

On September 19, 2023, Sonder Holdings Inc. (the “**Company**”) filed a certificate of amendment to the Company’s Amended and Restated Certificate of Incorporation (the “**Certificate of Amendment**”) with the Secretary of State of the State of Delaware to effect a 1-for-20 reverse stock split (the “**Reverse Stock Split**”) of the outstanding shares of the Company’s common stock (including special voting common stock), par value \$0.0001 per share, effective as of 4:01 p.m., Eastern Time, on September 20, 2023 (the “**Effective Time**”). The Company’s common stock is expected to begin trading on a reverse-split-adjusted basis on the Nasdaq Global Select Market (“**Nasdaq**”) as of the open of trading on September 21, 2023 under the existing ticker symbol “SOND.” The CUSIP number for the Company’s common stock will change to 83542D 300 following the Reverse Stock Split. The CUSIP number for the Company’s publicly traded warrants will not change.

The Company’s stockholders approved the Reverse Stock Split and granted the Company’s board of directors (the “**Board**”) the authority to determine the final split ratio and when to proceed with a reverse stock split at a Special Meeting of Stockholders held on September 15, 2023. Additional information about the stockholder vote is provided under Item 5.07 of this report, below. Following the stockholder meeting, the Board determined to effect the Reverse Stock Split at a ratio of 1-for-20.

As of the Effective Time, every 20 shares of the Company’s issued and outstanding common stock and every 20 shares of its issued and outstanding special voting common stock will be combined into one issued and outstanding share of common stock or one issued and outstanding share of special voting common stock, respectively. The total number of authorized shares of common stock will be reduced from 400,000,000 to 20,000,000, and the total number of authorized shares of special voting common stock will be reduced from 40,000,000 to 2,000,000. The number of authorized shares of preferred stock will remain unchanged at 250,000,000 shares, and the par value of the Company’s common stock (including special voting common stock) will remain unchanged at \$0.0001 per share. Any fractional shares of common stock that would otherwise be issuable as a result of the Reverse Stock Split will be paid out in cash, with reference to the closing trading price of the Company’s common stock on the trading day immediately preceding the Effective Time (as adjusted to give effect to the Reverse Stock Split), without interest.

As of the Effective Time, proportional adjustments to reflect the Reverse Stock Split will also be made to the number of shares of common stock issuable upon the exercise of the Company’s outstanding warrants and stock options and the number of shares issuable pursuant to outstanding restricted stock units, and the number of shares authorized and reserved for issuance pursuant to the Company’s equity incentive and employee stock purchase plans. The exercise prices and stock price targets of outstanding stock options, warrants, and equity awards will also be proportionately adjusted, as applicable. Accordingly, with respect to the Company’s publicly traded warrants trading under the symbol “SONDW,” every 20 warrants outstanding immediately prior to the Reverse Stock Split will be exercisable for one share of common stock at an exercise price of \$230.00 per share, which is 20 times \$11.50, the current exercise price per share. Proportional adjustments will also be made to the number of shares issuable pursuant to the Earn Out provided for in the Company’s Agreement and Plan of Merger dated April 29, 2021, as amended, and its Triggering Event share prices.

The outstanding exchangeable preferred shares of the Company’s subsidiary, Sonder Canada Inc., will also be consolidated on a 1-for-20 basis to reflect the Reverse Stock Split. Any fractional interests in the exchangeable preferred shares will be paid out in cash, applying the same per-share price applicable to the Company’s common stock, and fractional interests in the related shares of special voting common stock will be paid out in cash with reference to their automatic redemption price as stated in the Company’s certificate of incorporation.

The Company's transfer agent, Computershare Trust Company, N.A., will serve as the exchange agent for the Reverse Stock Split. Registered stockholders holding pre-reverse-split shares of the Company's common stock electronically in book-entry form are not required to take any action to receive post-reverse-split shares. Those stockholders who hold their shares in brokerage accounts or in "street name" will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to each brokers' particular processes, and will not be required to take any action in connection with the Reverse Stock Split.