

**Minutes of the Annual General Meeting of
Sono Group N.V. (Company) (AGM)**

Wednesday 31 July 2024, 14.00 hours (CET)

Present George O'Leary
Shareholders Timely registered shareholders

1 OPENING AND ANNOUNCEMENTS

- 1.1 In accordance with article 30.1 of the Company's articles of association, the AGM 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 the agenda for the AGM includes the confirmation of the appointment of the Dutch auditor for the financial year 2023 and the appointment for the financial year 2024. The Chair informs the meeting that the Company is still concluding and discussing the engagement terms with the Dutch auditor. Considering this, it is proposed to amend the proposed resolution for the AGM in such manner that no resolution is proposed in respect of the confirmation or appointment of the Dutch external auditor. For avoidance of doubt, the confirmation of the appointment and the appointment of Grassi & Co remains an agenda items as proposed.
- 1.3 The Chair established that a total of (i) 17,306,251 ordinary shares, for which 17,306,251 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 92,306,251.

2 CONFIRMATION APPOINTMENT AUDITOR (*voting item*)

- 2.1 With due note of the amended proposed resolution, it is proposed to the general meeting of the Company to confirm the appointment of Grassi & Co, as external auditor for the financial year 2023 for the Form 20-F. This is a voting item.
- 2.2 All persons with voting rights are invited to cast their votes :

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

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

3 FORM 20-F FOR THE FINANCIAL YEAR 2023

This agenda item included an account of the financial year of 2023, as included in the Form 20-F. This is a discussion item.

4 DISCUSSION OF THE COMPANY'S DIVIDEND AND RESERVATION POLICY

The Company's dividend and reservation policy is discussed.

5 APPOINTMENT AUDITOR FOR THE FINANCIAL YEAR 2024 (*voting item*)

5.1 With due note of the amended proposed resolution, it is proposed to the general meeting of the Company to appoint Grassi & Co as the external auditor of the Company for the financial year 2024 in relation to the annual report to be filed Securities Exchange Commission. This is a voting item.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

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

6 REAPPOINTMENT OF MR. GEORGE O'LEARY AS MEMBER OF THE MANAGEMENT BOARD (*voting item*)

6.1 This agenda item included the proposal to the AGM to reappoint Mr. George O'Leary as member of the Management Board for a period until the end of the annual general meeting of the Company to be held in 2026. This is a voting item.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	

Total	92,306,251	100%
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6.3 It is concluded that the resolution under this item 6 is adopted with the required majority of votes.

7 REAPPOINTMENT OF MR. CHRISTOPHER SCHREIBER AS MEMBER OF THE SUPERVISORY BOARD (voting item)

7.1 This agenda item included the proposal to the AGM to reappoint Mr. Christopher Schreiber as member of the Supervisory Board for a period until the end of the annual general meeting of the Company to be held in 2026. This is a voting item.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

7.3 It is concluded that the resolution under this item 7 is adopted with the required majority of votes.

8 REAPPOINTMENT OF MR. DAVID DODGE AS MEMBER OF THE SUPERVISORY BOARD (voting item)

8.1 This agenda item included the proposal to the AGM to reappoint Mr. David Dodge as member of the Supervisory Board for a period until the end of the annual general meeting of the Company to be held in 2026. This is a voting item.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

8.3 It is concluded that the resolution under this item 8 is adopted with the required majority of votes.

9 AUTHORISATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES (*voting item*)

9.1 This agenda item included the proposal, in line with past practice, to designate the Supervisory Board, in accordance with Section 96 of book 2 of the Dutch Civil Code, as the corporate body authorized to resolve on the issuance and/or the granting of rights to subscribe for ordinary shares in the capital of the Company. The authorisation shall be subject to the following limitations:

- (a) the authorisation of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2025 or 18 months from the date of the AGM; and
- (b) the authorisation of the Supervisory Board will be limited to 105,711,643 ordinary shares, irrespective of the nominal value of such shares and irrespective of the implementation of any reversed stock split after the date of the AGM.

9.2 As described in the Company's Form 20-F for the financial year 2023, the Company will need to raise additional funds through public or private debt or equity financing or other means in order to fund the Company's business. In view thereof, the Supervisory Board proposes to the AGM to obtain a broad delegation to issue ordinary shares and/or rights to subscribe for ordinary shares in the capital of the Company and allow for flexible financing methods.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

9.4 It is concluded that the resolution under this item 9 is adopted with the required majority of votes.

10 AUTHORISATION OF THE SUPERVISORY BOARD TO EXCLUDE OR LIMITED PRE-EMPTION RIGHTS (*voting item*)

10.1 In line with past practice, it is proposed to designate the Supervisory Board, in accordance with Section 96a of book 2 of the Dutch Civil Code, as the corporate body authorized to limit or exclude pre-emptive rights in relation to any issuance of ordinary shares in the capital of the Company or any grant of rights to subscribe for ordinary shares in the capital of the Company pursuant to the authorisation provided for under the resolution set out in agenda item 9.

10.2 The authorisation shall be subject to the following limitations:

- (a) the authorisation of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2025 or 18 months from the date of the AGM; and
- (b) the authorisation of the Supervisory Board to limit or exclude pre-emptive rights is limited to the authorisation provided for under the resolution set out in agenda item 9.

10.3 This is a voting item which requires a two/third majority of the votes cast.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

10.5 It is concluded that the resolution under this item 10 is adopted with the required majority of votes.

11 AUTHORISATION OF THE MANAGEMENT BOARD TO ACQUIRE SHARES IN THE COMPANY (*voting item*)

11.1 In line with past practice, it is proposed to, in accordance with Section 98 of book 2 of the Dutch Civil Code, authorise the Management Board to acquire shares in the capital of the Company.

11.2 The authorisation shall be subject to the following limitations:

- (a) the authorisation of the Management Board will expire at the earlier of the conclusion of the annual general meeting in 2025 or 18 months from the date of the AGM;
- (b) the authorisation is limited to 10% of the issued ordinary share capital on the date of this notice, shares may be acquired at the stock exchange or otherwise, at a price between par value and the volume weighted average market price of the 30 days prior to the acquisition; and
- (c) the acquisition is subject to the prior approval of the Supervisory Board.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

11.4 It is concluded that the resolution under this item 11 is adopted with the required majority of votes.

12 RECORD DATE (*voting item*)

12.1 It is proposed that the general meeting adopts the resolution to authorise the Management Board for a period of five years starting from the date of the AGM, to apply the statutory record date within the meaning of section 2:119 paragraph 1 of the Dutch Civil Code for general meetings.

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

Overview votes	Number	%
For	92,306,251	100%
Against	-	
Abstain	-	
Total	92,306,251	100%

12.3 It is concluded that the resolution under this item 12 is adopted with the required majority of votes. We hereby conclude this agenda item and move to agenda item 13.

13 ANY OTHER BUSINESS

The Chair closes the meeting.

Chair and secretary:

By: George O'Leary