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

Amendment of the articles of association (revised) (Part B)(scenario i)(in the event that the 7 November 2024 Part B amendments have not yet been implemented) Sono Group N.V.

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

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

The person appearing declared as follows:

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

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

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

Amendment A

In article 1.1 new definitions are inserted in alphabetical order, reading as follows:

- "Conversion Shares** The high voting shares or the preferred shares to which pertains a request for conversion within the meaning of Article 7.
- Requesting Shareholder** A shareholder who has requested an approval for transfer of Transfer Shares.
- Transfer Shares** The high voting shares or the preferred shares to which pertains a request for approval for transfer within the meaning of Article 16.

Amendment B

Article 5 is amended and shall forthwith read as follows:

"SHARES – AUTHORISED CAPITAL AND DEPOSITORY RECEIPTS

Article 5

- 5.1** The Company's authorised share capital amounts to one million five hundred and eighty-two thousand six hundred and euro (EUR 1,582,600.00).
- 5.2** The authorised share capital is divided into:
- a.** one hundred and twenty million (120,000,000) ordinary shares, each having a nominal value of one eurocent (EUR 0.01);
 - b.** forty thousand and (40,000) high voting shares, each having a nominal value of twenty-five eurocents (EUR 0.25); and
 - c.** one thousand two hundred and forty-two (1,242) preferred shares, each having a nominal value of three hundred euro (EUR 300).
- 5.3** Upon the conversion of one or more high voting shares or preferred shares into ordinary shares in accordance with Article 7, the authorised share capital set out in Article 5.2 shall decrease with the number of high voting shares or preferred shares respectively, so converted and shall increase with the number of ordinary shares into which such high voting shares or preferred shares are converted.
- 5.4** The Management Board may resolve that one or more shares are divided into such number of fractional shares as may be determined by the Management Board. Unless specified differently, the provisions of these articles of association concerning shares and shareholders apply mutatis mutandis to fractional shares and the holders thereof, respectively.
- 5.5** The Company may cooperate with the issue of depository receipts for shares in its capital."

Amendment C

Article 7 is amended and shall forthwith read as follows:

"SHARES – CONVERSION OF HIGH VOTING SHARES AND PREFERRED SHARES

Article 7

- 7.1 Each high voting share can be converted into twenty five (25) ordinary shares and each preferred share can be converted into thirty thousand (30,000) ordinary shares, subject to the provisions of this Article 7. Ordinary shares cannot be converted into high voting shares or preferred shares.
- 7.2 Each holder of one or more high voting shares or preferred shares may request the conversion of all or part of such high voting shares or preferred shares into ordinary shares in the ratio set out in Article 7.1 by means of a written request addressed to the Management Board. Such a request must be signed by the relevant shareholder (or an authorised representative of such shareholder) and must include:
- a. a specification of the number of high voting shares or preferred shares to which the request pertains (**Conversion Shares**);
 - b. representations by the shareholder concerned that:
 - i. the Conversion Shares are not encumbered with any usufruct, pledge or other encumbrance;
 - ii. no depository receipts or other derivative financial instruments have been issued for the Conversion Shares; and
 - iii. the shareholder concerned has full power to dispose over its assets and is authorised to perform the acts described in Article 7.3;
 - c. an irrevocable undertaking in favour of the Company by the shareholder concerned:
 - i. to take no action (and not to omit taking any action) which would render the representations referred to in paragraph b. above inaccurate or incomplete upon the performance of the acts described in Article 7.3; and
 - ii. to indemnify the Company and hold the Company harmless against any financial losses or damages incurred by the Company and any expense reasonably paid or incurred by the Company in connection with any threatened, pending or completed suit, claim, action or legal proceedings of a civil, criminal, administrative or other nature, formal or informal, in which the Company becomes involved as a result of the conversion so requested, in each case to the extent permitted by applicable law and except to the extent that a competent court or arbitral tribunal has established, without having (or no longer having) the possibility for appeal, that such financial losses, damages, expenses, suit, claim, action or legal proceedings were incurred, arose or were initiated as a result of actions or omissions by the Company which are considered to constitute malice, gross negligence or intentional recklessness attributable to the Company; and
 - d. an irrevocable and unconditional power of attorney granted by the relevant

shareholder to the Company, with full power of substitution and governed by Dutch law, to perform the acts described in Article 7.3 on behalf of such shareholder.

- 7.3** Upon receipt of a request referred to in Article 7.2:
- a. the Management Board shall resolve to convert the number of Conversion Shares specified in the request into ordinary shares in the ratio set out in Article 7.1, effective immediately; and
 - b. in respect of a conversion of Conversion Shares that are high voting shares, promptly following the conversion referred to in paragraph a. above, the shareholder who made such request shall transfer twenty-four out of every twenty-five ordinary shares into which its high voting shares were converted pursuant to the resolution referred to in paragraph a. above to the Company for no consideration and the Company shall accept such ordinary shares.
- 7.4** Neither the Management Board nor the Company is required to effect a conversion of Conversion Shares:
- a. if the request referred to in Article 7.2 does not comply with the specifications and requirements set out in Article 7.2 or if the Management Board reasonably believes that the information included in such request is incorrect or incomplete; or
 - b. to the extent that the Company would not be permitted under mandatory Dutch law to acquire the relevant number of ordinary shares as described in Article 7.3 paragraph b. in connection with such conversion."

Amendment D

Article 9.1 is amended and shall forthwith read as follows:

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

Amendment E

Article 15.3 is amended and shall forthwith read as follows:

- "15.3** In deviation of Article 15.2:
- a. the holder of a usufruct or pledge on ordinary shares shall have the voting rights attached thereto if this was provided when the usufruct or pledge was created; and
 - b. the holder of a usufruct or pledge on high voting shares or preferred shares shall have the voting rights attached thereto if this was provided when the usufruct or pledge was created and this was approved by the Management Board."

Amendment F

Article 16 is amended and shall forthwith read as follows:

"SHARES – TRANSFER RESTRICTIONS

Article 16

- "16.1** A transfer of high voting shares or preferred shares shall require the prior

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

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

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

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

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

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

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

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

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

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

- a. the Requesting Shareholder shall promptly notify the Management Board

- a. to the extent that a holder of high voting shares and/or preferred shares is under a statutory obligation to transfer such shares to a previous holder thereof;
- b. if it concerns a transfer in connection with an enforcement of a pledge pursuant to Section 3:248 DCC in conjunction with Section 3:250 or 3:251 DCC; or
- c. if it concerns a transfer to the Company, except in the case that the Company acts as an interested party pursuant to Article 16.11.

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

Amendment G

Article 32.1 is amended and shall forthwith read as follows:

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

Amendment H

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

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

Amendment I

Article 34.3 is amended and shall forthwith read as follows:

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

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

Amendment J

Article 37.3 is amended and shall forthwith read as follows:

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

Amendment K

Article 38.1 is amended and shall forthwith read as follows:

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

Amendment L

Article 39.1 is amended and shall forthwith read as follows:

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

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

Amendment M

Article 40.3 is amended and shall forthwith read as follows:

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

- a. from the remaining assets shall be distributed to the holders of preferred shares an amount equal to the amount contributed (and not yet repaid) on the relevant preferred shares held by such shareholders; and
- b. any remaining assets thereafter, shall be distributed to the holders of ordinary shares, high voting shares and preferred shares (with Article 37.3 applying to such distribution mutatis mutandis)."

Amendment N

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

"TRANSITIONAL PROVISION

Article 42

Only to the extent that regulations of the NASDAQ Stock Market or any other regulated stock exchange operating in the United States of America, are not applicable to the Company or do not restrict to do so, the Management Board shall be authorised (but shall not be obliged) and subject to the prior approval of the Supervisory Board to pass a resolution to invoke the transitional provision of this Article 42 **Error! Reference source not found.**, pursuant to which and with effect from the time that that such resolution is adopted, the current Article 32.3 shall lapse and a new Article 32.3 shall read as follows: "Unless a greater majority and/or a quorum is required by these articles of association or mandatorily by law, all resolutions of the General Meeting shall be passed by a Simple Majority."

CHANGES TO THE CAPITAL

- 1.1 Immediately prior to the foregoing amendment of the articles of association taking effect, the issued capital of the Company amounted to forty-eight thousand one hundred and ninety-seven euro and seventy eurocent (EUR 48,197.70), divided into one million four hundred and nine thousand eight hundred and eighty-five (1,409,885) ordinary shares, each with a nominal value of two eurocent (EUR 0.02), and forty thousand (40,000) high voting shares, each with a nominal value of fifty eurocent (EUR 0.50).
- 1.2 In addition, in the aggregate one thousand two hundred and forty-two (1,242) new preferred shares in the capital of the Company, each with a nominal value of three hundred euro (EUR 300), were issued, subject to the condition precedent of the foregoing amendment of the articles of association taking effect.
- 1.3 Upon the foregoing amendment of the articles of association taking effect, and to fully implement the resolution of the general meeting of shareholders of the Company of the thirty-first day of January two thousand and twenty-four, the nominal value of each ordinary share is reduced from two eurocent (EUR 0.02) to one eurocent (EUR 0.01) and the nominal value of each high voting share is reduced from fifty eurocent (EUR 0.50) to twenty-five eurocent (EUR 0.25), and the difference between the previous nominal value and the new nominal value, such difference being an aggregate amount of twenty-four thousand and ninety-eight euro and eighty-five eurocent (EUR 24,098.85), is added to the reserves of the Company, such within the meaning of section 2:100, paragraph 6, of the Dutch Civil Code.
- 1.4 Therefore, upon the foregoing amendment of the articles of association taking effect, the aggregate amount of the issued capital of the Company is three hundred and ninety-six thousand six hundred and ninety-eight euro and eighty-five eurocent (EUR 396,698.85), divided into one million four hundred and nine thousand eight hundred and eighty-five (1,409,885) ordinary shares, forty thousand (40,000) high voting shares and one thousand two hundred and forty-two (1,242) preferred shares.

END

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

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

The summarised contents of this deed were stated and explained to the person appearing.

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

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