

OTCQB Certification

I, George O'Leary, CEO/CFO and Managing Director of Sono Group N.V. ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

REGISTERED or REPORTING WITH THE SEC:

- ☐ Company is registered under Section 12(g) of the Exchange Act
☐ Company is reporting under Section 15(d) of the Exchange Act.
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
☐ Company is reporting under Regulation A (Tier 2)
☒ Other (describe) Company has securities registered under Section 12(b) of the Exchange Act and is reporting under Section 13 of the Exchange Act.

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- ☐ Company is exempt from registration under Exchange Act Rule 12g3-2(b)
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting
2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>SEVCF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>320,000,000</u>	<u>June 26, 2024</u>
Total Shares Outstanding	(B)	<u>105,711,643</u>	<u>June 26, 2024</u>
Number of Restricted Shares ¹	(C)	<u>39,607,085</u>	<u>June 26, 2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>June 26, 2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>66,104,558</u>	<u>June 26, 2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>62.53%</u>	<u>June 26, 2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>7,803</u>	<u>March 19, 2024</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

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5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. (If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):

☐ Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
December 7, 2022	11,100,000	12,299,408	July 1, 2025	the lower of (i) a price per ordinary share of the Company (the "Ordinary Shares" equal to USD 0.25, or (ii) 85% of the lowest daily VWAP of the Ordinary Shares during the seven (7) consecutive Trading Days	0	0 (current market price is below the nominal price of the share)	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
December 8, 2022	10,000,000	8,947,584	July 1, 2025	Same as above	3,518,798	Same as above	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
December 20, 2022	10,000,000	823,479	July 1, 2025	Same as above	11,382,970	Same as above	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
February 5, 2024	4,317,600	4,372,960	July 1, 2025	Same as above	0	Same as above	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
Total Outstanding Balance:		26,443,431	Total Shares:		14,901,768	0		

Use the space below to provide any additional details, including footnotes to the table above:

6. Disclosure and Administrative Service Providers:

⁴ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁵ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

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Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

In preparing the Company's most recent Form 20-F, DLA Piper LLP (US) acted as the primary U.S. legal counsel and DLA Piper Nederland N.V. acted as the primary Dutch legal counsel.

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Sullivan & Cromwell LLP, NautaDutilh N.V., Dentons Europe LLP, Dentons Europe (Germany) GmbH & Co. KG, SGP Schneider Geiwitz Management GmbH, SGP Schneider Geiwitz GmbH, SGP Schneider Geiwitz & Partner - Wirtschaftsprüfer Steuerberater Rechtsanwälte PartGmbH, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Grassi & Co., CPAs, P.C.

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

ICR LLC, 761 Main Avenue, Norwalk CT 06851, Eduardo Royes, IR advisory services
ESG Advisor Group LLC, 79 Bridge Street, Suite 5F, Brooklyn, NY 11201, Tony Sklar, Ethan Walfish, IR advisory services

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned	Class of shares owned	Percentage of Class of Shares Owned
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			(List common, preferred, warrants and options separately)		(undiluted)
George O'Leary*	CEO/CFO and Managing Director	Wellington, FL	3,000,000	High-Voting Shares***	100%
George O'Leary*	CEO/CFO and Managing Director	Wellington, FL	17,306,251	Ordinary Shares	16.4%
David Dodge	Chairman of the Supervisory Board	Queen Creek, AZ	0	-	-
Christopher Schreiber	Vice-chair of the Supervisory Board	Pound Ridge, NY	0	-	-
SVSE LLC*	5% control person	Wellington, FL	3,000,000	High-Voting Shares	100%
SVSE LLC*	5% control person	Wellington, FL	17,306,251	Ordinary Shares	16.4%
Bambino 255. V V** UG	5% control person	Berlin, Germany	13,306,249	Ordinary Shares	12.6%

* George O'Leary, the Company's CEO, CFO and sole managing director, is the sole member of SVSE, which is the holder of record of the Ordinary Shares and High-Voting Shares (as defined below) presented above. YA II PN, Ltd. has been granted a security interest in all the Ordinary Shares and High Voting Shares of the Company that SVSE LLC currently holds or at any time acquires. Mr. O'Leary's address is 9800 Quaye Side Drive Unit 105 Wellington FL 33411.

** Bambino 255. V V UG is party to a trust agreement, pursuant to which it is obliged to forward the net proceeds from the realization of certain assets (including the Ordinary Shares of Sono Group N.V.) to the insolvency practitioner appointed as supervisor of the insolvency plan of Sono Motors GmbH (wholly-owned subsidiary of Sono Group N.V.), for distribution to the insolvency creditors of Sono Motors GmbH in accordance with its insolvency plan. The sole owner of Bambino is Dentons Treuhand Beteiligungsgesellschaft mbH, c/o Dentos GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, NEXTOWER, Thurn- und-Taxis-Platz 6, 60313 Frankfurt am Main. The managing directors of Bambino 255. V V UG are Holger Ellers and Dirk Schoene. The managing director of Dentons Treuhand Beteiligungsgesellschaft mbH is Dirk Schoene.

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

*** High-voting shares of the Company (the "High Voting Shares") have higher voting rights than Ordinary Shares (25 votes and 1 vote, respectively) and higher par value (€1.50 vs. €0.06).

9. Certification:

Date: June 27, 2024

Name of Certifying CEO or CFO: George O'Leary

Title: CEO/CFO and Managing Director

Signature:

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

George O'Leary