

13 March 2024

Our Ref: JT/TT/ Z0572-S14289

Nasdaq Listing Qualifications  
The Nasdaq Stock Market  
805 King Farm Boulevard  
Rockville, MD 20850

Dear Sir or Madam

### ZAPP ELECTRIC VEHICLES GROUP LIMITED - HOME COUNTRY PRACTICES

We have acted as Cayman Islands legal advisers to Zapp Electric Vehicles Group Limited (the "**Company**"), an exempted company incorporated in the Cayman Islands with limited liability, in connection with its listing on The Nasdaq Stock Market ("**Nasdaq**") and associated filings with the Securities and Exchange Commission. We understand that the Company qualifies as a "Foreign Private Issuer" (as determined in accordance with the securities laws of the United States of America and Nasdaq's corporate governance standards), and as such the Company has asked us to provide this letter to you concerning the Company's corporate governance practices.

Pursuant to Nasdaq Listing Rule 5615(a)(3), we hereby inform you that the Company has elected to follow Cayman Islands law in lieu of certain requirements of Nasdaq 5600 Series rules. Specifically, this confirmation is submitted in connection with the Company's election to follow home-country practice in lieu of the requirements set out in the following Nasdaq Listing Rules:

1. Rule 5635(c) which requires that a Nasdaq listed company seek shareholder approval when it establishes or materially amends a stock option or purchase plan or other arrangement pursuant to which stock may be acquired by officers, directors, employees or consultants; and
2. Rule 5635(d) which requires that a Nasdaq listed company seek shareholder approval for a transaction, other than a public offering as defined in IM-5635-3, involving the sale, issuance or potential issuance by the Company of common stock (or securities convertible into or exercisable for common stock), which alone or together with sales by officers, directors or Substantial Shareholders of the Company, equals 20% or more of the common stock or 20% or more of the voting power outstanding before the issuance.

In lieu of compliance with these two rules, the Company intends to take the actions referenced therein based on approvals by its Board of Directors only, without seeking shareholder approval. We as the Company's Cayman Islands counsel hereby confirm that these intended practices are consistent with the Company's Amended and Restated Articles of Association and not contrary to Cayman Islands law.

**Walkers (Singapore) Limited Liability Partnership**

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As required by Nasdaq Listing Rule 5615(a)(3), the Company will disclose in its next Annual Report on SEC Form 20-F each requirement of Nasdaq 5600 series Rules it does not follow and describe the home country practices followed in lieu of such requirements. The Company also will make substantially similar disclosures on its website.

Yours faithfully

*Walkers (Singapore) Limited Liability Partnership*

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cc: Theodore Allegaert, Zapp Electric Vehicles Group Limited