

**Minutes of the Extraordinary General Meeting of  
Sono Group N.V. (Company) (EGM)**

**Thursday 7 November 2024, 12.00 hours (CET)**

**Present** George O'Leary  
**Shareholders** Timely registered shareholders

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**1 OPENING AND ANNOUNCEMENTS**

- 1.1 In accordance with article 30.1 of the Company's articles of association, the EGM shall in absence of a supervisory director be presided by the CEO of the Company (**Chair**), who shall also act as secretary.
- 1.2 The Chair establishes that a total of (i) 17,307,251 ordinary shares, for which 17,307,251 votes can be exercised are present at the meeting, and (ii) 3,000,000 high voting shares, for which 75,000,000 votes can be exercised are present at the meeting, totalling the number of votes at 92,307,251.

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

- 2.1 It is proposed to appoint of Mr. Owen May as member of the Supervisory Board.
- 2.2 All persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	92,307,251	100%
Against	-	
Abstain	-	
Total	92,307,251	100%

- 2.3 It is concluded that the resolution under this item 2 is adopted with the required majority of votes.

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

- 3.1 This agenda item includes the proposal to amend the articles of association of the Company to align them with the listing requirements of Nasdaq.
- 3.2 The Management Board proposes, with the approval of the Supervisory Board, to amend the Company's articles of association - in accordance with Part A.
- 3.3 The aforementioned proposal to amend the articles of association - in accordance with Part A, includes the proposal to authorise each managing director of the Company and every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, the Netherlands, acting jointly as well as separately, to execute the notarial deed of amendment and to undertake all other action that the authorised person deems necessary or useful.
- 3.4 All persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	92,307,251	100%
Against	-	
Abstain	-	
Total	92,307,251	100%

- 3.5 It is hereby concluded that the resolution under this item 3 is adopted with the required majority of votes.

### **4 PROPOSAL RELATED TO THE CONVERSION OF DEBENTURES (*voting item*)**

- 4.1 This agenda item relates to the conversion of convertible debentures into equity by the Company to YA II PN, Ltd.
- 4.2 Reference is made to the explanatory notes to this EGM for more information about the sub items 1 through 5 under this agenda item 4.
- 4.3 We move to the sub item 1 under this agenda item 4.
- 4.4 The Management Board proposes, with the approval of the Supervisory Board, to amend the Company's articles of association - in accordance with Part B, also including the authorisation of the Management Board to determine the appropriate numbers and composition of the authorised capital as referred to in the amended articles of association.
- 4.5 The aforementioned proposal to amend the articles of association - in accordance with Part B includes the proposal to authorise each managing director of the Company and every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, the Netherlands, acting jointly as well as separately, to execute the notarial deed of amendment and to undertake all other action that the authorised person deems necessary or useful.

4.6 All persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	92,307,251	100%
Against	-	
Abstain	-	
Total	92,307,251	100%

4.7 It is concluded that the resolution under this sub item is adopted with the required majority of votes.

4.8 We move to sub item 2 under this agenda item 4.

4.9 The Management Board proposes, with the approval of the Supervisory Board, to approve that the Debentures are convertible into Ordinary Shares (to incentive the Debenture Holder) and Preferred Shares (to settle the Debenture), with the exact division between the number of Ordinary Shares and the number of Preferred Shares to be determined by the Management Board.

4.10 All persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	92,307,251	100%
Against	-	
Abstain	-	
Total	92,307,251	100%

4.11 It is concluded that the resolution under this sub item is adopted with the required majority of votes.

4.12 We move to sub item 3 under this agenda item 4.

4.13 The Management Board proposes, with the approval of the Supervisory Board, to designate the Management Board, in accordance with section 2:96 of the Dutch Civil Code, as the corporate body authorised to resolve on the issuance of Ordinary Shares and Preferred Shares to the Debentures holder, and/or the granting of rights to subscribe for Ordinary Shares and Preferred Shares to the Debentures holder. This authorisation will expire 18 months from the date of this EGM.

4.14 All persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
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For	92,307,251	100%
Against	-	
Abstain	-	
Total	92,307,251	100%

4.15 It is concluded that the resolution under this sub item is adopted with the required majority of votes.

4.16 We move to sub item 4 under this agenda item 4.

4.17 The Management Board proposes, with the approval of the Supervisory Board, to designate the Management Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorised to limit or exclude pre-emptive rights in relation to any issuance of Ordinary Shares and Preferred Shares and/or any grant of rights to subscribe for Ordinary Shares and Preferred Shares pursuant to the authorisation provided for under the resolution set out in the sub item 3 under this agenda item 4. This authorisation will expire 18 months from the date of the EGM.

All persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	92,307,251	100%
Against	-	
Abstain	-	
Total	92,307,251	100%

4.18 It is concluded that the resolution under this sub item is adopted with the required majority of votes.

4.19 We move to sub item 5 under this agenda item 4.

4.20 The Management Board proposes, with the approval of the Supervisory Board, to effect and approve the issuance of more than 20% of the Company's outstanding shares upon the conversion of one or more of the convertible debenture(s), in accordance with the requirement of Nasdaq Listing Rules 5635(b) and 5635(d).

4.21 All persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	92,307,251	100%
Against	-	

Abstain	-	
Total	92,307,251	100%

4.22 It is concluded that the resolution under this sub item is adopted with the required majority of votes.

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

5.1 This agenda item includes the proposal to amend the articles of association of the Company to increase the authorised capital each time when required under the authorisations granted by the Company's general meeting during the annual general meeting of the Company as held on 31 July 2024 (**Existing Authority**).

5.2 Reference is made to the explanatory notes to this EGM for more information about the proposal to amend the articles of association - in accordance with Part C.

5.3 The Management Board proposes, with the approval of the Supervisory Board, to amend the articles of association – in accordance with Part C, each time as required to effect an issuance of shares under the Existing Authority, also including the authorisation of the Management Board to determine the appropriate numbers and composition of the authorised capital as referred to in the amended articles of association.

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

5.5 All persons with voting rights are invited to cast their votes:

Overview votes	Number	%
For	92,307,251	100%
Against	-	
Abstain	-	
Total	92,307,251	100%

5.6 It is concluded that the resolution under this item 5 is adopted with the required majority of votes.

## 6 ANY OTHER BUSINESS

The Chair closes the meeting at 12:22.

**Chair and secretary:**

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By: George O'Leary

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