

## Management Certification

The undersigned, on behalf of Sono Group N.V. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

### SEC Reporting Obligations

- ☒ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (please describe)

### Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.<sup>1</sup>

Transfer Agent: Equiniti Trust Company, LLC

Address: 55 Challenger Road, 2nd Floor, Ridgefield Park, NJ 07660

<sup>1</sup> OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all 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 or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

DLA Piper LLP (US)

DLA Piper Nederland N.V.

Gretchen Liersaph-Turck (internal counsel)

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): May 12, 2025

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage</b> <b>of Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
George O'Leary*	CEO/CFO and Managing Director	Wellington, FL	40,000	High-Voting Shares***	100%
George O'Leary*	CEO/CFO and Managing Director	Wellington, FL	230,751	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	-	-
Owen May	Member of the Supervisory Board	New York, 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%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

\* 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 Quay 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.

**\*\*\*** 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 (€0.50 vs. €0.02).

#### 11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)*	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 <sup>2</sup> ***	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
December 7, 2022	11,100,000	13,958,630	July 1, 2025	the lower of (i) a price per ordinary share of the Company (the “Ordinary Shares” equal to USD 18.75**, or (ii) 85% of the lowest daily VWAP of the Ordinary Shares during the seven (7) consecutive Trading Days	0	1,555,782	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
December 8, 2022	10,000,000	10,165,841	July 1, 2025	Same as above	46,917	1,133,050	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners:	Loan

<sup>2</sup> 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.

							Mark Angelo and Matthew Beckman)	
December 20, 2022	10,000,000	935,589	July 1, 2025	Same as above	151,773	104,278	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
February 5, 2024	4,317,600	5,105,414	July 1, 2025	Same as above	0	569,032	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
August 30, 2024	3,338,100	3,621,244	August 30, 2025	Same as above	0	403,612	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
February 12, 2025	1,000,000	1,030,247	February 12, 2026	Same as above	0	114,828	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
March 25, 2025	1,000,000	1,016,767	March 24, 2026	Same as above	0	113,325	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
April 24, 2025	500,000	503,452	April 24, 2026	Same as above	0	56,113	YA II PN, Ltd. (managed by Yorkville Advisors Global, LP, Managing partners: Mark Angelo and Matthew Beckman)	Loan
<b>Total Outstanding Balance:</b>		36,337,184	<b>Total Shares:</b>		198,690	4,050,020		

\* As of May 14, 2025

\*\* Adjusted to reflect the 1-for-75 reverse stock split implemented by the Company in December 2024.

\*\*\* Based on the lowest daily VWAP for the last 7 consecutive trading days of \$8.9721.

Any additional material details, including footnotes to the table are below :

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**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: George O'Leary

Title: Managing Director and CEO

Date: May 14, 2025

Signature: *George O'Leary*

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