UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 16, 2026

Sono Group N.V.

(Exact name of registrant as specified in its charter)

The Netherlands	**001-41066**	**98-1828632**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4965 Trinidad Drive Land O'Lakes, FL	34639
(Address of principal executive offices)	(Zip Code)

+1 352-502-1191
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 8.01 Other Events.

Supplement to the Proxy Statement/Prospectus

As previously disclosed, Sono Group N.V. (the "***Company***") will hold an extraordinary general meeting of its shareholders on December 11, 2026 (the "***Special Meeting***") to consider and vote upon, among other things, the proposed change of the Company's legal seat from the Netherlands, via Luxembourg, to the State of Delaware (the "***Redomiciliation Transaction***"), as described in the definitive proxy statement/final prospectus (the "***Proxy Statement/Prospectus***") filed by Sono Group S.à r.l., a wholly owned subsidiary of the Company ("***Sono Luxembourg***"), with the U.S. Securities and Exchange Commission (the "***SEC***") on October 16, 2026, for the solicitation of proxies by the Company in connection with the Special Meeting to consider and vote on the Redomiciliation Transaction and other matters as described in the Registration Statement (as defined below) and the Proxy Statement/Prospectus.

On November 16, 2026, Sono Luxembourg filed a supplement to the Proxy Statement/Prospectus (the "***Supplement***") to provide updated information regarding the number of the Company's ordinary shares ("***Sono N.V. Ordinary Shares***") and the Company's preferred shares ("***Sono N.V. Preferred Shares***") issued and outstanding as of the close of business, Central European Time, on November 13, 2026, the record date for the Special Meeting (the "***Record Date***"), and the related beneficial ownership and voting information, as a result of certain holders of Sono N.V. Preferred Shares electing to convert an aggregate of 12.5 Sono N.V. Preferred Shares into an aggregate of 375,000 Sono N.V. Ordinary Shares in accordance with the Company's articles of association, as amended. There is no change to the date, time or location of the Special Meeting, the Record Date or any of the proposals to be acted upon at the Special Meeting.

The information in the Proxy Statement/Prospectus regarding issued and outstanding shares was based on 3,720,162 Sono N.V. Ordinary Shares, 40,000 high voting shares of the Company ("***Sono N.V. High Voting Shares***") and 1,317.5000 Sono N.V. Preferred Shares issued and outstanding as of October 5, 2026. As of the Record Date, there were 4,095,162 Sono N.V. Ordinary Shares, 40,000 Sono N.V. High Voting Shares and 1,305.0000 Sono N.V. Preferred Shares issued and outstanding, representing an aggregate of 5,582,274 votes. The Supplement to the Proxy Statement/Prospectus was filed with the SEC by Sono Luxembourg pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended.

A copy of the Supplement is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Additional Information and Where to Find It

In connection with the Redomiciliation Transaction, Sono Luxembourg filed with the SEC a registration statement on Form S-4, as amended (Registration No. 333-297478) (the "***Registration Statement***"), which was declared effective by the SEC on October 16, 2026, and the Proxy Statement/Prospectus, which constitutes the proxy statement of the Company for the Special Meeting and a prospectus of Sono Luxembourg. The Proxy Statement/Prospectus and other relevant documents are being mailed to the Company's shareholders of record as of November 13, 2026, the record date established for voting at the Special Meeting, in connection with the Company's solicitation of proxies for the Special Meeting. Only holders of record as of the close of business, Central European Time, on November 13, 2026 are entitled to vote at the Special Meeting.

BEFORE MAKING ANY VOTING DECISION, THE COMPANY'S SHAREHOLDERS AND OTHER INTERESTED PARTIES ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, INCLUDING ANY SUPPLEMENTS THERETO, AND ALL OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC IN CONNECTION WITH THE COMPANY'S SOLICITATION OF PROXIES FOR THE SPECIAL MEETING TO BE HELD TO APPROVE THE REDOMICILIATION TRANSACTION AND THE OTHER MATTERS DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS, CAREFULLY AND IN THEIR ENTIRETY, BECAUSE THESE DOCUMENTS CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, SONO LUXEMBOURG AND THE REDOMICILIATION TRANSACTION. Shareholders and other interested parties may obtain a copy of these documents, without charge, at the SEC's website located at www.sec.gov or by directing a written request to Sono Group N.V., Attn: Investor Relations, 4965 Trinidad Drive, Land O' Lakes, FL 34639. Such persons can also read the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "***Annual Report***"), for a description of the security holdings of its officers and directors and their respective interests as security holders in the consummation of the transactions described in this Current Report on Form 8-K (this "***Current Report***"). The Proxy Statement/Prospectus and the Annual Report can be obtained, without charge, at the SEC's website (www.sec.gov).

NONE OF THE SEC, ANY U.S. STATE SECURITIES COMMISSION NOR ANY SECURITIES REGULATORY AUTHORITY IN THE NETHERLANDS OR LUXEMBOURG HAS APPROVED OR DISAPPROVED OF THE TRANSACTIONS DESCRIBED HEREIN, PASSED UPON THE MERITS OR FAIRNESS OF THE TRANSACTIONS OR ANY RELATED TRANSACTIONS OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS CURRENT REPORT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Participants in the Solicitation

The Company, Sono Luxembourg and their respective directors, executive officers, management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from the Company's shareholders in connection with the Redomiciliation Transaction. Investors and shareholders may obtain more detailed information regarding the names, affiliations and interests of the Company's directors and executive officers in its filings with the SEC, including the Annual Report. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies from the Company's shareholders in connection with the Redomiciliation Transaction, and their interests in the Redomiciliation Transaction, is set forth in the Proxy Statement/Prospectus. Investors and shareholders may obtain free copies of these documents as described above.

No Offer or Solicitation

This Current Report shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed Redomiciliation Transaction, and shall not constitute an offer to sell or the solicitation of an offer to buy any securities. Proxies are being solicited only pursuant to the Proxy Statement/Prospectus, which has been filed with the SEC and made available to the Company's shareholders in accordance with applicable law.

Forward-Looking Statements:

This Current Report contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and other applicable securities laws.

Such forward-looking statements include, but are not limited to, statements regarding the Company's treasury strategy, including its holding of Bitcoin and its covered-call program with Blockchain.com; the Company's liquidity, its plans to address its liquidity needs and its ability to continue as a going concern; the Company's convertible debentures maturing between January and April 2027; the proposed Redomiciliation Transaction to be considered at the Special Meeting, including its expected benefits and the expected continued trading of the Class A common stock on the Nasdaq Capital Market if the Redomiciliation Transaction is completed; and the Company's ability to pursue future strategic opportunities. Forward-looking statements generally may be identified by the use of words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "forecast," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "seek," "should," "target," "will," "would," and similar expressions, although not all forward-looking statements contain these words. These forward-looking statements are based on current expectations, estimates, forecasts, assumptions, and projections about future events and are subject to numerous risks and uncertainties, many of which are beyond the control of the Company. Actual results may differ materially from those expressed or implied by such forward-looking statements as a result of a variety of factors, including, but not limited to: the price volatility and liquidity of Bitcoin, and the recognition of changes in the fair value of Bitcoin in earnings each period; the risks of the Company's covered-call strategy, including losses on calls exercised in the money, collateral requirements and counterparty risk with respect to Blockchain.com; the Company's lack of revenue from continuing operations and the substantial doubt about its ability to continue as a going concern; the Company's ability to obtain additional financing on acceptable terms, or at all, and to repay, refinance or convert its convertible debentures at or prior to maturity; changes in the fair value of the embedded conversion derivative liabilities associated with the convertible debentures; the risk that the Redomiciliation Transaction is not approved by shareholders or is not completed in a timely manner or at all, or that its expected benefits are not realized; the failure to obtain any required shareholder, regulatory or other approvals, financing arrangements, exchange listing approvals, or other necessary consents; changes in applicable laws, regulations, governmental policies, or market conditions; the occurrence of any event, change, or circumstance that could delay, prevent, or otherwise adversely affect the proposed Redomiciliation Transaction; the ability to maintain the listing of securities on Nasdaq or another national securities exchange; the availability of financing; general economic, financial, political, and business conditions; inflation, interest rates, foreign exchange fluctuations, and geopolitical developments; cybersecurity incidents; litigation risks; competition; the ability to realize anticipated benefits from acquisitions or strategic investments; other risks and uncertainties described under "Risk Factors" in the Annual Report and in the Proxy Statement/Prospectus, and other risks and uncertainties that may be identified in other past or future filings made by the parties with the SEC. Any references in this Current Report to acquisition opportunities, strategic initiatives, expected benefits, or future business or strategic opportunities are based on preliminary assumptions and management expectations that are inherently uncertain and subject to significant business, economic, competitive, regulatory, financing, and market risks. No assurance can be given that any acquisition, strategic initiative, expected benefit, or business plan described in this Current Report will be achieved. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this Current Report. The Company expressly disclaims any obligation or undertaking to update, revise, or publicly release any revisions to any forward-looking statements, whether as a result of new information, future events, changed circumstances, or otherwise, except as required by applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description of Exhibit
99.1	Proxy Statement/Prospectus Supplement, dated November 16, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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 hereunto duly authorized.

Sono Group N.V.

By /s/ Kevin McGurn
Name: Kevin McGurn
Title: CEO and Managing Director

Date: November 16, 2026

SONO GROUP S.À R.L.

SUPPLEMENT TO PROXY STATEMENT
OF
SONO GROUP N.V.
Dated November 16, 2026

*The following disclosures in this proxy supplement (this "**Supplement**") supplement, and should be read in conjunction with, the disclosures contained in the definitive proxy statement/final prospectus (the "**Proxy Statement**") relating to an extraordinary general meeting of the shareholders of Sono Group N.V., a public company with limited liability (naamloze vennootschap) governed by the laws of the Netherlands ("**Sono N.V.**"), to be held on December 11, 2026 (the "**Special Meeting**"), filed by Sono Group S.à r.l., a wholly owned subsidiary of Sono N.V. ("**Sono Luxembourg**"), with the U.S. Securities and Exchange Commission (the "**SEC**") on October 16, 2026, which in turn should be read in its entirety. To the extent the information set forth herein differs from or updates information contained in the Proxy Statement, the information set forth herein shall supersede or supplement the information in the Proxy Statement. All other information in the Proxy Statement remains unchanged. Terms used herein, unless otherwise defined, have the meanings set forth in the Proxy Statement. All references herein to page numbers refer to the corresponding page numbers of the Proxy Statement as filed with the SEC.*

As provided in the Proxy Statement, Sono N.V. is soliciting shareholder approval of, among other things, the proposed Redomiciliation Transaction and the other matters as described in the Proxy Statement, which includes a prospectus relating to the offer of the securities to be issued to the shareholders of Sono N.V. in connection with the Redomiciliation Transaction. The purpose of the following supplemental disclosures is to provide updated information about the issued and outstanding shares of Sono N.V. as of November 13, 2026, the Record Date for the Special Meeting.

UPDATED SHARE INFORMATION AS OF THE RECORD DATE

This Supplement is being filed by Sono Luxembourg to provide updated information regarding the number of Sono N.V. Ordinary Shares and Sono N.V. Preferred Shares issued and outstanding as of the Record Date, and the related beneficial ownership and voting information, as a result of certain holders of the outstanding Sono N.V. Preferred Shares electing to convert an aggregate of 12.5 Sono N.V. Preferred Shares into an aggregate of 375,000 Sono N.V. Ordinary Shares in accordance with the Existing Articles.

The information in the Proxy Statement regarding issued and outstanding shares was based on 3,720,162 Sono N.V. Ordinary Shares, 40,000 Sono N.V. High Voting Shares and 1,317.5000 Sono N.V. Preferred Shares, issued and outstanding as of October 5, 2026. As of the close of business, Central European Time, on November 13, 2026, the Record Date, there were 4,095,162 Sono N.V. Ordinary Shares, 40,000 Sono N.V. High Voting Shares and 1,305.0000 Sono N.V. Preferred Shares, issued and outstanding. Based on an aggregate of 5,582,274 votes outstanding as of the Record Date, a quorum will be present at the Special Meeting if the holders of Sono N.V. shares representing at least 1,860,758 votes, or approximately 33.33% of the combined voting power in the issued and outstanding share capital of Sono N.V., are present or represented by proxy at the Special Meeting.

Accordingly, each statement in the Proxy Statement that refers to 3,720,162 Sono N.V. Ordinary Shares or 1,317.5000 Sono N.V. Preferred Shares issued and outstanding (or to the corresponding number of shares of Class A Common Stock, including as part of the New Common Stock, or Series A Preferred Stock expected to be issued and outstanding following the Redomiciliation Transaction), and each percentage of ownership or voting power derived therefrom, is amended to refer to the corresponding number or percentage set forth in this Supplement. Furthermore, after giving effect to the Redomiciliation Transaction, we now expect that there will be approximately 4,135,162 shares of New Common Stock and 1,305.0000 shares of Series A Preferred Stock issued and outstanding, consisting of (i) 4,095,162 shares of Class A Common Stock issued in the aggregate to the Sono N.V. Ordinary Shareholders, (ii) 40,000 shares of Class B Common Stock issued in the aggregate to the Sono N.V. High Voting Shareholders and (iii) 1,305.0000 shares of Series A Preferred Stock issued in the aggregate to the Sono N.V. Preferred Shareholders.

Supplemental Disclosures

The following information is provided to update certain disclosures in the Proxy Statement as described below.

The disclosure under "*Questions and Answers About the Special Meeting—Who may vote at the Special Meeting?*" on page 13 is amended and supplemented as follows:

> "As of the Record Date, there were 4,095,162 Sono N.V. Ordinary Shares, 40,000 Sono N.V. High Voting Shares and 1,305.0000 Sono N.V. Preferred Shares, issued and outstanding."

The disclosure in the Letter to Shareholders and under "*Summary of this Proxy Statement/Prospectus—Overview of the Redomiciliation Transaction*" on page 21 and "*Voting Proposal No. 1: The Redomiciliation Proposal—Overview of the Redomiciliation Transaction*" on page 61, is amended and supplemented as follows:

> "As of the Record Date, we expect that after giving effect to the Redomiciliation Transaction, there will be approximately 4,135,162 shares of New Common Stock and 1,305.0000 shares of Series A Preferred Stock issued and outstanding, consisting of (i) 4,095,162 shares of Class A Common Stock issued in the aggregate to the Sono N.V. Ordinary Shareholders, (ii) 40,000 shares of Class B Common Stock issued in the aggregate to the Sono N.V. High Voting Shareholders and (iii) 1,305.0000 shares of Series A Preferred Stock issued in the aggregate to the Sono N.V. Preferred Shareholders."

The disclosure under "*Summary of this Proxy Statement/Prospectus—Registered Shareholders; Record Date*" on page 28, "*Extraordinary General Meeting of Sono N.V. Shareholders—Registered Shareholders; Record Date*" on page 54 and "*Share Information—Holders of Record*" on page 37, is amended and supplemented as follows:

> "As of the Record Date, there were (i) 22 holders of record of Sono N.V. Ordinary Shares and the Sono N.V. Ordinary Shareholders were entitled to vote an aggregate of 4,095,162 Sono N.V. Ordinary Shares, (ii) one holder of record of Sono N.V. High Voting Shares and such Sono N.V. High Voting Shareholder was entitled to vote an aggregate of 40,000 Sono N.V. High Voting Shares, and (iii) two holders of record of Sono N.V. Preferred Shares and such Sono N.V. Preferred Shareholders were entitled to vote an aggregate of 1,305.0000 Sono N.V. Preferred Shares, subject in the case of each Sono N.V. Preferred Shareholder to a contractually agreed voting blocker equal to 4.99% of the combined voting power in the share capital of Sono N.V. as of the Record Date."

The disclosure in the Letter to Shareholders and under "*Summary of this Proxy Statement/Prospectus—Voting Power*" on pages 28-29, "*Extraordinary General Meeting of Sono N.V. Shareholders—Voting Power*" on page 54, and "*—Vote Required*" under each of Voting Proposal No. 1, Voting Proposal No. 2 and Voting Proposal No. 3 of the Proxy Statement on pages 74, 75 and 77, respectively, is amended and supplemented as follows:

> "A quorum of at least one-third of the issued shares of Sono N.V. to which voting rights are attached pursuant to the Existing Articles or Dutch law, must be present or represented by proxy at the Special Meeting. Based on the 5,582,274 votes outstanding as of the Record Date, a quorum will be present if the holders of Sono N.V. shares representing at least 1,860,758 votes, or approximately 33.33% of the combined voting power in the issued and outstanding share capital of Sono N.V., are present or represented by proxy at the Special Meeting. As of the Record Date, our largest shareholder, SVSE LLC ("***SVSE***"), was entitled to vote 230,751 Sono N.V. Ordinary Shares (which are entitled to one vote for each Sono N.V. Ordinary Share) and 40,000 Sono N.V. High Voting Shares (which are entitled to 25 votes for each Sono N.V. High Voting Share), for a total of 1,230,751 votes. Such shares represent approximately 22.05% of the combined voting power in the share capital of Sono N.V. as of the Record Date, consisting of approximately 5.63% of the issued and outstanding Sono N.V. Ordinary Shares and 100% of the issued and outstanding Sono N.V. High Voting Shares. George O'Leary, who previously served as Sono N.V.'s sole managing director and Chief Executive Officer, is currently the sole member of SVSE and, as a result, has voting control over the shares held of record by SVSE. SVSE has delivered an irrevocable proxy to the Management Board and the Supervisory Board directing that all of the shares held by SVSE will be voted in favor of each of the proposals to be presented at the Special Meeting.

In addition, as of the Record Date, YA II PN, Ltd. ("***Yorkville***") was entitled to an aggregate of 278,556 votes in respect of the 70,000 Sono N.V. Ordinary Shares (which are entitled to one vote for each Sono N.V. Ordinary Share) and the 1,291 Sono N.V. Preferred Shares (which are entitled to 30,000 votes for each Sono N.V. Preferred Share, subject to a contractually agreed voting blocker equal to 4.99% of the combined voting power in the share capital of Sono N.V. as of the Record Date) held by Yorkville. Further, as of the Record Date, certain of our shareholders who are members of a group affiliated with Sports One were entitled to vote an aggregate of 283,500 Sono N.V. Ordinary Shares, representing approximately 5.08% of the combined voting power in the issued and outstanding share capital of Sono N.V. Accordingly, as of the Record Date, SVSE, Yorkville and the shareholders affiliated with Sports One were collectively entitled to cast an aggregate of 1,792,807 votes, representing approximately 32.12% of the combined voting power in the share capital of Sono N.V. In light of the transactions contemplated by the proposed Sports One combination and the Sports One Call Option Agreement, we expect Yorkville and the shareholders affiliated with Sports One to vote their shares in favor of each of the proposals at the Special Meeting, although none of such shareholders has entered into any agreement to do so. As a result, a quorum will be achieved if all of the shares held by such Sono N.V. shareholders, plus an additional 67,951 Sono N.V. Ordinary Shares representing approximately 1.22% of the combined voting power in the share capital of Sono N.V. as of the Record Date, are present or represented by proxy at the Special Meeting. Presuming that all of the shares held by SVSE, Yorkville and the shareholders affiliated with Sports One are voted FOR each of the proposals presented at the Special Meeting and that all 5,582,274 votes outstanding as of the Record Date are validly cast at the Special Meeting: (i) the Redomiciliation Proposal and the Nasdaq Share Authorization Proposal, the approval of each of which requires the affirmative vote of a simple majority of the votes validly cast at the Special Meeting, will be approved if the holders of an additional 998,331 votes, or approximately 17.88% of the total votes outstanding, vote FOR such proposals; and (ii) the Merger Proposal, the approval of which requires the affirmative vote of a two-thirds majority of the votes validly cast at the Special Meeting, will be approved if the holders of an additional 1,928,709 votes, or approximately 34.55% of the total votes outstanding, vote FOR such proposal. However, because approval is measured against votes validly cast, fewer additional affirmative votes will be required if fewer than all outstanding votes are cast."

The disclosure under "*Description of Sono Delaware Securities—Authorized Shares*" on page 113, is amended and supplemented as follows:

"As of the Record Date, we expect that our authorized capital stock following the Redomiciliation Transaction will consist of 520,000,000 shares, consisting of: (i) 510,000,000 authorized shares of New Common Stock, consisting of 500,000,000 authorized shares of Class A Common Stock and 10,000,000 authorized shares of Class B Common Stock, and (ii) 10,000,000 authorized shares of New Preferred Stock, of which 1,305.0000 shares are expected to be designated as Series A Preferred Stock."

The disclosure under "*Description of Sono Delaware Securities—New Common Stock*" on page 113, is amended and supplemented as follows:

"As of the Record Date, we expect that after giving effect to the Redomiciliation Transaction, there will be approximately 4,135,162 shares of New Common Stock issued and outstanding, consisting of (i) 4,095,162 shares of Class A Common Stock and (ii) 40,000 shares of Class B Common Stock."

The section of the Proxy Statement entitled "*Security Ownership of Certain Beneficial Owners and Management*" beginning on page 110 is amended and restated in its entirety as set forth in **Annex A** to this Supplement, which reflects beneficial ownership as of the Record Date based on 4,095,162 Sono N.V. Ordinary Shares, 40,000 Sono N.V. High Voting Shares and 1,305.0000 Sono N.V. Preferred Shares issued and outstanding.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table and accompanying footnotes set forth information known to Sono N.V. regarding (i) the actual beneficial ownership of Sono N.V. as of November 13, 2026, the Record Date, and (ii) the expected beneficial ownership of Sono Delaware immediately following consummation of the proposed Redomiciliation Transaction, by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our issued and outstanding Sono N.V. Ordinary Shares (including, on an as-converted basis, our Sono N.V. High Voting Shares and Sono N.V. Preferred Shares, which under our Existing Articles are convertible into Sono N.V. Ordinary Shares at any time at the option of the holder in accordance with the terms thereof);
- each of our directors, consisting of each current member of the Supervisory Board and the Management Board;
- each of our NEOs for the fiscal year ended December 31, 2025; and
- all of our directors and NEOs, as a group.

Beneficial ownership is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares over which the individual has sole or shared voting power or investment power, as well as any shares that the individual has the right to acquire within 60 days of the Record Date through the exercise of any option, warrant or other right.

The beneficial ownership of our Sono N.V. Ordinary Shares, Sono N.V. High Voting Shares and Sono N.V. Preferred Shares is based on 4,095,162 Sono N.V. Ordinary Shares, 40,000 Sono N.V. High Voting Shares and 1,305.0000 Sono N.V. Preferred Shares issued and outstanding as of the Record Date. Unless otherwise noted in the footnotes to the following table, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to the shares they beneficially own.

	Before the Redomiciliation Transaction						After the Redomiciliation Transaction						
	Sono N.V. Ordinary Shares		Sono N.V. High Voting Shares		Sono N.V. Preferred Shares		Class A Common Stock		Class B Common Stock		Series A Preferred Stock		Combined Voting
Name of Beneficial Owner(1)	Number	Percent	Number	Percent	Number	Percent	Number	Percent	Number	Percent	Number	Percent	Power
5% or Greater Shareholders:													
SVSE LLC (2)(5)	230,751	5.63%	40,000	100.00%	-	-	230,751	5.63%	40,000	100.00%	-	-	22.05%
Cantor Fitzgerald & Co. (3)	99,600	2.43%	-	-	-	-	99,600	2.43%	-	-	-	-	1.78%
YA II PN, Ltd. (4)(5)	70,000	1.71%	-	-	1,291	98.93%	70,000	1.71%	-	-	1,291	98.93%	4.99%
Anson Funds (6)	142,000	3.47%	-	-	-	-	142,000	3.47%	-	-	-	-	2.54%
Alpine Fox, LP (7)	315,295	7.70%	-	-	-	-	315,295	7.70%	-	-	-	-	5.65%
Paul Misir (8)	93,633	2.29%	-	-	-	-	93,633	2.29%	-	-	-	-	1.68%
Chris Kelly (8)	93,633	2.29%	-	-	-	-	93,633	2.29%	-	-	-	-	1.68%
Kelly Ventures (8)	37,453	*%	-	-	-	-	37,453	*%	-	-	-	-	*%
Internal Market Fund, LLC (8)	21,610	*%	-	-	-	-	21,610	*%	-	-	-	-	*%
Reince Priebus (8)	21,610	*%	-	-	-	-	21,610	*%	-	-	-	-	*%
Chris Larsen (8)	21,610	*%	-	-	-	-	21,610	*%	-	-	-	-	*%
Demetri Argyropoulos (8)	11,236	*%	-	-	-	-	11,236	*%	-	-	-	-	*%
Demetri Daphnis (8)	9,363	*%	-	-	-	-	9,363	*%	-	-	-	-	*%
Jon Ricketts (8)	10,805	*%	-	-	-	-	10,805	*%	-	-	-	-	*%
NEOs and Directors:													
David Dodge	-	-	-	-	-	-	-	-	-	-	-	-	-
Christopher Schreiber	-	-	-	-	-	-	-	-	-	-	-	-	-
Owen May	-	-	-	-	-	-	-	-	-	-	-	-	-
Kevin McGurn	-	-	-	-	-	-	-	-	-	-	-	-	-
Martin Scott Calhoun	-	-	-	-	-	-	-	-	-	-	-	-	-
George O'Leary (2)(5)	230,751	5.63%	40,000	100.00%	-	-	230,751	5.63%	40,000	100.00%	-	-	22.05%
All NEOs and directors as a group (6 persons)	230,751	5.63%	40,000	100.00%	-	-	230,751	5.63%	40,000	100.00%	-	-	22.05%

* Less than 1%.

(1) Unless otherwise indicated below, the address for each beneficial owner listed is c/o Sono Group N.V., 4965 Trinidad Drive, Land O' Lakes, Florida 34639, United States of America.

(2) SVSE LLC is the holder of record of the Sono N.V. Ordinary Shares and Sono N.V. High Voting Shares presented in the table above. George O'Leary, who previously served as Sono N.V.'s sole managing director and Chief Executive Officer and was an NEO of Sono N.V. during our 2025 fiscal year, is currently the sole member of SVSE and, as a result, has voting control over the shares held of record by SVSE. George O'Leary was appointed as our managing director and Chief Executive Officer at the extraordinary general meeting of Sono N.V.'s shareholders held on January 31, 2024. George O'Leary was also appointed as our Chief Financial Officer at the extraordinary general meeting held on January 31, 2024, a role in which he served until Martin Scott Calhoun was appointed as our Chief Financial Officer on December 30, 2024. On September 9, 2025, George O'Leary informed the Supervisory Board that following the uplisting of the Sono N.V. Ordinary Shares to Nasdaq, he would be resigning as the Chief Executive Officer of Sono N.V. and its subsidiaries effective as of September 9, 2025. George O'Leary remained Sono N.V.'s sole statutory managing director (and sole member of the Management Board) through December 31, 2025. SVSE has delivered an irrevocable proxy to the Management Board and the Supervisory Board directing that all of the shares held by SVSE will be voted in favor of the Redomiciliation Proposal, the Merger Proposal and the Nasdaq Share Authorization Proposal at the Special Meeting.

(3) Based on Schedule 13G filed February 13, 2026 by Cantor Fitzgerald Securities, Cantor Fitzgerald & Co., Cantor Fitzgerald, L.P., CF Group Management, Inc. and Brandon G. Lutnick. Cantor Fitzgerald & Co. is the record holder; the other reporting persons may be deemed to share voting and/or dispositive power as described therein and disclaim beneficial ownership in excess of their pecuniary interest. The address of the reporting persons is 110 East 59th Street, New York, New York 10022.

(4) Yorkville is the holder of the Sono N.V. Preferred Shares presented in the table above. Such shares were issued in the Debt Conversion (as defined herein) pursuant to the Exchange Agreement (as defined herein) in September 2025. Each Sono N.V. Preferred Share is convertible into 30,000 Sono N.V. Ordinary Shares, subject to the terms of the Exchange Agreement. Pursuant to Section 4(g) of the Exchange Agreement, Yorkville may not convert Sono N.V. Preferred Shares to the extent that, after giving effect to such conversion, Yorkville (together with its affiliates) would beneficially own more than 4.99% of the number of outstanding Sono N.V. Ordinary Shares or the voting power of the Sono N.V. Ordinary Shares, which limitation may be waived by Yorkville in its sole discretion upon not less than 65 days' prior notice to Sono N.V. The Sono N.V. Preferred Shares held by Yorkville are entitled to 30,000 votes for each Sono N.V. Preferred Share under our Existing Articles, subject to a contractually agreed voting blocker equal to 4.99% of the combined voting power in the share capital of Sono N.V. as of the record date for the applicable action to be taken by Sono N.V.'s shareholders. In connection with the Letter of Intent for the proposed Sports One combination, Yorkville has entered into the Sports One Call Option Agreement with an affiliate of Sports One pursuant to which the affiliate has the right to acquire up to 700 Sono N.V. Preferred Shares from Yorkville. Pursuant to the Sports One Call Option Agreement, Yorkville has agreed not to dispose of or convert the 700 Sono N.V. Preferred Shares subject thereto prior to the expiration of the Sports One Call Option.

(5) The securities held by SVSE are subject to a Pledge Agreement, dated February 5, 2024, by and between SVSE and Yorkville, pursuant to which the securities would accrue to Yorkville in the event that Sono N.V. defaults on certain of its payment obligations to Yorkville. In addition, if Yorkville and SVSE enter into a call option agreement (the "***Call Option Agreement***"), as is currently intended, SVSE will agree to provide Yorkville with a call option (the "***Call Option***") that would enable Yorkville, at its discretion, to purchase all of the Sono N.V. Ordinary Shares and Sono N.V. High Voting Shares held by SVSE in one or more transactions, prior to 5:00 p.m. Eastern time on the four-year anniversary of the date of the Call Option Agreement, subject to certain limitations; provided, that Yorkville may not exercise the Call Option if, after giving effect to such exercise, Yorkville and any of its affiliates would beneficially own more than 4.99% of (i) the number of Sono N.V. High Voting Shares outstanding, (ii) the number of Sono N.V. Ordinary Shares outstanding, or (iii) the voting power of the total capital of Sono N.V. (including due to the voting rights of the Sono N.V. High Voting Shares), provided further that such ownership limitations may be waived by Yorkville upon not less than 65 days' prior notice to Sono N.V.

(6) Based on a Schedule 13G/A filed with the SEC on August 14, 2026 by Anson Funds Management LP (d/b/a Anson Funds), a Texas limited partnership, Anson Management GP LLC, a Texas limited liability company, Mr. Tony Moore, the principal of Anson Funds Management LP and Anson Management GP LLC, Anson Advisors Inc., an Ontario, Canada corporation, Mr. Amin Nathoo, a director of Anson Advisors Inc., and Mr. Moez Kassam, a director of Anson Advisors Inc. The filing reports shared voting power and shared dispositive power with respect to such shares, which were purchased by one or more private funds to which Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors (collectively, the "***Funds***"). Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors to the Funds and may direct the vote and disposition of the shares held by the Funds. As the general partner of Anson Funds Management LP, Anson Management GP LLC may direct the vote and disposition of the shares held by the Funds. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Moore may direct the vote and disposition of the shares held by the Funds. As directors of Anson Advisors Inc., Mr. Nathoo and Mr. Kassam may each direct the vote and disposition of the shares held by the Funds. The address for Anson Funds Management LP, Anson Management GP LLC and Mr. Moore is 16000 Dallas Parkway, Suite 800, Dallas, Texas 75248. The address for Anson Advisors Inc., Mr. Nathoo and Mr. Kassam is 181 Bay Street, Suite 4200 Toronto, ON, M5J 2T3.

(7) Based on a Schedule 13D filed with the SEC on October 1, 2026 by Alpine Fox Capital LLC, a Nevada limited liability company operating as an exempt reporting adviser, and Alpine Fox, LP, a Delaware limited partnership operating as an investment fund exempt from the registration requirements of the Investment Company Act by Section 3(c)(1). The securities reported in the table above are held directly by Alpine Fox, LP, which shares voting and dispositive power over such securities with Alpine Fox Capital LLC by virtue of Alpine Fox Capital LLC's position as the general partner of Alpine Fox, LP. Each of such reporting persons may be deemed the beneficial owner of such securities. The address of the reporting persons is 304 S. Jones Blvd, #155, Las Vegas, NV 89107.

(8) Based on Schedule 13D filed September 8, 2026 by Christopher Kelly, Kelly Ventures I LP, Paul Misir, Michael Spanos, Reince Priebus, Chris Larsen, Demetri Argyropoulos, Demetri Daphnis and Jon Ricketts (collectively, the "***Sports One Reporting Persons***"). The Sports One Reporting Persons acquired an aggregate of 283,500 Sono N.V. Ordinary Shares in a registered direct offering concurrent with the entry into the Letter of Intent with Sports One. The Sports One Reporting Persons may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Exchange Act. Each of the Sports One Reporting Persons (other than Christopher Kelly with respect to Kelly Ventures I LP) disclaims beneficial ownership of the Sono N.V. Ordinary Shares beneficially owned by the other members of the group. The individual beneficial ownership of each Sports One Reporting Person is as follows: Christopher Kelly — 93,633 Sono N.V. Ordinary Shares (including 37,453 held by Kelly Ventures I LP, of which Mr. Kelly is the founder and a principal); Paul Misir — 93,633 Sono N.V. Ordinary Shares; Internal Market Fund, LLC (of which Michael Spanos is a managing partner and thus he may be deemed a beneficial owner of the shares held directly by Internal Market Fund, LLC) — 21,610 Sono N.V. Ordinary Shares; Reince Priebus — 21,610 Sono N.V. Ordinary Shares; Chris Larsen — 21,610 Sono N.V. Ordinary Shares; Demetri Argyropoulos — 11,236 Sono N.V. Ordinary Shares; Demetri Daphnis — 9,363 Sono N.V. Ordinary Shares; and Jon Ricketts — 10,805 Sono N.V. Ordinary Shares. The address of each of the Sports One Reporting Persons is c/o Sports One, 45 Catalpa Drive, Atherton, CA 94027.

In connection with the Letter of Intent, each of the Sports One Reporting Persons (other than Reince Priebus) has entered into a lock-up agreement with Sports One restricting transfers of their Sono N.V. Ordinary Shares for 180 days, subject to customary exceptions. Reince Priebus has entered into a separate lock-up agreement with Sports One on similar terms. In addition, an affiliate of certain of the Sports One Reporting Persons has entered into the Sports One Call Option Agreement with Yorkville to acquire up to 700 Sono N.V. Preferred Shares (representing approximately half of the outstanding Sono N.V. Preferred Shares). See the description of the Sports One transaction under "*Business Overview—The Sports One Transaction*" for additional information.