

**SONO  
GROUP N.V.**

**NOMINATION AND  
CORPORATE GOVERNANCE  
COMMITTEE CHARTER**



**SOLAR ON  
EVERY VEHICLE.**

## NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### SONO GROUP N.V.

#### INTRODUCTION

##### ARTICLE 1

- 1.1 This charter, together with the relevant provisions of the Supervisory Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Supervisory Board Rules.
- 1.2 This charter shall be posted on the Website.

#### DEFINITIONS AND INTERPRETATION

##### ARTICLE 2

- 2.1 Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Supervisory Board Rules.
- 2.2 Without prejudice to Article 2.1, the following definitions shall apply in this charter:

Article	An article of this charter.
Code of Conduct	The Company's code of business conduct and ethics.
Committee	The Company's nomination and corporate governance committee.
Committee Chairperson	The chairperson of the Committee.
Committee Member	A member of the Committee.
Company	Sono Group N.V.
Supervisory Board	The Company's supervisory board.
Supervisory Board Rules	The internal rules of the Supervisory Board.
- 2.3 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4 Words denoting a gender include each other gender.

**COMPOSITION**

## ARTICLE 3

- 3.1 The Committee consists of at least two Supervisory Directors.
- 3.2 The Committee Members shall be appointed and dismissed by the Supervisory Board.
- 3.3 More than half of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.
- 3.4 All Committee Members shall be independent within the meaning of NASDAQ Rule 5605(a)(2), except as permitted by the applicable NASDAQ Rules.
- 3.5 The Committee shall elect a Committee Member to be the Committee Chairperson. The Committee may dismiss the Committee Chairperson, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chairperson.

**DUTIES AND ORGANISATION**

## ARTICLE 4

- 4.1 The Supervisory Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect.
- 4.2 The Committee is charged with the following matters:
  - a. drawing up selection criteria and appointment procedures for the Managing Directors and Supervisory Directors;
  - b. reviewing the size and composition of the Management Board and the Supervisory Board and submitting proposals for the composition profile of the Supervisory Board;
  - c. making recommendations to the Management Board as to the determination of independence of Supervisory Directors;
  - d. reviewing the functioning of individual Managing Directors and Supervisory Directors and reporting on such review to the Supervisory Board;
  - e. drawing up a plan for the succession of Managing Directors and Supervisory Directors;
  - f. submitting proposals for (re)appointment of Managing Directors and Supervisory Directors; and
  - g. supervising the policy of the Management Board regarding the selection criteria and appointment procedures for the Company's senior management and executive officers;
  - h. overseeing the self-evaluation of the Management Board, the Supervisory Board and the Supervisory Board's committees to determine whether they are functioning effectively; and

- i. developing the Code of Conduct and overseeing compliance with the Code of Conduct, including, at least annually, reviewing and reassessing the adequacy of the Code of Conduct and recommending any proposed changes to the Management Board.
- 4.3 The Committee has the authority to retain and terminate any advisors, including search firms to identify candidates for the Management Board, other executive positions or the Supervisory Board, compensation consultants as to those individuals and legal counsel, including authority to approve all such advisers' reasonable fees and other retention terms.
- 4.4 The Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than annually, and each meeting shall be presided over by the Committee Chairperson and, in the absence of the Committee Chairperson, one of the other Committee Members shall be designated as the acting chair of the meeting.
- 4.5 The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairperson.
- 4.6 The Committee shall regularly report on its deliberations and findings to the Supervisory Board.
- 4.7 At least annually, the Committee shall review the performance evaluations prepared by each committee of the Supervisory Board and consider any recommendations for proposed changes to the Supervisory Board.
- 4.8 At least annually, within the context of the review referred to in Article 4.7, the Committee shall evaluate its own performance and report to the Supervisory Board on such evaluation. The Committee shall also review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Supervisory Board.

## AMENDMENTS AND DEVIATIONS

### ARTICLE 1

Pursuant to a resolution to that effect, the Supervisory Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with applicable law and stock exchange requirements.

## GOVERNING LAW AND JURISDICTION

### ARTICLE 2

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.