

SONO
GROUP N.V.

ANTI-CORRUPTION POLICY



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ANTI-CORRUPTION POLICY

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INTRODUCTION

ARTICLE 1

- 1.1 This document sets out the Company's anti-corruption policy which the Company Group and all Employees, Officers and Agents are expected to observe.
- 1.2 This policy applies to all of the Company Group's operations worldwide.

DEFINITIONS AND INTERPRETATION

ARTICLE 2

- 2.1 In this policy the following definitions shall apply:

Agent	Any third party, who is not an Employee or an Officer, engaged by the Company Group who interacts, or is expected to interact, with a Government Official on behalf of the Company Group, such as agents, brokers, intermediaries, advisors, consultants, representatives, joint venture partners, co-investors, franchisees, licensees, travel agents, freight forwarders, customs agents, tax advisors, law firms, finders, lobbyists and accountants.
Article	An article of this policy.
Company	Sono Group N.V.
Company Group	The Company and its Subsidiaries collectively or, where the context so requires, any of them individually.
Compliance Officer	The Company's compliance officer.
Employee	An employee of the Company Group.
Government Official	Any individual who: a. recently held, holds or can reasonably be expected to soon hold a legislative, political or judicial position of any kind, in each case regardless of rank; or b. is an employee or officer of an organisation or entity which is controlled, directly or indirectly, by a

government or any constituency of a government.

Item of Value	Any item of tangible or intangible value, in any form, including cash, cash equivalents (such as gift cards, gift certificates, discounts and rebates), loans, gifts, travel, lodging, entertainment (including participation in recreational activities or events and tickets, passes or other access to cultural or sporting events), meals, expense reimbursements, per diems, favours, business or employment opportunities, compliance with a request to provide any such item of tangible or intangible value to a third person (such as a relative of a Government Official), contributions to a charity or other non-profit organisation and promotional sponsorships.
Management Board	The Company's management board.
Managing Director	A member of the Management Board.
Officer	A Managing Director, a Supervisory Director, a (managing) director or supervisory director of any Subsidiary, or any other officer of the Company Group who is not an Employee.
Subsidiary	A subsidiary of the Company within the meaning of Section 2:24a of the Dutch Civil Code.
Supervisory Board	The Company's supervisory board.
Supervisory Director	A member of the Supervisory Board.
2.2	References to statutory provisions are to those provisions as they are in force from time to time.
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.
2.5	Except as otherwise required by law, the terms "written" and "in writing" include the use of electronic means of communication.

GENERAL PRINCIPLES

ARTICLE 3

- 3.1 This policy supports the Company Group's commitment to conducting business consistent with the highest ethical standards and legal requirements. Bribery is illegal and the Company Group prohibits bribery of any kind. An improper payment to gain advantage in any situation

is never acceptable and exposes the person making such payment and, possibly, the Company Group to criminal sanctions and/or civil liability pursuant to applicable anti-bribery laws.

- 3.2 Employees, Officers and Agents must not use personal funds or a third party to circumvent the requirements and prohibitions of this policy.
- 3.3 Anyone who violates this policy is subject to disciplinary action, including termination of employment, service or business relationship, and referral to the authorities for possible criminal and civil actions and penalties.

BRIBERY

ARTICLE 4

- 4.1 This policy expressly prohibits improper payments in all business dealings of the Company Group, whether with the government or in the private sector. In particular, this policy prohibits offering, promising or giving any Item of Value directly or indirectly (through a third party) to a Government Official to influence official action or to anyone (whether or not a Government Official) to induce the recipient to act improperly. Special care is required when dealing directly or indirectly with Government Officials because specific laws and considerations will generally apply to those dealings.
- 4.2 Without prejudice to Article 4.1, Employees, Officers and Agents may not offer, promise, pay, give or authorise the giving of any Item of Value directly or indirectly to any Government Official, or to anyone (whether or not a Government Official) to influence a business or official decision and/or obtain or retain business or any advantage. This prohibition applies regardless of whether the payment is called a grease, facilitation or expediting payment and specifically includes giving Items of Value to any third party while knowing or being aware of a high probability that the recipient will, in turn, offer, promise or provide a benefit prohibited by this policy.

GIFTS

ARTICLE 5

- 5.1 Business decisions must be based on competitive factors. The gifts of Items of Value can create the appearance that business decisions are being influenced by other factors. Such gifts should never be offered or accepted for improper purposes.
- 5.2 Expenditures directly related to the promotion or demonstration of the Company Group's business products or services may, however, be acceptable if they are reasonable and are not made to secure an improper advantage. However, no gift of any Item of Value should be offered to or accepted from anyone (whether or not a Government Official) if it could

reasonably be perceived as an attempt to influence a business or official decision and/or obtain or retain an unfair business or any advantage, or if it would adversely affect the Company Group's reputation. The principles underlying this policy must be observed regardless of the monetary value of any gift of Items of Value offered to or accepted from anyone (whether or not a Government Official).

- 5.3 All gifts of Items of Value offered or accepted in legitimate business dealings of the Company Group must be:
- a. consistent with the Company Group's business interests;
 - b. not excessive by local or industry standards;
 - c. not in the form of cash, regardless of the amount or the recipient;
 - d. infrequent in occurrence;
 - e. consistent with customary business practices;
 - f. offered or accepted without an expectation of reciprocity;
 - g. consistent with all laws and regulations;
 - h. in compliance with the pre-approval requirements outlined in Article 5.4; and
 - i. recorded in accurate, appropriate, and reasonably detailed documentation.
- 5.4 Prior approval in writing must be obtained for the activities listed below, by submitting a pre-clearance form (attached as Annex A to this policy) to the Company's legal department or Compliance Officer:
- a. offering or accepting any gift of Items of Value to or from a Government Official, regardless of the amount;
 - b. offering or accepting any gift of Items of Value consisting of cash, cash equivalents, discounts or rebates, regardless of the amount or recipient;
 - c. offering or accepting any gift of Items of Value (other than cash, cash equivalents, discounts or rebates) to or from someone who is not a Government Official, if the value thereof exceeds €150 (or the local currency equivalent thereof) per occurrence or €450 (or the local currency equivalent thereof) in total per calendar year; and
 - d. making political or charitable contributions, or engaging in political activities, other than on the individual's own time, on the individual's own behalf and the individual's personal funds as a private citizen.

ENGAGING AGENTS

ARTICLE 6

- 6.1 The Company Group will not engage or do business with an Agent, if the Company believes there is a material risk that such Agent will violate anti-corruption laws and/or the provisions of this policy.
- 6.2 Prior approval in writing must be obtained for entering into a business relationship with any

Agent who does not already have an approved business relationship with the Company Group, by submitting a pre-clearance form (attached as Annex B to this policy) to the Company's legal department or Compliance Officer. The Company's legal department and/or Compliance Officer shall perform a risk assessment and due diligence on the proposed Agent.

COOPERATION, TRAINING AND CERTIFICATIONS

ARTICLE 7

- 7.1 From time to time, the Company Group may require the support and cooperation of Employees, Officers and Agents in ensuring and enforcing compliance with this policy, in which case such support and cooperation must be given.
- 7.2 The Company Group may require Employees, Officers and Agents to attend training on matters related to this policy, in which case such training must be attended.
- 7.3 Employees, Officers and Agents must, upon request by the Company Group, certify compliance with this policy.
- 7.4 Any failure to provide full, complete and truthful cooperation and support, to follow any required training or to certify compliance with this policy, is itself a violation of this policy and grounds for disciplinary action, including dismissal.

BOOKS AND RECORDS

ARTICLE 8

- 8.1 The Company requires that a system of adequate internal accounting controls be maintained and that Employees, Officers and Agents report and reflect all transactions and other business dealings of the Company Group fairly, accurately, with integrity and in reasonable detail in the books and records of the Company Group.
- 8.2 The books and records of the Company Group must not contain any false or misleading statements or entries, such as recording a gift expense as something other than a gift. Employees, Officers and Agents may not intentionally misclassify any transaction or other business dealing of the Company Group as to accounts, departments or accounting periods.

COMPLIANCE AUDIT

ARTICLE 9

The Company will conduct periodic audits to ensure adherence to and compliance with this policy and provide the Company's audit committee with annual reports on the results of such audits, including any disciplinary and other remedial actions taken in the event of violations of this policy.

AMENDMENTS AND DEVIATIONS

ARTICLE 10

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

GOVERNING LAW AND JURISDICTION

ARTICLE 11

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

GIFTS PRE-CLEARANCE FORM

Terms used in this form have the meaning attributed to them in the Company's anti-corruption policy. Please consult the Company's legal department or the Compliance Officer if you have any questions.

Name and position of person submitting: _____

E-mail address of person submitting: _____

Phone number of person submitting: _____

Date of submission: _____

- Type of interaction:
- Gifts (Value per gift _____)
 - Meals (Cost per person _____)
 - Entertainment (Cost per person _____)
 - Travel (Cost per person _____)
 - Lodging (Cost per person _____)
 - Charitable Contributions (Amount _____)
 - Other (specify) _____

1. Identify the proposed recipient, including name, title and affiliation. If the individual is a Government Official or close relative thereof, please identify the Government Official's title and the government agency they work for, and, in the case of a close relative, the nature of the relationship.

2. Describe the proposed interaction/activity: what is it, where will activity take place or benefit be provided and what is the Item of Value being provided. Itemize by category, if appropriate. Amounts should be exact, unless that is not practical, in which case provide estimates.

3. Describe the business purpose of the proposed interactions/activity. Be specific, including descriptions of events, visits, activities, ceremonies, etc., and the business reasons that make it appropriate to pay for or provide this benefit.

4. Where proposed recipient is a Government Official or close relative thereof:
- a. Are you aware of any current, pending, or future business decisions or business matters (including decisions with respect to permits, approvals, or licenses) for the Company Group that involves the Government Official(s)? If yes, please explain.

- b. Are you aware of any other Gifts from the Company Group to the Government Official(s) in the past year? If yes, please explain.

5. Was the proposed transaction suggested by a Government Official? If the transaction is required by contract or by law, please describe the contract or law/regulation requiring the activity.

6. What other Employees, Officers or Agents will participate?

By signing below you confirm that the information provided is accurate and complete, that you are familiar with the Company's anti-corruption policy, and that this request complies with that policy. Failure to fully disclose relevant information is a violation of the Company's anti-corruption policy.

Signed: _____

Date: _____

AGENT PRE-CLEARANCE FORM

Terms used in this form have the meaning attributed to them in the Company's anti-corruption policy. Please consult the Company's legal department or the Compliance Officer if you have any questions.

Name and position of person submitting: _____

E-mail address of person submitting: _____

Phone number of person submitting: _____

Date of submission: _____

Name of proposed Agent: _____

Website of proposed Agent: _____

Phone number of proposed Agent: _____

Business address of the proposed Agent: _____

1. Identify the work to be performed and the location(s) at which the work will take place.

2. Will the Agent be compensated on a 'success' or 'contingent' fee or similar basis that rewards a successful outcome?

Yes No

If Yes, please give details:

3. Has the Agent requested that any funds be sent to an account not in the name of the Agent or in a country other than where the Agent is headquartered or located?

- Yes No

If Yes, please give details:

4. Is the Agent requesting compensation that is either above the normal market rate for the services provided or on terms that are unusual in any other respect?

- Yes No

If Yes, please give details:

5. Is the Agent (or an owner, director, officer or employee of that Agent) known or believed to be a Government Official in a position to influence or take official action for or against the Company Group, a close relative of such a Government Official or formerly such a Government Official?

- Yes No

If Yes, please give details:

6. Was the Agent recommended or suggested by a Government Official in a position to influence or take official action for or against the Company Group, a close relative of such a Government Official or formerly such a Government Official?

- Yes No

If Yes, please give details:

7. Is it known or believed that the Agent has close business or personal ties to a Government Official in a position to influence or take official action for or against the Company Group, a close relative of such a Government Official or formerly such a Government Official?

- Yes No

If Yes, please give details:

8. What research and other due diligence has been conducted on the Agent (for example, a web search, a site or office visit, and a check of references)?

9. What were the results of the due diligence, including any negative information on the Agent's history, integrity or reliability and any red flags or other bases for concern?

10. Is there any reason to believe that the Agent will offer, promise or give any Item of Value to a Government Official in order to influence or take official action for or against the Company Group?

- Yes No

If Yes, please give details:

11. Is there any reason to believe that a Government Official in a position to influence or take official action for or against the Company Group will benefit in any way from the business to be conducted with or by the Agent?

- Yes No

If Yes, please give details:

12. In prior dealings with the Company Group, to your knowledge, has the Agent made requests that are suspicious, including requests to be reimbursed for poorly-defined, last-minute, or unanticipated expenses, or for payments against suspicious invoices?

- Yes No

If Yes, please give details:

13. Has the Agent requested secrecy or anonymity?

- Yes No

If Yes, please give details:

14. Do the Agent's facilities, staff, expertise, or experience appear insufficient to carry out the Agent's role?

- Yes No

If Yes, please give details:

15. Does the Agent, as well as its owners, directors, officers, and employees, to your knowledge, have a clean record, free of any administrative, regulatory and other legal proceedings, investigations or convictions in the past five years?

- Yes No

If Yes, please give details:

16. Does the Agent either lack an anti-corruption policy or does it have an anti-corruption policy that should be regarded as unsatisfactory?

- Yes No

If Yes, please give details:

By signing below you confirm that the information provided is accurate and complete, that you are familiar with the Company's anti-corruption policy, and that this request complies with that policy. Failure to fully disclose relevant information is a violation of the Company's anti-corruption policy.

Signed: _____

Date: _____