash provided by financing activities was $7,807 thousand for the nine months ended September 30, 2026, resulting from gross proceeds of $4,350 thousand received in connection with the issuance of the Q1 2026 Debentures, gross proceeds of $2,000 thousand received in connection with the issuance of the Pre-Funded Warrant, gross proceeds of $700 thousand received in connection with the issuance of the April 2026 Debenture and gross proceeds of $757 thousand received in connection with the Registered Direct Offering. Net cash provided by financing activities was $6,797 thousand for the nine months ended September 30, 2025, resulting from net draws of $6,705 thousand on convertible notes accounted for under the fair-value election and $92 thousand of proceeds from the issuance of Ordinary Shares.

**Critical Accounting Policies and Estimates**

There have been no material changes to our critical accounting estimates from those disclosed in Part II, Item 7 of our 2025 Form 10-K, except for the addition of digital asset and derivative liability fair-value measurement and the change in reporting currency described in Note 2 (Basis of Presentation, Consolidation and Summary of Significant Accounting Policies) to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

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

As a smaller reporting company, we are not required to provide the information required by this Item.

**Item 4. Controls and Procedures.**

**Evaluation of Disclosure Controls and Procedures**

As of September 30, 2026, our management team, with the participation of our principal executive officer and principal financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer concluded that, due to the unremediated material weakness in our internal control over financial reporting as described below and in Part II, Item 9A. “Controls and Procedures” in our 2025 Form 10-K, our disclosure controls and procedures were not effective as of September 30, 2026.

**Material Weakness**

A “material weakness” is a deficiency or a 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 previously identified material weaknesses described in Part II, Item 9A. “Controls and Procedures” in our 2025 Form 10-K relate to: (i) a lack of consistent and proper application of processes and procedures; (ii) the design and operating effectiveness of information technology general controls for information systems that are significant to the preparation of our consolidated financial statements; (iii) a lack of review and supervision; (iv) the sufficiency of resources with an appropriate level of technical accounting and SEC reporting experience; and (v) clearly defined control processes, roles and segregation of duties within our finance and accounting functions.

We are continuing to implement the remediation measures described in our 2025 Form 10-K, including the hiring of additional accounting staff, the appointment of a new chief financial officer with the requisite skills to address technical accounting and reporting issues, the engagement of third-party advisors to support our internal resources related to accounting and internal controls, ongoing internal training for our accounting and finance teams and continued investment in our finance information-technology systems. As of September 30, 2026, we are still in the process of remediating the previously identified material weaknesses. The change in reporting currency, the discontinued operations presentation, digital asset accounting, derivative valuation, convertible debt accounting and related SEC reporting requirements have increased the complexity of our control environment, and we are taking additional remediation steps to address these matters, including additional technical accounting review and additional support from third-party advisors.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting that occurred during the three months ended September 30, 2026 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

**Limitations on Effectiveness of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily applies its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are, from time to time, party to various claims and legal proceedings arising in the ordinary course of our business. See Part I, Item 1 “Financial Statements (Unaudited) - Note 14, Commitments and Contingencies” in this Quarterly Report, which is incorporated herein by reference.

**Item 1A. Risk Factors.**

As a smaller reporting company under Rule 12b-2 of the Exchange Act, we are not required to include risk factors in this Quarterly Report. For additional risks relating to our operations, see the section titled "Risk Factors" contained in our 2025 Form 10-K. In addition, for risks relating to the proposed Redomiciliation Transaction described in Note 16 to the unaudited condensed consolidated financial statements included in this Quarterly Report, see the section titled "Risk Factors" contained in the Registration Statement, which was declared effective by the SEC on October 16, 2026. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. We may disclose changes to such risk factors or disclose additional risk factors from time to time in our future filings with the SEC.

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

During the three months ended September 30, 2026, the Company issued an aggregate of 1,296,814 Ordinary Shares to holders of the Company’s Preferred Shares upon the conversion, at the election of such holders, of an aggregate of 43.2255 outstanding Preferred Shares in accordance with the terms of the Preferred Shares. In accordance with such terms, in connection with such conversions, the converting holders also surrendered to the Company, for no consideration, an aggregate of 16.4407 Preferred Shares, which are held by the Company in treasury. The Ordinary Shares were issued solely upon the conversion of outstanding securities of the Company, and the Company received no proceeds from, and the converting holders paid no additional consideration in connection with, such issuances. The issuance of the Ordinary Shares upon such conversions was exempt from registration under the Securities Act pursuant to Section 3(a)(9) thereof, as securities exchanged by the Company solely with its existing security holders, where no commission or other remuneration was paid or given, directly or indirectly, for soliciting such exchanges.

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

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

a) None.
b) None.
c) During the three months ended September 30, 2026, none of our directors or officers adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” (in each case defined in Item 408 of Regulation S-K).

**Item 6. Exhibits.**

| Exhibit Number | Description | Incorporated by Reference | | | | Filed/Furnished Herewith |
|---|---|---|---|---|---|---|
| | | Form | File No. | Exhibit | Filing Date | |
| 2.1 | Cross-Border Merger Proposal, dated as of October 5, 2026, by and between Sono Group N.V. and Sono Group S.à r.l. (transformed into a public limited company under the corporate name of Sono Group S.A. prior to engaging in the Merger at the Merger Effective Time) (attached as Annex A to the proxy statement/prospectus included in the Registration Statement) | S-4/A | 333-297478 | 2.1 | 10/14/2026 | |
| 3.1 | Articles of Association of Sono Group N.V., as amended effective September 9, 2025 (Dutch and English translations) | 10-Q | 001-41066 | 3.1 | 11/20/2025 | |
| 3.2 | Form of internal rules of the Management Board of Sono Group N.V. | F-1 | 333-260432 | 3.2 | 11/8/2021 | |
| 3.3 | Form of internal rules of the Supervisory Board of Sono Group N.V. | F-1 | 333-260432 | 3.3 | 11/8/2021 | |
| 10.1 | Convertible Debenture, dated January 26, 2026, by and between Sono Group N.V. and YA II PN, Ltd. | 8-K | 001-41066 | 10.1 | 01/29/2026 | |
| 10.2 | Convertible Debenture, dated February 19, 2026, by and between Sono Group N.V. and YA II PN, Ltd. | 8-K | 001-41066 | 10.1 | 02/24/2026 | |
| 10.3 | Pre-Funded Warrant Securities Purchase Agreement, dated March 10, 2026, by and between Sono Group N.V. and YA II PN, Ltd. | 8-K | 001-41066 | 10.1 | 03/10/2026 | |
| 10.4 | Pre-Funded Warrant, dated March 10, 2026, issued by Sono Group N.V. to YA II PN, Ltd. | 8-K | 001-41066 | 4.1 | 03/10/2026 | |
| 10.5 | Registration Rights Agreement, dated March 10, 2026, by and between Sono Group N.V. and YA II PN, Ltd. | 8-K | 001-41066 | 10.2 | 03/10/2026 | |
| 10.6 | Convertible Debenture, dated March 10, 2026, by and between Sono Group N.V. and YA II PN, Ltd. | 8-K | 001-41066 | 10.3 | 03/10/2026 | |
| 10.7 | International Swaps and Derivatives Association, Inc. 2002 ISDA Master Agreement, dated as of March 10, 2026, between Blockchain.com (BVI) II Limited and Sono Group N.V. | 8-K | 001-41066 | 10.1 | 03/16/2026 | |
| 10.8 | International Swaps and Derivatives Association, Inc. Schedule to the 2002 ISDA Master Agreement, dated as of March 10, 2026, between Blockchain.com (BVI) II Limited and Sono Group N.V. | 8-K | 001-41066 | 10.2 | 03/16/2026 | |
| 10.9 | International Swaps and Derivatives Association, Inc. Credit Support Annex to the Schedule to the 2002 ISDA Master Agreement, dated as of March 10, 2026, between Blockchain.com (BVI) II Limited and Sono Group N.V. | 8-K | 001-41066 | 10.3 | 03/16/2026 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| 10.10 | Share Purchase and Transfer Agreement dated May 4, 2026 | 8-K | 001-41066 | 10.1 | 05/08/2026 | |
| 10.11 | Convertible Debenture, dated April 28, 2026, by and between Sono Group N.V. and YA II PN, Ltd. | 10-Q | 001-41066 | 10.11 | 05/19/2026 | |
| 10.12 | Share Purchase Agreement, dated August 31, 2026, between Sono Group N.V. and the purchasers named therein | 8-K | 001-41066 | 10.1 | 08/31/2026 | |
| 31.1 | Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. | | | | | * |
| 31.2 | Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. | | | | | * |
| 32.1 | Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | | ** |
| 32.2 | Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | | ** |
| 99.1 | Explanatory Notes to the Cross-Border Merger Proposal dated September 10, 2026 | S-4/A | 333-297478 | 99.5 | 09/11/2026 | |
| 101.INS | Inline 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 | Inline XBRL Taxonomy Extension Schema Document. | | | | | * |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document. | | | | | * |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document. | | | | | * |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document. | | | | | * |
| 101.PRE | Inline XBRL 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.

**SONO GROUP N.V.**

Date: November 9, 2026

By: /s/ Kevin McGurn
Kevin McGurn
Chief Executive Officer and Managing Director

Date: November 9, 2026

By: /s/ Martin Scott Calhoun
Martin Scott Calhoun
Chief Financial Officer

**Exhibit 31.1**

CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Kevin McGurn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sono Group N.V.;

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 (the registrant's fourth fiscal quarter in the case of an annual report) 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: November 9, 2026

/s/ Kevin McGurn
Kevin McGurn
Chief Executive Officer
(Principal Executive Officer)

**Exhibit 31.2**

CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Martin Scott Calhoun, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sono Group N.V.;

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 (the registrant's fourth fiscal quarter in the case of an annual report) 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: November 9, 2026

/s/ Martin Scott Calhoun
Martin Scott Calhoun
Chief Financial Officer
(Principal Financial Officer)

**Exhibit 32.1**

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Sono Group N.V. (the "Company") for the quarterly period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin McGurn, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2026

/s/ Kevin McGurn
Kevin McGurn
Chief Executive Officer
(Principal Executive Officer)

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.

**Exhibit 32.2**

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Sono Group N.V. (the "Company") for the quarterly period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin Scott Calhoun, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2026

/s/ Martin Scott Calhoun
Martin Scott Calhoun
Chief Financial Officer
(Principal Financial Officer)

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.